

TOY STORY 3

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Blue sky, fluffy clouds.

The *TOY STORY* logo. A branding iron sears a "3" into it.

IMAGE bursts into FLAMES...

EXT. OLD WEST - DAY

A train races across the desert. MOVE IN on an ARMORED CAR.

Suddenly, the roof blows open.

EXT. TRAIN - DAY

Money bags fly out. ONE-EYED BART (Mr. Potato Head) follows.

ONE-EYED BART

Money, money, money! Ha! Ha! Ha!

Bart stashes the loot. Suddenly, a lasso yanks his arm off.

ONE-EYED BART

Hey!

The lasso lifts him off his feet. He falls, dazed. A figure approaches -- WOODY. He pins Bart with his boot.

WOODY

You got a date with justice, One-Eyed Bart!

ONE-EYED BART

Too bad, Sheriff -- I'm a married man.

A WAR CRY. Woody looks up.

VOICE (O.S.)

Ai! Ai-ai-ai-ai-ai-yah!

A Ninja warrior, ONE-EYED BETTY (Mrs. Potato Head), flips down the train roof, wielding a sword and nun-chucks.

WOODY

One-Eyed Betty!

Woody handsprings away. He gets to the end of the Caboose. Betty hits him with her purse. He teeters, then falls.

WOODY

Whoa, whoa... Ahhh...!

Bart and Betty laugh, peek over the edge...

GALLOPING HOOVES

TILT UP to find Woody, riding BULLSEYE, JESSIE at the reins.

JESSIE  
I believe you dropped something,  
Mister!

ONE-EYED BART  
Jessie?!

WOODY  
You've reached the end of the line,  
Bart.

Bart pulls out a remote detonator.

ONE-EYED BART  
I always wanted to go out with a  
bang!

Ahead, a huge trestle bridge spans a canyon. ZOOM to  
REVEAL -- The middle of the bridge is loaded with dynamite.

Bart laughs, hits the detonator. The bridge explodes.

Woody, Jessie, and Bullseye gasp.

JESSIE  
Oh no!

WOODY  
The orphans!

WHIP PAN -- A train car of TROLLS lean out the windows.

One-Eyed Bart cackles.

ONE-EYED BART  
Hate to leave early, but our ride is  
here.

HONK-HONK! A pink Corvette, driven by the three ALIENS,  
pulls up alongside the train.

ALIENS  
Ooooooooooooo!

ONE-EYED BART  
It's me or the kiddies, Sheriff!  
Take your pick!

The Potato Heads leap off the train into the Corvette.  
They speed off. Woody looks at the out-of-control train.

WOODY  
Ride like the wind, Bullseye!

Bullseye runs up next to the speeding locomotive.

WOODY  
Hold him steady...

Woody stands, then leaps from Bullseye into the locomotive.

JESSIE  
Woody, hurry!

Woody turns a gear, pulls the brake.

Train wheels lock. Sparks fly. Woody looks ahead.

POV -- The train skids toward the severed rails.

Bullseye and Jessie skid to a stop at the canyon edge.

Too late. Woody and the train plummet over the edge.

Bullseye and Jessie are horrified.

JESSIE  
No...!

From deep in the canyon, a FLASH and RUMBLE.

Then, the entire train rises into the sky.

Holding it from below is BUZZ LIGHTYEAR.

BUZZ  
Glad I could catch the train!

Woody leans out the front.

WOODY  
Now let's catch some criminals!

BUZZ  
To Infinity... And Beyond!

CUT TO:

EXT. DESERT PLAINS

A large, hand-painted sign reads:

Border Crossing  
One Mile  
Outlaws Welcome

WHIP PAN -- The Corvette speeds past.

The Outlaws laugh gleefully. Bart kisses his loot.

The Aliens see something in the sky, point...

ALIENS

OooOOOOoooo!

Buzz flies out of the sun, firing his laser.

The Corvette is sliced in half. The halves fall away.

The Outlaws tumble into a heap.

Woody and Jessie step up. Buzz lands nearby, laser poised.

WOODY

Reach for the sky!

ONE-EYED BART

You can't touch me, Sheriff! I  
brought my attack dog with a  
built-in force field!

Bart WHISTLES.

From above, SLINKY springs down the canyon walls, coils crackling with energy. He circles the gang, bites his tail. An ENERGY BUBBLE forms around them.

WOODY

Well, I brought my dinosaur, who eats  
force-field dogs!

JESSIE

Yo-Dee-Le-Hi-HoooOOOOOOOO!

The Earth trembles. Cracks form. The ground bursts open.

A giant REX emerges, BELLOWING.

He leans toward Bart, lets out a fearsome ROAR.

A shadow. Rex stops. An intense HUM. Everyone looks up.

An enormous, pig-shaped spaceship hovers above them.

BUZZ

Evil Dr. Porkchop!!!

We FLY UP to...

INT. SPACESHIP - DAY

DR. PORKCHOP (Hamm) sits on the bridge, sporting a bowler.

EVIL DR. PORKCHOP  
That's *Mr.* Evil Dr. Porkchop to you!

Bart, Betty, Slinky, and the Aliens are suddenly beamed up.

Hamm flips open a switch. A red button: DEATH BY MONKEYS.

He pushes it.

The ship's belly swings open. A yellow barrel is dropped.

The barrel falls.

It explodes into a mushroom cloud of crazed red monkeys.

Woody, Buzz and Jessie flee. The Monkeys come after them.

Rex ROARS. The Monkeys swarm over him, taking him down.

Woody, Buzz and Jessie are overtaken and pinned down.

The spaceship's snout rotates and opens. A giant laser cannon powers up with a deafening HUM. Bart LAUGHS and reaches for a button marked with a skull and crossbones...

Jessie turns away, eyes shut.

Bart LAUGHS louder.

Buzz turns away.

Bart CACKLES -- finger on the trigger.

Woody grimaces...

CUT TO:

INT. ANDY'S ROOM - DAY

Andy imitates One-Eyed Bart's LAUGH.

On Woody and Buzz. Andy's hands move Woody as he "talks".

YOUNG ANDY (AS WOODY)  
Buzz! Shoot your laser at my badge!

YOUNG ANDY (AS BUZZ)  
Woody, no! It'll kill you!

YOUNG ANDY (AS WOODY)  
Just do it!

Andy presses Buzz's laser, makes a ricochet sound -- PSHOO!  
-- off Woody's badge and traces a line into the air...

...Where Hamm, the Potato Heads and the Aliens perch on a winged cardboard box, crudely fashioned into a spaceship, that dangles from the ceiling.

Andy hits the carton -- PPPKOOOOOSH!!

The Toys tumble to pillows on the floor.

CUT TO:

CAMCORDER POV - HANDHELD

MOM'S hand pushes open a door. Andy, 8, in his cowboy hat, jumps around making EXPLOSION NOISES.

He's turned his room into a Western "set" complete with a Tinkertoy trestle bridge, a Barrel of Monkeys, etc.

YOUNG ANDY  
(as Woody)  
You're going to jail, Bart.

Camera ZOOMS IN. Andy looks up, stops.

YOUNG ANDY  
Mom...!?

MOM (O.C.)  
No, no...! Keep playing! Just pretend I'm not here.

Suddenly, MOLLY, 2, toddles in, knocking over Tinker Toys.

MOM (O.C.)  
Oh, no! Molly...!

YOUNG ANDY  
No, it's okay, Mom! It's... A 50-foot baby from outer space! She's on a rampage! Run for your lives!

Andy races around. Chaos, laughing. Buster enters, BARKING.

The CAMERA PIVOTS UPSIDE-DOWN, revealing Mom's face.

MOM  
Does the red light mean it's going?

The TAPE GLITCHES and we JUMP TO...

BEGIN MUSIC -- "You've Got A Friend In Me"

INT. ANDY'S KITCHEN - DAY - HANDHELD CAMCORDER POV

Molly sits in a high chair, party hat on, eating cake.

Camera PANS Andy's Toys, wearing party hats. End on Andy, holding Woody, stuffing cake in his mouth.

MOM (O.C.)

Come on, say 'Happy Birthday' to Molly...

YOUNG ANDY

(mouth full)

Happhy Brffday!

MOM (O.C.)

Oh, charming.

Andy holds Woody up to CAMERA, cake crumbs flying.

YOUNG ANDY (AS WOODY)

Happhy Brffday!!!

JUMP TO:

INT. ANDY'S ROOM - DAY - HANDHELD CAMCORDER POV

Mom pencils a line above Andy's head onto the door frame.

MOM (O.C.)

Look how tall you're getting!

Andy steps away and beams.

JUMP TO:

INT. ANDY'S ROOM - DAY - HANDHELD CAMCORDER POV

Andy holds Woody against the door frame, marks a line above Woody's head. ZOOM OUT to reveal lines and labels for all the toys, including for "Slinky" and "Slinky's Butt".

JUMP TO:

EXT. FRONT YARD - DAY - HANDHELD CAMCORDER POV

Andy gives Woody a piggyback ride.

JUMP TO:

INT. ANDY'S ROOM - DAY - HANDHELD CAMCORDER POV

Andy holds Buzz towards camera, shoots his laser.

BUZZ

"Buzz Lightyear to the rescue!"

ANDY (AS WOODY)

Good work Buzz!

Andy makes Buzz and Woody high five.

JUMP TO:

INT. ANDY'S ROOM - NIGHT - HANDHELD CAMCORDER POV

Andy lies in a pillow fort, surrounded by toys, eating from a huge bowl of popcorn, and watching an off-screen TV.

He stuffs popcorn in Rex's mouth, turns back to the TV. His eyes widen. The popcorn tumbles out of Rex's mouth.

JUMP TO:

EXT. ANDY'S FRONT YARD - DAY - HANDHELD CAMCORDER POV

Andy rockets Jessie and Bullseye around the front yard, while Mom struggles to keep him in the FRAME.

JUMP TO:

INT. ANDY'S ROOM - DAY - HANDHELD CAMCORDER POV

Andy, laughing, spins around, falls on his bed, pulls his toys close -- holding Woody, Buzz and Jessie in the warm, glowing embrace of a child's innocent and boundless love.

The song FADES on "Our friendship will never die..."

FADE TO BLACK

WOODY (V.O.)

Okay -- places, everyone! C'mon, get in position!

INT. TOY CHEST, ANDY'S ROOM - DAY

Dark, crowded. Toys crammed together. Light seeps in. Nervous, backstage jitters. They speak in HUSHED TONES.

MRS. POTATO HEAD

Wait -- I can't find my other eye!

HAMM

Someone's foot is in my face...

MR. POTATO HEAD

It's mine! Give it back!

ALIENS

You saved our lives! We are eternally grateful!

Potato Head groans. Buzz sits by the rim. Jessie climbs up.

JESSIE

Buzz, mind if I squeeze in next to ya?!

BUZZ

Yes! No! I mean...! Why would I mind?! Squeezing next to... You!

He laughs, nervous. She grins. Finally, he turns away.

BUZZ (CONT'D)

Is it hot in here?

REX (O.S.)

Here they come!

The Toys clamber to the rim and gaze out.

POV -- SARGE and two ARMY MEN slip in the room, dragging something in a gym sock.

The Army Men arrive at the chest. Woody peers down.

WOODY

Sarge! You got it...?!

SARGE

Mission accomplished!

The Toys are thrilled. The Army Men hoist the sock up.

WOODY

Careful...! Careful!!!

Buzz turns the sock upside-down. A cell phone slides out. Toys gather around.

WOODY (CONT'D)

All right, guys. We got one shot at this. Everyone ready?

JESSIE

We're ready, Woody! Let's do it!

WOODY

Buzz -- make the call.

Buzz flips open his wrist cover. A phone number is written inside. Jessie pulls out a cordless phone, leans close to Buzz. Buzz chuckles, nervous. Jessie dials the phone.

Woody tosses the cell phone to Rex.

Jessie gets to the last digit, hits it. Silence.

Suddenly, the cell phone RINGS. Rex yelps.

Buzz, Jessie and Woody peer over the rim. FOOTSTEPS on the stairs.

BUZZ

Target is on approach.

Woody's eyes are fixed on the door.

WOODY

Just like we rehearsed it, guys...

The door opens. ANDY enters but we only SEE his jean-clad legs. He scans the room, zeroes in on the toy chest.

He lifts the lid REVEALING...

Andy is a teenager. His hair is long and his voice deep, but he has the same kind face. He looks down, puzzled.

The Toys lie, lifeless, amid sports equipment and clothing.

The phone RINGS again. Andy's hand rummages.

Woody hugs the cordless as Andy's fingers pass by and find the cell phone.

He pulls it out. The phone is stuck in Rex's arms. Andy pulls. Rex clings. Andy finally yanks the phone loose.

ANDY

Hello...?

CLOSE ON -- Woody, holding the phone. He closes his eyes.

ANDY (ON PHONE) (CONT'D)

Hello...?! Anyone there?

Andy hangs up, turns.

ANDY (CONT'D)

Molly, stay outta my room!

MOLLY (O.S.)  
I wasn't in your room!

Andy scoffs, looks down at Rex in his hand. Rex lies frozen, smiling -- eager to be played with.

Andy drops Rex in the box, shuts the lid, heads out.

ANDY  
Then who was messing with my stuff?

MOLLY (O.S.)  
It wasn't me...!

He departs, closing the door -- CLICK.

CREAK -- Woody and Buzz push the chest open, share a look. The other Toys climb out.

MR. POTATO HEAD  
Well, *that* went well!

They spill out onto the floor. The room has changed -- rock posters, guitar, skateboard, other teen detritus.

REX  
He held me! He actually held me!

HAMM  
Oh, this is just sad.

MR. POTATO HEAD  
Who are we kiddin'? The kid's seventeen years old!

Woody and Buzz jump down, exchange a glance. Buzz nods. Woody waves his arms.

WOODY  
Guys, hey, hold up! We need a staff meeting! Everyone? A staff meeting!

GROANS of boredom.

HAMM  
Not again...!

WOODY  
Oh, come on! Slink? Gather everyone up!

SLINKY  
Uh... We are gathered, Woody!

The Toy Community is a lot smaller. Woody rolls with it.

WOODY

Okay. First off -- we all knew  
Operation Playtime was a long shot...

MR. POTATO HEAD

More like a misfire!

WOODY

...But we've always said this job  
isn't about getting played with.  
It's about...

JESSIE

...Being there for Andy. We *know*.

REX

But we can try again, right?

Woody looks at all of them. He shakes his head.

WOODY

I'm callin' it, guys. We're closin'  
up shop.

Gasps. Everyone is crushed by this news.

WOODY (CONT'D)

Andy's going to college any day  
now... That was our last shot.

Mrs. Potato Head begins to sniffle. Buzz steps forward.

BUZZ

We're going into Attic Mode, folks.  
Keep your accessories with you at all  
times -- spare parts, batteries...  
Anything you need for an orderly  
transition.

Potato Head steps up.

MR. POTATO HEAD

"Orderly?" Don't you get it?! We're  
done! Finished! Over the hill!

WOODY

Hey, hey, now come on, guys! We all  
knew this day was coming!

Buzz, in FOREGROUND, sees something off-screen, frowns.

POV -- Sarge and the Army Men climb up onto Andy's desk.

The other Toys keep arguing.

HAMM (O.C.)  
Yeah, but now its here!

WOODY (O.C.)  
Look, every toy goes through this!  
No one wants to see their kid leave!

BUZZ  
Hey! Sarge! What are you doing?!

Everyone turns. Sarge and his last two Soldiers climb to the window sill.

SARGE  
War's over, folks. Me 'n the boys  
are movin' on.

WOODY  
Moving on...?!

BUZZ  
You're going AWOL?!

SARGE  
We done our duty. Andy's grown up.

SOLDIER ONE  
And let's face it -- when the trash  
bags come out, we Army guys are the  
first to go.

BUZZ  
Trash bags...?!

WOODY  
Who said anything about trash bags?

SARGE  
It has been an honor serving with  
you. Good luck, folks.

Sarge straps in tandem with Soldier One. They leap. Their parachute opens and the wind carries them off.

SOLDIER TWO  
You're gonna need it...!

He jumps and flies off too. The Toys are stunned.

WOODY  
No, no... Wait...! Wait! Wait!!!

REX  
We're getting thrown away?!

WOODY

No! No one's getting thrown away!

MR. POTATO HEAD

How do you know?!

Jessie begins to panic.

JESSIE

We're being abandoned...!

BUZZ

We'll be fine, Jessie!

HAMM

So why did Sarge leave?!

MRS. POTATO HEAD

Should we leave?!

SLINKY

I thought we were goin' to the attic!

REX

Oh, I hate all this uncertainty...!

Woody turns, waves his arms.

WOODY

Whoa, whoa! Hold on! Quiet!!!  
*No one's getting thrown out, okay?!*  
 We're all still here, aren't we?!

(beat)

I mean, yeah, we've lost friends  
 along the way -- Wheezy and Etch  
 and...

REX

Bo Peep...?

Woody nods, stoic.

WOODY

Even... Even Bo. All good toys  
 who've gone on to new owners. But  
 through every yard sale, every spring  
 cleaning, Andy held on to *us*. He *must*  
 care about us or we wouldn't be here.  
 You wait -- Andy's gonna tuck us in  
 the attic. It'll be safe and warm...

BUZZ

...And we'll all be together.

WOODY

Exactly. There's games up there, and books... And, and...

BUZZ

The race-car track...

WOODY

The race-car track. Thank you!

SLINKY

And the old TV...!

WOODY

There you go -- the old TV! And those guys from the Christmas decorations box! They're fun, right?

The Toys shrug, MURMUR in semi-agreement. Woody softens.

WOODY (CONT'D)

And someday -- if we're lucky -- Andy may have kids of his own...

REX

And he'll play with us then, right?

Woody looks at Rex, unable to say "yes".

WOODY

We'll always be there for him.

BUZZ

Come on, guys! Let's get our parts together, get ready, and go out on a high note.

The Toys disperse.

MRS. POTATO HEAD

I'd better find my other eye...

MR. POTATO HEAD

Where'd ya leave it this time?

She puts a hand over her empty eye socket.

MRS. POTATO HEAD

Someplace dark. And dusty!

Hamm turns to Rex.

HAMM

C'mon. Let's see how much we're goin' for on eBay...

Woody watches as the Toys trudge off.

WOODY

Don't worry. Andy's gonna take care  
of us. I guarantee it.

ON THE DRESSER

Woody climbs up, surveys the room -- posters, guitar,  
textbooks. He turns to a cork board where Andy's high  
school graduation photo is pinned. He lifts it to find...

A SNAPSHOT shows an eight-year-old Andy wearing a cowboy  
hat and posing with Woody and Buzz and all of Andy's toys.

Woody gazes at the halcyon past he can never return to.

Buzz steps up behind him.

BUZZ

You guarantee it, huh...?

WOODY

I dunno, Buzz. What else could I say?

BUZZ

Whatever happens, at least we'll be  
together.

CLOSE ON -- The SNAPSHOT of young Andy.

WOODY (O.C.)

For Infinity and Beyond...

FOOTSTEPS on the stairs. Woody and Buzz turn.

MOLLY (O.S.)

Can I have your stereo?

ANDY (O.S.)

No!

MOLLY (O.S.)

Why not?

ANDY (O.S.)

'Cause I'm taking it with me!

The Toys scramble back into the toy chest. Andy enters  
with Molly close behind.

MOLLY

Can I have your computer?

ANDY

No!

MOLLY

Your video games?

ANDY

Forget it, Molly!

Molly sighs, walks off. Andy starts typing on his laptop. Andy's Mom enters carrying cardboard boxes and trash bags.

MOM

Okay, Andy, let's get to work here. Anything you're not taking to college either goes in the attic, or it's trash.

She picks up a box and writes "College" in magic marker. Andy stares at his computer.

ANDY

Mom, I'm not leaving 'til Friday!

