

Desert Rat
by
John Tupper

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John Tupper
1364 Sunbeam Circle,
San Jose, Ca 95122
(408)293-7620
Jftupper@earthlink.net

FADE IN:

EXT. DESERT CLEARING- MORNING

A single drop of water glides down a petal of a bright yellow cactus flower. It reaches the lowest point and dangles like a glass Christmas ornament. The desert world looks squeezed, bent and held within. The furry small face of DUSTER (very young, and determined desert spring rat) grows and shrinks in the lens of the drop, as he jumps repeatedly, only missing the jewel droplet by the smallest bit.

Not far away MICA, (Duster's tireless mother) walks by with an arm-load of plump, ripe grass seeds.

MICA

Just wait a lick, Duster. It'll
fall by itself.

DUSTER

Okay, Mom.

Barely glancing at mom then back at the drop, he jumps again.

Mica shakes her head and continues her gathering.

Duster crouches for another jump and is knocked over by ROCKY (Duster's mischievous brother)

The drop falls into Rocky's welcoming mouth.

ROCKY

(smirking at Duster)
Mm. Sweet.

Duster's eyes narrow. He grabs an arm-load of spiny grass seeds and throws them, like darts, at his brother. They stick in his fur.

Rocky runs. Duster pursues.

ROCKY (CONT'D)

Ow! Stop it.

Duster throws more. They stick in Rocky's back side.

MICA

Duster. Stop makin' your brother
look like a porkypine. Don't waste
seeds like that.

Duster stops, plucks a seed from Rocky's back and gnaws on it.

(CONTINUED)

CONTINUED:

DUSTER
 (through chewing)
 Awe. We got all kinds of seeds,
 Mom.

MICA
 For now, but not for always. Sit.

Duster sits. Rocky, seeds still attached, sits beside Duster and gives him a little shove.

Mica pulls out a seed from Rocky's fur and holds it up.

MICA (CONT'D)
 Where does this come from?

Rocky raises his hand.

ROCKY
 Oh! Oh! Grass.

Duster whacks Rocky on the chest, making a dusty cloud.

DUSTER
 (to Rocky)
 From your furry butt.

Mica glares. Duster behaves.

MICA
 And what makes grass grow?

Duster and Rocky look blank. Rocky shrugs.

MICA (CONT'D)
 Water.

DUSTER
 What? Those little drips like what
 Rocky **stole?**

Duster glares at Rocky. Rocky ignores him.

MICA
 Little drops can change the world,
 like on the day you two were born.

EXT. FLASHBACK - NEST MOUND OVERLOOKING DRY SALT LAKE - DAY

Dark clouds cover the sky shrouding the mountain tops beyond the vast white lake bed. God-rays poke through illuminating spots on the lake. Mica, very pregnant, and GERBIL (Mica's young husband) stand mesmerized on their nest mound.

(CONTINUED)

CONTINUED:

MICA (V.O.)

It was a day like we never seen,
your daddy and me. Sky was dark,
cloudy, ready to break open.

MICA

What's happening, Gerbil?

GERBIL

A miracle not seen in an age.

MICA

It's a sign. These babies will be
something more, something special.

Gerbil pulls Mica closer.

A large drop falls with a soft SPLAT at their feet, then more
drops fall, dampening the dry ground.

Mica raises her arms to the sky. She twirls letting the water
soak into her fur.

Gerbil watches, all smiles.

Mica bends over in pain. She holds her swollen belly.

MICA (CONT'D)

I think they're coming right now.

As Gerbil escorts Mica to the nest hole, she looks back at
the dry lake now glistening with water.

BACK TO SCENE

EXT. - DESERT CLEARING - MORNING

MICA

The white desert turned sparkly
that day. All those little drops
gave us this grass, these seeds,
all your friends and each other.
Water made our family possible. And
when you got family you can change
the world too. So stop beatin' up
on each other.

ROCKY

(to Duster)

I knew you were a 'drip.'

Duster socks Rocky in the shoulder.

Mica SIGHS.

(CONTINUED)

CONTINUED:

MICA

No tellin' when water will make the
grass grow and the white desert
sparkle again. That's why we save
every seed.

A breeze disturbs some rattlesnake grass making the seed pods
RATTLE like a snake.

Everyone freezes. They look around, wide eyed.

Mica spots the grass shaking and puts her hand on her chest.

MICA (CONT'D)

(exhaling)

Ah. I guess I'm a little on edge
since your father was taken, bless
his soul.

EXT. UNDER A SHRUB - MORNING

A RATTLE SNAKE (old and battle-scarred) snoozes in the shade.
LAUGHTER of young Duster and Rocky disturbs him.

ROCKY (O.S.)

Tag! You're it!

DUSTER (O.S.)

Erh! Okay. I'm counting 'til ten,
then I'm gonna get you.

The snake opens his eyes.

Rocky dashes by in a flash.

The snake flicks his tongue and moves out of the shadows.

EXT. DESERT CLEARING - MORNING

Duster leans against a rock, eyes closed and counting.

DUSTER

Eight, nine, ten.

Duster opens his eyes and looks around. Mom gathers seeds
nearby. The clearing is strangely empty. On the far side
Rocky's white-tufted tail dangles from behind a rock.

DUSTER (CONT'D)

Ha! I'm comin' to get you!

Duster sneaks toward his brother's hiding spot.

A breeze blows. RATTLE sounds. Duster stops dead.

(CONTINUED)

CONTINUED:

Rocky pokes his head out from his hiding spot.

ROCKY
(taunting)
Duster's afraid of snake grass.

The snake oozes out from behind Rocky's hiding spot.

DUSTER
Rocky! Behind you! For real!

Duster's mom drops her seeds and runs toward the snake waving both arms.

MICA
Here!

The snake strikes at Rocky's hiding spot. Only a SQUEAK.

DUSTER
Mom!

Mica throws a stone at the snake.

MICA
Duster. Run! Get to the nest hole!

Mica looks into Duster's eyes then runs into the bush.

The snake turns, glances at Duster, then pursues Mica.

Duster stares transfixed.

DUSTER
Mom?

SILENCE, then a RUSTLE in the brush.

The snake emerges, swallows something and glares at Duster.

Duster pants. He runs for the nearest hole and dives in.

He leaps out and runs, followed by a black hairy tarantula. The tarantula stops.

The snake pursues Duster past rocks and bushes, ever closer.

Duster dives into one of several holes at the base of a large round grey-brown patterned stone.

The snake arrives and peers into one of the holes. The head of PUCK (a very old and crusty desert tortoise), pops out and stares down the snake.

(CONTINUED)

CONTINUED: (2)

PUCK
Lose somethin', worm?

SNAKE
Cough up the rat.

PUCK
What rat?

The snake RATTLES his tail.

SNAKE
Fur ball you're hiding, 'Old
Stone.'

PUCK
Bite me, fang face.

The snake HISSES and leaves.

PUCK (CONT'D)
Good riddance ya overstuffed worm.
You can come out now, youngin.'

Duster pokes his head out, looks around, then emerges,
shivering, his eyes wet with tears.

Puck smiles as much as an old tortoise can.

DUSTER
(through tears)
Mom saved me, and I just ran away.
Now they're all gone.

PUCK
She did what family does, youngin'.
And you ran like she wanted you to
do. It's what you had to do.

Duster stares out across the vast white salt flats. A tear
falls onto the ground and disappears in a puff.

DUSTER
Now I'm alone.

PUCK
No, youngin' you got me.

SUPER: A Year Later

EXT. DESERT - MOMENTS BEFORE DAWN

A glistening drop of dew falls from a cactus flower. It lands
on young-adult Duster's tongue.

(CONTINUED)

CONTINUED:

He rolls it in his mouth like a fine wine and SIGHS.

DUSTER

Mm. Sweet cactus flower nectar.

Duster looks across the white salt flat to the eastern sky. The first hot sunbeams pierce the line of hills.

Duster GASPS.

He dashes to a drop on another flower. Gone in a POOF.

All around the remaining droplets disappear in little puffs.

Duster SIGHS, plops down below a lavender-green prickly pear cactus and SMACKS his dry lips.

A horny-toad lizard, on a sun-splashed rock, looks on, SMACKS his lips and does a few push-ups.

DUSTER (CONT'D)

Morning work-out?

Lizard winks and licks his eye.

Duster tries to lick his eye, fails, then grabs a cactus pad, scrapes off the spines on a rock and bites it.

Green ooze drips from both sides of Duster's mouth.

DUSTER (CONT'D)

Ech!

Duster spits out the green goo and plucks out a spine.

DUSTER (CONT'D)

(to the lizard)

How does Puck eat this stuff?

The lizard shrugs, devours a nearby fly and smiles.

DUSTER (CONT'D)

(grimacing)

Good choice. Seen any grass seed
'round here?

Lizard shrugs.

Duster SIGHS, tosses the cactus and sniffs the air. He perks up and smiles.

DUSTER (CONT'D)

Hm.

EXT. ABANDONED CAMP - MORNING

Bits of cloth, rusty eating utensils, an old carpet bag and a broken pair of round-rimmed spectacles on a skull lie near a broken down wagon.

Duster admires a golden kernel of corn glowing at his feet.

He grabs it, gives it a polish on his belly fur and bites.

DUSTER
(recoiling)
Ow!

He checks his teeth for damage. He looks around.

An unbroken lens of the round-rimmed spectacles casts a hot spot on the ground.

DUSTER (CONT'D)
Yes!

Duster removes the glasses from the skull, arranging them on a rock to shine a hot spot onto the kernel. He waits.

He furrows his brow and reaches for the kernel... BOOM!

He's thrown backwards, head engulfed in a large popcorn puff.

Duster rolls around straining to free himself with his feet.

Puck emerges from behind a rock and CHUCKLES.

PUCK
Seems fair, breakfast tryin' to eat
you fer a change. Makes fer a nice
hat too.

DUSTER
(muffled, strained)
Argh! A little help?

Puck pops off the puff.

Duster sits up and spits out some white fluffy bits.

DUSTER (CONT'D)
Thanks, Puck.

More fluffy white bits fly from his mouth.

PUCK
How is it?

(CONTINUED)

CONTINUED:

DUSTER

Kinda dry. Wished I had some water.

More white bits fly.

PUCK

Keep dreamin' Ain't no more water
in these parts. How 'bout some nice
cactus juice?

DUSTER

No! Any more of that green slime
and I'll start growin' a shell.

PUCK

Hey, don't knock it 'til you try
it.

Duster knocks on Puck shell, sits down and scowls.

DUSTER

No more water. No more grass seeds.
No more friends. No more family.
Gotta be someplace better, Puck.

Duster gets up and jumps onto Puck's shell. He scans the salt
flats.

DUSTER (CONT'D)

Mom told me and Rocky the day we
were born there was so much water
out there it shined 'til you could
see the mountains reflected in it.
Where'd it all go?

PUCK

I heard tell a giant black water-
snake drunk it all up.

Duster catches his breath.

DUSTER

Giant Snake?

Duster furrows his brow and looks back at the lake. A
shimmering ghostly mirage reflects the eastern mountains. His
eyes widen.

DUSTER (CONT'D)

Puck, Look. It's shiny. I can see
the mountains reflecting. There's
still water out there.

(CONTINUED)

CONTINUED: (2)

PUCK

Nope. Ghost water. It'll sparkle
and shine, lure you out there and
...

DUSTER

And what?

PUCK

Poof! It disappears, leavin' you
out there to dry up and **POP!** like
that popcorn that tried to eat you.

Duster stares out at the mirage, eyes glazed.

PUCK (CONT'D)

Hm. Don't get any ideas. If yer mom
were here she'd learn ya.

DUSTER

She did. No water no grass seed,
like now, and no friends, like now,
and no family, just like now.

Puck SIGHS.

PUCK

Duster, 'less there's some miracle,
and all the real water comes back,
you gotta learn the loner-life,
just like me.

Duster jumps down and looks hard at Puck.

DUSTER

I'm not put together like you,
Puck. I got no shell. I want a
family, I want friends, and I **hate**
cactus juice! I'm gonna get to that
water and bring some back.

Puck's eyes widen.

PUCK

Now hold on there. Aint no way I'm
lettin' you run out there by
yourself to shrivel up and blow
away.

DUSTER

Who said run? Maybe I could fly out
there and back?

Duster spreads his arms and runs around flapping like a bird.

(CONTINUED)

CONTINUED: (3)

PUCK
Sprout'n wings now?

Duster trips headlong into an old carpet bag. Dust flies.

Puck SNEEZES.

PUCK (CONT'D)
Nice take-off, bird-boy.

DUSTER
(from inside)
Ha!

Duster emerges, all smiles from the bag, pushing an old roller skate with some rumpled pink bloomers piled on top.

Puck looks askance.

PUCK
New wardrobe?

No. Our chance to fly!

PUCK (CONT'D)
Wait. What?

EXT. LOW FLAT ROCK AT SHORELINE OF DRY LAKE - MORNING

Duster stands on a low flat rock at the edge of the salt flat. A rusty roller skate rests on the smooth salt. A rumple of pink bloomers is secured to the roller skate with string.

Puck stands by.

PUCK
What sort of contraption... ?

DUSTER
You'll see. It needs a good name.

PUCK
How about DDT.

DUSTER
What's that?

PUCK
Desert Death Trap.

Duster sneers.

He jumps onto the skate, grabs the strings and raises the bloomers to catch the air.

(CONTINUED)

CONTINUED:

DUSTER
Just watch me ...

A gust flings Duster, face first, SMACK into a rock.

He falls backward with a THUD, bloomers settling onto his face.

PUCK
Crash?

Duster extricates himself from the frilly pinkness.

DUSTER
Just needs somethin' heavy.

Duster looks at Puck, eyebrow raised.

Puck's eyes widen.

DUSTER (CONT'D)
Puck, haven't you ever dreamt of
flyin' over the desert, the wind
whistlin' through your shell?

Duster leans toward Puck's ear and WHISTLES like the wind.

PUCK
I whistle plenty good on my own.

Puck WHISTLES a crusty old version of a whistle.

DUSTER
I can't do it alone, Puck.

PUCK
Heh. First time I ever heard you
say that.

DUSTER
Don't you want to dip your toes
into some nice cool water?

Puck glances at the shimmering reflections of the mirage.

DUSTER (CONT'D)
Maybe you'll meet a lady water-
turtle.

Duster grins, acts demur and bats his eyes.

Puck GRUMBLES and nods.

