

## **POWER-NOIA**

**Transcribed by Alan Back**

### Act One

*(Opening shot: the city skyline during the day.)*

**Narrator:** The city of Townsville! *(Pan across and tilt down to a street; the light changes and people cross.)* A handsome hamlet bustling with life.

*(A fellow whose clothes suggest he might be from Texas steps to the corner, looks down at his watch, and whistles to hail a passing taxi. Overhead view of a coffee cup on a table as it is picked up; during the next line, pull back to show it held by one of three laughing people seated around an outdoor table at a café.)*

**Narrator:** A beautiful burg where the sound of laughter fills the air.

*(Other customers laugh as well. A young man and woman, lost in each other's eyes, walk along in front of the café.)*

**Narrator:** But tread lightly, young lovers.

*(The ground shakes; they look up in shock as a shadow covers them, and he jumps into her arms.)*

**Narrator:** Beauty walks the razor's edge in this broken borough.

*(Cut to the shadow's source as it moves into view: a towering gray lizard beast with seven eyes.)*

**Narrator:** And terror is just around the corner!

*(The creature spits an energy beam from its mouth toward the ground. Flames and screams start to rise toward it as it smiles maliciously. A man runs near one of its feet.)*

**Narrator:** Someone do something!

*(The monster only smiles. At a newsstand, a man has his head buried in a paper while the proprietor closes up shop.)*

**Narrator:** Oh, man! This carnage is creeping me out!

*(The newspaper reader looks up, alarmed. Cut to just outside the front doors of Malph's Market; they slide open and an old woman slowly emerges.)*

**Old woman:** Run for your lives! *(Several customers charge out past her.)*

**Narrator:** What's wrong with you people?! *(Cut to a city bus; its driver panics.)* Get ahold of yourselves!

*(Said driver takes a flying leap and crashes out through the door, the camera panning back toward the rear of the bus as he does so to show all the passengers also in terror. The vehicle speeds o.c. to the sound of a crash; pull back to show that it has just gone over the side of the bridge and is plummeting toward the water. As the passengers' screams tear the air, cut to just outside a donut shop. Two cops step outside and look, still carrying their sinkers and coffee. During the next line, they get the full measure of what they are up against.)*

**Narrator:** Ohh...isn't anyone brave enough to stand up to this terrible tyrant?

*(The cops retreat slowly to the donut shop, the doors slamming shut once they are in. Now the beast lifts one giant foot.)*

**Narrator:** Looks like this is sayonara, Townsville!

*(The foot comes down and crushes a building. The monster laughs over the destruction, but is suddenly cut off by a piece of debris that is flung into view to strike it in the head.)*

**Narrator:** But wait! What's this? Someone has issued a challenge! *(Cut to the girls charging.)* It's the Powerpuff Girls!

*(They land a blow that knocks the monster off balance for a moment. When it stands upright, there is a bit of drool on its lower lip; it wipes this away and roars. The girls go in for another pass, but the monster is ready this time—it claps its hands, sending out waves of energy from them. The girls gasp sharply, an instant before the blinding glare of the assault washes over them and fills the screen. When it fades away, we see a close-up of Buttercup, motionless in midair, smoke curling up from her, and looking as if a hand grenade just went off in her lap.)*

**Buttercup:** *(softly)* Ow.

*(She drops o.c. Blossom, floating behind her and in the same condition, tumbles down a moment later. Behind her is an equally disheveled Bubbles, who falls last. Cut to an empty patch of ground; they slam down in this same order, and the monster rumbles with laughter. The girls get to their feet, their clothes and hair back in order and their arms outstretched. Blossom starts to whirl in place, not unlike the tornado spin used by Buttercup in "Powerpuff Bluff"; her sisters do likewise after a moment, and all three drill straight down into the pavement and sink from sight.)*

*(The creature brings a foot down on the spot just after they have tunneled under. It stands, puzzled, as its entire body starts to shake. Cut to the level of its head; the girls smash their way out the top—they have drilled up through the entire body—and fly o.c. as smoke rises from the ruptured cranium. The monster drops o.c. like a felled tree.)*

**Narrator:** Wow! That got him!

*(The camera shakes with the force of the crash. Quick pan/tilt down to the Mayor and Ms. Bellum in front of the Townsville Hall colonnade. She holds a large gold key with a T worked into its head—the key to the city as seen in “Bought and Scold.” The vanquished monster lies in a pile of rubble at a distance behind them.)*

**Mayor:** Yeah! *(The girls land by him.)* Oh, man, you girls sure are brave. Here—have the city!

*(He laughs a bit as Ms. Bellum holds the key out to them. Cut to a long shot of the skyline, the camera pulled back into the suburbs. It is now sunset.)*

**Narrator:** The city of Townsville... *(The girls fly out of the city proper and o.c.)* ...is safe once again! *(Pan in that direction to their house.)* Another monster is defeated; another villain is thwarted; another disaster is averted.

