

Dr. Seuss' The Lorax

Screenplay by
Cinco Paul & Ken Daurio

Based on the Book by
Dr. Seuss

INT: THEATER - DAY

The Lorax steps onto the stage in front of a large curtain and addresses the camera.

LORAX

Hello, everybody. Thanks for coming.

The Lorax CLEARS his throat and reads from a card he holds.

LORAX (CONT'D)

I am the Lorax. I speak for the trees.
And I'd like to say a few words, if you please,
Regarding the story that you're 'bout to see--
It actually happened--just take it from me.
But there's more to this story than what's on the page,
So please pay attention while I set the stage.

The Lorax tosses the card at the audience and walks off as the curtain opens, revealing Thneedville.

EXT. THNEEDVILLE - DAY

TWO MAINTENANCE WORKERS work on a large "Welcome to Thneedville" sign. The slogan below it reads, "Fantastic! Made of plastic! 100% Inorganic." The camera pushes past them and flies through the town, down to a suburban street.

LORAX (V.O.)

We open in Thneedville, a city, they say,
That was plastic and fake, and they liked it that way.
A Town Without Nature. Not one living tree.
So what happened to them?
Cue the music!
Let's see...

EXT. THNEEDVILLE - PRESENT - MORNING

SONG: "THNEEDVILLE"

The MUSIC starts up on a LONG SHOT down the street of Thneedville suburbs.

All of the houses look basically the same. Electric trees line the streets instead of street lamps.

An O'Hare Air delivery truck drives down the street.

FLOOSH! An INFLATABLE PLASTIC BUSH inflates. FLOOSH!
Another. FLOOSH! Another. Then--

POP! a bed of PLASTIC FLOWERS pops up in time with the music complete with PLASTIC BUZZING BEES attached to wires.

PLASTIC BEES
(mechanical voice)
Buzz! Buzz! Buzz!

The DELIVERY MAN gets out of the truck and grabs an air bottle from it. He replaces an empty, used air bottle with a new one like a milkman.

TITLE CARD: DR. SEUSS' THE LORAX

EXT: TED'S HOUSE - PRESENT - SAME

Nearby, TED, an 11-year-old boy and our hero, hops out of his second floor bedroom window, down a series of stairs, and flips over the railing into the air and lands on his SCOOTER.

He snaps on his goggles, revs his engine, and takes off down the street. PULL BACK TO A WIDE SHOT of the entire neighborhood.

All of the front doors of the houses open simultaneously and the PEOPLE OF THNEEDVILLE exit their houses singing happily.

EVERYONE
*In Thneedville it's a brand new
dawn!*

PEOPLE drive by in their personalized vanity cars, including a BUSINESSMAN in his large STEAMROLLER SUV.

EVERYONE (CONT'D)
*With brand new cars
And houses
And lawns!*

We pull back to see the rest of the neighborhood joining the traffic. Ted follows behind them on his scooter.

EVERYONE (CONT'D)
Here in got-all-that-we-need-ville!

A MAN uses a bike pump to inflate his flaccid plastic bush. He's not paying attention and pumps the bush until it POPS, knocking him over.

EXT: ROAD INTO TOWN - PRESENT - SAME

The people of Thneedville sing as they commute to work past rows of FAKE TREES.

EVERYONE

*In Thneedville we manufacture our
trees*

A little Girl, MARIE, uses a tire swing hanging from a metal tree.

EVERYONE (CONT'D)

Each one is made in factories.

MAINTENANCE MEN opens up a PANEL in the electric tree revealing it's filled with BATTERIES.

MAINTENANCE MAN

And uses 96 batteries!

The lights on the tree go out as the batteries fall out. One of the Maintenance Men quickly tries to pick them up.

Ted rides by on his scooter.

The Singing Delivery Man walks up to an apartment, carrying a large O'HARE AIR BOTTLE.

EVERYONE

*In Thneedville the air's not so
clean*

The Singing Delivery Man walks into a WOMAN'S APARTMENT.

INT: APARTMENT - PRESENT - SAME

A WOMAN opens the door and lets the Singing Delivery Man in. He replaces the large bottle of O'Hare Air hooked to her Fresh Air System.

WOMAN

So we buy it fresh!

The Singing Delivery Man PLOPS the bottle into the machine in time with the beat. She hands him money for the delivery.

SINGING DELIVERY MAN
It comes out this machine!

She takes a whiff of the fresh air. He takes a whiff of the money.

WOMAN & SINGING DELIVERY MAN
Aaaaah!

EVERYONE
In satisfaction's guaranteed-ville!

EXT: DOWNTOWN - PRESENT - SAME

Downtown a group of BUSINESSPEOPLE sing and dance as they head for work. The Maintenance Workers sweep garbage towards an open manhole.

EVERYONE
In Thneedville

The Singing Delivery Man jumps in front of the Maintenance Works and starts dancing.

SINGING DELIVERY MAN
We don't want to knooooow!

He does a spin and accidentally disappears down a MANHOLE.

EVERYONE
*Where the smog and trash and
chemicals go*

A LITTLE BOY swims through the Thneedville River (which is unnaturally blue) wearing a big smile. His parents happily help him out of the river and give him a big hug.

LITTLE BOY
*I just went swimming, and now I
glow!*

He glows and smiles even more. Ted zips by him on the scooter.

EXT: MIDDLE OF TOWN - PRESENT - SAME

We see a CHUBBY SURFER surfing on the fake ocean. A SNOWBOARDING TEEN zips down the snowy mountain next to him.

EVERYONE
*In Thneedville we have fun year-
round!*

The Snowboarding Teen turns and sends a CLUMP OF SLUSH flying and it goes down the back of a GUY'S SWIMSUIT.

EVERYONE (CONT'D)
*We surf and snowboard right in
town!*

A group of SUNBATHERS sing like a church choir, holding their sun reflectors like choir folders.

SUNBATHING CHOIR
*We thank the Lord for all we've
got!*

The Singing Delivery Man sings a beautiful solo as we reveal that the choir is singing at the grand opening of a new PARKING LOT (called Thneedville Parking).

SUNBATHING MAN
*Including this brand new parking
lot!*

As the choir sings with religious fervor about the parking lot, people step out of their parked vehicles, get on the roofs of their cars, and JOYOUSLY sing along.

EVERYONE
*Parking lot!
Parking lot!*

Nearby a WOMAN and her SON fly kites propelled by large fans.

WOMAN WITH KITE
It's him!

Everyone looks up and sees the O'HARE AIR BLIMP, which spews out smog from its exhaust. Projected on its massive LCD screen is ALOYSIUS O'HARE, the financial king of Thneedville, owner of the O'Hare Air Co. Pudgy and clownish and tacky and loved by everyone. He leans out from the window and waves to the people down below.

EVERYONE
*Ooh look! It's Aloysius O'Hare
(Aloysius O'Hare)
The man who found a way to sell air*

INT: BLIMP - PRESENT - SAME

O'HARE turns around in his office chair and walks out from behind his desk.

EXT: THNEEDVILLE - PRESENT - SAME

O'Hare stands on Mooney's hands outside the door.

O'HARE
And became a zillionaire!

He dives off and falls down toward the ground. His parachute opens revealing an ad for O'Hare Air.

EVERYONE
Hip-hooray, hip-hooray!

As they celebrate we catch up with Ted, who is excitedly buying a REMOTE CONTROL AIRPLANE from a VENDOR at his kiosk. He gives the vendor his money and takes the new airplane, ecstatic.

EVERYONE (CONT'D)
Hip-hip-hooray!

We're in the center of town. Here comes the elaborately choreographed big finish, reminiscent of "Consider Yourself" from Oliver.

The huge mob engulfs Ted at the toy kiosk. People dance with their shopping bags, tossing them to each other. Businesspeople dance with their briefcases.

EVERYONE (CONT'D)
*In Thneedville
We love living this way!*

Suddenly the Singing Delivery Man reappears in frame, pushes the BAND LEADER aside, grabs his baton, and leads the MARCHING BAND down the street.

SINGING DELIVERY MAN
It's like living in paradise!

EVERYONE
*It's perfect!
And that's how it will stay!*

SINGING DELIVERY MAN
Oh yeah!

Fireworks go off above the town.

O'Hare walks up the steps of his oversized limo waving to the people like a politician before he gets in.

The Singing Delivery Man dances on top of O'Hare's limo while spinning cheer-leading batons.

EVERYONE
*Here in love the life we lead-ville
Destined to succeed-ville
We are all agreed-ville
We're happy here in*

CLOSE-UPS on various MOUTHS making the "thhh" sound.

EVERYONE (CONT'D)
Thhhh--

Back to the wide shot showing the entire center of town.

EVERYONE (CONT'D)
--needville!

As soon as the song's over, everyone immediately goes back to what they were doing. Mooney and McGurk help the frozen Singing Delivery Man off the roof of the limo.

And out of the crowd zips Ted on his scooter, carrying the bag with the airplane in it.

EXT: THNEEDVILLE - PRESENT - SAME

Ted rides his scooter through town with the confidence of someone who knows the place like the back of his hand.

EXT: AUDREY'S HOUSE - PRESENT - CONTINUOUS

He ends up suburbia. Stops in front of a house. Gets off of his scooter. Reaches into the bag and pulls out the REMOTE-CONTROLLED AIRPLANE. Ted smiles as he admires it.

Ted places it on the ground. Operates the remote control, and it TAKES OFF. Ted then flies the plane in a series of loop-dee-loops and then straight into someone's backyard. But instead of being upset, he smiles.

TED
Yes.

He runs up to the front door of the house. RINGS the doorbell. Multiple times. As the door opens, Ted goes into a slow-mo fantasy, revealing--

AUDREY. A teenage girl, beautiful and cool, and much too old for Ted. Although he doesn't see it that way. He looks up at her worshipfully, suddenly awkward in her presence.

AUDREY
Oh, hi, Ted.

Ted breaks out of the fantasy.

TED
(trying to play it cool)
Oh, hey, Audrey. Hi.

AUDREY
Did your ball land in my backyard
again?

TED
What?! No. Model airplane. This
time.

Audrey smiles. Then leans in to Ted, conspiratorially.

AUDREY
Hey--do you wanna see something
cool?

Ted stares back at Audrey. Are you kidding me?

AUDREY (CONT'D)
Come on!

Audrey turns to go into the house. Ted follows her, spraying
breath freshener into his mouth as he enters.

EXT: AUDREY'S BACKYARD - PRESENT - LATER

Audrey takes her hands away from Ted's eyes and he looks up
to see a MASSIVE MURAL in progress on the wall depicting a
lush valley filled with TRUFFULA TREES. Ted stares up at the
painting in awe.

TED
Whoa. Did you p-- Did you paint
this?

AUDREY
Do you like it?

TED
What?! Are you kidding? This is
amazing.
(points to trees)
What are those?

AUDREY
(smiles)
Those are trees. Real ones.
They used to grow all around here.
(MORE)

AUDREY (CONT'D)

And people said that the touch of their tufts was softer than anything, even silk. And they smelled like butterfly milk.

TED

Wow. What does that even mean?

AUDREY

I know, right?

Audrey grabs Ted's arms and swings him over her head, so they both fall to the ground.

TED

Whaaaa!
(pained)
Oh yeah.

AUDREY

What I want more than anything in the whole world is to see a real living tree, growing in my backyard.

TED

(thinking)
So...if, say-- I'm just thinking out loud here... if a guy somehow got you one...

AUDREY

Well, I'd probably marry him on the spot.
(makes a face)
I bet that sounds crazy. Does that sound crazy?

Ted looks up adoringly at Audrey.

TED

No. Not crazy!
(clears his throat)
Not crazy at all.

Ted smiles. A boy with a plan.

INT: DINING ROOM - PRESENT - NIGHT

Ted sits at the dinner table with his MOM and GRAMMY NORMA. He absentmindedly pokes at a PIECE OF JELLO shaped like BROCCOLI.

TED'S MOM

Ted, honey, don't play with your food. You either, Mom.

Grammy Norma dribbles a JELLO BROCCOLI like a basketball. She tosses it up and pops it in her mouth.

TED

So...Mom. Do you happen to know if there's like anyplace where I could get a real tree?

Grammy Norma reacts to this.

TED'S MOM

Ted, we already have a tree. It's the latest model.

TED

Yeah, but I mean like a real one, that-- that grows out of the ground or whatever. You know, like a real tree.

TED'S MOM

(makes face)

Really? You'd rather have some dirty, messy lump of wood that just sticks out of the ground and it does what? I don't even know what it does. What's it's purpose? Look what we've got. It's the Oak-a-matic--the only tree with its own remote!

She points a REMOTE at the tree outside.

TED'S MOM (CONT'D)

Summer, autumn, winter--

The tree changes with each click to match the season.

TED'S MOM (CONT'D)

--and disco!

The tree now lights up in neon colors like a disco floor. And plays a Muzak version of "The Hustle." Ted's Mom shimmies and sings along.

TED'S MOM (CONT'D)

Doot doot doot doo-doot doo-doot doot doot! Come on, Ted, get into it, dance with the tree.

Ted sinks in his seat, mortified.

TED

Mom... Oh, it hurts Mom. Please stop.

Ted's Mom clicks the remote and the music stops.

TED (CONT'D)

Sooooo, anyway, let's just say I need a tree. Where would I go? What do I do?

GRAMMY NORMA

Then you know what? You'd need to find the Once-ler.

Ted turns to Grammy Norma, surprised.

TED

The-- the what?

TED'S MOM

Mom, it's not really the time for one of your, you know, magical fables, okay?

GRAMMY NORMA

Oh, that's right. I forgot. I'm old and can't even remember to put my teeth in.

TED'S MOM

Stand down. That's not what I meant.

GRAMMY NORMA

No really, I forgot my teeth. Would you be a dear and go get them for me?

TED'S MOM

(sighs)

Sure, mom.

She exits. As soon as she's gone Grammy Norma plops in her teeth and turns dramatically to Ted.

GRAMMY NORMA

(conspiratorially)

Okay, here's the deal. The Once-ler is the man who knows what happened to the trees. You want one, you need to find him.

TED
(suspicious)
"The Once-ler"? Mmm-hm, okay.
Grammy is this a real thing that
we're talking about now?

GRAMMY NORMA
Oh, he's real, all right.

TED
Well...where can I find him?

Grammy Norma appears behind Ted, scaring him. She gives him
an intense look. CLAPS and the LIGHTS DIM.

GRAMMY NORMA
"Far outside of town
where the grass never grows
and the wind smells slow-and-sour
when it blows
(makes spooky wind noises)
...and no birds ever sing excepting
old crows..."
(suddenly)
CAW!!!

Ted jumps. Grammy Norma catches him.

TED
Whoa! Quit doing that!

GRAMMY NORMA
That's the place where the Once-ler
lives.

TED
Wait--*outside* of town?

INT: TED'S BEDROOM - PRESENT - EVENING

Ted empties an old jar filled with coins and collects THREE
NICKELS.

GRAMMY NORMA (V.O.)
People used to say if you brought
him fifteen cents...

INT: KITCHEN - PRESENT - EVENING

RATTLE! Ted opens up the junk drawer and retrieves a NAIL.

GRAMMY NORMA (V.O.)
...a nail...

EXT: TED'S HOUSE - PRESENT - EVENING

Ted searches around for snails. Picks a shell up. A GREAT-GREAT-GREAT-GRANDFATHER SNAIL, wrinkled and with a long beard, pops out.

GRAMMY NORMA (V.O.)
...and the shell of a great-great-great grandfather snail, he'd tell you everything.

Ted smiles. He's got everything he needs.

EXT: FAR END OF TOWN - PRESENT - NIGHT

Ted rides his scooter through to the edge of town. He looks up and sees a large pipe above his head with sign reading, "VENT OUT." He follows the pipe which leads to a door high up in the middle of the wall. There is no way to get to it.