MOM

C'mon -- it's garbage day.

ANDY

Mom...!

She picks up his skateboard, puts it in the "College" box.

MOM

Look, it's simple: Skateboard? College. Little league trophy? Probably attic. Apple core? Trash. You can do the rest.

She tosses an apple core in a trash bag, hands it to Andy. Molly opens the Toy Chest.

MOLLY

Why do you still have these Toys?

ANDY

Molly, out of my room...!

MOLLY

Three more days and it's mine...!

She strides out the door.

MOM

Molly, you're not off the hook either!

## THE TOY CHEST

The Toys watch as Mom picks up a box, enters Molly's room.

MOM (CONT'D)

You have more toys than you know what to do with. Some of 'em could make other kids really happy...

MOLLY

What kids...?

MOM

The children at the day care. They're always asking for donations.

Rex whispers.

REX

What's "day care"?

WOODY

Shhh...!!!

Mom writes SUNNYSIDE on the box. Molly pouts.

MOLLY

But, Mom...

MOM

No "buts". You choose the toys you wanna donate. I'll drop 'em off at Sunnyside.

Mom leaves. Molly sighs -- Moms! -- surveys the room. She picks up a xylophone, a Magic 8-Ball, puts them in the box.

She picks up her old Barbie.

MOLLY POV -- Barbie smiles, desperately eager to please.

Molly, indifferent, tosses Barbie into the box, then buries her face in a "Teen" magazine.

## THE TOY CHEST

Across the hall, the Toys react.

JESSIE

Poor Barbie...!

HAMM

I get the Corvette.

INT. ANDY'S ROOM - DAY

Mom walks back and finds Andy still on his laptop.

MOM

Andy, come on -- you need to start making decisions.

ANDY

Like what?

She pulls open the toy chest.

MOM

Like, what are you gonna do with these toys? Should we donate 'em to Sunnyside?

ANDY

No...!

MOM

Maybe sell them online...?

ANDY

Mom -- no one's gonna want those old toys. They're junk!

THE TOYS

Silently hear this bombshell. Mom lowers the lid.

MOM

Fine. You have 'til Friday -- anything that's not packed for college, or in the attic, is getting thrown out.

ANDY

"Whatever you say, Mom."

He stares at his laptop. She shakes her head, exits.

Andy sighs, closes his laptop. He turns, surveys his room.

He rolls his chair to the toy chest and opens the lid.

Inside are the Toys -- his old friends. They lie frozen, smiling, forever eager to play.

Andy gazes at them, making a decision.

Abruptly, he grabs a trash bag, snaps it open. He picks up the Toys -- Rex, Potato Head, Jessie -- tosses them in.

He pulls Hamm's cork, empties the change out, and dumps him, with rest of the Toys, in the trash bag.

Then Andy picks up Buzz and Woody, looks at them.

POV -- Buzz, grinning and heroic. Woody, smiling and loyal.

TOYS POV -- Andy turns, tosses Woody in the College box.

The Toys gasp. Andy drops Buzz into the garbage bag.

IN THE BAG

Buzz is stunned and hurt.

Andy cinches the bag closed and carries it from the room.

Behind him, Woody pops up from the College box, shocked.

IN THE BAG

It's dim and crowded.

REX

What's happening...?!!!

MR. POTATO HEAD

We're getting thrown out, you idiot!  
That's what's happening!!!

Woody jumps from the box, runs across the room, hides behind the door frame.

Andy walks onto the hall landing, reaches up, and pulls open a trapdoor ladder that leads to the attic.

Woody watches, relieved.

Andy begins climbing to the attic. One rung... Two...

Molly enters the hall landing, struggling with her box. It hits the door frame. A Magic 8-Ball falls out.

ANDY

You need a hand?

MOLLY

I got it...

Andy steps down, leaves the bag at the foot of the ladder, grabs the 8-Ball. He helps Molly carry her box downstairs.

ANDY

Here. So, you gonna miss me when I'm gone?

MOLLY

If I say 'no', do I still get your room?

ANDY

Nope.

MOLLY

Then, yes, I'll miss you.

They disappear.

IN THE BAG

The Toys are piled all over each other. Jessie is hyper-ventilating. Buzz looks around -- plotting his next move.

JESSIE

I can't breathe!

REX

This can't be happening!!!

BUZZ

Quiet...!!!! What's that sound?

They all listen. A faint CREAKING.

ON THE LANDING

The attic ladder -- spring loaded -- retracts, pushing the toy-filled trash bag out of the way.

IN THE BAG

The bag is tipped over. The Toys tumble over each other.

TOYS

Whooaaaaa...!!!!

ON THE LANDING

The ladder pushes free and rises to the ceiling, retracting completely. Woody tiptoes into the hall toward the bag.

Suddenly, Mom enters carrying a trash bag. Woody retreats. Mom trips over the toy-filled bag, looks down -- irritated.

MOM

Andy...?!

No answer. Mom sighs, picks up the toy-filled bag and exits, carrying it downstairs.

ANDY'S ROOM

Woody -- at the door -- is electrified.

WOODY

That's not trash! That's not *trash*!!

He steps back, mind reeling.

WOODY (CONT'D)

Think, Woody...! Think! Think!  
(an idea)

Oooh!

(whistles)

Buster! C'mere, boy! C'mere!

Off-screen PAWS and the JINGLE of a dog collar. Buster enters -- old, saggy, panting. Woody vaults onto his back.

WOODY (CONT'D)

Okay, boy! To the curb! Hyah!!!

Buster yawns and flops over, pinning Woody under him.

WOODY (CONT'D)

No, Buster, no...!

Woody grabs Buster by the jowls, pulls him backwards. Finally, Buster rolls over. Woody sits up, gasping.

Off-screen, a door SLAMS. Woody turns.

Woody rushes to the window, gazes out.

POV -- Mom drops the trash bags at the curb.

WHIP PAN -- Rumbling up the street is a garbage truck.

Woody gasps.

IN THE BAG

Mounting panic.

JESSIE

We're on the curb!

MR. POTATO HEAD

Oh, I knew it would come to this!

Buzz grabs the side of the bag, tries to tear it open.

BUZZ

Pull, everyone! Pull!!!

EXT. ANDY'S HOUSE - DAY

Woody grabs a pair of scissors, shoves them in his holster. He lunges for the drainpipe, slides down, hits a gutter and tumbles into the bushes below. CRASH!

IN THE BAG

The Toys follow Buzz's lead, pulling the sides of the bag.

REX

It won't rip!

HAMM

Ah, forget it! It's triple-ply high-density polyethylene!

BUZZ

There's gotta be a way out!

MR. POTATO HEAD

Andy doesn't want us! What's the point?

BUZZ

(thinking)

Point... Point... POINT!!!

Buzz looks at Rex's pointy tail.

OUTSIDE THE BAG

The truck RUMBLES closer, two driveways away.

IN THE BAG

The Toys follow Buzz, shoving Rex backwards.

BUZZ (CONT'D)

Push! Push!!!

REX

I can hear the garbage truck!

OUTSIDE THE BAG

The bag stretches. Rex's tail is nearly through.

IN THE BAG

REX (CONT'D)

It's getting closer-ffffmm!

Rex is muffled by a mouthful of plastic.

## IN THE YARD

Woody uses the scissors to snip his way out of the bush.  
The garbage truck approaches Andy's driveway.

Woody races out, dives behind the mail box post. The  
GARBAGE MAN is in head phones, playing air guitar, drumming  
the mail box. He empties a garbage can into the truck.

Woody ducks from behind the post, plunges his scissors into  
a garbage bag.

Garbage spills out: wrong bag. He tries another. No luck.

As the Garbage Man turns, Woody ducks behind the post. The  
Garbage Man grabs the last bags, tosses them in the truck.

He climbs on a running board, SLAPS the side.

The truck shifts into gear and lurches off down the street.

## THE STREET

As the truck rumbles off, Woody ducks from behind the mail  
box, runs after it. The truck pulls up at the next house.  
Woody hides behind a fire hydrant.

The Garbage Man hops off the runner, yanks a lever. The  
truck's compactor lowers, scoops up the trash bags.

From behind the hydrant, Woody watches in horror.

The compactor retracts, CRUNCHING the bags remorselessly.

WOODY

Buzz...!!! Jessie...!!!

A TINKLE. Woody turns. In Andy's driveway, an upside-down  
recycling bin scurries on little feet into the garage.

Woody sighs, relieved.

## INT. GARAGE - DAY

The Toys cast off the bin. They are traumatized.

SLINKY

Andy threw us out...!

HAMM

Like we were garbage...!

MR. POTATO HEAD

"Junk"! He called us "junk"!

MRS. POTATO HEAD  
How *could* he...?!

She SOBS on Mr. Potato Head's shoulder.

BUZZ  
(to himself)  
This doesn't make any sense...!

Jessie is furious.

JESSIE  
I should'a seen this coming! It's  
Emily all over again!

She turns and scans the garage -- galvanized, determined.

HAMM  
Sarge was right...!

MR. POTATO HEAD  
Yeah! And Woody was wrong!

BUZZ  
Wait a minute! Hold on! This is no  
time to be hysterical.

HAMM  
It's the perfect time to be  
hysterical!

REX  
(hysterical)  
Should we be hysterical...?!!!!

SLINKY  
No!

MR. POTATO HEAD  
Yes!

BUZZ  
Maybe! But not right now!

JESSIE (O.S.)  
Yeeeeeeeeeeeeeeee--hawwwwwwwww...!!!

Everyone turns. Jessie is smiling.

JESSIE (CONT'D)  
Fellas -- I know what to do!

They follow her gaze. In the hatchback of Mom's car is  
Molly's box of toys, marked SUNNYSIDE.

EXT. ANDY'S YARD - DAY

Woody darts from a tree to a landscape boulder, sneaking towards the garage. He peeks out from behind a flowerpot.

WOODY

What the heck...?!

WOODY'S POV -- The Toys clamber into the Donation Box.

INT. CAR / GARAGE - DAY

Buzz stands outside the Donation Box as the other Toys clamber in. Jessie helps the Aliens up into the box.

JESSIE

We should'a done this years ago!

BUZZ

Jessie, wait...! What about Woody?!

JESSIE

He's fine, Buzz! Andy's takin' him to college! Now we need to go!

Buzz looks at her and the others.

BUZZ

You're right. Come on!

He helps pass the Aliens up. Woody approaches, incredulous.

WOODY

Buzz...?

BUZZ

Woody...!

WOODY

What's going on? Don't you know this box is being donated!

BUZZ

It's under control! We have a plan!

REX

We're going to Day Care!

WOODY

Day Care?! What -- have you all lost your marbles?!

MRS. POTATO HEAD

Didn't you see? Andy threw us away!

WOODY

No...! No, no, no! He was putting you in the attic!

MR. POTATO HEAD

Attic? So how'd we end up on the curb?!

WOODY

That was a mistake! Andy's Mom thought you were trash!

HAMM

Yeah! After he put us in a trash bag!

MRS. POTATO HEAD

And called us "junk"!

WOODY

I know it looks bad but, guys, ya gotta believe me!

MR. POTATO HEAD

Sure thing, "College Boy"!

JESSIE

Andy's movin' on, Woody! It's time we did the same.

Jessie and the others duck in the box, pull the flaps shut.

WOODY

Okay, out of the box! Everyone, right now! Come on! Buzz -- gimme a hand. We gotta get this thing outta here!

He walks around and tries to push the box out of the car.

BUZZ

Woody -- wait! We need to figure out what's best for every--...

SLAM!!! The hatchback shuts.

Buzz and Woody turn. Through the window, Andy's Mom walks to the driver's seat, gets in. Woody and Buzz crouch down.

WOODY

Oh, great! Great!!! It's gonna take us forever to get back here!

The car lurches into gear and drives off.

INT. DONATION BOX / CAR - DAY

The Toys have gathered around Barbie, who is sniffing.  
Mrs. Potato Head pats her shoulder.

MRS. POTATO HEAD  
It's all right, Barbie. You'll be  
okay!

Barbie nods, putting on a brave front.

BARBIE  
Well... Molly and I have been growing  
apart for years, it's just... I can't  
believe she would throw me away!

She breaks down again. Potato Head rolls his eyes.

MR. POTATO HEAD  
Welcome to the club, Toots!

Suddenly, the box flaps open and Woody and Buzz vault in.

WOODY  
Okay, everyone, listen up... We can  
get back to Andy's but we gotta move  
fast. We'll hide under the seats  
'til we get home...

The Toys react, incensed.

MR. POTATO HEAD  
Get it through your vinyl noggin,  
Woody -- Andy doesn't want us anymore!

WOODY  
He was *putting* you... In the  
*attic!!!*

Jessie goes toe-to-toe with Woody.

JESSIE  
He *left* us... On the *curb!*

Buzz intervenes.

BUZZ  
Alright, calm down! Both of you!

WOODY  
Okay, fine! Just wait'll you see  
what Day Care's like!

REX  
Why...?! What's it like?!

WOODY

Day Care is a sad, lonely place for washed-up old toys who have no owners.

Abruptly, Barbie bursts into tears.

HAMM

Quite the charmer, aren't ya?

WOODY

Oh, you'll see! As soon as we get to Day Care, you'll be begging to go home.

The car hits a bump and Woody tumbles.

EXT. DAY CARE, PARKING LOT - DAY

The car pulls into a modest day care center -- Sunnyside -- a cinder block building with bright, kid-friendly murals.

INT. / EXT. DONATION BOX / PARKING LOT - DAY

Andy's Mom pulls out the box, carries it across the lot.

Inside the box, the Toys peer out the hand slots.

REX

Can anyone see anything?

JESSIE

There's a playground...!

Through fencing we SEE glimpses of kids running and playing with SHOUTS and LAUGHTER. The Toys look at each other.

JESSIE

We hit the jackpot, Bullseye!

HAMM

So much for "sad and lonely", eh?

WOODY

Okay, calm down, guys. Let's keep this in perspective...

MR. POTATO HEAD

Perspective?! This place is perfect!

REX (CONT'D)

Woody, it's nice! See, the door has a rainbow on it!

INT. LOBBY - DAY

Andy's Mom is BUZZED through glass doors. A RECEPTIONIST behind a counter types at a computer while a small girl on the counter plays with a toy chimp. Andy's Mom enters.

MOM

Hey, there!

RECEPTIONIST

Wow! Haven't seen you in ages...

MOM

Just wanted to drop these old toys off.

She puts the box on the counter.

MOM (CONT'D)

Is this Bonnie?! Look how big you are!

The girl, BONNIE, looks up, then turns to her Mother, shy.

RECEPTIONIST

Say hi, sweetie!

BONNIE

Hi.

RECEPTIONIST

How are your kids? Molly and Andy?

MOM

Not kids anymore. Andy's going to college on Friday. Can you believe?

The Receptionist opens the box. Bonnie tries to look in.

RECEPTIONIST

You sure they won't miss these?

MOM

Nah, they never get played with.

Mom departs and the Receptionist folds up the box flaps.

INT. DONATION BOX / HALLWAY - DAY

The Toys peek out as they are carried down a hallway.

MR. POTATO HEAD

You see any kids...?

REX

Where's she taking us?

INT. DONATION BOX / BUTTERFLY CLASSROOM - CONTINUOUS

The Box is placed on a counter. The Receptionist departs.

In the box, the Toys step up and jostle for a view.

JESSIE

Look...!

MR. POTATO HEAD

Wow!

REX

What?! What is it?!!!

TOYS' POV -- An idyllic day care classroom, filled with the happy bustle of four- and five-year-olds, playing with toys -- dinosaurs, a baby doll, a pink Teddy bear, a Ken doll.

The Toys stare, agog. Rex jockeys for a peek.

REX (CONT'D)

Aaah! I can't see!

A bell RINGS. A TEACHER opens the playground door.

BUTTERFLY ROOM TEACHER

Okay, everyone, recess! C'mon!

The kids CHEER and flood out on the playground. The Teacher turns off lights, shuts the door behind her.

IN THE BOX

Silence. The room is still. The Toys speak sotto.

HAMM

So, now what do we do?

WOODY

We go back to Andy's! Anyone see an exit?

MR. POTATO HEAD

Exit schmexit! Let's get played with!

BUZZ

Careful! These toys might be jealous of new arrivals!

REX

I wanna see! It's my turn!

Rex presses in. The Toys react.

BUZZ  
Oooff...!!!

SLINKY  
Whoa!

HAMM  
Hey!

The whole box tilts and falls off the counter -- SPLAT!!!

The Toys spill out. They look up.

Around the room, all the Day Care Toys stare back.

A Jack In The Box pops up.

JACK IN THE BOX  
New Toys!

They all CHEER and burst into smiles.

Jessie shakes hands with a ROCK MONSTER toy.

JESSIE  
Well, howdy! Glad to meetcha!

Buzz extends his hand to a ROBOT toy.

BUZZ  
Buzz Lightyear, at your service.

Hamm, Slinky and Barbie shake hands with an OCTOPUS toy.

HAMM  
Oh boy, oh boy, oh boy!

Rex laughs, circled by adoring little dinosaurs.

An Insect Man ACTION FIGURE helps Mrs. Potato Head get up.

MRS. POTATO HEAD  
Oooh, thank you!  
(reaches for his bicep)  
Oh, may I? Ohhh!

He flexes obligingly. She feels his arm, GIGGLES. Mr. Potato Head looks on. He flexes his own arm. It sags.

A Crane toy circles the Aliens. They gaze up, rapturous.

ALIENS  
The Claw...!!!

SFX -- HONK! HONK! Everyone turns.

A Tonka Truck races forward, then backs up in a quick 180 arc, revealing a large pink Teddy bear, LOTSO, in its bed.

Lotso taps a Tinker Toy cane and the truck bed rises, "dumping" him out. Like Bob Hope stepping off the links in Palm Springs, Lotso exudes an easy, cheerful charisma.

LOTSO

Well, hello there! I thought I heard new voices! Welcome to Sunnyside, folks! I'm Lots-o'-Huggin' Bear! But, please, call me Lotso!

Buzz steps up, offers a hand.

BUZZ

Buzz Lightyear. We come in pea...

Lotso grabs Buzz, lifts him in a smothering hug.

LOTSO

(chuckling)

First thing you gotta know about me... I'm a hugger!!

He releases Buzz, looks at the other Toys.

LOTSO (CONT'D)

Oh, look at y'all! You been through a lot today, haven't you?

MRS. POTATO HEAD

Oh, it's been horrible!

LOTSO

Well, you're safe now. We're *all* cast-offs here -- we been dumped, donated, yard-saled, second-handed, and just plain thrown out. But just you wait -- you'll find being donated was the best thing that ever happened to ya!

Woody scoffs, but Rex steps up excitedly.

REX

Mr. Lotso...? Do toys here get played with every day?

LOTSO

All day long. Five days a week.

JESSIE

But what happens when the kids grow up?

Lotso steps to a wall of day-care class photos.

LOTSO

Well, now, I'll tell ya -- when the kids get old, new ones come in. When they get old, new ones replace them. You'll never be outgrown or neglected. Never abandoned or forgotten. No owners means no heartbreak.

The Toys are overjoyed. Even Woody is taken by this vision.

JESSIE

Yeee-hawww...!!!

MRS. POTATO HEAD

It's a miracle!

MR. POTATO HEAD

(to Woody)

And you wanted us to stay at Andy's!

WOODY

Because we're Andy's toys!

Lotso puts an arm around Woody.

LOTSO

So you got donated by this "Andy", huh? Well, it's his loss, Sheriff! He can't hurt you no more.

WOODY

Whoa, whoa, whoa, whoa...

Lotso cuts him off.

LOTSO

Now let's get you all settled in. Ken?! Where is that boy? Ken...?! New toys!

A Ken doll appears in an upper window of a doll house.

KEN

Far out! Hey, hi, everybody!  
(to Lotso)  
Down in a jiff, Lotso!

