

A sleek British sports car talks directly to us in a pixilated, garbled video. He's OUT OF BREATH. Crates are visible behind him. We're in the shadowy bowels of a steel room.

LELAND TURBO

This is Agent Leland Turbo. I have a flash transmission for Agent Finn McMissile.

SUPERIMPOSE OVER BLACK: WALT DISNEY PICTURES PRESENTS

LELAND TURBO

Finn. My cover's been compromised. Everything's gone pear-shaped.

SUPERIMPOSE OVER BLACK: A PIXAR ANIMATION STUDIOS FILM

LELAND TURBO

You won't believe what I've found out here.

He angles our camera view, reveals a PORTHOLE through which we can see flames rising in the distance.

LELAND TURBO

This is bigger than anything we've ever seen. And no one even knows it exists. Finn, I need backup. But don't call the cavalry - it could blow the operation. And be careful. It's not safe out here!

ANGRY VOICES O.S. Time for Turbo to go.

LELAND TURBO

Transmitting my grids now. Good luck!

Coordinates appear: 40 6.80' N - 172 23.84' W

TITLE CARD: CARS 2

EXT. SOMEWHERE IN THE NORTH PACIFIC - NIGHT

A TINY CRAB BOAT (CRABBY) crests over massive swells.

CRABBY

Alright buddy, we're here. Right where you paid me to bring you. Question is, why?

A metallic blue sports car, circa the '60s, emerges from the

shadows. Cagey, smooth, he'd turn heads driving through any intersection in the world. Meet FINN MCMISSILE.

FINN

I'm looking for a car.

CRABBY

A car? Hey pal, you can't get any further away from land than out here.

FINN

Exactly where I want to be.

CRABBY

Well I got news for you, buddy. There's nobody out here but us.

Suddenly, a HORN -- a COMBAT SHIP, the size of most cruise ships. FINN quickly backs into the shadows, out of sight.

COMBAT SHIP

What are you doing out here?

CRABBY

What does it look like, genius? I'm crabbing!

COMBAT SHIP

Well turn around and go back where you came from.

CRABBY

Yeah? And who's gonna make me?

A laser sight hits Crabby between the eyes.

CRABBY

Alright, alright! Don't get your prop in a twist.

(as he turns to leave)

What a jerk. Sorry, buddy. Looks like it's the end of the line.

Buddy?

ON CRABBY'S DECK: Finn is gone.

CUT TO:

FINN - He HANGS off the side of COMBAT SHIP, clandestine.

We're with Finn as the ship continues on, cuts through the darkness with purpose. Suddenly small flames appear, perhaps a knot or so away. Then WHOOSH!!! A flame rises above Finn, the ship. It illuminates an OIL DERRICK.

THWAP! Finn fires a GRAPPLING HOOK to the derrick and SWINGS toward it. He's going to SLAM into the side with brute force when ---

--- HIS TIRES sprout a magnetic exoskeleton. He STICKS to the derrick and now DRIVES VERTICALLY UP UP UP...

From this vantage point, hundreds of derricks appear.

EXT. PLATFORM - OIL DERRICK - MOMENTS LATER

Finn approaches a loading bay from above, hides. He watches as GREMLINS, PACERS and assorted other cars scurry about.

FINN (INTO RADIO)
Leland Turbo, this is Finn
McMissile. I'm at the rally point.
Over.

No response.

FINN (INTO RADIO)
Leland, it's Finn. Please respond.
Over.

AN ACCESS DOOR OPENS LOUDLY below. A boxy, monacle-wearing German car enters. This is PROFESSOR OTTO ZUNDAPP.

PROFESSOR ZUNDAPP
(in German and English)
Too many cars here. Out of my way!

FINN
Professor Zundapp?

PACER (O.S.)
Here it is, Professor.

Zundapp approaches a NOSY PACER who idles next to a CRATE.

NOSY PACER
You wanted to see this before we
load it?

PROFESSOR ZUNDAPP
Ah, yes. Very carefully...

A forklift opens the crate -- inside is a TV CAMERA, packed carefully in foam. Finn SNAPS PHOTOS FURIOUSLY.

NOSY PACER
Oh. A TV camera. What does it
actually do?

PROFESSOR ZUNDAPP
This camera is extremely dangerous.

FINN
(to himself)
What are you up to now, Professor?

Finn, angling for a better view, FIRES SUSPENSION WIRES ---
--- which sail clear to the other side of the derrick ---
--- THOK! They hook tightly onto a steel girder.

Finn slides out ONTO THE WIRE like an acrobat, then expels another cross-wire for support.

PROFESSOR ZUNDAPP
This is valuable equipment. Make sure it is properly secured for the voyage.

NOSY PACER
You got it.

Finn LOWERS HIMSELF. He snaps more pictures.

GREM (O.S.)
Hey, Professor Z!

Zundapp turns as a CRANE LOWERS A CAR-SIZED CRATE. GREM and ACER, an orange Gremlin and a green Pacer, flank it.

GREM
This is one of those British spies we told you about.

ACER
Yeah. This one we caught sticking his bumper where it didn't belong.

Finn PRODUCES SEMI-AUTOMATIC GUNS from his side, readies himself for a tag-team spy fight with his buddy Leland.

PROFESSOR ZUNDAPP
Agent Leland Turbo.

The crate is lifted, revealing a CRUSHED, CUBED Leland Turbo.

Finn's eyes go wide. Suddenly --- WHOOOSHHH! Another derrick flame rises behind him, casts a Finn-shaped SHADOW over the Professor. He looks up.

PROFESSOR ZUNDAPP
It's Finn McMissile! He's seen the
camera! Kill him!!

Finn UNLOADS with bullets as he starts to retreat --- He
STOPS:

BAD GUY CARS are waiting for him on the catwalk where he just
came from - BLOWTORCHES ready.

Finn, stuck in midair, notices an angry CRANE. Finn GRINS,
having just found his escape.

THWAPTHWAPTHWAP!!! Finn releases three of his four cables,
swinging, Indiana Jones-style on the last one TOWARD THE
CRANE ---

--- where he lands on its BOOM, drives UP and LAUNCHES OFF IT
where he LANDS - MOVING - onto another deck!

Finn now DRIVES, spraying oil and screeching around corners.
A GREMLIN in pursuit hits the oil patch, loses control ---

--- and PLUMMETS OFF the side of the rig!

The Gremlin FALLS... it's like an eternity...

He smashes into the water and breaks into a million pieces.

ON FINN - Now set upon by 20 or 30 MORE pursuing cars. He has
nowhere to go but UP UP UP a ramp toward the helipad. He
spies some GASOLINE BARRELS, fires a SINGLE BULLET which cuts
through its leather straps, sending barrels DOWN the ramp,
PAST FINN ---

--- PAST the pursuing CARS ---

--- to the bottom where they EXPLODE in a CHAIN REACTION back
UP THE RAMP, taking out at least 15 CARS!

ON THE HELIPAD - Finn blasts into view, pulls to a stop. No
more road. Nowhere else to go.

The 20 BAD GUY CARS that are still in pursuit surround him,
fire up their blowtorches. About to pounce.

Finn GRINS. The second time we've seen this grin. It means
he's got something cooking.

Finn's REVERSE LIGHTS appear. He DRIVES BACKWARD off the edge
of the helipad to the SHOCK of the other cars.

Finn falls. He turns himself so he's grill first, cleanly
cutting into the water.

He EMERGES, now sprouting HYDROFOIL and speeds away.

GREM
(nonplussed)
Get to the boats.

THE BOATS - an army of combat ships quickly DROP into the sea and CHURN WATER with unprecedented fury as they quickly make up the distance between them and Finn, FIRING BULLETS as they do so.

ACER
He's getting away!

COMBAT SHIP
Not for long.

The LEAD COMBAT SHIP quietly drops a TORPEDO into the water. It skips along, connecting with Finn in his rear and EXPLODING with such force that water skyrockets into the night clouds.

UNDERWATER - McMissile SINKS. Then, he blinks. He GRINS. We're starting to like this grin and what follows it. He now CONVERTS into a submarine. From his trunk he releases four DECOY tires which float to the surface like body parts.

ON THE DERRICK - Professor Zundapp watches it all from far away.

GREM (OVER RADIO)
He's dead, Professor.

PROFESSOR ZUNDAPP
Wunderbar. With Finn McMissile gone, who can stop us now?

EXT. RADIATOR SPRINGS - DAY

TOW MATER, a rusty tow truck, putters into view.

MATER
Mater. Tow Mater, that's who... is here to help you!

He approaches a broken-down sedan on the side of the road. He drives around to the front, catching OTIS' face for the first time.

MATER
Hey, Otis!

OTIS

Hey, Mater. Gosh, I'm so sorry. I thought I could make it this time, but...

(he tries to start his engine, stalls)

Smooth like pudding, huh? Ah, who am I kidding? I'll always be a lemon.

Mater hooks his friend and starts towing him.

MATER

Well dadgum, you're leaking oil again. Must be your gaskets. Hey, look on the bright side: This is your tenth tow this month, so that means it's on the house.

OTIS

You're the only one that's nice to lemons like me, Mater.

MATER

Don't sweat it. These things happen to everybody, Otis.

OTIS

But you never leak oil.

MATER

Yeah, but I ain't perfect. Don't tell nobody, but I think my rust is starting to show through.

Mater and Otis drive past THE RADIATOR SPRINGS WELCOME SIGN. It has been amended to say: "Home of Lightning McQueen."

OTIS

Hey, is Lightning McQueen back yet?

MATER

Not yet.

OTIS

He must be crazy-excited about winning his fourth Piston Cup. Four! Wow!

MATER

Yeah, we're so dadgum proud of him.
But I sure wish he'd hurry up and
get back 'cause we got a whole
summer's worth of best friend fun
to make up for. Just me and --

Ahead of them, a half-mile off, a RED RACE CAR is visible.

MATER

--- McQueen!

Mater FLOORS IT, dragging poor Otis behind him.

OTIS

Uh, Mater? I'm in no hurry. You
don't need to go so fast!

Boom! They hit a bump. Otis catches air.

EXT. RADIATOR SPRINGS - DAY

Lightning McQueen is surrounded by his hometown friends.

LUIGI

Oh, Lightning. Welcome home.

FLO

Good to have you back, honey.

FILLMORE

Congratulations, man.

SARGE

Welcome home, soldier.

SHERIFF

The place wasn't the same without
you, son.

LIZZIE

What? Did he go somewhere?

MCQUEEN

It's good to be home, everybody.

MATER (O.S.)

McQueen!

They all turn around, see Mater speeding into town, with Otis
swerving behind him.

MCQUEEN

Mater!

MATER
McQueen!

Mater skids into main street and in one swift motion,
slingshots Otis forward ---

OTIS
Woaahhhhh!