Nearby, Ted spots a box on the wall with a warning sign which reads, "AUTHORIZED PERSONNEL ONLY." Ted looks around, opens the box, and pushes the red button inside, which extends a brick from the wall out towards him.

TED
Whoa!

Other bricks extend out forming a staircase up to the door.

Ted gets back on his scooter and rides it up the stairs to the door where he sees a sign reading, "Outside of Town." He turns a lever and the door opens like a bank vault.

A RED LIGHT above the door starts blinking.

The camera continues up into the sky, where the O'Hare Air Blimp hovers above.

EXT: O'HARE'S BLIMP - PRESENT - NIGHT

Establishing.

INT: O'HARE'S BLIMP - PRESENT - SAME

Aloysius O'Hare sits at his desk. Standing across from him are two MARKETING GUYS.

MARKETING GUY #1

Mr. O'Hare, what we've got for you is something that is going to take O'Hare Air to the next level.

MARKETING GUY #2

Now, Mr. O'Hare, I know what you're thinking. One, I've gotten rich selling people air that's fresher than the stinky stuff outside. Two, here's the important one, how could I possibly make even more money?

(laughs)

We can tell you, sir, we can tell you!

MARKETING GUY #1

Check out this commercial. Huh?!

He clicks his remote and a COMMERCIAL appears on a screen.

EXT: ROOFTOP - COMMERCIAL - DAY

TWO GUYS sit in chairs on a rooftop.

FIRST GUY

Well, here goes another lame Saturday.

SECOND GUY

Dude...I don't think so.
(chuckles)

He smiles and pulls a six-pack of O'HARE AIR out of a cooler.

FIRST GUY

Huh?

Pops one open, funky music begins playing, the sun comes out, and suddenly a bunch of BEAUTIFUL PEOPLE show up.

FIRST GUY (CONT'D)

Hey!

SECOND GUY

Oh, yeah! Right here.

FIRST GUY

Man!

SECOND GUY

Oh yeah!

TWO MEN open bottles and blow the air into their mouths.

FIRST GUY

Whaaaaa?!

A hot chick opens up a bottle in her face and it makes her hair blow sexily. The First Guy is amazed. Instant party! He and his buddy click their bottles together.

ANNOUNCER (V.O.)

O'Hare Purified Air. Freshness to go!

(beat)

Please breathe responsibly.

INT: O'HARE'S OFFICE - PRESENT - SAME

The commercial over O'Hare rubs his forehead.

MARKETING GUY #1

Huh?

MARKETING GUY #2

Oh my goodness.

MARKETING GUY #1

Love it.

MARKETING GUY #2

Yeah...

Then he speaks.

O'HARE

You gotta be kidding me! You really think people are stupid enough to buy this?!

The Marketing Guys keep pushing each other out of the way, vying for O'Hare's attention.

MARKETING GUY #1

Our research shows that if you put something in a plastic bottle, people will buy it.

MARKETING GUY #2

Exactly, and--

Marketing Guy #1 shoves Marketing Guy #2 aside and points to a chart showing air quality going down and sales going up.

MARKETING GUY #1

And what's more, when we build a new factory to make the plastic bottles, the air quality's just going to get worse.

MARKETING GUY #2

Which will make people want our air even more and drive sales... where? Through the roof!

O'Hare nods his approval.

O'HARE

So in other words: the more smog in the sky...
(chuckles)
...the more people will buy.

The Marketing Guys laugh.

MARKETING GUY #2

Genius! That's why he's a genius!

MARKETING GUY #1

It even rhymes!

O'HARE

I'm aware it rhymes.

Suddenly a RED LIGHT on O'Hare's desk starts flashing. He looks at it. The door opens and his thugs MOONEY and MCGURK step in. The Marketing Guys grab their charts and run off.

MARKETING GUY #2 (O.S.)

Coats! Big coats!

O'HARE

What do you two knuckleheads want?!
I'm in the middle of a meeting!

Mooney holds out a HANDHELD DEVICE. It reads "SECURITY ALERT," and shows BLACK AND WHITE FOOTAGE of Ted trying to get out the door.

O'Hare stares at it. Frowns.

O'HARE (CONT'D)

What?! Why is he leaving town? No one ever leaves town!
(beat)
See what he's up to.

INT: WALL - PRESENT - NIGHT

Ted looks in through the door in the wall, revealing a large, dark room. He rides through the maze-like room on his scooter, passing a stream of gluppity-glup pouring out from a series of pipes.

TED

Whoa!

A security camera watches him drive by. He continues over the stream on a small bridge until he reaches an exit.

EXT: OUTSIDE OF TOWN - PRESENT - CONTINUOUS

Ted comes out into the world outside of town. It's a desolate landscape. Filled with garbage and filthy water and tree stumps.

TED

Huh?

He's seeing his world as it really is. And it's a nightmare.

Ted steels himself and continues on past the graveyard of tree stumps.

A storm brews in the smoggy sky and he looks up to see an old Thneed billboard. Lightning FLASHES, distracting Ted, who is almost beheaded by a series of old, rusted axe blades. He dodges and weaves through them. He looks behind him to reveal it's a destroyed Axe Hacker. Lightning FLASHES in the sky again.

TED (CONT'D)

Oh, man...

Ted stops at a large ravine where a bridge is out. He looks around to see if there is another way to cross and spots some old barrels and a plank of wood. He gets an idea.

EXT: RAVINE - PRESENT - LATER

Ted revs his scooter and then takes off toward the ravine where he has setup the barrel and the plank of wood as a makeshift ramp. He intends to jump it, but as he reaches the end of the ramp he plummets down the side.

He SCREAMS, but picks up so much speed that he drives right back up the other side. He flies into the air and bounces back down. He breathes a SIGH OF RELIEF and continues on his journey up the side of a mountain pass.

EXT: DESOLATION - PRESENT - CONTINUOUS

The city is far behind him now. Ted scooters through the fog, past warning signs reading, "Stay out!" and "I mean it!" and down the worn path where he comes to a stop in front of a hand-painted street sign covered in CROWS. He gets off his scooter and as he approaches it, the crows take off, revealing that it reads "The Street of the Lifted Lorax."

He keeps moving forward through the fog until he comes to a rickety old shack with a boarded-up window that looks like a strong wind might knock it over (otherwise known as The Lerkim). Ted stares at the spooky image, frozen. Then takes a deep breath and continues up the hill.

TED

Whoa... All right...

He arrives in front of the Lerkim, which only looks creepier up close. He continues forward, not noticing that someone is watching him from inside the boarded up window.

Ted walks past a small ring of stones. The word "Unless" is carved into one of them.

Ted removes the money, nail, and snail from his pocket. The snail shakes his head, giving Ted a look like, "Let's get out of here."

Ted ignores the snail and heads up the steps leading to the front door. The wind whistles, and the old wood CREAKS beneath his feet. He gets more nervous with each step. The railing falls over scaring him. Then he arrives at the door with a sign above it reading, "THE ONCE-LER". Ted stares at it, then takes a deep breath and moves his shaking finger toward the doorbell. He presses it then--

WHIRRRRRRRR...CLANK! Immediately a crazy Seussian machine is activated.

TED (CONT'D)

Okay...

It catapults him into the air.

TED (CONT'D)

What the--?!

A clamp catches by the seat of his pants just before he hits the ground and hoists him back up into the air.

TED (CONT'D)

Aiiiiiiiiii!

KA-LUNK! The contraption comes to a stop, leaving Ted dangling in front of the Lerkim. He opens his eyes, surprised to be alive. Struggles to get loose.

Two YELLOW EYES and two GREEN-GLOVED ARMS appear in the window. Ted, still hanging upside-down, stares at them, horrified.

ONCE-LER (O.S.)
Who are you?!

TED
Aaaaaaaah!

Ted squirms and wriggles like a worm on a hook. The voice barks even louder.

ONCE-LER (O.S.)
WHO ARE YOU?! And what are you
doing here?!

TED
(out of breath)
I'm Ted. I'm Ted! Oh, can't
breathe. Are you--are you...the
Once-ler? Oh, man.

ONCE-LER (O.S.)
Didn't you read the signs? No one
is supposed to come here!

The clamp spins Ted around, lowers him to the ground and lets him go. Then it begins pushing him back down the path toward Thneedville.

ONCE-LER (O.S.) (CONT'D)
Get out of here and leave me alone!
And don't let the boot hit you on
the way out.

TED
The boot?

A mechanical boot kicks Ted in the butt.

TED (CONT'D)
Whoa, hello! Ow...

He stops and turns back around, holding out the payment in his hand.

TED (CONT'D)

Listen, people say that if someone
brings you this stuff that you'll
tell them about trees!

There's a pause. That word got the Once-ler's attention.
The mechanical arm comes back and grabs Ted again bringing
him up to the window.

TED (CONT'D)

Oh, no-no-no-no! Whoa.

ONCE-LER (O.S.)

Trees?

TED

Yeah. Real ones, you know, that
grow out of the ground.

A very long pause.

TED (CONT'D)

Hello?

ONCE-LER (O.S.)

Sorry...it's just... Well, I
didn't think anyone still cared
about trees.

TED

Well, that's me! The guy who still
cares. I'm here! Hey, what--
Whoa!

The mechanical arm deposits Ted on the pile of rocks.

ONCE-LER (O.S.)

You want to know about trees?
About what happened to them? Why
they're all gone?

Ted looks up at the window.

ONCE-LER (O.S.) (CONT'D)

(whispers)

It's because of me.

A look of shock comes over Ted's face.

TED

Wait, what?

The Once-ler lowers a long metal tube, the Whisper-Ma-Phone,
out of his window. Ted leans in to listen.

ONCE-LER (O.S.)
It's because of me!

The Whisper-Ma-Phone blows out dust causing Ted to COUGH.

ONCE-LER (O.S.) (CONT'D)
And my invention. The Thneed. It
was an amazing product that could
do the job of a thousand!

The Once-ler holds a Thneed out and shows it to Ted.

TED
Alright...sounds ridiculous. But,
I mean, that's cool.

ONCE-LER (O.S.)
You're darn right it was cool!
(sighs)
It all started a long time ago...

TED
Can we start not so long ago maybe?

ONCE-LER (O.S.)
Do you want a tree?

TED
Yes. Yes...

ONCE-LER (O.S.)
Then it all started a long, *long*
time ago...

EXT: ONCE-LER FAMILY HOME - PAST - DAY

Cross dissolve from Old Once-ler to a much younger Once-ler sitting on a COVERED WAGON which is hitched to a sad-looking mule named MELVIN in front of a nice house with a CAR parked in front. Standing there to see him off are his MOTHER, his moronic brothers BRETT and CHET, his monstrous GREAT-AUNT GRIZELDA, and his unctuous UNCLE UBB.

ONCE-LER (V.O.)
I was a young man leaving home...

ONCE-LER
Well, here I go, Mom. Off to
change the world with my Thneed!
I'm actually doin' it!

ONCE-LER'S MOM

Yes.

(sweetly)

But just remember, Oncie--if somehow your invention ends up a failure instead of a success...

(abruptly switches gear)

Well, it wouldn't surprise me at all!

The family LAUGHS at this.

UNCLE UBB

Hey!

Chet punches Once-ler in the arm.

CHET

Nice wheels! Burn!

Melvin kicks Chet back over toward the family. The Once-ler LAUGHS IT OFF.

ONCE-LER

Haha. Yeah, burn! But you'll see, okay--I'm gonna prove you all wrong! C'mon, Melvin!

More laughter from the family. The Once-ler tries to ignore this.

EXT: DESERT - PAST - DAY

The wagon makes its way across a country road. The Once-ler strums his ELECTRIC GUITAR.

ONCE-LER (V.O.)

So there I was at the very bottom with nothing but a wagon, a mule, and a completely irrational sense of optimism.

ONCE-LER

(singing)

Na na nana na na

Oh bop-bah-da-da-do-do-do

Thneed-Thneed-Thneed, Thneeda-

Thneed-Thneed-Thneed

ONCE-LER (V.O.) (CONT'D)

I was searching the globe, obsessed with finding the perfect material for my Thneed.

ONCE-LER (CONT'D)
(singing)
La-la-la-la-la...

EXT: MOUNTAIN PASS - PAST - DAY

The Once-ler sleeps as MELVIN his mule continues on.

ONCE-LER (V.O.)
But I'd had absolutely no success.
Until one day...I found paradise...

Melvin kicks the Once-ler awake.

ONCE-LER
(startled)
Oh! We're gonna be there soon!
I'm sure it's like-- Whoa!

PULL BACK TO REVEAL:

The TRUFFULA VALLEY. It is paradise. They look around and see blue skies, green grass, a flowing river, woodland creatures and hundreds of tall TRUFFULA TREES with their colorful tufts swaying in the afternoon breeze. It's magical.

ONCE-LER (CONT'D)
This is the most beautiful place,
okay, I have ever seen.

The music swells. Then the Once-ler looks down to see THREE HUMMING-FISH walk up and strike a pose in front of him. They look up and gesture towards the beautiful valley behind them.

HUMMING-FISH
Taa-daa!

They each HUM as they dive off into a nearby pond.

ONCE-LER
Whoa!

The Once-ler watches as the Humming-Fish continue HUMMING down the hill past a fat Bar-Ba-Loot, named LOU, who stuffs his face with Truffula fruit. PIPSQUEAK a baby Bar-Ba-Loot sits next to him eating his own piece of fruit. Then a series of Bar-Ba-Loots jump onto Lou's head and stand on one another's shoulders to get to some fruit high in the tree. Pipsqueak is passed up the chair of Bar-Ba-Loots and he grabs the fruit for the group.

In the tuft above them, a SWOMEES-SWAN flies off into the sky, revealing a nest with BILL, a baby Swomee-Swan, in it. Bill YAWNS and HONKS at camera.

We follow the Swomee-Swan as it flies through the forest, past a stream and to a clear blue pond where--

The Trio of Humming-Fish climb out of the water onto a rock and HUM like an a cappella group. Then they slide back down into the water and their HUMMING becomes GURGLING.

Melvin pulls the wagon down into the valley, where all of the curious animals gather around them. The Once-ler hops down from the wagon with his guitar and starts begins rocking out.

ONCE-LER (CONT'D)

This is it!

Two Bar-Ba-Loots look at each other, confused.

ONCE-LER (CONT'D)

*This is the place!
These Truffula Trees are just'a
what I need!*

The Bar-Ba-Loots hear him playing and come over to investigate.

ONCE-LER (CONT'D)

*Gonna chop one down and make my
Thneed.
But first--*

THWACK! As he stands up he accidentally smacks a Bar-ba-loot with his guitar.

Then he tosses it up into the air and runs off screen. One Bar-Ba-Loot pushes another out of the way as the guitar falls back down to the ground and nearly clobbers him.

The Once-ler sings and dances through the valley, followed by the curious animals.

ONCE-LER (CONT'D)

*Na na nanana na
Na na nanana na
(to animals)
Now you!*

The animals, caught up in the music, join in singing and dancing with the Once-ler.

ANIMALS

*Na na nanana na
Nana na nana na na na!*

Lou gets into it and doesn't realize the other animals have danced off after the Once-ler. He opens his eyes and runs after them.

ONCE-LER

*That's great!
(scats to the music)*

ANIMALS

*Na na nanana na
Nana na nana na na na!
Bob-shoo-bop
Bob-shoo-bop*

He goes into the back of the wagon, pulls out a spatula, and sings into it like a microphone.

ONCE-LER

*So now our friendship can begin.
Hand-and-hand and wing and fin.*

The Once-ler goes back into the wagon and begins unpacking, obliviously tossing tools over his head at the animals.