He rides down in an elevator and opens the door.

ON KEN -- Slip-on shoes, double-pleated shorts, and an unbuttoned animal-print shirt that reveals his ripped abs. He addresses the Toys with an air of boundless self-regard.

KEN (CONT'D)

So. Who's ready for Ken's Dream Tour?

LOTSO

Let's show our new friends where  
they'll be stayin'!

KEN

Folks, if you wanna step right this--

He turns, sees Barbie. She looks up, sees him.

Sparks fly. MUSIC swells. Destiny calls. They approach.

KEN (CONT'D)

Hi! I'm Ken.

BARBIE

Barbie.

(breathless)

Have we ever me--...?

KEN

Huh-uh...! I would've remembered!

(Barbie GIGGLES)

Love your leg warmers.

BARBIE

Nice ascot.

Lotso breaks the spell.

LOTSO

C'mon, Ken! Recess don't last  
forever!

KEN

Right on, Lotso! This way everyone!

He extends a gentlemanly arm. Barbie giggles, takes it.

LOTSO

You got a lot to look forward to, folks  
-- the Little Ones love new toys!

He leads them off. Rex, Buzz, and Woody trail behind.

BUZZ

What a nice bear!

REX

And he smells like strawberries!

Woody sighs, exasperated.

As they walk, Ken addresses the Toys like a tour leader.

KEN

Folks, if I can share, here at Sunnyside, we've got, well, just about anything a Toy could ask for.

Lotso leads them past shelves of toy supplies.

LOTSO

Spare parts, super glue, and enough fresh batteries to choke a Hungry-Hungry Hippo.

CLOSET DOOR

Lotso flings open a utility closet, revealing a spa-like workshop in which smaller Toys fix up bigger Toys -- stitching rips, etc. The Toys gasp, impressed.

LOTSO (CONT'D)

Think you're gettin' old? Well, stop your worryin'!

KEN

Our repair spa will keep you stuffed, puffed, and lightly buffed!

An Elephant plushie is getting his belly re-stuffed. He SNEEZES. Stuffing flies everywhere.

IN THE CLASSROOM

As the tour continues, Ken gestures to his Dream House.

KEN (CONT'D)

And this, well, this is where I live -- Ken's Dream House. It has a disco, it's got a dune buggy... And a whole room just for trying on clothes.

BARBIE

You have everything!!!

KEN

Everything except someone to share it with.

He looks down, walks off. Barbie sighs, about to faint.

Lotso reaches a bathroom door at the end of the room.

LOTSO

You need anything at all, you just come talk to me. Here we are...!

Lotso raps the door with his cane. It's opened by a large baby doll, BIG BABY, with a lazy, drooping eye. Big Baby COOS, peers out at the Toys. They stare up in wonder.

LOTSO (CONT'D)

Well, thank you, Big Baby. Why don't you come meet our new friends?

He throws an arm around Big Baby in Toy-solidarity.

LOTSO (CONT'D)

Poor Baby! We were thrown out together, me n' him. Abandoned by the same owner!

INT. BATHROOM - DAY

Lotso leads the Toys through a bathroom.

LOTSO

But we don't need owners here at Sunnyside! We own ourselves! We're masters of our own fate...! We control our own destiny!

Mr. Potato Head slips and falls, losing his parts.

LOTSO (CONT'D)

Uh, watch out for puddles...

INT. CATERPILLAR ROOM - DAY

Lotso leads the Toys into a new classroom. The Day Care Toys here are scuffier and more toddler-appropriate.

LOTSO

And here's where you folks'll be staying -- the Caterpillar Room!

The Toys gaze up in awe. There's kid stuff everywhere: tiny tables and chairs, finger paintings, wood blocks, banners of the alphabet, wire cubby bins, etc. The whole beautiful, child-centric universe of day care.

JESSIE

Look at this place!

BUZZ

[Whistles]

HAMM

Holy moly, guacamole!

MR. POTATO HEAD  
Jackpot, baby!

SLINKY  
Whoa, puppy!

REX  
Wow!

A TOY TRAIN weaves through the room, blowing its WHISTLE.  
The Potato Heads look around in wonder.

MRS. POTATO HEAD  
(fighting tears)  
It's so beautiful!

Woody is awestruck. Something nudges him. A RINGING.

WOODY  
What the...?

He looks down. An old Fisher Price Chatter Telephone is  
bumping into him. Woody kneels down, friendly.

Woody (CONT'D)  
Oh, hey, little fella...

LOTSO  
How long's it been since y'all got  
played with?

SLINKY  
It's been years!

LOTSO  
Well, just you wait. In a few minutes  
that bell's gonna ring and you'll get  
the playtime you've been dreaming of.

REX  
Play! Real play!!! I can't wait!!!

LOTSO  
Now, if you'll excuse us, we best be  
headin' back. Welcome to Sunnyside,  
folks!

Lotso climbs back into the Tonka Truck. The Toys wave.

REX  
Thank you!

HAMM  
Thank you there, Buddy Boy!

MR. POTATO HEAD  
Take care, Pinky!

BUZZ  
Goodbye, Mr. Lotso! Thank you!

MRS. POTATO HEAD  
Goodbye...!

Barbie turns to Ken -- an end-of-the-first-date moment.

BARBIE  
Will I see you again?

KEN  
Oh, I'll see you tonight. In my  
dreams.

She giggles. They stare. It's like they could both  
spontaneously combust. At the bathroom door, Lotso waits.

LOTSO  
Ken...! Let's get a move on!

Ken turns to Barbie, takes her hands.

KEN  
Barbie, come with me! Live in my  
Dream House! I know it's crazy! I  
know we've just met! Aw, heck -- you  
don't know me from GI Joe. But when  
I look at you I feel like we were...

KEN & BARBIE  
...Made for each other!

They gasp, thunderstruck. Barbie turns, gazes to the Toys.  
Jessie grins and winks. Mrs. Potato Head waves -- Go!

BARBIE  
Yay!

She gives a leg kick. Ken pumps his fist.

KEN  
Yessssssss...!!!

Lotso calls again.

LOTSO  
Ken...!

KEN  
Coming, Lotso!

Ken leads Barbie to the Truck and they hop in, giddy. Lotso taps his cane and the Truck roars off. Big Baby is the last to exit, closing the door -- CLICK -- behind them.

Through windows, children are heard LAUGHING and PLAYING. The Toys turn and wander toward the playground door.

HAMM

Sounds like kids to me...!

REX

Oh, I wanna get played with! Why can't time go faster?!!!

JESSIE

How many ya reckon are out there?!

MRS. POTATO HEAD

Oh, they sound so sweet!

Woody looks at them, knowing he's fighting a losing battle.

WOODY

Look, everyone, it's nice here, I admit. But we need to go home...!

The Toys glance at each other. Jessie steps forward.

JESSIE

We can have a whole new life here, Woody. A chance to make kids happy again.

SLINKY

Why don't you stay?

REX

Yeah, Woody! Stay with us!

HAMM

Come on, Woodster!

MR. POTATO HEAD

You'll get *played* with...!

MRS. POTATO HEAD

Stay here!

JESSIE

You can make a *new* kid happy!

WOODY

I can't! No, no! Guys, really, *no!*

The Toys are taken aback. Woody struggles to stay calm.

WOODY (CONT'D)

I *have* a kid. You have a kid --  
Andy! And if he wants us at college,  
or in the attic, well, then our job  
is to *be there* for him! Now I'm  
going home! Anyone wants to join me  
is welcome! C'mon, Buzz!

He heads off. Buzz stays put. Woody turns back.

WOODY (CONT'D)

Buzz...?

Buzz -- torn -- steps up to Woody, sober and gentle.

BUZZ

Our mission with Andy's complete,  
Woody.

WOODY

What...?!

BUZZ

And what's important now is we stay  
together.

WOODY

We wouldn't even *be* together if it  
weren't for Andy! Look under your  
boot, Buzz! You too, Jessie! Whose  
name is written there?

The Toys stare at the ground. Rex pipes up.

REX

Maybe Andy doesn't care about us any  
more?

WOODY

Of course he does! He cares about  
*all* of you! He was putting you in  
the attic -- I saw! You can't just  
turn your back on him now!

Jessie steps forward -- incensed.

JESSIE

Woody -- wake up! It's over! Andy  
is all grown up!

Woody stares, trying to contain his anger.

WOODY

Okay, fine! Perfect! I can't  
believe how selfish you all are.

Jessie glares back. No one moves.

WOODY (CONT'D)  
So this is it? After all we've been  
through?

Buzz steps forward, offers a handshake. Woody looks at Buzz. He fixes his hat, turns away. Buzz is stung.

Woody walks to the hall door. Bullseye follows.

WOODY (CONT'D)  
Bullseye, no. You need to stay!

He moves on. Bullseye again tries to follow.

WOODY (CONT'D)  
Bullseye, no! I said *stay!*  
(softens)  
Look -- I don't want you left alone  
in the attic, okay? Now, stay.

Bullseye retreats. Jessie puts a consoling hand on him.

KEYS in a LOCK. The Toys turn.

BONNIE'S MOM (O.S.)  
Bonnie...? Bonnie!

Woody looks at them, doesn't know what else to say.

WOODY  
I gotta go.

The Toys scatter. Woody hides behind the door just as Bonnie's Mom enters.

BONNIE'S MOM  
Bonnie? You in here?

Woody sneaks out the door, into the hall.

CLOSE ON -- Buzz and Jessie, watching.

INT. HALLWAY

TEACHERS CHAT at the end of the hallway.

Woody peeks out from behind a garbage can, tip-toes into the hall, turns. A janitor cart approaches. Woody falls limp. The cart passes over Woody, leaving the hall empty.

A whistling JANITOR pushes the cart down the hallway.  
TILT DOWN to FIND Woody holding the underside of the cart.

WOODY POV -- He rolls through the lobby, toward the exit...

WOODY  
C'mon, c'mon...

...and veers into a bathroom.

WOODY (CONT'D)  
No, no...!

INT. BATHROOM - CONTINUOUS

The Janitor cleans the sinks. Woody sneaks into a nearby stall. Looks up, sees an open window.

He tears a square of toilet paper, places it on the seat, climbs up the tank lid, leaps to the toilet paper roll, jumps to the top of the stall, backs toward the window.

At the sink, the Janitor looks in the mirror, starts.

JANITOR  
What the heck?

Woody freezes. The Janitor stares at the mirror, Woody in its reflection.

RACK FOCUS -- The Janitor reaches up, wipes a stain off.

JANITOR (CONT'D)  
That's better.

RACK BACK -- The window in the mirror. Woody's gone.

EXT. PLAYGROUND - DAY

Woody finds himself above the playground. Below, Bonnie plays hopscotch by herself. Her Mom walks over.

BONNIE'S MOM  
Bonnie...? There you are. C'mon,  
honey. Time to go home.

She leads Bonnie off. Woody climbs up a drainage pipe to the roof. He runs across the roof, stops at the edge.

POV, PANNING -- A high wall surrounds the day care campus.

Woody frowns. A gust lifts his hat off, blows it away.

WOODY  
Oh, no! No, no, no...!

His hat lands under a kite tangled on the roof top. Woody stares at the kite -- an idea.

CUT TO:

Woody runs across the roof, kite over his head. He leaps and soars across the playground and over the wall. He glides down, makes a perfect landing, and laughs, pleased.

Abruptly, another gust hits, yanking him high in the air.

Woody looks at the ground far below. The wind takes the kite higher still, dipping and swirling frenetically.

Woody panics, wrapping himself around the kite's cross-bar. The bar snaps. The kite plummets. Woody tries desperately to flap the kite wings, but it doesn't slow his fall.

He crashes into a tree, hitting branches on the way down. He falls from the tree and stops -- eyes shut -- inches above the pavement. Opens one eye.

Slowly, his pull-string lifts him upward.

WOODY (CONT'D)  
(voice box)  
Reach for the sky!

Woody dangles from a branch, trying to free himself.

Bonnie approaches, playing hopscotch. Woody sees her, goes limp. She bumps into Woody, looks up. Looks around. She tugs Woody off the branch. His pull-string retracts.

WOODY (CONT'D)  
(voice box)  
You're my favorite deputy!

She smiles. HONK HONK!

BONNIE'S MOM (O.S.)  
Bonnie!

BONNIE  
Coming!

She shoves Woody in her backpack, zips it up, runs off.

IN THE BACKPACK

Woody is trapped.

WOODY  
Oh, great!

As Bonnie and her Mom drive off, CRANE DOWN to REVEAL...  
 Woody's hat, lying on the ground.

INT. CATERPILLAR ROOM - DAY

Bullseye whimpers, stares at the door. Jessie consoles him.

JESSIE

Oh, it's gonna be okay, Bullseye.

BUZZ

Woody's going to college with Andy.  
 It's what he's always wanted.

MR. POTATO HEAD

He's crazy! College is no place for  
 a toy!

MRS. POTATO HEAD

Toys are for play time!

HAMM

Speaking of play time...! They're  
 lining up out there!

Hamm, at the window, is spying on the playground.

BUZZ

How many?

HAMM

There must be dozens!

REX

Ohhh...! I can hardly wait!

BUZZ

Places, everyone!

The Toys scramble into play position.

Buzz notices the Day Care Toys edging away from the door --  
 ducking, hiding, trembling, diving for cover.

The bell RINGS. Kids SHRIEK. Footsteps THUNDER.

Rex spreads his arms and runs to the playground door.

REX

At last! I'm gonna get played with!

BUZZ

Uh, Rex...?

REX

Come to Papa!

BOOM! The door bursts open, swatting Rex across the room.

A horde of squealing, hyped-up TODDLERS enter.

The Toys go limp. Buzz closes his helmet.

The toddlers descend on the Toys with SHRIEKS of delight.

Toys are snatched up by eager, excited hands.

A Boy and Girl stretch Slinky until his coil goes haywire.

A Boy smashes the Toy Train into a wall.

A Girl picks up Buzz, bringing him straight to her mouth.

A Girl dips Jessie's hair in paint and uses her as a brush.

A Boy runs across the room, with Bullseye on top of a Corn Popper toy. Bullseye slides off, gets caught in its wheels.

Hamm is bathed in glue... Then coated in green glitter.

A Girl "rides" Rex, snapping his tail off.

The Aliens are squashed as a Boy sits on them.

A Boy picks up Mr. Potato Head's eye, shoves it up his nose.

A Girl uses Buzz to hammer a square peg into a round hole.

BUZZ POV -- Buzz smashes the peg. Bam, Bam, Bam!

A Boy runs by, tugs the Girl's hair. She screams, tosses Buzz away. He lands on the window sill.

BUZZ POV -- Across the playground, in the Butterfly Room, a class of Four- and Five-Year-Olds play lovingly with Lotso and the other toys.

Buzz frowns -- Why is it Heaven in there and Hell in here?

Abruptly, a HAND grabs him, pulls him back into the fray.

CUT TO:

WOODY

(voicebox)

There's a snake in my boot!

INT. BONNIE'S BEDROOM - DAY

CLOSE ON -- Woody. His string is pulled again.

WOODY  
(voicebox)  
I'd like to join your posse, boys,  
but first I'm gonna sing a little  
song.

Bonnie holds Woody, smiles.

BONNIE  
A sheriff...!! Move over, Mr.  
Pricklepants! We have a guest!

She plunks Woody at a small table circled by other toys --  
a HEDGEHOG, a UNICORN, and a TRICERATOPS.

BONNIE (CONT'D)  
You want some coffee?

She sets out cups, pretends to pour.

BONNIE (CONT'D)  
It's good for you! But don't drink  
too much or you'll hafta... Hafta...

She dances from foot to foot.

BONNIE (CONT'D)  
Be right back...!

She runs out the door. Woody comes alive, looks around.  
The other Toys stay frozen.

WOODY  
Psst! Hey! Hello! Hi -- Excuse me!

The Hedgehog, MR. PRICKLEPANTS, comes alive briefly.

MR. PRICKLEPANTS  
Shhh!

WOODY  
Can you tell me where I am?

MR. PRICKLEPANTS  
Shhhhhh!!!

UNICORN  
The guy's just askin' a question!

MR. PRICKLEPANTS  
Well, excuse me, I'm trying to stay  
in character!

He freezes again. The Unicorn, friendly, turns to Woody.

UNICORN  
My name's Buttercup.

MR. PRICKLEPANTS  
Shhhh!!!!

TRICERATOPS  
I'm Trixie!

MR. PRICKLEPANTS  
Shhhhh!!!!

TRIXIE  
Shhhhhh!!!!!!

BOTH  
Shhhhhhhhh!!!!!!

WOODY  
Guys, hey! I don't know where I am!

TRIXIE  
We're either in a cafe in Paris, or a  
coffee shop in New Jersey. I'm  
pretty sure I just came back from the  
doctor with life-changing news!

Woody is baffled.

BUTTERCUP  
We do a lot of improv here. Just stay  
loose, have fun, you'll be fine.

WOODY  
No, no, no, I...

A FLUSH. Woody gets back in his pose. Bonnie runs in.

BONNIE  
Who wants lunch? Beep! Boop! Beep!

She pushes buttons on a toy microwave oven, opens the door,  
removes a plastic hamburger, plunks it in front of Woody.

BONNIE (CONT'D)  
It has a secret ingredient...

She lifts the top bun...

BONNIE (CONT'D)  
 ...Jellybeans!

Bonnie eats a jellybean, pulls Woody's string.

WOODY  
 (voicebox)  
 Somebody's poisoned the water hole!

BONNIE  
 Poison?!

She spits the jellybean -- it sticks to Pricklepants's head.

BONNIE (CONT'D)  
 Who would do such a mean thing?!

She GASPS and becomes a different character.

BONNIE (CONT'D)  
 (as Witch)  
 Hee-hee-hee-hee-hee!!

She turns. SMASH ZOOM to a DOLL on the shelf behind her.

BONNIE (CONT'D)  
 The scary witch!!

Bonnie picks up the Doll, flies it around the room.

BONNIE (CONT'D)  
 Look out! She's using her witch  
 powers!

CLOSE ON -- Woody.

BONNIE (AS WOODY) (CONT'D)  
 I know where to hide!

INT. BONNIE'S BEDROOM - MOMENTS LATER

The toy box at the foot of Bonnie's bed. It creaks open.  
 Bonnie peeks out, grabs a Totoro, pulls it closed again.

INT. TOY BOX - DAY

Bonnie and Woody huddle in the dark.

BONNIE  
 She'll never find us in here!

Bonnie surreptitiously lifts the Doll into view.

BONNIE (CONT'D)

What's wrong...?

She turns. Sees the doll, SCREAMS.

INT. BONNIE'S BEDROOM - DAY

The toy box tips over, spilling Bonnie and her Toys.

BONNIE

She found us! We need a spaceship to  
get away!

She runs off into a closet. The Toys come alive.

TRIXIE

You're doin' great!

MR. PRICKLEPANTS

Are you classically trained?

WOODY

Look, I just need to know how to get  
outta here...!

BUTTERCUP

There IS NO WAY OUT!!!

Woody is stunned.

BUTTERCUP (CONT'D)

Just kidding. Door's right over  
there.

The Doll gets up, greets Woody.

DOLL

Well, Cowboy, you just jumped right  
in, didn't ya? I'm Dolly.

WOODY

...Uh, Woody.

They shake.

DOLLY

"Woody"? Really? You're gonna stick  
with that? 'Cuz now's your chance to  
change it -- new room and all. That's  
coming from a doll named "Dolly".

A PEA POD TOY zips open behind Woody. He turns.

PEA #1  
Who's the new guy?

PEA #2  
Are you a real cowboy?

WOODY  
Well, actually, I....

PEA #3  
'Course he's not, pea-brain! He  
don't even have a hat!

WOODY  
I do too have a... My hat?!

PEA #3  
Told 'ya!

BONNIE (O.S.)  
I found the spaceship!!