*(Cut to inside the front door. On the next line, they burst in through it and fly to the bathroom to brush their teeth. When they arrive here, they have changed into their nightgowns. The counter area now features three of everything—towel rings, heart-shaped sinks, footstools so the girls can reach the counter—and its door leads to the bedroom. Bubbles has Octi in tow and brushes the doll’s teeth rather than her own.)*

**Narrator:** And the fearless, brave, unshakable Powerpuff Girls...are settling in for the night. *(Buttercup spits foam loudly.)*

**Buttercup:** Did you see the way I drilled that sucker? And to think you ever doubted me.

**Bubbles:** Oh, no. I only got worried when you screamed and panicked.

**Buttercup:** I did not panic! I was tricking him into a false sense of security.

**Bubbles:** *(laughing a bit)* Oh. I just thought you were scared.

**Buttercup:** *(wiping her mouth)* I was not scared! I am never scared!

**Bubbles:** Oh...okay. Hey, what’s that on your dress?

*(Close-up of Buttercup. Something black and insect-looking has appeared on the front of her nightgown, but she does not immediately notice it.)*

**Buttercup:** What? *(Pull back to frame all three.)*

**Blossom:** Yeah. It looks kinda like a... *(Back to Buttercup, who sees it; she continues o.c.)* ...like a...

**Buttercup:** *(panicked)* SPIDER!!

*(She brushes herself down, and the black thing disappears.)*

**Buttercup:** Huh? *(Bubbles giggles o.c.; pull back to frame all three.)*

**Bubbles:** *(still giggling)* Oops. I guess it was just a spot. Wow, you really freaked.

**Buttercup:** I did not!

**Bubbles:** Did too.

**Buttercup:** Shut up, Bubbles! You’re scared of everything.

**Bubbles:** No, I’m not!

**Buttercup:** Yes, you are.

**Bubbles:** No, I'm not!

*(Throughout this entire scene, Blossom has occasionally looked toward whichever girl is speaking. When the "no, I'm not/yes, you are" begins, she does so on each successive line. Cut to a close-up of her as she continues in this manner.)*

**Buttercup:** *(from o.c.)* Yes, you are!

**Bubbles:** *(from o.c.)* No, I'm not! *(Blossom gets fed up.)*

**Buttercup:** *(from o.c.)* Yes, you are!

**Blossom:** GIRLS!! *(Pull back to frame all three.)* Now look. It doesn't matter if anyone was scared. We've all got superpowers. And as long as we stick together, we can overcome our fears.

*(She smiles contentedly at this bit of wisdom. Pause. The next lines cause her face to fall again.)*

**Buttercup:** *(to Bubbles)* Yes, you are!

**Bubbles:** No, I'm not!

**Buttercup:** Yes, you are!

**Bubbles:** No, I'm not! *(The Professor steps to the bathroom doorway.)*

**Professor:** Girls, time for bed.

*(Around him, the scene dissolves to the darkened bedroom; the sky outside the windows has dimmed to night. On the next line, tilt down to the bed, where the girls are tucked in.)*

**Professor:** You've gotta get lots of rest if you're going to pass that test tomorrow. *(This throws a real shock into Blossom.)*

**Blossom:** Oh, no! The test! I forgot to study! *(Back to the Professor.)*

**Professor:** Oh, well, I'm sure it's just a review.

**Blossom:** *(from o.c.)* No! *(Cut to her.)* I haven't reviewed anything! I've been saving lives all day!

**Bubbles:** Don't worry, Blossom. You're the smartest girl in Townsville.

**Blossom:** That's only because I study so much!

*(Pull back across the room; the Professor walks to the door. A nightlight glows near it—an alternative to leaving the hall lights on for Bubbles.)*

**Professor:** You'll be just fine. Sweet dreams, girls.

*(He pulls the door shut behind himself; cut to a close-up of Bubbles. The hinges creak o.c.)*

**Professor:** *(from o.c.)* Oops. *(Back to him at the reopened door.)* Almost forgot. Power shortage.

*(He flips a wall switch, and the nightlight goes out.)*

**Professor:** Good night.

*(He closes the door again; back to the bed, where Bubbles immediately whimpers a bit at losing her light. She turns to face the wall—she is sleeping in the section near the windows—and sees a gangling, grinning clown doll crumpled on a chair in the corner of the room. It wears a belled cap and ruff collar. She whimpers some more and clutches Octi tightly to herself; a slow creak of hinges draws her attention away from the clown doll. It is coming from somewhere past the foot of the bed. She gasps softly; cut to her perspective. At the other end of the room, the open closet door swings shut.)*

*(Back to Bubbles, who gasps again and pulls the covers up over her head. She shakes beneath them as the camera pans slowly across the bed. Blossom, in the middle section, is asleep but sweating buckets.)*

**Blossom:** *(talking in sleep)* Oh, no...didn't study...test...fail...oh, no...

*(The camera continues its pan and stops on Buttercup, in the section near the door. She is wide awake and holding a can of insecticide; she sprays herself, then tosses it aside and settles down to sleep. Pull back slowly to frame the entire room—the clown doll is gone from its chair in the corner. The silence is broken by the effeminate laughter of “Him” as what little light there is goes red and a ribbon of pink mist swirls in through one of the windows.)*

**“Him”:** *(effeminate voice-over)*

What's this I hear?