(CONTINUED)

CONTINUED: (2)

DUSTER (CONT'D)
 And don't worry. This'll just be a
 test. We won't go far.

EXT. UNDER A NEARBY ROCK - DAY

The old Rattle Snake, eyes closed, cringes with each SQUEAK of a roller skate wheel. He opens his eyes and tests the air with his tongue.

SNAKE
 (hissing)
 Hm. The one that got away.

The snake leaves his den.

EXT. BACK TO SCENE - FLAT ROCK AT LAKE'S EDGE

Duster pushes the roller skate, with bloomers attached by string, onto the smooth salt pan below a flat rock. The wheels SQUEAK, SQUEAK, SQUEAK.

Puck slides on, legs straddling the skate.

Duster steps on to Puck's back and grabs the strings of the bloomers. One string is hung-up on a thorn.

As he releases it he spots motion in the brush.

DUSTER
 Snake, Puck!

PUCK
 What?

DUSTER
 Lift your feet up!

PUCK
 Why didn't ya say so.

The snake coils for a strike, but too late.

The bloomers fill. Duster and Puck set sail.

The snake coils and hisses at shoreline.

SNAKE
 I'll find you, Rat!

Duster bends over and pats his dusty butt at the snake.

DUSTER
 Whew! Close one.

(CONTINUED)

CONTINUED:

PUCK

Lucky this contraption works.

Duster and Puck sail toward the middle of the white desert.

EXT. DRY WHITE LAKEBED - DAY

Puck watches the world fly by faster and faster. He breaks a faint crusty smile and closes his eyes as the wind blows across his face.

The billowy bloomers propel the craft over the bumpy salt pan toward the shimmering mirage ahead.

DUSTER

We're makin' great time.

PUCK

Some test. This ride's gonna loosen my screws.

DUSTER

Have some fun for a change, Puck.

They sail past a bleached skeleton.

They stare.

PUCK

Loads 'a fun. Test's over. Let's head back.

DUSTER

Look. The water's right there.

Duster points ahead with his nose.

PUCK

Look again. Ghost water.

DUSTER

What?

PUCK

It's movin' away fast as us.

The craft passes the remains of a half-submerged Spanish galleon, its decorative mermaid prow protrudes from the salt.

Duster and Puck stare wide-eyed.

PUCK (CONT'D)

What the heck is that?

(CONTINUED)

CONTINUED:

DUSTER
Maybe we ought'a head back.

PUCK
Yep.

DUSTER
Lean to the right.

Puck complies but to no effect.

DUSTER (CONT'D)
Hm. Must be rusty.

PUCK
Who you callin' rusty?

DUSTER
I'll slow us down.

Duster leans back and pulls on the 'reigns' of the bloomers.

DUSTER (CONT'D)
Whoa!

PUCK
I ain't no horse neither.

The bloomers fill even more.

The craft picks up speed.

PUCK (CONT'D)
Well that worked just dandy. Now
we're near to the other side.

The craft moves faster, catching air on each bump.

Dust devils rise on the lake and move on an intercept course.

DUSTER
What's that?

PUCK
(voice rattling)
Dust Devil.

DUSTER
Snakes, ghosts **and** devils!

It's nearly on them.

PUCK
Told ya. Hold on!

(CONTINUED)

CONTINUED: (2)

The dust devil sweeps them up.

Up they rise churning and twirling.

A horny toad lizard flies by and winks at Duster.

Duster stares, wide-eyed.

High above the lake bed the wind dies.

They fall.

DUSTER & PUCK

Ahh!

The bloomers untwist and fill like a parachute.

The craft floats slowly down.

They relax.

PUCK

Whew!

DUSTER

I wasn't worried.

Duster sees a long black pipeline on the now nearby shore.

DUSTER (CONT'D)

Say, what's that?

PUCK

What's what?

DUSTER

That huge long black...

PUCK

Snake?

Duster's eyes widen. He tries to climb up the strings of the 'parachute.'

The bloomers rip at the crotch and deflate.

They fall.

DUSTER & PUCK

Ahh!

Puck falls into a thicket.

Duster lands nearby with a THUD into soft silt.

(CONTINUED)

CONTINUED: (3)

Dust rises. COUGHING.

EXT. UNFAMILIAR SHORE - DAY

As the dust clears Duster sits gathering his wits.

Puck emerges from the brush 'dressed' in the pink bloomers. His head sticks out from the ripped crotch.

Duster dives into the bloomers with Puck. Only his tail is visible. He shivers.

PUCK

You can come out, youngin'. Snake's not movin'.

Duster pokes his head out.

DUSTER

Dead?

PUCK

Looks to be kinda petrified like stone or such.

Duster emerges and looks toward the snake.

The black iron water pipe is suspended on struts several feet above the ground and extends out of sight left and right.

Duster looks back at Puck dressed in the bloomers. His eyes widen. He GIGGLES.

DUSTER

You look real sweet.

Puck looks at himself and grumbles.

PUCK

Well, don't jus' sit there. Get me out'a this thing.

DUSTER

It looks kind'a nice on you, Puck.

Duster snickers.

He turns back and looks through the brush at the great black pipe and moves toward it.

Puck lags behind, the bloomers hung up on a thorn.

(CONTINUED)

CONTINUED:

PUCK
(grumbling)
Dang frills.

Duster gestures 'stop,' and SHUSHES Puck to be quiet. He pulls some brush aside.

Across a dirt road the suspended pipe stretches as far left and right as the eye can see.

He closes the brush and shudders.

PUCK (CONT'D)
What do ya see?

DUSTER
Big. Really big.

Duster shivers.

Puck strains to look.

PUCK
It's tied to the ground. Oddest
thing I ever seen.

Duster sniffs the air.

DUSTER
I smell something.

PUCK
Sorry, I'm old.

DUSTER
Water. It's a water snake like you
said.

PUCK
I was makin' that up to keep you
from comin' out here.

Duster sniffs and looks again.

DUSTER
It must'a drunk up all the lake
water. Let's have a look.

PUCK
I can look just fine from here.
Come on let's go home.

Puck unhooks himself from the thorns and turns to leave.

(CONTINUED)

CONTINUED: (2)

Duster fidgets, then dashes across the road toward the pipe.

DUSTER

There!

Duster points up at a drop of water hanging from a pipe joint.

DUSTER (CONT'D)

(whispering loudly)

Water's still in its belly.

Puck turns to see Duster standing mesmerized.

PUCK

I was right?

Duster closes his eyes and sticks out his tongue to catch the drop.

Puck moves toward Duster, then stops at the CRUNCH of BOOTS on SAND.

A MAN IN OVERALLS, carrying a large wrench, approaches Duster's location.

Another MAN IN A WESTERN HAT, (The Boss, in pressed khaki's and suspenders) follows.

Puck retreats.

PUCK (CONT'D)

(toward Duster)

Psst! Psst!

The drop hangs lower.

The man notices Duster and sneers. He raises his work-boot.

Puck cringes.

The man in overalls stomps down.

The rush of air tweaks Duster's whiskers, and he jumps away as the boot lands with a CRUNCH.

The water drop falls and soaks into the sand.

MAN WITH A HAT

What was that?

MAN IN OVERALLS

Just some desert rat.

(CONTINUED)

CONTINUED: (3)

MAN WITH A HAT

Right. Just fix the leak. I'll be
in the truck.

The man in the hat returns to the truck.

Duster watches, wide eyed, from the bushes as the man in
overalls tightens the pipe joint with a wrench, causing a
hanging droplet to dry up and disappears in a puff.

The man puts down the wrench and takes out a canteen from a
canvas knapsack on the ground.

Duster looks at the wrench, then at the pipe joint where the
last drop dried up. He strains to drag the wrench away as the
man pours a stream of glistening water into his mouth.

Finished, the man reaches for the wrench and Duster dives
into the knapsack.

Puck GASPS.

The man returns the canteen to the knapsack and closes the
flap with Duster inside.

He drops the knapsack into the flatbed.

PUCK

(to himself)

Nelly. Now he's gone and done it.

Puck takes after the man at tortoise top-speed. At third step
the truck revs-up, leaves in a cloud of dust and disappears
around a bend.

Puck stops. He stares down the empty road a moment and SIGHS.

A tear forms then evaporates.

PUCK (CONT'D)

Well, youngin' you're on your own
now.

Puck turns to look out across the dry lake toward home.

INT. INSIDE THE CANVAS BAG - DAY

Duster strains as he pulls on the lid of the canteen.

EXT. THE BED OF THE OLD SLAT-BOARD PICKUP TRUCK - CONTINUOUS

Duster drags the canteen from the bag into the open flatbed.

(CONTINUED)

CONTINUED:

He looks around, drops the canteen and runs to a look through the gap between the slat-boards of the walls of the flatbed.

Duster's dry-lake homeland recedes as the truck climbs into the rugged eastern hills.

Duster looks around.

Near the cab some left-over twine lies at the foot of a pile of bundled sleeping bags and camping gear next to a large storage box.

Duster grabs the twine, ties one end to a framing element of the slat-board walls, grabs the other end, jumps to the top of the uppermost slat and looks out over the dry lake-bed.

Duster swings away from the truck just as it passes a sheer cliff. He flies over nothingness, tightens his grip and swings back to the truck bed.

DUSTER
(gasping for air)
Bad idea.

Duster sees a crumpled brown paper lunch bag. He grabs it and sniffs inside at the scent of lunch. He SIGHS.

DUSTER (CONT'D)
Maybe I **will** fly out of here.

Duster opens the bag to the wind. It fills, propels Duster against the slat-board wall, and knocks him out cold.

The bag floats away.

EXT. RED ROCK MESA - DAY

The truck drives through red rock hoo-doo and pinion pines.

Duster sleeps at base of the lift-gate at the rear of the flat-bed. He smiles and paws the air.

The truck hits a major bump that wakes Duster.

The truck stops.

All around are red-rock formations and pinon pines.

Duster perks up. He sniffs the air and looks through the slats.

DUSTER
Water?

(CONTINUED)

CONTINUED:

The driver's side truck door opens and SLAMS. The man in overalls exits the cab.

Duster looks through the slats at the man.

The man with the hat exits the truck.

MAN IN OVERALLS

Boss.

MAN WITH A HAT

Good place to camp before tomorrow.

MAN IN OVERALLS

Lookin' forward gettin' down to the boat in the mornin'.

MAN WITH A HAT

Yup. Joe's got it all provisioned up and ready to go for us. He'll pick us up at the end too.

MAN IN OVERALLS

River trip's a nice way to see all the water that'll make us rich when we sell it to those farmers.

The two men smile and walk to the lift-gate.

EXT. THE BED OF THE OLD SLAT-BOARD PICKUP TRUCK

Duster watches. He jumps atop the storage box behind the cab and cringes behind the latch that opens the box.

The lift-gate is pulled away with a jolt. Duster slips, grabs the latch and releases multiple large pipe sections.

He rolls one, like a log-roller in a river, off the flat-bed, CLANGING onto red sloped ground.

Other pipes follow.

The men scurry to stop the pipes from rolling away.

The Man with the hat sees Duster 'log rolling', trips on a rock and falls just an arm's length from Duster.

They lock eyes.

The Man with the hat glares at Duster as he rolls past.

Duster flips the man a wave, then feels the pipe and ground disappear from under his feet.

(CONTINUED)

CONTINUED:

DUSTER

Ahh!

EXT. THE RIVER - DAY

Duster and pipes fall from a sheer red cliff, then SPLASH!

Pipes splash down around Duster, one just missing him.

Duster goes under. He's tossed, tumbled, up for air, then deep below, swirled over smooth rocks then gasping for air.

With eyes closed Duster finds a reed to grab. One hand slips.

A hand from above finds his. LILY, (young female 'tomboy' river rat) on a reed raft has Duster's hand.

LILY

Let go!

DUSTER

(coughing)

What? No.

LILY

Really. Let go of the reed!

Duster looks up and sees Lily through a wet blur.

Dazed and surprised he lets go.

Lily hoists him up and onto the raft.

EXT. ON THE RAFT - DAY

Duster lies on deck and coughs and chokes out the water.

Lily stares at him with furrowed brows and hands on hips.

LILY

Some kind'a river rat you are,
can't even manage a kiddie stream.

DUSTER

A what?

Duster coughs again. He raises his head to look around.

The river is calm with only a few ripples passing over and around smooth stones.

DUSTER (CONT'D)

This is all water.

(CONTINUED)

CONTINUED:

LILY
Uh. Yeah. It **is** a river.

DUSTER
River?

Lily stares at Duster a moment then grabs his head to examine it for bumps.

LILY
Hm. No bumps. Maybe you were under there too long.

DUSTER
Huh. A river of water.

LILY
Something tells me you're not from around these bends.

DUSTER
These "bends"?

LILY
You makin' fun of me, Soggy? I'm not the one who nearly drowned in a kiddie stream.

DUSTER
No. It's just, look at all this water, the red rocks. It's like another world.

Duster looks all around the canyon of streaked red walls.

DUSTER (CONT'D)
Maybe it is another world.

LILY
So you're some kind'a Martian rat?

DUSTER
It's not like I flew down from the sky or ...

LILY
Uh. You kind'a did.

Lily points at the cliff above and acts out his fall.

LILY (CONT'D)
Sploosh!

(CONTINUED)

CONTINUED: (2)

DUSTER

I guess I did. Thanks by the way.

LILY

Water would'a spit you out sooner
or later, ... probably dead though.

Duster half-smiles and examines the stream he squeezes from
the remains of his tail tuft.

DUSTER

Heh. At home you drink water by the
drip. Here I'm the drip.

Lily smirks and nods.

LILY

Yup. Mars.

Duster wrinkles his brow.

DUSTER

Mars?

Duster stands up and adjusts his balance as the raft shifts.

DUSTER (CONT'D)

So what is this thing?

Lily smiles.

LILY

I call it my "River Access Fast
Transporter." I invented it myself.

DUSTER

R.A.F.T. Raft. Hm. Nice.

Duster jumps up and down.

LILY

No jumping.

DUSTER

Sorry. Reminds me of somethin' I
invented yesterday, or at least I
think it was yesterday.

LILY

What was it?

Duster pauses.

(CONTINUED)

CONTINUED: (3)

DUSTER

Uh, it was a "Desert Access Fast
Transporter."

Duster smiles wide.

Lily smirks.

LILY

DAFT?

Duster grins. He opens his mouth to explain, but Lily stops him.

LILY (CONT'D)

Grab onto something.

