

ANGER

Wait a minute. Wait a minute!

Anger runs to the back and rummages through the ideas.

ANGER (CONT'D)

Ah ha!

FEAR

What is it?

ANGER

(holds up the lightbulb)

Oh nothing. Just the best idea ever.

DISGUST

What?

ANGER

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

FEAR

Wait. You're saying we run away?

ANGER

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

FEAR

You can't be serious.

ANGER

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

FEAR

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

ANGER

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

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

GUM MEMORY

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

ANGER

Did I ASK for the gum  
commercial?!?!

(he ejects the memory)

Anyway, it was better, that's my  
point.

DISGUST

(considering)

Riley was happier in Minnesota...

FEAR

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

ANGER

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

INT. RILEY'S ROOM - NIGHT

Riley goes to sleep.

EXT. LONG-TERM MEMORY CLIFFS

The train slows to a stop.

JOY

Huh?

The engineer and his assistant hop off the engine.

JOY (CONT'D)

Hey hey! Why aren't we moving?

TRAIN ENGINEER

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

SADNESS

You mean we're stuck here until  
morning?

BING BONG

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

JOY

Oh, we can't wait that long!

SADNESS

How about we wake her up?

JOY

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

She follows Sadness' gaze and spots DREAM PRODUCTIONS.

JOY (CONT'D)

How about we wake her up!?

SADNESS

Great idea, Joy.

JOY

Thanks. Come on!

EXT. DREAM PRODUCTIONS - NIGHT

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

JOY

Whoa! This place is huge.

SADNESS

Yeah, it looks so much smaller than I expected.

They walk past dream "movie posters."

BING BONG

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

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

JOY

Rainbow Unicorn! She's RIGHT THERE!

Joy tries to play it cool as they walk past.

SADNESS

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

JOY

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

(to unicorn)

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

She pushes Sadness away. Joy pops back in.

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

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

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

They enter.

INT. STAGE B - BUSTLING SOUND STAGE

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

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

INT. STAGE B - COSTUME AREA

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

INT. HEADQUARTERS

Fear enters drinking tea.

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

INT. STAGE B - COSTUME AREA

Joy, Sadness and Bing Bong watch from behind boxes.

JOY  
Okay, how are we gonna wake her up?

SADNESS

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

JOY

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

SADNESS

But Joy--

JOY

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

SADNESS

That's never happened before.

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

JOY

Ooh, Riley loves dogs. Put this on!

SADNESS

I don't think that'll work.

JOY

Bing Bong.

BING BONG

Yeah?

She gives him the satchel containing the CORE MEMORIES.

JOY

Don't let anything happen to these.

BING BONG

Got it!

INT. STAGE B - STAGE AREA, CLASSROOM SET

DREAM DIRECTOR checks the monitor.

DREAM DIRECTOR

Mm hm. Add the reality distortion filter.

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

DREAM DIRECTOR (CONT'D)

Love it.

(to actors)

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

A UNION HARP PLAYER strums: the dream is starting.

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

EXTRA

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

INT. HEADQUARTERS - CONTINUOUS

FEAR

Man, she is one bad actress.

INT. STAGE B - CLASSROOM SET

The CUE CARD GUY flips over the next card.

EXTRA

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

DREAM DIRECTOR

Camera.

The camera adjusts as if Riley is standing.

DREAM DIRECTOR (CONT'D)

And... cue Riley.

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

RILEY VOICE

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

A STUDENT points to the camera.