MR. PRICKLEPANTS  
Show time!

Woody and the Toys go lifeless as Bonnie runs out of the closet with makeshift shoebox rocket.

BONNIE (AS WOODY)  
Quick! Fasten your seatbelts! Close  
your tray tables!

She stuffs the toys in the box, drops it on a bedsheet.

BONNIE (CONT'D)  
Hold on, it might get a little bumpy!  
3... 2... 1...! BLAST-OFF!!

She pulls the sheet taut. The Toys fly into the air.

SLOW MOTION -- Woody soaring. The moment is magical.

Woody and the others tumble onto the bed. Bonnie flops down with them, hugging them close.

BONNIE (CONT'D)  
Yeee-haaaaw!!! You saved us, cowboy!  
You're our hero!!!

She pulls Woody to her cheek -- just like Andy once did. Woody glances at the other Toys. They smile at him.

He smiles back. That was great.

INT. CATERPILLAR CLASSROOM - DUSK

The Toys come to life, groaning.

SLINKY

Oh, I've got a kink in my slink.

Rex staggers by, tail missing.

REX

My tail...! Where's my tail?!

Buzz sits up, dazed.

Hamm pulls his cork. Detritus spills out. He strains.  
POP -- a Weeble pops out. Hamm picks up a plastic arm.

HAMM

Someone need a hand?

He tosses it to Mr. and Mrs. Potato Head -- their parts completely jumbled.

MR. POTATO HEAD

Where's my nose... Here's  
your arm... Honey, the  
moustache...?

MRS. POTATO HEAD

Here it is... Gimme that,  
that's mine...

Buzz straightens up -- back CRACKING.

BUZZ

I don't recall play time being quite  
that strenuous.

Rex pulls his tail from a peg board.

REX

Andy never played with us like that!

Jessie peels a decal off Bullseye's nose.

JESSIE

We have to make the best of it.

MR. POTATO HEAD

But these toddlers! They don't know  
how to play with us!

REX

They're too young!

HAMM

They're sticky!



INT. CATERPILLAR CLASSROOM - LATER

The Toys hold a Fisher Price Corn Popper. Buzz, a loop of red yarn wrapped across his chest, stands at the rear.

BUZZ

All right, everyone! On three!  
One... Two...

JESSIE

Three!!!

They take off, pushing the popper at top speed.

JESSIE (CONT'D)

Let go!

The Toys drop away, leaving Buzz to jump onto the handle.

The popper strikes an upturned table, lofting Buzz in the air. He grabs a string that runs across the room, using it like a zip-line. As he reaches the end, Buzz leaps off, expands his wings and flies towards a display of hanging paper-mache caterpillars, using their legs to swing from one to another. On the ground, Hamm makes signal.

HAMM

Jump!

Bullseye and Rex jump off a shelf, catapulting a broom forward. Buzz bounces off the broom, towards the transom. He flips, twists, and lands -- safe. The Toys rejoice.

REX

He did it!!!

JESSIE

Way to go, Buzz!

Buzz casts part of his yarn down to the Toys. They run and grab it. Buzz turns to the hallway, stops.

BUZZ POV -- In the hall below, a pair of tough Day Care Toys, TWITCH (Bug Man) and CHUNK (Rock Man) saunter past.

CHUNK

You think they had a fun playtime?

TWITCH

Shhh...!!! They might hear you!

Buzz frowns. O.S. GIGGLING. Buzz turns. Down the hall, Ken and Barbie say goodbye at the Butterfly Room door.

KEN  
Okay, now you start.

BARBIE  
I...

KEN  
...love...

BARBIE  
...you.

KEN  
See?! That time *I* said "love".  
Okay, now, me first.

CLOSE ON -- Buzz. He stifles a dry heave.

BARBIE  
Okay, okay, okay....!

KEN  
I...

BARBIE  
...love...

KEN  
...you! See what I mean? It changes  
every time!

BARBIE  
You are so smart!

As the Tough Toys pass, they drag Ken away.

TWITCH  
C'mon, Romeo... We're late.

BARBIE  
I'll wait up for you!

KEN  
Kisses...!

INT. HALLWAY - NIGHT

Buzz -- using the red yarn -- rappels down into the hall.  
He unties the yarn and steals off down the hallway.

He reaches the Teacher's Lounge, approaches cautiously.

INT. TEACHERS' LOUNGE - NIGHT

Buzz peeks in. Ken, Twitch and Chunk approach a vending machine. Ken opens the bottom flap and they all go inside.

Buzz frowns. He walks to the vending machine. Suddenly -- strangely -- a cow MOOOOS.

Buzz looks around, confused. Then he looks up.

Silhouetted in the top of a glowing vending machine are Ken and the rest of his Gang. A Rooster crows: COCKADOODLE-DOO!! This is followed by MUFFLED LAUGHS and HUBBUB.

Buzz approaches the machine. From inside come VOICES.

GANG (O.S.)

Yeah, all right! Let's go again!

Buzz pushes open the dispenser flap, climbs in. Above him, a pig OINKS loudly. More LAUGHS and GRIPES.

INT. VENDING MACHINE - NIGHT

Buzz climbs up rows of candy bars and potato chips. He gets to the top, sneaks towards the light. In the top of the vending machine, a Gang of toys sits around a table.

KEN

All right, place yer bets! Any splits? Here we go!

The Gang throws batteries, Monopoly money, other items into a pot. Stretch the Octopus pulls the cord on a Farmer Says toy. As the arrow spins, the Gang roots for their bets.

GANG

C'mon, Duckie, Duckie! Big Pig! Big Pig...! Turkey! Gimme the Turkey!!

Ken waves his hand over the table.

KEN

All right. No more bets.

The spinning arrow stops on "Duck".

FARMER SAYS TOY

Here is a duck: "Quack, quack".

STRETCH

Yes! Yes! Come to Mama!

Stretch scoops up the pile of money. The others GROAN.

KEN

Stretch takes the round.

The game continues, Ken presiding.

KEN

Okay, minimum bet, five Monopoly.  
Coyotes wild. Changing two double AA's.  
(as he changes money:)  
Hey, what do you guys think of the  
new recruits? Any Keepers?

SPARKS

Nah, disposable...!

STRETCH (CONT'D)

Landfill!

KEN

Cowgirl...? Dinosaur...?

TWITCH

Toddler fodder!

They start placing bets again.

KEN

How 'bout that Spaceguy? He could be  
useful.

Buzz reacts, listening.

CHUNK

He ain't the sharpest knife in the...  
place where they keep the knives.

SPARKS

Neither are you, Chunk.

LAUGHS. Twitch teases Ken.

TWITCH

You got a little Keeper yourself,  
didn't'cha, Ken?

KEN

Hey! Lay off, Twitch! Barbie's  
different!

STRETCH

Mr. Softy over here...!

CHUNK

Whaddaya expect from a girls toy?

Ken stands, furious.

KEN  
I'm not a girls toy! I'm not! Why  
do you guys keep saying that?!!!

Twitch waves a hand.

TWITCH  
All them Toys are disposable. We'll  
be lucky if they last us a week!

Buzz reacts. He turns to go... And bumps into Big Baby.

Big Baby tosses Buzz on the table. The Gang quickly grabs  
and subdues him. Ken smirks.

KEN  
Well, well, looky who we have here.

BUZZ  
Stop! Let me go!

He struggles. Ken narrows his eyes.

KEN  
Take him to "The Library".

BUZZ  
Nooooooooo!

A sock puppet is pulled over Buzz's head.

CUT TO:

INT. BONNIE'S BEDROOM - NIGHT

Bonnie sleeps -- toys tucked next to her. Woody carefully  
slips from under the covers. Bonnie stirs, moves her arm.  
Woody freezes, leg in the air. She settles back to sleep.

Woody tiptoes across the bed, looks around the room.

ZOOM IN -- Bonnie's backpack, hanging from her door handle.

Woody pushes a chair to the door, climbs up, lifts a cape.  
The address on the backpack is revealed -- 1225 Sycamore.

WOODY  
1225 Sycamore!

MR. PRICKLEPANTS (O.S.)  
Woody...! What're you doing?

Woody turns. Bonnie's Toys are watching from the bed.

WOODY

I... I gotta get out of here!

TRIXIE

You're leaving?!

BUTTERCUP

Didn't you have fun today?

WOODY

Of course I did! More 'n I've had in years, but... Y'see, I belong to someone else...

He holds up his boot, where "ANDY" is written.

BUTTERCUP

Who's "Yid-nah"?

MR. PRICKLEPANTS

I believe it's pronounced "Yid-nay".

DOLLY

Guys -- it says "Andy"!

WOODY

He's my Bonnie...! And he's leaving soon. I gotta get home!

PEA POD

Where's home?

WOODY

Elm Street. 234 Elm.  
(thinking)  
You guys have a map?

DOLLY

We're on it, Cowboy. Trixie...?

Trixie giggles.

TRIXIE

I'll fire up the computer!

INT. STORAGE CLOSET - NIGHT

The sock is pulled off Buzz's head. He's tied to a toy chair in a closet lit with an overhead bulb. In shadows, Lotso's Henchmen lurk. Buzz struggles to free himself.

BUZZ

Unhand me, you cowards! I demand to talk to Lotso!

KEN

Zip it, Buck Rogers! You don't talk to Lotso 'til we say you can...

Abruptly, the door opens. Lotso stands, astonished.

LOTSO

Ken...?! What's going on here?! Why's this Toy tied up?

KEN

He... He got out, Lotso!

LOTSO

Got out? Oh, no, no, no! This isn't how we treat our guests!

Lotso approaches Buzz, begins untying him.

LOTSO (CONT'D)

F.A.O. my Schwartz...! There you go. I'm so sorry.

He frees Buzz. Buzz stands, casting a dark look at Ken.

BUZZ

Lotso, there's been a mistake.

LOTSO

A mistake...?!!!

BUZZ

The children in the Caterpillar Room are not age-appropriate for me and my friends. We respectfully request a transfer to the Butterfly Room.

LOTSO

(gestures grandly)  
Well, request granted!

KEN

But, Lotso...

LOTSO

Hush now, Kenneth! This Toy's shown initiative! Leadership! Why, I'd say we found ourselves a Keeper!

(to others)

Hear that, everyone?! We got a Keeper!

Lotso lifts Buzz's arm -- World Champion! His Gang applauds dutifully. Lotso throws his arm around Buzz.

LOTSO (CONT'D)  
We're callin' you up to the Big Leagues, son! From now on, you'll have anything you want!

BUZZ  
Excellent! I'll go get my friends.

Lotso stops.

LOTSO  
Whoa, whoa! Hold on there, Boss! Those Caterpillar kids need *someone* to play with...!

BUZZ  
But my friends don't belong there!

LOTSO  
Oh, none of us do! I agree! Which is why -- for the good of our community -- we ask the newer toys, the stronger ones, to take on the hardships the rest of us can't bear anymore.

Buzz frowns.

BUZZ  
Well, I... I guess that makes sense.

Lotso smiles.

BUZZ  
But I can't accept. We're a family. We stay together.

Lotso's smile fades.

LOTSO  
Family man, eh? I understand.  
(sharply)  
Put him back in the "Time Out" chair.

Big Baby grabs Buzz and slams him into the toy chair.

BUZZ  
What are you...? What?! Unhand me!

LOTSO  
Bring in The Bookworm.

Ken whistles. A RUSTLING from a shelf above, where rows of files are cluttered.

BOOKWORM (O.S.)  
Hold on... Here it is!

An aged Toy -- The Bookworm -- pushes aside files.

BOOKWORM  
It was filed under "Lightyear".

He tosses a small booklet down to Lotso. Lotso opens the booklet, flips through it. Buzz looks close, reacts -- it's a Buzz Lightyear Instruction Manual.

LOTSO  
Let's see here... Accessories...  
Maintenance... Oh, here we go!  
(reading)  
"Remove screws to access battery  
compartment..."

Big Baby pushes Buzz down, holding him while Sparks opens Buzz's battery compartment. Screws drop to the floor.

BUZZ  
What are you doing?! Let go of me!

LOTSO  
(reading)  
"To return your Buzz Lightyear Action  
Figure to its original factory  
settings, slide the switch from PLAY  
to DEMO..."

Lotso looks up, nods. Twitch looks -- inside the panel is a MODE switch. He reaches for it. Buzz struggles.

BUZZ  
Stop! No...! No...!!! NOOOOO!!!

INT. CATERPILLAR ROOM - NIGHT

The Toys sit near the door. The echo of Buzz's scream is heard. They turn.

JESSIE  
What was that?

HAMM  
Sounds like it came from the hall!

MRS. POTATO HEAD  
I'll see what it was!

She marches to the door and plucks out her remaining eye. She holds it under the door, sweeping it back and forth.

INT. HALLWAY - NIGHT

Mrs. Potato Head's Eye, held by her hand, looks up and down the hallway.

INT. CATERPILLAR ROOM - NIGHT

The Toys gather around her.

JESSIE

Whaddaya see? Anything...?

POV, PANNING -- The hall is dark and empty. Suddenly, a VISION of Andy in his room FADES IN over the dark hallway.

MRS. POTATO HEAD

Nah, just a dark hallway and...  
Wait, wait...! I see Andy!

The other Toys look at each other, disbelieving.

JESSIE

What?!

MR. POTATO HEAD

That's impossible...!

MRS. POTATO HEAD

No, I really see him! In his room!  
(realizing)  
My other eye! The one I left behind!

She concentrates fiercely.

TRANSITION TO:

INT. ANDY'S ROOM - NIGHT - POV

From under the bed, we SEE college boxes piled up by the open door. Andy crosses frame, carrying another box.

MRS. POTATO HEAD (V.O)

This is so weird...! He's packing  
up... Uh-oh. Oh, here comes Buster.

Buster sniffs under the bed, right toward her eye.

MRS. POTATO HEAD (V.O.)

Outta the way! Get away!

Buster yawns, turns, and walks out of FRAME.

MRS. POTATO HEAD (V.O.)  
 Okay, Andy's in the hall. He's  
 looking in the attic. Wait, there's  
 Mom. Why is he so upset?

Andy gestures -- I left the Toys right here! Mom shrugs.

Andy picks up a trash bag. Then Andy's Mom remembers --  
 her hands fly to her face. Andy slaps his forehead.

MRS. POTATO HEAD (V.O.)  
 Oh, no! Oh, this is terrible!

TRANSITION BACK:

INT. CATERPILLAR ROOM - NIGHT

Mrs. Potato Head puts her eye back in, looks at the others.

MRS. POTATO HEAD  
 He's looking for us! Andy's looking  
 for us!

JESSIE  
 He's looking for us?!

REX  
 So, Andy *does* want us! I knew it! I  
 just *knew* it!!!

Rex picks up an Alien, does a happy dance.

MRS. POTATO HEAD  
 I think he *did* mean to put us in the  
 attic!

SLINKY  
 Well, then Woody was telling the truth!

MR. POTATO HEAD  
 Holy cow!

HAMM  
 And you didn't believe him!

MR. POTATO HEAD  
 Hey, you didn't believe him first!

Jessie stands -- fire in her eyes.

JESSIE  
 Guys, we gotta... We gotta go home!

CREAK -- A door opens. Light spills in. The Toys turn.  
 Lotso saunters in with his Gang.

JESSIE

Lotso...!

LOTSO

How're y'all doin' this fine evening?

JESSIE

Oh, thank heavens!

Jessie rushes to him. The others follow.

JESSIE (CONT'D)

Have you seen Buzz?

MRS. POTATO HEAD

There's been a mistake! We have to go!

LOTSO

Go?! Why, you just got here! In the nick of time, too! We were runnin' low on volunteers for the Little Ones! They just love new Toys, now don't they?

MR. POTATO HEAD

Love?! We've been chewed! Kicked! Drooled on!

MRS. POTATO HEAD

Just look at my pocketbook!

She holds up her chewed purse. Lotso bends down, amused.

LOTSO

Well, here's the thing, Sweet Potato -- you ain't leavin' Sunnyside.

MRS. POTATO HEAD

Sweet Potato?! Who do you think you're talking to? I have over thirty accessories and I deserve more respec--

Abruptly, Lotso yanks her mouth off. Everyone is shocked.

LOTSO

Ahh...! That's better!

Lotso's Henchmen snicker.

MR. POTATO HEAD

Hey! No one takes my wife's mouth!!!  
Except me! Give it back, you furry  
air freshener!

He steps up to retrieve the mouth. Lotso holds it above him. He finally grabs it. Jessie heads for the door.

JESSIE

C'mon, guys -- we're going *home*.

LOTSO

Whoa, Missy! You're not going  
anywhere.

JESSIE

(over her shoulder)

Oh, yeah? And who's gonna stop us?

Jessie almost collides with a blank-faced Buzz, stepping from the shadows. Jessie and the others are thrilled.

REX

Buzz! You're back!

He runs -- arms open -- to greet him. Buzz makes a Kung-Fu sound, strikes a pose.

REX (CONT'D)

Buzz...?

WHAM!!! Buzz tackles Rex, slamming him to the floor.

JESSIE

Hey!

Buzz leaps and kicks, spins the Toys around, and knocks their legs from under them.

SLINKY

Buzz!

The Toys fall to the floor, stunned. Buzz stands atop them, salutes.

BUZZ

Prisoners disabled, Commander Lotso!

JESSIE

Buzz? What are you doing...?

BUZZ

Silence, minions of Zurg! You're in  
the custody of the Galactic Alliance!

REX

Zurg...?

MR. POTATO HEAD

Galactic Alliance...?

HAMM

Huh-boy...!

LOTSO

Good work, Lightyear. Now lock 'em up!

BUZZ

Yes, sir!

JUMP CUTS -- Buzz and Lotso's Gang herd the Toys into the room's wire-mesh cubbies.

Jessie fights back -- taking out Chunk and Sparks. Stretch grabs her from behind, puts her in a wire cubby, shuts it.

STRETCH

Where do you think you're going?!

Jessie reaches through the cubby wire to Buzz's shoulder.

JESSIE

Buzz...?! We're your friends!

He swats her hand away.

BUZZ

Spare me your lies, Temptress! Your Emperor is defeated. And I'm immune to your... Bewitching good looks.

He turns, ramrod straight, and walks off.

Big Baby lifts Mrs. Potato Head to a cubby. Mr. Potato Head intercedes.

MR. POTATO HEAD

Hey, Mongo! Keep your paws off my wife!

Big Baby drops Mrs. Potato Head in the cubby, turns and picks up Mr. Potato Head.

MR. POTATO HEAD (CONT'D)

Hey, what are you doing? Let go of me you drooling doofus!

Lotso steps in.

LOTSO

Wait! I think this Potato needs to learn himself some manners! Take him to The Box.

Big Baby hoists Potato Head up and toddles off.

MR. POTATO HEAD

Where're you taking me? Put me down, you moron! Bad baby! Bad baby!!!

They toddle past Barbie as she enters the room, confused.

BARBIE

Ken...?! What's going on?!

KEN

Barbie...! I told you to wait in the Dream House!

Ken puts an arm around her, leading her out.

BARBIE

What're you doing to my friends?

Barbie looks over her shoulder as Sparks the Robot tosses an Alien into a cubby. Twitch slams it shut.

BARBIE (CONT'D)

Hmmph!

She slaps Ken's arm away and turns to join the Toys in solidarity. Ken tries to grab her.

KEN

Wait, Barbie!

BARBIE

Don't touch me! We're through!

She stalks off. Ken is devastated. Then Barbie turns, walks back to him. He smiles.

BARBIE (CONT'D)

And gimme my scarf back!

She yanks the ascot off his neck.

KEN

Oww!

Barbie is slammed into a cubby. Lotso surveys the room.

LOTSO  
 Lightyear! Explain our overnight accommodations.

BUZZ  
 Yes, sir!

Buzz strides past the Toys, each trapped in a cubby.