DUSTER

Huh?

Duster looks ahead and sees walls of standing water waves and white-water.

He grabs the nearest thing, Lily's tail.

LILY

Hey!

Lily drops the oar used to control the raft.

Duster holds fast.

The out-of-control raft climbs the nearly vertical face of a standing wave then drops down the other side.

Lily and Duster are tossed around the raft as Lily holds on to a tie strap and Duster holds on to Lily.

The raft goes over the last wave and Duster slides nose to nose with the unhappy Lily.

LILY (CONT'D)

Let go.

Duster lets go.

DUSTER

Sorry. You said to hold on.

Lily gets up and glares at Duster.

LILY

Now we got no oar.

(CONTINUED)

CONTINUED: (4)

Duster looks puzzled.

LILY (CONT'D)
The flat stick thing I use to
control the raft.

DUSTER
Oh.

LILY
Hopeless.

DUSTER
So what now?

LILY
We make for shore.

DUSTER
Yes!

Lily dives into the water and swims the raft to shore.
Duster looks at Lily, amazed.

EXT. SHORELINE - DAY

The instant the raft touches down Duster leaps onto the dry
silty red ground and rolls around until he is coated head to
toe in red dust.

After securing the raft Lily stands, hands on hips, watching
Duster.

LILY
Must be some sort'a spasm.

DUSTER
Nah. I just always feel better
after a bath.

LILY
That's the opposite of a bath. Now
you're all coated in dust.

DUSTER
Well, 'Duster' **is** my name.

Lily raises an eyebrow.

LILY
Figures.

Duster looks up at Lily, smiles and sticks out his hand.

(CONTINUED)

CONTINUED:

Lily spits in her hand and shakes Duster's.

She looks at the glob of red mud now in her palm.

LILY (CONT'D)
Lily.

DUSTER
Pleased. So anybody ever call you
"Water Lily"?

LILY
None that wanna live.

DUSTER
Just askin.'

Lily turns to look around.

Duster gets up to follow.

DUSTER (CONT'D)
So where are we headed on your
raft?

LILY
We are goin' no where. It's just a
test run to see if it works.

DUSTER
(smirking)
A kind 'a 'dry run.'

Duster smiles and pats his fur. A dust cloud rises.

Lily rolls her eyes.

LILY
Very funny.

Lily picks up a small branch. It breaks as she tests it.
There's only small brush and twigs.

DUSTER
What are you doin'.

LILY
Trying to find a new oar so we can
control the raft.

Duster nods.

Lily sighs and sits down.

(CONTINUED)

CONTINUED: (2)

Duster sits beside her.

Lily shoots a glare and Duster edges away a bit.

DUSTER

So what now?

LILY

Don't know. I never thought I'd be scuttled by a Desert Rat from Mars.

DUSTER

Heh. Isn't Mars s'posed to be red all over?

LILY

S'posed to be.

Lily looks up and down Duster's red-coated fur.

DUSTER

Maybe this is Mars.

Duster points to the red cliffs.

LILY

Nope, world of The River Free.

DUSTER

Well, it's darn near all white desert where I'm from. No water no more.

Lily raises an eyebrow.

LILY

So how'd you get here?

DUSTER

Giants took me.

Lily's eye's widen.

LILY

White Desert? Giants?

DUSTER

Yep. Puck, that's my tortoise friend, said the white desert used to be full of water. Now all that's left is "Ghost Water;" spirits of water used to be there.

Lily stands up, eyes wide.

(CONTINUED)

CONTINUED: (3)

LILY
Spirits?

DUSTER
Or somethin.' Anyway I, well me and
Puck, sailed off in my "DAFT,"
after what ended up being just
ghost water, and a big whirlwind
dropped us at this big black snake
thing full 'a water and some huge
two-legged giants snatched me up
and brought me here, well up there.

Duster points to the top of the cliffs.

Lily steps back wide eyed.

DUSTER (CONT'D)
You think I'm nuts.

LILY
Get up. We gotta go.

DUSTER
On the River Free?

LILY
Nope. We're walking.

DUSTER
Yes!

Lily stares at Duster with furrowed brow.

DUSTER (CONT'D)
So what's wrong?

LILY
Uh, well just the end of the world.

Duster half-laughs, then stops at Lily's serious look.

EXT. A PATH AT THE BASE OF THE SHEER RED CLIFFS - DAY

Lily leads Duster up river along an ancient path at the foot
of the sheer red cliffs streaked with the black.

A loud CRACK from above startles Duster.

Lily stretches out her arm across Duster's belly and pushes
him against the wall as a large rock falls at their feet with
a THUD and a blast of air.

Duster stares at the rock and gasps for breath.

(CONTINUED)

CONTINUED:

Lily smirks and signals to keep moving.

EXT. SHEER CLIFF WALL HIGH ABOVE THE CANYON - DAY

Lily and Duster make their way high on the face of the vertical cliff using strategically placed hand and foot holes big enough only for rat feet and hands.

They come to a ledge where two giant red rock spires guard a waterfall that emerges from the solid rock cliff face.

LILY

There.

Lily points to the waterfall, just ahead.

LILY (CONT'D)

That's where we're going.

Duster stares, both amazed and puzzled.

DUSTER

By the falling water?

LILY

Not exactly.

Lily leads Duster to the edge of the emergent waterfall.

Duster breathes in the moist air.

DUSTER

Does water usually come straight out of the rock like that?

LILY

Only here.

DUSTER

So now where do we go?

Lily smiles, dives behind the falls and disappears from view.

DUSTER (CONT'D)

Huh? Lily?

Only the RUSH of water answers.

Duster leans forward. He stretches out his arm.

From the mist behind the falls Lily's arm reaches out and pulls Duster in.

EXT. BEHIND THE WATERFALL - DAY

Blue and white light shimmers across Lily and Duster's faces. Lily looks fairy-like and ethereal. The water ROARS.

Duster stares.

LILY
(yelling)
What?

DUSTER
(yelling)
You look all sparkly.

Lily breaks a light smile.

LILY
(yelling)
Come on.

Lily gestures for Duster to follow her into a cave.

DUSTER
In there?

Lily nods.

INT. CAVE BEHIND THE WATERFALL - CONTINUOUS

The cave is illuminated by shimmering blue light. Lily and Duster continue and disappear into darkness.

EXT. GROTTO OF THE TURQUOISE POOLS - DAY

Duster and Lily emerge from the cave into an immense grotto of turquoise pools set like steps in pure white travertine stone and lush green plants. Water drips from foliage all around. At the far end of the grotto a broad waterfall cascades into the largest of the turquoise pools. All is surrounded by a ring of shear black-streaked red cliffs.

Duster's jaw drops. His eyes widen as he stares.

DUSTER
I never seen anything like this.
I'd 'a never imagined anything like
this.

LILY
This is my world. No other
outsiders have seen this place.

Duster's brow furrows. He pauses.

(CONTINUED)

CONTINUED:

DUSTER

Wait. Should I even be here?

LILY

Just stay here and don't drink the water. I'll be back.

Lily turns, walks upstream toward the falls and disappears over a rise.

Duster turns to the beautiful blue and delicious looking water. He walks to the edge of the travertine pool and stares at his reflection in the water.

DUSTER

(To himself)

If you could only see this, Puck.

As Duster muses a dark round form moves toward him beneath the water's surface.

Duster steps back, his eyes fixed on the dark moving shape.

From the water a dark snake-like head, striped with yellow, emerges.

DUSTER (CONT'D)

Snake!

Duster turns to run, but something familiar keeps him there.

DUSTER (CONT'D)

Puck?

The OLD TURTLE (kind and wise) smiles.

TURTLE

No, pilgrim.

DUSTER

Tortoise?

Duster steps forward.

DUSTER (CONT'D)

No, you're a turtle, like Puck's ancients who swam in the big water lake a long time ago.

TURTLE

Puck?

(CONTINUED)

CONTINUED: (2)

DUSTER

Tortoise friend. Only lives on dry desert. He'd sink like a stone in all this water.

TURTLE

My you do go on. We are glad to meet you, friend of Puck the dry land tortoise.

DUSTER

We?

The turtle looks to the waters behind him.

A dozen or more turtles surface.

DUSTER (CONT'D)

Big family.

TURTLE

Not so big as some.

The turtle looks above and behind Duster, turns and submerges.

Duster smacks his lips. He bends down for a drink and swirls the water in his mouth. He smiles in deep pleasure.

Several sharp pokes in the back cause Duster to spit out the water. He turns to see.

Three pointed spears held by THREE OAFISH BROTHERS of Lily dig into particularly uncomfortable spots.

Lily pushes through and intervenes.

LILY

I told you not to drink the water.

DUSTER

I was thirsty.

The CHIEF (wizened, short, bent and cranky old river rat crowned with a band of woven grasses and a single turquoise stone. Lily's grandfather) uses his staff to pry his way through the bulky brothers and stands on a rock glowering down at Duster.

CHIEF

No matter.

Lily stands aside.

(CONTINUED)

CONTINUED: (3)

The Chief peers at Duster through the single lens of an old pair of eyeglasses mounted at the tip of his staff.

CHIEF (CONT'D)
Hm. You are not of this world.

The Chief pokes at Duster with his staff.

DUSTER
Ow. Mars, maybe?

Duster stands, rubbing the spot where he was poked.

The Chief peers down his nose and up at Duster.

CHIEF
You will be tested!

The Chief pokes Duster again.

DUSTER
Ow!

CHIEF
It shall be the trial of fire and water.

Lily GROANS.

LILY
Really Grandpa?

The Chief straightens himself as much as he can and squints his eyes.

CHIEF
The Trial of Fire and Water!

The chief waves his finger in the air then turns to leave.

The brothers sneer, grab Duster by the arms and escort him behind the Chief.

Lily walks beside Duster and the brothers.

DUSTER
(To Lily)
What was all that about?

LILY
Grandpa and his old ways.

(CONTINUED)

CONTINUED: (4)

DUSTER

No. I mean the whole 'Trial of Fire and Water!' thing.

Lily groans and rolls her eyes.

LILY

I wouldn't worry about that much. It's just an old ritual to see if you're worthy.

DUSTER

Worthy for what?

LILY

Uh, to live.

Duster's eyes glaze.

The group follows the rising path, passing ever larger turquoise pools. As they clear the last rise the grotto widens revealing the largest of the sacred pools at the foot of a broad blue water fall. All around the sheer red cliffs are full of small holes by the thousands. At the far side of the pool an altar of white stone holds a pile of dry wood and grasses below an enormous suspended travertine bowl.

Duster stares at the offering bowl with widening eyes.

The old Chief raises his staff.

They all stop.

DUSTER

(to Lily in a whisper)
What happens now?

LILY

Now you meet 'The Fam.'

DUSTER

I thought **they** were your, eh 'fam.'

Duster nods at the three brothers.

They glare back.

LILY

Heh.

Lily points up at the walls all around. From every hole and crack, from every crevice and shrub, it seems, the faces of Lily's 'Fam' emerge. They crowd around.

(CONTINUED)

CONTINUED: (5)

DUSTER

These are all your family?

LILY

Mostly. Clan of the Turquoise Waters, i.e., "The Fam."

DUSTER

I never saw so many ...

THREE AUNTS (Gossiping, judgemental) emerge from the brush, stand behind Lily and look Duster up and down.

AUNT 1

'Bout time Lily finds a 'bo' and settles.

Aunt 2 sneers.

AUNT 2

Settles is right. This one's pretty scruffy if you ask me.

AUNT 3

(in agreement)
Humph. Smelly and dusty too.

Lily looks back at them and narrows her eyes.

The aunts frown and stiffen.

The Chief steps onto a pedestal stone and raises his staff.

The walls fall silent.

CHIEF

Clan of the Turquoise Waters this invader from Mars has tasted of the sacred pools.

THE FAM

(all at once)
Ho!

CHIEF

He shall be tested.

THE FAM

Ho!

CHIEF

There shall be the Trial of Fire and Water!

(CONTINUED)

CONTINUED: (6)

All around the family breaks into cheers.

Duster cringes.

Lily's brothers stomp and yell.

Lily rolls her eyes

Duster looks around for means of escape. The walls are vertical, but there is a crack in the wall beyond the sacrificial altar.

CHIEF (CONT'D)

(To Duster)

Martian. You must cross the sacred pool without disturbing the waters, then command the sacred fire to life. Then we shall all feast!

DUSTER

Feast? I don't think so.

Duster lunges for the Chief's staff.

The crowd GASPS.

With staff in hand Duster jumps to the edge of the pond and vaults himself high and toward the far side.

The crowd falls to a HUSH.

Duster's efforts fall short as he plunges toward the water.

A rounded stepping-stone rises from the water, just enough for Duster to launch himself to the far shore.

He lands at the foot of the altar bowl.

The stone raises his head from the water. The turtle smiles.

The crowd on the far shore CHEER.

Duster turns and raises the staff in triumph.

DUSTER (CONT'D)

Ha! Feast on that!

A shaft of light focuses through the lens at the apex of the staff and ignites the brush below the travertine altar bowl.

The crowd goes wild. Hundreds leap into the pool and swim toward Duster.

(CONTINUED)

CONTINUED: (7)

Duster blanches and leaps to the rim of the altar bowl. He crouches down for a jump at the crack in the wall behind when a familiar POPPING sound from the altar bowl draws his attention.

He looks down at the bowl.

POP!

A pop-corn puff hits Duster in the face, knocking him off the altar unconscious.

Duster wakes to see Lily's face looking down at him.

LILY
Not bad for a "Martian."

Duster looks around and sees the entire tribe feasting on the fresh pop-corn.

DUSTER
This is the feast?

LILY
Sure. What did you think, that we'd eat you or something?

Duster grins.

The Chief arrives stepping off the back of his turtle taxi. He walks up to Duster and extends his hand.

Duster reaches out to shake the Chief's hand.

The Chief GRUNTS and points at the staff lying beside Duster.

Duster hands it over.

CHIEF
Come with me.

Lily furrows her brow.

CHIEF (CONT'D)
And you too, Lily.

They walk to the edge of the pool.

Three turtles surface to carry them to a small waterfall.

The Chief steps behind the waterfall and waves to follow.

INT. CRYSTAL CAVE AT THE TURQUOISE POOLS - DAY

Sparkling white crystals line the walls of the cave and reflect the light from the waterfall.

The Chief sits.

CHIEF

Sit.

Lily and Duster sit.