ONCE-LER (CONT'D)

*There's nothing you and I can't do
So let's all make my dreams come
true!
Yodelhoo...
Yodelay-hee-hoo...*

A saw, shovel, pruning shears, and an axe land right in front of different animals, almost hitting them. Then a hair trimmer bounces past shaving the stomach of a Bar-Ba-Loot, who quickly covers up, embarrassed.

A tube of toothpaste lands in front of a Humming-Fish. Then a mallet lands on that, squirting the toothpaste all over his face.

A beard trimmer flies out and shaved one of the Bar-Ba-Loots. A tube of toothpaste explodes on another one.

ANIMALS

*Na na nanana na
Nana na nana na na na!
Na na nanana na
Nana na nana na na na!*

The wagon unpacked, the oblivious Once-ler pulls out an axe and goes for the big finish.

ONCE-LER
Oh Yodelay-Yodelay-heeee-hoooo--

Instead of jubilantly joining in the chorus, the angry mob of animals have all turned against the Once-ler.

One Swomee-Swan has a stick and taps it against his winged-palm menacingly.

LOU
Na na nanana na

Lou dances over and then notices that everyone else is angry and he stops singing.

ONCE-LER
Hey, guys. Come on! Where's my
back up chorus?

The Bar-Ba-Loots GROWL at the Once-ler.

A Humming-Fish picks up a set of egg beaters and winds them menacingly.

EXT: TRUFFULA VALLEY - PAST - CONTINUOUS

The Once-ler turns back to his wagon and grabs TWO LARGE SACKS.

ONCE-LER
Ah-ha!

Then he realizes they are filled with marshmallows.

ONCE-LER (CONT'D)
Oh!

An Angry Bar-ba-loot lunges for him and the Once-ler screams like a girl, holding the sack up as a shield. RIIIIIP! MARSHMALLOWS fly out into the air.

The marshmallow rain down into the angry animals' mouths, who eat them. MMMMM! It's like a switch has been flipped.

ANIMALS
Ooooh!

They all love marshmallows! All of the animals frolic and play in them.

A Bar-Ba-Loot jumps through the air in slo-mo catching one in his mouth.

Down below, other Bar-Ba-Loots spin around grabbing as many in their mouths as they can. Humming-Fish eat ones floating in the water.

A Swomee-Swan drops Pipsqueak down into the pond, which is filled with them. A Humming Fish rides on a Bar-Ba-Loot through the marshmallows like a Gondolier.

The Once-ler looks down at Pipsqueak who has a huge smile, revealing dozens of marshmallows crammed in his mouth. Clearly he's going for the record. The Once-ler looks down at him with a smile.

TED (O.S.)
Hey-hey-hey-hey. Wait. Wait a minute.

The Once-ler looks around to see where the voice is coming from.

EXT: LERKIM - PRESENT - NIGHT

Back to the Once-ler looking down at Ted from his Lerkim.

ONCE-LER (O.S.)
Excuse me?

TED
Um, yeah, that's awesome. You know, feeding junk food to forest animals. That's great. But, uh, is there a musical number where you show me how to get a tree? 'Cause I'd love to hear that one.

Beat.

ONCE-LER (O.S.)
Oh, yes. Right after the musical number about the kid who kept interrupting the story and was never heard from again. Mm-hm.

Beat.

TED
Right, got it.
(gestures with hand)
Proceed.

EXT: TRUFFULA VALLEY - PAST - DAY

The Once-ler puts on a pair of work gloves and grabs a large AXE.

ONCE-LER

All right! Here we go. About to make a Thneed. About to change the world.

The animals all stare at the shiny metal axe and watch the Once-ler as he walks over to the tall Truffula tree.

He raises the axe up over his head. The animals watch curiously.

CHOP! The axe cuts into the tree with a sound that echoes through the valley.

The tree creaks and moans as it falls and hits the ground with a THUD.

The animals react in horror. What did he just do?

The Once-ler stares at the tree, impressed.

ONCE-LER (CONT'D)

Check it out guys... Huh?

He looks around, noticing all of the animals are gone.

ONCE-LER (CONT'D)

Oh, where'd everybody go?

He shrugs, then grabs the tree by the trunk and drags it away toward his cottage.

EXT: LERKIM - PRESENT - NIGHT

The Once-ler continues the story.

ONCE-LER (O.S.)

Little did I know that by chopping down that tree I had just summoned a mystical creature as old as time itself. The legendary--slightly annoying--guardian of the forest.

(beat)

The Lorax.

EXT. TRUFFULA VALLEY - PAST - DAY

The animals investigate the stump. A Humming-Fish pokes at it.

Suddenly the ground starts rumbling. The animals scatter.

There's a LOUD NOISE and a FLASH OF LIGHT as a thunderstorm shoots out of the stump. The animals watch from a safe distance.

The one fish slaps the other fish for poking the stump.

The Swomee-Swans shove their head in the ground like ostriches. A Bar-Ba-Loot tries it and knocks himself out.

A series of lightning bolts hit the stump causing an explosion that reverberates through the valley.

Lou struggles to stand up in the wind. A fish flies into his face, knocking him over.

The whole thunderstorm is sucked back into the stump and out pops--

THE LORAX. Shortish, brownish, and in charge. He slowly stands up. Sees the stump, reacts horrified.

LORAX
(in disbelief)
What the w-- Who the-- Oh!

The animals watch as he collects some ROCKS and stacks them on the stump, creating a memorial. Pipsqueak sees this. He brings over a rock and offers it to the Lorax. Other animals join him.

When they are done they take a moment of silence for the stump. Pipsqueak walks over and holds the Lorax's hand. Lou awkwardly grabs the Lorax's other hand and starts blubbering.

Then the Lorax hears the Once-ler WHISTLING and spots him ripping tufts from the Truffula tree. The Lorax furrows his brow and walks over to investigate.

The Once-ler shakes the tufts like pom-poms as he pulls them off the felled tree.

Then he pulls another piece of the tuft and the Lorax comes up with it.

LORAX (CONT'D)
Hey!

The Once-ler is startled and trips, falling to the ground.

LORAX (CONT'D)
(accusingly)
Did you chop down this tree?

Pipsqueak curiously wanders over to them.

ONCE-LER
What? Uh... no. Who did it?
(gasps, points offscreen)
What's that?!

The Lorax looks away and Once-ler drops the axe onto Pipsqueak.

PIPSQUEAK
Oy!

ONCE-LER
I think he did it.

The Lorax isn't buying it.

LORAX
Leave! Vacate the premises! Take
your axe and get out!

The Once-ler stares at the Lorax.

ONCE-LER
And who are you?

The Once-ler pokes the Lorax in the belly.

LORAX
What-- what?!! I'm-- I'm the
Lorax!
(off Once-ler's blank
look)
Guardian of the forest. I speak
for the trees.
(still blank)
So you're telling me you just
didn't see me magically appear out
of that stump? With all the
lightning and thunder and stuff?
You didn't see any of that?

ONCE-LER
No. But that sounds amazing. Can
I see some of that?

LORAX

Uh... yeah, I could show you. But that's not how it works.

ONCE-LER

(condescending)

Okay, um... Didn't really happen.

(beat)

Oh, I know what you want!

(pokes Lorax's nose)

He reaches into his pocket and pulls out a MARSHMALLOW. Holds it out.

ONCE-LER (CONT'D)

(baby talk)

I've got one of these for the cutest little guy I ever saw.

Yummy-yummy-yummy...

The Lorax stares at the marshmallow.

LORAX

How dare you! Give me that!

He grabs the marshmallow. Sniffs it. It smells good.

LORAX (CONT'D)

Hmmm... I'm going to eat this, but I am highly offended by it.

He plops it into his mouth. Then makes his way over to the Once-ler's tent-house which is being supported by stakes and ropes. Kick out a STAKE. The canvas starts to sag.

ONCE-LER

Whoa, what are you-- What?! Hey, mustache! Will you stop that!

The Lorax continues circling around the tent-house pulling up stakes. The Once-ler grabs his HAMMER and follows, pounding them back in.

ONCE-LER (CONT'D)

What's your deal, man?!

LORAX

Time for you to go, beanpole!

They circle faster and faster around the tent-house, the Lorax pulling up stakes and the Once-ler pounding them back in.

ONCE-LER

Pull 'em right out and I'm just
gonna put 'em right back in. I can
do this all day. Unbelievable.

Until the Once-ler turns a corner and is about to bring his
hammer down on--

Pipsqueak. The Lorax has placed him right where the stake
would have been. The Lorax holds up his hand to stop the
Once-ler.

LORAX

Whoa! Stop right there! Stop it!
So you'd hammer one of nature's
innocent creatures?

The Lorax pats Pipsqueak on the head and he happily runs
offscreen.

ONCE-LER

(horrified)

What?! No, I would never hit this
little guy. You, on the other
hand, I would gladly pound you and
your mustache into the ground.

The Lorax turns to all of the watching animals.

LORAX

Behold the intruder and his violent
ways!

(to the Once-ler)

Shame on you. For shame.

The Once-ler drops the hammer and hides it behind his feet.
Then he sees all of the animals nodding their heads in
agreement.

The Once-ler's had it.

ONCE-LER

All right, you know what, that's
it.

(points at Lorax)

You listen to me, you furry
meatloaf. I'm gonna chop down as
many trees as I need. Okay, news
flash, not going anywhere. End of
story!

He turns and enters his cottage. He sticks his tongue out
and does RASPBERRIES to the Lorax before slamming the door
behind him.

INT: ONCE-LER'S COTTAGE - PAST - CONTINUOUS

The Once-ler sighs heavily, shaking his head.

LORAX (O.S.)
Then you leave me no choice.

Startled, the Once-ler turns and sees that the Lorax is somehow inside with him. He points a threatening finger at the Once-ler and speaks in a spooky voice as if he's casting a spell.

LORAX (CONT'D)
If you're not gone by the time the sun sets on this valley, all the forces of nature will be unleashed upon you and curse you until the end of your days!
(beat)
You have been warned.

Lorax turns to make a dramatic exit, but can't reach the doorknob of Once-ler's door. He hops a couple of times.

Finally, the Once-ler lets him out.

LORAX (CONT'D)
Thanks.

ONCE-LER
Yeah, okay.

Then:

LORAX
You have been warned!

The Lorax storms out and slams the door, leaving the Once-ler alone in his cottage.

EXT: LERKIM - PRESENT - NIGHT

Back to the Once-ler looking down at Ted from his Lerkim. Ted is clearly entranced by the story.

ONCE-LER (O.S.)
But I didn't listen to his warning.
And you won't believe what happened that night...

TED
What?

Beat.

ONCE-LER (O.S.)
If you want to hear more, come back
tomorrow.

TED
Hey, wait, wait! Tomorrow?

The Whisper-Ma-Phone gets pulled back up. Ted leaps up and grabs it, getting carried up.

TED (CONT'D)
Whooooa!

The Whisper-Ma-Phone retracts into the shutters. Ted is flipped up into a bucket hanging near the window.

TED (CONT'D)
Are you serious right now? Ugh!
You live in the middle of nowhere!
It stinks out here! Don't make me
come back.

ONCE-LER (O.S.)
Then I guess you don't really want
to hear the rest of the story.

Once-ler quickly drops the bucket down, and Ted with it. The bucket stops right before the ground and the claw comes down and knocks Ted out of it. Ted gets back up and shouts up to the Once-ler.

TED
No, no, no, no, I do. I really do.
I wanna hear the story, I just--

ONCE-LER (O.S.)
Nah! You don't have what it takes.
Goodbye!

His green arms leave the window. Ted realizes he's pushed too much, and does an about-face.

TED
Wait, wait, wait! I have what it
takes. It's alright. It's okay.
I'll come back. It's no problem!

Ted turns and quickly heads down the path back to his scooter.

TED (CONT'D)
See, here I am leaving! Walking
away now. I'll see you tomorrow!

The Once-ler watches Ted as he runs down the path.

ONCE-LER (O.S.)
(to himself)
HMMMMM. Maybe...just maybe.

INT: AUDREY'S HOUSE - TED'S DAYDREAM - DAY

CLOSE ON a BIRTHDAY CAKE with sixteen candles. Audrey stands in front of the cake as a bunch of PARTYGOERS sing.

PARTYGOERS
Happy Birthday to you!

Audrey closes her eyes, makes a wish, and blows out the candles.

WOMAN (O.S.)
What'd you wish for, Audrey?

Audrey smiles.

AUDREY
Well, I'd love to tell you, but
sadly, according to the universal
wish laws, I cannot.

TED (O.S.)
Oh, I know what she wished for.

Audrey turns and sees Ted playing the piano on a balcony above. In a TUXEDO. He hops onto the railing of a spiral staircase and slides down to the first floor, where he continues sliding past a WAITER who holds a tray with an milkshake. Ted grabs it as he continues sliding to a TALL OBJECT covered with a VELVET CLOTH.

TED (CONT'D)
Was it perhaps...
(takes a sip from the
shake)
Uh--this?

He removes the velvet cloth, revealing a POTTED TRUFFULA TREE. The party erupts in CHEERS and APPLAUSE and FLASHBULBS POP. Audrey can't believe her eyes.

AUDREY
Ted, you-- You didn't.

TED
Oh, no, I totally did. Happy
Birthday, Audrey.

AUDREY
Oh...

The crowd starts chanting.

PARTYGOERS
Kiss him! Kiss him! Kiss him!

Ted turns to Audrey and shrugs. What can we do?

Audrey looks Ted right in the eyes. She moves in for a kiss
and Ted puckers up.

TED'S MOM'S VOICE (O.S.)
Ted!

INT: DINING ROOM - PRESENT - MORNING

Ted comes out of his daydream. He is sitting at the table
kissing a CEREAL BOX (EMPTY-O'S).

TED'S MOM
Ted. Tedster.

TED
Huh?

His Mom sits next to him.

TED'S MOM
You're kissing the cereal again,
hon.

Ted realizes he's been caught kissing a cereal box.

TED
What? I just...I like-- I like
this cereal. What one is this?
Yeah!

Ted shoves a huge spoonful of cereal in his mouth.

TED'S MOM
O-kay... Well I'll make sure to buy
extra next time for you.

Ted gets up and rushes for the door.

TED

All right, cool. Hey, I gotta run.
I gotta go do...a thing...so...
I'll see you guys.

Mom quickly reaches out a hand and grabs him by his shirt collar, stopping him.

TED'S MOM

Whoa, whoa, whoa! You're not going
anywhere, young man. It's Sunday.
You know what that means? Family
time. And we're all playing board
games!

Ted's face falls. Grammy Norma watches, interested.

TED

But--

INT: TED'S HOUSE - PRESENT - DAY

Ted sits at the table with his Mom and Grammy Norma playing a word game. Grammy Norma surveys the board, holding a letter in each hand.

GRAMMY NORMA

Hmmm. Hmmm. Oooh! No...

Ted SIGHS.

TED

(whispers to himself)
Oh man...

Mom is also getting frustrated.

TED'S MOM

(to Grammy Norma)
Mom, seriously--every turn?

GRAMMY NORMA

Hey, back off!
(surveys the board)
Oooh! No.

Ted's head hits the table. Mom stands up. She's had it.

TED'S MOM

Okay, Family Time is over! It is
now Personal Time, I'll be in my
room!

GRAMMY NORMA

Oh, okay, dear. Have fun!

She heads upstairs to her room. As soon as she's gone Ted turns to see Grammy's face right next to his.

TED

Whoa!

GRAMMY NORMA

I knew I could break her. Go.

Ted's confused. Grammy Norma gestures to the door.

GRAMMY NORMA (CONT'D)

Go see him!

Ted realizes what she means. Smiles.

TED

Oh, yeah! You rule! Thank you,
Grammy!

And he runs out the door.

EXT: THNEEDVILLE - PRESENT - DAY

Ted rides his scooter through the street on his way back to the door out of town.