BUZZ (CONT'D)  
 Prisoners sleep in their cells! Any  
 Prisoner caught outside their cell  
 spends the night in The Box!

EXT. PLAYGROUND - NIGHT

Potato Head is carried to a covered sandbox. Big Baby lifts the sandbox cover, tosses Potato Head in. Potato Head reaches out, begging for mercy...

BUZZ (O.S.)  
 Roll call at dusk and dawn! Any  
 Prisoner misses roll call spends the  
 night in The Box!

...Big Baby lowers the lid, closing into BLACKNESS.

INT. CATERPILLAR ROOM - NIGHT

Buzz rattles off the rules. Jessie grows impatient.

BUZZ  
 Prisoners do not speak unless spoken to! Any Prisoner talks back spends the night...

JESSIE  
 ...In The Box. We get it.

Buzz whips around. Lotso puts a calming hand on him.

LOTSO  
 At ease, soldier! They're neutralized! But remember: They'll say anything to make you doubt yourself!

BUZZ  
 Don't worry, Commander! Any doubt I had got pounded out of me at the Academy!

Lotso climbs on a podium of ABC blocks -- jovial, relaxed.

LOTSO

Listen up, folks! We got a way of doing things here at Sunnyside! If you start at the bottom, pay your dues... Life here can be a dream come true! But if you break our rules, step outta line, try to check out early? Well... You're just hurtin' yourselves.

He takes out Woody's hat, tosses it. It slides across the floor to Jessie's cubby. The Toys gasp in horror.

JESSIE

Woody...!  
(to Lotso)  
What'd you do to him?!

Lotso sits back in his truck bed, taps his cane.

LOTSO

Y'all get a good night's rest! You got a full day of play time tomorrow.

Lotso chuckles as he and his cronies drive off. Buzz remains behind, standing guard over the "cell block".

The Toys grasp the bars of their cubbies -- the horrible truth of their situation hitting home.

INT. KITCHEN - NIGHT

CLOSE ON -- A computer keyboard. Woody types an address.

WOODY

1-2-2-5... Sy--ca--more...

BLOOP -- Suddenly, an IM WINDOW pops up on the SCREEN.

WOODY (CONT'D)

Who's "VelociSTAR237"?

Trixie pushes in.

TRIXIE

Oh...! That's just a dinosaur toy down the street. That's nothing. Lemme just take care of that!  
(beat)  
Just a *dinosaur*...!

Woody finishes typing.

WOODY  
All right. Sy--ca--more... Okay,  
"Enter"!

Trixie hits the Return. Slowly, a map begins to assemble.

WOODY (CONT'D)  
Please don't be far! Please!

The map resolves itself. The route to Andy's house is a short "Z" -- less than two blocks away. Woody is amazed.

WOODY (CONT'D)  
Right around the corner...?! It's  
right around the corner!!!

Ecstatic, he hugs Bonnie's toys, leaps off the desk, does a happy dance across the floor, strides to the kitchen door.

WOODY (CONT'D)  
I'm going to college! Look at me,  
I'm big toy on campus! Hello! Hey!  
I'll see you at the Sock Hop!

DOLLY  
Okay, Potsie!

Woody starts to slip through a pet door.

WOODY  
Oh, hey, listen -- if any of you guys  
ever get to Sunnyside Day Care? You  
tell 'em Woody made it home!

Bonnie's Toys gasp.

DOLLY  
You came from Sunnyside?!

TRIXIE  
But... How'd you escape?!!!

WOODY  
It wasn't easy, I... What do you  
mean "escape"?

Bonnie's Toys trade glances. Pricklepants steps forward.

MR. PRICKLEPANTS  
Sunnyside is a place of ruin and  
despair, ruled by an evil bear who  
smells of strawberries!

WOODY  
Lotso...?!

BUTTERCUP

He may seem plush and huggable on the outside. But inside, he's a monster!

WOODY

But... How do you know that?

MR. PRICKLEPANTS

Chuckles... He'll tell you!

They turn -- with awe and respect -- to a toy clown, Chuckles, sitting on a sill, staring grimly out the window.

Woody steps forward.

CHUCKLES

Yeah, I knew Lotso. He was a good toy. A friend. Me and him, we had the same kid -- Daisy...

INT. DAISY'S LIVING ROOM - DAY - FLASHBACK

A freckle-faced five-year-old, DAISY, unwraps a gift under a Christmas tree and finds a fresh, smiling Lotso inside.

CHUCKLES (V.O.)

I was there when Lotso got unwrapped.

She hugs him -- love at first sight.

CHUCKLES (V.O.)

Daisy loved us all, but Lotso... Lotso was special.

INT. DAISY'S HOUSE - DAY - FLASHBACKS

QUICK CUTS: Daisy takes Lotso everywhere -- jumping through a lawn sprinkler; pushed on a swing; in bed while she reads to him, etc. He gazes lovingly at her.

CHUCKLES (V.O.)

They did everything together. You never seen a kid and a toy more in love.

EXT. STATION WAGON - DAY - FLASHBACK

Daisy sits in the back of a station wagon, Lotso in her lap. Big Baby and Chuckles are buckled in beside them.

CHUCKLES (V.O.)

One day, we took a drive...

EXT. REST STOP - DAY - FLASHBACK

At a rest stop, Daisy's Family has lunch in the grass while Daisy plays happily with Lotso, Chuckles, and Big Baby.

CHUCKLES (V.O.)

Hit a rest stop, had a little play time.

Daisy's Mom waves a sandwich. Daisy puts down the Toys and runs to join her family.

DISSOLVE TO:

A sleeping Daisy is carried to the car.

CHUCKLES (V.O.) (CONT'D)

After lunch, Daisy fell asleep.

A seat belt is clicked around the sleeping Daisy. The car drives off.

Daisy's Toys sit up, their worst fears come true.

DISSOLVES:

Lotso peers down the road, keeping vigil as the sun sets. Days pass. Rain falls. The forgotten Toys remain.

CHUCKLES (V.O.) (CONT'D)

She never came back.

CLOSE -- A heart-shaped pendant reads, "My heart belongs to..." A child's writing shows Daisy's name and address.

Lotso reads the pendant, hung around Big Baby's neck. He sets off across the fields. Chuckles and Big Baby follow.

CHUCKLES (V.O.) (CONT'D)

Lotso wouldn't give up. It took forever, but we finally made it back to Daisy's.

EXT. DAISY'S HOUSE - DUSK

Lotso, Chuckles and Big Baby stand in the bushes outside Daisy's window -- muddy, worn. Big Baby boosts Lotso and Chuckles to the window sill. They peer in. Through the window, Daisy lies in her bed, reading a picture book.

CHUCKLES (V.O.)

But by then, it was too late.

FAST ZOOM -- Tucked beside her is a brand-new Lotso Bear.

TRACK IN ON -- Lotso. His Universe is shattered.

Lotso drops from the window. Rain begins to fall.

CHUCKLES (V.O.) (CONT'D)  
 Something changed that day inside  
 Lotso. Something snapped...

Lotso's face hardens. Big Baby stares -- uncomprehending.

LOTSO  
 She replaced us. C'mon!

He turns to go, but Big Baby and Chuckles stay put.

YOUNG CHUCKLES  
 No, she only replaced yo--!

Lotso turns on Chuckles.

LOTSO  
 She replaced *all* of us! Didn't she?!

Chuckles shrinks back, cowed. Big Baby looks at the pendant, turns and begins climbing up towards Daisy's window. Lotso walks back to Big Baby and yanks him down.

LOTSO (CONT'D)  
 She don't love you no more! Now  
 come on!

He rips the pendant off, throws it away, and stalks off. Chuckles and Big Baby are left behind -- heart-broken.

EXT. TRUCK BUMPER - NIGHT

Lotso, Chuckles, and Big Baby hunch in the red, tail-lit glow of the bumper of a delivery truck as it drives through swirling rain. Their eyes are dead, hopeless.

CHUCKLES (V.O.)  
 We were lost. Cast off. Unloved.  
 Unwanted...

The truck hits a pothole, knocking them off the bumper. They hit the pavement, tumble into a puddle in front of...

EXT. SUNNYSIDE DAY CARE, FRONT ENTRANCE - NIGHT

It's dark. Rain pours. Lotso, Chuckles, and the Baby lift their faces from the puddle.

A FLASH of lightning reveals the Sunnyside Day Care Center.

CHUCKLES

Then we found Sunnyside. But Lotso  
wasn't my friend anymore...

Lotso stands, eyes narrowed. He limps towards the Day  
Care. Chuckles and Big Baby watch from the puddle.  
Lightning FLASHES.

MATCH CUT:

INT. KITCHEN - DAWN

Chuckles, remembering. Woody listens, rapt.

CHUCKLES

...He wasn't anyone's friend. He  
took over Sunnyside, rigged the whole  
system.

He reaches in his pocket, pulls out Big Baby's pendant.

WOODY

So... How'd you get out?

CHUCKLES

I got broke. Bonnie found me, took  
me home. Other Toys, they weren't so  
lucky.

(voice quavers)

It ain't right, what Lotso done! New  
toys -- they don't stand a chance!

Woody looks up.

WOODY

But... My friends are in there!

BUTTERCUP

You can't go back! It's too  
dangerous!

MR. PRICKLEPANTS

Returning now would be suicide!

DOLLY

But what about your... "Andy"?

TRIXIE

Isn't he leaving tomorrow?

TRACK IN ON -- Woody, torn.

INT. CATERPILLAR ROOM - DAWN

The room is still. A HARMONICA plays mournfully.

TRACK down the cubbies -- The Toys grip the bars, forlorn.

CRANE TO REVEAL Hamm, playing the harmonica.

Suddenly, Buzz pounds on Hamm's cubby.

BUZZ

Quiet, musical hog! Knock it off!

Hamm stops playing, sighs. Buzz moves off. Bullseye looks at Woody's hat, whimpers sadly. Jessie pats his muzzle.

JESSIE

Oh, Bullseye... I miss Woody, too.

She turns away, bows her head.

JESSIE (CONT'D)

But he ain't ever comin' back.

Jessie lifts her boot, revealing "ANDY" written underneath. Her eyes fill with regret.

The bathroom door bursts open. A Tonka truck races in the room -- Lotso in the back, his Gang hanging off the sides, WHOOPING it up. The truck comes screeching to a stop.

LOTSO

Rise and shine, Campers!

Buzz snaps to attention, salutes.

BUZZ

Commander Lotso, Sir! All quiet!  
Nothing to report!

LOTSO

Excellent, Lightyear! C'mon -- we  
need you back at Star Command!

Buzz hops in the back of the truck.

MRS. POTATO HEAD

Wait! What you have you done with my  
husband?!

LOTSO

Big Baby...?

Big Baby steps forward and tosses a dazed Mr. Potato Head into the room -- coughing, groaning, covered in sand.

The Toys gasp. Mrs. Potato Head reaches out.

MRS. POTATO HEAD  
Sweetheart...!

MR. POTATO HEAD  
It was cold...! And dark...!  
Nothing but sand and a couple of  
Lincoln Logs...

HAMM  
I don't think those weren't Lincoln  
Logs.

Lotso addresses the room.

LOTSO  
Y'all get ready -- you got a play-  
date with destiny!

CUT TO:

A BELL -- Ringing.

Bonnie runs down the hall and enters the Butterfly Room.

INT. BUTTERFLY ROOM - DAY

The room thrums with the happy CHATTER of young kids.  
Bonnie drops off her backpack at the lockers, rushes off.

STAY on her backpack. It unzips. Woody peers out, then  
surreptitiously scrambles to the top of a bookshelf.

INT. CEILING CRAWL SPACE, BUTTERFLY ROOM - DAY

Woody pushes aside an acoustic panel, climbs in the crawl  
space above the tiles, and slides the panel back in place.

O.S. -- Children's SHRIEKS. Woody turns.

INT. CEILING CRAWL SPACE, CATERPILLAR ROOM - DAY

Crawling, Woody follows the noise, puts his ear to a tile.

INT. CATERPILLAR ROOM - DAY

Woody pulls up the ceiling tile and drops onto an empty  
reading loft, furnished with pillows and bean bag chairs.  
He creeps to the edge of the loft and scans the room.

POV -- Below, a Toddler uses Rex to hammer a bongo drum.

Another Toddler holds a Potato Head in each hand, then smashes them to the ground. Their pieces scatter.

A child swings Jessie by her hair, releases her. Jessie slams into a wall, drops to the floor.

Woody is horrified.

Then, off-screen, a toy-phone bell RINGS.

Woody turns. A Fisher Price Phone, The Lifer, wheels into view. He RINGS again, drops his receiver, retreats into shadows. Woody creeps to the phone, lifts the receiver.

WOODY

Uh... Hello...?

The Lifer's voice is hoarse and grizzled.

LIFER

You shouldn'a come back, Cowboy.  
They cracked down hard since you  
left. More guards. More patrols.  
You and your friends ain't ever  
gettin' outta here now.

WOODY

I made it out once...

LIFER

You got lucky once. Want my advice?  
Keep your heads down. You'll survive.

WOODY

Yeah? For how long?

LIFER

(squints like Clint)  
I been here years. They'll never  
break me. There's only one way Toys  
leave this place...

The Lifer rolls forward. Through the window, the Janitor -- across the yard -- dumps the broken Toy Train into a trash chute. Woody shudders -- he's just witnessed a Toy death.

LIFER (CONT'D)

Poor fella. Trash truck comes at  
dawn. Then it's off to The Dump...

Woody bends down, respectful.

WOODY

I appreciate your concern, Old Timer.  
But we have a kid waiting for us.  
Now we're leaving. If you'd help us  
-- one toy to another -- I'd sure be  
grateful.

The Lifer sighs.

LIFER

Well, if you're gonna get out...  
First thing you gotta get through's  
the doors.

SHOTS -- FAST TRACKING IN on knobs of the playground door;  
the hall door; the office door. Each door is shut and  
locked. Keys are left dangling on a hook in the office.

LIFER (V.O.) (CONT'D)

...Locked every night, inside and  
out. Keys are left on a hook in the  
office.

WOODY (V.O.)

Got it. What else?

SHOTS -- Night. Toy Trucks patrol the empty halls of the  
Day Care. Outside, Trucks patrol the deserted playground.

LIFER (V.O.)

Lotso has trucks patrolling all night  
long. Hallway. Lobby. Playground.

WOODY

Yeah, yeah... What about the wall?

SHOTS -- TRACKING along the mural-covered cinder block wall.

LIFER (V.O.)

Eight feet high. Cinderblock. No  
way through it. You go over or  
under.

Woody frowns.

WOODY

That's it?! Doesn't seem so bad.

LIFER

It's not. Your real problem's The  
Monkey.

INT. OFFICE - NIGHT

A TOY CHIMP sits at the console of security monitors.

LIFER (V.O.)  
The Monkey's the Eye in the Sky...

CLOSE ON -- THE MONKEY'S EYES

The bank of monitors is reflected in them.

LIFER (V.O.) (CONT'D)  
He sees everything...

INT. CATERPILLAR ROOM - NIGHT

A Toy Bunny slips through the bars of his cubby, scampers toward the hallway door.

LIFER (V.O.)  
...Classrooms...

INT. OFFICE - NIGHT

The Monkey, staring at the security monitors, sees the Bunny on screen, bares his teeth and SCREECHES, presses the PA button, and begins furiously banging his cymbals.

INT. CATERPILLAR ROOM - NIGHT

The Bunny -- busted -- freezes and looks around in a panic. The hall door opens and Lotso and his Gang step in. Big Baby lurches toward the Bunny menacingly.

INT. HALLWAY - NIGHT

A Patrol Truck passes down a dark hallway. A Toy Penguin, hidden, peeks out of a potted plant, jumps to the floor.

LIFER (V.O.)  
...Hallways...

He waddles for the front door.

ZOOM UP to a security camera at the end of the hall.

INT. OFFICE - NIGHT

The Monkey sees the Penguin, hits the PA button, and begins SCREECHING and banging cymbals.

INT. HALLWAY - NIGHT

The Penguin is surrounded by Patrol Trucks. He puts his wings up. Big Baby pushes his way through the trucks, intent on meting out prompt and thorough justice.

EXT. PLAYGROUND - NIGHT

A trio of Plushies use a dart gun to fire a dart, tied with string, over the wall. They begin scaling the wall.

LIFER  
...Even the playground.

INT. OFFICE - NIGHT

The Monkey sees the Plushies, SCREECHES his alarm.

EXT. PLAYGROUND - NIGHT

A spotlight hits the Plushies. Within the spotlight rises the silhouette of Big Baby, arms lifted.

INT. CATERPILLAR ROOM - DAY

The Lifer lays it on the line for Woody.

LIFER  
You can unlock doors, sneak past guards, climb the wall... But if you don't take out that Monkey, you ain't goin' nowhere. Y'wanna get outta here? Get ridda that Monkey!

SMASH TO:

INT. CATERPILLAR ROOM - DAY

A bell RINGS. The Toddlers -- playing rough -- look up.

TEACHER  
Okay! Recess!

She opens the playground door. The Toddlers drop the Toys, rush outside. The Teacher hits the lights, closes the door.

Jessie and the Toys sit up, groaning and aching.

WOODY (O.S.)  
Pssst...! Pssst...! Hey, guys...!

They look over. From a puppet theater, Woody waves.

JESSIE  
Woody? Woody!!!

REX  
Woody!

MRS. POTATO HEAD  
Thank goodness!

They quickly run and gather around him, rejoicing.

SLINKY  
You're alive!!!

HAMM  
Hey, Buddy!

WOODY  
'Course I'm alive...!  
(sees Bullseye)  
Hey, my hat!!!

Woody takes his hat from Bullseye, puts it on.

WOODY (CONT'D)  
Wait. Where's Buzz?

REX  
Lotso did something to him!

SLINKY  
He thinks he's a Space Ranger again!

WOODY  
Oh no...

HAMM  
Oh yes. "Return of the Astro Nut!"

JESSIE  
Oh, Woody, we were wrong to leave  
Andy. I... I was wrong...

MR. POTATO HEAD  
Jessie's right, Woody -- she was  
wrong!

WOODY  
No, no. It's my fault for leaving  
you guys. From now on, we stick  
together.

The Toys smile, reassured.

SLINKY

But... Andy's leavin' for college!

JESSIE

College!!! Hog-tie the mailman!!!  
We gotta get you home before Andy  
leaves tomorrow!

HAMM

Tomorrow...? But, that means...

WOODY

It means we're busting outta here  
tonight.

MRS. POTATO HEAD

What?! Impossible!

REX

But there's no way outta here!

WOODY

No, there *is* one way out. One way...

He turns.

RACK FOCUS -- Through the window is the trash chute on the  
maintenance shed. Woody turns to the Toys. They huddle.

WOODY (CONT'D)

Okay, here's the plan...

INT. CATERPILLAR ROOM - NIGHT

Ken, dapper in an evening robe, conducts his nightly roll  
call. He's trailed by Buzz. Big Baby stands guard.

KEN

Cowgirl...

JESSIE

Here.

KEN

Horse...

Bullseye WHINNIES.

KEN (CONT'D)

Piggy bank...

HAMM

Yo.

INT. CEILING CRAWL SPACE, CATERPILLAR ROOM - NIGHT

From above, Woody watches through a ventilation grate.

KEN  
Tyrannosaurus...

REX  
Here.

KEN  
Barbie...

BARBIE  
Here...

INT. CATERPILLAR ROOM - CONTINUOUS

Ken strolls on.

KEN  
Potato Head... Potato Head?

Silence. Buzz backs up, looks in the cubby.

BUZZ  
Hey! Tuberous Root Man! Wake up!

Buzz rattles the bars. An actual potato rolls to the front of the cubby -- a dummy potato, as it were.

BUZZ (CONT'D)  
Impossible!

A NOISE. Ken and Buzz turn.

Potato Head is at the window, struggling with the locks.