CHIEF (CONT'D)

Before Lily was born a spirit guide came to me. Like you, Duster, he flew down from above. I don't think he was from Mars, though.

LILY

(whispering to Duster)

It was a Duck.

Duster smiles.

The Chief squints at Lily and continues.

CHIEF

Anyway, he showed me a vision that one day giants would come to enslave the river, to steal it away for themselves. They would cause even the rocks to fall. Then our world would end in a cataclysm.

Duster tilts his head.

LILY

It means 'a disaster.'

Duster nods.

DUSTER

Well that's awful, but ...

CHIEF

There's more. Three nights ago he came to me again in a dream. He showed me a great black snake drinking the waters dry before they could rest in the great pool at the end of the world. Only a white desert was left where our ghosts would wander forever.

(CONTINUED)

CONTINUED:

Duster GASPS.

DUSTER

White desert? Ghosts? And a great black snake thing with water in it. That's my world. I just came from there!

Lily's eyes widen.

LILY

This is why I brought Duster, Grandpa.

DUSTER

...and there was a giant by the snake, keeping it from losing water. He brought me here. You're world must be next.

The old Chief looks down.

Lily holds the Chief's hand.

CHIEF

So our river will be lost, the waters taken and no longer free to make the world; confined to the belly of a great black snake.

Lily sighs.

LILY

I didn't want to say this, Grandpa, but I've seen the giants riding the river. It's where I got the idea for the raft.

They all fall silent.

The Chief pulls Duster closer.

CHIEF

It was not the giant who brought you to us, Duster.

DUSTER

Oh, it was definitely...

The Chief gestures, 'stop.'

(CONTINUED)

CONTINUED: (2)

CHIEF

It was the Spider Woman, the weaver
of clouds, bringer of rain who
brought you here, much as she did
with me long ago.

DUSTER

What do you mean?

Lily raises an eyebrow and leans in to listen.

CHIEF

I was once from the world above.

Lily sits straight, eyes wider.

LILY

You never told me that.

CHIEF

Classified. Need to know,
sweetheart.

The Chief signals to keep this a secret.

FLASHBACK - EXT. - HIGH DESERT PLATEAU - MORNING

A young desert rat shakes the last drop of dew from a cactus
flower. He looks around for more but finds none. He sets his
eyes on a crack in the rocks at his feet that widens and
deepens into ravine. He follows it down.

CHIEF (V.O.)

One morning, when I was a young
pup, I became frustrated with
gathering the few drops of morning
dew. I set out to find more, and
followed a crack in the ground that
soon widened into a canyon.

EXT. DEEPENING CANYON - CONTINUOUS

Deeper into the red rock canyon the young rat sniffs the air
and paws at damp spots on the ground. He looks down the still
dry canyon and turns to go home.

CHIEF (V.O.)

I found damp ground but no water. I
turned to start back, but then I
heard a soft voice echoing in the
canyon.

The young rat stops to listen.

(CONTINUED)

CONTINUED:

FEMALE VOICE (V.O.)

Stay and I will teach you a song to
bring the cool waters.

YOUNG CHIEF

What? Who are you?

FEMALE VOICE (V.O.)

Weaver of clouds, bringer of rain.

YOUNG CHIEF

You are the Spider Woman?

FEMALE VOICE (V.O.)

I have many names, many shapes.

YOUNG CHIEF

Teach me.

The Spider Woman sings the flowing and mysterious song "The River Free." The song rides the breeze filling the canyon as the winds rise and whip through the canyon.

As the young Chief joins in the song the clouds above weave together and great drops of rain begin to fall.

The song rises, rains quicken, wind whips and THUNDER rolls.

As the song ends a vortex of wind and rain transforms before the eyes of the Young Chief, and becomes a young flesh and blood beautiful female spring rat.

The Young Chief stares wide-eyed then falls to his knees.

SPIDER WOMAN

Pretty good singing. Look what we
did.

The Young Chief raises his face to the clouds and rain.

YOUNG CHIEF

We make a good team.

From up canyon a RUMBLING CRASHING SPLASHING sound echoes.

SPIDER WOMAN

Maybe too good. Quickly, climb up
on the biggest rock in the middle
of the canyon.

They run and leap onto the rock as a roiling wall of water careens down the canyon carrying off everything in its wake.

(CONTINUED)

CONTINUED: (2)

The wave reaches them with a splash, drowning all below the level of their feet.

YOUNG CHIEF
Can't you make it stop?

SPIDER WOMAN
I'm like you for now. The river is free to choose it's own path.

The young Chief wipes his face only to see a large floating log rushing straight at them.

He grabs the Spider Woman's hand.

YOUNG CHIEF
Get ready to jump.

She nods with a calm smile.

The log is upon them.

With a great leap the two land on the top of the log and ride the flood down the canyon.

CHIEF (V.O.)
We rode that log all the way to this place.

INT. END FLASHBACK - CRYSTAL CAVE AT THE TURQUOISE POOLS

The Chief opens his eyes.

LILY
Grandpa, I thought no river rat ever survived a flash flood.

The chief sits up straighter and nods.

LILY (CONT'D)
And the Spider Woman was Gram Gram?

CHIEF
She was your grandmother. She brought us to this place like she brought you, Duster.

DUSTER
How do you figure? I just wanted to find where all the water went, just like you... Oh.

The Chief smiles.

(CONTINUED)

CONTINUED:

CHIEF

In the test of fire and water you
showed ingenuity and found allies.

DUSTER

The turtles.

CHIEF

You are a River Rat at heart,
Duster. You are The One.

Duster sits a bit straighter.

Lily rolls her eyes and looks askance.

CHIEF (CONT'D)

It's your destiny to free the river
from the great black snake, or die.

Duster blanches.

Lily's eyes narrow.

DUSTER

Oh, no! No! Thanks, big honor,
but... Big snake? No snakes. Spider
Woman? Not good with spiders
neither.

The Chief looks down his nose at Duster.

CHIEF

The river must be free to choose
its path or all will be dust.

DUSTER

Dust? I like dust. Heh. Duster's my
name.

Duster pats his chest and a small dust cloud rises.

CHIEF

This is not about you.

He points to the happy clan enjoying their popcorn.

Duster looks. His face softens.

Lily sits up and looks straight at her grandfather.

LILY

I'll go.

The chief looks at her a long moment.

(CONTINUED)

CONTINUED: (2)

CHIEF

How can you expect me to send a ...

LILY

What. A girl?

Lily stands up.

LILY (CONT'D)

I can do anything my brothers can,
and way more than this Martian can
any day.

Duster nods quickly in agreement.

Out at the altar children LAUGH and SQUEAL with joy.

Duster takes a long look at them.

EXT. FLASHBACK - FAMILIAR DESERT CLEARING - DAY

Duster's brother runs by LAUGHING and teasing. Dozens of
other young friends play in the background.

INT. END FLASHBACK - BACK TO SCENE

Duster looks back at the chief.

DUSTER

She did invent that "RAFT" thing.

Duster looks again at the children.

LILY

I did. Heck, this Duster nearly
drownded in a kiddie stream.

Duster's eyes narrow.

DUSTER

Alright I'll do it!

LILY

What?

The old Chief smiles, rises from his seat and puts his hands
on each of their shoulders.

He exits the meeting cave to address the family.

CHIEF

(To the Clan)
Clan of the Turquoise Pools...

(CONTINUED)

CONTINUED:

The crowd stops to listen.

CHIEF (CONT'D)
 Our sister, Lily, and the Martian,
 eh Duster, have accepted the
 challenge to seek the wisdom of the
 Spider Woman and to destroy the
 great snake.

All CHEER.

Duster beams and waves at the crowd.

Lily shakes her head.

CHIEF (CONT'D)
 The waters will flow and the river
 will remain free forever!

The entire clan erupts with joy.

Duster stands next to Lily. His smile fades.

DUSTER
 What did I just do?

LILY
 You just made me your baby-sitter.

Duster stares at nothing.

INT. GUEST NEST HOLE - EVENING

All is quiet. The family has gone to bed.

Duster lies in his guest nest. He closes his eyes.

EXT. DREAM SEQUENCE - DRY WHITE LAKEBED - DAY

Heat waves distort a vision in pink on the white salt flats
 of Duster's home. Puck, in pink bloomers, makes his way
 toward the distant shoreline and home.

Puck pants, his tongue hangs out. His eyes are glazed.

He stops and settles onto the ground. POOF! He is gone in a
 wisp of steam, leaving only his empty shell.

INT. END DREAM SEQUENCE - GUEST NEST HOLE - NIGHT

Duster wakes up panting in a cold sweat.

DUSTER
 Puck.

(CONTINUED)

CONTINUED:

He gets up and looks outside.

Lily's two oafish brothers are asleep outside the doorway.

Duster tip-toes past them and sneaks down the trail toward the grotto's exit cave.

EXT. TRAIL TO THE EXIT CAVE - NIGHT

The full moon fills the grotto with a silvery light. The pools glow silvery-sapphire blue.

The SWOOSH of a wind-shadow momentarily blocks the moonlight.

Duster looks around but sees nothing.

He starts down the trail again then stops at the FLAPPING OF WINGS.

A large dark form lands in the shadows immediately ahead.

Duster grabs a small cat-tail stalk and aims it like a spear at the shadow.

He throws it. POOF!

It hits the shadow and explodes into a thousand floating seeds that shimmer in the moonlight.

The shadow SNEEZES and emerges into the moonlight. It's a MALLARD DUCK (silent but intelligent).

Duster stands transfixed.

The Duck steps forward, leans down to Duster and stares him in the eye.

DUCK

Quack!

Duster shudders as the Duck touches the top of his head with a wing-tip.

Duster's eyes close as he goes limp.

BEGIN DREAM SEQUENCE

EXT. GROTTO OF THE TURQUOISE POOLS - DAY

Scenes of Lily's thriving clan flash.

Children play.

Adults gather seeds by the turquoise pools.

(CONTINUED)

CONTINUED:

Dancers in colorful costumes sing and engage the family.

All goes black.

The grotto reappears, deserted. The pools are dry. Plants are gone. Wind blows the white travertine dust.

All goes black.

END DREAM SEQUENCE

EXT. TRAIL TO THE EXIT CAVE - NIGHT

Duster opens his eyes.

DUSTER

Is that what happens if I leave?

The Duck looks into Duster through his eyes.

DUCK

Quack.

Duster staggers back and looks down.

The Duck steps back into the shadows, and with a SWOOSH of wings is again the shadow that crosses the moon.

Duster takes a step down the path and stops.

He turns and plops down at the glowing silvery pool.

A round shadow in the water approaches.

The turtle raises his head.

TURTLE

What's bothering you, pilgrim.

DUSTER

Puck's dryin' up on the white desert. Heh ...and there's that giant snake thing. So runnin' away is the smart thing to do, right?

TURTLE

Hm. But is it the **right** thing to do?

Duster looks back to the village.

The turtle smiles and submerges.

(CONTINUED)

CONTINUED:

Duster looks down the shadowy path toward freedom, then turns and walks back toward his nest.

INT. GUEST NEST HOLE - MORNING

Duster lays asleep in his nest.

Morning light lands on Duster's closed eyelids making one twitch.

A string of drool drips from Duster's mouth.

Several small GIGGLES wake him enough to open one eye.

Three of the village youngsters stand watching Duster.

Duster opens both eyes.

VILLAGE CHILDREN

(In unison)

Mornin,' Martian.

They GIGGLE and run away.

DUSTER

(to himself)

Mornin.'

Duster smiles.

LILY

(from outside)

Are you decent?

DUSTER

I'm Duster.

Lily steps in with a smirk on her face.

LILY

Time to get up, Martian. We got a river to run.

DUSTER

(groggy)

Run? ... Thought we sorta floated.

Lily grabs him by the arm and drags him outside.

The clan has been waiting and bursts into CHEERS and APPLAUSE.

Duster breaks into a wide grin and bows.

(CONTINUED)

CONTINUED:

LILY
Great. For you they clap.

Duster shrugs and waves to the adoring crowd.

Lily pushes him along.

DUSTER
(smirking)
Well it **is** me.

Lily rolls her eyes.

Duster smiles and waves as he walks, then trips and falls into a pile of gear for the trip.

LILY
Alright, "Hero." Time to make yourself useful.

Lily shoves an oar and a large corn puff at Duster.

He grabs the oar and takes a bite out of the corn puff.

LILY (CONT'D)
Don't eat the floatation device.

DUSTER
(mouth full of puff)
The what?

White bits fly.

LILY
The corn puff. Don't eat it.

DUSTER
(with mouth full)
Hungry.

Lily glares.

DUSTER (CONT'D)
Okay.

More white bits fly.

Lily walks down the exit trail.

Duster, laden with gear, lags behind.

The crowd is still CLAPPING and CHEERING, and Duster still manages a wave.

(CONTINUED)

CONTINUED: (2)

Lily rolls her eyes.

LILY
Oh, brother.

DUSTER
(to Lily)
You got a great family.

LILY
(annoyed)
They sure like you.

Duster smiles and waves until they are out of view.

EXT. HOLE IN THE ROCK WALL - MORNING

Water gushes through the exit hole in the rock wall and plunges into the main river far below..

Lily and Duster arrive where the river gushes through the hole in the wall.

Duster walks toward the exit cave and stops.

LILY
Gettin' cold feet?

Duster smirks, covering his fear.

DUSTER
Heh. No.

LILY
But you will in a minute.

Duster scrunches his face.

DUSTER
What do you mean?

LILY
Come over here.

Duster comes and stands at river's edge.

Lily grabs Duster's corn puff and looks at some nibble marks.

LILY (CONT'D)
You've been nibbling.

Duster smiles. A few corn bits fly out of his mouth.

(CONTINUED)

CONTINUED:

Lily punches a round hole in the center of the puff and hands the poofy central shard to Duster.

LILY (CONT'D)
Here. Eat that.

Duster grabs it and munches.

LILY (CONT'D)
Now put your hands up like this.

Lily raises her hands above her head, palms together.

Duster copies.

LILY (CONT'D)
Good. Hold that pose.

Lily jams Duster's hands and head through the corn puff ring until the make-shift life preserver is around Duster's waist.

Duster looks at the puff surrounding his waist.

DUSTER
I look goofy.

Lily smiles.

LILY
You're Duster! Now grab your gear.

Duster complies.

LILY (CONT'D)
Great. See you on the other side.

DUSTER
Wait, what?