Tortured by the things you fear?

*(Overhead view; the mist soaks into the girls' heads.)*

Nighty-night, girls. Pleasant dreams... *(laughing)*

...Pleasant screams.

*(His laughter grows more manic and high-pitched as the camera pulls back. Everything around the bed fades out to leave it in a solitary pool of red light, after which the bed and the light do likewise to black out the screen.)*

*(Snap to the exterior of Pokey Oaks Kindergarten during the day. The front door is open; cut to inside it. The colors are very muted and gray, and the lights are dim. A beaming and fully dressed Blossom, also grayed out, comes up the walk to the door. However, her good cheer gives way to a stunned look once she is inside. Before her is a room filled with kids who glare at her from their seats with pure hostility—including her sisters. A single empty chair is in the middle of the room, sitting within a single shaft of light from overhead; Ms. Keane stands by this with the same harsh look. When she speaks, her tone is soft but menacing.)*

**Ms. Keane:** Blossom! We were just talking about you. *(gesturing to chair)* Please, take your seat.

*(Blossom advances nervously into the room and sits down.)*

**Ms. Keane:** *(pacing)* Children, can anyone tell me what today is?

*(When the kids speak, they look and sound as if they are hypnotized.)*

**Class:** Yes, Ms. Keane.

**Ms. Keane:** (*closing door*) What is today?

**Class:** Today is report card day, Ms. Keane.

**Ms. Keane:** That's right. And can anyone tell me why report card day is *soooo* special?

**Class:** Yes, Ms. Keane.

**Ms. Keane:** Why?

**Class:** Because report cards are the single most important determining factor to consider when judging the worth of an individual's life.

**Ms. Keane:** That's right! (*She laughs.*)

**Blossom:** (*whispering, to her sisters*) Hey! What's going on?

**Ms. Keane:** ( *pacing*) So, therefore, if one gets bad grades, one's life is worthless. Correct?

**Class:** That is correct, Ms. Keane.

**Blossom:** (*whispering*) Hey! (*Close-up of the girls.*) Bubbles! Hey!

**Ms. Keane:** (*from o.c.*) Blossom! (*Pull back to frame her.*) You have something to share with the class?

(*Blossom shakes her head silently.*)

**Ms. Keane:** How appropriate that it's *you* who should interrupt. (*She starts to pace again.*) Once again you've failed to pay attention.

**Blossom:** Me? I always pay at—

**Ms. Keane:** Now you've failed to communicate.

**Blossom:** But you interrupted—

**Ms. Keane:** You've failed to cooperate.

**Blossom:** I'm trying, but you—

**Ms. Keane:** You've failed to prepare.

**Blossom:** But I always prepare!

**Ms. Keane:** ARE YOU PREPARED TO FAIL?

(*This catches Blossom flat-footed; her eyes shine with tears.*)

**Blossom:** (*stuttering*) Fail? (*Ms. Keane only glares down at her.*) Ms. Keane, I-I—

(*On this last, the camera pulls back from her until it is behind the front desk. A report card with Blossom's name lies on it; Ms. Keane picks this up.*)

**Ms. Keane:** Can anyone tell me what this is?

**Class:** It's a report card.

**Ms. Keane:** That's right!

(*She gives it to Blossom, who looks it over. Even though this is a kindergarten, the document lists her class level as preschool—adding insult to injury.*)

**Blossom:** (*still stuttering*) I-I-I...but...I-I-I...but...Ms. Keane, I-I-I—

**Ms. Keane:** (*chuckling nastily*) You're embarrassed, aren't you? (*Blossom nods reluctantly.*) It's because you've failed, isn't it?

**Blossom:** *(shivering)* I-I-I—

*(Ms. Keane snatches the report card away and holds it in full view: an F in every subject.)*

**Ms. Keane:** BEHOLD!! *(The class gasps.)*

*(Now her tone and that of the other kids becomes increasingly venomous—though the kids still sound hypnotized.)*

**Ms. Keane:** Children! Why is a report card so special?

**Class:** Because report cards are the single most important determining factor to consider when judging the worth of an individual's life.

**Ms. Keane:** That's right! *(She crumples the report card and throws it at Blossom's feet.)* So what should we do with her?