BUZZ (CONT'D)  
Hey!

Potato Head sees he's been spotted. He jumps off the sill and sprints to the bathroom door.

Buzz and Ken run across the room. Big Baby toddles after them. As they EXIT FRAME we TILT UP to find...

Woody, in a hanging light, takes out a pipe cleaner, bends it, uses it to snag the clothing line of kids' paintings.

Potato Head reaches the bathroom, bangs on the door, then turns to face Buzz, Ken, and Big Baby. They surround him.

INT. FRONT OFFICE - NIGHT

The Monkey, at the security console, sees Buzz and Ken corner Potato Head. He leans in to watch.

KEN

Little late for a stroll, eh, Potato Head?

MR. POTATO HEAD

That's *Mr.* Potato Head to you, Smoothie!

PAN and ZOOM past the distracted Monkey to another monitor. On it, Slinky slips out of his cubby cell.

KEN (O.S.)

You're turning out to be quite the trouble-maker, aren't ya?

INT. CATERPILLAR CLASSROOM - NIGHT

Behind Ken and Buzz, Slinky runs to the middle of the room.

KEN (O.C.)

What'd you think you were gonna do? Waltz right outta here?

Woody grabs a bag of marbles, grasps the clothesline, jumps.

MR. POTATO HEAD (O.C.)

And I would'a got away with it too, if it weren't for you meddling Toys!

Woody lowers via the clothesline, drops the bag of marbles, grabs Slinky, and ascends back up to the ceiling.

MR. POTATO HEAD (CONT'D)

Ya ascot-wearin' pink-noser! Mr. Brains-Sold-Separately!!!

He kicks Ken. Ken yelps, turns to Big Baby.

KEN

Take him back to The Box!

Big Baby grabs Potato Head, lifts him off the ground.

MR. POTATO HEAD

No! Not The Box! I'm sorry! I didn't mean it! I like ascots! Really! No... No! Noooooo!!!

They disappear through the bathroom door.

INT. CEILING CRAWL SPACE - NIGHT

Woody and Slinky watch as Potato Head is dragged off. They close the ceiling panel.

WOODY

Okay, check...

INT. CATERPILLAR CLASSROOM - NIGHT

Ken turns to Buzz.

KEN

Good work, Lightyear! Resume your, uh... Space-guy... Thing-y!

BUZZ

Yes, sir, Well-Groomed Man!

He salutes, departs. Ken turns to go.

BARBIE (O.C.)

Ken...?! Ken...!

Ken stops. Barbie waves to him. Ken looks around, then approaches warily. Barbie is tearful.

KEN

What do you want?

BARBIE

I can't take it here, Ken! I want to go to the Butterfly Room! With you!

KEN

Yeah, well, you should'a thought of that yesterday.

BARBIE

I was wrong! I want to be with you, Ken! In your Dream House! Take me away from this! Take me away!

She breaks down sobbing. Ken is torn. Finally, he gives in -- no match for a woman's tears.

KEN

Darn it, Barbie...!

He moves closer, speaks low.

KEN (CONT'D)

Okay, but, things are complicated around here. You gotta do what I say!

BARBIE  
 (tears of gratitude)  
 I will, Ken! I promise!

Satisfied -- and a little smug -- he pulls open the cubby.

INT. SANDBOX - NIGHT

Big Baby opens the lid of the Sand Box.

MR. POTATO HEAD  
 Wait! I'll do anything...! I'll  
 change your diapers!

Big Baby tosses Potato Head in, lowers the lid.

EXT. PLAYGROUND - NIGHT

Big Baby turns and walks off. STAY ON the sand box.

TRACK IN to find a wood knot in the side of the box.

It pops out, falls to the ground. Potato Head's hand  
 emerges, clutching his eye. It looks around.

One by one, Mr. Potato Head's parts fly out the hole and  
 land on the ground, next to the sandbox.

INT. FRONT OFFICE - NIGHT

The Monkey sits motionless, staring maniacally at the  
 security monitors. The only sound is a TICKING clock.

Woody, clutching a pouch, drops into FRAME behind the Monkey  
 as Slinky, holding Woody's ankles, lowers Woody head-first.

Woody -- dangling -- begins swinging closer and closer to  
 the Monkey.

The Monkey frowns at a reflection in the monitor.

The Monkey whips around, SCREECHING. Slinky slips. He and  
 Woody land on the Monkey, knocking the mic to the ground.

The Monkey HISSES, leaps off the desk, runs for the mic.

Woody lunges for the Monkey, but misses. He grabs the  
 microphone cord and whips it, tripping the Monkey.

Woody grabs the Monkey. The Monkey flips himself on top of  
 Woody and starts crashing his cymbals against Woody's head.

WOODY

Go... Get... The... Tape!!!

Slinky runs to a Scotch tape dispenser, grabs the tape with his teeth, heads back toward Woody. The Monkey turns, sees Slinky charging, tape in his mouth. He SCREECHES.

CUT TO BLACK

INT. KEN'S DREAM HOUSE, BUTTERFLY ROOM - NIGHT

Ken and Barbie ride the Dream House elevator to the top floor. Ken opens the door.

KEN

And this... Is where the magic happens.

FAST PULL BACK to REVEAL the living room of his Dream House. Racks of clothes line the walls. Barbie gasps.

BARBIE

Look at all your clothes!!! I can't believe you never brought me up here!

Barbie flips through the racks. Ken joins her.

BARBIE (CONT'D)

Tennis whites! Mission to Mars!

KEN

I know, I know! Check this out -- "Kung-Fu Fighting"! "Campus Hero" with matching sports pennant, huh?!

BARBIE

Flower Power...!!! Oh, Ken...!

Ken pivots away, his mood turning to melancholy reflection.

KEN

No one appreciates clothes here, Barbie.

(then, bitter:)

No one.

Barbie walks up behind him.

BARBIE

Ken... Would you model a few outfits for me? Just a few?

Ken is stunned -- no one's ever asked this of him. Throbbing DISCO begins.

## FASHION MONTAGE -- QUICK CUTS

Ken emerges from behind a screen, sporting some of the most insane Ken outfits ever -- '90s, '80s, '70s, even 1960s -- with matching accessories.

Ken strikes just the right pose for each outfit -- slinging a jacket over his shoulder; doing "The Frug" in a fringe vest; polka-ing in Lederhosen; scuba moves; break dancing.

Barbie sits watching, enthralled. She laughs, claws her hand, growls like a cat. Finally, she applauds wildly.

Ken grins -- exceptionally pleased with himself.

## INT. OFFICE - NIGHT

Woody and Slinky finish taping up the struggling Monkey. Slinky opens a desk drawer. Woody rolls the Monkey in. Slinky pushes it closed.

SLINKY

Go get the key!

Woody runs to a bulletin board above the desk.

WOODY

Where is it...? Where is it...?  
Where's the key?

He finds the keys, buried under push-pinned papers.

WOODY (CONT'D)

Bingo!

Slinky toggles a security camera joystick.

## INT. CATERPILLAR ROOM - NIGHT

Jessie sees the security camera panning back and forth. She turns, whispers.

JESSIE

Yodel-Lay-Hee-Hoooooo...!!!

A few cubbies down, Hamm and Rex share a look.

ANGLE -- Buzz, patrolling...

HAMM (O.S.)

Hey! Whadda you think you're doin?!

Buzz stops, turns.

In the cell, Hamm plugs his cork into his belly.

HAMM  
I told you -- keep your hands off of  
my stuff!

Rex raises his fists, trying to sound tough.

REX  
Make a move, Porky!

Hamm jumps Rex. They grapple. Buzz runs over.

BUZZ  
Hey! No fighting! Break it up!

He pulls the "cell" from the cubby and they tumble out.

HAMM  
Take that, Walnut-Brain! No wonder  
you're extinct!

Jessie and Bullseye steal out of their cubbies while Buzz gets between Hamm and Rex, holding them apart.

BUZZ  
Hey, you can't hit each other!  
That's my job!

JESSIE (O.C.)  
Yoo-hoo!

Buzz looks up. Jessie and Bullseye stand on a bookcase above him, holding an empty, clear plastic toy bin.

They leap, slamming the bin over Buzz. Hamm and Rex leap on top of it, pinning it to the floor.

BUZZ  
(muffled)  
Help! Prison riot!

Buzz FIRES his laser in a circle at the side of the bin. He charges at the wall, hits it, and falls over.

Jessie turns to Bullseye.

JESSIE  
Get the tortilla!

Bullseye heads to a locker, pulls out a lunch box. Jessie opens it. Inside is a tortilla. Jessie grabs it, dashes to the door, slides it under. She knocks and runs off.

EXT. PLAYGROUND - NIGHT

The tortilla lays outside. From the shadows, one of Potato Head's arms appears, crawls over, grabs the tortilla, and drags it into the darkness. One by one, the parts implant themselves in the tortilla. The Tortilla stands unsteadily, looks around, blinks, then heads off across the playground.

INT. KEN'S DREAM HOUSE, BUTTERFLY ROOM - NIGHT

Ken -- headband on -- is behind a shoji screen.

KEN

Ready?

BARBIE (O.C.)

Ready...!

Ken leaps from behind the screen in a Karate Gi and does a series of fighting moves, kicking and punching the air.

KEN

Haiii-Yaaa! Wah! Whaaa-aaa-aaa --

He freezes mid-pose. Barbie isn't there.

KEN (CONT'D)

Uh... Barbie?

Barbie leaps out of nowhere, tackling Ken. Ken lands on his chest. Barbie grabs his head, spins it 180 degrees.

BARBIE

No more games, Ken. What did Lotso do to Buzz, and how do we get him back?

Ken is secretly thrilled to have Barbie straddling his chest, talking tough. He is defiant.

KEN

You can't make me talk! You can't!

Barbie glares at him, eyes narrowing.

Ken -- unable to contain his excitement -- blurts out:

KEN (CONT'D)

...But I'd like to see you try!!!

INT. HALLWAY - NIGHT

A Security truck patrols the hall. As it passes, the office door opens. Woody peers out.

INT. OFFICE - NIGHT

Slinky is poised with a key attached to a rubber-band sling shot. Slinky pulls it back. Woody signals "Go!"

Slinky releases the slingshot. It shoots the key under the door, across the hall and into the Caterpillar Room.

INT. CATERPILLAR ROOM - NIGHT

Jessie stops the key with her boot, picks it up.

EXT. PLAYGROUND - NIGHT

Mr. Potato Head hoists himself up a tricycle and onto a classroom window ledge. He peers in.

Inside the Butterfly Room, Lotso is asleep. Potato Head turns and uses the trike's mirror to catch a moonbeam.

INT. CATERPILLAR ROOM - NIGHT

Mrs. Potato Head, on the sill by the door, sees the signal. She uses the key to unlock the door.

EXT. PLAYGROUND - NIGHT

The door opens. Jessie, Bullseye, Mrs. Potato Head and the Aliens slip outside. As a SPOTLIGHT sweeps past, they duck behind a traffic cone then creep off across the playground.

INT. KEN'S DREAM HOUSE, BUTTERFLY ROOM - NIGHT

Ken is tied to a paddle-ball paddle by the ball's string. He glowers as Barbie browses through his racks of clothing.

BARBIE

Let's see -- Hawaiian surf trunks...

She holds them up, then RIPS them apart. Ken is horrified.

KEN

Barbie, those were vintage!  
 (steals himself)  
 It's okay! Go ahead, rip 'em!  
 They're a dime a dozen!

BARBIE

Oooohh! Glitter tux!

RIPPPP...! She tosses the shreds at him. Ken groans in torment, but remains defiant.

KEN  
Who cares?! Who cares?! Sequins are tacky!

Barbie picks up a Nehru jacket. Ken gasps in horror.

BARBIE  
Oooohh!! A Nehru jacket!

KEN  
Barbie!!! Not the Nehru...!

BARBIE  
This is from, what -- 1967?

KEN  
The Gruvvy Formal Collection, yes!

BARBIE  
What a shame...

KEN  
Oh, no! No! No, no, no...!!!

Barbie pulls at the seams. A stitch POPS. Ken cracks.

KEN (CONT'D)  
There's an instruction manual! Lotso switched Buzz to Demo Mode...!

He breaks down, sobbing. Barbie, steely, grabs Ken.

BARBIE  
Where's that manual?

INT. UTILITY CLOSET - NIGHT

A sleepy Bookworm pulls the Buzz Lightyear Manual from his stacks, hands it down to a waiting Figure in a SPACE SUIT.

BOOKWORM  
I don't know why this can't wait til morning, Ken, but... Here ya go!

The Figure salutes, turns, walks off. The Bookworm turns away, then hears an odd CLICKING. He turns back, stares.

POV -- The Space-Suited Figure is wearing pink high heels.

The Bookworm rolls his eyes -- Ken! -- and turns away.

INT. CLASSROOM CEILING CRAWL SPACE - NIGHT

SLINKY

What's takin' so doggone long?

A KNOCK. Woody slides the ceiling panel, revealing Barbie in the Space Suit, helmet off.

WOODY

So how do we fix Buzz?

Barbie grins, hoists up Buzz's Instruction Manual.

EXT. PLAYGROUND - NIGHT

Potato Head, on the ledge, sees Barbie pulled up into the ceiling.

INT. CLASSROOM CEILING CRAWL SPACE - NIGHT

Woody gives Potato Head the "thumbs up". Potato Head responds with complicated baseball-catcher gestures.

EXT. PLAYGROUND - NIGHT

Potato Head turns and edges down the ledge. A FLUTTERING. He looks. His path is blocked by a Pigeon. A stare down.

MR. POTATO HEAD

What're you lookin' at, Feathers?

The pigeon pecks him, taking a chunk out of his tortilla.

MR. POTATO HEAD (CONT'D)

Hey! Ow!

The pigeon pecks again. Potato Head slaps the pigeon. The pigeon grabs his forehead, dragging him down the ledge.

Potato Head hits the pigeon with his hat, gives it a kick. The pigeon flies off. Potato Head shakes his fist.

MR. POTATO HEAD (CONT'D)

Yeah, fly away, ya coward!

The tortilla rips and disintegrates.

MR. POTATO HEAD (CONT'D)

Uh-oh...

In pieces, he drops off the ledge to the ground.

MR. POTATO HEAD (CONT'D)

Well, that's just great!

A section of tortilla props itself up, looks around. It spots the classroom vegetable garden. The eye goes wide.

INT. CATERPILLAR ROOM - NIGHT

Buzz is still trapped in the bin, banging on the ceiling. Hamm and Rex have grown weary of his calls for help.

BUZZ

(muffled)

Help! Prison riot!

HAMM

Give it up. No one can hear you.

BUZZ

(looking up, muffled)

What...?

HAMM

I said no one can hear you!

BUZZ

(confused, muffled)

What...?!!!

REX

(yelling)

He said, "No one can...!!!"

HAMM

Shhhh...!!! Will you be quiet?!

He slaps a hand over Rex's mouth. A NOISE. They look up. A ceiling tile opens. Woody, Slinky, and Barbie drop in.

REX

Woody! You're back!

Rex and Hamm move to the front of the bin. Buzz runs to the back and jumps -- knocking Hamm and Rex off the bin.

Buzz makes a break for it -- running across the floor.

WOODY

Stop him! Don't let him get out!

BUZZ

(into wrist radio)

Star Command, I've been taken hostage by my own prisoners!!!

Hamm and Rex tackle Buzz. Hamm, Rex, Woody and Slink keep Buzz pinned down, as Barbie rushes over with the manual.

WOODY

Quick, open his back! There's a switch!

They pull open Buzz's compartment, revealing the switch. Woody flips it. Buzz struggles.

BUZZ

Unhand me, Zurg scum! The Galactic courts will show you no mercy!

Woody flips the switch back and forth.

WOODY

It's not working! Why's it not working? Where's the manual?

Hamm flips through at top speed.

HAMM

Here we go! There should be a little hole under the Switch!

WOODY

Little hole. Got it!

HAMM

(reading)

"To reset your Buzz Lightyear, insert paper clip...."

WOODY

Rex, use your finger!

REX

Oh!

Rex sticks a finger in Buzz's re-set hole.

WOODY

Okay, now what?

HAMM

All right, let's see... "Caution: Do not hold button for more than five seconds."

Abruptly, Buzz BEEPS loudly, falls limp, face plants.

The others all look at Rex. Rex lifts his finger.

REX

It's not my fault!

Suddenly, Buzz leaps up, knocking the Toys off him. He strides forward, flips his wrist radio.

SPANISH BUZZ

*Bitácora Espacial -- Me he despertado de hipersueño en un planeta extraño.*  
(Star Log -- I've awakened from hyper-sleep on a strange planet.)

The Toys are speechless. Hamm glares at Rex.

HAMM

Now what did you do?!

REX

I did what you told me...!

Buzz -- hyper-alert -- glances sideways, narrows his eyes.

SPANISH BUZZ

*Estoy rodeado por criaturas extrañas y desconozco sus intenciones!!!*  
(I'm surrounded by alien creatures of unknown intent!!!)

He whips around -- flamboyant Latin-style -- and trains his laser on Woody's forehead.

SPANISH BUZZ (CONT'D)

*¿Quién anda ahí? ¿Amigo? O Enemigo?*  
(Who goes there -- Friend? Or foe?)

WOODY

Uh... Amigos! We're all amigos!

Satisfied, Buzz struts forward, greeting them.

SPANISH BUZZ

*Me debo haber estrellado, y se me borró la memoria.*  
(I must have crash landed and had my memory erased.)

He approaches Woody, kisses both cheeks, strides off.

SPANISH BUZZ (CONT'D)

*Han visto a mi nave espacial?*  
(Anyone seen my spaceship?)

WOODY

We gotta switch him back!

SLINKY  
How do we do that?

HAMM  
(re: manual)  
I dunno! That part's in Spanish!

Patrol Truck lights pass by under the hall door.

WOODY  
We don't have time for this! C'mon!

Woody grabs Buzz, hustles him toward the playground door.

SPANISH BUZZ  
*Mi nave. ¿Lo encontraste? ¡Excelente!*  
(My spaceship? You know where it is?  
Excellent!)

They pass the Lifer, watching from the shadows.

LIFER  
Good luck, Cowboy.

EXT. PLAYGROUND - NIGHT

Jessie, Bullseye, and Mrs. Potato Head wait inside a concrete pipe. Spotlights survey the playground.

MRS. POTATO HEAD  
(points)  
Here they come!

Woody, Hamm, Rex, Slinky, and Barbie steal across the playground. Spanish Buzz, trailing behind, does elaborate rear-guard defense poses. Woody has to grab him and pull him along. They duck into the pipe.

JESSIE  
What took you so long?

WOODY  
Things got complicated. Where's  
Potato Head?

JESSIE  
We haven't seen him!

Woody turns and peers out on the playground. Buzz, the last to arrive, sees Jessie. She turns to greet him.

JESSIE (CONT'D)  
Buzz...

Buzz is struck dumb. Time slows. His heart melts. He approaches, drops to his knees, takes Jessie's hand.

SPANISH BUZZ

*Mi florecita del desierto...! Yo nunca he visto la belleza verdadera hasta esta noche!*

(My desert flower...! I have never seen true beauty til this night!)

Jessie is speechless. She turns to the others.

JESSIE

Did you guys fix Buzz?

HAMM

Eh... Sort of.

MRS. POTATO HEAD

Jessie, behind you! Someone's coming!

The Toys turn. A tall figure looms. Mr. Cucumber Head steps into the light -- irked, agitated.

MR. POTATO HEAD

You would not believe...! What I've been through...! Tonight!

Mrs. Potato Head goes to him.

MRS. POTATO HEAD

Darling...! Are you okay?

MR. POTATO HEAD

I feel fresh! Healthy! It's terrible!

MRS. POTATO HEAD

You've lost weight! And so tall!

Bullseye nudges Potato Head's torso toward him.

MR. POTATO HEAD

Ahhh, you're a sight for detachable eyes!