Lily shoves Duster into the rushing stream headed for the hole in the wall.

DUSTER (CONT'D)
(yelling)
You could'a warned me!

Duster goes through the hole and SCREAMS all the way down into the main river.

Lily grins.

LILY
That was fun.

(CONTINUED)

CONTINUED: (2)

Lily grabs her gear, dives into the stream and disappears through the exit hole.

EXT. THE RIVER - MORNING

Lily swan-dives over the waterfall into the river. She swims up to Duster who sits on the shore, puff still intact.

LILY
Thought I'd have to fish you out
again.

Duster spits out some water.

DUSTER
I'm kinda gettin' the hang of
fallin' into the river.

Lily smiles and nods.

Duster extricates himself from the soggy puff. He looks back at the waterfall.

LILY
What's up?

DUSTER
You're leavin' your family.

Duster looks at Lily.

Lily stops smiling and looks at the waterfall.

LILY
Yup.

Duster studies Lily.

DUSTER
You seem awful ready to get loose
of 'em.

LILY
Got my reasons.

DUSTER
They're your family.

Lily presses into Duster with her eyes.

(CONTINUED)

CONTINUED:

LILY

Family just gets in your way.
They're all in your business, want
you to be someone you're not and
don't care to know who you really
are.

Duster stares at Lily.

DUSTER

I wouldn't know. Don't have any
family no more, 'less you count
Puck.

Lily half-smiles.

LILY

Maybe I should move to Mars.

DUSTER

I kind'a wish I could stay here.

LILY

And who's Puck?

DUSTER

Old tortoise friend. Kind'a raised
me. I sorta left him stranded.

Duster stares off into the distance.

EXT. DRY WHITE LAKEBED - AFTERNOON

Heat waves distort an odd pink frilly blob, perched on a
rusty roller-skate, plodding through the vast searing white
salt-pan. Puck's stubby legs move the craft along.

He mutters and hums to himself.

PUCK

(to the tune "I've been
Working on the Railroad")
I been walkin' on the salt pan all
the live long day...Hm hm hm tah
get some water before I pass
away...

Puck stops to let his eyes focus.

PUCK (CONT'D)

Dang'd if that shoreline isn't
gettin' further away. I wonder
where Duster's got to.

(CONTINUED)

CONTINUED:

Puck continues.

EXT. THE RIVER - DAY

A tiny raft of reeds and twigs, with Lily steering and Duster relaxing, floats down the calm green river. High sheer walls of black-streaked red sandstone shade the travelers from the blistering sun. Great red boulders line the shallow shores.

Duster dips his hand into the river and savors the drops he squeezes into his mouth.

He smiles.

DUSTER

I think I could get used to this.

Lily smiles.

LILY

Time to learn some basic river rat know-how.

Duster stiffens.

DUSTER

What do you mean?

LILY

Shush!

Lily stands suddenly alert.

A MAN'S VOICE echoes along the canyon walls.

Duster's eyes widen.

From around the bend two men, one in overalls, and the other in khaki's and a hat, paddle a dory toward Lily and Duster.

The Man with the hat spots Duster.

Duster freezes.

Lily grabs Duster's arm and she drags him with her over the edge of the raft and into the icy water.

Duster opens his mouth to yell.

Lily covers his mouth.

(CONTINUED)

CONTINUED:

LILY (CONT'D)
(whispering)
Quick push the raft toward shore.

Lily paddles with her feet.

Duster looks and copies.

They hide behind a clump of reeds.

The Man with the hat picks up his rifle and aims in the direction of Duster and Lily. BANG!

Duster and Lily, wide-eyed, sink lower in their hiding place.

MAN WITH A HAT
(to the other man)
Thought I saw the rat that let our
pipes loose.

MAN IN OVERALLS
Nah. He went over the cliff, Boss.

The Man with the hat nods, then turns to continue on.

The men move out of sight.

LILY
Were those the giants that took
you?

Duster nods and shivers.

DUSTER
Cold.

LILY
Be a River Rat. Deal with it.

DUSTER
Need warm dirt.

Duster's teeth CHATTER.

LILY
Alright, over there.

Lily points to bare shoreline.

The two push the raft toward shore.

EXT. MUDHOLE AT RIVER'S EDGE - DAY

Duster climbs over the raft, jumps onto shore and sinks up to his neck in oozing mud.

He grabs the top of a nearby shrub to keep from sinking further.

Lily chokes back a laugh.

DUSTER

What kind of dirt tries to swallow you?

LILY

My kind. The fun kind, river-mud.

Lily jumps into the mud-hole.

Mud flies everywhere and covers Duster's whole head, leaving only the eyes showing.

Duster retaliates and splashes globs of mud all over Lily.

They both break into LAUGHTER.

LILY (CONT'D)

A little river water...

DUSTER

And a little desert dust...

LILY

Is good for what ails ya. You never looked better.

Duster bats his mud-covered eyes.

DUSTER

It's kinda warm and squishy.

LILY

You'll be a river rat before ya know it.

DUSTER

Mud rat, more like.

Duster drags himself out of the mud hole and lies on his back in the sun.

LILY

(smirking)

Not a great idea there.

(CONTINUED)

CONTINUED:

The mud quickly bakes into a Duster-shaped cake.

DUSTER

Why?

LILY

Just try to get up now.

Duster tries to move but can't.

Lily snickers.

DUSTER

A little help?

EXT. BEHIND A NEARBY ROCK - DAY

Yellow eyes watch the pair with interest.

A coyote trots out from behind a rock to investigate the
LAUGHING.

EXT. MUDHOLE AT RIVER'S EDGE - DAY

DUSTER

(laughing)

Help me out. I'm stuck.

Lily looks up and freezes.

LILY

Duster, don't move.

DUSTER

If I could move I'd ...

A drop of drool lands on Duster's muddy face.

Duster sees yellow eyes and teeth staring down at him. He
closes his eyes.

The coyote sniffs at the rat-shaped mud cake and WOOFs. He
turns to Lily.

Lily sinks slowly into the mud.

The coyote sniffs, turns with a SNORT and trots off.

Duster opens one eye.

DUSTER (CONT'D)

Is he gone?

Lily rises from the mud.

(CONTINUED)

CONTINUED:

LILY
Yep.

DUSTER
Whew!

LILY
Told ya. Gramps always said it was
good for the health.

Duster smirks under the mud.

DUSTER
Can ya get me out of this, please?

Lily gets out of the mud, grabs Duster's crusted arm and drags him into the river shallows. The mud melts.

Lily washes off the mud and boards the raft. Duster, still in the water, gives it a swimming push and leaps onboard.

LILY
Well, look at the river rat.

Duster grins.

EXT. MINE ENTRANCE - AFTERNOON

A MINER (dusty, bearded, old, in overalls) runs out from a mine entrance and hides behind a large boulder. He covers his head.

BOOM!

Rocks, dust and debris fly out of the mine

The explosion echoes throughout the canyon and reaches Duster and Lily on the river.

EXT. THE RIVER - AFTERNOON

Duster and Lily lay relaxed on the raft while in a calm stretch of river. The THUNDERING BOOM startles them.

DUSTER
What was that?

A few rocks fall from the cliffs into the river.

LILY
The Giants. Gramps said, "Even the
rocks will fall."

(CONTINUED)

CONTINUED:

DUSTER

What do we do?

LILY

It's getting late. We should camp
and figure it out in the morning.

Duster nods.

EXT. CAMP OF THE PETROGLYPHS - AFTERNOON

Lily guides the raft to a wide sandy shoal beneath a huge
overhang of rock.

Duster leaps off the raft and rolls in the sand. He looks up.

The ceiling and back wall of the place are covered with lines
that radiate outward, like a web, from a cave where the
overhang meets deepest wall. Between the lines are carved
ancient petroglyphs that seem to tell stories.

DUSTER

Hey look at this.

Lily comes over and looks up.

LILY

Hm. It's an old story rock.

Duster points at the sequence of images.

DUSTER

There once was this guy who got
drops of water from leaves, and ...

Duster moves to the next image set.

DUSTER (CONT'D)

... Went down some canyon.

Lily continues.

LILY

He hears something.

DUSTER

Wait. This sounds familiar.

Lily skips some panels, bringing them closer to the cave
mouth. Their backs are turned away from the cave.

A large black shiny spider's leg edges out of the cave.

(CONTINUED)

CONTINUED:

LILY

... And look here. This looks like our home at the turquoise pools.

DUSTER

This is your Grandpa's story, Lily.

LILY

How is that possible?

Duster moves to another story line, away from the cave mouth, with only a few panels.

DUSTER

Look at this one, Lily.

Lily comes over.

The black shiny leg retreats into the cave.

DUSTER (CONT'D)

This little guy falls into the river. He meets someone, they're at a village, they're on the river, and then they stop at a cave. Then nothing. It stops.

Lily's eyes widen.

LILY

It's this cave. It's about us. It's where we are right now. But how...?

They both look at the cave.

DUSTER

I'm gonna have a look.

Lily looks around at the web of stories leading to the cave.

LILY

Don't. This is too weird.

Duster looks at Lily and rolls his eyes. He continues.

Lily stays.

Duster looks into the cave mouth.

DUSTER

Nothing in here. It's just ... Hm. Red glowy...

A black shiny leg emerges, grabs Duster and pulls him in.

(CONTINUED)

CONTINUED: (2)

Lily GASPS.

LILY

Duster!

She grabs a stick and runs to the cave mouth. She looks in, poised to strike.

All is black. At the rear of the cave a red hour-glass shaped light, pulsates.

Lily steps back.

A burst of silvery web jets from the cave and ensnares Lily, dragging her inside.

LILY (CONT'D)

No!

INT. CAVE OF THE SPIDER WOMAN - AFTERNOON

Darkness. A pulsating red hourglass illuminates glints of shiny black limbs, multiple eyes and the shadowy form of Duster, unconscious on the ground, wrapped in a silky web.

Lily struggles against the sticky web.

LILY

Let us go.

The tip of a shiny black leg touches Lily's forehead.

Lily's legs buckle. Her eyelids grow heavy as she falls to the ground. The voice of her grandmother fills her mind.

SPIDER WOMAN

I've missed you, grand daughter.
You've grown bold as I had hoped.

LILY

Gram Gram? No, you're ...

SPIDER WOMAN

Always with you my sweet.

The long black spider leg strokes Lily's head. Through drowsy half-closed eyes Lily sees only the gentle hand of her grandmother.

LILY

Duster?

SPIDER WOMAN

He travels the path.

(CONTINUED)

CONTINUED:

LILY
(drowsy)
Path?

SPIDER WOMAN
The path to save the River Free, my
dear.

Lily HUMS some of the song, "The River Free."

SPIDER WOMAN (CONT'D)
You remember. Good. You must sing
"The River Free" when you miss your
family most.

The spider strokes Lily's forehead.

SPIDER WOMAN (CONT'D)
Sleep now until Duster returns.

Lily HUMS and falls unconscious.

EXT. DREAM SEQUENCE - ABOVE THE CANYON - DAY

High above the canyon Duster clings for his life to the back
of a mallard duck in flight.

He opens his eyes sees how high he is then scrunches them
closed.

The Duck banks, rolls, then dives below the canyon rim toward
the green river below.

Duster grabs harder. He opens his eyes.

DUSTER
Ah!

Directly below a small raft with Lily and himself float down
river.

DUSTER (CONT'D)
Lily and me? Is this the future?

DUCK
Quack!

The Duck swerves and accelerates upward. It turns toward a
sheer red cliff-face bisecting a horseshoe bend in the river.

They fly straight at the wall.

DUSTER
Ah!

(CONTINUED)

CONTINUED:

The duck pitches, wings now vertical, and flies straight through a narrow key-slot in the wall.

They shoot out the other side.

Duster pants.

EXT. DREAM SEQUENCE -ABOVE THE VALLEY OF THE WATCHERS -
CONTINUOUS

Pillars of red rock, capped with white stone, stand in rows, like sentinels, from canyon rim to river, in a valley more wide than long. At the far end a barrier wall is broken by two narrow slots. The river flows through the lowest one.

Duster exhales.

DUSTER

(relieved)

Ho! Whew! You couldn't just go
around, ...or over?

DUCK

Quack!

The Duck weaves through the stone pillars, then lands by a wagon where the far barrier wall meets the main canyon rim. There is a fresh-blasted cave in a vein of grey rock.

Duster leaps off the Duck and rolls on the ground near a wagon. No dust sticks to his fur.

He hugs the ground. Still no dust sticks.

DUSTER

Hm. That's weird.

A boot of a prospector STOMPS down right next to Duster.

Duster jumps behind the wagon wheel.

Duster watches as the prospector grabs two red sticks from the wagon and enters the cave.

Duster follows to peer into the cave and is nearly trampled as the prospector runs out and hides behind a boulder.

Duster stands at the cave opening puzzled.

BOOM!

Duster is engulfed in a blast of rock and dust.

(CONTINUED)

CONTINUED:

Time slows. The rock and debris of the blast move harmlessly past and through him.

A boulder comes at Duster.

He moves out of the way. It passes by slowly.

DUSTER (CONT'D)
I'm a ghost. I'm dead.

Duster pats his body, and watches the slow motion blast.

DUSTER (CONT'D)
This is it. The Chief said, "even
the rocks will fall."

DUCK
Quack.

Duster returns to the Duck and hops onto his back.

A few steps and they are in flight.

They fly over the barrier wall and above the canyon rim.

EXT. DREAM SEQUENCE -ABOVE THE GRAND CANYON - CONTINUOUS

The Grand Canyon stretches out to the south-west below them.

Duster GASPS.

A familiar mountain rises far to the south-west, and below it there is a great expanse of white desert.

Duster's eyes widen.

He leans down and touches the Duck's neck.

DUSTER
Home! Take me to the mountain with
the white desert.

DUCK
Quack.

The Duck banks to the south-west. The ground blurs below.

EXT. DREAM SEQUENCE -ABOVE THE WHITE SALT FLATS - CONTINUOUS

A spec of pink and black sits alone on the vast white landscape.

DUSTER
There. Go there.

(CONTINUED)

CONTINUED:

Duster points.

The Duck complies. Ever closer the pink speck comes clear.

DUSTER (CONT'D)
It's Puck. Puck! Puck!

There is no movement, only pink bloomers over dark shell.

DUSTER (CONT'D)
Stop!

The duck swoops right over and past Puck's shell.

Duster reaches out his arm almost touching the bloomers.

They rise higher and turn away, back toward the river.