**Class:** A test! A test! A test! A test! A test! A test!

*(Blossom vacates her seat and zips to the front door; she tries to open it, but to no avail.)*

**Blossom:** What's happening?

*(She looks behind herself and finds Ms. Keane and her classmates slowly advancing on her. Their eyes are glowing red—her sisters' included. She tries the knob again, then rams the door and gets nothing for her trouble. Crumpled on the floor after this attempt, she backs up as far as she can as the collective shadow falls over her.)*

**Blossom:** NOOOOOOOO!!

*(Dissolve to her in bed—this has been her nightmare. Now it is her turn to whimper in her sleep. Bubbles has dropped off and pushed the covers off her head. Blossom turns over, one of her arms falling across Buttercup and waking her up. Groaning, the latter sits up and coughs a bit.)*

**Buttercup:** I need some water. *(She gets out of bed.)*

*(Cut to the darkened bathroom; the lights come on, and she approaches the counter. The colors are rather bluer than normal. She fills a handy glass, drinks it down, and heads back toward the bedroom. A large spider scuttles across the floor in front of her; she gasps and backs into a corner. The sound of more pests—many more—causes her to look up in alarm toward the source: a horde of arachnids descending the walls. Screaming in terror, she rushes to the closed bathroom door and pushes it open after a brief struggle with the knob.)*

*(Cut to a panorama that looks like something Pablo Picasso might have come up with if he had taken the world's biggest hit of LSD. In the middle of this is a door, which opens outward to reveal Buttercup in the bathroom—we are now watching her bad dream, whose first scene began when Blossom “woke her up.” She is back in her dress and normal colors, and she nearly tumbles over the threshold into the maelstrom. Only one foot and her hand on the knob keep her*

*on balance. A gigantic spider crawls toward her from behind; she cries out and leaps into the chaos.)*

**Buttercup:** It's a good thing I can flyyyYYYYYYY!

*(On the end of this, she loses her forward momentum and drops like a rock.)*

**Buttercup:** No, no, no, no, no...

*(More of the same, giving way to a scream, as she falls toward a gargantuan spider whose mouth gapes open, ready to catch her. She also flaps her arms furiously, trying to pull a Wile E. Coyote, and manage to catch the edge of a platform just short of the mandibles. Pulling herself up and out of their reach, she runs for it an instant before one of the legs slams down on the platform and the creature gives chase. She jumps a gap to reach another platform and races along for a while before tripping and landing flat on her face. When she stands up, she gasps at the sound of more spiders; four land around her, but she slips through an opening and starts running again. The four spiders pursue and are joined by several others.)*

*(Cut to Bubbles in bed; she sits bolt upright, gasping in fear. Pull back as she looks toward the rest of the bed, where her sisters are sleeping like logs. Silence. A jingling of bells draws her attention toward the corner of the room; she notices the empty chair and whimpers a bit. Her perspective: the room is quiet and free of any obvious malevolence. Back to the bed.)*

**Bubbles:** *(softly)* Blossom? Buttercup?

*(The jingling is heard again, this time from somewhere near Buttercup's side. It seems to be coming from a couple of shelves filled with toys on that wall, but nothing is moving. Another jingle brings her attention to the other end of the room. Her perspective: the closet door is ajar, but a shape is ducking inside and closing it. Its gangling arms and legs betray it as the clown doll. Back to her.)*

**Bubbles:** Girls?

**Buttercup:** *(muttering in sleep)* Big baby...

*(The jingling again. Bubbles' perspective: a teddy bear stands on the foot of the bed, facing her. It wears a clown's pointed hat and a belled collar. Pull back across the room to show her regarding it with no small degree of unease. Close-up of the bear, then of her. A few seconds pass before she manages to get some words out.)*

**Bubbles:** *(very nervously)* Uh...hi, little teddy bear. Uh, what are you doing here?

*(The bear stands mute, as one would expect an ordinary stuffed animal to do—its smile is perhaps a bit wider than before. What it does next definitely falls outside the range of normal teddy bear behavior, though. That smile stretches to reach from ear to ear, the lips parting to reveal a grin of pointed teeth; the ears grow to points; the hind legs become pointed as well; pincers sprout from the ends of the front legs and tear through the fabric covering—the overall*

*impression is that “Him” has exerted his influence on it. Bubbles watches, hands to her mouth to muffle her cry of surprise, as low, wicked laughter echoes through the room. While her sisters continue to sleep, the toys on the shelves have taken on their own sinister smiles. Now a brigade of toys runs out of the closet, each with a face that looks something like “Him”; the last one out is a long, jointed plastic snake with that same face. It coils around Bubbles and picks her up as the others watch, gathered around the bed.)*

*(Bubbles finally finds her voice. The remaining lines in this act are delivered at low volume.)*

**Bubbles:** Blossom! B-B-Buttercup! Blossom!

**Blossom:** *(sitting up, groggily, eyes closed)* What is it?

**Bubbles:** Everything is trying to eat me!

**Blossom:** Look. Whatever it is, it isn't real. *(The snake constricts; Bubbles' face turns blue.)* Just tell yourself it's not real and it will go away, okay? *(She goes back to sleep.)*

**Bubbles:** Okay. *(She closes her eyes.)* Not real.

*(Snap to black, which gives way to a view of the grinning toys as if an eye were being opened partway—this is Bubbles' perspective. The teddy bear is at the front of the group. She closes her eyes again.)*