EXT: ALLEY - PRESENT - CONTINUOUS

Ted turns into an alley and runs into someone. He falls off his scooter. He looks up at Mooney and McGurk. Mooney sips from a tiny O'Hare Air can and then crushes it with his fingers. They step aside revealing, Aloysius O'Hare, who uses their hands to walk down to the ground from his car.

O'HARE

Hey, Ted, right?

He signs a document and then sticks his pen in the palm of Mooney's hand. Mooney GROANS.

TED

(a bit creeped out)
Uh... Mr. O'Hare.

O'Hare gives Mooney and McGurk a look. They close like automatic doors, completely sealing off the alleyway. O'Hare puts a hand on Ted's shoulder.

O'HARE

So I hear you've become interested
in trees. What's that all about?

TED

(chuckles nervously)
Oh, um... Where'd you hear that?

O'Hare smiles.

O'HARE

Oh, Teddy, there's not much that
goes on in Thneedville that I don't
know about.

(beat)

Here's the deal. I make a living
selling fresh air to people.
Trees, oh, they make it for free.
So when I hear people talking about
them, I consider it kind of a
threat to my business.

(growls)

TED

C'mon, I don't even know what
you're talking about, I...

O'Hare, furious, gets right in Ted's face.

O'HARE

Listen to me, boy. Don't go poking
around in things you don't
understand. Or I'll be your worst
nightmare! I'm Frankenstein's head
on a spider's body!

Ted nods, trying not to freak out.

TED

Yeah, um, okay... my mom's
expecting me so I'm just gonna--

O'HARE

(chuckles)

Of course, of course, now go back
to your family game time. Grandma
just finished her turn.

TED

How-- How did you know?

O'HARE

Please. I have eyes everywhere.

Mounted security cameras turn to face Ted. The eyes of a BABY IN A BILLBOARD move to look at him. A ROBOT CAT turns its head 180 degrees to stare at him.

O'HARE (CONT'D)

You got a beautiful town here, Ted.
Lots of fun stuff to occupy your
short attention span. Why I can't
think of any reason you'd ever want
to go outside of town again. Ever.

O'Hare gestures to Mooney and McGurk, who menacingly straighten the kinked neck of Ted's scooter and slap Ted's helmet on his head. They open up the alley exit. Ted quickly scooters away.

O'HARE (CONT'D)

(calls after him)

Okay! Good talk! Really good
talk.

The three of them get into O'Hare's car.

Ted waits around the corner for the car to leave. He gets a determined look on his face, turns around, and scooters toward the end of town.

EXT: LERKIM - PRESENT - DAY

Ted arrives out of breath. Runs up to the door and RINGS the doorbell. This starts to set off the giant hammer again. Ted's face falls. He forgot.

TED

Oh no.

He quickly jumps out of the way and tumbles to the ground as the Seussian machine does its stuff.

TED (CONT'D)

Look out!

Then calls up to the window.

TED (CONT'D)

Hey, man! Hey! You know, you need
to change that doorbell!

The Once-ler's eyes appear in the boarded-up window.

ONCE-LER (O.S.)

Awww, you missed me.

TED

What?

ONCE-LER (O.S.)

You're already back. Clearly you missed me... a little, right?

TED

No I didn't. I just-- I'm here to hear the end of the story.

ONCE-LER (O.S.)

Why are you so interested in trees, anyway? Why aren't you like other kids, break-dancing and wearing bell-bottoms and playing the Donkey Kongs?

Ted reacts--"break-dancing"? "Donkey Kong"?

TED

(playing it off)

Yeah, right, right... Yeah, I don't know, I just-- I just, you know, thought it would be kinda cool to have one, you know.

ONCE-LER (O.S.)

Ahhh...It's a girl, isn't it?

TED

Pffft!

(laughs)

What? No!

ONCE-LER (O.S.)

Really? 'Cause when a guy does something stupid once, well, that's because he's a guy. But if he does the same stupid thing twice, it's usually to impress some girl.

TED

Hey, she is not "some girl." She's a woman. In high school. And she loves trees and I'm going to get her one.

The Once-ler's yellow eyes stare down from the window, almost seeming to smile.

ONCE-LER (O.S.)

Aww, how nice to see someone so undeterred by things like REALITY.

TED
(earnestly)
Thank you.

ONCE-LER (O.S.)
All right, where did we leave off?

EXT: ONCE-LER'S COTTAGE - PAST - NIGHT

A Humming-Fish jumps out of the pond and catches a FIREFLY in his mouth. When he comes back up from the water his eyes glow, scaring his two Humming-Fish friends.

INT: ONCE-LER'S COTTAGE - PAST - NIGHT

The Once-ler finishes knitting his THNEED. He holds it up, admiring it with a smile.

ONCE-LER
Now that's a Thneed! Nothing
unmanly about knitting. No sir.

He sets it on a chair. Stifles a yawn. Then crawls into bed, turns out the light, and closes his eyes. He begins SNORING, sound asleep.

INT: ONCE-LER'S COTTAGE - PAST - NIGHT

CREEEEEK! The sleeping Once-ler doesn't wake at the sound of the door slowly opening. Then the faint sound of tiny footsteps can be heard shuffling across the floor.

The Once-ler's bed raises up off the ground several inches and begins to move toward the door.

Lou backs into the stove and burns himself.

It's almost to the door when we hear a THUD!

Several animals struggle to carry the Once-ler's bed.

They reach the front door of the house -- the bed won't fit.
BANG BANG BANG!

LORAX
Look at that-- That-- You-- Oh!

ONCE-LER
(in his sleep)
What?

The animals drop the bed.

LORAX
(slaps his forehead)
Who taught you guys how to steal a
bed?

EXT: ONCE-LER'S HOUSE - PAST - LATER

The Lorax directs the animals from outside as they finally manage to get the bed out through the window.

Melvin sees this and WHINNIES. The Lorax approaches him with some Truffula fruit. Melvin takes it as payment to keep quiet.

EXT: TRUFFULA VALLEY - PAST - NIGHT

Under the pale moonlight, we see THREE HUMMING-FISH humming the MISSION IMPOSSIBLE THEME. Then the silhouettes of the Lorax and several other animals tiptoe as they carry the Once-ler's bed from his home, down the hill toward a flowing river. Lou runs after them, huffing and puffing, trying to keep up.

EXT: RIVERBANK - PAST - CONTINUOUS

The Lorax and the animals come to a halt at the edge of the river. The Lorax smiles as he addresses his accomplices.

LORAX
(whispering)
Okay, nice and easy.

The Lorax and the animals quietly slip the bed into the river and watch as it calmly floats downstream. The Lorax turns to the animals, beaming.

LORAX (CONT'D)
Nice work, you guys. Couldn't've
done it without you.

He turns and waves to the Once-ler as he floats away. The Lorax's face falls as he sees Pipsqueak waving back at him, sitting on top of the sleeping Once-ler and floating downstream.

LORAX (CONT'D)
You gotta to be kidding me. Can he
swim?

(MORE)

LORAX (CONT'D)
(Pipsqueak's Mom shakes
her head no)
Of course he can't swim!
(to Pipsqueak)
Hang on, Pipsqueak! I'm coming to
getcha!

The Lorax and animals take off running along side the floating bed. Lou rolls his eyes and runs after them.

LORAX (CONT'D)
Hey, you fishies! Stop that bed!

They swim up to the bed and try to pull it over to the side, but the blanket and top sheet rips off, covering them.

LORAX (CONT'D)
Oh!

Still sleeping, the Once-ler shivers and grabs Pipsqueak and uses him like a blanket.

The Lorax points to a LOW-HANGING BRANCH. He directs the animals up the tree.

LORAX (CONT'D)
Jump! Jump! C'mon get up there!
C'mon! Go go! Little bit more!
Little bit more!

The branch doesn't hang low enough.

LORAX (CONT'D)
Ugh! Now what?

Lorax looks over to see Lou standing next to him stuffing his face with fruit.

The Lorax struggles to push Lou up the tree.

LORAX (CONT'D)
C'mon! Get up there! Whoa!

The branch hangs low enough to reach Pipsqueak. Pipsqueak sees the Lorax and Bar-Ba-Loots hanging from the branch trying to save him. The Lorax stretches out his hand...

LORAX (CONT'D)
Okay, Pipsqueak, give me your hand.
C'mon, reach out for the Lorax.

...but Pipsqueak grabs FRUIT hanging from the tree instead and takes a big bite.

LORAX (CONT'D)

Where'd you go?

(slaps his forehead)

What are you?! Bar-Ba-Loots...

The Once-ler's foot now drops into the water. Like a rudder, it re-directs the bed to a side stream. The Lorax's face falls.

LORAX (CONT'D)

Oh, that's bad.

The bed passes by the Three Humming-Fish standing on a lily pad who are HUMMING "TAPS".

Suddenly, Pipsqueak whimpers and a look of terror comes over his face as he looks downstream and sees rapids approaching.

LORAX (CONT'D)

Hey, Beanpole! Wake up!

Pipsqueak runs to the end of the bed, which flips upside down in the water. Then it flips right side up again. The Once-ler is covered in fish who quickly jump back off the bed and into the water.

The Once-ler wakes up, spitting water out of his mouth. He looks at Pipsqueak holding onto the bed frame and waving to him. Pipsqueak CHUCKLES NERVOUSLY.

ONCE-LER

Uh, what's happening? Where is--

Where am I?

Then he sees the Lorax running alongside him on the shore. His face falls.

The Lorax points to the rapids ahead.

LORAX

Hey, you got trouble and it's coming up fast!

The Once-ler turns and sees the approaching rapids.

ONCE-LER

Aaah! We're in a river!

The river is picking up speed. Pipsqueak and the Once-ler hold on for dear life as the bed hits the whitewater and bobs up and down.

ONCE-LER AND PIPSQUEAK

Whhhhhhooooooooaaaaa!

Finally the whitewater ends. The Once-ler and Pipsqueak breathe sighs of relief. They LAUGH at the fact that they survived and then see the waterfall ahead of them.

PIPSQUEAK

Ewww...

ONCE-LER

Oh no.

He and Pipsqueak SCREAM in fear. The Once-ler unsuccessfully tries to use his pillow to paddle away from the waterfall. He calls to the Lorax.

ONCE-LER (CONT'D)

Just do something!

The Lorax looks around. Spots a GIANT BOULDER up high above the waterfall.

LORAX

Help is on the way!

The bed heads closer and closer to the falls.

ONCE-LER

(mutters to himself)

What the-- Oh no!

The Lorax quickly scampers up to the boulder with a STICK. Wedges the stick under the boulder. Tries to dislodge it.

LORAX

Just a minute!

He jumps up and down on the stick. The boulder gets dislodged and rolls down the hill.

At the end of the hill is a small slope going up, which send the boulder flying.

The Once-ler and Pipsqueak, about to go over the waterfall, now see a giant boulder flying at them.

ONCE-LER AND PIPSQUEAK

Aaaaaaaahhhhhhhhhhhhhh!!!

THUMP! The boulder connects with the far side of the bed, catapulting the Once-ler and Pipsqueak off of it.

The bed crashes over the falls. Violently.

THUD! The Once-ler bounces and slides along the ground on his back, holding Pipsqueak up in the air, so he wouldn't get hurt.

PIPSQUEAK

Huh.

Pipsqueak looks over to the Lorax who appears on the scene, seeing the Once-ler lying unconscious. His eyes go wide.

LORAX

Oooo! Oh no...
(slaps the Once-ler)
Wake up! Wake up!

The Lorax knows what he needs to do, but doesn't want to do it.

The animals watch as the Lorax pinches the Once-ler's nose and tips his head back. He takes a deep breath and lowers his lips to the Once-ler's.

The Lorax comes up and wipes off his tongue. That didn't work, so he grabs two Bar-Ba-Loots, rubbing them together to create a static charge that he uses to shock the Once-ler.

LORAX (CONT'D)

Clear!

The Lorax jumps back as the Once-ler wakes up. He immediately reaches out and hugs the Lorax.

ONCE-LER

Haha! I was heading into the light
and you pulled me right back and
here I am! You saved my life!

The Lorax squirms guiltily as the Once-ler hugs him.

LORAX

Yeah, no...I know. Well, no, it's
not that big a deal.

ONCE-LER

It is a big deal! Look, I almost
went over that waterfall--
(breaks off hug,
realizing)
In my bed... How did my bed get in
the river?

The Lorax avoids eye contact with the Once-ler.

LORAX

Oh, about that, actually...
um...I...
(under his breath)
Put your bed in the water.

The Once-ler drops the Lorax.

LORAX (CONT'D)

I didn't mean you any harm! I just
wanted to calmly float you away.
(beat)
Look, everyone here needs the
trees. And you're chopping 'em
down. So we've got a big problem.

The Once-ler looks down and sees Pipsqueak holding on to his leg, looking up at him with puppy-dog eyes. Pipsqueak nods. The Once-ler looks at all the animals. The Lorax. Finally, it begins to sink in. He kneels down and address the animals.

ONCE-LER

(holds up his hand to
swear)
Alright, look, I hereby swear that
I will never chop down another
tree. I promise!

The Lorax looks him over.

LORAX

Thank you. But I'm gonna keep my
eye on you.

ONCE-LER

Good. Now, I've got a big day
tomorrow, so I'm going to get some
sleep.

The Once-ler heads off toward his house. The animals all CHEER. The Once-ler stops and walks back toward the falls.

ONCE-LER (CONT'D)

Right after I find my bed.

The other Baby Bar-Ba-Loot touches a fish next to him, shocking it.

EXT: TRUFFULA VALLEY - PAST - MORNING

FADE IN on another beautiful morning in Truffula Valley. Reveal the Humming-fish Trio CROWING like roosters on top of one of the trees.

INT: ONCE-LER'S COTTAGE - PAST - SAME

The Once-ler wakes up from a good night's sleep. Then turns and finds--

The Lorax. Lying next to him in the bed, SNORING. He SCREAMS.

ONCE-LER
Aaaaiiiggghhhhh!

This wakes up the Lorax.

LORAX
Aaaaiiiggghhhhh!

ONCE-LER AND LORAX
Aaaaiiiggghhhhhh!!!

Lorax punches the Once-ler.

ONCE-LER
Ow. Okay, uh... What are you, I-I--

The Once-ler looks around. He turns to the Lorax.

ONCE-LER (CONT'D)
Question... what are they doing here?

We reveal his place is filled with animals. Bar-ba-loots curled up at the foot of his bed, Swomee-Swans nesting in light fixtures, and Humming-fish in drawers. A sleeping Bar-Ba-Loot SNEEZES, knocking the Baby Bar-Ba-Loot on it's stomache onto the ground.

ONCE-LER (CONT'D)
(beat)
And follow up, if I may, what are YOU doing here?!

LORAX
Well, after "the incident" last night we found one of your socks and came here to return it. But when we got here, you were asleep.

Something drops on the Once-ler's head.

ONCE-LER

What?

He looks up to see it's drool from a Bar-Ba-Loot sleeping on his lamp.

ONCE-LER (CONT'D)

Ew, exactly. And sleeping is the body's way of telling other people to go away.

LORAX

I know, but you looked so cozy... and it was cold outside... and we just fell asleep. No harm done.

The Once-ler jumps up out of his bed, flustered.

ONCE-LER

No harm done? No harm done???
(sighs)
Okay...

Then he turns to the counter and sees several fish sitting in drinking glasses of water, like jacuzzis.

ONCE-LER (CONT'D)

Oh, okay, I put my lips on those.
Well, I used to anyway.

Then he sees a Swomee-Swan nesting in a large bowl on the counter top. The bird SQUAWKS loudly, then stands up, revealing a FRESHLY-LAID EGG.

ONCE-LER (CONT'D)

Ewww!

The animals all applaud, proud of her. She high fives another Swomee-Swan. The Once-ler is disgusted.