DUSTER (CONT'D)
Go back!

The duck continues.

Duster looks back at Puck, a tear swelling in his eye.

DUSTER (CONT'D)
Puck! I'll bring back the water. I
promise.

EXT. DREAM SEQUENCE -DRY WHITE LAKEBED - CONTINUOUS

Puck pokes his legs and head out from his shell dressed in bloomers.

PUCK
Good nap.

He continues on.

EXT. DREAM SEQUENCE -ABOVE THE DESERT - CONTINUOUS

The duck banks east toward the Colorado river flats.

Below a great black serpentine line stretches all the way to the river. It slithers slowly side to side.

Duster's breath grows shallow and he begins to sweat.

The Duck lands at river's edge, where it emerges from the canyon and onto the flat.

The black sinewy body of the snake enters the nearly dry river.

(CONTINUED)

CONTINUED:

DUSTER

Duck, we need to go **now**.

A giant snake head rises from the river hissing and staring with yellow eyes directly at Duster.

DUSTER (CONT'D)

Go! Go! Go!

The snake lunges.

All goes black.

EXT. END DREAM SEQUENCE - CAMP OF THE PETROGLYPHS - MORNING

Duster wakes from his fever dream, panting and confused.

DUSTER

(disoriented)

Snake!... Am I alive?

LILY

Yup. And it was a spider bite. Got me too. Guess it wasn't very hungry. You were pretty feverish there for a while.

DUSTER

I was flying.

Duster's eyes dart left and right.

LILY

Spider bite'll do that.

DUSTER

(To himself)

Even the rocks will fall.

Lily cocks her head.

LILY

Yeah, the explosion yesterday.

DUSTER

No! That's not it. We have to go now to stop it.

LILY

Since when are you the Martian rat on a mission?

(CONTINUED)

CONTINUED:

DUSTER

Boom!

Duster gestures a big explosion.

Lily steps back and pauses to look at Duster.

Duster blinks, gets up and staggers to the raft.

LILY

I guess we're going.

Lily follows.

EXT. VALLEY OF THE WATCHERS - DAY

The little raft, with Lily and Duster aboard, rounds a bend and enters the Valley of the Watchers. Towering fingers of red rock, capped with white stone resembling heads, rise from both sides of the river and stand in regiments until they merge with the cliff-sides.

Duster looks up and around, as if expecting to see something.

LILY

We call these The Watchers. They guard the exit from our world.

DUSTER

Exit?

LILY

At the end of the valley the river goes through two narrows, 'The Grinder' and 'The Shoot.'

DUSTER

Grinder?

LILY

A skinny passage with sharp jaggy rocks that, well like the name says.

DUSTER

Oh. The Shoot sounds better.

LILY

Hm, it's an even skinnier passage. We think it spits you out on the other side, but sort'a worse for the wear.

(CONTINUED)

CONTINUED:

DUSTER

You couldn't 'a mentioned this earlier?

LILY

Slipped my mind. We usually don't go this far.

Near the end of the valley Duster spots a wagon near a mine opening.

Duster fidgets and blinks. He points at the wagon.

DUSTER

Boom! Even the rocks will fall.

Duster gestures to land the raft.

Lily stares at Duster then steers the raft to shore.

EXT. NEAR A FRESH MINE ENTRANCE - MOMENTS LATER

They hop off and walk toward the wagon. They stand just below the bed.

Not far away broken rock and debris surround a newly blasted hole in the cliff wall.

LILY

The rocks are broken. Maybe this is what Grandpa was taking about.

Duster fidgets, his eyes dart.

DUSTER

Bigger! These red sticks! They explode!

Duster gestures an explosion.

He points and stares at the wagon bed full of red sticks.

LILY

What are you thinkin'?

Lily's eyes widen.

LILY (CONT'D)

I don't think that's a good plan.

Duster looks down at the river, then at the wheels of the wagon, one of which is blocked by a round black stone.

He walks over to the stone and kicks it. It barely budes.

(CONTINUED)

CONTINUED:

LILY (CONT'D)

Oh. Take out the stone and this thing rolls into the river.

Duster nods.

Duster and Lily push and strain, but the black stone barely moves.

They stop, panting and exhausted.

Duster GRUNTS, screws up his face, grabs another stone and starts to WHACK the black flint-rock.

With each blow the stone moves a bit, and sparks fly every direction, some landing unseen on nearby brush.

The brush catches fire and spreads to a part of the wagon.

With one last great strike, the stone moves and the wagon begins to move toward the river.

DUSTER

Ha!

As it passes flames are visible nearly reaching the compartment.

They notice.

LILY

Uh, that's probably not good.

DUSTER

Raft!

They run for the raft.

The wagon picks up speed.

Duster and Lily reach the raft and launch.

The wagon stops as it hits the base of a stone pillar.

Duster and Lily cringe.

Nothing happens.

DUSTER (CONT'D)

Whew. I guess we're safe.

Thunderous BOOM! The wagon explodes in a huge ball of fire.

(CONTINUED)

CONTINUED: (2)

ECHOES ring. The ground RUMBLES. Dust and rubble fall. Then everything goes stable.

Duster and Lily relax.

There is a great CRACK! And GROAN from the blasted stone pillar.

It leans toward the river.

BASH! It hits a second pillar.

The second hits a third.

All three fall with a massive CRASH into the river ahead of Duster and Lily on their little raft.

DUSTER (CONT'D)
Maybe that wasn't the best idea.

A WHOOSH of wind, then a rising tsunami lifts the raft up and toward a small slot opening in the barrier wall at the end of the canyon.

LILY
It's taking us to The Shoot!

DUSTER AND LILY
Ahhh!

Duster and Lily SCREAM as the little raft enters the narrow crack in the wall.

INT. THE SHOOT - MOMENTS LATER

Water rushes scouring the convoluted orange walls, pushing the raft up and around bends and through golden tubes.

They hold on for dear life.

Then, like a cork from a Champaign bottle they are shot out into open air high above the main Colorado river.

The raft drops away.

Duster looks down and LAUGHS, then SCREAMS.

Lily splashes down into the river first, then Duster.

EXT. SHORELINE OF THE COLORADO - DAY

Duster drags himself onto shore. He coughs out water.

(CONTINUED)

CONTINUED:

DUSTER
(To himself)
I'm gettin' lots of practice
fallin' into the river.

Duster climbs up a rock for a better view.

DUSTER (CONT'D)
Lily!

The name echoes through the canyon.

Duster looks up at the water gushing from The Shoot.

DUSTER (CONT'D)
Lily!

Duster looks at the shoreline up-canyon. No Lily.

DUSTER (CONT'D)
Where are you?

Something pokes Duster on the shoulder. He turns.

It's Lily. They look at each other a moment.

Duster reaches for her, pulls back and smiles.

DUSTER (CONT'D)
What took you so long?

Lily smirks.

LILY
Somebody had to hunt down the raft.

DUSTER
So you found ...

LILY
It's gone. Just twigs.

DUSTER
Now what?

Lily's smirk disappears. She looks at the water coming out of The Shoot, then down the canyon.

She sits silent, eyes glazed.

DUSTER (CONT'D)
What's wrong?

(CONTINUED)

CONTINUED: (2)

LILY
We're stuck. No way forward. No way
back. We failed.

Duster stands silent.

Lily looks down, her eyes a little watery.

LILY (CONT'D)
I'll never see my family again.

DUSTER
I'm sorry. It's my fault I got
those Watchers blowed up. But
didn't you want to get away from
your fam...?

Lily glares at Duster and walks toward the shore.

He reaches out but she keeps walking.

Duster follows to where Lily is seated overlooking the river.

He sits next to her.

DUSTER (CONT'D)
I don't have a family no more,
neither.

Lily looks at Duster.

DUSTER (CONT'D)
Snake.

Duster looks at Lily.

Lily leans against Duster.

INT. CRYSTAL CAVE AT THE TURQUOISE POOLS - DAY

The Chief sits in the crystal cave, eyes closed, chanting
softly and swaying. His chanting quickens.

The cave melts away.

EXT. DREAM SEQUENCE - HIGH ABOVE THE GROTTO - DAY

The Chief floats, weightless, high above the Grotto of the
Turquoise Pools.

Below the family scurries about doing their daily business.

He looks to the northeast.

(CONTINUED)

CONTINUED:

A great black spider, with glowing red hourglass on her abdomen, is high in the sky. She weaves a web that pulls the individual clouds together until the sky darkens.

CHIEF
Spider Woman!

SPIDER WOMAN
Yes, husband.

CHIEF
What are you weaving?

SPIDER WOMAN
The end of the world, my love, and
the beginning of a new one.

Large drops of rain fall, first a few, then many. The family below rushes about.

The waterfall becomes a torrent, the pools overflow until the family is washed away.

INT. END DREAM SEQUENCE - TRAVERTINE CAVE AT THE TURQUOISE POOLS - DAY

The Chief opens his eyes and sniffs the air. He looks out at the beauty of his home and family.

CHIEF
(To himself)
We must leave this place.

EXT. BANKS OF THE COLORADO - DAY

Lily and Duster sit at the edge of the river, staring at no particular thing. Duster's eyes drift downstream to a sandy shoal. A wooden dory-boat sits half in the water and tied onto a shrub.

Duster stands to look.

LILY
What?

Duster pats Lily's arm and points at the boat.

LILY (CONT'D)
Ho!

DUSTER
It's them. Let's go.

They get up and head toward the boat.

(CONTINUED)

CONTINUED:

Lily's eyes widen.

EXT. NEAR THE DORY-BOAT - DAY

Duster and Lily observe the boat from behind a nearby rock.

DUSTER
Nobody's here. Come on.

LILY
And do what?

Duster grins and runs part way up the tie-line and gestures to Lily to follow.

LILY (CONT'D)
It's huge. My whole family could
fit in it. And how do we steer it?

DUSTER
When have I steered you wrong?

Lily gestures an explosion and looks at Duster.

DUSTER (CONT'D)
Ok besides that. And we'll be
leaving the Giants stranded.

Lily follows and they run up the tie line and jump into the boat.

As they chew on the tie-line the man in overalls boards the boat.

Duster and Lily dive for cover under the bench seat.

The man with the hat steps in.

The jolt snaps the tie line at the place where it was chewed.

The man utters UNINTELLIGIBLE PROFANITY.

The other man attempts to grab the rope but fails.

The boat enters the river channel.

DUSTER (CONT'D)
(Whispering)
See. Told ya we'd figure it out.

Lily glares at Duster and slaps her hand over his mouth.

LILY
Shush!

(CONTINUED)

CONTINUED:

The man with the Hat cocks his head, listening.

MAN WITH A HAT

There's something squeaking. Hear it?

MAN IN OVERALLS

Nah, Boss. Just the boat creakin'.

They turn to look down river.

Duster and Lily lay back quietly staring straight ahead.

EXT. DRY WHITE LAKEBED - DAY

On the vast white salt flat Puck continues his slow march.

The prow of an ancient half-buried Spanish ship-wreck wavers in the heat. It seems to float above the salt.

Puck squints at what appears to be black rounded blobs floating towards him in the heat waves.

The blobs become female turtles, smiling and waving for Puck to follow.

Puck smiles.

PUCK

Oh. Hello ladies, don't mind if I do.

They lead him into the hull of the old ship.

INT. AN OLD WESTERN SALOON - DAY

Old tortoises sit at the bar drinking water and cactus juice. Green-striped costumed female turtles do water-ballet on stage. RINKY-TINK PIANO plays in the background.

Puck sidles up to the bar next to an OLD DAPPER TORTOISE. (Western banker type)

PUCK

(to the Bartender)

Uh Cactus juice there, 'Pard.'

The Bartender raises an eyebrow and the locals laugh.

OLD DAPPER TORTOISE

Don't be drinkin' them girly drinks there, feller. Let me buy you a real tortoises drink.

(CONTINUED)

CONTINUED:

He turns to the Bartender and plunks down a gold doubloon.

OLD DAPPER TORTOISE (CONT'D)
 Git my friend here a tall glass 'a
 water.

Impressed WHISPERS rise from the peanut gallery.

PUCK
 What? Water? Why I hadn't had any
 water in, well, I don't know how
 long. Thanks, friend.

The Bartender plops down the glass of water and Puck takes a
 long drink.

PUCK (CONT'D)
 (gasping)
 Well my green-striped mother,
 Whooeee! That's the good stuff.

OLD DAPPER TORTOISE
 Not bad, eh?

PUCK
 Wish't I could get this back home.

OLD DAPPER TORTOISE
 Well, maybe someday you will.

Puck takes another long swallow, leans his head back and
 closes his eyes.

The piano plays on.

EXT. GROTTO OF THE TURQUOISE POOLS - DAY

The family rushes about making preparations to leave. The
 Chief stands on a high stone overseeing the activity.

Several youngsters stop to ask a question.

YOUNGSTER 1
 Granpop, why do we have to leave?

CHIEF
 The end of one adventure is the
 start of another.

YOUNGSTER 2
 But why do we have to go now?

CHIEF
 Everyone close your eyes.

(CONTINUED)

CONTINUED:

They all comply.

CHIEF (CONT'D)
Now sniff the air.

All the little noses sniff.

CHIEF (CONT'D)
So what do you smell?

YOUNGSTER 3
My brother.

They all laugh.

CHIEF
Besides him?

YOUNGSTER 1
Rain.

The Chief smiles.

CHIEF
And so big a rain it will be that
all our world will be washed away.
The Spider Woman has shown me.

YOUNGSTER 2
You mean Grandma?

The Chief slaps him gently against the head.

CHIEF
Just go to your rafts.

They dash off giggling.

A nearby older member signals that all is ready.

The Chief looks at the abandoned grotto, then up to the sky.

CHIEF (CONT'D)
Wife, lead us to Lily and a new
world.

A distant rumble of thunder acknowledges the prayer.

The Chief nods, smiles and takes a last look at home.

The rafts start down the stream.

Amid WHOOPS and YELLS the Chief turns to leave.

INT. IN THE DORY-BOAT - DAY

A sudden jolt and splash wakes Duster and Lily from their nap under the bench of the dory. Another jolt and they are thrown against the bulkhead.

DUSTER
(to Lily)
Here. Grab on to the rope.

Lily takes hold and they are tossed up and down, left, right and up high enough to see the mountainous waves ahead.

Down again then up they fly in front of the man with the hat.

A look of disgust crosses the man's face. He keeps steering.

Duster and Lily fall again out of sight.