**Bubbles:** Not real.

*(She opens her eyes partway—now the toys are even closer—then closes them again.)*

**Bubbles:** Not real!

*(She opens her eyes partway—the teddy bear's face fills her field of vision—then closes them again.)*

## Act Two

*(Opening shot: a dim vertical shaft of light against a dark background. Tilt down to show this as the beam in which Blossom was sitting during her nightmare, to the sound of her classmates chanting “A test” and sounding hypnotized as before. We are back in the classroom; she stands in the light, her hair bow replaced by a dunce cap and any semblance of confidence gone. The kids—their eyes no longer glowing red—are gathered behind Ms. Keane, who now wears the same makeup as “Him.” Her ears have also grown points like his, and her voice has taken on a gleefully taunting tone.)*

**Ms. Keane:** Okay, Blossom. *(Back to Blossom, she continues o.c.)* You know the rules.

**Blossom:** I do? *(Ms. Keane again, now holding a stack of cards.)*

**Ms. Keane:** That's one!

*(Her voice now echoes like that of “Him” and takes on overtones as if he is saying the words along with her in his effeminate voice. A trap door opens under Blossom’s feet; she gasps and sidesteps it.)*

**Ms. Keane:** Remember, you’re playing for your life in this game. Gotta stay on your toes, get it?

*(She laughs; the other kids join in for several seconds.)*

**Ms. Keane:** *(evil undertone)* SILENCE!

*(They fall quiet; she addresses Blossom and starts to read from her cards.)*

**Ms. Keane:** *(effeminate undertone)* Now, first question. What’s two plus two?

**Blossom:** Eight!

**Ms. Keane:** *(evil undertone)* Wrong!

*(A laser gun descends from the ceiling and fires at Blossom; she ducks, but gets the top of her dunce cap shot off. The gun rises away.)*

**Ms. Keane:** *(effeminate undertone)* What’s three times nine? *(Cut to Blossom, her bow back in place.)*

**Blossom:** Twenty-four!

**Ms. Keane:** *(from o.c., evil undertone)* WRONG!

*(A shadow appears by Blossom and grows to envelop her. She looks up, gasping in shock, and dodges aside an instant before a huge block crashes down and puts a hole in the floor where she was standing. Looking over the edge, she gasps at what she sees: the same surrealistic/Cubistic landscape through which Buttercup fled from the spiders in her nightmare. Camera stays on her.)*

**Ms. Keane:** *(from o.c., effeminate undertone)* What’s a hundred and fifty minus one?

**Blossom:** Fifteen! *(Back to Ms. Keane.)*

**Ms. Keane:** Wro-oong!

*(The building shakes as a fissure opens in the floor at Blossom’s feet and races toward the back wall and up to the ceiling. She gasps in shock; in seconds, the crack has formed a closed path splitting the front end of the classroom from the rest, and thus her from everyone else. The front end falls away as if it were a piece of cheese being cut from a block; the psychedelic turmoil continues outside. Blossom’s hand reaches over the broken edge of the floor, followed by the rest of her as she climbs back up. Everyone laughs at her, with “Him”’s effeminate glee echoing in the room—and she finally makes the connection.)*

**Blossom:** Wait a minute. This isn’t real!

*(Cut to Bubbles and Buttercup, who have turned into small clones of “Him”; only their hairlines give any clue as to which is which. Buttercup now has pointed ears, while Bubbles does not due to her pigtails.)*

*[Animation goof: Bubbles does not have the pink tulle at her hemline, and Buttercup's hands have no claws.]*

**Blossom:** *(from o.c.)* That laugh. *(Ms. Keane has been transformed.)* Those claws. *(The other kids as well.)* This place.

*(Back to her; she gets to her feet as the waves of laughter continue for some moments longer.)*

**Blossom:** Enough! *(Silence; she regains her confidence.)* Next question.

*(Now, when Ms. Keane speaks, it is "Him"'s voice that dominates, while hers is the undertone.)*

**"Him"/Ms. Keane:** *(effeminate voice, laughing)* Sure. Next question. *(evil voice)* What is the square root of seven? *(Effeminate laughter from her and others.)*

**Blossom:** Seven doesn't have a square root. It's prime! *(A tense silence.)*

*[Error: Mathematically, the first part of her answer is nonsense. A square root can be calculated for any positive quantity; the only issue is whether or not that root will be a rational number.]*

**"Him"/Ms. Keane:** *(evil voice, clearing throat)* That is... *(effeminate voice)* ...correct. *(tossing card, reading new one)* What is the algebraic formula for determining the area of a triangle?

**Blossom:** Half the base times height!

**"Him"/Ms. Keane:** *(grudgingly)* That's correct. *(A new card; rapid fire.)* If a train leaves Boston at twelve-thirty PM traveling at seventy-five miles per hour, and another train leaves Los Angeles at the same time traveling at ninety miles per hour... *(to evil voice)* ...which one will get to Cuba first?