ONCE-LER (CONT'D)

Did you just...in my bowl?!

The Once-ler grits his teeth.

The Lorax's hand grabs the Once-ler's TOOTHBRUSH out of a glass. He enters the kitchen combing his moustache with the TOOTHBRUSH.

LORAX

Why do you have one of these?

He holds it up--it's filled with yellow LORAX HAIR.

LORAX (CONT'D)

You don't even have a moustache.

He hands it to the Once-ler and heads for the fridge. The Once-ler follows him, tossing the toothbrush in the trash.

ONCE-LER

Okay, that's it!

LORAX

What? I thought we made a deal last night.

ONCE-LER

Yes, we did! And I said I wouldn't chop down anymore trees.

LORAX

And I said I was going to keep an eye on you.

(turns to fridge)

I'm starvin', what's for breakfast?

The Lorax opens the refrigerator, revealing Lou with his cheeks stuffed full with everything in the fridge. He looks out at the Lorax and Once-ler. Busted. Then he shoves the last remaining item into his mouth. An entire STICK OF BUTTER. The Lorax closes the fridge.

LORAX (CONT'D)

Breakfast is overrated.

The Once-ler looks like he is about to explode, but stops. Takes a deep breath and puts his hands in the air.

ONCE-LER

You know what? I got work to do. Yup! I gotta go into town and sell my Thneed!

The Once-ler holds up the Thneed. The Lorax stares at it.

LORAX

(laughs)

Oh! You chopped down one of my trees to make that piece of garbage? Just look at that--

ONCE-LER

Garbage? Oh, no. OH, NO! You do not get it.

(MORE)

ONCE-LER (CONT'D)

This is a revolutionary product
that will change the world as we
know it!

The Once-ler walks over to the Bar-ba-loots sleeping on the
table and brushes them all off.

ONCE-LER (CONT'D)

It has a million uses!

He reaches under the table and pulls up Lou who is now
wearing the Thneed as underwear.

ONCE-LER (CONT'D)

Look at this! It's a swimsuit!
Hup-hey-oh!

Then he points to the muddy animal tracks on the floor.

ONCE-LER (CONT'D)

Mud tracked all over your floor by
uninvited guests? Well, the Thneed
sure comes in handy for that! Wup-
adup-apoh!

The Once-ler uses it to wipe up the mud tracks.

ONCE-LER (CONT'D)

But wait, there's more! Thanks to
its all-natural micro-fibers, the
Thneed is super-absorbent!

Then he goes to the fish swimming a glass filled with water.
Shoves the Thneed into the glass. SLUUUURP! It instantly
soaks up all the water, leaving the irritated fish standing
in the dry glass.

ONCE-LER (CONT'D)

It also works as a hat!

He plops the Thneed onto Lorax's head. SPLURCH! It's
sopping wet and drips all over him. The Lorax gives the Once-
ler a look.

ONCE-LER (CONT'D)

Of course, you'd probably want to
wring it out first, eh--

The Lorax takes the Thneed off his head and throws it at the
Once-ler.

LORAX

Go ahead, go ahead! Knock yourself out. But nobody's gonna buy that thing!

ONCE-LER

Good to know. Well fortunately you're not the target market. Weirdo.

Once-ler strums his guitar.

LORAX

You're bringing a guitar?

ONCE-LER

Oh, yeah. Oh, I got a little jingle, gonna blow some minds. Gonna sell some Thneeds!

He holds up the Thneed defiantly.

ONCE-LER (CONT'D)

Yeah...

The Once-ler slams the door, waking up a Swommee-Swan, who HONKS.

EXT: TOWN SQUARE - PAST - DAY

The Once-ler stands in the middle of town square with his guitar and the Thneed, singing his jingle for all he's worth.

ONCE-LER

*Everybody needs a Thneed
A fine thing that all people--*

SPLAAT! The Once-ler is hit in the face with a TOMATO. The Crowd all LAUGHS at him.

EXT: LERKIM - PRESENT - NIGHT

The Once-ler looks down to Ted.

ONCE-LER (O.S.)

Unfortunately, I didn't sell the Thneed the first day.

EXT: TOWN SQUARE - PAST - DAY

The Once-ler is back singing in front of the town.

ONCE-LER
*The Thneed is good,
The Thneed is greaaaaat-- Hey!*

A LITTLE GIRL grabs the Once-ler's guitar and smashes it.

EXT: LERKIM - PRESENT - NIGHT

The Once-ler looks down to Ted.

ONCE-LER (O.S.)
Or the second day.

EXT: TOWN SQUARE - PAST - DAY

SPLAAT! The Once-ler's hit in the face with a tomato again.
SPLAAT! SPLAAT! SPLAAT! It's an onslaught of rotten
tomatoes.

ONCE-LER
Ow! Oh, hey!

ONCE-LER (V.O.)
Or the third. Or the fourth. Or
fifth day.

Melvin catches one in his mouth and eats it.

PULL BACK TO REVEAL a VENDOR with a "TOMATOES FOR SALE,
\$3.98" CART, and a long line of people buying them to throw
at the Once-ler. Next in line is a NUN. Melvin is at the
end of the line.

ONCE-LER (O.S.)
That one hit the tender spot.

The Once-ler wipes the tomatoes off his face with the Thneed.

ONCE-LER (V.O.)
Until finally...

ONCE-LER
That's it! You know what? I'm--
I'm done with this thing.

The crowd, waiting for their tomatoes, react disappointedly.

CROWD
Awwwwwww...

The Once-ler walks around the corner.

ONCE-LER

My family was right! I quit!

He takes the Thneed off from around his neck and tosses it over his shoulder where it lands on the head of a GEEKY TEENAGE GIRL, knocking off her glasses and causing her long hair to unfurl. As she struggles to get it off it becomes a hat. She is about to take it off when a COOL GUY passes by.

COOL GUY

Hey, cool hat.

Some other TEENAGE GIRLS notice this. Approach the Geeky Teenage Girl.

OTHER TEEN GIRL

Oh my gosh, I totally want one.

YET ANOTHER TEEN GIRL

That thing makes me like you more.

Suddenly everyone in the park notices the Geeky Teenage Girl and her Thneed. She smiles at all the attention.

EXT: ONCE-LER'S COTTAGE - PAST - EVENING

Outside of the cottage the Lorax is playing cards with the three animal kids. Lorax plays a card and then sees that Bill has eaten his.

LORAX

Awww...

The Lorax sees the Once-ler approaching. Without the Thneed.

LORAX (CONT'D)

Hey, where's your Thneed? Did you sell it?

ONCE-LER

Hey, yeah, no, ah, no. No, didn't sell it. Turns out it's ahead of its time, I guess.

LORAX

Hey, you gave it your best shot, right? What more can you do? Come on, take a seat, we'll deal you in.

The Once-ler smiles.

ONCE-LER

Ah, what are we playing?

LORAX

I'm playing poker...
(gestures to Gil)
He's playing Go Fish...
(gestures to Bill)
And I think he's hungry.

Bill pecks one of Gil's cards out of his hand and eats it.

GIL

Aww....

INT: ONCE-LER'S COTTAGE - PAST - DAY

The Once-ler stands at his stove, happily making Truffula berry pancakes.

ONCE-LER

(singing)
Pancake. Flip-a-dee-boo!

He turns around with a fresh stack and we see that his place is FILLED WITH ANIMALS. He's cooking for everyone. Pipsqueak is his sous-chef who catches the pancakes on a plate. The Once-ler takes the plate from him and pats him on the head.

ONCE-LER (CONT'D)

Who is up for ninths?

The animals are stuffed. Including one INCREDIBLY FAT HUMMING-FISH. Lou frantically waves his hand.

LOU

Ooh-ooh-ooh!

The Lorax is stuffed and struggles to sit up. He sighs.

LORAX

Alright, pass 'em over.

ONCE-LER

Yeah, see--

The Once-ler brings over the fresh stack. On his way--

RRRRUUUUUMBLE! The ground starts to shake. The Once-ler and animals look around.

ONCE-LER (CONT'D)

(shaking)
What is going on?

The sound is coming from outside. They head for the door.

EXT: ONCE-LEERS COTTAGE - PAST - CONTINUOUS

The Once-ler, Lorax and all the animals rush outside. The sound gets louder and the animals run for cover as the Lorax and Once-ler turn toward the rumbling sound and see--

DOZENS OF PEOPLE charging over the hill, running toward the Once-ler's house.

ONCE-LER

Oh, no. That's a lot of people.

Then he sees they all have cash in hand and all want Thneeds. The animals run away to hide. The Lorax and Once-ler stare, stunned.

CROWD

*Everybody needs a Thneed!
A fine thing that all people need!
The Thneed is good!
The Thneed is great!
Let's hope we're not too late!*

The Teenage Girl leads the crowd wearing the Thneed as a hat.

TEENAGE GIRL

It's a super trendy hat!

The MAN next to her grabs it and uses it to make a tightrope for his ACROBAT WIFE.

MAN

It's a tightrope for an acrobat!

A BOY next to him grabs it (causing the acrobat to fall) and uses it as a butterfly net.

BOY

A net for catching butterflies!

The FAT GUY next to him grabs the Thneed and uses it like an exercise belt, with the Boy still caught in it.

FAT GUY

A thing you use for exercise!

CROWD

*Everybody needs a Thneed!
(A Thneed!)
A fine thing that all people need!
(MORE)*

CROWD (CONT'D)

(We need!)

Everybody needs a Thneed!

The crowd goes crazy, waving their money. The Once-ler can't believe it. Is this really happening? He snatches up the money being shoved at him and turns to the Lorax and animals. Waving stacks of cash over his head.

ONCE-LER

Aww, yeah! We're in business,
baby!

The Lorax frowns. Pipsqueak obliviously dances along with the music. Clearly not happy about this.

CROWD

We all agree

We need a Thneed!

We need a Thneed!

The Once-ler grabs his PHONE and makes a call.

ONCE-LER

Mom! Hey, it's me! I told you I
was gonna be a success! You need
to bring the whole family here,
right now! We're gonna be rich!

(off Lorax's look)

What? I'm gonna need all the help
I can get. Don't worry---

The Lorax looks worried. A dollar floats past camera, wiping it.

EXT: THNEEDVILLE STREETS - PRESENT - DAY

Ted and Grammy Norma zip through town.

GRAMMY NORMA

So has he told you how to get a
tree yet?

TED

*(calling over the
motorcycle)*

Actually, no... But I think he's
gonna get to that part really soon.
Here we are!

GRAMMY NORMA

What?!

Ted stops the scooter in front of a SUPERMARKET.

GRAMMY NORMA (CONT'D)
(realizes they arrived)
Oh, I'll just be a minute.

And she enters the store. Ted waits, then sees Audrey walking towards him carrying CANS OF PAINT.

TED
(to himself)
Oh, wow...
(calls out)
Hey, Audrey!

Audrey sees him. Smiles.

AUDREY
Oh, hi Ted! What's up?

TED
Oh, you know me, just cruising.
Puttin' out the vibe... Just me
and my thoughts--

Just then Grammy Norma hops on the back of the scooter.

GRAMMY NORMA
Ooh, is THIS the girl you're always
talking about?

Ted makes a face.

TED
Ah, Gramma, stop making things up!

GRAMMY NORMA
Wow, she's even prettier than you--

He revs up the engine to cover up any more potentially embarrassing comments and takes off.

TED
Okay, gotta run! Bye!

Audrey watches him go with a smile.

TED (CONT'D)
Okay, Grammy, let's get you home.

EXT: AUDREY'S BACKYARD - CONTINUOUS

Audrey arrives in the backyard and looks up at her house. She DROPS THE PAINT CANS in horror.

Her mural, the entire backside of her house, has been PAINTED OVER. Her tree mural is gone. It's completely white with a "Courtesy of O'Hare Inc" logo painted in its place.

EXT: FAR END OF TOWN - PRESENT - DAY

Ted arrives back at the door leading out of town. The button now has a metal plate welded over it with a "PROPERTY OF O'HARE INC." label on it. He tries to pull the metal plate off the button. It doesn't budge. He gets frustrated and punches it. He looks around. How's he going to get out now?

EXT: FAR END OF TOWN - PRESENT - MOMENTS LATER

Ted revs up his scooter. He rides up a curved wall and in through the window of an apartment.

TED

Yeah!

INT: APARTMENT - PRESENT - CONTINUOUS

Ted scooters through MARKETING GUY #2's bathroom as he's taking a shower.

MARKETING GUY #2

(shrieks like a woman)

Aaaaiiiiiggghhhhhh!!!

TED

Whoa, hey! So sorry! So sorry!

Marketing Guy #2 hits him with his rubber ducky. Ted drives out of the room and up the stairs.

MARKETING GUY #2 (O.S.)

My goodness!

TED

(to himself)

Did not want to see that!

Ted rides his scooter out through the top floor window.

EXT: FAR END OF TOWN - PRESENT - CONTINUOUS

He lands on a nearby roof and jumps rooftop to rooftop through the city until he jumps over to the wall.

TED

Whoa!

He continues down the steep cliff side on the other side of the wall where he bounces down to the ground and continues on his way.

EXT: LERKIM - PRESENT - DAY

Ted runs up to the Lerkim carrying a BAG OF MARSHMALLOWS. He calls up to the Lerkim.

TED

Hey, I'm back!

The Once-ler's arms appear.

ONCE-LER (O.S.)

What have you got there?

(realizes, gasps)

Ah, yes!

The Once-ler lowers the Whisper-Ma-Phone and Ted pours the marshmallows into it. The Once-ler uses it like a straw to suck them up into his mouth.

TED

Whoa.

There's silence. The Once-ler's clearly touched by this gesture.

ONCE-LER (O.S.)

(chewing)

Thank you, Ted.

(beat)

Now picture this...

EXT: ONCE-LER'S COTTAGE - PAST - DAY

Gil climbs up to grab a piece a fruit in a tree as Lou watches on. He struggles to pull it off and then falls down to the ground.

ONCE-LER (V.O.)

Sun shining... a blue sky... a perfect day. It was all downhill from there.

Up above, three Bar-Ba-Loots sleep in the soft tuft until--

RUUUUUMBLE!!! A GIANT RV tears through the valley, obliterating everything in its path.

Melvin turns to look and takes off.

Gil is stuck to the front of the RV and SCREAMS as it finally comes to a stop next to the Once-ler's cottage. Gil finally falls to the ground with a THUD.

GIL

Whoa!

All of the animals gather around, staring at it as if it were a UFO.

Then the door in the side opens like a bay door in a flying saucer. Smoke comes out. And then out steps--

GREAT-AUNT GRIZELDA. An ancient monster of a woman. She looks around.

GREAT-AUNT GRIZELDA

What a dump!

Just then the Once-ler runs over with a smile on his face.

ONCE-LER

Hey, Aunt Grizelda!

Next out are the Once-ler's moronic brothers, BRETT and CHET. Brett spots Pipsqueak. Immediately picks him up and turns to Chet.

BRETT

Hey, Chet! Check this out! Go long!

ONCE-LER

No, ah, Brett, that's actually not a um-- Okay.

Chet takes off running. Brett then throws a Bar-Ba-Loot like a football.

BRETT

Go long, go long!

Chet looks back over his shoulder and sees the Bar-Ba-Loot coming. Smiles with anticipation. He's about to catch him when--

CHET

I got it! I got it! I got--

CRASH! He smacks right into the Truffula tree below. The Bar-Ba-Loot grabs onto the tree tuft and then falls onto Chet's face.

CHET (CONT'D)
(muffled)
--got it!

Brett laughs hysterically.

BRETT
He totally ran into that tree.

He slaps the Once-ler's hand really hard.

ONCE-LER
Ow!

The ONCE-LER'S MOM now exits the RV, stepping on UNCLE UBB as a step stool.

ONCE-LER'S MOM
Oncie, is that you?