DUSTER (CONT'D)
Do you think he saw us?

LILY
Did you see the look on his face?

DUSTER
Maybe he always looks like that.

LILY
We need a way off this boat.

They are tossed against the bulkhead and onto a duffle bag.

DUSTER
I bet there's something in here we can use.

LILY
How could you know that?

DUSTER
I've seen bags like this. They always have interesting stuff.

Duster smiles and dives into the bag.

DUSTER (CONT'D)
(from inside)
Told ya.

LILY
What?

(CONTINUED)

CONTINUED:

DUSTER

See.

Duster pushes out a metal pie tin.

Lily looks askance.

DUSTER (CONT'D)

Flyin' saucer... to fly us out'a here.

Lily is stone faced.

LILY

You **are** from Mars.

DUSTER

You'll see. Help me with this broken oar.

They drag the oar out into the open near the man's foot.

They place the pie tin on the flat paddle end, and use the broken handle piece like a fulcrum.

Lily stands back for a look.

LILY

What's this supposed to do?

DUSTER

The Giant's going to launch us.

LILY

Into space?

Duster smirks and stands ready to run up the man's pant leg.

LILY (CONT'D)

What? Are you nuts?

DUSTER

Get into the tin and lie down.

Lily complies.

Duster runs up the man's leg.

THE MAN

Ow! Dang it!

Duster runs out as the man swats his leg.

(CONTINUED)

CONTINUED: (2)

He stands balanced on the tip of the broken oar just on the high-side of the fulcrum nearest the man.

The man raises his foot.

Duster gives the man the 'RASPBERRY' and leaps into the pie tin.

The man stomps down where Duster was standing, launching the pie tin, with Duster and Lily, high into the air.

EXT. ABOVE THE RIVER - DAY

Duster looks down at the man.

DUSTER

Look at that. I must'a really got him good. He's waving a stick at us.

Lily's eyes widen as she looks.

LILY

That's no stick.

BOOM!

A bit of shot from the gun clips the edge of the pie tin flipping Lily and Duster out over the churning river.

DUSTER AND LILY

Ahhh!

Down they fall.

An instant before splash-down into the roiling froth both are lifted up on the back of a mallard duck in flight.

They climb high above the river through rock towers and arches, finally landing on a ledge above the river.

EXT. LEDGE ABOVE THE RIVER - DAY

The two hop off the duck's back and stand momentarily dumb-struck.

DUSTER

Woo-Hoo!

LILY

That was amazing!

They dance a little square dance, stop and look at each other.

(CONTINUED)

CONTINUED:

LILY (CONT'D)

This means...

DUSTER

It's all real.

LILY

The mission, Grandpa's visions, the Duck and...

DUSTER

The snake.

Duster sits. So does Lily.

The Duck steps toward them, extends his wings and touches each of them on the head.

LILY'S VISION OF HOME - GROTTO OF THE TURQUOIS POOLS

Torrential rains fall as Lily's family struggles in the rising flood. Some are washed away.

BACK TO SCENE - LEDGE ABOVE THE RIVER

Duster sits, eyes closed.

DUSTER'S VISION OF HOME - DRY LAKE BED

In the vastness of the white desert wind WHISTLES through an empty tortoise shell, dressed in pink bloomers.

DUSTER'S VISION (CONT.) - THE GIANT SNAKE DRINKING THE RIVER

At river's edge the great black snake rears up out of the river and devours Duster.

BACK TO SCENE - LEDGE ABOVE THE RIVER

Duster GASPS, opens his eyes, gets up and staggers back from the Duck.

Lily blinks, then gets up.

DUSTER

It saw it all. Puck dryin' up on the White Desert, the giant Snake, where home is, everything.

LILY

A flood's coming. My family will be wiped out.

(CONTINUED)

CONTINUED:

DUSTER AND LILY
(in unison)
I have to get home.

They both look at the Duck, then back to each other.

LILY
But what about the mission?

Duster pauses, eyes darting.

DUSTER
If we warn your family Puck dries
up on the white desert.

LILY
If we save your friend my family
dies.

Duster turns to the Duck.

DUSTER
You're a spirit guide. What do we
do?

The duck shrugs.

Duster pants. His eyes dart back and forth. He looks at Lily.

DUSTER (CONT'D)
Lily, he's my only family. I gotta
go.

Lilly looks deep into Duster's eyes.

LILY
Are you sure about that?

Duster looks at Lily, turns and leaps onto the Duck.

DUSTER
Wait for me.

Lily stands glaring.

LILY
You're no river rat, go home to
your white desert!

Duster SIGHS and he's in flight.

EXT. ABOVE THE RIVER - DAY

DUSTER
(to the Duck)
Take me to the White Desert. Take
me home.

EXT. LEDGE ABOVE THE RIVER - DAY

Lily stands alone watching Duster disappear from sight.

LILY
(to herself)
I'm not waitin' for nobody.

Lily begins the climb down to the river below.

EXT. ABOVE THE CANYON - DAY

Duster stares ahead oblivious to the vast beauty of the
canyon.

The Duck rises above the canyon rim.

Vast desert stretches to the southwest, but the white desert
of home is nowhere in sight.

Duster closes his eyes.

The sounds of Lily's family TALKING, LAUGHING and EATING fill
his mind.

EXT. FLASHBACK - POPCORN ALTAR AT THE GROTTO OF THE TURQUOISE
POOLS - DAY

Duster grabs a hunk of fresh popcorn, bites and chews.

A hearty slap on his back from one of Lily's smiling oafish
brothers sends bits flying.

Duster smiles.

More popcorn POPS.

The sounds stop. The clan disappears. Only the wind remains.

EXT. END FLASHBACK - ABOVE THE DESERT - DAY

Duster opens his eyes. The wind blows his fur. He looks at
the empty desert below and then ahead, straining to see
further.

(CONTINUED)

CONTINUED:

DUSTER

Duck, where's the white Desert? I thought it would be just over there.

Duster gestures out ahead toward empty desert.

DUCK

Quack!

DUSTER

Duck, hold up a mite.

The Duck stops and hovers in place.

DUSTER (CONT'D)

Puck's been a desert tortoise for 'bout a hundred years.

DUCK

Quack!

DUSTER

Maybe he can take care of himself.

DUCK

Quack!

DUSTER

Duck, turn around.

The Duck complies.

DUSTER (CONT'D)

No. Wait!

The Duck stops.

DUSTER (CONT'D)

Let's get a look at that "Giant Snake."

The Duck turns and flies toward a line in the Desert sands to the south.

EXT. ABOVE THE GREAT SNAKE - DAY

They approach the line in the desert. A groomed canal, with berms neatly formed of desert rock and soil, steals water away from the main Colorado.

DUSTER

That ain't no snake. It's a big ditch.

(CONTINUED)

CONTINUED:

They swoop down toward the mouth of the canal, where it drains the river. Another dynamite wagon is there.

Duster's eyes widen and his nose twitches.

DUSTER (CONT'D)
Duck, we gotta find Lily. We can
save The River Free.

He pats the Duck on the neck.

The Duck turns northward along the river.

EXT. SHORELINE OF THE COLORADO - DAY

Lily walks along the sandy shore of the river, looking at the ground. A QUACK echoes down-canyon. It perks her ears.

DUSTER
(from down-canyon)
Lily!

LILY
Duster?

She spots the Duck, with Duster on its back, flying straight toward her. She runs toward them.

A shot rings out. BANG!

Duster and the Duck plummet to the ground just ahead of Lily. They crash, tumble and skid toward her. Duster is tumbled forward, skidding to a stop on the sand at her feet.

Lily cradles his head.

DUSTER
What is it with these people and
their guns?

LILY
You alright?

Duster opens one eye.

DUSTER
Fallin' in water's lots nicer all
in all.

Lily smiles.

LILY
I guess you're the expert.

(CONTINUED)

CONTINUED:

Lily rubs a little dust in his fur.

Duster smiles.

A CRUNCH and RUSTLE as the man with the hat approaches.

Lily and Duster scramble behind a much too small rock.

The man stops, picks up the Duck by the neck and examines it. It dangles, lifeless.

He sees Lily and Duster crouched behind a rock.

His eyes narrow as he raises his rifle to fire.

Duster and Lily dive into the river.

From below the water line they see the man looking for them.

Lily signals Duster to go deeper.

Duster's eyes widen.

The man shoots again. BANG! A miss.

Duster's cheeks bulge and eyes cross. His air escapes and bubbles to the surface.

The man sees the bubbles, GRUNTS, and leaves with his duck.

Duster and Lily burst out of the water.

Lily drags Duster onto the sand.

Duster coughs out some water.

Lily looks down and smiles.

LILY (CONT'D)
Congratulations.

Duster COUGHS out more water.

DUSTER
Why?

LILY
You passed the test.

Duster slaps his head to get water out of his ears.

DUSTER
Test?

(CONTINUED)

CONTINUED: (2)

LILY

Holdin' your breath under water
that long and not dyin.' You're
officially a River Rat now.

Duster coughs, stands up, throws himself onto the red dust of
the dry shoreline and rolls until fully covered.

DUSTER

Heh, Duster the River Rat. Who'd a
thought.

Lily sits down next to Duster.

LILY

Sorry about what I said back in the
cave.

DUSTER

No, no. It made me think.

Lily cocks her head.

DUSTER (CONT'D)

Puck's not my only family no more.

He looks into Lily's eyes.

LILY

But you said ...

DUSTER

He's a desert tortoise. He's gotta
be a hundred if he's a day. He can
take the heat.

LILY

And Grandpa knows how to deal with
a flood. But we still got no raft.

DUSTER

And no duck. So I guess we're
headed to my world now.

LILY

Mars?

They look into each others eyes and smile.

EXT. UPRIVER ON THE COLORADO - DAY

A tiny armada of small rafts navigates the growing rapids.
The sky is dark with gathering clouds. Occasional webs of
lightning illuminate the cliff walls. Distant THUNDER echoes.

(CONTINUED)

CONTINUED:

The chief stands at the front of his raft and smells the air. He looks up at the clouds and smiles.

CHIEF
(to himself)
Like the day we met, my wife.

THUNDER cracks as lightning hits a nearby spire.

CHIEF (CONT'D)
Just try not to kill us.

The armada rounds a bend to the Valley of the Watchers. The main passage is blocked by huge fallen pillars, leaving only The Shoot.

The Chief looks at the tumbled pillars.

CHIEF (CONT'D)
(to himself)
Even the rocks will fall.

He waves the cluster of rafts toward The Shoot.

CHIEF (CONT'D)
(to the family)
Everyone hold on to the rafts.

They all hunker down as, one by one, the rafts enter the narrow passage.

They WHOOP and YELL as they enter.

EXT. SOUTHWEST RIM OF THE CANYON ABOVE THE COLORADO - DAY

A solitary prickly pear cactus stands watch at the canyon rim overlooking the Colorado river below. GRUNTS and sounds of strain come from just below the rim.

Lily reaches over the rim and searches for a hand-hold.

DUSTER
(from below)
Got it?

LILY
Yup.

Lily grabs the trunk of a shrub.

Lily's face appears above the rim, looking strained.

(CONTINUED)

CONTINUED:

DUSTER
(from below)
Oomph.

Lily is shoved from below, her backside involuntarily pushed over the edge.

LILY
Hey, watch the hands.

Duster's face appears above the rim.

DUSTER
(chuckling)
Sorry.

Duster hoists himself up and stands next to Lily.

Lily is covered in dust, as is Duster.

Duster looks at Lily and smiles

LILY
Not a word.

Duster shrugs and smiles.

Lily brushes the dust out of her fur. Clouds rise.

LILY (CONT'D)
Finally.

DUSTER
Have a look. That's your world.

Duster stretches out his hand toward the canyon and river.

DUSTER (CONT'D)
And this is mine.

Duster turns and stretches out his arms as if to encompass the entire desert world.

LILY
So big.

Lily SIGHS.

LILY (CONT'D)
Hot, dry, need a drink.

She plops herself down in the shade of the prickly pear and fans herself.

(CONTINUED)

CONTINUED: (2)

DUSTER
At your service, ma'am.

Duster twirls an imaginary moustache.

DUSTER (CONT'D)
A guest of mine gets full
hospitality of the house.

Duster breaks off a prickly pear, opens one end, places a yellow, umbrella-shaped flower in it and presents it to Lily.

DUSTER (CONT'D)
Cactus Cooler for the lady.

Duster smiles.

Lily takes a sip.

LILY
Mm. Not bad, like gooey sweet
water.

Duster bows again and smiles.

Lily slurps the last bit and reaches for a Jumping Choya.

Duster jumps in front of her, blocking her reach.

DUSTER
(strained)
Not that one.

Duster grimaces.

LILY
Why?

Duster turns around to show Lily his back.

DUSTER
It grabs you.

Every inch of Duster's back is covered in spiny cactus balls.

LILY
Looks like you got a prickly
brother hitchin' a ride.

Lily reaches to pull one off.

Duster steps away.

(CONTINUED)

CONTINUED: (3)

DUSTER

No. Use flat rocks. They stick when you touch.

Duster motions her to use the rocks as large tweezers.

LILY

Alright, this'll take a while.

EXT. IN THE SHADE OF A DESERT SHRUB - DAY

A rattle snake, Duster's old nemesis, lies sleeping. He wakes, raises his head and flicks his tongue.

SNAKE

(to himself)

Hm, a scent I have not tasted since...

He exits the shade of the shrub and moves away.

EXT. SOUTHWEST RIM OF THE CANYON ABOVE THE COLORADO - DAY

Lily extracts the last spiny cactus ball from Duster's back.

DUSTER

Ow!

LILY

Oh, stop being such a pup.

Duster sighs and turns around to Lily.

DUSTER

Thanks. Oh, looks familiar.

Duster points to Lily's cactus sculpture propped up against an adjacent rock. It is a decent replica of Duster made of cactus balls.

LILY

Thought you could use a brother.
He's kind'a the spiny silent type.

Duster looks askance at Lily.

DUSTER

Alright, let's get going.

They move off.

EXT. NEARBY - DAY

The old rattle snake makes his way through the rocks and brush, his tongue flicking as he goes.

He reaches the clearing where Duster's cactus replica stands motionless against a rock.

The snakes squints through poor eyesight and flicks his tongue.

SNAKE

Once again we meet my young rat,
but without your protector the old
tortoise.

The snake moves closer and coils in the shade of a shrub.