He plucks his eyes out and plants them on the spud.

TIME CUT:

The Jungle Gym slide. A Patrol Truck drives by. Slinky slides down, pops out the bottom, looks both ways.

At the top of the slide, Woody holds Slinky's back end. The tail wags.

WOODY (CONT'D)

Okay, all clear!

ON THE PLAYGROUND

The Toys shoot out the bottom of the slide, scamper off. They huddle behind the spring of an animal rocking swing.

JESSIE

Almost there!

Jessie darts out, with others close behind. The lights of a Patrol Truck approach.

WOODY

Back up, back up!

Woody backs into the shadows with Bullseye and the Aliens. The Truck pulls up and stops.

Jessie looks back, sees Woody and the others still hiding. Woody gestures "We'll go around". Jessie does a thumbs-up.

Woody and the Aliens ride Bullseye across the playground swing set. They stop abruptly. Big Baby is sitting on the last swing, CREAKING back and forth, gazing up at the moon.

Bullseye and Woody tip-toe behind Big Baby, approach the wood siding for the swing set area. Bullseye leaps over the siding but the last Alien falls to the ground. SQUEAK.

Big Baby swivels his head 180 degrees.

Woody, Bullseye, et al lie low behind the siding plank -- in the shadows, amid plastic shovels and buckets.

Big Baby dismounts, walks toward their hiding place.

Woody looks around desperately.

Big Baby reaches the wood siding, looks over.

No one's there. Looks up and down. He walks off.

HOLD ON an overturned plastic bucket. Woody and Bullseye peek out from underneath, share a relieved look.

Jessie, watching from the bushes, sighs with relief.

Abruptly, Spanish Buzz grabs her, yanks her to him. As Jessie stands awkwardly, Spanish Buzz performs a solemn, impassioned courtship dance around her.

Finally, Spanish Buzz takes Jessie in his arms.

SPANISH BUZZ (CONT'D)

*¡Ven conmigo! ¡Te mostraré las maravillas de la galaxia, y juntos lucharemos contra el despiadado Zurg!*  
(Come with me! I will show you the wonders of the galaxy, and together we will fight the evil Zurg!)

He plucks a dandelion, offers it to her.

At that moment, Woody pushes through the bushes -- safe. Jessie leaves Buzz, runs and gives Woody an impulsive hug.

JESSIE

Woody! Thank goodness!

WOODY

C'mon! We're almost there!

He and Jessie leads the Toys off, REVEALING Spanish Buzz -- stunned and heartbroken. He throws down his dandelion.

SPANISH BUZZ

*El Vaquero...!!!*

Mad with jealousy, he narrows his eyes and runs after them.

EXT. TRASH CHUTE - NIGHT

Woody leads the Toys to the trash chute. He jumps -- trying to grab the handle -- but can't quite reach it.

WOODY

Buzz, c'mere, gimme a lift!

Buzz, smoldering, steps forward, dramatically pushes Woody aside. With a lovelorn glance at Jessie, he hits a button.

SPANISH BUZZ

*Buzz Lightyear al rescate!*  
(Buzz Lightyear to the rescue!)

Buzz steps to the chute, jumps up in a series of crazy, acrobatic moves, and grabs the handle, pulling it down.

SPANISH BUZZ

*Abierto...!*

WOODY

Way to go, Buzz! C'mon, everyone!

The Toys boost each other up onto the trash chute lid.

INT. GARBAGE CHUTE - NIGHT

Woody climbs in the chute with the others and peers down.  
POV -- The grimy metal chute recedes into blackness.

JESSIE

Is it safe?

WOODY

I guess I'll find out...

Woody begins a controlled slide down -- feet first, hand bracing. He slips and it becomes an uncontrolled slide. He scrambles for traction, eases to a stop at the bottom. He gets up, stands at the edge of the slide's precipice.

ANGLE -- An alley. The trash chute cantilevers over a half-closed dumpster. Above him, stars twinkle -- freedom.

JESSIE (O.S.)

Woody...! You okay?

WOODY

Come on down. But not all at once.

MR. POTATO HEAD (O.S.)

What'd he say?

HAMM (O.S.)

I think he said, "All at once".

NOISES.

WOODY

No...! No! No! No! No!

Too late. The Toys slide down together.

TOYS

Whoa! Watch out!

REX

Geronimo...!!!

They collide with Woody. Woody windmills his arms at the edge of the chute. Jessie grabs him, pulls him to safety.

WOODY

Thanks, Jess.

Spanish Buzz looks about, confused and deeply disappointed.

SPANISH BUZZ

*Donde esta mi nave...?!*

(Where's my spaceship...?!)

WOODY

Slink...? Think you can make it?

SLINKY

I might be old, but I still got a  
spring in my step.

He backs up, then leaps over the open pit to the closed lid  
of the dumpster. He lands hard, clutches a metal handle.

REX

He did it!

HAMM

All right, Slinky-kins!

SLINKY

Okay! Climb across!

Suddenly, two pink paws step in front of Slinky. He looks  
up. Lotso looms over him, grinning.

LOTSO

You lost, li'l doggy...?

Lotso kicks Slinky's paws. He retracts, falling from the  
lid. The Toys pull him to safety.

Behind Lotso, his Gang hops off a wall and joins him on the  
dumpster lid. Lotso notices Woody among the others.

LOTSO (CONT'D)

Well, well...! Look who's back!

A NOISE. The Toys turn. Lotso's henchman -- Stretch, the  
Octopus -- clambers down the chute, blocking an escape.

The Lifer Phone wheels into view -- wheels wobbling, one  
eye broken, frayed phone dangling. His voice is hoarse.

LIFER

(via handset)

I'm sorry, Cowboy! They broke me...!

Lotso turns to the Toys, as cheerful as ever.

LOTSO

(incredulous)

What are you *doin'*?! Runnin' back to  
your kid? He don' want you no more!

WOODY

That's a lie!

LOTSO

Is it? Tell me this, Sheriff -- if  
your kid loves you so much, why is he  
leavin'?

CLOSE ON -- Woody, fuming. He has no answer.

LOTSO (CONT'D)  
 Y'think you're special, Cowboy?  
 You're a piece of plastic! You were  
*made* to be thrown away!

VROOM! A garbage truck turns into the far end of the alley and RUMBLES toward them. Lotso turns.

LOTSO (CONT'D)  
 Speak of the devil...!  
 (turns back)  
 Now we need toys in our Caterpillar  
 Room. And you need to avoid that  
 truck. Why don't you come on back,  
 join our family again?

He smiles. Woody seethes -- at a loss for words. Jessie steps past him, eyes burning.

JESSIE  
 This isn't a family, it's a prison!  
 You're a liar and a bully and I'd  
 rather rot in this dumpster than join  
 any family of yours!

Barbie steps forward.

BARBIE  
 Jessie's right! Authority should  
 derive from the consent of the  
 governed! Not from the threat of  
 force!

Hamm and Potato Head share a glance -- Huh? Lotso grins.

LOTSO  
 If that's what you want...!

He bangs his cane. Stretch, the Octopus, begins to prod the Toys toward the precipice. Abruptly, Ken bursts from the shadows -- still in his underwear.

KEN  
 Barbie! Wait...!

Everyone turns. He runs to Lotso.

KEN (CONT'D)  
 Don't do this, Lotso...!

LOTSO  
 She's a Barbie doll, Ken! There's a  
 hundred million just like her!

KEN

Not to me there's not!

He glances at her. She sighs. Lotso picks up Ken.

LOTSO

Fine! Why don't you join her?!

He tosses Ken across the dumpster chasm. The Toys grab him, pull him to safety. Barbie hugs him.

BARBIE

Oh, Ken!

Ken stands and addresses Lotso's Gang, earnest and heroic.

KEN

Everyone! Listen! Sunnyside could be cool and groovy if we treated each other fair!

(points)

It's Lotso! He's made us into a pyramid and he put himself on top!

Lotso's Gang eyes each other. There's a shift in sympathy but no one wants to stick their neck out. Lotso is amused.

LOTSO

Anyone concur with Ken?

No one moves. The truck RUMBLES closer -- two dumpsters away. Lotso turns to the Toys. His face hardens.

LOTSO (CONT'D)

I didn't throw you away. Your *kid* did. Ain't one kid ever loved a toy, really! Chew on that when you're at the dump!

He turns away. Woody steps forward.

WOODY

Wait...! What about Daisy?

Lotso keeps a steely composure.

LOTSO

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

WOODY

Daisy...? You used to do everything with her!

LOTSO

Yeah -- then she threw us out!

WOODY  
No -- she *lost* you!

LOTSO  
She replaced us!

WOODY  
(pointing)  
She replaced *you*! And if *you* couldn't  
have her, *no one* could! You lied to  
Big Baby and you been lying ever *since*!

Woody yanks something from his holster. It's the rusty old  
pendant, "My Heart Belongs To: DAISY". Lotso is stunned.

LOTSO  
Where'd you get that...?!

WOODY  
She loved you, Lotso...

LOTSO  
She *never* loved me!

WOODY  
...As much as any kid ever loved a  
toy!

Woody throws the pendant. It lands at Big Baby's feet.

Big Baby stares, electrified, at the pendant -- a token of  
his long-lost love. He picks it up. His lip trembles.

BIG BABY  
Mama...!

Lotso grabs the pendant. He pokes Big Baby like a bully.

LOTSO  
What -- you want your Mommy back? She  
never loved you! Don't be such a baby!

He throws it down and CRUSHES it with his cane. Big Baby's  
face crumples. Lotso turns, yells at Stretch the Octopus.

LOTSO (CONT'D)  
Push 'em in! All of 'em!  
(to his Gang)  
This is what happens when you dummies  
try to think!

He shoves Big Baby. Big Baby shrinks back, hurt.

Stretch advances on Woody and the Toys. They teeter at the  
edge of the precipice. Lotso faces them, sneering.

LOTSO (CONT'D)  
 We're all just trash, waitin' to be  
 thrown away! That's all a toy is!

Abruptly, Lotso is lifted from behind by Big Baby.

LOTSO (CONT'D)  
 Put me down! What're you doing?

Big Baby carries him to the edge of the dumpster.

LOTSO (CONT'D)  
 Help me! Help!

Around the dumpster, no one moves. Big Baby tosses Lotso into the dumpster. He lands in the shadows, looks up. With a CREAK, the Big Baby tugs at the open dumpster lid.

LOTSO (CONT'D)  
 No...! Wait...!

KLOON! Big Baby watches -- blank-eyed, pitiless -- as the lid SLAMS down, shutting Lotso in. No one can believe it.

REX  
 He's gone!!!

MR. POTATO HEAD  
 Holy cow!!!

BIG BABY  
 Ah-pppbbbllllmmmmmmmm...!!!

He blows a RASPBERRY at Lotso. VROOOM! The Toys turn. The garbage truck is only 100 feet -- 15 seconds -- away.

WOODY  
 C'mon! Hurry!

The Toys hop on the now-closed dumpster lid, rush to the retaining wall, and help each other clamber onto it.

A SQUEAK. Woody turns. At the crack between the two lids are the three Aliens. One Alien is stuck. He struggles while the other two stand around ineffectually.

WOODY (CONT'D)  
 Oh...! For crying out loud!

Woody glances at the approaching truck, then runs back.

JESSIE  
 Woody...!

Woody yanks the Alien free. Spanish Buzz gestures.

## SPANISH BUZZ

*Vaquero, andale!*  
(Cowboy, hurry!)

The Aliens retreat to safety. Woody tries to follow, but a pink paw grabs his leg. Woody tries to free himself, but the paw drags him slowly into the dumpster's depths.

The Toys watch, horrified, as Woody disappears.

The truck turns and approaches the dumpster, fork out.

## HAMM

Oh, boy! Incoming!

BA-BOOM! The truck's forks slide into the dumpster and begin lifting it up. As it rises past the retaining wall Jessie and Buzz fearlessly jump onto the rising dumpster.

## JESSIE

C'mon!

The other Toys follow. Barbie tries to follow too, but Ken holds her back.

## KEN

Barbie, no...!

They all try to lift the dumpster lid. It won't budge.

The dumpster rises up, up, up -- and begins to tilt.

As the dumpster tilts, they start to lose their footing.

As the dumpster nears vertical, the lid swings open and trash begins pouring into the truck. Woody calls out...

## WOODY

Jess!

## JESSIE

Woody!

Woody falls into darkness. A FLASH of pink goes by -- Lotso tumbles past. The dumpster LURCHES to a stop.

All the Toys fall into the truck.

Barbie -- on the wall -- reaches forward.

## BARBIE

No...!!!

She turns away, burying her head in Ken's comforting arms.

INT. GARBAGE TRUCK - NIGHT

The Toys find themselves in darkness, awash in garbage.

WOODY

Can you hear me?! Is everyone okay?!!

MR. POTATO HEAD

Of course not, you imbecile! We're doomed!

Buzz pulls himself from a mound of garbage. He GLOWS.

WOODY

Everyone! Go to Buzz! C'mon!!!

The Toys begin wading toward Buzz.

EXT. STREETS - NIGHT

The garbage truck rumbles through the streets.

INT. GARBAGE TRUCK - NIGHT

The Toys congregate around Buzz.

WOODY

We all here? Slinky...? Rex...?

The truck lurches to a stop. The hydraulic motor STARTS. Woody looks up. A dumpster appears above them, tilting.

WOODY (CONT'D)

Against the wall, everybody! Quick!

He leads the Toys to the front of the truck, seeking shelter. Buzz remains behind.

SPANISH BUZZ

*Senorita! Senorita, donde estas...?!*  
(Miss...! Miss, where are you...?!)

JESSIE (O.S.)

Buzz...!

He turns. Somewhere in the DARKNESS, her voice rings out. A trickle of garbage begins to sprinkle down from above.

SPANISH BUZZ

*Senorita...!*

Buzz runs through the falling trash until he finds her pressed against the far wall -- terrified.

CLUMP! Something large falls behind them. They look up.  
 Garbage is falling out of the dumpster directly above them.  
 Buzz takes Jessie's hand and they run across the garbage  
 truck bay, dodging madly while trash rains down upon them.  
 Against the back wall, the Toys watch, aghast.

HAMM

They'll never make it!

Buzz grabs Jessie and carries her -- dodging and weaving.  
 A SCRAPING sound above.

MRS. POTATO HEAD

Look out!

Buzz and Jessie look up. An old TV set falls towards them.  
 Buzz lunges and tosses Jessie out of the way. She turns.

CRASH!!! The TV smashes down on Buzz. A deluge of trash  
 piles on top, burying him completely.

JESSIE

Buzz...!!!

As the dumpster above recedes, Jessie runs forward and  
 begins digging. The other Toys join her.

WOODY

Anyone see him?!

SLINKY

Over here, y'all! I found him!

They rush over and drag Buzz from the pile. Buzz's eyes  
 are closed. Jessie pops his shield, shakes him.

JESSIE

Buzz, you okay?! Buzz! Buzz!!!

No response. Jessie shakes him again. And again.

JESSIE

No...!

She hugs him, sobbing.

A BEEP. Buzz jack-knives forward, then lurches back.

Jessie pulls away. Buzz sits up, eyes open -- disoriented.  
 He sniffs the air with distaste. Then he sees the others.

The Toys gape at him in open-mouthed wonder.

Buzz frowns.

BUZZ  
That wasn't me, was it?

JESSIE  
Oh, Buzz! You're back!!! You're  
back, you're back, you're back!!!

She throws her arms around him, hugs him tight.

BUZZ  
Yes, I'm back!  
(beat)  
Where've I been?

WOODY  
Beyond Infinity, Space Ranger!

BUZZ  
Woody!

Woody smiles -- partners again. Buzz looks around.

BUZZ (CONT'D)  
But... Where are we now?!

REX  
(excitable)  
In a garbage truck on the way to the  
dump!

Buzz's smile freezes.

EXT. TRI-COUNTY DUMP - NIGHT

The garbage truck drives in the entrance.

INT. GARBAGE TRUCK - NIGHT

The truck grinds to a halt. The BEEP-BEEP-BEEP backing-up  
alarm begins to sound. The Toys look around.

WOODY  
Everyone -- stay together!

Everything lurches. The truck bay begins to tilt.

EXT. DUMP - NIGHT

The garbage truck tilts up -- higher and higher. Trash  
begins pouring out the back, onto the dump below.

INT. GARBAGE TRUCK - NIGHT

The back flap opens, allowing garbage to spill out. A trash pit is revealed below. The Toys begin sliding out.

WOODY

Hold on! We're going in...!

TOYS

Whoa...!

EXT. DUMP - NIGHT

The garbage truck extends fully, tilting 70 degrees. The stream of garbage becomes a torrent.

INT. GARBAGE TRUCK - NIGHT

The Toys cling together, screaming, as they slide out into the open night.

EXT. GARBAGE PIT - NIGHT

Woody lands on a trash heap -- Oooff! A plastic bag whips by. He sits up. He's in a vast, wind-blown landfill.

Nearby, Hamm and Rex unearth themselves. Mr. Potato Head helps Mrs. Potato Head up.

MR. POTATO HEAD

You got all your pieces?

The Aliens pop up. One points to some heavy machinery -- with a giant claw -- in the distance.

ALIEN

The Cla-a-a-aw!

They toddle off toward it.

WOODY

Hey! Guys, no...! No!!!

Suddenly, the trio of Aliens is bathed in headlights. Before anyone can react, a bulldozer passes over them...

Just like that, they're gone.

MRS. POTATO HEAD

My Babies...!!!

A blinding LIGHT pours over her and envelops the Toys.

Woody turns. A bulldozer -- with giant, studded wheels and a massive grate -- is heading right at them. Rex SCREAMS.

The Toys are pushed backward toward a trench.

WOODY (CONT'D)

Hang on!

They tumble as the bulldozer pushes them over the edge.

EXT. CONVEYER BELT - NIGHT

The Toys land on a conveyor belt entering a dark tunnel.

INT. CONVEYER BELT - NIGHT

Woody sits up and watches the light receding behind them. The other Toys gather round.

MRS. POTATO HEAD

Woody! What do we do?

WOODY

We'll be okay if we stay toge--...

VWOOSH! Slinky is pulled up OUT OF FRAME.

WOODY (CONT'D)

Slinky...!

SLINKY

Woody...!

Slinky is fixed to a fast-moving conveyor belt above them. Woody runs after him.

WOODY

Slinky, get down from there!

A hammer shoots up and CLANKS on the belt, narrowly missing Slinky. All around them, other pieces of metal begin FLYING UP and sticking to the ceiling belt. Jessie yells.

JESSIE

It's a magnet! Watch out!

High above, Slinky looks around.

SLINKY

Uh, you might wanna take a look at this!

The Toys scramble up a pile of debris.

Ahead is a Shredder -- two fast-spinning vertical cylinders that shred everything on the belt. Buzz sees a lunch box near him starting to quiver....

BUZZ

Quick! Grab something metal!

He grabs it and is pulled up to the magnetic belt. Woody grabs a metal handle and flies up, sticking to the ceiling belt. Hamm dives into a nearby pot and is lifted upwards.

HAMM

You heard the guy...!

Each Toy grabs a metal object and lifts -- CLUNK! -- to the ceiling. Rex, the last, grabs an aluminum can, a CD, etc.

REX

It's not working!!!

Finally, he grabs a metal fan and sails up to safety. Suddenly, a pink paw thrusts out from the belt below.

LOTSO (O.S.)

Help...! Help me!!!

Woody turns. Lotso is pinned under a golf bag.

LOTSO (CONT'D)

I'm stuck! Help!!! Please!

Woody looks at the approaching shredder. He lets go.

JESSIE

Woody...!

Woody lands on the belt, runs back to Lotso.

LOTSO

Thank you!

WOODY

Don't thank me yet.

Woody struggles to lift the bag. Buzz drops down next to Woody. Jessie eyes the approaching shredder.