ONCE-LER
Mom!

She approaches him, a big smile on her face. The Lorax looks at the dead animal stole around her neck, horrified.

ONCE-LER'S MOM
There he is! There's my big
suddenly successful son!
(kisses him)
We always knew you'd make it,
Oncie.
(to the family)
Right?

The entire family responds with smiles and congratulations and displays of affection. Uncle Ubb, lanky and balding, gives him a big hug.

UNCLE UBB
Hey! I love this guy!

The Once-ler turns to his mom.

ONCE-LER
But you always said I wouldn't
amount to anything remember?

ONCE-LER'S MOM
Oh, hush your mouth, I was just
trying to motivate you.

ONCE-LER
I'm really glad you clarified that,
because it actually hurt my
feelings for a really long time.

The Once-ler breaks away from Uncle Ubb's hug.

ONCE-LER (CONT'D)
Anyway, ah, you're all here, you
all work for me. And that's cool.
So, let's get to work!

ONCE-LER'S MOM
Brett! Chet! Set up the RV!

Brett is about to throw another Bar-Ba-Loot.

ONCE-LER'S MOM (O.S.) (CONT'D)
Would you stop throwing that bear!

Chet drops the bear and runs over to the RV. Brett runs
after him, stepping on the fallen Bar-Ba-Loot.

Chet is about to push a button on the side of the RV, but
Brett shoves him out of the way and pushes it.

The RV comes to life. It digs posts into the ground and
begins expanding. A swing, a TV, a line of laundry, and a
satellite dish pop out. A Swomee-Swan flies right into the
satellite dish.

The finishing touch as a pink LAWN FLAMINGO.

LORAX
No, no, no, whoa, whoa, whoa. Time
out, back up, stop, don't move an
inch. Nobody's moving in here.
You gotta go, goodbye.

The family stares at the Lorax.

GREAT-AUNT GRIZELDA
So who invited the giant furry
peanut?

LORAX
You call me a peanut, huh? I'll go
right up your nose!

Great-Aunt Grizelda seethes, ready for a fight. The Lorax cracks his neck. The Once-ler immediately intercedes, chuckling.

ONCE-LER

Whoa whoa whoa, you wouldn't hit a woman.

LORAX

Wha-- That's a woman?

ONCE-LER

Okay, everyone cool it. Let's not get off on the wrong foot here. Um, family, this is my friend--

LORAX

Acquaintance.

ONCE-LER

--acquaintance, very good acquaintance, the Lorax. He speaks for the trees.

LORAX

That's right. And on behalf of the trees--get out!

The Once-ler's family GASPS. The Once-ler pulls the Lorax aside.

ONCE-LER

Will you just, be nice? This is my family. And I'm going to need their help if my company's going to get bigger. Okay?

LORAX

Bigger?

ONCE-LER

Yeah! This isn't some rinky-dink operation anymore. I've got plans! Big plans! A vision...of a world filled with Thneeds! It's gonna be huge!

The Lorax looks the Once-ler right in the eyes.

LORAX

Which way does a tree fall?

ONCE-LER

Uh...down?

LORAX

A tree falls the way it leans.
Be careful which way you lean.

The Lorax gives the Once-ler a sad look, then turns away.
The Once-ler watches him go. Then rolls his eyes.

INT: ONCE-LER'S COTTAGE - PAST - DAY

The Once-ler sits at his desk excitedly working on designs
for a new factory.

ONCE-LER

I mean look at this. It's amazing.
I am so proud of me.

ONCE-LER'S MOM

Oncie, we've got us a little
problem.

The Once-ler looks over and sees his Mom standing outside his
window.

ONCE-LER

Problem?

ONCE-LER'S MOM

Mm-hm. See, we're not making
Thneeds fast enough.

Uncle Ubb walks by, pushing a large cart full of harvested
Truffula tufts.

UNCLE UBB

Harvesting the tufts takes too
long.

Once-ler looks out the window and sees Brett slowly pick a
tuft with mechanical gloves at the end of long lazy tongs.
Then he hands it to Chet who walks all the way over to the
cart. It's clearly the least efficient way to work.

The Once-ler turns to his Mom.

ONCE-LER

Well what else can we do?

ONCE-LER'S MOM

Well...and this just came to
me...we could always start chopping
down the trees.

Once-ler bolts upright.

ONCE-LER

What?

Uncle Ubb walks by pushing the now empty cart.

UNCLE UBB

Woo! Now you're thinking! That would speed things up.

The Once-ler reacts to this, unsure.

ONCE-LER

But--

ONCE-LER'S MOM

No buts, Oncie. You're running a business now. You have to do what's best for the company. And your Momma.

The Once-ler looks deep in thought. It's moment of truth time.

ONCE-LER

Well, I guess it couldn't hurt to chop down a few trees.

The Once-ler's Mom hugs him through the window.

ONCE-LER'S MOM

You've made me so proud, Oncie. Come here!

UNCLE UBB

Hey, I love this guy!

Brett and Chet pick up axes and run off.

EXT: TRUFFULA VALLEY - PAST - DAY

The Lorax plays with the Baby Animals having them balance on each other when he hears something. He listens closely to make out what it is.

Brett and Chet running through the valley WIELDING AXES, with big crazy smiles on their faces. The stack of Baby Animals topples over.

Brett and Chet begin CHOPPING down trees. The Lorax sees this and tries to stop them. But it's no use.

LORAX

No, no, no! Stop it! Please stop!
Whoa, whoa!

BRETT AND CHET

Take that you stupid tree! BOOM!

The Lorax sees Brett and Chet going at the trees. Storms toward the Once-ler's cottage.

He's almost to the door when suddenly Great-Aunt Grizelda appears, stopping him with a pitchfork.

GREAT-AUNT GRIZELDA

Where do you think you're going?

She scoops him up with the pitchfork and grabs him by the scruff of the neck.

LORAX

Excuse me, sir, I need to talk with your boss.

The Once-ler closes the flap of his tent.

GREAT-AUNT GRIZELDA

Oh, I'm sorry, but Mr. Once-ler's not seeing anyone right now.

LORAX

Yeah, well, he'll see me, so--Hey! Keep your paws off me!

GREAT-AUNT GRIZELDA

Give me a reason, shortie!

The Lorax sees the Once-ler watching from his window.

LORAX

Hey! You broke your promise!

VHHIIPPP. The Once-ler closes his shade. The Lorax reacts, getting a heart-breakingly sad look on his face. Calls out to the Once-ler.

LORAX (CONT'D)

You're better than this! You gotta stop! This is bad!

Great-Aunt Grizelda wraps the Lorax up in a Thneed. Swings him around like a slingshot, then sends him flying.

GREAT-AUNT GRIZELDA

Have a nice day!

INT: ONCE-LER'S COTTAGE - PAST - DAY

The Once-ler sits in front of a MIRROR with his guitar.

ONCE-LER

Bad? I'm not bad. I'm the good
guy here! He just doesn't get it.
Do you think I'm bad?

Bill is perched on the end of his guitar. He HONKS.

ONCE-LER (CONT'D)

Thank you! I mean something good
finally happens to me, and he just
has to come along and rain on my
parade? What's his problem?

Bill HONKS.

ONCE-LER (CONT'D)

See?!

The Once-ler strums his guitar. Shaking his head. That
Lorax is crazy.

ONCE-LER (CONT'D)

(rolling his eyes)
Yeah "bad," right.

The Once-ler strums his guitar again and walks towards the
door. Bill HONKS.

EXT: TRUFFULA VALLEY - PAST - CONTINUOUS

The Once-ler opens the door revealing the beatific landscape
in front of him, complete with a rainbow.

SONG: "HOW BAD CAN I BE?"

The Once-ler leads a group of animals into the valley with
his guitar. All of the animals dance along with the Once-
ler.

ONCE-LER

*How bad can I be?
I'm just doin' what comes naturally
How bad can I be?
I'm just followin' my destiny*

Lou imitates the Once-ler and shakes his butt along to the
music.

The Once-ler walks down a dirt path with the animals following behind him. Great Aunt Grizelda and the rest of the family enter into the frame, sweeping the animals away.

ONCE-LER (CONT'D)

*How bad can I be?
I'm just doin' what comes naturally
How bad can I be?
How bad can I possibly be?*

INT: VOID - PAST - DAY

The Once-ler slips on his green gloves, puts on his green suit, a bigger green hat, and a pair of sunglasses.

ONCE-LER

Well, there's a principle in nature

FAMILY

Principle in nature

ONCE-LER

*That almost every creature knows
Called survival of the fittest*

FAMILY

Survival of the fittest

The Once-ler grabs a guitar and starts playing in the spotlight. Behind him, the Lorax is in another spotlight. He marches toward the Once-ler to confront him, when a trap door opens underneath him and he disappears down it.

ONCE-LER

*And check it, this is how it goes:
The animal that wins got to scratch
and fight and claw and bite and
punch,
And the animal that doesn't
Well, the animal that doesn't*

The Lorax falls down into a cauldron on a table. The Once-ler's family pops up holding forks and knives. The Once-ler grinds pepper onto the Lorax's head. The Lorax bounces away offscreen in the cauldron.

ONCE-LER (CONT'D)

*Winds up someone else's
La-la-la-la lunch!*

FAMILY

Munch munch munch munch munch!

EXT: TRUFFULA VALLEY - PAST - DUSK

The Once-ler marches down the street playing his guitar with his family twirling axes behind him like batons. They throw the axes high up into the air.

ONCE-LER

*I'm just sayin'
How bad can I be?
I'm just doin' what comes naturally*

The axes fall down near the Lorax who dodges and weaves to avoid them. The Lorax stops and hold his hand up to say stop.

ONCE-LER (CONT'D)

*How bad can I be?
I'm just followin' my destiny*

Then an Axe Hacker drives toward the Lorax and chases him off screen. The Axe Hacker chops down trees in it's path. The biggered factory rises up from behind it.

ONCE-LER (CONT'D)

*How bad can I be?
I'm just doin' what comes naturally
How bad can I be?
How bad can I possibly be?*

Great Aunt Grizelda rides a profit arrow up into the sky.

FAMILY

Ahhh!

INT: ONCE-LER'S OFFICE - PAST - DAY

The Once-ler now has an AMAZING OFFICE. He presents a chart of rising profits to his family.

ONCE-LER

There's a principle in business

FAMILY

Principle in business

INT: THNEED FACTORY - PAST - DAY

The Once-ler rides on the conveyor belt that takes the Truffula tufts into the factory and converts them into Thneeds.

ONCE-LER

*That everybody knows is sound
It says the people with the money*

FAMILY

The people with the money

The Once-ler walks on a large gear and the Lorax tries to run up the other side to catch up with him.

ONCE-LER

*Make this ever-loving world go
round*

Just then, a girder swings into the Lorax and the Once-ler hops onto it.

ONCE-LER (CONT'D)

*So I'm biggering my company
And biggering my factory
Biggering my corporate sign!*

As they swing on the girder through the air, the FACTORY grows up around them. The old "THNEEDS" SIGN is replaced with a much bigger one.

FAMILY

Bigger bigger bigger bigger bigger!

ONCE-LER

*Everybody out there, you take care
of yours*

The Lorax slips off the girder and falls down into the Once-ler's arms.

INT: VOID - PAST - CONTINUOUS

Many Once-lers pop up from the ground surrounding the Lorax.

ONCE-LER

*I'll take care of
Mine mine mine mine mine*

Great-Aunt Grizelda pops into frame, singing with an incredibly low voice.

GREAT AUNT GRIZELDA

Shake that bottom line!

EXT: FACTORY - PAST - DAY

The Once-ler operates levers that cause the factory SMOKESTACKS spew smog into the air, making flying Swomee-Swans cough.

ONCE-LER

*Let me hear you say Smogulous
Smoke!*

FAMILY

Smogulous Smoke!

EXT: POND - PAST - DAY

A MASSIVE PIPE spews SCHLOPPITY-SCHLOPP into a Humming-Fish pond.

ONCE-LER

Schloppity Schlopp!

FAMILY

Schloppity Schlopp!

Feathers drops down from above onto the fish, so they look like they've been tar and fathered.

The Once-ler reaches down and takes a piece of fruit from a Bar-Ba-Loot and eats it.

ONCE-LER

*Complain all you want, it's never
ever ever gonna stop!*

The Family's large heads pop up from behind a mountain and sing, knocking the animals out of frame.

FAMILY

Sto-o-o-o-p!

INT: ONCE-LER'S OFFICE - PAST - DAY

The Once-ler walks down the long circular stairs from his desk to the floor in his office. Piles of money rise up from the floor into the air around him.

ONCE-LER

*Come on!
How bad can I possibly be?*

ONCE-LER & FAMILY

How bad can I be?

ONCE-LER
I'm just building the economy!

ONCE-LER & FAMILY
How bad can I be?

INT: VOID - PAST - DAY

The Once-ler pulls on Pipsqueak's cheeks.

ONCE-LER
Just look at me petting this puppy!

Pipsqueak falls to the ground.

Paparazzi show up and take pictures of the Once-ler as he drops a PENNY in a TIN CAN marked "Charity" held by an OLD MAN.

ONCE-LER & FAMILY
How bad can I be?

ONCE-LER
A portion of proceeds go to charity!

The Old Man removes a fake beard and we see it's actually Uncle Ubb.

ONCE-LER & FAMILY
How bad can I be?

A limousine drives through frame and the Once-ler drops the Lorax into the trunk and slams the door. It drives off.

ONCE-LER
*How bad could I possibly be?
Let's see!*

People wearing Thneeds in different configurations move past camera.

FAMILY
How bad can we be?

ONCE-LER
All the customers are buying!

FAMILY
How bad can we be?

ONCE-LER
And the money's multiplying!

EXT: THNEEDS, INC. - PAST - NIGHT

The Lorax holds up his hand to the Once-ler and gestures to the sickly, hungry animals. The Once-ler walks off as the Lorax grabs his coattails to try to pull him back.

The Lorax is stopped by a CAMERAMAN, while someone off screen tosses him a Thneed. FLASH!

FAMILY

How bad can we be?

ONCE-LER

And the PR people are lying!

EXT: THNEEDVILLE - PAST - DAY

A billboard shows the Lorax holding a Thneed: "Lorax-approved."

INT: ONCE-LER'S OFFICE - PAST - DAY

A huge version of the Once-ler rises up from the ground in front of the factory, looming over the valley.

FAMILY

How bad can we be?

ONCE-LER

And the lawyers are denying!

FAMILY

How bad can we be?

ONCE-LER

Who cares if a few trees are dying?

An army of AXE-HACKERS chop down trees left and right. It's a nightmarish scene, like Hitler invading Poland.

FAMILY

How bad can we be?

ONCE-LER

This is all so gratifying!

HOW BAD?

HOW BAD CAN THIS POSSIBLY BE?

EXT: THNEEDS, INC. - PAST - DAY

Establishing. Now we see a fully mechanized factory working at full capacity. Smoke bellows from smokestacks as giant mechanical arms load Truffula Trees onto a conveyor belt leading into the monstrous factory.

A group of pollution-covered animals sit around a pond of Gluppity-Glupp. One miserable Humming-Fish looks traumatized.

In the background, an Axe Hacker continues to chop down more trees.

INT: THNEEDS, INC. - PAST - DAY

The busy Once-ler, completely transformed into a big businessman, walks down the halls of Thneeds, Inc. past a large ticker showing the amount of Thneeds sold, "5,268,902." Underneath it is a large poster of the Once-ler with the words, "Too big too fail" written on it.

Brett and Chet hold the doors open as he hangs up and enters his office. The doors close behind him.

INT: ONCE-LER'S OFFICE - PAST - CONTINUOUS

The Once-ler sits down at his desk. Looks over plans for Thneedville.

Behind him, we can see the Lorax sitting on his balcony.