--- right through Ramone's front door ---

INT. RAMONE'S - CONTINUOUS

--- where he lands perfectly on the hydraulic lift. Ramone
lifts him up, routine.

RAMONE
Hey. How far'd you make it this
time, Otis?

OTIS
Halfway to the county line.

RAMONE
Not bad, man.

OTIS
I know, I can't believe it either!

EXT. RADIATOR SPRINGS - CONTINUOUS

MATER
McQueen, welcome back!

MCQUEEN
Mater, it's so good to see you.

MATER
You too, buddy.

Mater and McQueen do an ELABORATE TIRE BUMP (fist bump
style).

MATER
Oh, man. You ain't gonna believe
the things I got planned for us.

Everyone watches as the tire bump continues.

MACK
(to Lizzie, an aside)
These best friend greetings get
longer every year.

MATER
(to McQueen)
You ready to have some serious fun?

MCQUEEN
Well, actually I've got something
to show you first.

INT. RADIATOR SPRINGS MUSEUM - DAY

CLOSE ON THE PISTON CUP. It has now changed, been adorned with a small likeness of Doc. It says "Hudson Hornet Piston Cup."

MATER
Wow. I can't believe they renamed
the Piston Cup after our very own
Doc Hudson.

McQueen and Mater are alone, the museum closed to the public. McQueen approaches a "Hudson Hornet" wall with Doc's three Piston cups, framed articles, other racing ephemera.

MCQUEEN
I know Doc said these things were
just old cups, but to have someone
else win it just didn't feel right,
you know?

MATER
Well, Doc would've been real proud
of you. That's for sure.

McQueen takes this in.

EXT. RADIATOR SPRINGS - LATER

McQueen and Mater exit the Doc Hudson Museum.

MCQUEEN
Alright, pal. I've been waiting all
summer for this. What've you got
planned?

MATER
You sure you can handle it?

MCQUEEN
Come on, you know who you're
talking to? This is Lightning
McQueen. I can handle anything.

EXT. RADIATOR SPRINGS - DAY

Mater and McQueen roll on an old train track, their tires off. They're on their rims.

MCQUEEN
Uh.... Mater?!

MATER
Just remember, your brakes ain't gonna work on these!

As they head INTO A DARK TUNNEL ---

MCQUEEN (O.S.)
Mater!

MATER (O.S.)
Relax, these train tracks ain't been used in years!

From inside the tunnel a loud TRAIN HORN. The two friends emerge, going as fast as they can on train tracks, uphill, with no tires.

MCQUEEN
Come on, come on! Faster, faster!

Moments later a harmless GALLOPING GOOSE appears, oversized horn visible, cackling and laughing at his prank.

EXT. FIELD - OUTSIDE RADIATOR SPRINGS - LATER

An ENORMOUS EARTH MOVER sleeps. McQueen and Mater sneak up.

MATER
This is gonna be good!

They blow their horns and he TIPS OVER, tractor-tipping style. They LAUGH at the gag, but soon realize the earth mover's GIANT EXHAUST PIPE is directly above them.

MATER
Uh-oh. This ain't gonna be good.

The exhaust pipe BELCHES. McQueen and Mater are BLASTED out of view.

INT. RADIATOR SPRINGS - DUSK

The sun sets. McQueen and Mater roll into town. McQueen looks exhausted. Mater is still full of energy.

MATER

Boy, this was the best day ever!
And my favorite souvenir?

Mater proudly shows off a dent.

MATER

This new dent!

MCQUEEN

Boy, Mater. Today was, uh...

MATER

Shoot, that was nothing. Wait til
you see what I got planned for
tonight.

MCQUEEN

Mater, Mater. Whoa. I was kind of
thinking of just a quiet dinner.

MATER

That's exactly what I was thinking.

MCQUEEN

No, I... I meant with Sally, Mater.

MATER

Even better! You, me and Miss Sally
going out for supper.

McQueen pulls around in front of Mater, stops.

MCQUEEN

Mater, I meant it would be just me
and Sally.

MATER

Oh.

MCQUEEN

It's just for tonight. We'll do
whatever you want tomorrow.

MATER

(disappointed)
Okay.

MCQUEEN

Thanks for understanding.

MATER

Yeah, sure. Y'all go on and have
fun now.

MCQUEEN

Alright, then. See ya soon, amigo!

McQueen drives off. Mater watches him go.

EXT. THE WHEEL WELL - NIGHT

It's been converted into a white-tablecloth restaurant, with cars dining al fresco and a hopping gastropub inside.

MCQUEEN AND SALLY have a prime table with a view of Radiator Springs and the starry night sky.

SALLY

This is so nice.

MCQUEEN

I can't tell you how good it is to be here alone. Just the two of us. Finally, you and me ---

MATER (O.S.)

Good evening.

Mater is at their table, dressed as a waiter.

MATER

My name is Mater and I'll be your waiter.

(to himself)

Mater the waiter. That's funny right there.

MCQUEEN

Mater, you work here?

MATER

Well yeah I work here. What'd you think, I just snuck in here when nobody was looking and pretended to be your waiter, just so I could hang out with you?

McQueen and Sally exchange a look.

MCQUEEN

Oh, yeah. How ridiculous would that be?

MATER

Now, can I start you two lovebirds off with a couple drinks?

MCQUEEN

Yes. I'll have my usual.

SALLY

You know what? I'm going to have that too.

Mater blinks.

MATER

Uh, right. Your usual.

CUT TO:

INSIDE AT THE BAR - Fillmore and Sarge watch as Guido mixes drinks, ala "Cocktail." Mater arrives.

MATER

Guido! What's McQueen's usual?

GUIDO

(in Italian, subtitled)
How should I know?

MATER

Perfect! Give me two of 'em.

SARGE

Quiet! My program's on.

MEL DORADO (O.S.)

Tonight on "The Mel Dorado Show"!

ON THE BAR TV - "THE MEL DORADO SHOW," a cable talk show, begins with file footage of MILES AXLEROD, a sleek SUV.

MEL DORADO (ON TV)

His story gripped the world! Oil billionaire Miles Axlerod, in an attempt to become the first car to circumnavigate the globe without GPS, ironically ran out of gas and found himself trapped in the wild!

We see images of newspaper headlines, search crews.

MEL DORADO (ON TV)

Feared dead, he emerged 36 days later, running on a fuel he'd distilled himself from the natural elements! Since then he's sold his oil fortune, converted himself from a gas-guzzler into an electric car, and has devoted his life to finding a renewable, clean-burning fuel!

Images of oil derricks torn down; Miles Axlerod getting converted to electric; lab scientists testing chemicals.

MEL DORADO (ON TV)
Now he claims to have done it with his Allinol.

Images of fields, rivers, vegetables, and mountains all combining to form the Allinol logo.

MEL DORADO (ON TV)
And to show the world what his new superfuel can do, he's created a racing competition like no other, inviting the greatest champions from around the globe to battle in the first ever World Grand Prix. Welcome Sir Miles Axlerod.

SIR MILES AXLEROD arrives, parks across from Mel's desk.

MILES AXLEROD (ON TV)
Thank you, Mel. It is very good to be here. Now listen to me: Big Oil. It costs a fortune. Pollution is getting worse. I mean, come on. It's a fossil fuel. Fossil. As in dead dinosaurs. And we all know what happened to them. Alternative energy is the future. Trust me, Mel, after seeing Allinol in action at the World Grand Prix, nobody will ever go back to gasoline again.

MATER
(to Fillmore)
What happened to the dinosaurs, now?

MEL DORADO (ON TV)
And on satellite, a World Grand Prix competitor and one of the fastest cars in the world, Francesco Bernoulli.

Across the screen: **LIVE FROM ROME, ITALY.** We meet Formula race car FRANCESCO BERNOULLI.

FRANCESCO (ON TV)
It is an honor, Signore Dorado. For you.

MEL DORADO (ON TV)
Miles, why not invite Lightning
McQueen?

Mater, collecting his drinks, looks up, half-intrigued.

MILES AXLEROD (ON TV)
Of course we invited him. But
apparently after a very long racing
season he is taking some time off
to rest.

FRANCESCO (ON TV)
Lightning McQueen would not have a
chance against Francesco!

Mater doesn't like this.

FRANCESCO (ON TV)
I can go over 300 kilometers an
hour! In miles that is like, uh...
way faster than McQueen.

MEL DORADO (ON TV)
Let's go to the phones. Baltimore,
Maryland, you're on the air.

CALLER (ON TV)
Am I on? Hello?

MEL DORADO (ON TV)
You're on. Go ahead.

CALLER (ON TV)
Hello?

MEL DORADO (ON TV)
Go ahead, caller.

Dial tone.

MEL DORADO (ON TV)
Let's go to Radiator Springs.
You're on, caller.

MATER'S VOICE (ON TV)
Yeah, that Italian feller you got
on there can't talk that way about
Lightning McQueen. He's the bestest
race car in the whole wide world.

Fillmore and Sarge look around. Mater is visible in the back
of the bar on an office phone.

SARGE

Uh-oh...

FRANCESCO (ON TV)

If he is, how you say "the bestest race car," then why must he rest, eh?

MATER'S VOICE (ON TV)

Cause he knows what's important. Every now and then he prefers just to slow down, enjoy life.

FRANCESCO (ON TV)

Ah, you heard it! Lightning McQueen prefers to be slow! Of course, this is not news to Francesco. When I want to go to sleep I watch one of his races. After two laps I am out cold.

Audible RXNS from the bar. A crowd has been forming ever since Mater started talking.

MATER'S VOICE (ON TV)

That ain't what I meant.

CUT TO:

MCQUEEN AND SALLY - They hear the commotion inside.

MCQUEEN

Hey, what's going on over there?

CUT BACK TO:

THE BAR - Sally and McQueen push through the crowd, see that they're watching Francesco on the television.

MCQUEEN

(to Sally)

Oh, it's that Italian Formula car. His name is ---

SALLY

Francesco Bernoulli. No wonder there's a crowd.

When Sally says his name, she enunciates each part, as if Italian were her mother's tongue.

MCQUEEN

Wait, why do you know his name? And don't say it like that. It's three syllables, not ten.

SALLY

What? He's nice to look at. You know, open-wheeled and all.

MCQUEEN

What's wrong with fenders? I thought you like my fenders.

MATER'S VOICE (ON TV)

Well let me tell you something else there, Mr. San Francisco ---

MCQUEEN

Mater?

MATER'S VOICE (ON TV)

McQueen could drive circles around you.

FRANCESCO (ON TV)

Driving in circles is all he can do, no?

MATER'S VOICE (ON TV)

No! I mean yes. I mean he could beat you anywhere, anytime, any track.

On McQueen - he looks at Guido who gives a nod over to ---
--- Mater, turned away from the crowd, still on the phone.

FRANCESCO (ON TV)

Mel, can we move on? Francesco needs a caller who can provide a little more intellectual stimulation. Like a dump truck.