JESSIE

Buzz...!!! Woody...?!!!

Woody and Buzz push together. They still can't move it.

Woody pulls out a golf club. The magnet tugs it upward. Buzz grabs it. Together, they pull it down and jam it under the bag for leverage. The bag finally lifts...

WOODY

Go! Go!

...and Lotso scrambles out.

Woody grabs Lotso. He and Buzz point the club skyward. They're pulled up to safety as the golf bag is pulverized.

Lotso looks back at the shredder, then at Woody.

LOTSO

Thank you, Sheriff...!

WOODY

We're all in this together.

(turns)

Right guys...?

All the Toys have vanished.

WOODY (CONT'D)

Guys?!

JESSIE (O.S.)

Woody! Down here!

Jessie and the others wave from a conveyer belt far below. Woody and Buzz let go and plummet.

EXT. DUMP / STAIRWAY TO HEAVEN - NIGHT

Woody, Buzz and Lotso land on the bed of a big, fast-moving conveyer belt with metal walls. The Toys gather around.

JESSIE

Woody!

The toothed belt begins to ascend upwards.

REX

Woody! Look! I can see daylight!

We're gonna be okay!

Rex points to a bright amber GLOW at the top of the belt. The toys scramble forward. Woody's smile drops.

WOODY

I don't think that's daylight...

FAST TRACK -- At the end of the conveyer belt, garbage falls into a burning, churning vortex.

WOODY (CONT'D)

Run!!!

Unable to jump off, the Toys begin running down the belt. They dodge, duck and hurdle over the coming trash, but they're no match for the speed of the rising conveyor.

Lotso trips, falls. A pulsing blue LIGHT. He looks up.

High on the wall ahead is an Emergency Stop button. A ladder leads to the button. Lotso leaps up, grabs the bottom rung. He can't pull himself up.

LOTSO

Sheriff...! The button! Help me!

The Toys look back, see Lotso. As they pass, Woody, Buzz and Jessie boost Lotso up.

WOODY

Go!!! Go!!! Hit the button!

Lotso scrambles up the ladder toward the glowing button.

The Toys are carried up the conveyor belt toward the pit.

The Toys watch Lotso -- receding -- as he climbs.

Lotso stays focussed on the button above him.

The Toys reach the belt's acme -- heels at the edge of the waterfall of trash cascading to a melting, churning vortex.

WOODY (CONT'D)

Hurry!!!

Lotso reaches the walkway where the blue button glows. He turns and looks -- malevolent -- at the helpless Toys.

WOODY (CONT'D)

Just push it! Push it!

BUZZ

Push it!!!

Lotso smirks, gives a salute.

LOTSO

Where's your kid now, *Sheriff*?!

He turns, runs off down the walkway.

WOODY

No... No...! No...!!!

BUZZ

Lotso...!!!

The Toys YELL as they tumble off the belt...

EXT. INCINERATOR HOPPER - NIGHT

The Toys land in a giant vortex of trash being sucked down into the glowing eye of an incinerator.

It's chaos -- trash tumbles over itself as sparks and ashes fly through the air. The ROAR is overwhelming.

Woody stands and starts trying to climb out.

The Toys do the same, climbing desperately, fighting against the trash tumbling into the vortex of fire.

They slip, fall, get up and slip again. It's a nightmare -- no matter how fast they climb, they inexorably slide backwards. Rex slides past Woody, towards the incinerator.

REX

Ahhhhhh!

WOODY

Rex!!!

Woody grabs Rex's hand, slides further toward the inferno.

They are all being pulled inescapably downward.

There's no way out. Jessie looks at Buzz.

JESSIE

Buzz...! What do we do?

Buzz looks at her. He reaches out, takes her hand.

Jessie grabs Bullseye's hoof. Slinky takes Hamm's hand.

Hamm reaches out to Rex. The Potato Heads hold each other.

Mr. Potato Head grabs Rex.

Buzz reaches out to Woody...

Woody takes Buzz's hand, and the circle is complete.

As they approach the vortex, heat waves blast their faces.

The Toys close their eyes, turn away.

Woody stares at the fire, shuts his eyes.

This is the end.

A LIGHT from above shines in Woody's face.

He opens his eyes.

A giant mechanical Claw lowers towards them.

The Claw plunges into the trash around them, closing them in its grip, then raises them up.

They soar into the air, away from the ROARING incinerator.

Woody looks around in disbelief.

The Claw spins, passing in front of the crane booth.

INT. CRANE OPERATOR'S BOOTH - NIGHT

In the booth, the Aliens man the joysticks.

ALIENS

The Clawwww!!!

They lean into the joystick, steering the Claw to safety.

EXT. DUMP - DAWN

The Claw lowers and opens, dropping the Toys to earth. They spill out, COUGHING and GROANING like shipwreck survivors.

Woody sits up, looks around. Rex pops up through trash.

REX

Whew...!

They have faced death and survived, and are profoundly shaken. Potato Head stares at the sky.

MR. POTATO HEAD

Y'know all that bad stuff I said about Andy's attic? I take it all back.

SLINKY

You're darn tootin'!

HAMM

You said it!

Buzz and Jessie sit up, still holding hands. She looks at him, smiles. He smiles and holds her gaze.

Mrs. Potato Head takes Mr. Potato Head's hand.

MRS. POTATO HEAD  
Oh, darling! You were so brave!

A SQUEAK. The Potato Heads turn, see the Aliens approach.

MRS. POTATO HEAD (CONT'D)  
You saved our lives...!

MR. POTATO HEAD  
And we... Are eternally grateful!

Potato Head scoops them into his arms for a big, proud hug.

MR. POTATO HEAD (CONT'D)  
My boys...!

ALIENS  
Daadddyyyy...!!!

Hamm looks around.

HAMM  
Hey! Where's that furball Lotso?

SLINKY  
I'd like to loosen his stitching!

WOODY  
Forget it, guys. He's not worth it.

EXT. GARBAGE DUMP, ELSEWHERE - DAY

Lotso limps toward the dump exit. A NOISE. He turns, then drops, freezing.

A truck's wheels SCREECH to a halt in front of Lotso. A door OPENS and SHUTS. FOOTSTEPS. A hand picks him up.

GARBAGE MAN ONE (O.S.)  
Hey!

GARBAGE MAN TWO (O.S.)  
Whatcha got?

GARBAGE MAN ONE (O.S.)  
I had me one a these when I was a kid!

He buries his nose in Lotso's tummy, inhales.

GARBAGE MAN ONE (CONT'D)  
(nostalgic rapture)  
Strawberries...!

EXT. GARBAGE DUMP - DAY

The truck exits the dump -- Lotso strapped to the grill. He comes to life, panicked. On the grill are a couple of muddy, bug-spattered Plushies, including a sad-eyed FROG.

FROG

Hey, buddy...!

(Lotso turns)

...Y'might wanna keep yer mouth shut!

The others SNICKER. Lotso WHIMPERS. The truck RUMBLES off.

ANGLE -- The truck passes, REVEALING the Toys, unaware of Lotso's karmic comeuppance. Jessie sees Woody lagging.

JESSIE

C'mon, Woody -- we gotta get you home!

BUZZ

That's right, "College Boy"!

WOODY

But... What about you guys? Maybe the attic's *not* such a great idea.

He glances at them, uneasy. Jessie steps to him.

JESSIE

We're *Andy's Toys*, Woody...

BUZZ

We'll be there for him. Together.

Woody smiles.

WOODY

I just hope he hasn't left yet...

MRS. POTATO HEAD

Wait a minute! Wait, I'll check!

She covers her good eye, concentrates.

MRS. POTATO HEAD (CONT'D)

He's still packing...!

(GASPS)

...But he's almost done!

HAMM

He lives halfway across town...!

REX

We'll never get there in time!

The Toys glance at each other. Then, distantly, comes the air-guitar WAILING of Andy's Neighborhood Garbage Man.

The Toys turn, see him a dozen yards away. They brighten.

EXT. DRIVEWAY - DAY

Andy's loading up his hatchback with boxes. Molly's on the lawn playing with Buster. As the garbage truck passes...

MOLLY

C'mere, boy. C'mon, Buster!

MOM

Is that it, honey? You got everything?

ANDY

Yeah, just a few more boxes in my room.

At the curb, REVEAL the Toys hiding behind a garbage can. Woody peeks around, gestures to the other Toys.

WOODY

Okay, c'mon!

INT. BACK YARD - DAY

TIGHT ON SPIGOT -- Woody's hand comes in, turns it.

The Toys huddle while Woody hoses them off. Buzz closes his helmet. The Toys react to the cold water.

TOYS

Eeeaaugh...!!! Brrr...!!! Stop!!!

HAMM

That's enough, that's enough, that's enough!!

WOODY

All right, go! Go, go!

The Toys run off. Potato Head pulls off his nose, blows out a spray of water.

EXT. GARAGE ROOF - DAY

Slinky heaves himself up to the edge of the garage roof. One by one, the Toys scurry up his Slink, then make their way along the roof towards Andy's open window.

INT. ANDY'S ROOM - DAY

Buzz and Woody peer in.

BUZZ  
All clear...!

They clamber through the window, jump to the floor. The other Toys follow, scrambling across the room.

Mrs. Potato Head stops, puts a hand over her working eye.

TRANSITION:

POV -- Under the bed, looking out. Mrs. Potato Head's feet are in front of us, facing away.

MRS. POTATO HEAD (V.O.)  
There you are...!

The feet turn and a hand reaches TOWARD US, GRABBING the subjective eye.

TRANSITION:

She pops her eye back in, blinks... And GIGGLES, tickled. The Toys climb into a box marked "Attic". Buzz helps them. On the desk is a box marked "College". Woody heads for it. He reaches the box, turns. This may be the last time he ever sees the other Toys. He scrambles back toward Buzz.

WOODY  
Buzz...

Buzz turns. Woody offers a hand. They shake.

WOODY (CONT'D)  
This isn't good-bye.

SLINKY (O.S.)  
Hey, Woody...

Woody looks up. Slinky lowers a paw.

SLINKY (CONT'D)  
...Have fun at college!

HAMM  
Yeah, but not too much fun!

Woody laughs, shakes hands with Slinky.

REX

Woody, take care of Andy.

MRS. POTATO HEAD

Yeah...

MR. POTATO HEAD

He's a good kid. Tell him to get a haircut.

WOODY

I will.

Woody sees Jessie.

WOODY (CONT'D)

Jessie -- you'll be okay in the attic?

JESSIE

'Course I will. Besides...

(leans in)

...I know about Buzz's "Spanish Mode".

BUZZ

My what...?

He turns, confused. Woody and Jessie share a smile.

MOM (O.S.)

Honey, you want some food for the road?

ANDY (O.S.)

I'll get something on the way.

Woody turns to Buzz -- there's so much he wants to say. Buzz just smiles.

BUZZ

You know where to find us, Cowboy.

Woody smiles. He turns, runs to the desk.

Buzz climbs in the Attic box with the others.

On the desk, Woody jumps on the edge of the College box, looks back at his friends. FOOTSTEPS climb the stairs.

Woody gives Buzz a salute. Buzz smiles, salutes back.

Woody lowers into the College box. The Toys duck in the Attic box, pull the flaps shut just as Andy and Mom enter.

MOM

Did you say goodbye to Molly?

ANDY

Mom, we've said goodbye like ten times!

Mom stops, suddenly overwhelmed. The room is empty.

MOM

Oh, Andy...!

Andy, beside her, is abashed.

ANDY (O.C.)

Mom...! It's okay...

IN THE COLLEGE BOX

Woody quietly peeks out the hand holes.

POV -- Woody can half-see Mom hug Andy.

MOM

I know, it's just... I wish I could always be with you.

ANDY

You *will* be, Mom.

ON WOODY

He turns and glances off, noticing something.

THE PHOTO

Of young Andy, playing with Woody and the other Toys.

TRACK IN ON

Woody. Mom and Andy's words echo in his head.

WOODY POV -- His GAZE SHIFTS from Andy-holding-Woody to Woody-with-the-other-Toys.

Suddenly, Woody half-smiles -- an epiphany. Sadness and uncertainty are replaced by happiness and determination.

FOOTSTEPS and collar JINGLES approach. Molly steps to the room's threshold with Buster.

MOLLY (O.C.)

Hey... Aren't you gonna say goodbye to Buster?

Andy and Mom step into the hallway.

ANDY (O.S.)  
 Of course I will...!  
 (to Buster)  
 Who's a good doggie?! Who's a good  
 doggie?!?! I'm gonna miss you!

While Andy scratches Buster's belly, Woody jumps out of the box, grabs a pen and a sticky note. He sneaks across the room, jumps on the Attic box, starts frantically writing.

Buster starts BARKING. Woody finishes writing, looks up.

MOLLY (O.C.)  
 He's telling you to go already.

MOM (O.C.)  
 C'mon, get the rest of your things.

Woody gasps, looks up at the door.

TRACK IN -- THE DOOR

Andy walks in. Mom and Molly stay in the hallway.

ANDY  
 Okay, Buster, don't let Molly near my  
 stuff.

Andy turns, crouches to pick up the Attic box.

He stops, noticing the yellow Post-It on the box top.

He opens the flaps, finding all of his Toys.

ANDY (CONT'D)  
 Hey...!

He digs through them -- pulling a few out, making sure they're all there -- smiling with fondness and relief.

He picks up the Post-It, reads it. He calls out.

ANDY (CONT'D)  
 Hey, Mom... So, you really think I  
 should donate these?

Mom answers from the hallway.

MOM (O.S.)  
 It's up to you, honey. Whatever you  
 want to do.

CUT TO:

INT. CAR - DAY

Andy cruises, looking for an address. A box with "Attic" crossed out sits in the passenger seat. The car slows.

EXT. HOUSE - DAY

Andy grabs the box and gets out.

TRACK IN -- The hand slot of the College box, left behind.

POV - COLLEGE BOX -- Andy crosses the street and approaches the house.

Andy stops, glances at the box. On the Post-It is written:

DONATE TO:  
Bonnie  
1225 Sycamore Road

TILT UP -- The address on the front gate. It matches.

Andy sees Bonnie playing in the front yard, while her Mom and Dad garden nearby.

BONNIE  
No! Don't go in there! The bakery  
is *haunted*...!!!  
(another voice:)  
Shhhhhh!!! Are you crazy?! You'll  
wake up all the ghosts!

Andy watches Bonnie play -- exuberant and unself-conscious.

BONNIE (CONT'D)  
Look out! The ghosts are throwing  
pies! Splat! Splat! Splat!

Bonnie notices Andy and immediately stops playing.

BONNIE (CONT'D)  
Mom...?

Bonnie's Mom looks over, sees Andy. She stands.

BONNIE'S MOM  
Andy...!

ANDY  
Hi!

Andy lets himself in the gate.

BONNIE'S MOM

Wow! Look at you! I hear you're off to college?!

ANDY

Yeah. Right now, actually.

BONNIE'S MOM

So, what can we do for you?

Bonnie goes and stands behind her Mom.

ANDY

Uhh... I have some toys here.

BONNIE'S MOM

Ohhh...! You hear that, Bonnie?

Bonnie peeks around her Mom, curious.

ANDY

So you're Bonnie?

He hunches down so he's eye to eye with her.

ANDY (CONT'D)

I'm Andy. Someone told me you're really good with toys. These are mine, but I'm going away now, so I need someone really special to play with them.

Bonnie is uncertain. Andy sits in front of her, cross-legged. He opens the box, pulls out Jessie and Bullseye.

ANDY (CONT'D)

This is Jessie -- the roughest, toughest cowgirl in the whole West. She loves critters, but none more'n her best pal, Bullseye.

(whinnies; then, as Jessie)

Yee-haw! Here.

Bonnie looks at her Mom, who nods. She walks forward. Andy gives Jessie and Bullseye to her. A smile escapes Bonnie.

Andy pulls out Rex.

ANDY (CONT'D)

This is Rex -- the meanest, most terrifying dinosaur who ever lived.

(dinosaur voice)

"Raaawwrrrrrr...!!!"

He thrusts Rex at her. Bonnie backs up, grins, takes him.

Andy pulls out the Potato Heads.

ANDY (CONT'D)  
The Potato Heads -- Mister and  
Missus. You gotta keep 'em together  
'cause they're madly in love.

Bonnie nods, takes them. Andy pulls out Slinky and Hamm.

ANDY (CONT'D)  
Now Slinky here is as loyal as any  
dog you could want. But Hamm? He'll  
keep your money safe...

He drops a quarter into Hamm's slot.

ANDY (CONT'D)  
...but he's also one of the most  
dastardly villains of all time...  
(Hamm voice)  
"...Evil Dr. Pork Chop!"

Bonnie smiles, takes them. He pulls out the three Aliens.

ANDY (CONT'D)  
These little dudes are from a  
strange, alien world -- Pizza Planet!

She smiles. He hands them to her, then pulls out Buzz.

ANDY (CONT'D)  
And this is Buzz Lightyear -- the  
coolest toy ever. Look, he can fly...  
(deploys wings)  
...And shoot lasers...  
(fires laser)  
He's sworn to protect the galaxy from  
the evil Emperor Zurg!

Andy hands over Buzz. Bonnie presses a button on him.

BUZZ  
"To Infinity... And Beyond!!!"

Bonnie looks up, happily surrounded by Andy's toys.

ANDY  
Now, you gotta promise to take good  
care of these guys. They mean a lot  
to me.

Bonnie nods. She glances in the box. Her eyes go wide.

BONNIE  
My cowboy!

Andy looks down, sees Woody lying in the box.

ANDY

Woody...? What's he doing in there?

He lifts Woody out. Bonnie points.

BONNIE

"There's a snake in my boot!"

Andy -- amazed -- pulls Woody's pull-string.

WOODY

(voice-box)

"There's a snake in my boot!"

Bonnie giggles and reaches for him, but Andy instinctively pulls Woody away. Bonnie looks at Andy, confused.

Andy looks down at Woody, makes a decision.

He holds Woody out -- gentle and serious.

ANDY

Now, Woody -- he's been my pal as long as I can remember. He's brave, like a cowboy should be. And kind, and smart. But the thing that makes Woody special? Is he'll never give up on you -- ever. He'll be there for you, no matter what. Y'think you can take care of him for me?

(she nods)

Okay, then.

He hands Woody to Bonnie. She hugs him.

Andy suddenly grabs Hamm.

ANDY (CONT'D)

Oh, no! Dr. Pork Chop's attacking the haunted bakery! Pchoo! Pchoo!

Without missing a beat, Bonnie joins in the play.

BONNIE

Oh, no! The ghosts are getting away! Woody'll stop 'em!!

She swoops Woody in the air. Andy grabs Slinky and gives chase. They EXIT FRAME, laughing.

ANDY

Pchoo! Pchoo! Pchoo!

EXT. BONNIE'S HOUSE - LATE AFTERNOON - MONTAGE

Bonnie and Andy play together with all their Toys.

EXT. BONNIE'S HOUSE - DUSK

Andy walks to his car, turns. Bonnie stands on the porch, the Toys scattered at her feet. She clutches Woody.

Bonnie makes Woody's arm wave at Andy. Andy smiles.

He gets in his car. He takes one last look at all his Toys on Bonnie's porch, and Woody in Bonnie's arms...

ANDY

Thanks, guys.

...And pulls away.

BONNIE

Look, Mommy! They're all playing together!

Bonnie puts Woody down and runs to her mother's arms.

BONNIE'S MOM (O.C.)

C'mon -- let's get some lunch.

She scoops up Bonnie, swings her around. Mother and daughter laugh as they step into the house.

On the porch, the Toys come to life, sit up.

Woody watches Andy drive away.

WOODY

So long, partner.

Buzz puts an arm around Woody.

They watch Andy drive off.

The other Toys gather around, and we...

CRANE UP TO

...Blue sky, and fluffy clouds.

THE END