**Blossom:** Neither! Trains don't go to Cuba, Ms. Keane!

**"Him"/Ms. Keane:** *(effeminate voice)* Well, how perceptive of you. *(to evil voice, tossing cards away)* Oh, well, tests bore me. You think you're so smart, don't you?

**Blossom:** I outsmarted you, didn't I?

*(She jumps backward over the edge and falls from sight. "Him"/Ms. Keane and other kids peer into the abyss.)*

**"Him"/Ms. Keane:** *(effeminate voice)* Ooh, that wasn't too bright. *(She laughs.)*

*(Cut to Blossom, who has gone into free fall as the laughter echoes from above; her normal color has now returned. She drops headlong toward the gaping maw of the enormous spider beast that menaced Buttercup. From this height, we can still see the gang of spiders that chased her; they have cornered her at one end of a platform, not far from the big one. As they move in for the kill, Blossom goes into a screaming dive. With the gang still advancing on her, Buttercup takes one step too many backward and plunges off the platform—only to be caught by her sister with no time or space to spare. The giant spider's teeth snap on a mouthful of air, and the two girls touch down on an unoccupied platform. Buttercup's bravado and hell-for-leather demeanor have completely evaporated—her fear of spiders has taken deep root.)*

**Buttercup:** Blossom! What's going on?

**Blossom:** I'm afraid there's not much time to explain. Those things are moving fast! *(taking off)*  
Let's go!

**Buttercup:** Wait! *(Blossom stops short.)* I can't fly!

**Blossom:** *(landing again)* Well, then you can run!

*(The two jump from one platform to the next, with the spiders hot on their tail, but stop when they reach an edge beyond which no other footholds are visible. A large wheel with an eye at its hub rotates slowly in midair at a short distance. Buttercup screams as Blossom eyes this.)*

**Buttercup:** Blossom! Will you please tell me what's going on?

**Blossom:** No time! *(The spiders are closing in.)* Quick! Help me with this.

*(A long rope has appeared at the two girls' feet; it runs o.c. to both sides of the screen. They grab hold and pull against each other, finally breaking it. In nothing flat, Blossom has knotted her end into a lariat and begun to twirl it.)*

**Blossom:** When I say "jump," jump. Okay?

**Buttercup:** If you say so.

*(The spiders continue their advance. Blossom twirls her lariat. The spiders advance. Blossom twirls.)*

**Blossom:** NOW!!

*(As Buttercup hurls herself into space, Blossom sends the lariat after her and jumps as well. The two girls land on one of the wheel's spokes, and the rope catches on next to them. It is pulled tight as the wheel continues to rotate—the other end is anchored to the platform, one end of which is promptly pulled up due to the tension. All the spiders slide down and fall off the low end into the big one's mouth.)*

**Buttercup:** That was awesome, Blossom! You really are the smartest girl in Townsville!

**Blossom:** Aw, shucks. I was just being resourceful.

**Buttercup:** Whatever. You kick butt!

*(A tremor shakes them out of their celebration; cut to their perspective of its source—the giant spider, which is now roaring in fury.)*

**Buttercup:** Whoa! *(Back to the girls.)* What the heck is that thing?

**Blossom:** It's what you're afraid of.

**Buttercup:** I'm not afraid of anything!

**Blossom:** Buttercup, it's okay to be afraid. We just have to fight our fears.

**Buttercup:** I can't.

**Blossom:** *(starting to egg her on)* You can't fight a little bug?

**Buttercup:** Little?! Those things are huge!

**Blossom:** What's the matter? You scared?

**Buttercup:** No! I'm not scared, it's just that—

**Blossom:** Sure look scared.

**Buttercup:** I am not!

**Blossom:** I bet you are.

**Buttercup:** You are such a know-it-all!

**Blossom:** I know you're scared.

**Buttercup:** You want me to fight?

**Blossom:** Yeah!

**Buttercup:** Yeah? You're gonna eat your words!

**Blossom:** Yeah?

**Buttercup:** Yeah!

*(She takes off, a battle cry on her lips and a fist extended to plant in the first enemy she meets—this is the Buttercup we have come to know and love. One spider after another gets it in spades; the massacre ends with her standing amid smashed arachnid bodies and covered in green goo from their innards. She yells again.)*

**Buttercup:** I AM NOT SCARED!!

**Blossom:** Now *that's* more like it!

**Bubbles:** *(from o.c., distant)* HEEEELLLLPPPP!!

**Blossom:** Bubbles! *(She takes off.)*

*(Cut to a black void in which the plastic snake still has Bubbles in its coils—relaxed slightly, as her face is no longer blue. Several other stuffed animals are gathered around; they all look the same, with a face and pincers like “Him” and a pink patch, the same color as his tulle, on their stomachs. One of them speaks, with “Him”'s undertone to its voice; during the following lines, it shifts back and forth between effeminate and evil. This is the ringleader.)*