LORAX

So how are things?

The Once-ler turns to see the Lorax.

ONCE-LER

What are you doing here?!

LORAX

Happy yet? You fill that hole deep down inside you? Or do you still need more?

ONCE-LER

Look, if you've got a problem with what I'm doing, why haven't you used your quote, unquote "powers" to stop me?

LORAX

I told you. That's not how it works.

ONCE-LER

Right, I forgot, you're a fraud. I need you to get out. Now.

LORAX

Why? Do I make you uncomfortable? Remind you of the promises you made? The man you used to be?

The Once-ler confronts the Lorax angrily, backing him down his balcony steps that lead back down to the ground.

ONCE-LER

You know what? You can just shut your mustache! My conscience is clear. I have done nothing illegal. I have my rights, and I intend to keep on biggering and biggering and turning more Truffula trees into Thneeds.

The Lorax falls backwards and hits the ground.

ONCE-LER (CONT'D)

And nothing is going to stop me!

Just then, in the distance, we hear a THWACK! The Once-ler and Lorax both look...and see the VERY LAST TRUFFULA TREE chopped down by a Super Axe-Hacker.

LORAX

Well, that's it. The very last one.

(grimly)

That may stop you.

The Once-ler stares out into the valley. All that can be seen for miles and miles is stumps. The Truffula trees are all gone.

EXT: TOWN SQUARE - PAST - DAY

TWO WORKERS remove the Thneed ad from a billboard. One of the workers looks up at the image of the Thneed.

TALL WORKER

(shaking his head)

Somebody sure made a bundle on that thing.

(MORE)

TALL WORKER (CONT'D)

Wonder what the next million-dollar invention's gonna be?

The Tall Worker fans the smoggy air away from his face, coughing. Then the Short Worker turns around and we see that it is--

A YOUNG ALOYSIUS O'HARE. He watches his partner fanning the smog away from his face, still coughing. Looks up at the billboard, wheels turning.

YOUNG O'HARE

Yeah. I wonder.

EXT: THNEEDS, INC. - PAST - DAY

The Once-ler stands in front of his family's RV. His mother shakes her head disapprovingly.

ONCE-LER'S MOM

Son, you have let me down. Brett, you are now my favorite child.

VROOM! The RV speeds away.

The Once-ler watches it go, his completely deserted factory behind him. He stands there all alone. And then he sees something approaching in the distance.

It's the Lorax, leading a massive crowd of animals. The Once-ler holds up his hands as they approach.

ONCE-LER

Hey, look, I don't want any trouble.

LORAX

And you won't get any. Not from them. Thanks to you and your hacking and smogging and glupping, they can't live here anymore. So I'm sending them off. Hopefully they'll be able to find a better place out there somewhere.

He gives the Once-ler a pointed look. The animals continue their march, heading for the horizon. The Once-ler then sees Melvin leaving with all of the animals. His face falls.

ONCE-LER

Melvin? Melvin!

The mule looks back, shaking his head in disappointment.

ONCE-LER (CONT'D)
Hey, Pipsqueak.

Pipsqueak turns back to the Once-ler who offers him a marshmallow.

ONCE-LER (CONT'D)
Hey.

He shakes his head in disappointment and walks off with the rest of the animals.

Once the animals are gone, it's just the Lorax and the Once-ler. The Lorax stands on a pile of rocks.

The Once-ler takes off his biggered hat in shame.

Then pulls himself up by the seat of his pants and magically floats up through the air.

The Once-ler watches, amazed.

The Lorax then disappears through a hole in the smog.

The Once-ler is stunned. Who was this guy? What have I done? He looks down at the pile of rocks.

We now see that the pile of rocks has the word "UNLESS" carved into one.

EXT: LERKIM - PRESENT - DAY

Ted stares down at the word "UNLESS" in the rocks.

Ted looks up at the window, shaking his head.

TED
So this is really all your fault.
You destroyed everything.

ONCE-LER (O.S.)
Yes. And each day since the Lorax left I've sat here regretting everything I've done. Staring at that word--"unless"--and wondering what it meant.
(beat)
But now I'm thinking...well, maybe you're the reason the Lorax left that word there.

Ted looks up, stunned.

TED

Me? Why would he leave that for me?

ONCE-LER (O.S.)

Because unless someone like you cares a whole awful lot, nothing is going to get better. It's not.

The Once-ler disappears from view and we hear him furiously rummaging around the Lerkim. Finally his arms reappear in the window. He tosses something down to Ted.

Ted catches it. It's a SEED. Ted stares at it.

ONCE-LER (O.S.) (CONT'D)

The last Truffula Seed.

(beat)

You need to plant it, Ted.

TED

Yeah, but nobody cares about trees anymore.

ONCE-LER

Then make them care. Plant the seed in the middle of town, where everyone can see. Change the way things are.

(beat)

I know it may seem small and insignificant, but it's not about what it is...it's about what it can become. That's not just a seed.

(beat)

Any more than you're just a boy.

Ted looks up at the Once-ler, deep in thought. Gets a determined look. His fist closes around the seed.

Ted nods. Then walks over to his scooter and starts it up.

TED

(calls out)

I won't let you down.

Ted drives off toward Thneedville. The Once-ler's eyes watch him go. For the first time shining with the hope they had when he was young.

ONCE-LER (O.S.)

I know.

EXT: THNEEDVILLE STREETS - PRESENT - DAY

Ted peers out from under a manhole cover. He spots the Robotic Cat surveying the area and throws his scooter helmet at him, knocking him out.

ROBOTIC CAT
Meow. Meow. Meow.

Ted revs his scooter and drives right over the Robotic Cat, smashing it to pieces.

ROBOTIC CAT (CONT'D)
Meooooooooow...

Thinking he's alone, he takes out the seed to make sure it's okay. In the background, we see the Robotic Cat's eyes turn on and record him holding the seed.

EXT: STREET - PRESENT - DAY

Ted stops his scooter in front of Audrey's house. HONKS his horn.

TED
Hey, Audrey! Audreeeeeey!

Audrey opens up the door, covered with paint and holding a PAINTBRUSH.

AUDREY
Ted? What are you doing?!

TED
Meet me at my house!

AUDREY
Wait, but--

And he takes off.

TED
My house! Okay?!

Audrey watches him go, confused.

INT: TED'S BEDROOM - PRESENT - DAY

Ted crawls inside. Rushes over to his desk. Sets the seed on it and begins searching around his room, talking to himself.

TED

Gotta plant the seed. Gotta plant
the seed. Okay, we're going to
need...uh... water...

Ted grabs a large water bottle and sets it on the desk and
looks around the room.

TED (CONT'D)

And...uh...something to dig with...
um... What do I have? What do I
have?

TED'S MOM (O.S.)

Ted!

TED

Mom. I'm busy, Mom!

TED'S MOM (O.S.)

Theodore Wiggins! Get down here
right now and I am not kidding with
you!

Ted grimaces and exits his room, SLAMMING the door behind
him. KA-LUNK! The slamming door causes the water bottle to
tip over and water begins DRIPPING on the seed.

INT: FAMILY ROOM - PRESENT - CONTINUOUS

Ted makes his way down the stairs. Gets to the bottom and
turns, seeing--

Aloysius O'Hare and his men standing there. With his mother.

TED'S MOM

Ted, I'd like you to meet Mr.
O'Hare--the most powerful man in
town.

O'HARE

There he is. Hello, Ted.

TED

Uh...hi.

TED'S MOM

Isn't he clever, Mr. O'Hare?
(forces Ted to shake hands
with O'Hare)
He knows his own name and
everything.

O'HARE

(to Ted's Mom)

You know what I would love right now, Mrs. Wiggins? A delicious cookie.

TED'S MOM

Uh...

O'HARE

Wonderful. Teddy and I'll stay here and talk.

TED'S MOM

Sure. Why don't you go ahead and adopt him?!

(laughs)

I'm just kidding. That was a joke.

She walks towards the kitchen.

TED'S MOM (CONT'D)

I was joking, because you know, I just--I'll get your cookie.

She gives Ted a look. "Be good!" Then leaves the room, escorted by O'Hare's men. O'Hare turns to Ted.

O'HARE

I know you have it, Ted.
So let's put an end to this
nonsense, shall we? Hand it over.

O'Hare holds out his hand for the seed.

It's moment of truth time for Ted. He looks O'Hare in the eye.

TED

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

O'Hare frowns.

O'HARE

Really? Well, then I guess you wouldn't mind us checking your room.

Ted's face falls.

TED

No-no-no-no!

O'HARE
Mooney! McGurk! Find the seed!

O'Hare's men return and head upstairs.

TED
No, no! You can't go up there!

Ted tries to push them back down with all his might.

TED (CONT'D)
No, guys, this is ridiculous!
Stop! Hey, ah!

O'Hare is behind them, pushing them up with all of his might.

TED (CONT'D)
No you can't come in my room!

Despite his best efforts, they back Ted up the stairs and to his door.

INT: TED'S BEDROOM - PRESENT - CONTINUOUS

Mooney and McGurk knock the door down and burst into the room with O'Hare.

O'HARE
Find it!!!

Ted watches as O'Hare's men turn the place upside down. He looks nervously at his desk and sees--

THE SEED IS GONE. No longer on the desk where he left it. He looks around, confused.

They dig through drawers, empty his closet, turn over his bed, etc. But, of course, don't find the seed.

O'HARE (O.S.) (CONT'D)
Find it!

Ted's Mom enters the room with a plate of cookies. Sees O'Hare threatening Ted.

TED'S MOM
What? What is going on here?!

O'HARE
This doesn't involve you. Get back downstairs.

This does not sit well with her.

TED'S MOM

Excuse me down there?!

(points)

I don't care who you are you little
crazy baby man! Get out of my
house! Now! This is outrageous!

O'Hare stares back at Ted's Mom. It's a stand-off. Finally,
he lets go of Ted.

O'HARE

Fine. Sorry. Must've been a
misunderstanding. We'll be leaving
now.

(to Ted)

And my apologies, Ted.

(gives him a threatening
look)

You be safe.

Ted gulps at this threat. O'Hare heads for the door and
grabs the plate with the cookie on the way out.

Ted and his mom listen for the front door slam.

TED'S MOM

What? Mind telling me what's going
on here?

Ted begins furiously searching his desk for the seed.

TED

The seed! Where is it?!

TED'S MOM

Seed?

And then Ted finds Grammy's cane under his desk He smiles.

TED

Where's Grammy?!

He takes off running out of the room. His mom follows him.

INT: FAMILY ROOM - PRESENT - CONTINUOUS

Ted and his mom arrive to find Grammy Norma standing in the
family room holding the seed, which now has a tiny sprout,
and admiring it, mesmerized.

GRAMMY NORMA

It's alive.

She whispers to the seed.

GRAMMY NORMA (CONT'D)

I remember you.

Ted and his mom join Grammy, caught up in the wonder of the spouting seed. Clearly moved by it.

TED'S MOM

Ted, what--
(gasps)

DING-DONG! DING-DONG! It's the doorbell. Ted runs and opens it, revealing Audrey. Smiles upon seeing her.

TED

Audrey.

With the door open, Ted can see the O'Hare Air truck parked right across the street. His face falls.

AUDREY

Hey, did you want to--

He quickly pulls Audrey inside and closes the door.

AUDREY (CONT'D)

Well, okay!

Ted closes the door and shuts the curtains.

AUDREY (CONT'D)

Ted, what is this about?

Ted holds up the seed for Audrey.

TED

It's about this.

AUDREY

Wait, wait, wait-- Is that?

TED

Yes. The last Truffula seed. And you're going to help me plant it right in the middle of town. Where everyone can see it.

Audrey looks at Ted, impressed with his take-charge attitude.

AUDREY

I could just kiss you right now.

TED'S MOM

We don't have time for that!

TED

I don't know, we have a little
time...

(feeling awkward)

But, you know what? Let's just go!
Let's go. Forget about it.

EXT: STREET - PRESENT - DAY

Mooney sits in an O'Hare Air truck reading a newspaper.

Across the street, the garage door opens and Ted's Mom pulls out into the street and peels out. She flies right by the O'Hare Air truck and Mooney sees Ted in the passenger's seat.

Mooney quickly takes off after her.

INT: TED'S MOM'S CAR - PRESENT - SAME

Ted's Mom drives like crazy, in and out of traffic loving that she is taking Mooney for a ride.

EXT: STREET - PRESENT - SAME

She drives her small car in between two rows of traffic that's too small for the truck. Mooney engages the truck's nitros, which blasts him through traffic like a rocket, knocking the other cars off the road.

Ted's Mom sees the truck gaining on her in the rear view mirror.

TED'S MOM

Oh! Here it comes!

The truck bumps her car from behind. She sees a street up ahead that's blocked off by traffic cones.

TED'S MOM (CONT'D)

Whoa! I'm going for it!

She makes a quick turn down the street. She looks back to see the O'Hare Air truck is still following her. Then turns back around to find the road ahead is out.

She SCREAMS and slams on the brakes, stopping just short of the edge.

Mooney jumps out and flings open the passenger door. He sees a FAKE TED MADE OF AN O'HARE AIR BOTTLE.

TED'S MOM (CONT'D)
Oh, hello...

Ted's Mom LAUGHS at him.

Mooney GROWLS IN FRUSTRATION.

EXT: STREET - PRESENT - SAME

Ted, Audrey and Grammy race through the neighborhood on Ted's scooter (Audrey holding on to Ted and Grammy Norma in the back). Audrey sees the shadow of O'Hare's blimp rising over them.

AUDREY
Ted, Ted! Big scary blimp coming!

Ted sees the blimp catching up to them.

O'Hare LAUGHS as he locks a strap around his waist. McGurk fires up a rocket pack helmet and dives off the blimp towards Ted's scooter. We reveal O'Hare strapped to his chest like a baby bjorn. He holds a bull horn in his hands.

O'HARE
You won't get away with this, boy!
Bam!

O'Hare and McGurk weave in and out of traffic past the fun cars we saw in Thneedville. They get stuck behind a Man riding a very tall scooter. O'Hare calls to him on the megaphone.

O'HARE (CONT'D)
Go faster, you idiot!

McGurk slaps the Man out of the way as they take off after Ted.

GRAMMY NORMA
Step on it, Ted!

Ted makes a hard turn. Mooney drives out of a tunnel towards them and Ted makes an evasive maneuver around the tunnel wall, narrowly avoiding him.

McGurk and O'Hare turn the corner, heading towards Mooney's truck.

O'HARE

Whaaa!

SLAM! McGurk and O'Hare slam into Mooney's windshield and slide off like squashed bugs.

MOONEY

Oooh...

O'HARE

(squashed against the
windshield)

You're fired!

Grammy Norma LAUGHS as she think they've escaped, but O'Hare gets up and takes chase on foot.

GRAMMY NORMA

Whoa, Ted, look out!

Ted turns back around and sees he's gone off the road. And is heading right towards an OPEN ELEVATOR leading to the KITE PARK.

TED

Whoa!

People in the elevator SCREAM. SCREEECH! Ted slams on the brakes. The scooter spins and comes to a gentle stop inside the elevator next to a LITTLE BOY holding a kite.

They look outside the elevator and see O'Hare and his goons running toward them.

AUDREY

Ted...

Ted, panicking, presses the "CLOSE DOORS" button repeatedly. O'Hare and his goons are getting closer.

O'HARE

Nobody beats--!

The doors close just in the nick of time. DING.

O'HARE (CONT'D)

Dammit!

INT: ELEVATOR - PRESENT - CONTINUOUS

Everyone on the elevator stars awkwardly at Ted, Audrey, and Grammy Norma.

EXT: KITE PARK - PRESENT - CONTINUOUS

DING! The elevator doors open, and they speed out into the Kite Park, which is at the top of Thneedville's tallest building.