He strikes, mouth fully open, engulfing the cactus rat and bashing headfirst into the rock.

He rights himself, eyes wide and hissing. He coils and uncoils finally COUGHING out the last bits from his gullet.

RATTLE SNAKE

(Clearing his throat)
You've grown clever my young rat,
but not clever enough.

He flicks his tongue and moves off.

EXT. ALONG THE RIM OF THE CANYON - DAY

Duster and Lily follow the rim of the canyon as it slopes toward the river, where it exits into a flat flood-plane. They stop at a rocky vantage point.

DUSTER

Look.

Duster points at a canal draining the main river, and extending toward the west.

DUSTER (CONT'D)

That's your Grandpa's "Great Snake
drinking the river."

LILY

It's like a fake river that steals
from the real one.

DUSTER

So the water can never rest in the
great pool at the end of the world.

(CONTINUED)

CONTINUED:

Lily looks at Duster.

LILY
How do we stop it?

Duster stares at the distant shape of a wagon.

DUSTER
I'll show you when we get there.

Lily nods and they walk down slope toward the canal.

EXT. NEARBY - DAY

Not far up-slope the snake makes his way toward Duster and Lily. He raises his head and sniffs the air with his tongue. Two fuzzy blobs move down-slope. He picks up the pace.

EXT. THE HILL ABOVE THE CANAL - DAY

Lily and Duster stop at a large, fat, rounded red boulder that sits balanced, like giant sandy egg, overlooking the canal below. A white capstone head sits perched at the top.

From this vantage the canal looks huge.

LILY
So how are **we** going to plug that
up?

DUSTER
It looked smaller from the air.

Duster scrunches his brow and leans against the balanced rock. It CREAKS.

A small cloud of dust and sand rain down on the two.

Duster steps back.

The two look at each other and smile.

DUSTER (CONT'D)
Get a strong stick. I'll get a rock
for a lever.

LILY
Right! Like what we did on the
boat.

Lily grabs a nearby stick as Duster sets up a fulcrum rock.

Duster jams an end of the stick under the boulder like a lever.

(CONTINUED)

CONTINUED:

They both climb a nearby rock as a launching point.

They hold hands and crouch down.

DUSTER

Ready?

Lily nods.

DUSTER (CONT'D)

One, two, ...

Duster stops and sniffs the air.

LILY

What?

DUSTER

Snake!

They leap just as the snake strikes and misses, landing on the flat high end of the lever-stick.

The red rock CREAKS and tips down-slope.

Duster And Lily stand paralyzed on the end of the stick.

The snake coils for another strike.

The smaller white capstone lands, BOOM! on the now high end of the lever stick, launching Lily and Duster high into the air toward the canal.

DUSTER AND LILY

Ahhh!

The snake strikes again, getting a mouth full of stick.

In flight, Duster and Lily watch the boulder as it rolls down to the mouth of the canal only to stop perched on the canal's earth berm, just short of falling in.

EXT. AT THE WAGON - DAY

Duster and Lily land like two ninjas near a wagon, close to the boulder.

LILY

Now what? We can't move that rock.

Duster points at the wagon.

(CONTINUED)

CONTINUED:

DUSTER

Plan B. Remember the Valley of the Watchers?

LILY

You think I could forget that?

DUSTER

Come on, let's have a look.

They climb into the bed of the wagon.

There are only two sticks of dynamite.

LILY

Is that enough?

Duster shrugs. They each grab one and jump out of the wagon.

EXT. AT THE BOULDER - DAY

Duster places one dynamite stick at the base of the boulder on the far side from the canal. He grabs two flint nodules.

LILY

Maybe you should use both sticks.

DUSTER

I'm keepin' this one just in case.
And Lily, roll around in the dirt right there.

Duster points to the dirt in front of the boulder.

LILY

What? I'm no Desert Rat.

DUSTER

Consider this your first lesson.

Lily's eyes narrow but she complies.

Meanwhile, Duster arranges a few sticks and twigs into the shape of a two desert rats and stands them up against the boulder.

Lily gets up and shakes off the dust.

She looks at the figurines.

LILY

Really?

Duster winks.

(CONTINUED)

CONTINUED:

He strikes a flint nodule at the dynamite fuse. It lights.

DUSTER

Run!

They run.

The snake arrives and pauses.

He squints, hears the strange HISSING sound of the fuse and follows it to the desert rat stick figures. He sniffs the ground with his tongue.

SNAKE

Fool me twice ...

BOOM! Dust, rocks and debris fly everywhere.

DUSTER

Yes!

LILY

That's a 'two-fer.' Rock and snake.

The dust cloud recedes. The rock barely budged.

DUSTER

Snake's gone.

Lily notices a shadow moving in some branches above Duster's head.

LILY

Nope.

She points up.

The snake dangles dazed and confused.

Duster GASPS.

The snake focuses on Duster.

RATTLE SNAKE

Nice try, Rat.

Duster's eyes widen and he freezes.

DUSTER

(terrified)

Mom.

(CONTINUED)

CONTINUED: (2)

RATTLE SNAKE

It was wise of the tortoise to keep
you hidden.

The snake uncoils and drops toward Duster.

Lily shakes Duster.

LILY

The River!

DUSTER

What?

Duster grabs the second dynamite stick and two flint rocks

They dash toward the river.

The snake follows.

Duster heads for a rat hole in the earth berm where the canal
meets the main river.

LILY

Where are you going?!

DUSTER

Get to the river!

Lily splits off and runs toward the river.

The snake pursues Lily instead of Duster.

Duster's eyes widen. He stops.

DUSTER (CONT'D)

(at the snake)

Hey you half-blind old worm! I'm
over here!

The snake turns toward Duster and pours on the speed.

Duster dives into the rat hole.

The snake pauses at the opening.

RATTLE SNAKE

And now my young rat you will die.

The snake dives in after Duster.

Lily watches from water's edge as the snake enters the hole
after Duster.

(CONTINUED)

CONTINUED: (3)

BOOM! Rocks, debris and dust rain down. A large crater in the river berm is all that remains.

The explosion ECHOES up-canyon.

Lily GASPS.

LILY

Duster!

EXT. UPRIVER IN THE COLORADO - DAY

The old chief stands at the head of his raft surrounded by the myriad other rafts transporting Lily's family.

BOOM! The sound echoes up the canyon.

The Chief looks up at the grey clouds.

CHIEF

Is that you, wife?

A low RUMBLE in the clouds answers.

CHIEF (CONT'D)

(to the clan)

We must hurry!

The Chief waves and the clan picks up the pace.

EXT. BANKS OF THE COLORADO - DAY

Lily stands at water's edge staring at the crater as the dust clears.

Lily hears a strange RIPPLE sound behind her. She turns.

Duster swims toward Lily like a born river rat.

She runs to him ready to hug him.

He gets out of the water, stops her and waves his hand in front of his crinkled nose.

DUSTER

Whew. You're some dusty desert rat
from Mars.

Lily laughs with relief. She hugs him.

LILY

Some bang you made there.

(CONTINUED)

CONTINUED:

DUSTER

Blew me clean 'cross the river like
outa that shot gun those giants
used.

Duster looks into Lily's eyes, then past her to the boulder
still perched on the berm above the mouth of the canal.

They stand staring at the boulder and SIGH.

LILY

No way we can move that by
ourselves.

DUSTER

We're out'a ammo too.

Lily sits on the damp sandy shore. Duster sits beside her.
They watch the river together.

Lily hums "The River Free."

DUSTER (CONT'D)

What is that?

LILY

Song my grandmother used to sing.
She said, "when you miss your
family most sing 'The River Free.'"

They close their eyes as Lily sings "The River Free."

Lily's voice carries through the canyon, blending with the
wind and the first drops of rain and rills of the river.

EXT. UPRIVER ON THE COLORADO - DAY

The song reaches The family. It washes over them.

YOUNGSTER 1

Grandpa, the river is singing. Is
it a river spirit?

The Chief smiles.

CHIEF

She **is** a great river spirit.

The chief waves the family onward.

EXT. SHORELINE OF THE COLORADO - DAY

Lily's song ends. She stares at the river, a tear in her eye.

(CONTINUED)

CONTINUED:

Duster leans closer to her. He hears something and sits straighter.

LILY
What is it?

DUSTER
Listen.

They listen.

From up canyon other voices flow out from the canyon. Lily's whole clan sings "The River Free."

Lily catches her breath.

DUSTER (CONT'D)
Darndest echo I ever heard.

LILY
Get up.

Tears well in her eyes.

They stand and look up river as the first of many small rafts round the final narrow bend where the canyon enters the flat.

LILY (CONT'D)
That's my family singing.

DUSTER
And they're all riding your invention.

Lily runs to meet the first raft holding her grandfather.

Duster follows.

The Chief steps ashore as Lily rushes to hug him.

LILY
I thought I'd never see you again.

CHIEF
Your grandmother had other ideas,
and your raft invention brought us
to you. Well done, Lily.

Duster joins them and hangs his head.

CHIEF (CONT'D)
What's wrong, Martian, eh Duster?

(CONTINUED)

CONTINUED: (2)

DUSTER

I failed.

LILY

We failed.

DUSTER

There's your "snake", still
swallowing the river.

Duster points at the canal, the boulder still perched on the
berm at the edge.

The Chief smiles.

CHIEF

Nice round boulder you have there.

The Chief winks.

CHIEF (CONT'D)

You know you're not all alone any
more. When you have family you can
change the world.

DUSTER

That's just what my mom used to
say.

Duster looks at the hundreds of Lily's family members as they
come to shore.

Duster's eyes tear up.

DUSTER (CONT'D)

(to himself)

Hm. And sometimes you just need
family to help get things unstuck.

The Chief nods and smiles.

Duster turns to the arriving family.

DUSTER (CONT'D)

(to the family)

Everyone! It's time to save The
River Free!

Everyone CHEERS.

The clan moves to push the boulder into the canal.

A SHOT rings out from up-canyon.

(CONTINUED)

CONTINUED: (3)

The Man in the Hat, and his accomplice, walk quickly towards the clan, They aim their rifles. BANG! BANG!

A bullet ricochets off the boulder.

Everyone ducks and cringes.

CHIEF
Everyone scatter!

Duster stays, staring at the approaching men.

DUSTER
No! I'm not runnin' from **this**
snake. Push!

The Clan pushes on the boulder.

Duster turns to the Chief and nods toward the chief's staff with the metal-rimmed glass lens.

The chief nods and hands over the staff.

Duster runs full-tilt toward the advancing men.

Another shot. BANG!

RICOCHET!

Staff in-hand, Duster pole vaults high into the air and lands like a ninja on the man's hat.

He glances toward the sun.

Dark clouds are about to cover it. THUNDER rolls.

Duster focuses the last sunlight through the lens onto the man's hat. It bursts into flame.

Duster jams the staff into the hat band before leaping off.

The man pulls off his burning hat, sees the staff with the metal rimmed lens and looks puzzled.

Lightning strikes the staff and knocks the man to the ground.

The man in overalls stops to check on his boss.

Duster looks back and grins, but his eyes immediately widen in panic.

A huge flood of water bursts out from the narrow canyon opening.

(CONTINUED)

CONTINUED: (4)

The man in the overalls feels a rush of air, sees the flood waters, abandons his boss and runs towards his boat at the river.

Duster runs toward the family, yelling.

DUSTER (CONT'D)
Flash flood!

The family makes a last great push.

The boulder tilts, then falls into the canal.

All CHEER then fall silent at the approaching flood.

Lily sees Duster running ahead of the approaching flood.

LILY
Duster, run!

CHIEF
To the rafts!

LILY
(To the chief)
No! Wait! He won't make it!

CHIEF
The river will choose. If he's
truly a river rat, then...

Lily boards the raft as she sees Duster being engulfed.

LILY
No!

The Chief pulls Lily close as the wave of water moves the rafts through the breach in the river bank caused by the dynamite.

As the river pours the rafts onto the open flatland Lily searches the churning water.

A turtle surfaces with Duster hanging tight to it's shell.

Duster raises his head.

DUSTER
Sorry I was late. I caught a ride.

Duster stands up on the turtle's back and jumps to the raft.

The turtle smiles and submerges.

(CONTINUED)

CONTINUED: (5)

Lily grabs Duster and plants a kiss on his muddy face. Lily's face gets muddy too.

LILY

A little river water and a little
dust ... mud's good for the soul.

Duster smiles.

DUSTER

So where is the River Free taking
us?

LILY

Looks like that way.

Lily points west to a low, vast white patch of desert at the foot of a mountain.

DUSTER

Looks familiar. Looks like home!

CHIEF

The river has chosen. I think she
likes you, Martian. She's about to
restore your world.

EXT. DRY WHITE LAKEBED - DAY

In the vast whiteness of the dry lake Puck continues his trek toward home. His pink bloomers are all but torn off.

Puck squints as wavy ghost-like figures of female dancing turtles swim among the waves of heat.

PUCK

Honey, how 'bout that nice glass 'a
water you promised. I'll jus' wait
here 'til you bring it.

Puck stops to rest. The turtles evaporate in a sudden breeze.

The cool rush of air causes the bloomers to flutter.

Puck raises his head, sniffs the air and looks to the southeast.

Through crusty squinted eyes Puck sees a giant glistening wave moving at him. Many small contraptions ride its crest.

A familiar voice calls out from atop the wave.

DUSTER

Puck! I brought you some water!

(CONTINUED)

CONTINUED:

PUCK

Hm. 'Bout time.

The massive wave sweeps Puck up in its churn.

Duster's voice is garbled and drowned out.

Puck is tumbled under the water.

Suddenly he is stabilized and raised to the surface by two lovely female turtles, one on each side.

TURTLE

Hello, Puck, friend of Duster the river rat.

PUCK

Well hello. I only asked for a glass of water, but aren't you two a tall drink.

Puck and the turtles smile as they're carried on the wave.

SUPER: A Year Later

EXT. SHORELINE OF THE NEW LAKE - DAY

Duster and Lily's sit watching young pups play and splash in the water near the shore of a vast lake, along with hundreds of others.

LILY

Children, don't go out too far.

Duster sips his cactus cooler and turns to Puck wading in the water.

DUSTER

Hey, Puck. Don't go out too far, you know you sink like a stone.

PUCK

Mind your own bees wax. I got a date.

A female turtle surfaces and escorts Puck into the water.

Duster smiles at Lily as they sip their drinks, munch on their grass seeds and enjoy a day at the beach.

FADE OUT.