**Ringleader:** First we will remove your stuffing!

**All stuffed animals:** Yaaay! *(Bubbles screams.)*

**Bubbles:** Blossom! Buttercup! Help me!

*(She tries to call for help again, but the snake's coils expand to cover her mouth and muffle her cries.)*

**Ringleader:** Then we will replace your eyes with tiny glass buttons that stare into space with a vapid expression!

**All stuffed animals:** Yaaay!

**Ringleader:** Then we will attach a tag to your backside that says “Made in Taiwan”!

**All stuffed animals:** Yaaay!

**Ringleader:** Then we will—

*(The gloating is cut off by an o.c. crash and a shower of debris. Above them, Blossom has punched through the “ceiling” of the void and is on the warpath.)*

**Blossom:** Then I'm gonna knock the stuffing out of you!

*(Her appearance in this scene confirms that, despite appearances, Bubbles' sequence just before the break was in fact part of her nightmare, not a sequence of real events—it started when she sat up and gasped. Blossom makes good on her threat against the ringleader, then cuts Bubbles loose with her eye lasers. The latter emerges in her dress, again confirming this as a dream, and she and Blossom fly up to the hole in the “ceiling”—but one of the other stuffed animals throws a toy and hits Bubbles in the back of the head. As Blossom gasps, she tumbles down and lands in the middle of the excitedly chattering mob. She jumps to her feet.)*

**Blossom:** Bubbles!

*(Bubbles screams and knocks one of her assailants away as they move in.)*

**Bubbles:** Blossom! Help! *(She begins to swat others aside.)*

**Blossom:** Bubbles! Remember what I told you before you went to sleep?

**Bubbles:** *(as she is seized)* “It isn't real”?

**Blossom:** Yes!

**Bubbles:** I tried that!

**Blossom:** Try again!

**Bubbles:** *(crying)* I can't! I'm too scared!

**Blossom:** Bubbles, listen to me! You have to fight! *(Cut to the mob; she continue o.c.)* This place isn't real! Those eyes! *(From-the-ground view of her.)* Those claws! Everything! It's only a dre—

*(One of them takes her to the floor with a high-jump tackle; quick pan to Bubbles.)*

**Bubbles:** Blossom!

*[Continuity error: The advice came from the (fake) Blossom who was asleep in the first part of Bubbles' nightmare. How, then, would the real Blossom have known about it?]*

*(In a flash, Bubbles breaks the hold on her and rushes the mob. Limbs, bodies, heads, and wads of stuffing fly everywhere as that blue streak flashes all over the place. Her last move is against several that have caught Blossom; they are summarily exterminated, and the two girls make their escape through the hole Blossom smashed, leaving a field of fabric-and-fiberfill carnage behind them. Cut to them in flight through Buttercup's nightmare landscape—Bubbles carrying Blossom.)*

**Blossom:** You did it! *(They land on a platform.)*

**Bubbles:** Shouldn't we be waking up now?

**Blossom:** Uh, theoretically, yes, but— *(A severed spider leg lands in front of the two.)*

**Buttercup:** *(from o.c.)* Ha!

*(Cut to behind them and pull back; Buttercup floats in midair, a second leg hoisted over her head. She is no longer covered in slime.)*

**Buttercup:** Like I said, I ain't afraid of nothing!

*(She throws it aside and lands by the others.)*

**Buttercup:** *(to Blossom)* You owe me big time, sista! Now, tell me how we get outta here.

**Blossom:** Well, according to my theory— *(The “sky” darkens.)*

**“Him”:** *(effeminate voice-over)* Oh, Blossom. You're always so logical. How droll.

*(He appears before them, past the edge of the platform, and slowly starts to rise. Only part of his head and arms are visible above it, but they are enough to show that he is dozens of times his usual size.)*

**“Him”:** *(giggling)* Here I am!

*(Overhead view of the girls, who look up in complete terror as some gigantic red structure with side offshoots emerges in front of them.)*

**“Him”:** *(from o.c.)* Sorry it took me so long. I wanted to slip into something more...sinister.

*(On the next line, two tentacles emerge from the structure's surface. Each has “Him”'s head on its end and speaks in his voice.)*

**“Him”:** You have been such good fun, but you're starting to bore me.

*(Pull back to ground level. The structure is the body of an insect-like creature that stands hundreds of feet high. The tentacles are rooted partway up, and there are many pairs of arms, each tipped with “Him”'s pincers—these are the side offshoots seen a moment ago. In addition, the tentacles each have their own pair of pincer arms. The underbelly is armored with the same material, as are the feet. The head of this new incarnation is so far up that it almost cannot be seen; it and the tentacle heads all speak in unison.)*

**“Him”:** And I'm afraid playtime is over. *(to evil voice; head level)* I know your deepest, darkest fear. *(effeminate voice)* You are afraid... *(evil voice)* ...**YOU CANNOT DEFEAT ME!!**

*(On the end of this, pull back to frame the entire beast. “Him” is now a scorpion-like creature of epic proportions, standing on four pairs of legs and sporting seven pairs of arms in addition to the tentacles. On his underbelly are the eyes and mouth of the giant spider.)*

**Blossom:** Let's teach him a lesson!

**Buttercup:** Whatever. This guy's toast! *(The girls take off; “Him” extends his tentacles.)*

**“Him”:** *(effeminate voice)* Two heads are better than one!

*(The girls and the laughing heads charge at one another. No contest; in a string of three freeze frames, Blossom lands a flying hook, Bubbles caves in a nose, and Buttercup plants one of her*

*Mary Janes under a chin. The insensate tentacles flop to the ground, and the girls land in front of them.)*

*[Note: The freeze frames are drawn without the usual black outlines on the characters, similar to the practice followed on Samurai Jack.]*

*(“Him” lances his scorpion tail toward the girls—the tentacles have in fact been broken off—but they dodge the strikes easily. After the third, they retreat, regroup, and rush straight toward the head. A devastating triple strike knocks him silly; he shrinks somewhat in slow motion, and Blossom rockets in for another go. However, “Him” recovers his senses in time to grab her with a pair of arms; he smiles, but loses the mood upon looking off to one side. Buttercup is there, moving in to do some damage of her own—and she smashes cleanly through the arms holding Blossom to free her. Now Bubbles gets into the act, barreling straight toward the body and then turning sharply up into a climb. She delivers a punch to his jaw—the Powerpuff equivalent of a brick through a plate glass window.)*

*(Buttercup seizes the tail and starts to swing “Him” back and forth, slamming him to the ground twice. He shrinks a few more notches in slow motion, then flicks her away to bounce across the platform. Blossom and Bubbles zip along it to each other and take off again, landing single and double hits that send him reeling. When they finish, cut to a close up of him cowering at the platform’s edge; he has returned to his usual size and appearance. The girls float above him; the “sky” has lightened again.)*

*[Animation goof: During this final sequence, his legs are clad in the same black spike-heeled boots he usually wears, rather than the pincer-material armor as before. Also, arms and legs disappear at each stage of shrinking, though this may be an intentional effect.]*

**“Him”:** *(effeminate voice, pleading)* Please, no more! *(Pull back.)* Don’t hit me! I don’t understand. *(evil voice)* I was so close! *(effeminate voice)* I almost had you. You are supposed to be afraid!

**Blossom:** Guess you should’ve done your homework, weirdo. *(Zoom in on her and Bubbles.)*

**Bubbles:** We’re sisters and we love each other!

**Blossom:** And we’re not afraid of anything as long as we have each other.

**Buttercup:** *(now o.c.)* Gimme a break, you two. *(Cut to her.)* Yap, yap, yap. Can I toss this guy already?

*(Her sisters glare angrily at her, then suddenly smile.)*

**Blossom:** Oh...okay. *(Buttercup throws a wicked look toward “Him.”)*

**“Him”:** *(stammering)* No, wait! It’s cool! It’s cool! Everything’s cool!

*(With a Cheshire-cat grin and a pair of lowered eyebrows, Buttercup launches herself straight at him. A flash of light, and he has been knocked over the brink to tumble into the madness of this place.)*

**“Him”:** *(fading out)* NOOOOOOOO!!

*(The girls look down after him until his voice has completely faded out, then fall backward onto the platform. Overhead view: they land on their backs, in the same order in which they were in bed.)*

**Buttercup:** Wow! That was intense!

**Blossom:** *(catching her breath)* Yeah, great.

**Bubbles:** *(likewise)* Are we supposed to wake up now?

**Buttercup:** Yeah! *(The camera starts to rotate.)*

**Blossom:** Well, theoretically we should. I mean, gosh, I hope we do.

*(The rotation stops. Dissolve to the bedroom, where the girls are asleep in bed; their sleeping forms appear in exactly the same positions on the screen as their dream selves. It is now the next morning—that is, the morning after they defeated the gray lizard beast at the start of the episode—and all three are smiling in their sleep. Cut to the head of the bed. They sit up one by one—Bubbles, Blossom, Buttercup—their eyes partway open and the smiles still on their faces. They are in their nightgowns, further proving this as the real world. After a moment, their eyes go wide.)*

**Girls:** Professor?

*(Pull back. He is curled up on the foot of the bed, in his pajamas, fast asleep with a thumb in his mouth, but wakes up suddenly.)*

**Bubbles:** What are you doing in our bed?

**Professor:** *(sheepishly, now sitting up)* Oh, I'm sorry, girls. I got scared. I was having a nightmare.

**Girls:** Really? *(Close-up of him.)*

**Professor:** Yeah, kinda silly, huh? A grown man like me having a nightmare?

**Bubbles:** *(from o.c.)* Aw, Professor, don't worry. *(Pull back; the girls float next to him.)* We'll protect you. *(He smiles.)*

**Professor:** Gee, you girls sure are brave.

*(The standard end shot comes up.)*

**Narrator:** So once again the day is saved—thanks to the Powerpuff Girls!