Ted weaves in and out of the KIDS flying kites powered by GIANT FANS. They stop at the edge of the building.

TED

Not good! How's it doing?

Audrey looks down at the seed and O'Hare spots it from down in the street with his binoculars. McGurk gives him a gun that shoots metal pinchers. He fires it at Audrey, but misses the seed and grabs onto one of the giant fans behind them.

GRAMMY NORMA

(laughs)

Loser!

O'HARE

Oh, really?

O'Hare tugs the line redirecting the fan toward them.

WHOOOOOSH! The power of the fans BLOWS the seed right out of Audrey's hand!

TED

Hey!

AUDREY

Oh no. The seed!

The three of them watch helplessly as the seed flies up in the air.

From the ground, O'Hare spies it with his binoculars.

O'HARE

(to his goons)

Get that seed!

McGurk goes after it on his scooter as O'Hare hops in the sidecar.

Up above, Ted sees this and revs up his scooter.

TED

Hang on! Here we go!

He rides off the edge of the roof, landing in the snow of the ski slope below. SWOOOSH! Grammy falls off.

TED (CONT'D)

Grammy!

Grammy Norma pushes a GUY off his snowboard and borrows it to catch up with Ted's scooter.

She gets her legs and starts to have fun.

AUDREY

Oh, wow! Seriously?! How cool is your Gramma?!

She blows a kiss to a SKIER, who does a double take, not watching where he's going. The Skier slams right into a fake fir tree.

Ted watches as the seed continues falling past the ski slopes toward the ground.

TED

No!

Grammy Norma pulls to a stop at the bottom and Ted catches up with her.

TED (CONT'D)

C'mon!

EXT: STREET - PRESENT - SAME

Down below in the street, O'Hare spots it with his binoculars.

O'HARE

There it is!

The seed floats down and lands right inside the empty air bottle.

The O'Hare Delivery Man goes to pick up the bottle, but sees O'Hare's trucks coming right at him and runs away.

O'HARE (CONT'D)

Hey, hey, hey! Watch the road, you meathead!

Still looking through the binoculars while driving, Mooney accidentally crashes his truck into the building.

And all of the EMPTY AIR BOTTLES in the back spill out!

There must be hundreds of them. They all begin ROLLING down the hilly street, sweeping the bottle with the seed in it up with them. It's an awesome sight as they all roll and bounce down the hill. The bottles smack O'Hare in the face and the one with the seed bounces by before he can grab it.

O'HARE (CONT'D)
Hey, ow-ow-ow! Oh! C'mon!

McGurk turns the scooter around and goes after it.

Just then, Ted's scooter approaches at the bottom of the hill.

O'Hare catches up to the bottle with the seed and grabs it, LAUGHING in victory. But his hand gets stuck and he can't reach the seed.

O'HARE (CONT'D)
What the--?!

He holds out his arm to Mooney in the other truck.

O'HARE (CONT'D)
Get it unstuck! Get it unstuck!

Ted drives toward him playing chicken.

O'HARE (CONT'D)
Bring it on, Teddy! You don't have the guts!

Grammy SCREAMS.

AUDREY
Ted!

At the last second, Ted leans the scooter over and skids underneath O'Hare and the bottle. It goes into slo-mo.

TED
(in slo-mo)
Grammy!

Grammy hooks the bottle with her cane and yanks it away from O'Hare.

Ted rights the bike and the scene goes back to normal speed.

TED & AUDREY & GRAMMY
Yeah! Yes! Wahoo!

McGurk is distracted and they head right toward the two Marketing Guys sharing a milkshake at an outdoor cafe.

O'HARE
Hey, hey, hey!

MARKETING GUYS
(in unison)
Hey, it's Mr. O--!

SMASH! Ted speeds away.

GRAMMY NORMA
Take that shorty!

EXT. TOWN SQUARE - PRESENT - CONTINUOUS

Ted drives up onto the curb and screeches to a halt right in the center of town by the STATUE OF O'HARE. Ted, Audrey and Grammy Norma quickly get off the scooter. Grammy Norma hits her cane against the ground, but it's paved over.

TED
Okay, we have to get this in the ground.

AUDREY
But where? There's no dirt anywhere!

GRAMMY NORMA
Ooh!

Grammy Norma smiles and scampers over to the BULLDOZER parked by the "COMING SOON! ANOTHER PARKING LOT!" construction site. Climbs into the cab.

TED
No, um, Grammy...

BA-RUUUUMMBLE! She fires up the bulldozer and starts pulling levers. The bulldozer growls like a dinosaur and immediately begins spinning out of control. VRRRRUUUUMBL!

GRAMMY NORMA
Whoopsy!

She pulls another lever and the bulldozer arm swings around and severs the head off the O'HARE STATUE. The head falls to the ground, cracking open the pavement and revealing--

A PATCH OF DIRT.

The bulldozer stops. Grammy Norma climbs down to join them.

GRAMMY NORMA (CONT'D)

See? What'd I tell you? Easy.
Huh?

WOMAN (O.S.)

Hey!

Then they turn to find dozens of townspeople have gathered to see what the commotion is.

WOMAN (CONT'D)

They broke O'Hare's head!

ANOTHER WOMAN

What do you think you're doing,
kid?

Ted stares at the crowd. Busted.

TED

Um...I'm...I'm looking for a place
to plant a tree. A real one.

WOMAN

Why would we need a tree?

O'HARE (O.S.)

Exactly.

Everyone turns and sees O'Hare leaning on his broken statue's head. All eyes are on him. Ted cringes.

TED

(to himself)
Oh, man.

O'Hare addresses people in the crowd individually like a politician.

O'HARE

Folks, the last thing you want
around here is trees. They're
filthy, spewing that sticky, nasty
sap all over the place.

(to Marie)

They bring poisonous ants and
stinging bees.

He sticks his finger into Marie's ice cream cone. Then licks it off.

MARIE

Hey!

O'HARE

Ouch.

(to the Marie's Mom)
Think about the kids.

Marie runs to her Mom, scared.

O'HARE (CONT'D)

(to a Maintenance Worker)
And... I just thought of, you know,
they make leaves! I mean, you know
that right?! And these leaves they
just fall. They just fall where
ever they want.

The Crowd GASPS. A MAN in the Crowd faints.

The crowd murmurs, concerned. The tide is definitely against
Ted.

AUDREY

(to the crowd)
Oh COME ON! We know why you're
REALLY against trees! Because they
produce fresh air!

O'Hare frowns.

TED

(to the crowd)
For free!

The crowd starts murmuring at this.

O'HARE

(gasps)
I am wounded! You have lied!

AUDREY

It is not a lie! It's called
photosynthesis!

O'HARE

Oh, come on! She's making that up!
That's a made up word, people!
Thneedville is perfect just the way
it is. We don't need trees!
(points accusingly at Ted)
That boy has a seed! We need to
stop him! Who's with me? C'mon!

MAN

O'Hare's right!

MARKETING GUY #2
Seeds will ruin us all!

CROWD
Stop it! Yeah! I'm afraid of
bees! Grab him!

O'Hare moves menacingly toward Ted, the crowd following him.

O'HARE
Last chance, kid. Hand it over.

Audrey turns to Ted. What do we do now? Ted gets an idea.
Quickly hops up onto the bulldozer.

O'HARE (CONT'D)
Where do you think you're going?

TED
(to Grammy and Audrey)
C'mon, let's go. Get in. Get in!

They join him in the bulldozer's cab. He hands Audrey the
seed and puts the bulldozer in gear and drives away.

O'HARE
Stop that maniac!

Ted HONKS the HORN and O'Hare runs out of the way.

TED
Excuse me! Excuse me! Watch out!

The bulldozer drives out of Town Square and O'Hare runs after
them. The crowd follows. Ted heads straight for the wall
surrounding the town.

AUDREY
Ted, you're gonna hit the wall!

TED
Yeah, I know.

SMASH!!! The bulldozer connects with the wall.

Then...CRACK. A line appears in the wall. It grows...and
expands...until finally a huge section of it CRUMBLES to the
ground. Revealing the desolate landscape outside. Everyone
stares in stunned silence. O'Hare tries take the focus off
the landscape.

O'HARE
Wow! Did you see that? Who does
this kid think he is? Huh?

Ted leaps onto the top of the bulldozer.

TED

I am Ted Wiggins.

(beat)

And I speak for the trees.

(beat)

And the fact is things aren't perfect here in Thneedville. And they're only going to get worse unless we do something about it. Unless we change our ways. And we can start by planting this!

Ted holds up the seed. The crowd GASPS IN AWE as the little sprout opens up, revealing the first signs of a tuft. O'Hare grimaces. Addresses the crowd.

O'HARE

Okay, come on now, everything's fine. Right? I say we tell this kid what we think about that seed! People, c'mon!

The crowd doesn't know what to do. O'Hare pulls the Singing Delivery Man aside.

O'HARE (CONT'D)

You! Get out there right now and get these people on my side! Or else you're fired!

(so crowd can here)

Go on! Tell 'em what you think!

SONG: "LET IT GROW"

EXT. TOWN SQUARE - PRESENT - CONTINUOUS

The Singing Delivery Man stares at all the people.

SINGING DELIVERY MAN

*You don't know me, but my name's
Cy,
I'm just the O'Hare Deliver Guy,
But it seems like trees might be
worth a try,
So I say let it grow*

Ted and Audrey smile at this. O'Hare frowns. What? Then a couple, DAN and ROSE, step forward, emboldened by the Singing Delivery Man's words. They address the crowd.

DAN
My name is Dan

ROSE
And my name's Rose.

Standing next to them is their son, the Glowing Boy.

DAN AND ROSE
*Our son Wesley kind of glows.
And that's not good, so we suppose
We should let it grow!*

Several members of the crowd nod, agreeing. Ted's Mom addresses the crowd.

TED'S MOM
*Let it grow
Let it grow*

Ted looks up at his Mom, impressed by her amazing singing voice.

TED'S MOM, SINGING DELIVERY MAN, AND
MAINTENANCE WORKERS
*You can't reap what you don't sow.
Plant a seed inside the earth,*

People from around the town hear them sing and walk over to join the crowd.

TED'S MOM, SINGING DELIVERY MAN, AND
MAINTENANCE WORKERS (CONT'D)
*Just one way to know its worth,
Let's celebrate the world's rebirth-*
-
We say let it grow!

The little girl, Marie, steps forward.

MARIE
*My name's Marie, and I am three
I would really like to see a tree*

The crowd reacts to her undeniable cuteness.

EVERYONE
Awwwwwww...

MARIE
*La la la la la la la la la lee
I say let it grow*

Grammy Norma slides down from the bulldozer and addresses the crowd.

GRAMMY NORMA

*I'm Grammy Norma, I'm old, and I've
got gray hair
But I remember when trees were
everywhere*

The crowd is moved by this. O'Hare can see he's losing ground.

GRAMMY NORMA (CONT'D)

*And no one had to pay for air
(pokes O'Hare with her
cane)
So I say let it grow!*

The whole crowd now joins in on the chorus. O'Hare can see he's losing ground. Ted leads everyone back down towards town square.

CROWD

*Let it grow
Let it grow
Like it did so long ago!
It is just one tiny seed
But it's all we really need
It's time to change the life we
lead
Time to let it grow!*

Now O'Hare steps out of the middle of the crowd onto the top of his severed statue's head.

O'HARE

*My name's O'Hare, I'm one of you,
I live here in Thneedville too.
The things you say just might be
true,
It could be time to start anew,
And maybe change my point of
view...*

Everyone is touched by O'Hare's willingness to change.

O'HARE (CONT'D)

Naw! I say let it die!

O'Hare now tries to get everyone singing with him.

O'HARE (CONT'D)

*Let it die
Let it die*

(MORE)

O'HARE (CONT'D)

Let it shrivel up and...
(no one's singing along)
Come on! Who's with me? Huh?

The crowd just stares back at him. Even his own men look away.

MARIE

Nobody.

SINGING DELIVERY MAN

You greedy dirtbag!

Everyone surrounds O'Hare and points to him accusingly.

CROWD

Let it grow
Let it grow
Let the love inside you show

Mooney slaps the rocket helmet to O'Hare's head and sends him flying off screen.

CROWD (CONT'D)

Plant a seed inside the earth,
Just one way to know its worth,
Let's celebrate the world's rebirth--
We say let it grow!

O'HARE

Nooooooooooooo!

CROWD

Let it grow
Let it grow
You can't reap what you don't sow

EXT: LERKIM - PRESENT - SAME

The Once-ler's eyes appear in the boarded up window. He looks toward Thneedville, trying to make out the faint music he hears in the distance.

TOWNSPEOPLE (O.S.)

It is just one tiny seed
But it's all we really need

The Once-ler turns his ear to the window, but it's still too faint. He disappears back inside his Lerkim.

INT: LERKIM - PRESENT - SAME

It's hard to make out anything in the dark and shadowy room. Then the Once-ler's gloved hands appear, grabbing the handle of a RUSTY OLD AXE next to the Great-Great-Great Grandfather snail on his desk. We can barely make out the silhouette of the Once-ler raising the axe over his head, then...

TOWNSPEOPLE (O.S.)

It's time to banish all your greed

WHACK! He chops away at the boards covering his window. WHACK! CRACK! The axe breaks through the boards and sunlight shines into the room for the first time in years.

TOWNSPEOPLE (O.S.) (CONT'D)

Imagine Thneedville flowered and treed!

Then, the Once-ler steps into the light and moves toward the window. We see his face for the first time. Old and wrinkled, with an enormous, Lorax-like moustache. The Old Once-ler leans out of the window and listens. Far off in the distance, he hears voices singing.

TOWNSPEOPLE (O.S.) (CONT'D)

Let this be our solemn creed!

The Once-ler's sad old eyes slowly widen as he realizes what he's hearing. Tears begin to well up as he looks down at the "Unless" stones below him, then back toward Thneedville. A proud smile creeps across his face.

ONCE-LER

Thank you, Ted.

EXT: TOWN SQUARE - PRESENT - SAME

The crowd of people watch as Ted and Audrey prepare to plant the little seed into the ground. Rocks surround the hole in a protective circle (an echo of what the Lorax and animals did earlier).

EVERYONE

*We say let it grow
(in Thneedville)*

Audrey leans in and surprises Ted with a kiss on the cheek. His eyes go wide.

EVERYONE (CONT'D)

*We say let it grow
(it's a brand new dawn)
(MORE)*

EVERYONE (CONT'D)

*We say let it grow
(in Thneedville)
We say let it grow
It's a brand new dawn...*

Grammy Norma walks over with a watering can as Ted plants the seed. She waters it and the tree begins to grow towards camera in time-lapse.

EXT: LERKIM - PRESENT - DAY

Cross dissolve from the sapling in Town Square to one growing in the desolate wasteland outside of the Lerkim.

The Old Once-ler steps outside with a watering can in hand. He makes his way over to the UNLESS stones where some small patches of grass are beginning to grow around the tiny Truffula tree.

The Once-ler carefully sprinkles water on a few saplings and smiles. Then, he hears a faint sound off in the distance. The same sound he heard when the Lorax disappeared into the sky years ago.

He looks up and sees the smoggy clouds beginning to part. A ray of sunshine falls upon him and a SWOMEES-SWAN swoops down from above. The amazed Once-ler watches the bird fly by then turns to the UNLESS stones where he sees--

The Lorax. Floating back down to the stones. Smiling. The Once-ler can't contain himself and LAUGHS IN JOY.

LORAX

You done good, beanpole. You done good.

The Old Once-ler kneels down and gives him a hug.

LORAX (CONT'D)

By the way, nice mustache.

FADE TO BLACK.

TITLE CARD: "Unless someone like you cares a whole awful lot, nothing is going to get better. It's not." -- Dr. Seuss

FADE TO BLACK.

CREDIT BEGIN: