

FADE IN:

EXT. ROOFTOP - DAY

A view of The Piazza San Marco across the Grand Canal in Venice, Italy.

TITLE CARD
Venice, Italy.

People, mainly tourists stroll across the piazza. Flocks of pigeons fly about whilst others cackle and fight for food on the ground thrown by tourists. A cat runs up to a lady and she stoops to pat it. The cat, adorned with a fancy collar and with a satin-blue colored coat rubs up against her leg.

LEONE, looking from the rooftop, smiles. He is a thin and scrawny alley cat, with a wild cat coat and wears no collar but he has a friendly face. He glances down the building.

His view of an alley. A pair of alley cats can be seen slinking about the crates and barrels. A woman throws some dirty water out a window causing one of the cats to leap out of the way.

Leone gives a look of sorrow, then turns and moves away from his position.

EXT. ALLEY - DAY

Leone jumps onto a stack of crates, then teeters along a thin wooden plank down to a barrel and leaps over a low spiked fence onto the ground. He looks pleased with himself.

However, he is being watched. A pair of eyes peek through a crate opening, then another pair. Two cats emerge. This is CHING and CHONG, a pair of sleek Oriental Cats, adorned with stars on their collars. They follow Leone.

Leone stops and sniffs the air. His head darts to view something, his ears follow with intent.

Ching and Chong notice his body movement and freeze, looking to where he is looking.

A mouse can be seen emerging from a drain pipe ahead of him.

Leone stoops to a crouch, his tail wagging slightly.

The mouse hops towards him.

Leone's rear raises up, his tail wagging wildly. With lightning speed, he makes a flying leap and snags the mouse with his outstretched paw.

Ching and Chong leap as well, and land on Leone's back. Shocked, Leone releases his grip on the mouse and turns on his back and kicks off his attackers. They both land on their feet some way back. Leone flips back to his feet.

LEONE

Following me again, huh?

CHING

You know the rules, Leone. The Cat Mayor won't approve of this. We're gonna have to take you in.

LEONE

(smiling)

You're going to have to catch me first.

Leone leaps towards them and up onto a hanging drain pipe, then onto a flower box and along a ledge. He looks down at them.

They follow him.

He trots along the ledge and leaps up to another flower box, then scrambles along street lamp wall fixture.

Ching and Chong follow with ease.

Leone assesses his situation. Either jump onto the rooftop or the clothes line, the clothing blowing in the wind. He looks at the rooftop again.

LEONE (CONT'D)

Too easy.

He leaps onto the clothes line and gingerly traverses it, balancing himself with his tail.

Ching and Chong stop to view him and decide to head down, then across a wall top almost directly under him.

A gust of wind blows the clothes line and Leone loses his footing, kicking off some underwear.

The underwear falls onto Ching and Chong. They peer through the holes.

Leone falls, but grips the rope with his claws, but he doesn't grip and all but one paw falls away, leaving him hanging by a single claw.

CHING

C'mon Leone. You've had your fun.

Leone in anguish, looks up to his paw. The claw gives way and he falls into a pile of fish guts and rubbish in a trolley below.

INT. MAYOR'S OFFICE - DAY

Three silhouetted cats walk through the open doorway. Ching, Chong and Leone in the middle, tethered to Chong by a collar enter the dimly lit room. Leone flicks his head and some semblance of fish gut flies away.

The room is stately, even gaudy, with ornately carved, gilt mouldings, marble door architraves and paintings of past mayors along one wall. Ornate iron chandeliers hang from the ceiling. A large globe sits in one corner and an arched window on one wall with heavy, plush curtains drawn. A single beam of light streams from the arch above the curtain and falls across the floor. A large clock on the wall that produces an ominous slow ticking sound.

The other walls are lined with books, floor to ceiling and books are also piling up around the corners of the huge ornate desk in the middle. A plaque set into the front of the desk reads "Doge Francesco Bellini".

Ching and Chong gesture for Leone to stand back near the doorway and they approach the desk.

Sitting on a gold fringed pillow up on a pile of books, next to the desk is FORTUNATO POMODORO, a persian cat. There is an open book in front of him, covering all but his fluffy tail, and he appears to be reading it.

The three cats stop and sit upright in front of him. Ching cocks his head on one side in confusion.

CHING

Mr. Pomodoro, sir.

Fortunato peers round the side of the book.

CHING (CONT'D)
Are you... reading, sir?

Fortunato pops back behind the book.

FORTUNATO
I most certainly am!

Ching and Chong give each other skeptical glances.

CHING (MUTTERS TO CHONG)
The book's upside down.

Chong looks to the book and tilts his head.

CHING (SNIFFS THE AIR, MUTTERING)
(CONT'D)
Is that...prawn?

FORTUNATO (MUFFLED MOUTH FULL,
GRUFF)
No, it is not!

The book falls forward revealing Fortunato with his face into a cat bowl of food. He raises up, a prawn tail hanging from the side of his mouth drops into the bowl. He sweeps the bowl to the side of the pillow, clearing his throat.

FORTUNATO (CONT'D)
What is it now?!

The two cats part, looking back. Leone comes forward.

FORTUNATO (CONT'D)
Ah, Leone. What have we done
this time, hmmm?

LEONE
I didn't...

CHING
(INTERRUPTING)
He caught a mouse, sir.

FORTUNATO
A mouse, hmmm? Thought you
were being clever, hmmm?

He draws closer to Leone and sniffs, then grimaces and pulls away.

LEONE
I was...

CHING
(INTERRUPTING)
He fell into a trolley of fish
guts, sir.

Leone gives Ching a sharp, annoyed glance.

FORTUNATO
You know the rules, Leone. No
mouse catching. This is
Venice. Nobody wants to see a
cat with a mouse in his mouth.
You eat what you're given, not
what you catch.

LEONE
But, Fortunato. We're not
given anything.

FORTUNATO (THUMPING THE PILLOW
WITH HIS FIST CAUSING THE BOWL TO
TEETER)
How dare you call me by my
first name! I'm the Cat Mayor
and you will call me Sir.
You're not a breed, you're
from the alley and you have no
rights! This is your last
chance Leone. I catch you
again and you'll be sent to
San Clemente Island like your
father.
(To Ching)
I don't wish to see him again.

Ching and Chong usher Leone towards the door. Leone
pauses at the door and turns back to Fortunato.

LEONE
You will be seeing me
Fortunato...

CHING
(INTERRUPTING, TO
FORTUNATO)
Sir, he said your name...

The bowl next to Fortunato flips off the pillow and
falls face down with a plop on the floor below.

Fortunato looks down at it in frustration.

Leone gives Ching a swipe to the face, knocking him into Chong. The pair slide along the floor and knock over a pile of books. Leone flips off the collar.

Fortunato gives them a fed up look.

A book entitled "The Fool" falls onto Ching's face.

Smiling, Leone trots out, down the hall.

EXT. ALLEY - DAY

Leone enters the grotto. VOLPE, a ginger colored male cat approaches, smiling warmly.

VOLPE

Leone's back!

SAMBA, a younger black male cat pops out amongst a tangle of fish netting, in a gondola nearby. Fish in mouth, he looks excited.

SAMBA (MUFFLED, MOUTH FULL)

Leone!

GATTI, an elderly tabby sits by a sleeping HOMELESS OLD MAN and acknowledges Leone with a nod.

Leone looks around.

LEONE

Where's Spriss?

VOLPE

She's not here. She's been gone all day again.

SPRISS emerges from the darkness of a pile of boxes, squinting in the sun. She is smiling but concerned. Spriss is a tortoiseshell cat with one blue eye and one brown eye. She trots up to him.

SPRISS

I've just been sleeping. Where have you been? Oh, you smell.

Leone sits and begins to lick himself, cleaning off the grime.

LEONE

Yeah, had a run in with some dead fish and a trip to the Mayor's office.

SPRISS
What was it this time?

LEONE
His little hench-cats saw me
catch a mouse.

SPRISS (CYNICAL)
A mouse.

SAMBA
You caught a mouse? You're the
best, Leone. Fastest claw in
the West...of Venice. You eat
it?

LEONE
Nah, got away. They pounced
me.

SPRISS
Can't they see we're not fed
like they are? We have to
catch and scavenge for our
food.

LEONE
It's the rules, Spriss. No cat
can be seen to catch mice in
Venice.

SPRISS
This new Cat Mayor and his
rules! We can't go anywhere.
We can't go where the house
cats live, we can't mingle
with them or even talk to
them.

VOLPE
Yeah, and we're even not
allowed to beg for food. And
we can't wear collars...

LEONE
I don't mind that one.

SPRISS
Fortunato has to be stopped.

LEONE
Oh yeah, and you can't say his
first name either.

SPRISS

It's all to make the Cat Mayor
look good for the house cats.
We have to do something,
Leone.

LEONE

I can't. This was my final
warning.

Spriss sinks in dismay.

VOLPE

Well if you're not going to do
anything, I will.

SPRISS

No, Volpe. You had your final
warning too.

VOLPE

I don't care. I've had enough.

He runs off down the alley.

SPRISS

Volpe!

(TO LEONE)

Leone. We have to stop him.

Leone and Spriss follow him down the alley.

EXT. BRIDGE - DAY

Volpe is about to cross the bridge.

SPRISS

Volpe! Stop!

Volpe stops at the bridge, looks back at them, then onto
the piazza. He crosses the bridge and runs out onto the
piazza.

Spriss gasps then leaps forward and runs towards the
bridge.

Leone pauses for a moment, then chases after her.

She leaps onto the bridge wall but loses her footing and
falls off, but catches the side with her claw.

Leone gasps and runs faster.

A view of the bridge over the seemingly calm water.

Spriss loses her hold and plunges into the dark water, she splashes for a bit, then sinks below.

Leone jumps the wall and dives in after her.

Bubbles can be seen churning the water top, then the water calms. For a moment it seems they have both drowned. Then Leone bursts out with Spriss held by the scruff of her neck in his mouth. He swims to a stairwell and they both collapse on the pavement, exhausted, Spriss coughing and spluttering.

LEONE

I thought you were gone,
Spriss.

SPRISS (RECOVERING)

I owe you big time.

Leone and Spriss bring themselves over to the start of the bridge. They look down where the bridge and pavement meet, unable to cross the line. They look onwards to the Piazza.

EXT. PIAZZA SAN MARCO - DAY

Volpe is causing mayhem with the tourists and locals. Fortunato's hench-cats can be seen running to intercept him.

EXT. BRIDGE - DAY

Leone moves forward but is nudged back by Spriss.

SPRISS

No, Leone.

EXT. PIAZZA SAN MARCO - DAY

Volpe is pounced by the hench-cats and dragged away.

EXT. BRIDGE - DAY

Leone watches in despair.

SPRISS

It's over, he'll be taken to
the island. We can't do
anything about it.

LEONE

We have to, Spriss. We're the
same as they are, we're all
cats.

SPRISS

We're not the same.

INT. GLASS FACTORY - DUSK

The factory is a huge, with towering stone walls and ceilings clad with wooden rafters. The room is filled with wooden, cast and forged iron equipment. Tables line the far wall displaying glassware in various colors and shapes. It is becoming dark through the windows and localized pools of light from hanging lamps light up areas where men are working, blowing glass. There is a orange glow from a huge furnace that bathes the walls with an eerie patterns of red with black shadows bouncing about in the flickering light.

A iron barred cathedral window high up on the left wall emits cool swathe of blue moonlight that cuts across the floor and lights up Leone's nook. He lives in a barrel which has a hole cut out and some rags inside to accommodate him.

Leone sits on top of the barrel to view the glass workers. Spriss sits beside him.

LEONE

I could have saved him,
Spriss. I can take on those
scrawny cowards.

SPRISS

The Cat Mayor has far too many
supporters, you would have
been outnumbered. And besides,
you're the scrawny one.

LEONE

Who says I'm scrawny?

SPRISS

Look at you. You need a good
meal, and by the way you still
smell, stinky boy.

LEONE

Hey, it's been a long day.

SPRISS

Well, at least I didn't say
you were a coward. Remember,
you saved me.

LEONE

Yeah, scardy-cat, so you been
hanging around canal walls
lately?

SPRISS

I don't wish to fall in again
thank you. There's no way
you're gonna get me near the
water. But...I do have
something from the water you
may like.

She hops down and disappears into the darkness, then
comes back dragging a fish and drops it on the ground.

Leone looks surprised.

LEONE

Where did you?...

SPRISS

You know that little old lady
at the fish market? She's my
friend now.

LEONE

Wow, you have a knack, girl.
Thanks!

SPRISS

I'll do anything for you
Leone.

Leone jumps down to join her in the meal.

LEONE

Scardy-cat.

SPRISS

Stinky boy.

EXT. ALLEY - NIGHT

Leone wanders over to an enclave in a building wall. The Homeless Old Man is sleeping on a heap of rags. Curled up beside him is Gatti. He rises up to greet Leone and stretches, groaning.

LEONE

Volpe was taken away to the island today.

GATTI (SHAKING HIS HEAD)

He didn't understand.

LEONE

My father, now Volpe... We're all going to end up there.

Gatti jumps up on a ledge to Leone's surprise.

Leone follows and they walk up to a building edge overlooking the Piazza across the Grand Canal, lit in the moonlight. They sit on the ledge.

GATTI

Leone, remember when you were a kitten, and you lived in a house for a time?

LEONE

Yes, but we moved to the park after the people found us and I never saw my mother again.

GATTI

And you know why?

LEONE

We never found out.

GATTI

She was a house cat, Leone.

LEONE

Really? What happened to her?

GATTI

She did what half the house cats do. She went back to her native country with her mistress.

LEONE

But how did she end up with my father?

GATTI

Venice may have changed, but in essence we remain the same. She simply fell in love with an alley cat. This was before Fortunato came into power.

LEONE

Do you remember a time when alley cats and house cats lived together in peace?

GATTI

There was a time. It was long before you and I were born when only one race of cats existed in Venice. They were called the Venetian Cats.

CUT TO:

EXT. 2D ANIMATED SEQUENCE - VENICE

A woodcut animated sequence shows various cats wandering around the people of Venice, sharing their food and sleeping in odd places around the houses.

GATTI (V.O.)

The Venetian Cats were known by a particular marking that made them distinct from other cats. The Venetian people were lucky to have so many cats living with them because it was a time where a pestilence was sweeping Europe called The Great Plague.

EXT. ALLEY - NIGHT

Leone pricks up his ears.

LEONE

The Great Plague?

GATTI

Yes, it was a horrible deadly disease.

(MORE)

GATTI (CONT'D)
But the carrier of the disease
were black sewer rats.

LEONE
We hardly ever see them now.

GATTI
No, and a good thing.

CUT TO:

EXT. 2D ANIMATED SEQUENCE - VENICE - DAY

The animated sequence shows many rats running down the streets, scaring people away. Then cats emerge from behind barrels and crates and pounce on the rats and others chase them away. The song "Ring A Ring A Rosey" plays.

GATTI (V.O.)
The Venetian Cats eliminated
nearly all the sewer rats from
the streets and thus saved
Venice from The Great Plague.

People are cheering in the streets with their cats. The people adorn the cats with red ribbons around their necks.

GATTI (CONT'D)
The Venetian Cats were
heralded as heroes and adorned
with red ribbons around their
necks.

Kings and Queens offer gold and jewelry for the cats but the Venetians won't accept them.

GATTI (CONT'D)
They were too valuable for
Venice to give up, despite
offers of riches from all of
Europe.

EXT. ALLEY - NIGHT

LEONE
What happened to them?

GATTI

People have short memories.
The Great Plague never came
back. People simply forgot and
one by one, the Venetian Cats
disappeared.

LEONE

How do you know about this?

GATTI

My father told me. You know
Leone, we may be descendents
of the Venetian Cats.

LEONE

I don't think so. We're
nothing.

EXT. ROOFTOP - MORNING

Leone has slept on the rooftop overnight. He wakes as
the sun emerges over the horizon, casting long shadows
and orange hues over the city.

Leone stretches, yawns and sits down to stare at the
view below.

Few people are walking in the Piazza below. A fisherman
is pulling a hand cart with his wares. A woman is
walking her small dog. A jester is setting up his stall.

EXT. ROOFTOP - SOON

The sun is higher in the sky.

Leone is lazily sprawled out to soak up the sun. Then he
has spotted something. He sits upright, pricks up his
ears and his eyes widen.

A female cat, adorned with a sparkling collar emerges
from one of the doorways of the apartments. This is
ALLEGRA. She is an Abyssinian cat.

LEONE

(to himself)

Who are you? You're beautiful.

He stares at her as she walks down the steps to greet
another female cat and gestures to yet another cat in a
window.

Her human mistress, clad in expensive clothing, watches her out from the doorway, then closes the door.

She then walks towards his direction and around a building corner. Something has caught her eye. She looks up and around her, then starts to back away. A large flying beetle is buzzing around her and it's scaring her. She backs into a basket of clothes and it flips over her.

Leone chuckles to himself.

She emerges, shaking off the clothes, then looks up, right at him.

He crouches down behind the rooftop wall, then after a beat, looks back to her.

She has turned away and is walking back towards her friends.

EXT. ROOFTOP - SOON

Leone is still staring at her. He doesn't notice that Spriss has moved up alongside him and is looking out on the scene too.

SPRISS

She's the new French girl.

LEONE

Oh! How did you?...

SPRISS

I'm stealthy. Better watch out stinky boy.

LEONE

Oh yeah, scardy-cat? You know there's water right below us.

SPRISS

So, you looking at her eh?

LEONE

Maybe. Who is she?

SPRISS

Her name's Allegra. She's French nobility and I would say a little out of your reach, stinky boy.

LEONE

Hey, I had a bath last night,
ok?

SPRISS

Good. You want a meal this
morning then? We're all going
to the fish market to meet my
friend.

LEONE

Sure.

She turns to leave but he's still staring out at
Allegra.

LEONE (CONT'D)

I have to meet her, Spriss.
Somehow, I have to meet her.

SPRISS

In your dreams, buddy.

EXT. FISH MARKET - DAY

The Rialto Pescaria Fish Market is in full swing, with a
colorful array of fish and crustaceans glistening in the
morning light in baskets and piled atop the stall
tables. Archways and pillars of the Pescaria tower above
them and fabric umbrellas with drapes sit above the
stalls and flap gently in the slight breeze. Peddlers
and customers are chatting and heckling, with people
walking about everywhere.

Leone and Spriss join Samba and Gatti who are sitting
under the safety of a fish stall table away from the
human traffic.

SPRISS

(sniffing)

Aah, fish. Doesn't it just
smell fantastic!

GATTI

I'm with you there.

SAMBA

Where is she, Spriss?

SPRISS

Oh, she'll be here. She always
turns up after the bell rings.

SAMBA
I can't wait. Thanks for
inviting us, Spriss.

SPRISS
Your welcome. She always has
this huge bundle of fish. I'm
sure she'll have more to
spare.

Leone is staring off in the distance, seemingly
uninterested.

SPRISS (CONT'D)
Hey, Leone.

LEONE
Huh?

SPRISS
You still thinking of her,
aren't you?

SAMBA
Who?

SPRISS
(gasps)
The Cat Mayor is coming!

Fortunato and his Mayor keeper can be seen heading
towards the fish market.

GATTI
Quick, hide in here.

They hide behind a bunch of empty baskets and crates.

SAMBA (TO LEONE)
Leone, who?

SPRISS (WHISPERS)
Shh! Leone likes this house
cat.

Fortunato and his Mayor keeper stop at a crustacean
stall. The Mayor purchases some crayfish.

They watch him carefully and they all whisper.

SAMBA
House cat? You like a house
cat?

SPRISS
Yeah, it's crazy, isn't it?

GATTI
A house cat, Leone?

LEONE
Yes, she is.

SAMBA
Who? What's her name?

SPRISS
Allegra, she's new, and French nobility for that matter.

GATTI
Nobility? She'd be a golden book (Libro D'Oro) member then which means her position is exclusive to the upper class of Venice. Leone how do you think you're even going to get close to her, let alone meet her?

LEONE
I don't know. There must be a way.

SPRISS
Careful! They're coming this way.

Fortunato and his Mayor keeper approach.

The cats freeze in silence.

Then he stops when another man runs up to them and hands him a flyer. He looks at it and instructs the man to plaster the flyer around the area. A cat runs up to Fortunato to show him a flyer at the same time. He performs the same gestures as the Mayor in unison. The Mayor turns to walk back but Fortunato remains, looking around sniffing the air suspiciously. He moves closer to them.

The cats watch, tense.

Fortunato realizes he is far from his Mayor keeper and about turns and trots back to follow him.

SPRISS (CONT'D)
Whew! That was close. We have
to be more careful to look out
for him.

Bell chimes can be heard in the distance, chiming 8
times.

SAMBA
The bell! Where is she?

SPRISS
She'll come.

They wait, looking out for her.

SAMBA
She's not coming, Spriss.

SPRISS
No, she'll be here.

They are still looking for her.

GATTI
Waste of time.

The Old Lady emerges from behind some other people. She
is carrying a large bag.

SPRISS
There she is!

SAMBA
Let's go!

They begin to head in her direction. Spriss looks about
her. Leone is gone.

SPRISS
Leone? Leone?

She sees him sitting some way off to the side of the
market.

SPRISS (TO OTHERS) (CONT'D)
Hey guys, go wait by her
stall. I just have to get
Leone.

EXT. MARKET WALL - DAY

Leone is looking up at one of the flyers posted on the stone wall. Spriss approaches and looks up to it.

The flyer reads "CARNEVALE" and has engravings of people dressed in fancy dress and wearing masks. Underneath is a title "Masked Ball" and a date.

LEONE

The Carnivale is coming.
She'll be at the Masked Ball.

SPRISS

Yes, her and all her
aristocracy friends... and
remember, we're not invited.

LEONE

I know, but everyone wears
masks. I could disguise
myself.

SPRISS

Leone, you'll never even get
close to the place. They'll
smell you. And where will you
get your disguise?

LEONE

I'm going to need your help.

SPRISS

My help? How can I help?

LEONE

Spriss, you're a brilliant,
streetwise queen of the
streets. You can get anything
you want if you put your mind
to it.

SPRISS

True. So you want breakfast
then?

LEONE (SMILES)

Sure.

They trot towards the Old Lady's stall.

EXT. ALLEY - DAY

Leone is sitting on a barrel. Gatti is sleeping next to the Homeless Old Man and Samba is playing with a flower head.

Leone spots a white face which just poked it's head out from behind a building wall and disappeared behind again. He pricks up his ears, and sits up.

LEONE

What the?...

The white face reappears again, closer, behind a crate and pokes back in again.

Leone jumps down off the barrel and walks cautiously over to investigate.

The white faced, black cloaked creature jumps out from the crate, scaring Leone and Samba.

Leone backs off, hair on end and Samba runs back and leaps into a gondola.

The white face flips off revealing a laughing Spriss.

SPRISS

I had you there! It's a doll's mask and cape. So, what do you think?

Leone picks up the white mask and flips it over his face. She drapes the black cape over his back. He walks over and looks at his reflection in a window.

LEONE (MUFFLED)

It's great. You're brilliant, Spriss.

SPRISS

What was that? I'm a silly ant?

He flips up the mask.

LEONE

Bril-liant. You're my best friend ever, Spriss.

He licks her head. She blushes, smiling and averts her eyes.

SPRISS

I still think you're crazy and
you'll get caught. I don't
want them to take you away.

Leone looks down in thought.

LEONE

I'm an alley cat and she's a
house cat. How could I expect
to pull this off?

Leone flips the mask on again and stares at their
reflection in a window. He, with his disguise and her
without.

LEONE (CONT'D)

You know, I think it will
work.

SPRISS

Leone, you can't...

LEONE

You're right, I can't. Not on
my own. But we can. You've
already got me this far. We
just have to work on a plan
together.

Spriss gives him a coy look and smiles slightly.

INT. GLASS FACTORY - LATER

The glass factory is well lit and filled with sounds of
glass manufacture. Furnaces are blazing and several men
in leather aprons are working molten glass on the end of
metal pipes. Others assist by cutting off blown glass
vases and others are polishing ends of finished pieces.
The racks are lined with gleaming colorful glass items.

LEONE

Ow! Cut it out!

SPRISS

Oh, you big baby! It's called
grooming. You're going to have
to look good or they'll find
out.

Leone and Spriss are in Leone's domain, somewhat hidden
behind crates and equipment. Spriss is brushing his
matted fur with a small brush between her paws.

LEONE

Also, I think I'm going to have to pose as a foreigner.

SPRISS

Well you don't have an accent.

LEONE

Somewhere else in Italy I guess.

SPRISS

How about Florence?

LEONE

Maybe, but I've never been there.

SPRISS

I have.

LEONE

How?

SPRISS

I was born there. I lived there for a while as a kitten.

LEONE

How did you get here?

SPRISS

I was adopted by a traveling musician and his son and they kept me in their bag. When they arrived here, I wandered off and got lost.

LEONE

That's funny, since you know these streets better than any of us. So, can you tell me about Florence?

SPRISS

Sure, after I put this on you.

She produces a small, colorful glass vial with a lid.

LEONE

What's is it?

SPRISS (GRINNING)
You'll find out. Now, just sit
still and close your eyes.

Confused, he sits and closes his eyes. She sits the vial
on the ground and pulls out the cap and smears the cork
end onto his fur with her mouth. He opens his eyes and
shakes in shock.

LEONE
Ugh! What is that smell?

SPRISS (CHUCKLING)
Hehe, it's called perfume.
Apparently it's all the rage,
and this one's from France.

LEONE
Smells awful.

SPRISS
It will help disguise your
smell, stinky.

LEONE
Still, smells awful. Where do
you get all these things?

SPRISS
As you said, I know these
streets better than anyone.
Anyhow, you still want to be a
foreigner?

LEONE
I don't know.

SPRISS (BRUSHING HIS FUR)
Well, after I'm finished with
you, you're going to be the
best looking, sweetest
smelling mysterious Count from
Florence and she just won't be
able to resist you.

Leone smiles awkwardly. His fur is parted in the middle
of his head.

EXT. BRIDGE - NIGHT

The Piazza San Marco is filled with light and color as
people stroll about in full costume and masks.

There are fireworks displays, musicians and jesters performing tricks in the square. One of the ornate buildings is lit from within and shadows of people partying are visible through the windows. People in costume and masks can be seen walking through the doorway, accompanied by their small dogs and cats on leashes or in bags. The sign at the front says "Masquerade - Pets Welcome"

Leone and Spriss are watching from this side of the bridge. We can only see their backs and Leone is wearing his cape.

LEONE

This isn't going to work. I feel silly in this.

SPRISS

It will work, and you're just nervous. Just remember what I told you and you'll be fine.

We see the front of them. Leone is wearing his mask over his head. His face looks different, preened and glossy. He is also wearing a collar. He looks like a house cat.

SPRISS (CONT'D)

Now, remember to get in line and walk beside them like they own you.

LEONE (NERVOUS, PULING COLLAR)

I don't know who to pick. When do I go? Who do I choose?

SPRISS (SMACKING HIS HAND OFF THE COLLAR)

All right, I'll pick someone. Just be calm, and stop itching. Doesn't that powder work?

LEONE

It does, it's great. I don't know how you got...

SPRISS (INTERRUPTING)

Wait! That person.

They see a TALL MAN with a long cape chatting to a YOUNG PRETTY WOMAN with a purple masked MINIATURE POODLE in her arms. He doesn't have a pet with him.

SPRISS (CONT'D)

Yep, him. He's smiling a lot.
He'll be good.

LEONE

How do you know he's good? He
could be wearing a cat fur
coat underneath for all we
know.

SPRISS

He's fine. Look, he's totally
distracted by that human
female, despite the fact she
owns a dog. How can humans
like humans who have dogs? How
can humans even like dogs?

LEONE (INTERRUPTING)

Yeah, OK, I'll go.

SPRISS

Wait, I nearly forgot.

She pulls out the perfume vial. Leone SIGHS and sits,
closing his eyes tightly, grimacing. She smears it all
over his head and front of his body. Then flips his mask
over his head.

SPRISS (CONT'D)

There you are. Beautiful. Now,
off you go - stinky boy.

LEONE (MUFFLED)

Heh, you're right about that.
Thanks Spriss. You're the
best.

He trots off, pauses at the "line" of the bridge, looks
back at her and chuckles nervously, then jumps the line
and trots over the bridge towards the man. He sits
behind the man, nervously tugging at his collar.

Spriss watches him, frowns and indicates for him to stop
tugging or he'll lose his head.

Leone acknowledges and stops tugging, then looks ahead
to blend in.

Spriss smiles warmly, but her expression changes to
concern and she looks about, thinking that maybe she has
made a mistake by letting him go.

EXT. MASQUERADE ENTRANCE - NIGHT

Leone nips around beside the Tall Man's feet and nervously looks up at him.

The Tall Man is still chatting to the Young Pretty Woman - a few audible lines.

TALL MAN
And his son, William is
immensely talented. A writer
he'll be, they say. Do you
possess a talent?

The woman giggles, looks away in mock shyness, then shakes her head grinning. The Poodle stares out, indifferent.

The line moves forward and Leone keeps up the pace alongside the Tall Man. They come to the front of the line.

The Tall Man gives in his ticket.

The TICKET MAN looks over the couple, the Poodle and down to Leone and smiles.

Then the Poodle notices Leone, begins BARKING sharply with a feverish urgency and starts to struggle.

Leone looks up at it.

The Poodle's barking changes into words.

POODLE (SHOUTING)
Who...what do you think
you...you are? You're
not...not his cat. I'll
get...I'll get you!

The Tall Man and Young Pretty Woman look down to Leone, puzzled. The Ticket Man notices their look and gives Leone an alarmed look.

Leone realizes he's in trouble, but he calmly glares at the struggling Poodle being held firmly by the woman.

LEONE
You're lucky she's holding you
or you'd be no match for me. I
mean, look at the size of you.
You'd be lucky if you could
fight off a rat.

Leone dashes forward and runs into the building, between the Ticket Man's legs. This causes him to twist around in fright and fall into the Young Pretty Woman and her dog.

INT. MASQUERADE BALLROOM - NIGHT

A human faced mask lunges into view, then turns to reveal a laughing blue faced cat.

The ornate ballroom is filled with costumed people and their pets. People are sitting at small tables and others are dancing in the floor. A quartet is playing sweet music in one corner. The columns and archways are adorned with decorations and exotic flower arrangements feature on the tables of food.

Panting, Leone cowers behind a potted plant next to a column. He looks around, expecting to be discovered but nobody has noticed him. Then he expresses recognition.

Allegra can be seen conversing with a group of other cats. She only wears a small mask covering her eyes but her collar is spectacularly encrusted in jewels. Her eyes wander over to him.

He pulls back behind the column, then peers back out at her again.

She isn't there anymore.

Leone looks about, wandering where she has gone.

ALLEGRA
Looking for someone?

He abruptly swings around to see her behind him. He is speechless.

ALLEGRA (CONT'D)
Dog got your tongue?

LEONE
Huh?

ALLEGRA
It's an expression, but I'm not being expressive. I'm being Allegra. Who are you being?

LEONE

I'm Le...I mean I'm Baron
Fabio Lombardi from Florence.

She walks around him, inspecting his costume. He keeps
an eye on her with some unease.

ALLEGRA

Florence? I haven't been
there... yet. I hear it's
warm. Have you seen the David?

LEONE

The David?

ALLEGRA

The statue?

LEONE

Er... Um... Yes? Maybe. I've
heard of him.

They are interrupted by a drunken sounding "Allegra!"
from someone in the crowd. They see it's a fat cat
dressed in purple velvet, clearly drunk, waving at
Allegra.

Allegra gives a cynical look but waves back.

ALLEGRA

Signore Domino Grasso. Catnip
of course. He'll never learn.

Leone mouths the word "Catnip" like he's never heard of
it, then stares at the crowd.

ALLEGRA (CONT'D)

And that one next to him,
Duchess Gina Lodovic likes
dogs...

The Duchess, tall and thin, sleek Russian Blue with a
huge feather on her blue mask.

Another male cat in a white wig, velvet and pearls
prances by and stops when he spots Allegra. He's about
to bound over and say something to her, when he sees
Leone. He shows surprise, then turns and bounds over to
someone else.

Leone glares at him, then back to Allegra with slight
suspicion.

ALLEGRA (CONT'D)
 Oh, that's just Lord
 Chesterfield, not really who
 he seems...and over there
 Count Petrov of Wallachia.
 Looks like a dog...

Leone looks bored.

LEONE
 Allegra. Would you like to go
 somewhere more quiet?

She turns sharply to him.

ALLEGRA
 You mean leave this party?
 Don't you like these cats?

LEONE
 It seems you don't...

ALLEGRA
 How can you say that? I live
 for these events. Who are you
 and why are you here? You're
 not like these cats are you?

LEONE
 I am...

ALLEGRA
 Show me your face.

Leone backs away but she advances and swipes at his face with her paw. His mask flips off and he leaps behind a giant heart shaped fish tank. She peers at him through the water. He looks back at her. Their faces are distorted. He backs into a corner. She comes round to face him and flips off her mask to see him clearer. He looks alarmed.

ALLEGRA (CONT'D)
 I've seen you somewhere.

She thinks about it for a moment.

LEONE
 Michelangelo.

ALLEGRA
 What?

LEONE

He made the David. He also painted the ceiling of the Sistine Chapel and was a rival to another famous artist from Florence called Leonardo Da Vinci.

ALLEGRA

Wow. You know your art.

LEONE

My family was borne into the Florence nobility and we were just...surrounded by art.

Allegra is astonished, but then she looks puzzled.

ALLEGRA

There's something different about you though. You're not like everyone here.

Allegra's friend VERDI-VISTA walks by and spots her.

VERDI-VISTA

Allegra! There you are! Who's that?

ALLEGRA (TO LEONE)

I have to go. Can I meet you again?

LEONE

OK. You know the bridge to the Vicolo?

ALLEGRA

Yes. I've never been there though. I usually stop at the start of it. Haha. Can't cross the line.

LEONE (SMILING)

I understand. Can I meet you there, on the line, sunrise?

ALLEGRA

I'm not let out till 8.

LEONE

OK. 8.

Allegra smiles and trots off to join Verdi-Vista.

Leone smiles as he watches her leave, then looks confused.

LEONE (CONT'D)

What's 8?

Then looking about him, spots his mask and flips it on his face and silently skulks away.

EXT. ALLEY - NIGHT

Leone arrives back in the alley, costume in mouth. He stops and drops it when he sees Spriss anxiously waiting for him.

SPRISS

It's so late. I was worried.

LEONE

Your plan was brilliant. She thinks I'm a Baron and she wants to meet me in the morning at 8.

SPRISS

Oh... that's good. What's 8?

LEONE

I was hoping you'd know. It's after sunrise. I know that.

Spriss is pondering, moving a leaf around with her paw.

SPRISS

So, was she the one? Was she what you expected?

LEONE

Yes and no. She was beautiful but she has a mind of her own.

Spriss smiles.

SPRISS

That's right, Leone. Beauty isn't everything. Did you get in trouble?

LEONE

Nearly. She didn't believe me for a moment, but I remembered what you said about Florence.

SPRISS
See? Where would you do
without me, Leone?

LEONE
I'd be in trouble.

Spriss smiles broadly.

EXT. OVERLOOKING THE PIAZZA SAN MARCO - SUNRISE

Leone and Gatti sit on a high wall overlooking the square, beyond the bridge. The sun has just broken above the horizon and long streaks of light cut across the square. It is all but empty.

GATTI
I love Sunday mornings.

LEONE
You know, she said she's not
let out till 8.

GATTI
8am?

LEONE
What is it?

GATTI
It's a figure of time
indicated by the hands on a
clock. You can either read the
clock or count the bell chimes
on the hour.

LEONE
The bell chimes we heard from
the market?

GATTI
Indeed.

LEONE
Thanks!

Leone jumps from the wall.

EXT. CLOCK TOWER - PIAZZA SAN MARCO - DAY

The Piazza is quiet. A single man walks past in the background.

Leone is sitting in front of the clock tower archway looking up.

His view of the clock tower, with the clock way up so high we can't make out the face. The clock tower CHIMES sending a flock of pigeons flying from their perches around it.

LEONE

One, two, three...

As the clock chimes, we see a view from high up on the clock tower looking down at Leone. A cat can be seen stalking up behind him.

LEONE (CONT'D)

...six, seven.

(pause)

Seven? So I have another whole hour till eight. That's ages!

CHING

What's ages?

Leone spins around to see Ching facing him.

LEONE

How did you get here?

CHING

The question is why are you here? You're not meant to be here.

LEONE

There's no rule against me being here on Sunday when there's no market.

CHING

I think we're going to have to ask the mayor that.

LEONE

I'm not going. I've done nothing wrong.

CHING

Oh, we'll think of something.

LEONE

You'll have to catch me first.

CHING
Oh, but we will.

Leone runs off towards an alley, but Chong is there waiting for him. Leone turns sharply towards the docks.

Ching passes Chong and swipes him a hand-slap, grinning.

Leone runs through a pair of crates.

Ching yells out a SHARP MEOW.

A crab basket falls over Leone, trapping him. A tiny crab still in the basket drops over him. He shakes it off and it crawls out through a hole. A short legged tiny TERRIER DOG jumps down from a crate.

Ching arrives at the scene.

LEONE
So now you have dogs working
for you?

TERRIER
Hey, I don't work for cats,
I...

Ching gives the dog a cynical look.

CHING
Well you just did.
(To Leone)
Lets just say, a way to a
dog's heart is through his
belly. Here ya go chum.

Chong who has arrived dragging a bone behind him, hurls it to the dog, who catches it in his mouth excitedly, and trots off. Big bone, tiny dog with short legs.

Leone watches him go, then up to the crate.

LEONE
How did he even get up there
with those legs?

CHING
You'll be amazed what dogs
will do for food. Pretty
predictable fools really.
Imagine if I'd said fetch.

LEONE

OK, you've had your fun. Let me out.

CHING

Soon. I'm still having fun.

Leone sits, disgruntled.

DISSOLVE
TO:

EXT. DOCKS - SOON

People can be seen milling about the docks. A small child runs past with a stick pushing along a hoop.

Ching and Chong are sitting. Ching is sleeping. Chong looks bored and starts biting his nails. Ching wakes, annoyed by him.

CHING

Stop that. Filthy habit.

Chong stops, a little scared of Ching.

The bell CHIMES in the distance. Leone pricks up his ears.

LEONE

Let me out. I have to go.

CHING

What did you mean by "ages"?
What's ages?

The bell CHIMES 2...3...

LEONE

Nothing. Let me out.

CHING

Why do you have to go? Where are you going?

LEONE

If you don't let me out, I'll tell the Mayor.

CHING

What? What could you possibly tell him?

The bell CHIMES 6...7...

LEONE

That you catch mice when he's
not around.

CHING (SURPRISED)

How did you know that?

LEONE

You talk in your sleep.

Ching, alarmed, mouth open looks to Chong.

Chong nods, smiling.

CUT TO:

EXT. DOCKS - A MOMENT LATER

Leone is running away from the scene behind him. The
basket is upturned. Ching can be seen swiping Chong over
the head.

EXT. BRIDGE - DAY

Leone arrives at the bridge and strains about, looking
for Allegra.

She is nowhere to be seen.

He looks down at the bridge line, looks back to see if
he was followed, then crosses gingerly. He arrives at
the other end.

Allegra jumps out from behind the pole she was hiding
against.

Leone jumps back in fright.

Allegra laughs. Then she sniffs.

ALLEGRA

Hey, you don't smell as nice
as last night. Kind
of...fishy.

LEONE

I um, had a encounter with a
crab on the docks.

ALLEGRA

Wow, adventurous morning.
Sounds exciting. You should
take me there.

LEONE

Uh, maybe another time. That
crab was fierce.

ALLEGRA

So, would you like to have a
Sunday brunch then?

LEONE

Er, sure.

ALLEGRA

Do you even know what a brunch
is?

LEONE

Er, no.

ALLEGRA

Don't they do brunch in
Florence.

LEONE

Ah, no. We do huge lunches.

ALLEGRA

Well, we always do it in
France. Its a breakfast lunch
combo and absolutely fabulous.
Come on.

She trots off. Leone looks behind him once again, then
follows her.

EXT. CAFFE' - DAY

The caffe is busy with people sitting alfresco; drinking
coffee, eating, smoking and chatting.

The cats wander around the legs of chairs and people
till they find a spot with a miniature table covered
with a checkered tablecloth. Allegra sits at the table
and Leone, curious about it looks about him.

Another pair of cats sits and eats from bowls at another
table nearby.

Allegra notices them too.

ALLEGRA

Baron and Baroness De Beyet.
Look at them. They should chew
their food.

A pair of human legs with black pants and shoes
approaches their table. Leone sees them and backs off
into the corner of the caffe wall.

Allegra looks at him with surprise, then smiles.

A hand lays two bowls of food gently onto the table.

Allegra looks up at the WAITER and smiles.

Leone watches the Waiter leave and gingerly approaches
the table.

ALLEGRA (CONT'D)

You've never been served by a
human?

LEONE

I have. Just not in this way.

ALLEGRA

Uha. Mmmm. Mussels and cream
pasta. Mmmyyy favorite.

Leone sniffs it. He recognizes the mussels but the rest
looks odd to him. He takes a lick and is pleasantly
surprised. Then he dives his face into his bowl.

Allegra chuckles.

ALLEGRA (CONT'D)

Hey, remember to chew your
food, Fabio.

Leone raises his face revealing cream all around his
mouth.

LEONE

Huh? Oh yeah.

Allegra smiles.

EXT. PIAZZA SAN MARCO PORTICOS - DAY

The archways to the square tower above and are decorated
with wreaths of flowers to celebrate the carnivale.

The square cut red and cream tile on the ground is shiny with wear. Women in fur coats can be seen walking away down the corridor.

Allegra and Leone sit by an archway column and lick themselves. Allegra is politely licking her paw and washing her mouth with it. She looks over to Leone and stops, looking amused.

Leone is lapping his mouth with his tongue and has a big smile on his face.

ALLEGRA

Hey, you want to see my
apartment?

Leone gives a big nod of agreement.

ALLEGRA (CONT'D)

You're funny.

They walk towards a block of tall apartment buildings.

A face appears from behind one of the columns. It is Ching. His eyes narrow as they follow the pair as they walk towards the apartments. He emerges with his sidekick, Chong and whispers something in his ear. They slip back into the shadows of the column.

EXT. APARTMENT BACK DOOR - SOON

Leone enters the small courtyard to see Allegra jumping up onto a small window sill. She looks back at him.

ALLEGRA

She leaves the window open for
me. Come on.

INT. ALLEGRA'S APARTMENT - DAY

Allegra leads Leone through the ornately decorated, plush apartment. Peach walls are decorated with cream mouldings around the doorways and framing hand painted frescos. The furniture is delicately French and curtains of silk and plush drape around the tall windows.

Leone, mouth opened, is overwhelmed by the luxury. Looking up at the decorations on the walls, he collides with a pouffe. He backs off, shaking his head, and stares at it, then up to the chair nearby. He looks puzzled.

LEONE

What's with the big chair and
the little chair? Is this one
yours?

Allegra walks ahead without looking back.

ALLEGRA

It's a pouffe. It's for
resting human feet. Honestly,
where have you been?

LEONE

Not here.

She leads him into the bedroom, then into a small room
that looks as though it was designed especially for her.
There's her food bowls, a comfy looking bed and a big
square tray with kitty litter in it.

Leone looks around, impressed.

Then with the flick of her paw, Allegra opens a cupboard
door revealing a large rack with dozens of collars of
various designs and colors hanging on small gilt hooks.

ALLEGRA

My collar collection. She's
always giving me new ones. I
expect I'll have another one
by tonight. She's gone to
France today.

Leone stares at them with amazement, tugging at his.

Allegra jumps onto her bed and turns to him with a
devilish glint in her eye.

Leone notices her out the corner of his eye. He pretends
not to notice.

ALLEGRA (SWEETLY) (CONT'D)

Fabio.

Leone is still looking at the collars, like he didn't
hear her. He tinkers with one with his paw and a pearl
drops off it. He looks down to see where it went but it
has disappeared under the cupboard. He looks guilty.

ALLEGRA (CONT'D)

Fabio? That's your name isn't
it?

Leone quickly turns to her.

LEONE

Er, yes. But I'm usually
called Baron... by friends or,
non-friends.

ALLEGRA (FROWNING)

What would you like me to call
you then?

LEONE

Er... I guess...

There is a clicking sound.

Allegra pricks up her ears in shock.

ALLEGRA

She's back!

Leone looks towards the front entrance and is about to
run back through the living room.

ALLEGRA (CONT'D)

No! This way!

She leads him through the bedroom, through an open
archway through to the dressing room which is filled
with colored dresses and fur coats. He misses a turn and
plunges into a fur coat.

Allegra stops and hears high heeled shoes entering the
bedroom. She turns to Leone but just sees a bunch of
fur. Then he pokes his head out. She grabs him by his
collar and drags him out, then they run through a short
hallway out to the back doorway. He jumps up to the
window and looks back at her.

LEONE

When can I see you again?

ALLEGRA

Tonight, at 8.

He smiles and jumps out the window.

She watches him leave.

ALLEGRA (CONT'D)

So long...Fabio...Baron.

INT. MAYOR'S OFFICE - NIGHT

Fortunato is sitting in a crouch position on the carpet beside the desk with his back towards us. His tail is twitching as if he is alert.

A mouse emerges from a hole in the moulding beyond him. He raises up his backside and pounces on the mouse. He picks it up with his mouth and brings it round to the front, dropping it onto the carpet. The mouse tries to escape but Fortunato quickly pins it to the floor with an outstretched paw. He flops down onto his side, paw still outstretched. He smiles wickedly, pleased with himself.

FORTUNATO

Oooh, nooo. You're not getting away this time, are you, hmmm?

Ching and Chong come through the open doorway and freeze in their tracks when they see him.

Fortunato is holding the mouse by it's tail and has it dangling above his wide opened mouth.

CHING

Ahem!

Fortunato looks slowly around, snaps his jaw shut and drops the mouse, which runs back into the hole.

CHING (CONT'D)

Was that a mouse, sir?

FORTUNATO

Nothing of the sort! Now, what do you want?

CHING (TO CHONG)

Looked like a mouse.

Chong nods.

Fortunato is fuming. He jumps up to his pillow atop the pile of books.

FORTUNATO

Tell me what you want! I'm busy.

CHING

We saw Leone with a house cat. They ate at the Caffè and went to her apartment.

FORTUNATO

What?!

EXT. ALLEY - DUSK

Leone enters the alley. He stops, looking ahead.

Bathed in a soft warm glow of a lit window, Spriss can be seen sitting on the pavement, head cocked to one side, like she's been waiting for him.

Leone trots up to her.

LEONE

Spriss! You've been waiting
for me?

Spriss suddenly looks defensive.

SPRISS

No. I, er... I've been doing
stuff. There's plenty to do
around here. Especially when
you're not here.

LEONE

Oh. Well, that's good.

He looks down and begins to walk away.

SPRISS

Hey, where are you going?
Where were you the whole day?
Did you meet her again? You
gotta tell me what happened.
All the juicy bits.

LEONE

Juicy. Yes, I met her again.
We ate at a cafe with humans
and she took me to her house.
She has a lot of collars.

SPRISS

Ate with humans? Weird. And
what's with collars anyway.
You don't need collars.

LEONE

It's a status thing I guess.

SPRISS

Humph.

She walks off. He follows, trotting up beside her.

LEONE

Hey, so I'm going to meet her again tonight. At 8.

SPRISS

What's 8?

LEONE

The time. On the clock. When the chime strikes 8 times. Anyhow, I, um... need your guidance.

SPRISS

My guidance. What do you want now, stinky boy?

LEONE

I think she likes me and I think she may want me to do something about it. I've never... I mean I don't really know how to court a woman.

Spriss is not looking at him.

SPRISS

Use your instincts.

LEONE

Yeah, I guess.

Spriss thinks about it for a moment then turns to him.

SPRISS

She's popular though, right?

LEONE

Yes, very.

SPRISS

So she's probably pretty experienced in that area.

LEONE

Probably.

SPRISS

And you're not. And she'll know.

LEONE

I guess so.

SPRISS

All right, I'll pretend I'm her. Not that I'm anything like her but say if I was.

LEONE

Ok, so what now?

SPRISS

Come up to me.

He walks up and stops near her.

SPRISS (CONT'D)

Closer.

He steps closer.

SPRISS (CONT'D)

Now, this is probably what she'll do.

Spriss looks at him, smiling, then looks down as if shy, partly closing her eyes and gives him a lingering stare.

SPRISS (CONT'D)

Come here.

He stands still, staring at her, not knowing what she means.

SPRISS (CONT'D)

Touch your nose onto mine.

He leans forward and gently touches his nose onto hers. They stare for a moment.

SPRISS (CONT'D)

Now, close your eyes.

She approaches slowly, pauses as she looks at him.

He opens his eyes.

SPRISS (CONT'D)

Hey, no peeking!

He closes his eyes tightly.

She closes in and licks his cheek a couple of times. Then whispers into his ear.

SPRISS (CONT'D)

Now you.

He licks her cheek in the same way and they draw apart. Spriss recovers and shakes her head like she made a mistake.

SPRISS (CONT'D)

I think that's enough. Your lesson's over.

LEONE

Didn't I do it right?

SPRISS

Yes, you were fine. It's not you, it's me.

LEONE

You were great. I felt...

The clock begins to chime. The cats pause and listen. 5, 6, 7, 8.

SPRISS

Well you have to go now.

LEONE

Thanks Spriss. I owe you.

SPRISS

Ok, off you go.

She turns and walks off into the darkness.

He lingers for a moment, staring out towards her.

EXT. BRIDGE - NIGHT

Leone arrives to see Allegra waiting for him. She is wearing a new collar, pink velvet adorned with pearls.

ALLEGRA

Baron, you're late. Come on, we have to go now.

LEONE

Where are we going?

ALLEGRA

It's a surprise.

EXT. OPERA HOUSE - NIGHT

They approach a well lit entrance to a very tall stone building fronted with carved pillars and titled "Teatro San Cassiano". Atop the wide stairwell, people can be seen in line at the doorway.

Allegra takes him around the side of the building where a warm glow of light emits from an open barred window. They step through the bars.

INT. CAT OPERA HOUSE - NIGHT

The space is ornately decorated with drapes around the walls and high ceilings with ornate frescos and paintings in the panels. Huge unlit chandeliers can be faintly seen in the ceiling. It looks like it was once used as a rehearsal space but has since been used for set storage. There are various set pieces against the walls and stacked along one side. The room is filled with fancy cats seated on the trestles. The stage is dimly lit with candles and candles are dotted around the sides of the room. Curtains are drawn across the stage. There is a buzz in the air.

Allegra leads Leone around the side and down an aisle.

Along the way, she is greeted by numerous cats seated in the aisle and a few from surrounding aisles.

They arrive at a space that is reserved for her beside her friend Verde-Vista.

VERDI-VISTA

Allegra! This is your
mysterious man?

ALLEGRA

Yes. Verdi-Vista, this is...
er...

LEONE

Baron Fabio Lombardi from
Florence.

VERDI-VISTA

Ooh! A Baron. Allegra, good
choice. Sit, sit.

They sit. Leone is looking about him. He notices Fortunato and his cronies seated nearby.

ALLEGRA (TO VERDI-VISTA)

You know, I went to see
Mystico again and she told me
I would meet a mysterious man.
She even used the word
mysterious.

VERDI-VISTA

Ooh, deliciously exciting.
And?

ALLEGRA

That's all she said.

VERDI-VISTA

And is he?

Allegra looks to Leone. He is still staring outward.

She sees he is looking at Fortunato. Fortunato looks
around towards his direction.

Allegra notices Leone ducking slightly, behind a large
female cat with a feathered hat.

She turns to Verdi-Vista.

ALLEGRA

(smiling)

I'll figure him out.

Music from somewhere begins to play. It sounds a little
muffled but it grabs everyone's attention and silence
fills the room. A cat lights the stage lights around the
front of the stage which brightens up the closed
curtains. Then a pair of cats pull the curtains open by
the cords on the sides of the stage revealing an
elaborate set piece that resembles Leone's alley.

Leone gasps in wonder.

Then a large masked cat, adorned with a large collar and
purple velvet cap with a huge blue feather strides in
from the curtain and stands in the middle of the alley
as if he is looking for somebody. This is BARON LUDVIK
DE PUSS. A female cat, dressed in rags with a hood over
her head, resembling a beggar emerges cautiously from
behind a barrel.

Muffled opera singing can be heard. Baron Ludvik begins
to sing with a booming, operatic voice.

BARON LUDVIK (SINGING)
I am seeking a woman, a very
special woman.

BEGGAR CAT
Whom do you seek?

BARON LUDVIK
She has no name, but she bears
a mark, on her head, that
comes from royalty.

The beggar cat removes her hood and turns to the
audience.

BEGGAR CAT
Do you mean this mark? I've
had it all my life.

BARON LUDVIK
That's it. It's the mark. You
must come with me.

BEGGAR CAT
I can't. This is my home.

BARON LUDVIK
You must.

BEGGAR CAT
I can't.

BARON LUDVIK
You must. You must. You must.

Leone is captivated.

Allegra watches him and smiles.

EXT. OPERA HOUSE - LATER

Well dressed cats are standing and chatting around the
front of the cat entrance and others are coming out from
the window.

Leone and Allegra emerge and stand in a clearing. Verdi-
Vista comes out from behind them and notices other cats
she knows.

VERDI-VISTA
Allegra! I'll catch you later.

Allegra looks back at her as she leaves to meet the others.

ALLEGRA (TO VERDI-VISTA)
OK. We'll talk.

Verdi-Vista smiles slyly and nods.

ALLEGRA (TO LEONE) (CONT'D)
I have something else I want
to show you. Do you have time?

LEONE
All the time in the world.
Don't you need to be back?

ALLEGRA
It's Saturday night. Everyone
parties on Saturday. Don't
you?

LEONE
Hah, yeah. Of course... Well,
mostly.

ALLEGRA
Come on then.

They trot off.

EXT. GRAND CANAL - NIGHT

They arrive at the gondola docking shore. Numerous gondolas are docked beside brightly colored striped poles. The canal is awash with reflections from lit windows and lanterns on the gondolas in a myriad of movement and color.

ALLEGRA
We're going on a boat ride.

She leads him down the line of gondolas and is greeted by a Gondolier who has been waiting for her.

ALLEGRA (CONT'D)
This is our private Gondolier.
Marco. Hi Marco.

MARCO stoops to pat her on the head as she approaches.

They sit together on a cushioned seat in a lantern lit felze at the front of the gondola. Leone looks at her in amazement.

LEONE

You have your own Gondolier?

ALLEGRA

We do. My mistress and I are always taking gondolas to this place and that. Ah, here he is.

LEONE

Who?

ALLEGRA

Baron Ludvik.

Baron Ludvik hops onto the gondola and sits next to Marco at the stern. Marco stoops down to pat him too. Baron Ludvig looks over to Allegra and nods, smiling.

Leone recognizes Baron Ludvik.

LEONE

He's the opera singer!

ALLEGRA

Uha. He's come to serenade us.

LEONE

Oh.

Allegra looks up to Marco and he acknowledges her gesture, unleashes the mooring rope and pushes the boat off with his oar.

The gondola glides slowly down the canal.

Baron Ludvik begins to sing with his deep operatic vocalism.

The gondola sweeps under a bridge.

Allegra watches Leone who is enjoying the music and looking up at the bridge as they pass under.

He turns to her, smiling.

ALLEGRA

Some cats don't like the opera. I'm glad you do. So have you...

LEONE (INTERRUPTING)

It's just...perfect. And so are you.

Allegra is struck by his comment. She stares into his eyes, then looks down as if blushing, then back at him.

He recognizes the cue and sidles towards her. He approaches slowly until their noses touch. Then he gives her a lick on the cheek.

She closes her eyes to savor the moment, then turns and licks him on the cheek. They stare into each others eyes.

ALLEGRA

You're so...innocent...yet...

Tall shadows of two cats are cast upon the canal wall.

Leone notices them, and turns sharply to see it's Ching and Chong following them along the other side. Then he sees Fortunato sitting in the light of a street lamp by a gondola landing up ahead.

LEONE

Oh no.

FORTUNATO

You know the rules. You had your last chance didn't you Leone.

Allegra looks to Leone in confusion.

ALLEGRA

Who?

FORTUNATO (TO CHING)

Get him!

Ching and Chong leap onto the gondola causing it to rock violently, casting the still singing Baron Ludvik off the edge and into the water. He resurfaces.

BARON LUDVIK (WITH A LISP)

Oh, please help me. My hat.
It's ruined. You devils.

Marco pulls him up by the scruff of his neck and plops him beside him. Baron Ludvik recovers slightly.

Leone sees a gondola mooring pole passing by and leaps onto that, then up onto the wall ledge. He looks back at Allegra and shakes his head in sorrow.

She looks back at him, confused.

He disappears over the edge.

She turns to Fortunato who is close by now.

ALLEGRA

Why did you follow him? What
did he do?

FORTUNATO

His kind is forbidden to mix
with our kind. Were you not
aware of that, hmmm?

(to Ching)

Get him, you fools.

EXT. GONDOLA - NIGHT

Ching and Chong notice the wall has changed to a carved
pillar fence. They both leap towards the fence but Chong
loses his footing and grabs onto Ching's tail as he
passes through the fence pillars, sending them both
back, hanging off the wall.

CHING

Get off me.

He sees Chong hanging onto his tail, with the capture
collar in his mouth. Chong gives a slight grin.

Ching sighs, then using all his strength, pulls himself
through the gap and drags Chong over the ledge with his
tail.

Ching snatches his tail back and examines it. It is
bent.

CHING (CONT'D)

You bent it. You bent my tail.

He slaps Ching and knocks him over.

CHING (CONT'D)

C'mon lets go.

They run off down the alley.

EXT. GONDOLA LANDING - NIGHT

The gondola has stopped by the landing. Allegra storms
up to Fortunato. She passes Baron Ludvik with Marco
mooring the boat behind him.

BARON LUDVIK
Look what they did to my
beautiful hat.

Allegra comes face to face with Fortunato.

ALLEGRA
What do you mean by his kind?

FORTUNATO
Don't you know who he is,
hmmm?

ALLEGRA
Yes, of course. He's Baron
Fabio Lombardi from Florence.
Well, it's either Fabio or
Baron.

FORTUNATO
It's neither. His name is
Leone and he's an alley cat.

Allegra is shocked.

ALLEGRA
No. You must have the wrong
cat. He has a collar, he loves
the opera.

BARON LUDVIK
Insightful.

FORTUNATO
He had you fooled miss kitty.
Your mistress has other plans
for you.

ALLEGRA
What?

FORTUNATO
Your mistress and my Mayor
have made an agreement about
you.

ALLEGRA
How on earth do you know this?

FORTUNATO
I overheard them talking in my
office.

ALLEGRA

What do you mean by agreement?

FORTUNATO

Tomorrow. You'll see. You'll see.

EXT. ALLEY - NIGHT

A fog is rolling in. Leone arrives at his alley and stops, panting. He looks about him. Nobody is around.

LEONE

Hey. Spriss? Samba? Gatti? You there?

Samba jumps down from a planter box in a window and arches his back in a big stretch.

SAMBA (SLEEPILY)

Leone. You're back.

LEONE

Where's Spriss?

SAMBA

She hasn't been in all day as usual.

LEONE

What do you mean as usual?

SAMBA

She's never around these days. She just leaves and we don't see her all day.

LEONE

And Gatti?

SAMBA

Gatti's moved around the corner. His master found a better spot.

LEONE

Ok. Well, you'd better hide Samba. The Mayor and his cronies are on their way here. They're after me.

SAMBA

Catch a mouse again?

LEONE

No, met a girl. From the other side.

SAMBA

Ah, even better.

Samba yawns and leaps up, back into the planter twirls around a couple of times before plopping down.

Leone looks back and sees two cat silhouettes walking towards him, casting long shadows in front of them. He sees the dangling capture collar.

CHING

C'mon Leone. Time to come with us.

LEONE

You're going to have to catch me first.

He about turns and runs down the alley, disappearing into the fog.

Ching and Chong watch him leave. Chong looks to Ching expecting him to give chase but he just sits, an evil grin forming on his face.

CHING

He won't get far.

EXT. ALLEYWAY - NIGHT

Leone is running down the alley. The alley curves then turns sharply to the right. Leone takes turn but stops in his tracks. He sniffs the air, then his eyes widen as he sees...

Two pairs of red glowing eyes appear from the darkened fog beyond. A pair of large black dogs emerge into the diffused light of a street lamp just ahead of him. This is JAKE and BUD. They slowly approach, heads low, GROWLING.

Leone backs off, his fur standing on end.

JAKE

Looks like an easy catch, eh Bud?

BUD
Effortless Jake. Pff. A cinch,
a snap, a pushover.

Leone has backed out into the middle of the other alleyway.

He sees Ching and Chong walking towards him. Chong is twirling the capture collar.

Leone looks about him. There are bricked walls all around him. It looks as though he is trapped.

Then a PPST from above. He looks up. The fog has broken and the moon emerges from the clouds. A silhouette of a cat staring down at him can be seen on a roof top.

SPRISS
Leone. The street lamp.

Leone looks back to the street lamp. The dogs are only feet away from it now. He looks back at her, his eyes wild with fear and doubt.

SPRISS (CONT'D)
Go, Leone.

He looks back to the dogs, then frowning, lurches forward, mouth open and makes a flying leap towards them.

LEONE
Hiss!

The dogs are surprised and stop advancing.

Leone has caught hold of the street lamp pole.

The dumbfounded dogs look up.

Leone claws his way to the top and leaps onto a gated window sill, then up onto the roof.

Ching and Chong arrive at the corner. Ching glares angrily at the dogs.

CHING
What? You want me to throw you
a bone? Meet us at the docks!

The dogs look dejected.

Ching and Chong clamber up the pole.

EXT. ROOFTOPS - NIGHT

Leone arrives by Spriss's side.

SPRISS
In trouble again Leone? You're
lucky I saw you.

LEONE
You weren't at home. Where do
you go every day?

Spriss spots Ching and Chang emerging over the roof
edge.

SPRISS
They're here. C'mon.

Spriss and Leone dash off across the clay tile rooftop,
leaping over air vents and dodging chimneys and TV
aerials.

Ching and Chang follow them.

Spriss and Leone are running and leaping side by side.

LEONE
Tell me Spriss. I'm worried
about you.

SPRISS
You mean when you dash off
with that rich girl.

LEONE
No. The others say you're
never around anymore.

SPRISS
Neither are you.

They come to the roof's edge and there's a big gap
between buildings. They frantically look about.

SPRISS (CONT'D)
Over there.

A washing line extends between the buildings.

LEONE
Not that again. I don't think
I can do that.

SPRISS
It's the only way across.

LEONE
You remember why I smelled of
fish?

SPRISS
You fell off?

Leone nods. He looks back.

Spriss looks back too.

Ching and Chang are closing in.

SPRISS (CONT'D)
Get over it, stinky boy.

She pushes him towards the washing line. He gingerly places a foot onto the line. It wobbles but remains taught. He takes a deep breath, then runs along it, tail madly thrashing about to steady himself. He reaches the other side and breathes a sigh of relief. He looks back.

Spriss is nowhere to be seen.

She taps him on the shoulder and he spins around to see her bound off over the rooftop ahead of him.

SPRISS (CONT'D)
Who's the scardy-cat now?

He chases after her.

Ching and Chang stop at the washing line. Ching looks to see Spriss and Leone disappear over the rooftop.

CHING
Well, at least they're heading
in the right direction.

EXT. ROOFTOPS AHEAD - NIGHT

Leone and Spriss run across the rooftop and come to the edge overlooking the docks enshrouded in fog. Leone looks back.

Ching and Chong are nowhere to be seen.

Leone turns back to Spriss.

LEONE

Where do you go every day?

SPRISS

That's not important right now. Why are they after you?

LEONE

They caught me with Allegra.

SPRISS

If they catch you, they're going to send you to the island and I'll never see you again. You're going to have to hide.

LEONE

Where?

SPRISS

I know a place. Follow me.

Spriss leads Leone down the building via the overhanging balconies to the docks below.

EXT. DOCKS - NIGHT

They jump down onto the decking. Spriss turns to Leone.

SPRISS

Now, we have to go...

Leone's eyes widen.

LEONE

Spriss!

She turns to see the two dogs behind her. She backs off next to Leone. Leone looks up to see...

Ching and Chong jumping down the balconies towards them.

LEONE (CONT'D)

Run, Spriss!

SPRISS

No! They'll get you.

LEONE

If you stay, they'll get both of us. They only want me.

Spriss backs away and jumps up a pile of barrels.

Leone sees the dogs advancing and Ching and Chong closing in. He then looks towards the water. He runs towards the water's edge.

Spriss looks alarmed.

Leone makes a flying leap onto a gondola mooring pole, then sitting atop it, leaps onto another.

Ching and Chong arrive at the docks and look at him in amazement.

The dogs look at him.

Spriss looks at him.

Leone leaps onto another, then another taking him further away from them. He looks back and smiles, then jumps onto another pole. But this pole is not stable and it tilts over, sending Leone into the dark water below.

Spriss gasps.

Leone resurfaces with a big intake of air, then paddles his way towards the dock edge. But before he can get there, a hand comes down on him and pulls him out of the water. Leone looks up to see it's Marco. He smiles with recognition. But Marco plops him down into his gondola right next to Fortunato. Allegra is nowhere to be seen. Leone is shocked and confused.

FORTUNATO

Allegra doesn't own this
gondola, Leone. Marco has a
new job tonight. He's taking
you to San Clemente Island.

Fortunato gestures to Ching and Chong, who run over and jump into the gondola and strap on the capture collar.

SPRISS

No! Leave him alone!

FORTUNATO

You'll be next little miss
kitty, hmm?

He gives Marco a nod and Marco turns the gondola outward. The gondola disappears into the fog beyond. Marco looks back and notices Spriss.

Spriss watches them leave. She is at the point of tears.

INT. MAYOR'S OFFICE - MORNING

The Mayor is sitting at his desk, writing notes with a large eagle feather. Fortunato, seated atop the books is face into his bowl again.

Allegra's mistress sits in a plush chair opposite the Mayor.

Allegra sits on the floor beside her anxiously waiting. She watches the pendulum swing of...

The large clock on the wall is ticking. This is accentuated by her mistress's shoe, swinging in time with the ticking. And punctuated by the Mayor's feather scratching and Fortunato's slurping.

The clock chimes causing Allegra to leap up in fright and retreat under the chair.

Fortunato sees her and sniggers to himself. He looks to the clock.

FORTUNATO
8 O'clock. It's time.

Allegra looks at him with open eyes. She's apprehensive and nervous.

There is a knock on the door.

Allegra turns towards the door.

The Mayor continues writing without looking up.

MAYOR
Come in.

The door opens revealing a pair of purple stockinged legs with pointed boots and a fancy male cat with a large mane-like pompadour standing next to them. He has a thick collar and is leashed like a dog. This is PRIMO.

Allegra looks at him, her mouth opened in awe.

He looks up as if to receive orders and both him and the legs walk forward in unison.

Allegra looks back at Fortunato.

Fortunato jumps down by Allegra to greet the cat. He ushers her to come forward.

The boots and the cat come to a stop. The cat is sitting upright like a soldier.

FORTUNATO

Duca Primo III of Florence.
This is Allegra De Vere from
Paris.

PRIMO

Enchanted, to meet you.

He extends his paw.

Allegra lifts hers slightly and he pulls her paw up with his paw to his mouth and licks her paw. She slowly pulls it away, tentatively.

FORTUNATO

Allegra. Ludvik has been
assigned to you as your life
partner.

Allegra looks to Fortunato, mouth open in amazement.

ALLEGRA

You can't...

FORTUNATO

It has been arranged by your
Mistress and his Master. Primo
is of fine stock and well
traveled.

PRIMO

My dear Allegra, I will take
you to exotic foreign lands
and show you wonders beyond
belief.

ALLEGRA

Duca Primo, I'm sure you have
some great stories, but I
can't...

FORTUNATO

Allegra, you two are to be
joined in a ceremonious
coupling in three moons.

ALLEGRA

You mean marriage?

FORTUNATO
We're cats, it's called life
partnership, but yes.

Allegra tries to look dignified but is visibly upset.

EXT. SAN CLEMENTE ISLAND - MORNING

A view of the canal from the island, with Venice in the distance. Red and white mooring poles stick out of the water in front of the docks which are empty of boats. The bell tower bell can be heard in the distance.

Leone is sitting on the wharf, staring out at his unreachable home.

Towering behind him is a large monastery building. A lone cat strolls up behind him and sits alongside him. This is OTTO, and he's a large, grey, burly looking cat with wild cat markings but a kind face and a blind left eye.

OTTO
You know, you'll never get off
this island.

Leone looks around to him in acknowledgement.

OTTO (CONT'D)
Name's Otto.

LEONE
Leone.

They hear a 'DONG' sound from within the monastery.

OTTO
Food time.

LEONE
You're fed?

OTTO
The monks feed us. I's not
much but it beats scavenging
all day.

Otto trots towards the monastery. Leone follows.

He sees other cats emerge from the bushes and crates, heading towards the monastery.

INT. MONASTERY COURTYARD - MORNING

Otto and Leone enter through the huge front arched doorway.

Leone looks about him in wonder at the scene.

The monks are laying down large trays of fish pieces and other meat off-cuts. Scores of cats are running to them and others are already eating from them, side by side in large circular formations.

Leone has never seen anything like it. He just stares.

OTTO

C'mon, or you'll miss out.

Leone leaps out to follow him.

INT. MONASTERY COURTYARD - SOON

The food is gone and cats are sitting around licking themselves, whilst others wonder off.

Leone and Otto are licking themselves. Leone hears his name called and looks around.

Volpe heading towards him, big grin on his face.

VOLPE

Leone! You're here! I knew it.
I knew you'd end up here.
How's Spriss? I missed you
guys.

LEONE

She's fine. Are you OK? You
look thin.

VOLPE

I'm always hungry. It's hard
to find food and when you do,
you have to hide. They're a
rough bunch, here. Lots of
fights. Hey, there's someone I
want you to meet.

He turns and runs towards an old cat sitting in the shadow of a pot near an entrance. Leone follows.

They arrive at the pot and Leone recognizes the cat.

LEONE

Father!

FATHER looks towards him, furrowing his brow.

FATHER

Leone? It's you! Oh, my son.

Their heads come together and Leone rubs his head against his father's cheek.

LEONE

I missed you so much, father.

FATHER

I missed you too. You're wearing a collar?

LEONE

Hehe, long story.

FATHER

I'm sorry you're here.
Fortunato, wasn't it?

LEONE

Yes, he's picking us off, one by one. He's got dogs working for him now. We're all going to end up here.

VOLPE

Leone will get us off this island.

FATHER

Nobody gets off this island. It's impossible to swim the distance and the supply boats are always guarded.

VOLPE

He'll work out a way, won't you Leone.

LEONE

I don't know, Volpe. Maybe, maybe not.

INT. MYSTICA'S HOUSE - DAY

The room is exotic, with drapes of red plush, fringed with gold tassels and brocade covered furniture.

A single, narrow cathedral window with stained glass shoots broken beams of sunlight across the Persian carpet covered table. A candle flickers on one corner of the table, illuminating a pack of cards face down.

Mystica's face comes into the light. She is a blue Russian cat and her head is draped with a purple silk organza scarf. She squints in the sunlight, then draws back a little into the shade. Her paw comes out and draws the pack of cards in a fan shape across the table. With a nail, she flicks a single card over.

It reveals a picture of a man riding a horse with a sword in his hand.

She studies the picture for a moment, then looks ahead.

MYSTICA
Maybe, maybe not.

Allegra, seated opposite her, sighs.

ALLEGRA
So, who is he?

Mystica flips over another card and draws it across the first at right angles. It is a picture of a magician.

MYSTICA
He will come suddenly into
your life and be the bringer
of new beginnings. And...

She flips over another card.

Her eyes widen in surprise.

She brings it next to the two cards. It is a picture of the ace of cups.

MYSTICA (CONT'D)
Change, happiness... love. And
fertility.

A smile comes across Allegra's face, but she thinks about it and looks uncertain.

ALLEGRA
Do I know him?

MYSTICA
No, you don't.

Allegra is disappointed.

EXT. ALLEYWAY - DAY

Spriss has gathered a small group of alley cats together. Amongst them is Samba and Gatti. She is sitting on a barrel to make an announcement.

SPRISS

Leone has been taken to the island. Eventually they'll take us all. We have to stop the Cat Mayor.

There is a murmur amongst the group.

GATTI

And, how do you propose to stop him?

SPRISS

We have to get together and work something out.

The group continues to murmur.

GATTI

There's nothing we can do Spriss. He runs this place and we have no rights.

SPRISS

But we are natives of Venice. That must account for something.

GATTI

It used to but now Venice is controlled by those with international interests. Our nationality means nothing anymore.

SPRISS

Well, I'm going to get Leone back then.

She runs off.

Gatti gives a helpless sigh as he watches her leave.

EXT. SAN CLEMENTE ISLAND - DAY

Leone and his father sit together on the wharf and face towards Venice island.

FATHER

I used to sit here all the time when they left me here. I just wanted to go back to see you. I always wondered how you were going.

LEONE

We were surviving. But life was getting harder. They kept on imposing new laws and we couldn't do anything about it.

FATHER

How's Spriss?

LEONE

She's great. She's helped me so much.

FATHER

She was always clever, but restless. She was looking for something.

LEONE

She still is, but she won't tell me. She helped me meet a girl.

FATHER

You met a girl?

LEONE

Yes. But she's a house cat from France.

FATHER

Which is why you ended up here.

LEONE

Father, you never told me Mother was a house cat. Where was she from? Did she go back to her country?

FATHER

It's true, she was a house cat but she was from Venice. We're all pure Venetian.

LEONE

So Gatti was wrong. Then what happened to her?

FATHER

Her mistress got sick and they were all taken away. The whole family. I never saw her again.

LEONE

The Great Plague?

FATHER

Oh, you know about that?

LEONE

Gatti told me about it.

FATHER

There are still instances of it around you know. It has not gone away.

BORIS

What hasn't gone away?

Father looks to his right and up and his eyes widen in fear.

FATHER

Boris.

BORIS, a very large wild colored cat with a torn left ear, is picking his teeth with his claw. He pokes out his tongue and shakes his head to spit out a fish bone. He glances over to Leone.

BORIS

Who's this?

FATHER (NERVOUS)

He's...ah...new. I'm explaining the rules of this island.

BORIS

My island. So my rules.

Leone is glaring at him. Father eyes Leone and shakes his head, indicating for him not to take action.

BORIS (CONT'D)

He must prove he can catch food before he can eat.

FATHER

Oh, he's a good mouse catcher.
One of the finest in Venice.

BORIS

We shall see.

(To Leone)

Catch a mouse by tomorrow and
give it to me, and you get to
eat the monks food.

LEONE

I eat what I catch and the
monks provide the food, not
you.

Boris is taken aback, and fuming.

BORIS

I say what you can eat!

LEONE

We are all equal on this
island.

FATHER (WHISPERING TO LEONE)

No we're not.

LEONE

You don't rule this island.
You were banished here like
the rest of us. You're no
boss.

BORIS

Oh yeah?

He turns and looks towards some nearby bushes.

Four rough, STRAY CATS emerge and walk up to his side.

BORIS (TO THE CATS) (CONT'D)

Who's the boss of this island?

STRAY CATS (IN UNISON)

You are.

BORIS

Give me a mouse by tomorrow
morning or we make sure you
won't see the rest of
tomorrow.

FATHER
Huh? But you...?

BORIS
New rule.

LEONE
Come on Father. We don't need
this.

They turn and walk slowly away. Father looks back.

The five cats are grinning. Boris gives a death claw
hand gesture.

INT. ALLEGRA'S APARTMENT - DAY

Allegra sits on her bed, pondering. Verdi-Vista is
admiring Allegra's collars. She puts one on.

VERDI-VISTA
This is so beautiful. Where
did it come from?

Allegra is deep in thought and doesn't answer.

VERDI-VISTA (CONT'D)
Allegra?

Allegra slowly looks up at Verdi-Vista, her eyes
saddened by thoughts.

ALLEGRA
Oh, that one is Austrian. See
the little edelweiss flowers?

Verdi-Vista removes it to study it closer. She smiles at
the exquisite needlework.

ALLEGRA (CONT'D)
You can have it if you like
Verdi.

VERDI-VISTA
Ooh! Thank you so much.

ALLEGRA (SIGHS)
If I don't know the man of my
life. How could I marry Baron
Primo?

VERDI-VISTA

He could be the man of your
life. You don't know him, that
well.

ALLEGRA

Perhaps.

VERDI-VISTA

You must introduce him to me.
I've always wanted to meet a
Duke from Florence.

She does a little pirouette and a curtsy to an
imaginary Duke.

ALLEGRA

Maybe you'll like him. He was
leashed.

VERDI-VISTA

Leashed? You mean tethered?
That's so kinky. I like him
already.

ALLEGRA

And he had a mane.

VERDI-VISTA

Ooh, how lion of him. Sounds
divine. I'll be enchanted to
meet him.

ALLEGRA

Yes, I'm sure he'll be
"enchanted" to meet you too.

EXT. MONASTERY COURTYARD - SUNSET

Leone and his father are sitting near the kitchen door
of the monastery. Above is a small window with light
emitting from it and the occasional monk shadow can be
seen passing by on the wall inside. Clanging sounds of
cooking can be heard.

Leone sniffs the air and expresses a warm feeling of
delight.

His father smiles.

FATHER

I used to like to sit here
too.

(MORE)

FATHER (CONT'D)

The smells are always
comforting, but they make you
hungry which is why nobody
sits here.

LEONE

You're right. I'm so hungry.
They just don't give us enough
food.

FATHER

You'll get used to it.

LEONE

Are you certain we can't catch
mice here?

FATHER

Oh, there are mice. But you'll
never keep what you catch.
Boris has spies everywhere.

LEONE

I don't care about them. Where
is the best place.

FATHER

Just around the corner, where
they bring in supplies to the
pantry. They dock just over
there and they're always
spilling grain up the pathway.

He points to a small docking bay at the water's edge.

Leone and Father walk around the building. The path,
surrounded by small shrubs leads up to some double
doors.

Leone looks about him.

Several cats are sitting about the area. Some are
perched up on the monastery gables and look down at him
with intensity.

He realizes they must be the spy cats. Then he notices a
grate in the path.

LEONE

Where does that lead?

FATHER

That leads to the sewer and
the catacombs.

LEONE
How do we get in there?

FATHER
You want to go into the sewer?
Interesting. I'll show you.

EXT. SEWER ENTRANCE - DUSK

A large stone entrance protrudes out from the side of the embankment. Sewerage pours out into the sea. But both sides have ledges which are wide enough for a human to crawl along. The entrance is enclosed by bars, but wide enough for a cat to squeeze through.

LEONE
Has anyone been in here?

FATHER
Not that I know of. I suspect
you will be the first.

LEONE
Aren't you coming?

FATHER
It's not the most pleasant
smell.

LEONE
C'mon! Have some backbone,
Father.

Leone squeezes through and jumps onto a ledge. He is followed by his father who navigates more carefully.

FATHER
It's dark.

LEONE
There's light ahead. I think
it's the grate.

They head towards the beam of light emitting from the ceiling ahead. It is at a T junction. Leone stops. He has spotted something.

LEONE (CONT'D)
Look.

His father stares ahead, his eyes concentrating and open.

Scores of mice are darting about the area, picking up grain from a large pile that has poured in through the grate.

LEONE (CONT'D)
We hit the jackpot.

FATHER
You're not kidding.

Leone slowly stalks forward, eyeing the mice. He is now merely feet away. The mice don't notice him. Then there is a rasping squeak sound and the mice scatter and disappear into holes in the stone walls.

Leone is confused and stops, looking down the T junction. His eyes widen with alarm at what he sees.

Hundreds of bright red dots are heading towards him in the water in the left tunnel. They soon reveal hundreds of rats swimming towards them.

FATHER (CONT'D)
Black sewer rats! Hundreds of them.

LEONE
We can still catch one.

FATHER
No. You can kill them but you can't eat them. They're likely to have the plague on them. We'd better go.

They turn back.

EXT. MONASTERY COURTYARD - SOON

Leone and Father are sitting back at the kitchen door.

FATHER
I can't believe how many rats there were. This is serious. Their numbers are growing again.

LEONE
Probably throughout the sewers of Venice too.

An elderly MONK peers out through the window and notices Leone sitting by the door. He notices Leone is wearing a collar. He turns back inside.

MONK

Alberto. This cat's wearing a collar.

There is a clicking sound from behind the door. Leone and his father are alerted and step back as the door opens slightly. ALBERTO, a young, thin monk pokes his head out and looks at Leone.

ALBERTO

Here kitty, kitty. I have something for you.

Egged on by his father, Leone cautiously comes towards him.

Alberto produces a fish and throws it onto the ground by the door.

Leone comes over and picks it up by it's tail and drags it away to a corner.

Alberto smiles and closes the door.

Leone is joined by his father and they both stoop to share the meal.

FATHER

In all my years, I have never seen them do that. You are one special cat, Leone.

LEONE (MOUTH FULL)

I can't work out humans. Maybe it's my charm.

His collar buckle sparkles in the moonlight. They chuckle and continue eating.

EXT. MONASTERY COURTYARD - SUNRISE

Leone and his father are sleeping on a step nearby the door. Fish bones are scattered near by them. Long shadows fall upon them, waking them up. Leone blinks in the sunlight.

Boris and his gang of four are standing in a line in front of them.

BORIS
Where's my mouse?

LEONE (BLINKING)
Huh? Your what?

Boris comes up to him, face to face.

Leone stands up and assumes a defensive position.

Leone's father looks alarmed and backs away, puffed up.

BORIS
My...mouse.

He leans in, menacingly towards Leone. Then he notices the fish bones.

BORIS (CONT'D)
Hey. Where did you get that
fish? You ate a fish without
my permission?

Boris raises his paw to begin a fight.

Leone's father sees the gesture.

FATHER
Leone.

Leone sees the paw, claws out, and briefly glances at his father.

His father gestures for them to leave.

Boris slashes at Leone but Leone leaps over him as he is doing so. He lands into the other cats and bowls them over.

Heels skidding over the cobblestones, he and his father run towards the courtyard doorway.

BORIS
Get them!

The four cats regain composure and give chase.

Leone and his father reach the doorway but are presented by more cats that ambush them from the sides.

They turn sharply to the right and head towards a smaller doorway but more cats are waiting by it.

They turn again, Leone madly scouring the courtyard, looking for a way out. The doorway to the path by the kitchen is also covered by Boris and more cats. He sees another door but it is closed. He slows to a trot, defeated.

LEONE

We're trapped.

Then the door opens and Alberto peers through. He sees Leone heading towards him and he smiles, gesturing for them to come through.

Leone and his father make a dash to the door. They are closely followed by a large group of cats. They pass through the door and Alberto closes it before the other cats can make it. Several cats bowl into each other as they have to stop abruptly.

On the other side, Leone and his father have stopped, panting.

Alberto stoops and pats Leone on the head.

ALBERTO

You're nice, nice kitty.

Leone responds by rubbing by his legs.

ALBERTO (CONT'D)

Now, you wait here and I'll give you a nice treat.

Alberto walks off towards the kitchen.

Leone and his father watch him leave, but then they notice cats emerging from the bushes and around the side of the building.

LEONE

We have to get out of here.

FATHER

We can't. We're trapped on this island.

LEONE

No. There must be a way off. I'm going to the docks.

He runs off.

FATHER

Leone!

Leone doesn't stop. His father gives a sigh and follows him.

EXT. SAN CLEMENTE DOCKS - MORNING

Leone is trotting along the planks, followed by his father.

The docking bay is empty and no boats are visible in the misty sea beyond. Venice is also shrouded in mist and not visible.

Leone looks frustrated, then sits on the edge of the dock. He looks behind him.

Cats are heading towards them.

Leone turns back to his father. His father looks at him with a sad expression.

FATHER
You'll have to surrender.

Leone looks down, defeated.

The cats surround them along the docks. Volpe is amongst them. He looks sad but can't do anything about it.

Boris emerges from behind them, grinning.

BORIS
No where to go.

He looks to the cats surrounding him.

BORIS (CONT'D)
Righto cats, let's get 'em.

The crowd of cats lift up a paw each in a knowing communal gesture and spring out their claws.

Leone and his father are horrified.

SPRISS
Leone!

Leone looks behind him to see Spriss waving from a boat!

Marco is helming at the back.

Leone is wide eyed but pleasantly surprised.

SPRISS (CONT'D)

C'mon!

LEONE

C'mon father.

Leone jumps onto the boat, followed by his father.

VOLPE

Hey, wait for me!

The other cats surrounding Volpe are shocked.

VOLPE (CONT'D)

Sorry, gotta go. Been nice
knowing you. Hehe.

Volpe makes a flying leap onto the boat as it veers
away.

Boris is fuming.

BORIS

Hey, what about my mouse?!

LEONE

I know where you can get
hundreds of those. Check the
sewer tunnel. Beneath that
grate in the path where they
spill all that grain.

The crowd of cats look to each other with interest as
they figure it out. Then they begin to run off in the
direction of the sewer tunnel.

FATHER (SHOUTING)

And rats too! Big, juicy rats.

EXT. BOAT - LATER

Leone sits next to Spriss in the middle and Volpe and
Leone's father lounge on the padded front bow. Marco
works the paddle at the back.

LEONE

Spriss. You amaze me. How did
you manage to get this boat?

SPRISS

It was Marco.

Leone looks confused.

SPRISS (CONT'D)

I went to the docks and he came up to me. He seemed to know what I wanted. He brought me here.

LEONE

You're still amazing. You have this way with people. You just connect with them. They like you.

SPRISS (LOOKING DOWN)

Some do, yes. Others...

LEONE

What?

Spriss looks away, clearly upset.

LEONE (CONT'D)

What is it?

SPRISS

I've been looking for them but they've never come back. They abandoned me.

LEONE

Who?

SPRISS

The musician and his son, Aldo. I thought they loved me.

LEONE

But you got lost, didn't you?

SPRISS

Yes, but not for long. When I came back, they were gone, like they didn't even try to find me. All that was left was the musician's handkerchief.

LEONE

Handkerchief. Was he sick?

SPRISS

Yes, he sneezed a lot and had red spots on his skin.

Leone looks to his father, who gives a concerned look back.

LEONE

I think he had the plague,
Spriss.

SPRISS

The plague? What plague?

LEONE

The Great Plague. It killed
many, many people during that
time, which is why your master
and his son had to leave. You
weren't abandoned for reasons
you think, Spriss. The Great
Plague was the same reason why
my mother left us. Her family
escaped Venice and took her
with them.

Spriss ponders the statement and realizes she was wrong.

SPRISS

How did it come about?

LEONE

Black sewer rats spread the
disease.

SPRISS

Sewer rats? We never see them
anymore.

LEONE

We just did. They're in the
sewers.

FATHER

Aah, Venice! Belissimo!

Venice can be seen coming out from the shroud of mist as
the boat heads towards the Piazza San Marco entrance.

EXT. VENICE ENTRANCE - DAY

Marco moors the boat and the cats hop off. He waves to
Spriss as she watches him cast off again.

The cats head towards the gateway. They notice a small
crowd of people there. People are protesting.

LEONE

Hey, what's going on?

They wander through the people's legs to find that the columned gateway has been closed off with cast iron fencing and gates. There is a notice attached to the middle but the cats can't read it.

SPRISS

What is it? Why are we locked out?

GATTI

Leone!

Leone turns to see Gatti in the corner. He is amongst a group of alley cats.

LEONE

Gatti! What's going on?

Leone and his group approach him.

GATTI

Hello Alberto. Glad to see you back. We've been locked out of Venice. The plague they say.

Leone and his father look at each other, concerned.

LEONE (TO FATHER)

Can this be?

Leone turns back to Gatti.

LEONE (CONT'D)

Have you seen any rats?

GATTI

None. People from the mayor's office just rounded us all up and locked us out here, along with the beggars.

LEONE

Who are all these other people?

GATTI

Tourists. They say Venice has been quarantined, to keep the plague out.

LEONE

But nobody has it out here.

GATTI

I think the plan was just to
keep us out.

Leone goes to the gate and looks through the bars.

People are walking around Venice as if nothing is wrong.
A woman stops to view the scene behind the gate, gives a
look of guilt, then quickly walks on.

Leone notices and feels helpless.

LEONE

I think you're right. We'll
never get in now.

He looks back to his group. His father is missing. He
then looks about and notices his father is down by the
docking ledge looking over the edge.

Leone approaches his father.

FATHER

There is a way we could get
in.

Leone looks over the wall and sees the opening to the
sewer.

LEONE

I don't know, father.

FATHER

We could also check for rats.

LEONE

Maybe they'll let us back in.

FATHER

Come on son, this is the only
way.

He jumps down onto the ledge and wanders in.

Leone, frowning with confusion, gives a sigh and follows
him in.

The pair look into the darkness, and see a shaft of
light ahead. They walk along the side wall, eyes wide
open. They reach the light and see it's a grate leading
to the Piazza, inside Venice.

FATHER (CONT'D)

We're inside!

They hear a familiar rasping squeak sound and see hundreds of glowing eyes as before.

LEONE

Rats!

He arches up and hisses at them. They turn and run down the sewer. Leone smiles as he and his father watch them disappear.

SPRISS

Hey!

They turn to see Spriss at the mouth of the sewer.

SPRISS (CONT'D)

You better come up here,
something's happening!

Leone and his father emerge over the wall to see a commotion in the crowd. Some women back away, gasping. A little girl with red ribbons in her hair runs out, screaming.

The cats run towards the gate, dodging the tangle of human legs, trying to clear away. They look through the bars.

Hundreds of rats are pouring out from holes and grates from the sewer and running about the piazza and alleyways. People and their pet dogs and cats are running everywhere, trying to avoid the rats.

Leone looks back to his group of cats who are backing away.

A tourist spots him and gives a look of recognition. The man stoops down and looks at Leone's face and turns back to his friends.

TOURIST#1

This cat is a Venetian cat!

Voices are saying "What?", "Really?". A group of people come round to have a look. The man points to Leone's markings on his forehead.

Another tourist points to Leone's father, and then Volpe.

TOURIST#2

Another one, and another!

TOURIST#1
Give them ribbons.

The little girl's mother removes her red ribbons.

MOTHER
Here.

Someone with a scissors cuts up the ribbons. People stoop down and tie ribbons to all of the alley cats including Gatti and Samba. All of them receive ribbons except Spriss.

Spriss is confused as she looks at Leone, adorned with a red ribbon.

SPRISS
What is this?

Leone gives Gatti a glance.

Gatti is smiling.

Leone turns back to Spriss.

LEONE
We're Venetian cats, Spriss,
all of us.

SPRISS
Except me. What does that
mean?

Leone turns back to the alley cats and walks up to them. Spriss, Volpe and his father follow.

LEONE (TO OTHERS)
We're all Venetian cats.
Venetian cats saved Venice
from the Great Plague. We are
their descendents and we can
do it again.

Tourist#1 goes to the front gate.

TOURIST#1
Hey! Let these cats in!
They're Venetian cats!

People inside Venice stop and look towards the gate.

The crowd of tourists part to allow Leone and friends come to the gate.

The people inside see they are wearing red ribbons. Some are pointing saying "Look, Venetian cats" and "Red ribbons". A guard runs up to the gate and opens it to allow the cats to enter.

Leone looks back. Many of the alley cats are still huddling in the corner.

LEONE

Come on! They need us now!
You're not alley cats anymore.
You're Venetian cats!

The alley cats look to each other and slowly approach the gate. Some of them look up at the guard. The guard smiles at them.

Once inside, Leone gathers them around.

LEONE (CONT'D)

Now, we're going to get rid of
these rats. You can't eat them
or you may get the plague, so
claws only. Let's go!

Spriss watches them pass through the gate. She looks a little dejected.

Leone looks back at her.

LEONE (CONT'D)

C'mon Spriss. You don't need
to be a Venetian cat to catch
rats.

VOICE

Spriss!

Spriss looks around.

A young man approaches her, smiling, arms out.

Spriss sees a cart behind him with musical instruments painted on it and recognizes him as the musician's boy.

SPRISS

Alto?

Alto stoops down and picks her up, bringing her to his face.

ALTO

Spriss! It is you. You
beautiful kitty. You're still
here after all this time.

Spriss brushes her head against his in a loving embrace.
He takes her to his cart and sits her on it and brings
out a miniature painting of his father.

ALTO (CONT'D)

Gone. No more, Spriss. But I'm
going to stay here with you
this time. No going back. This
will be our home.

Spriss smiles warmly at him, then looks back to the
Venetian cats.

ALTO (CONT'D)

Oh, you want to join them,
now? Here, I'll put this on
you. A special color just for
you.

He takes a gold ribbon off his lute, ties it around her
neck and sets her onto the ground. She looks back at
him, showing her affection, then trots off. Alto blows a
kiss.

ALTO (CONT'D)

I'll see you later, my
beautiful kitty. Ciao bella.

EXT. PIAZZA SAN MARCO - DAY

Led by Leone, the Venetian cats run through the piazza,
swiping rats with clawed paws as they pass by.

Rats are tumbling about everywhere, some flinging up
into the air.

Spriss trots up to Leone's side. He sees her golden
ribbon.

LEONE

Nice ribbon.

SPRISS

I found what I was looking
for. I have a new master. I'm
a house cat again.

LEONE
See, people like you, Spriss.

SPRISS
Do you like me?

But Leone has turned his attention towards the square. House cats are emerging from their houses, with their human counterparts to witness the event.

LEONE (TO HOUSE CATS)
Join us. You can fight the rats too. We're all cats.

Some of the house cats join them immediately. Baron Ludvik is among them.

BARON LUDVIK
Sounds like an exciting adventure. C'mon comrades. Let's clean up this city.

Others are a little more apprehensive, but are encouraged by the Baron's words and join in. The small group of Venetian cats becomes a large crowd of mixed cats.

A man dressed in a purple velvet suit and a large lacy collar is standing in his doorway with his white, fluffy cat with a large lacy collar at his feet. He looks down to her.

MAN
C'mon Fluffy. Go get the rats. Scoodaloo.

Fluffy looks scared and backs away between his legs.

MAN (CONT'D)
Aaw, Fluffy. Show a bit of backbone, you pathetic...

Fluffy turns and runs back indoors. The man turns his eyes upward and shakes his head.

Cats are rooting out rats behind crates and barrels.

Cats are chasing rats up water pipes and knocking them off washing lines and ropes.

A lady is screaming, standing on a milking stool with rats running about it. Cats swipe the rats away from her.

Rats are clambering up the trousers and cane of a nobleman. Cats come to claw the rats off him. He takes off his hat and bows to the cats.

Rats are escaping into a vent to the sewer.

LEONE
They're escaping into the
sewer!

A hefty looking cat lifts the sewer grate and cats follow the rats into the sewer.

Leone stops and looks about him. A house cat approaches him.

LEONE (CONT'D)
Hey, have you seen Allegra?

The house cat is Mystica. She eyes him up and down.

MYSTICA
You are the one she doesn't
know.

LEONE
What?

MYSTICA
She is being joined with
another. The ceremony is
happening as we speak, in the
bell tower. She is making a
big mistake. You must go to
her, now.

Leone stares at her in shock, then turns and looks up at the bell tower.

LEONE
Thank you, so much.

He turns and runs towards the bell tower.

Spriss comes up beside Mystica.

SPRISS
Where is he going?

MYSTICA
To save his princess from the
Mayor.

SPRISS (UPSET)
The Mayor. No! They'll capture
him again!

Mystica looks to Spriss and sees her ribbon.

MYSTICA
You're the golden one. You
have a special talent. You
know what to do.

Spriss looks at her, open mouthed with confusion.

EXT. BELL TOWER BASE - DAY

Leone arrives at the open doorway. He pauses for a
moment, then charges inside.

INT. BELL TOWER STAIRWELL - DAY

Leone is running up the stairwell. He crosses over the
landing and continues running up the next stairwell. He
comes to the next landing, but stops abruptly.

Ching and Chong are standing there, guarding a doorway.

CHING
Hey, how did you get here?

LEONE
Let me in!

CHING
Um, how about... No.

CHONG
What's with the red ribbon?

Ching looks at Chong in surprise as if he's never spoken
before.

CHING (TO CHONG)
Shaddup will you!
(to Leone)
Look, there's two of us and
one of you. Think about it for
a moment.

Before Ching can say more, Leone lashes out and swipes
him over with his paw, then swipes Chong over with his
other paw.

He boldly walks through the doorway without looking back at the two cats, bundled up against the railing behind him.

LEONE

I didn't have to think. I'm a Venetian cat, hence the red ribbon.

INT. BELL TOWER BALCONY - DAY

Leone enters the scene up through the last stairwell.

It is at the top of the tower. Open archways surround the balcony and are decorated with ribbons for the ensuing ceremony. Allegra and Primo sit facing each other at the front on a podium. Allegra is dressed with a white collar adorned with diamonds and a little tiara made of white flowers. Primo is extravagantly dressed in a lace trimmed black velvet cloak and a white lace ruff collar. Fortunato sits at the front facing the pair with a book open in front of him. It appears he's reading the book. A small group of house cats are sitting in a group watching the pair on the podium.

FORTUNATO

And will you, Allegra De Vere take...

He notices Leone and pauses for a moment, glaring at him. Then he proceeds.

FORTUNATO (CONT'D)

Duca Primo III as your life partner?

But his expression has been noticed by Allegra and Primo. They both turn towards Leone. Allegra is surprised.

FORTUNATO (CONT'D)

Allegra?

She doesn't respond.

He is fuming.

FORTUNATO (TO LEONE) (CONT'D)

How did you get here? You can't be here. What did you do to my guards?

Ching and Chong appear behind him. Ching has a black eye and Chong is limping.

FORTUNATO (CONT'D)
Get him, boys!

Without looking back, Leone throws up his paw, claws out.

Ching and Chong stop in their tracks.

FORTUNATO (CONT'D)
What are you waiting for?
Someone get him!

Several male cats emerge from the crowd and advance towards Leone.

LEONE
Allegra. I'm the one you don't
know. You're making a mistake.

Allegra, mouth open knows what he's saying. She glances to Primo.

PRIMO
What is he talking about?

ALLEGRA
I don't know you either, but I
know who you are, so you're
not him.

She backs away from him and swipes off her tiara.

PRIMO
Excuse me, what?

The male cats are right onto Leone, pushing him back into Ching and Chong. Leone looks defiant but he is surrounded.

FORTUNATO
Get him out of here. He's
forbidden to be here, he's
just an alley cat.

SPRISS
No, he's not!

Fortunato looks alarmed.

Ching and Chong turn around.

Spriss stands behind them. Venetian cats with red ribbons and house cats emerge and collect in a large group behind her.

SPRISS (CONT'D)

He's a Venetian cat, and he has more right to be here than you. You lied to everyone about the plague. We don't want you in charge anymore. It's over, Fortunato.

FORTUNATO

How dare you say my name...

Venetian cats and house cats advance to the sides of him. He looks to them, shocked. They sling a capture collar around his neck. He struggles a little but gives in. They take him away.

The small group of house cats are confused. Allegra walks between them to Leone.

ALLEGRA

Hi Leone, I'm Allegra, nice to meet you. I thought you were a house cat, then you were an alley cat. Now I see, you're a Venetian cat. I don't really know you so you're the one that will bring a new beginning into my life.

Leone smiles.

Spriss notices and turns away.

ALLEGRA (LOOKING TO SPRISS)
(CONT'D)

But you're not for me. You're already taken.

Spriss turns, surprised at what she hears.

Leone looks puzzled.

ALLEGRA (CONT'D)

I'm returning to Paris. This is not my city. It's your city. I'm a Parisian cat.

She rubs her head onto his and touches his ribbon.

ALLEGRA (CONT'D)

Nice ribbon. Bye bye Leone.

She trots off.

Leone watches her leave.

Spriss watches him, a determined look on her face.

Leone is not turning around.

Spriss is upset and turns to leave.

Leone turns to Spriss but she is gone. He urgently looks about for her but can't see her through the crowd. He runs out.

Primo is watching with confusion and slight disappointment. Then his eyes wander over towards the house cats.

Verdi-Vista is eyeing him. She smiles shyly.

He comes up to her.

PRIMO
Duca Primo III.

VERDI-VISTA
Verdi-Vista from Roma.

PRIMO
Enchanted to meet you.

He brings up her paw with his and licks it. Verdi-Vista is smiling.

VERDI-VISTA
Enchanted to meet you too.

EXT. BRIDGE - DAY

Spriss is sitting by the bridge, looking at her reflection in the dark water below. She is visibly upset.

Leone runs towards the bridge and spots her. He stops in shock. It looks like she is contemplating jumping in. He runs up towards her, knocking her back onto the pavement. She looks round and sees him. She is angry and upset.

SPRISS
What are you doing?

LEONE (BREATHLESS)
I thought...

SPRISS
You didn't think. You never think.
Why are you here?

LEONE
To be with you.

SPRISS (ANGRY, CONFUSED)
What?

LEONE
You're right. I didn't think. I
just wanted to be a house cat when
I should have been myself. I didn't
mean to upset you.

SPRISS
But you don't like me.

LEONE
I love you. I always have, Spriss.

Spriss, mouth opened is amazed. He approaches slowly until
their noses touch. Then he gives her a lick on the cheek. She
smiles.

SPRISS
Stinky boy!

LEONE
Scardy-cat!

INT. MAYOR'S OFFICE - DAY

Fortunato is sitting under the desk by the Mayor's feet
which are tapping in anticipation. Fortunato has an
expression of despair on his face. He looks sheepishly
up to the Mayor.

There is a knock at the door.

The foot tapping stops.

MAYOR
Come in.

The door opens and there is a tip-tap, tip-tap sound. A
small fox terrier trots through the doorway. The Mayor
comes forward. The dog looks excited, wagging his tail
wildly. The Mayor picks him up.

MAYOR (CONT'D)
Hello. Ooh, you're a squirmy
little fella aren't you.

Fortunato watches him pick the dog up, big frown on his face. Then his eyes shoot towards the doorway.

A little boy of 4 years runs in and stands in front of the desk. He is dressed like a man - trousers, vest. Cute looking but with a mischievous look on his face.

MAYOR (CONT'D)
Ah, you're here.

The Mayor sits the dog on his desk and stoops down.

Fortunato is listening to the dog's tip-tap, tip-tap on the desk above. Then suddenly some hands come around him and pick him up. He is held next to the dog. Too close for comfort. He hisses.

The Mayor gestures for the boy to come over.

MAYOR (CONT'D)
Angelino, this is for you.

Fortunato looks to the boy, and smirks at the dog. Then his eyes widen in shock as the Mayor hands him over to the boy.

ANGELINO
Thank you uncle!

With a big grin on his face the boy grabs him around his body, leaving him dangling, head down in an awkward manner. The boy struggles with his weight and clambers with him even more awkwardly. He turns and walks back through the door.

In the hallway Angelino passes Ching and Chong. Fortunato is dangling face down. He sees them and frowns. We see them from his view - upside down.

CHING (TO CHONG)
Don't worry, Venice will take
care of itself. Don't you
think? Hmmm?

The boy stomps down the hallway with Fortunato glaring at Ching until he is too far away to be seen clearly.

EXT. ROOFTOP - DAY

A view of The Piazza San Marco across the Grand Canal in Venice, Italy.

People are strolling about the piazza. Musicians and magicians are entertaining others. There are many cats about too. Some are house cats and others are Venetian cats, with red collars. They are sitting together in mixed groups or walking about side-by-side. There are little cat sized huts that line one wall with cats sleeping in them and others eating and drinking from bowls.

A well dressed woman stoops to feed a Venetian cat a small tit-bit.

Leone is sitting on the rooftop viewing the scene. He's not so thin or scrawny looking and is sporting a red collar.

He is joined by Spriss. She sidles up to him and licks his cheek. He looks at her and smiles. Then four kittens appear from behind them and play around at their feet. Two are his color and two are hers.

THE END.