ON MCQUEEN. He doesn't like this at all.

MATER

Ha ha! That shows what you know. Dump trucks is dumb.

Suddenly, Mater is YANKED from the booth and replaced by McQueen.

MCQUEEN (INTO PHONE)

Yeah, hi, this is Lightning McQueen. Look, I don't appreciate my best friend being insulted like that.

FRANCESCO (ON TV)
 McQueen! That was your best friend?
 This is the difference between you
 and Francesco. Francesco knows how
 good he is. He does not need to
 surround himself with tow trucks to
 prove it.

MCQUEEN
 Those are strong words from a car
 that is so fragile.

FRANCESCO (ON TV)
 Fragilé!? He calls Francesco
 fragilé? Not so fast, McQueen!

MCQUEEN
 "Not so fast." What is that, your
 new motto?

Francesco goes ballistic in Italian. They cut his mic.

MILES AXLEROD (ON TV)
 Well, this sounds like something
 that needs to be settled on the
 race course. What do you say,
 Lightning McQueen? We've still got
 room for one more racer.

MCQUEEN
 Well, I would love to. The only
 thing is my crew's off for the
 season so ---

A sound O.S. McQueen turns to see Fillmore, Sarge and Luigi
 flank a tablecloth which is hanging off the bar. Ramone backs
 away, having spray painted "TEAM LIGHTNING MCQUEEN" on it.
 Guido quickly uncorks three wine bottles.

GUIDO
 Pit stop.

McQueen turns back to the phone.

MCQUEEN
 You know what? They just got back.
 Deal me in, baby. Ka-chow!

The place ERUPTS IN CHEERS.

MOMENTS LATER - General excitement as McQueen exits the phone
 booth where Sally waits. Off her look:

MCQUEEN

I know, I know. I just got back.
But we won't be long and ---

SALLY

Oh, no, don't worry about me. I've
got enough to do here. Mater's
going to have a blast though.
(off McQueen's silence)
You're bringing Mater, right? You
never bring him to any of your
races.

McQueen turns to the bar where Mater privately tries their
drinks, hates it, spits it back in the glass.

SALLY

Just let him sit in the pits, give
him a headset. C'mon, it'll be a
thrill of a lifetime for him.

Mater arrives.

MATER

Your drinks, sir.

MCQUEEN

Mater.

MATER

I didn't taste it!

MCQUEEN

How'd you like to come and see the
world with me?

MATER

You mean it?

MCQUEEN

You got me into this thing. You're
coming along.

BEGIN MONTAGE:

- McQueen is given a new paint job and headlights by Ramone.
Mater, now sporting a "Team McQueen" emblem, seems psyched as
well.

- An airport DEPARTURES SIGN advertises the next flight:
Tokyo, Japan.

- Mater waves goodbye with his hook alongside McQueen, Guido,
Luigi, Fillmore and Sarge as ---

--- the rest of Radiator Springs watches them board a plane. Red bawls.

- IN THE JET, LATER. McQueen and Mater are the only ones awake, watch an insane Japanese game show.

- JAPAN AT NIGHT. A stylish Tokyo cityscape of neon, glamour, scrolling billboards, vending machines and high-tech skyscrapers.

- INSIDE A SOUVENIR SHOP loaded with McQueen toys: Mater and McQueen enter. A tourist sees McQueen and faints.

- A KABUKI THEATER. Team McQueen watches a methodical dance. Mater, dressed in Kabuki makeup, arrives. He looks insane.

- A SUMO MATCH - Two SUZUKI SAMURAI CARS wrestle over a parking space. Mater, now in his element, cheers.

The MONTAGE ENDS on this high note as we CUT TO ---

EXT. MUSEUM - TOKYO - NIGHT

---- TEAM MCQUEEN, as they roll up the red carpet. Press is held at bay behind ropes. WORLD GRAND PRIX and ALLINOL logos are strategically placed for maximum press exposure. RACERS are interviewed by press behind the red-carpet ropes.

INT. TOKYO MUSEUM - NIGHT

Team McQueen enters via a second floor landing which overlooks a massive indoor party in a converted museum. As they roll down a ramp to the party, they are awed.

LUIGI

Guido, look! Ferraris and tires!
Let's go!

MCQUEEN

(impressed)
Hey, look at this. Okay now Mater,
remember: best behavior.

MATER

You got it, buddy. Hey, what's
that?

He sees something, peels away.

MCQUEEN

Mater!

LEWIS HAMILTON

Hey, McQueen, over here!

It's fellow racers JEFF GORVETTE and LEWIS HAMILTON. McQueen now has no choice but to let Mater go.

MCQUEEN
Hey, Jeff. Lewis!

CUT TO:

MATER as he approaches a GLASS-ENCLOSED ROCK GARDEN where a pitty RAKES rocks with precision. He knocks on the glass with his hook.

MATER
Hey! You done good! You got all the leaves!

People turn at the noise he's making.

CUT BACK TO:

MCQUEEN, JEFF and LEWIS.

JEFF GORVETTE
Check out that tow truck.

LEWIS HAMILTON
I wonder who that guy's with?

MCQUEEN
Will you guys excuse me just for one little second?

He zips over to Mater's side, quickly pulls him out of sight.

MCQUEEN
Mater, listen. This isn't Radiator Springs.

MATER
You're just realizing that? Boy, that jet-lag really done a number on you.

MCQUEEN
Mater, look -- things are different over here. Which means maybe you should, you know, act a little different too.

MATER
Different than what?

MCQUEEN
Well, just... help me out here, buddy. I ---

MATER

You need help? Shoot, why didn't you just say so? That's what a tow truck does. Hey, looky there, it's Mr. San Francisco!

FRANCESCO is visible across the room, holding court.

MATER

I'll introduce you.

MCQUEEN

Mater, no.

MATER

(already on his way)
Look at me -- I'm helping you already!

On FRANCESCO - MOMENTS LATER. Mater approaches, giddy.

MATER

Hey Mr. San Francisco, I'd like you to meet ---

FRANCESCO

Lightning McQueen! Buona sera.

MCQUEEN

Nice to meet you, Francesco.

FRANCESCO

Yeah, nice to meet you too. You are very good-looking. Not as good as I thought, but you're good.

MATER

(to Francesco)
Excuse me. Can I get a picture with you?

FRANCESCO

Anything for McQueen's friend.

As Mater poses for a photo with Francesco:

MATER

Miss Sally is gonna flip when she sees this. She's Lightning McQueen's girlfriend.

FRANCESCO

Ooh.

MATER

She's a big fan of yours.

FRANCESCO

Hey, she has good taste.

MCQUEEN

Mater's prone to exaggeration. I wouldn't say she's a "big" fan.

MATER

You're right. She's a huge fan. She goes on and on about your open wheels here.

MCQUEEN

Mentioning it once doesn't qualify as going "on and on."

FRANCESCO

Francesco is familiar with this reaction to Francesco. Women respect a car that has nothing to hide.

MCQUEEN

Yeah, uh...

FRANCESCO

Let us have a toast.

McQueen doesn't like where this is going, covers.

MCQUEEN

Let's.

FRANCESCO

(raising a drink)

I dedicate my win tomorrow... to Miss Sally.

MCQUEEN

Oh, sorry. I already dedicated MY win tomorrow to her. So if we both do it, it's really not so special. Besides, I don't have a drink.

MATER

I'll go get you one. You mind if I borrow a few bucks for one of them drinks?

MCQUEEN
 (could kill him)
 They're free, Mater.

MATER
 Free? Well, shoot, what am I doing
 here?

Mater ZIPS OFF.

MCQUEEN
 I should probably go keep an eye on
 him. See you at the race.

McQueen starts to leave.

FRANCESCO
 Yes, you will see Francesco. But
 not like this.

Francesco does a 180, so his rear end now faces McQueen.

FRANCESCO
 You will see him like this, as he
 drives away from you.

Francesco wears a bumper sticker that says "Ciao, McQueen!"

MCQUEEN
 That's cute. So you had one of
 those made up for all the racers?

FRANCESCO
 No.

MCQUEEN
 Okay.

He rolls off.

MCQUEEN
 He is so getting beat tomorrow.

INT. PARTY - MOMENTS LATER

Lights caress the main stage where a crowd has formed.

VOICE
 Ladies and gentlecars... Sir Miles
 Axlerod!

MILES AXLEROD drives through an infinity fountain, appears.

MILES AXLEROD

It is my absolute honor to introduce to you the competitors in the first-ever World Grand Prix. From Brazil. Number eight...

ON FINN MCMISSILE. He appears from the shadows, keeps a careful distance from the stage. He ZEROES HIS GAZE ON ---

--- THE WORLD GRAND PRIX TV CAMERAS which roll, catching Miles Axlerod's speech for publicity and posterity.

Finn's ONBOARD COMPUTER ANALYZES each one, compares to the photos we saw him snap on the oil platform. Each one is "NOT A MATCH." His view is suddenly disrupted by A BEAUTIFUL SPORTS CAR. She approaches Finn. Meet HOLLEY SHIFTWELL.

HOLLEY

A Volkswagen Karmann Ghia has no radiator.

FINN

That's because it's air-cooled.

HOLLEY

I'm Agent Shiftwell, Holley Shiftwell from the Tokyo Station. I have a message from London.

FINN

Not here.
(loudly)
You must try the canapes on the mezzanine!

He moves her onto an elevator. The doors close on them.

IN THE ELEVATOR, GOING UP.

FINN

So the lab boys analyzed the photo I sent? What did they learn about the camera?

HOLLEY

It appears to be a standard television camera. They said if you could get closer photos next time, that would be great.

FINN

This was London's message?

HOLLEY

Oh -- no, no. No sir. Um, the oil platforms you were on? Turns out they're sitting on the biggest oil reserve in the world.

FINN

How did we miss that?

HOLLEY

They'd been scrambling everyone's satellites. The Americans actually discovered it just before you did. They placed an agent on that platform, under deep cover. He was able to get a photo of the car who's running the entire operation.

The doors OPEN and they exit onto the Mezzanine.

FINN

Who is it? Has anyone seen the photo yet?

HOLLEY

No, not yet. The American is here tonight to pass it to you. He'll signal you when he's ready.

FINN

Good ---

Finn suddenly STOPS COLD.

FINN

Oh no.

Professor Zundapp is visible below them. He talks with a few Pacers and Gremlins. Finn quickly retreats into the shadows. Holley follows suit.

HOLLEY

What is it?

FINN

Change of plan. You're meeting the American.

HOLLEY

What, me?

FINN

Those thugs down there were on the oil platform. If they see me, the whole mission is compromised.

HOLLEY

No, no. I'm technical, you see. I'm in Diagnostics. I'm not a field agent.

FINN

You are now.

CUT TO:

MATER as he grabs a drink, keeps moving.

MATER

I'll take one of them.

He snatches it, drops it in the back where we now see a large assortment of drinks balanced.

MATER

Never know which one McQueen'll have a hankering for.

He approaches a sushi bar.

MATER

Hey, what you got here that's free? How about that pistachio ice cream?

He refers to wasabi, of course.

SUSHI CHEF

No, no. Wasabi.

MATER

Oh, same ol', same ol'. What's up with you? That looks delicious.

The chef starts to carve a small scoop aside for Mater.

MATER

Uh, a little more, please. It is free, right?

(the chef adds more)

Keep it coming. A little more. Come on, let's go, it's free! You're getting there... Scoop scoop!

The chef gives in. Scoops a baseball-sized ball out.

MATER

There you go. Now THAT's a scoop of ice cream.

SUSHI CHEF

(in Japanese, subtitles)
My condolences.

CUT BACK TO:

MILES AXLEROD - He's now nearly done with his intros.

MILES AXLEROD

... and now, our last competitor ---
Number 95, Lightning McQueen!

MCQUEEN approaches the microphone, flashes his headlights.

MCQUEEN

Thank you so much for having us,
Sir Axlerod. I really look forward
to racing. This is a great
opportunity.

MILES AXLEROD

Oh, the pleasure is all ours,
Lightning. You and your team bring
excellence and professionalism to
this competition.

As if on cue, Mater arrives with a piercing scream of pain. Everyone turns as he charges head first toward the stage, making a bee-line for that FOUNTAIN.

MATER

Somebody get me water!

He laps up water from the fountain like a diabetic cat.

MATER

(lapping water)
Sweet relief...

Miles Axlerod is shocked. The crowd can't believe it. Francesco cackles. Mater, now sated, approaches the mic.

MATER

(to the crowd)
Whatever you do, do not eat the
free pistachio ice cream. It has
turned!

MCQUEEN

Sir Axlerod, I can explain. This is
Mater.

MILES AXLEROD

I know him. This is the bloke that called into the television show.

(to Mater)

You're the one I have to thank.

MATER

No, thank you. This trip's been amazing.

MILES AXLEROD

(to McQueen)

He's a little excited, isn't he?

TILT DOWN to reveal a pool of oil beneath Mater.

MCQUEEN

Mater!

MATER

But wait, I... oh, shoot.

McQueen quickly pulls Mater aside, out of earshot of Miles Axlerod and the others. McQueen is beside himself.

MCQUEEN

Mater, you have to get a hold of yourself. You're making a scene.

MATER

But I never leak oil. Never.

MCQUEEN

Go take care of yourself right now.

Mater drives off.

ON MATER - MOMENTS LATER

He drives through the party, frantic.

MATER

Coming through! Excuse me, leakin' oil. Where's the bathroom? Thank you. I gotta go!

Someone points Mater down a hallway. He whips around the corner ---

--- and STOPS. Finds himself in front of TWO BATHROOM DOORS, neither of which clearly indicate MALE or FEMALE.

MATER
 (confused)
 What the...

Mater chooses one, drives inside. A SHRIEK is heard and Mater zips out.

MATER
 Sorry ladies!

He heads into the other door ---

CUT TO:

INT. MEN'S ROOM - NIGHT

Mater rolls in, still 'holding it in' like a kid.

MATER
 I never leak I never leak I never
 leak...

He sees someone leaving a stall. He heads in.

IN THE STALL - Mater enters, looks up.

MATER
 Wowee...

The stall is a complicated apparatus with buttons and lights. High-tech Japanese. It suddenly GRABS MATER, hoists him up as if he's going to get an oil change.

MATER
 What in the---

A Japanese style cartoon CARICATURE appears on a TV MONITOR, followed by images of waterfalls and rivers.

MATER
 (giggling)
 Hey, that tickles.

The caricature starts talking in Japanese. Suddenly WATER FIRES UP underneath Mater's undercarriage, goosing him. He freaks out.

OUTSIDE THE STALL - With Mater's yells audible we see a GREMLIN enter, furtive. Suddenly, inexplicably, his frame BREAKS APART like an egg, revealing an AMERICAN MUSCLE CAR underneath. The pieces of the Gremlin disappear under him, clearly his disguise. This is ROD REDLINE - American Agent.

ROD REDLINE
 Okay, McMissile. I'm here. It's
 time for the drop.

INT. PARTY - SAME

HOLLEY, rolls along by herself. Nervous. DING! Her rearview
 monitor springs to life.

HOLLEY (INTO RADIO)
 The American has activated his
 tracking beacon.

FINN (OVER RADIO)
 Roger that. Move in.

INT. BATHROOM - SAME

Rod Redline, waiting at a sink, feels a presence behind him.

GREM and ACER have entered, hesitate briefly when they see
 Rod Redline.

Rod Redline, careful, slides a gun out of his tire. He is
 suddenly CHARGED by the AMCs --- Rod SPINS AROUND and gets a
 shot off but is SLAMMED HEAD FIRST. A TIGHT, CLOSE-QUARTERS
 FIGHT begins ---

IN THE STALL - Mater, still TRAPPED, is now being SCRUBBED as
 if in a car wash. He is helpless.

OUTSIDE THE STALL - Rod is being pulverized. Just when he
 scrambles away from one car, the other one takes over.

IN THE STALL - Mater is mercifully released, but when he
 backs out ---

--- Rod Redline is THROWN INTO MATER'S STALL DOOR, crunching
 it and sending Mater ---

--- BACK INTO THE CLUTCHES of the insane toilet.

INT. PARTY - SAME

Holley isolates the tracking beacon's location in the party.

HOLLEY
 Oh, you've got to be joking.

FINN
 What's the problem, Shiftwell?

HOLLEY
 He's in the loo.

FINN

So go in!

HOLLEY

I can't just go into the men's loo.

FINN

Time is of the essence, Shiftwell.

INT. BATHROOM - OUTSIDE THE STALL

Rod Redline is in bad shape. He backs away, betrays a look of concern. He's in trouble here.

ACER burns rubber, ready to finish him off. Just as he shifts into DRIVE ---

--- MATER'S STALL DOOR KICKS OPEN, knocking ACER out. Mater jumps out, face-to-face GREM.

MATER

(out of breath)

Whatever you do, I would not go in there.

The door SWINGS shut, revealing the pulverized Acer.

MATER

A Gremlin and a Pacer!

Rod Redline, now behind Mater and sensing an opportunity here, quickly produces A SMALL DEVICE.

MATER

(to Grem and Acer)

No offense to your makes and models, but you guys break down harder than my cousin Betsy after she got left at the ---

Rod Redline, surreptitiously attaches the device to Mater's undercarriage.

MATER

(as he's goosed)

--- altar!

He spins around, sees Rod Redline for the first time.

MATER

Are you okay?

ROD REDLINE

I'm fine.

GREM
Hey. Tow truck.

Mater turns back to Grem and Acer.

GREM
We'd like to get to our private
business here, if you don't mind.

MATER
Oh, yeah. Don't let me get in the
way of your "private business."
Oh! A little advice: When you hear
her giggle and see that waterfall,
you best press that green button.

GREM
Thank you.

MATER
It's to adjust the temperature.

ACER
Got it.

MATER
Remember it's in Celsius, not
Fahrenheit.

GREM AND ACER
Get outta here!

MATER
Alright then.

Mater exits, leaving Rod Redline to a now even angrier Grem
and Acer.

EXT. BATHROOM - MOMENTS LATER

Holley arrives at the door. She takes a breath, is about to
enter when Mater EXITS.

MATER
Excuse me, ma'am.

He passes her, expelling some exhaust in the process.
Holley's rearview tracking confirms that the device is on
him.

MATER
(to himself)
Dadgum pistachio ice cream.

HOLLEY (INTO RADIO)
This cannot be him.

FINN (OVER RADIO)
Is he American?

MATER
(driving off, to himself)
Look out, ladies. Mater's fittin'
to get funky!

HOLLEY (INTO RADIO)
Extremely.

FINN (OVER RADIO)
Then it's him.

It's settled. Holley takes one more nervous breath, quickly closes the distance between her and Mater, cuts him off. He is forced to STOP.

HOLLEY
Hello.

MATER
Well, hello.

HOLLEY
A Volkswagen Karmann Ghia has no
radiator.

MATER
Well of course it doesn't. That's
'cause it's air-cooled!

HOLLEY
(relieved)
Perfect. I'm from the Tokyo Station
of the---

MATER
Course, Karmann Ghia's weren't the
only ones. Besides the Beetles you
had your Type-3 Squarebacks, with
the pancake motors...

HOLLEY
Yeah. Okay, I get it---

MATER
... And before both of them,
there's the Type-2 buses - my buddy
Fillmore's one of them.

HOLLEY
Listen! We should find somewhere
more private.

MATER
Uh, gee. Don't you think that's a
little, uh ---

HOLLEY
(nervous energy)
You're right. Impossible to know
which areas here are compromised.
So, when can I see you again?

MATER
Well, let's see. Tomorrow I'll be
out there at the races.

HOLLEY
Got it. We'll rendezvous then.

INT. PARTY - MOMENTS LATER

Mater returns to his team, lost in thought.

MCQUEEN
There you are. Where have you been?

MATER
What's a rendezvous?

LUIGI
It's like a date.

MATER
A date?!

MCQUEEN
Mater, what's going on?

MATER
Well, what's going on is I've got
me a date tomorrow.

Guido makes a crack in Italian.

LUIGI
Guido don't believe you.

MATER
Well, believe it. My new girlfriend
just said so. Hey, there she is.

Mater points out Holley, who's within earshot.

MATER
 (yelling)
 Hey! Hey lady!

Holley, caught in plain view, DRIVES OFF.

MATER
 See ya tomorrow!

Guido makes another crack in Italian.

LUIGI
 Guido still don't believe you.

EXT. SHIPYARD - THE DOCKS - TOKYO NIGHT

An industrial dock, outside of the city proper.

INT. SHIPYARD - NIGHT

Rod Redline dangles from a car magnet. He's been beaten up, clings to consciousness.

GREM (O.S.)
 I gotta admit ---

Grem, Acer, and a bunch of nasty looking troublemakers look up at Rod amidst crates and shipping containers.

GREM
 --- you tricked us real good.

ACER
 And we don't like being tricked.

Rod Redline laughs to himself.

ACER
 Hey, what's so funny?

ROD REDLINE
 Well, you know, I was just wearing
 a disguise. You guys are stuck
 looking like that.

This doesn't help him. They DROP HIM onto a TREADMILL, lock him down. A container is wheeled forward and Rod is plied with Allinol brand gasoline.

ROD REDLINE
 Allinol? Thanks, fellas. I hear
 this stuff is good for you.

PROFESSOR ZUNDAPP (O.S.)
So you think.

The Professor emerges from the darkness, behind Rod.

PROFESSOR ZUNDAPP
Allinol by itself is good for you.

Zundapp hits a button and the TREADMILL starts Rod's wheels spinning at a high rate of speed.

PROFESSOR ZUNDAPP
But after microscopic examination,
I have found that it has one small
weakness. When hit with an
electromagnetic pulse, it becomes
extremely dangerous.

GREM
Smile ---

Grem pushes a World Grand Prix CAMERA - the same one that was in the box back at the oil derrick. He points it at Rod Redline.

GREM
--- for the camera.

ROD REDLINE
Is that all you want? I got a whole
act.

PROFESSOR ZUNDAPP
You were very interested in this
camera on the oil platform. Now you
will witness what it really does.

ROD REDLINE
Whatever you say, Professor.

Acer pushes a TV MONITOR toward Rod. On it, surveillance footage from the party. Clearly, they were watching and recording him there.

ACER
You talked up a lot of cars last
night. Which one's your associate?

ROD REDLINE
Your mother. Oh no, I'm sorry. It
was your sister. You know, I can't
tell them apart these days.

GREM
 (had enough)
 Could I start it now, Professor?

PROFESSOR ZUNDAPP
 Fifty percent power.
 (to Rod Redline)
 This camera is actually an
 electromagnetic pulse emitter.

ACER
 (re: a girl on the TV)
 What about her? Did you give it to
 her?

PROFESSOR ZUNDAPP
 The Allinol is now heating to a
 boil, dramatically expanding,
 causing the engine block to crack
 under the stress, forcing oil into
 the combustion chamber.

Rod Redline's engine starts to CRACK and BREAK.

ACER
 (re: a guy on the TV)
 How about him? You talk to him?

ROD REDLINE
 (to Professor Zundapp)
 What do I care? I can replace an
 engine block.

PROFESSOR ZUNDAPP
 You may be able to, but after full
 impact of the pulse, unfortunately,
 there will be nothing to replace.

ACER
 How about him? Does he have it?

The monitor reveals MATER, rolling out of the bathroom and
 down the hall.

Rod Redline, seeing this, does the world's most subtle double
 take. We caught it, but there's no way anyone else in the
 room could have ---

PROFESSOR ZUNDAPP
 That's him. He's the one.

GREM
 Roger that, Professor Z.

ROD REDLINE

No!

As Grem turns up the machine even MORE, the Professor makes a call.

PROFESSOR ZUNDAPP (INTO PHONE)

Yes sir. We believe the infiltrator has passed along sensitive information.

(beat, listening)

I will take care of it before any damage can be done.

The Professor hangs up, turns to the room.

PROFESSOR ZUNDAPP

The project is still on schedule. You will find this second agent ---

Zundapp kicks the camera's power into the RED.

PROFESSOR ZUNDAPP

--- and kill him.

On the MONITOR - With Mater's frozen image on the screen we see Rod EXPLODE in the reflection.

EXT. JAPAN - DAY

Over television pre-roll of Japan:

BRENT MUSTANGBURGER (V.O.)

Japan. Land of the rising sun. Where ancient tradition meets modern technology. Welcome to the inaugural running of the World Grand Prix.

ON OUR ANNOUNCERS as they introduce themselves:

BRENT MUSTANGBURGER

I'm Brent Mustangburger, here with racing legends Darrell Cartrip and David Hobbscap. There's never been a competition like this before.

SHOTS OF THE PITS as the racers fuel up.

BRENT MUSTANGBURGER (V.O.)

First, Allinol, making its debut tonight as the required fuel for all these great champions.

(MORE)

BRENT MUSTANGBURGER (V.O.) (CONT'D)
 Second, the course itself, and it's
 like nothing we've ever seen.
 David, how exactly does this
 competition work?

DAVID HOBBSAP (V.O.)
 Well, Brent, all three of these
 street courses are classic round-
 the-house racetracks.

OUTLINES OF THREE RACE COURSES are shown. They're labeled
 Japan, Italy and England, and are different in shape and
 size.

DAVID HOBBSAP (V.O.)
 This means that the LMP and Formula
 cars should break out of the gate
 in spectacular fashion.

SHOTS OF THE RACERS as they weave up the track, practicing.

DAVID HOBBSAP (V.O.)
 Look for Francesco Bernoulli in
 particular to lead early.

SHOTS OF Francesco, featured in an inset.

DAVID HOBBSAP (V.O.)
 And with a series of technical
 turns throughout ---

MORE SHOTS of the course, now highlighting the tech turns.

DAVID HOBBSAP (V.O.)
 GT and Touring cars like Spain's
 Miguel Camino should make up some
 ground but I doubt it'll be enough
 to stop Francesco from absolutely
 running away with it.

DARRELL CARTRIP (V.O.)
 Woah, now just hold your
 horsepower. You're forgetting the
 most important factor here. That
 early dirt track section of the
 course! The dirt is supposed to be
 the great equalizer in this race.

GRAPHICS OF THE COURSES now isolate a stretch after the first
 couple turns, label it "DIRT SECTIONS."

BRENT MUSTANGBURGER (V.O.)
 French Rally car Raoul ÇaRoule is
 counting on a big boost headed
 through there.

DARRELL CARTRIP (V.O.)
 And don't forget Lightning McQueen!
 His mentor, the Hudson Hornet, was
 one of the greatest dirt track
 racers of all time. In my opinion,
 McQueen is the best all-around
 racer in this competition.

BACK IN THE STUDIO

DAVID HOBBS CAP
 Really, Darrell, I think you need
 to clean your windshield. You're
 clearly not seeing this for what it
 is: Francesco's race to lose.

EXT. STARTING LINE - DAY

BRENT MUSTANGBURGER (V.O.)
 It's time to find out. The racers
 are locking into the grid ---

Engines rev as everyone gets ready to go. Everyone's bright
 eyed and alert except for McQueen who we find in the back of
 the grid. He CLOSES his eyes.

MCQUEEN
 (to himself)
 Speed. I am speed.

A LAUGH O.S. McQueen opens his eyes. Francesco is next to him
 on the grid.

FRANCESCO
 Really? You are "speed"? Then
 Francesco is triple speed.
 (closes his eyes)
 Francesco. Is. Triple speed.
 Francesco likes this, McQueen. It's
 really getting him into the zone!

MCQUEEN
 He is so getting beat today.

The starting lights click down from RED to YELLOW to GREEN.
 The race begins. Francesco quickly grabs the lead. He's
 pulling away within seconds.

ON PIT ROW - We TRACK PAST as the various Crew Chiefs on their crash carts bark orders to their racers. We end on Team McQueen. No Crew Chief, just a solid looking team.

SARGE

His suspension stats look good.

LUIGI

Tire pressure is excellent.

FILLMORE

He's got plenty of fuel.

MATER

And he's awesome!

CUT TO:

The same view of Mater but now THROUGH A TELESCOPIC DISPLAY. Reveal Finn and Holley watching from high above in a downtown office building, behind reflective glass.

HOLLEY

Why is he in the pits? He's so exposed.

FINN

It's his cover. One of the best I've seen, too. Look at the detail on that rust. It must have cost him a fortune.

HOLLEY

But why hasn't he contacted us yet?

FINN

There's probably heat on him. Be patient.

HOLLEY

Right, of course. He'll signal us when he can.

FINN

And then we find out who's behind all this.

ON THE TRACK - VARIOUS SHOTS OF THE RACE through Tokyo as Francesco extends his lead and McQueen attempts to make up ground.

IN MCQUEEN'S PIT - Mater watches the monitors, sees them approaching the dirt section.

MATER

McQueen! It's time to make your move. Get on the outside and show 'em what Doc done taught you.

MCQUEEN (OVER RADIO)

Ten four, Mater.

ON THE TRACK - Francesco hits the dirt section and loses all control. He SLAMS to a halt, his tires getting no traction.

DAVID HOBBS CAP (V.O.)

Francesco is brought to a screeching halt!

MCQUEEN skids into view, turning right to go left, passing Francesco, followed by other cars ---

BRENT MUSTANGBURGER (V.O.)

Lightning McQueen is the first to take advantage. And just like that, folks, Francesco's lead is left in the dust.

MCQUEEN

Nice call, Mater. Keep it up!

McQueen now leads the pack, zooming out of the dirt now starting to relax.

DARRELL CARTRIP (V.O.)

Who-hoo! Man, McQueen looks happier than a rollbar at a demolition derby!

ON PAVED ROAD AGAIN - MOMENTS LATER

The field of cars thunders into a tunnel.

BRENT MUSTANGBURGER (V.O.)

Everyone's jostling for position as we hit the asphalt again.

Francesco crests the hill, in last place. He bites down, determined, then CHASES.

BRENT MUSTANGBURGER (V.O.)

Francesco lost a lot of momentum in the dirt. He's got some serious work ahead of him if he wants to get back in this race.

VARIOUS SHOTS OF TOKYO as the racers move through the Rainbow Bridge. Bit by bit, Francesco ekes his way toward the front, toward Lightning McQueen as we CUT TO ---

--- A ROOFTOP, and a VIEW THROUGH THE WGP CAMERA LENS. Grem and Acer are manning this one. They focus it on the racers as they approach.

PROFESSOR ZUNDAPP (OVER RADIO)

It is time.

GREM

Roger that.

ON THE TRACK - A racer (Miguel Camino) suddenly PLUMES WITH SMOKE and skids out.

DARRELL CARTRIP (V.O.)

Oh! Miguel Camino has blown an engine!

BRENT MUSTANGBURGER (V.O.)

Very unusual, Darrell. He's been so consistent all year.

Camino quickly pits, passing McQueen's pit where Mater is visible.

ON GREM AND ACER, watching from above.

GREM

You gotta be kidding me.

ACER

What is it?

GREM

It's that tow truck from the bathroom.

ACER

The one from the bathroom?

GREM

Yeah, the one the American Agent passed the device to.

ACER

What about him?

GREM

What about him? He's in the pits!

ACER
Not for long.

Acer exits, with purpose.

ON FINN AND HOLLEY, still in their office hideaway. Holley's onboard computer flashes an ALERT.

HOLLEY
Hold on. I think I've got something.

FINN
What is it?

HOLLEY
The Pacer from the party last night.

She's spotted Acer, moving swiftly forward.

HOLLEY
Cross-referencing with the photos from the oil derricks... Yep. His VIN numbers match.

FINN
Anyone with him? He won't be alone.

HOLLEY
Conducting analysis on the target.

The computer finds more and more bad guy Pacers and Gremlins are in the crowd.

HOLLEY
He's not the only one here. Three... five... they're everywhere. And they're all closing in on... oh no.

We PAN OVER to see it's MATER.

HOLLEY
Finn? Finn, where are you?

She turns. He's GONE, leaving only an open window.

FINN (OVER RADIO)
Get him out of the pits now!

IN MCQUEEN'S PIT. A car WHIPS BY O.S.

MATER
Wow! Some of them fellers is really loud.

HOLLEY (OVER MATER'S RADIO)
Can you hear me? Over.

MATER
Uh, what?

HOLLEY (OVER MATER'S RADIO)
Get out of the pit now. Do you hear me?

Mater realizes this girl has somehow broken into his radio.

MATER (INTO RADIO)
Hey, I know you. You're that girl from the party last night. You wanna do our date right now?

ON THE TRACK - McQueen boxes out Francesco, holds his slim lead, but barely.

MCQUEEN
Guys, a little too much chatter. Let's keep this line clear.

BOOM! A racer behind McQueen suddenly expels black smoke, skids out of control.

ON GREN - laughing. That was clearly his handiwork.

IN MCQUEEN'S PIT - SAME

HOLLEY (ON MATER'S RADIO)
There's no time for messing about. You've got to get out of the pits.

MATER
Is there gonna be cable where you is so I can watch the rest of the race?

ON HOLLEY - Watching from the downtown building.

HOLLEY (INTO RADIO)
You're running out of time!

FINN (OVER RADIO)
They're coming, Shiftwell.

HOLLEY (INTO RADIO)
Yes, I know.

FINN (OVER RADIO)
Get him out of there.

HOLLEY
(to Finn)
I'm trying.
(to Mater)
Get out now!

We CUT BACK TO ---

--- MATER. He gives in, exits the pit.

MATER
Well, all right but I usually like
to have a proper detailing done
before I meet a lady friend.

He moves toward the back PIT DOOR, is about to open it.

OUTSIDE THE PITS - ACER and another Pacer approach McQueen's pit door on the other side. Ready to pounce. The doors OPEN, revealing ---

--- Finn, holding a fire extinguisher.

ACER
Finn McMissile? But you're dead!

FINN
Then this shouldn't hurt at all.

He empties the extinguisher in their eyes, speeds past. They try and follow, but have been blinded. One of them crashes right into a COP.

ON FINN - Already on the move, along a side street.

FINN
Miss Shiftwell?

ON HOLLEY - Tracking everything on a grid map. Mater looks like Pac Man, weaving through the streets as bad guys close in all around him.

HOLLEY
I've got him in the back alleys
east of the garages. Multiple
assailants are closing in quickly.

FINN (OVER RADIO)
Keep him moving. I'm on my way.

ON MATER - He turns a corner, sees a flower shop.

MATER
 Hey, new lady friend? You like
 flowers?

ON THE TRACK - McQueen, hearing this, is taken aback.

MCQUEEN
 What?

ON MATER - Slowing at the flower shop.

HOLLEY (OVER RADIO)
 No! Don't go 'in' anywhere. Just
 keep moving.

MATER
 Stay outside. Gotcha.

ON THE TRACK

MCQUEEN
 Outside?

McQueen drifts outside allowing Francesco to slip past!

FRANCESCO
 Grazie and arrivaderci!

DARRELL CARTRIP (V.O.)
 I cannot believe what I just saw,
 Brent. That was a bonehead move.
 You don't open up the inside like
 that!

IN THE BACK ALLEYS - As Mater moves on he's followed by
 Pacers and Gremlins. Suddenly ---

--- CABLES whip in front of them, pulling over flower vending
 machines and sending the shop's owners into a frenzy. They
 direct their attention to the AMCs, who try and explain.

ON FINN, admiring his handiwork as he appears. Just as he
 turns to leave he's BROADSIDED and pushed INTO A DARK ALLEY.

IN THE ALLEY - Finn finds himself boxed by two Pacers and
 pushed toward ---

--- ACER, who now holds a FLAME THROWER.

ACER
 This time I'm gonna make sure you
 stay dead.

He hits the flame. WHOOSSSSH!!

ON ANOTHER STREET - Mater clicks along, still looking for Holley. Just as he passes the alley entrance where Finn stares down death:

HOLLEY (OVER RADIO)
You're doing brilliantly. Now just stay focused.

MATER
What's that? You want me to head toward that ruckus?

Mater turns INTO the alley.

HOLLEY (OVER RADIO)
No! Don't go down that street!

IN THE ALLEY - Finn, now nearly pushed completely into the flame thrower, leaps into the air. He FIGHTS BACK, using his wheels, axle, indeed his entire car frame as if he were human, kicking and tossing and shooting his enemies.

Mater witnesses the whole thing.

MATER
Wow! A live karate demonstration!

ON THE TRACK - McQueen, now playing catch-up again, scowls.

MCQUEEN
Stop it, Mater. Just sign off.

IN THE BACK ALLEY - Finn polishes off the AMCs by firing a bullet into a gas main line, causing an EXPLOSION that tosses Acer through the air where he lands in a NOODLE SHOP'S SIGN.

ON THE TRACK - The end of the race is nigh ---

BRENT MUSTANGBURGER (V.O.)
They're bumper to bumper as they approach the finish line!

The Formula car gets there first.

BRENT MUSTANGBURGER (V.O.)
Francesco's the winner, McQueen's number two!

IN THE ALLEY - Finn heaves breaths, surveys his damage.

MATER
That was cool! Hey, can I get your autograph?

Mater approaches when a MASS OF RACE FANS burst out a door, momentarily blocking Mater's view of Finn. Once the fans have past, Finn has disappeared.

MATER
Hey, where'd he go?

HOLLEY (OVER RADIO)
Our rendezvous has been
jeopardized. Keep the device safe.
We'll be in touch.

MATER
Dadgum, did I miss our date?

EXT. PRESS STAGE - LATER

Post race press conference. Francesco is center stage.

DARRELL CARTRIP
Francesco, over here! Hey, what was
your strategy today?

FRANCESCO
Strategia? Francesco needs no
strategy, it's very simple. You
start the race, wait for Lightning
McQueen to choke, pass him, then
win. Francesco always wins. It's
boring.

McQueen, waiting in the wings, rolls his eyes. He suddenly notices something O.S.

McQueen's P.O.V. - It's MATER, appearing from a side street, moving toward the pits, oblivious of the press conference.

DARRELL CARTRIP
(to Francesco)
I gotta tell you, dude. You were in
trouble for awhile. That dirt track
section had you crawling!

As McQueen SNEAKS AWAY ---

FRANCESCO
To truly crush one's dream, you
must first raise their hopes very
high.

IN MCQUEEN'S PIT GARAGE - Mater looks around for everyone as McQueen approaches.

MCQUEEN

Mater.

MATER

Hey McQueen! What happened? Is the race over? You won, right?

MCQUEEN

Mater, why were you yelling things at me while I was racing?

MATER

Yelling? Oh, you thought... that's funny right there. Nah, see that's 'cause I seen these two fellers doing some sort of karate street performance. It was nutso. One of them even had a flamethrower ---

MCQUEEN

A flamethrower? What are you talking about? I don't understand. Where were you?

MATER

Going to meet my date.

MCQUEEN

Your date?

MATER

She started talking to me as a voice in my head, telling me where to go ---

MCQUEEN

What?

MATER

Wait a minute -- I didn't screw you up, did I?

MCQUEEN

I lost the race because of you!

MATER

Well, I'm sorry. I didn't mean ---

MCQUEEN

An imaginary girlfriend, flamethrowers. This is exactly why I don't bring you along to these things.

MATER

Maybe if I, I don't know, talked to somebody and explained what happened I could help.

MCQUEEN

I don't need your help. I don't want your help.

PRESS (O.S.)

Hey, there he is!!

The press finds McQueen, swarms him. Mater is pushed backwards as the questions fly again.

PRESS

- McQueen, you had it in the bag!
- Yeah, what happened?

MCQUEEN

I made a mistake. But I can assure you, it won't happen again.

On Mater. He takes this badly.

MCQUEEN

Look, guys. We know what the problem is and we've taken care of it.

SMASH TO:

OVER FOOTAGE OF FRANCESCO and various other highlights:

BRENT MUSTANGBURGER

Lightning McQueen loses in the last lap to Francesco Bernoulli in the first race of the World Grand Prix and three, count em, three cars flamed out leading some to suggest that their fuel, Allinol, might be to blame.

FOOTAGE OF MILES AXLEROD, speaking to an aggressive press. He must SHOUT over the press.

MILES AXLEROD

Allinol is safe! Alternative fuel is safe! There is no way my fuel caused these cars to flame out!

IN THE TV STUDIO - Darrell, Brent and David talk to camera.

DARRELL CARTRIP
Well the jury may still be out on whether Allinol caused these accidents, but one thing's for sure: Lightning McQueen blew this race.

Off a FROZEN IMAGE of McQueen crossing the finish line, a look of severe consternation across his face ---

BRENT MUSTANGBURGER
Team McQueen can't be happy right now.

--- MATCH CUT TO ---

INT. AIRPORT - JAPAN - DAY

--- McQueen's SMILING FACE, on a Team McQueen poster.

REVERSE to reveal Mater looking at it, sadly. He drives on, passing (but not noticing) ---

--- GREM and ACER.

AT THE SECURITY CHECK - MOMENTS LATER. Cars take off their tires, move through the metal detector. Mater waits in line. A SECURITY CAR approaches Mater.

SECURITY CAR
(in Japanese and English)
Come with me please, sir.

MATER
But I'm gonna miss my plane.

IN THE ADMIRAL'S LOUNGE - MOMENTS LATER. The Security Car leads Mater inside.

SECURITY CAR
Right this way.

As they move past us the Security Car covertly drops a BALL BEARING which rolls into a corner. The ball bearing then sprouts MECHANICAL LEGS, tripods itself and IRISES out, revealing itself to be a tiny CAMERA.

IN THE MAIN ROOM - ADMIRAL'S LOUNGE - CONTINUOUS

Mater follows the Security Car in, nervous.

MATER

Doggone it. This is about my hook,
isn't it? I know I should've
checked it, but I can't really,
look -- it's attached to me.

ZWAPPPPPP!! The Security Car suddenly DECLOAKS himself,
reveals himself to be Finn McMissile!

MATER

Hey, I know you. You're that feller
from the karate demonstration.

FINN

I never properly introduced myself.
Finn McMissile. British
Intelligence.

MATER

Tow Mater. Average intelligence.

FINN

Who are you with? FBI, CIA?

MATER

Let's just say I'm triple-A
affiliated. You know, I know some
karate. I don't wanna brag or
nothing, but I've got me a black
fan belt.

BEEP! Finn's rearview alarms. His camera has picked up Grem
and Acer. They've just entered the lounge, are right around
the corner.

MATER

Hey, you wanna see some moves I
made up?

FINN

You're being followed.

Finn quickly turns, fires a tiny GLASS CUTTING BEETLE at the
window. As Mater talks, oblivious, the beetle cuts out a
round hole.

MATER

This first one I can reach into a
car's hood, pull out his battery,
and show it to him before he
stalls. I call it, "What I
accidentally did to my friend Luigi
once."

Mater does his best (worst) karate moves as Acer and Grem turn the corner.

GREM
There he is!

The glass drops away, leaving a car-sized hole.

MATER
(eyes the clock)
Look, I probably ought to go. I'm about to miss my flight.

FINN
Don't worry.

Finn HOOKS Mater from behind. He YANKS HIM forward ---

FINN
I've taken care of that. Hang on.

--- and LEAPS OUT THE WINDOW!

EXT. TARMAC - AIRPORT - JAPAN

Finn pulls Mater down HARD onto the tarmac, towing him away from the terminal.

MATER
This is First Class service. You don't even have to go through the terminal.

ACER and GREM appear, chasing them. Mater, who is facing backward as he is being pulled along, faces them. They're about a hundred yards back.

MATER
(to Finn)
Your karate partners are back here. They kinda look like they're trying to catch up!

FINN
Drive forward. Whatever you do, don't stop.

Finn SKIDS around, whipping Mater in a 180 so that Mater is now towing Finn.

Grem produces a ROCKET, lines up Finn as his target.

Finn, without hesitation, fires a MINI ROLLING-JACK. The jack DRIVES ITSELF toward Grem, anchors itself under his frame and flips him like a turtle but not before Grem gets the rocket off ---

THE ROCKET - it flies toward Mater and Finn.

FINN aims and launches a MISSILE back.

THE ROCKET AND MISSILE COLLIDE IN MID-AIR, EXPLODE.

MATER
(only hearing this)
Is everything okay back there?

SIDDELEY (O.S.)
Finn, it's Sid. I'm on approach.

A GULFSTREAM JET wings into view overhead. This is SIDDELEY.

FINN
Roger that.

Mater looks up: ACER screeches into view up ahead, dragging a long row of luggage carts in Mater's path, attempting to create an accident.

MATER
(to Finn)
You remember that whole thing about me not stopping no matter what?

Just as it looks dire --- RATATATATATATAT!!! SIDDELEY descends, hawklike, fires bullets and blows the luggage carts sky-high. Mater and Finn burst through them, luggage now raining down from above.

MATER
I knew I should've done carry-on!

FINN
(to Siddeley)
Thanks, old boy!

Siddeley LANDS HARD on the tarmac ahead of them. No time to stop, he DROPS his back open, revealing HOLLEY.

MATER
Hey, doggone it. It's my imaginary girlfriend!

HOLLEY
Come on! Get in here!

Mater SPEEDS UP toward Siddeley's ramp, Holley.

MATER
 (to Holley)
 Boy I tell you what, you really do
 want this first date, don't ya?
 That's a no-quit attitude right
 there.

Just as Mater's wheels touch the ramp, BULLETS PING around him in a spray. Siddeley is HIT, a tire BLOWN. He yells in pain.

FINN
 Hold on, Sid!

Siddeley peels off the runway onto the grass.

A gunfight ensues between Finn and Acer. Finn SHOOTs ACER'S TIRE, blowing it and throwing him off-course.

Acer CAREENS out of control, drives up and THROUGH A JET ---
 --- OUT THE OTHER SIDE where he lands in an oil tanker.

ON SIDDELEY - He's headed toward the edge of the tarmac, where the grass and runway meet WATER. He HITS THE GAS, his only hope.

SIDDELEY
 Finn, it's now or never!

Finn BRAKES, 180s and grabs the ramp just as Siddeley gets air.

SIDDELEY
 Hold on!

Mater, the only thing not in the jet, dangles and recedes from our view as Siddeley climbs toward the clouds. As he's PULLED in through the back hatch:

MATER (V.O.)
 By the time you read this, I will
 be safely on an airplane, flying
 home.

INT. LOBBY - HOTEL - TOKYO - DAY

CLOSE ON a handwritten (er, tire-written?) NOTE in childish scrawl. We don't see all of it, only a bit. Mater's voice O.S. begins the note with the first sentence, but we DISSOLVE into McQueen's voice.

MCQUEEN

"I'm so sorry for what I did. I don't want to be the cause of you losing any more races. I want you to go prove to the world what I already know - that you are the greatest race car in the whole wide world. Your best friend, Mater."

McQueen takes this in.

MCQUEEN

I didn't really want him to leave.

LUIGI

Wait, there's more here.

(reads)

"P.S. Please tell the hotel I didn't mean to order that movie. I thought it was just a preview and I didn't realize I was paying for it. P.P.S... That's funny right there -- PP."

(to the others)

There's a few more pages of P.S.'s here.

MCQUEEN

(turning back)

Well, at least I know if he's at home he'll be safe.

EXT. SKY - DAY

SIDDELEY breaks through some cloud cover, flies with purpose.

INT. JET - DAY

A well-appointed spy jet. Various computers line the walls.

FINN

Now that's how I like to start the day! You never feel more alive than when you're almost dead.

HOLLEY

(scanning Mater)

I hope that device didn't fall off.

MATER

That's the closest I ever been to missing my flight! That was ---

With a ROBOTIC ARM, Holley grabs the THE DEVICE that Rod Redline hid under Mater. She yanks it out with a GOOSE.

MATER
(jumps)
Yow!

HOLLEY
Still in one piece, great.

Holley drops the device into a mainframe computer. It starts "ANALYZING."

MATER
I gotta go to a doctor. I keep getting these sharp pains in my undercarriage.

HOLLEY
Downloading the photo now.

MATER
Hey, lemme introduce you two.
(to Holley)
This here is Finn McSomething-or-other. He's a First Class VIP airport whatchamacallit. And Finn, this here's my date.
(to Holley)
I never did get your name.

HOLLEY
Oh yes, sorry. It's Shiftwell.
Holley Shiftwell.

MATER
(to Finn)
It's Shiftwell. Holley ---

DING! The computer is done analyzing. The cabin lights dim.

FINN
Finally. Time to see who's behind all this.

AN IMAGE is blasted between the three of them. It's of a photograph, a complicated melange of metallic parts stuck together.

HOLLEY
(to Mater, expectantly)
What is this?

MATER

Well, that's one of the worst engines ever made. It's an old aluminum V8 with a Lucas electrical system and Whitworth bolts. Shoot, them Whitworth bolts is a pain, tell you what. Them ain't metric, they ain't inches...

HOLLEY

Yes, OK, right. But who's engine is this, Mater?

MATER

Well, it's kinda hard to tell from this picture, ain't it?

HOLLEY

But you're the one who took it.

FINN

Holley.

HOLLEY

Oh, right. Yes, of course. "A good agent gets what he can, then gets out before he's killed." Sorry.

MATER

Agent? You mean like insurance agent, like,
(sings)
'Like a good neighbor, Mater is there'? Wait, you mean *secret* agents. You guys is spies!

FINN

Holley, in how many makes and models did this type of engine appear?

Holley has these stats in seconds. Kid's play.

HOLLEY

It was standard in seven models over a 12-year period. At least 35,000 cars were made with this engine.

Mater MOVES HIS SEAT FORWARD, through one part of the hologram so he's face-to-face with Holley.

MATER

You're pretty.

HOLLEY
(annoyed)
Yes, alright. Thank you.

MATER
And so nice.

HOLLEY
Just pay attention.

She moves the engine photo so it's now blocking Mater again.

FINN
This seems like a dead end. If
there were something in the photo
that could narrow this down a bit
I'd be a lot happier.

MATER
You might not be happy, but I bet
this feller is. See how he's had
most of his parts replaced? And see
all them boxes over there? Them's
all original parts. They ain't easy
to come by.

HOLLEY
Rare parts.

FINN
That's something we can track.

HOLLEY
Exactly!

Holley drops her screen down.

FINN
Well done, Mater! I would never
have seen that.
(to Holley)
I know of a black-market parts
dealer in Paris, a treacherous
lowlife. But, he's the only car in
the world who can tell us whose
engine this is. Mater, what would
you say to setting up an informal
task force on this one?

MATER
Wait, what?

FINN

You obviously have plenty of
experience in the field.

MATER

Well yeah I live right next to one.
(thinks about it)
I don't know, Finn. I ain't exactly
been much help to anybody recently.

FINN

You're helping me. Please, Mater.

MATER

Well, okay. But you know I'm just a
tow truck, right?

FINN

Right. And I'm just in the
import/export business. Siddeley?

SIDDELEY

Yes, Finn?

FINN

Paris. Tout de suite.

MATER

Yeah, two of them sweets for me
too, Sid!
(to Holley)
You know, I always wanted to be a
spy.

HOLLEY

(smiling sweetly)
Really? Me too.

SIDDELEY

Afterburners, sir?

FINN

Is there any other way?

EXT. JET - MOVING

Siddeley HITS THE JUICE, they kick forward like a mule as we
CUT TO ---

A MONTAGE OF PARIS: Mater attempts to merge into roundabout
traffic; mimes annoy tourists at the Eiffel Tower; a painter
works his magic on an unattractive couple; a couple kisses on
the most romantic spot in the world; we might even catch
GASTOW'S RESTAURANT.

The charming, low-key introduction ends with a SWEEPING VISTA of Paris's center from far away as we CRANE DOWN INTO ---

EXT. STREET - DAY

--- a dirty street in the 1st Arrondissement. Finn and Holley drive along together as Mater, playing "spy," darts back and forth behind them from doorway to dumpster, "hiding out." He's having a ball.

FINN
(to Holley)
Once we're inside, stay close.
Don't bother checking VIN numbers
for criminal records, they're all
dodgy here.

HOLLEY
No VIN scans. Got it.

FINN
Don't talk to anyone. Don't look at
anyone. And absolutely, positively
no idling. Are we clear?

HOLLEY
Yes, right. No idling. Yes, sir.

FINN
Mater?

MATER
Yeah, Finn?

FINN
We're not here to go shopping.

As Finn and Holley and Mater turn the corner...

MATER
Shopping? What do you mean? Why
would I ---

Mater turns the corner and enters a massive Les Halles-inspired Parisian market filled with car parts. A tow truck's dream.

MATER
Dadgum.

MERCHANTS
- Parts for sale, Monsieur!
- Monsieur! Parts for sale!

IN THE MARKET - MOMENTS LATER

Mater rolls along, impressed by the goods for sale.

MATER

You gotta be kidding me - they've got everything here. Look at them hoods! I could use a hood.

Mater continues on though, heeding Finn's advice.

MATER

Sorry fellers, I gotta go.

INT. ENCLOSED MARKETPLACE - DAY

Mater, now out of sight of Finn and Holley, passes a darkened stall. He STOPS, peers in. There's someone in there.

MATER

Excuse me. What are you selling?

It suddenly OPENS its headlights revealing... EYES!! In French, the mutant car pitches his wares to Mater. Mater FREAKS OUT, speeds off, TERRIFIED.

AROUND THE CORNER - FINN AND HOLLEY

A few car lengths ahead of Mater. They roll along, looking for... Aha! Finn and Holley recede into the shadows.

In FINN'S SIDE MIRROR: TOMBER, a three-wheeled parts dealer, argues with a French customer.

FINN

There you are.

Mater suddenly turns the corner, sees Finn and Holley.

MATER

Man, there are some great ---

FINN

Mater, get back!

Too late. Tomber sees Mater, then notices FINN, reflected in a hubcap. He BOLTS. Finn and Holley give chase.

MATER

Hey, wait for me!

Tomber, skidding away, kicks a tent in Finn's way. Holley quickly pivots RIGHT and disappears. Where did she go?

Finn, hot in pursuit, leaps another obstacle and loses ground to ---

--- Tomber who turns a corner and finds himself grill to grill with HOLLEY. He whips to the left but TURNS OVER, rolling sideways and CRASHING to a stop.

Holley ZAPS him with ELECTROSHOCKERS. Finn suddenly arrives, stops her.

FINN
(to Holley)
Have you lost your mind?!

HOLLEY
But I thought ---

FINN
Mater! This chap needs a tow. Hook him up.

MATER
Sure thing.

CUT TO:

MOMENTS LATER - Mater tows Tomber, following Finn and Holley.

TOMBER
You rusty piece of junk, get your dirty hook off me!

INT. A SMALL GARAGE - MOMENTS LATER

Finn throws open a door. Cars scatter like cockroaches.

FINN
(to the cars)
Allez! Maintenant - vite!

Mater unhooks an angry Tomber who spits in French. Finn pulls the door down. As it LATCHES TIGHT ---

TOMBER
(to Finn)
Electroshock! Are you kidding me??

FINN
Easy, Tomber. This is her first field assignment - she didn't know you were my informant.

HOLLEY
Informant?

TOMBER

A rookie, eh? I never liked new car-smell.

Holley FUMES with anger.

FINN

Tomber was doing 20 to life in a Moroccan impound the first time I saved him, if I recall correctly.

TOMBER

Speaking of recalls, you're getting up there in mileage aren't you, Finn?

HOLLEY

Alright, we get it. You both know each other, you're both old. So.

Holley shoots a HOLOGRAPHIC PHOTO of the engine in front of Tomber.

HOLLEY

There you go, informant. Inform us.

Tomber eyes the photo. He recoils, unimpressed.

TOMBER

That is the worst motor ever made.

Suddenly, Tomber narrows his gaze.

TOMBER

Wait. That oil filter... those wheel bearings.

FINN

Do those parts look familiar, Tomber?

TOMBER

They should. I sold them.

HOLLEY

To whom?

TOMBER

No idea. He's my best customer, but he always does his business over the phone. I was always wondering why he needs so many parts. Now I know.

MATER

Well, a lemon needs parts. Ain't nothing truer than that.

FINN

"Lemon?"

MATER

Yeah, you know. Cars that don't ever work right. Lemons is a tow truck's bread and butter. Like them Gremlins and Pacers we run into at the party and the race and the airport.

FINN

Holley, pull up the pictures from the oil platform. I want to know what other type of cars were out there.

Holley complies and suddenly PHOTOS OF CARS FROM THE OIL PLATFORM hang suspended in the air in front of them.

HOLLEY

Right. Let's see. There were Hugos. And Trunkovs.

FINN

Mater, are these cars considered lemons?

MATER

Is the Popemobile Catholic?

HOLLEY

Finn. Everyone involved in this plot is one of history's biggest loser cars.

Holley refers to the ENGINE PHOTO, which now rises forward as the prominent picture, perhaps the only one in view.

FINN

And they're all taking their orders from the car behind this engine.

TOMBER

This explains it!

FINN

What, Tomber?

TOMBER

Gremlin, Pacer, Hugo and Trunkovs never get together. But they're having a secret meeting in two days.

FINN

Where's this meeting taking place?

TOMBER

Porto Corsa, Italy.

MATER

That's where the next race is!

FINN

Then there's a good chance our mystery engine will be there too.

TOMBER

Your chances are more than good. I just sent him a new clutch assembly yesterday... to Porto Corsa.

FINN

Holley, contact Stephenson and have him meet us at Gare de Lyon. Good work.

EXT. FRENCH ALPS - NIGHT

STEPHENSON, a THREE-CAR LUXURY BULLET TRAIN speeds along a snow-covered mountain in the dead of night, its halogen headlight cutting through the darkness. It DIPS into a TUNNEL ---

MATER (O.S.)

Boy, I'll tell you what. That three-wheeled feller had to be right about a big meeting.

INT. SPY CAR - MOVING - NIGHT

Mater, Finn and Holley scroll through surveillance-style photos of TRAFFIC on an Italian street. They're in the front train car, which doubles as a luxury seating area and intelligence command center.

MATER

You never see this many lemons in one town. Unless there's a swap meet, or something.

(to Holley)

(MORE)

MATER (CONT'D)

Hey, how'd you get all them pictures?

HOLLEY

Well, I remotely reprogrammed Porto Corsa's red light cameras to do recognition scans.

MATER

Wow, not only is you the prettiest car I ever met, but you the smartest too.

HOLLEY

Thank you. I think.

MATER

That's a familiar sight.

Mater refers to a photo of VICTOR HUGO, the HUGO Lemonhead, being towed by an EASTERN EUROPEAN TOW TRUCK.

MATER

A Hugo being towed. But he looks absolutely perfect.

FINN

Of course. They must be the heads of the lemon families.

MATER

Makes sense. If I was rich and broke down every day, I'd hire me to tow me around all the time too.

FINN

We've got to infiltrate that meeting. It's the only way to find out who's behind all this.

HOLLEY

(eyeing Mater)
Hang on a minute.

MATER

What?

HOLLEY

Hold still.

Holley SNAPS Mater's picture, temporarily blinding him.

MATER

Ahh!

Holley turns back to her monitor. Mater's face appears on screen. She quickly GRAFTS it over the Hugo's tow truck's.

FINN

Good job, Miss Shiftwell.

Holley isn't sure what surprises her more: the compliment or how pleased it makes her.

HOLLEY

Thank you, Finn.

MATER

Boy, I sure wish my friends could see me now.

EXT. SMALL TOWN - ITALY - OUTSIDE PORTO CORSA - DAY

A quaint Italian piazza. A pristine MASERATI FOUNTAIN, complete with ancient trident, looms in our view.

Luigi and Guido roll into view.

LUIGI

Guido, your eyes do not deceive you. We are in Italy. We are home!

Sarge, Fillmore and McQueen exit a WGP transport truck.

FILLMORE

Hey, Luigi. Which way to the hotel, man?

LUIGI

What? No friends of mine will stay in a hotel in my village. You will stay with my --- Uncle Topolino!

UNCLE TOPOLINO, a distinguished 1937 Fiat Topolino, rolls forward. He greets them warmly with affectionate Italian salutations as word of Guido and Luigi's arrival spreads. The square FILLS with family and friends.

EXT. PIAZZA - DUSK

A festive homecoming party. Lights strung across the square. Music and dancing. Fillmore and Sarge are at a dining table.

SARGE

How do they do it? These are the same ingredients as back home, but it tastes so good.

FILLMORE
It's organic, man.

SARGE
Tree hugger.

LIGHTNING MCQUEEN rolls along the periphery of the square, seems lost in thought.

UNCLE TOPOLINO (O.S.)
Race car.

Uncle Topolino beckons McQueen over.

UNCLE TOPOLINO
You look so down, so low. Is like
you have flat tires.

MAMA TOPOLINO, a hefty Italian grandmother pipes up, a mile a minute then drives off, now a car on a mission.

UNCLE TOPOLINO
She said you look like you're
starving. That she's going to make
you a big meal, and fatten you up.

MCQUEEN
No, Mama Topolino, please. You
don't need to make a fuss!

Too late. She's disappeared inside her kitchen.

UNCLE TOPOLINO
Capisco. I understand. Is a
problem, yes? Between you and a
friend?

MCQUEEN
How'd you know that?

UNCLE TOPOLINO
A wise car hears one word and
understands two.

McQueen takes this in, impressed.

UNCLE TOPOLINO
That, and Luigi told me. While Mama
cooks, come and take a stroll with
me.

They amble forward, Uncle Topolino setting the pace.

MCQUEEN

I brought my friend Mater along on the trip. And I told him he needed to act different, that we weren't in Radiator Springs.

UNCLE TOPOLINO

This Mater. He's a close friend?

MCQUEEN

He's my best friend.

UNCLE TOPOLINO

Then why would you ask him to be someone else?

McQueen considers this - a realization.

MCQUEEN

What did I do? I said some things during our fight...

UNCLE TOPOLINO

You know, back when Guido and Luigi used to work for me, they would fight over everything.

IN THE SQUARE - Guido dances with a girl. Luigi suddenly CUTS IN. They begin to ARGUE.

UNCLE TOPOLINO

They fight over what Ferrari was the best Ferrari; which one of them look more like a Ferrari... There were even some non-Ferrari fights.

Guido now LIFTS Luigi, cuts BACK in.

UNCLE TOPOLINO

So I tell them, *va bene*. It's okay to fight. Everybody fights now and then, especially best friends.

McQueen takes this in. Seems to take some small comfort.

UNCLE TOPOLINO

But you gotta make up fast.

McQueen's comfort quickly evaporates.

UNCLE TOPOLINO

No fight more important than friendship.

Guido and Luigi now dance together with the girl and her friend who has just arrived. All having a great time. They dance past us, crossing in front of MCQUEEN AND UNCLE TOPOLINO. We STAY WITH them.

UNCLE TOPOLINO
Chi trova un'amico, trova un tesoro.

MCQUEEN
What does that mean?

MAMA TOPOLINO
(arriving)
Whoever find a friend, find a treasure.

Mama Topolino drops a tray of food in front of McQueen.

MAMA TOPOLINO
Now, mangia! Eat!

ON MCQUEEN, distant, taking all of this in, lost in thought as, in the background, Uncle Topolino and Mama Topolino talk, then argue, then make up (all in Italian) all while we stay on McQueen's pensive face ---

INT. TRAIN TUNNEL - LATER

Stephenson glides along, all business.

STEPHENSON
Finn, one hour to Porto Corsa.

INT. TRAIN - MOVING - LATER

FINN
Thank you, Stephenson.

Finn watches as HOLLEY attaches a new EMERGENCY LIGHT on Mater's roof. It looks exactly like his old one.

HOLLEY
That should just about do it.

FINN
Perfect.

HOLLEY
So Mater, it's voice-activated. But you know, everything's voice-activated these days.

MATER

What? I thought you was supposed to be making me a disguise.

MATER'S COMPUTER

Voice recognized. Disguise Program Initiated.

ZWWWAT! A HOLOGRAPHIC disguise suddenly umbrellas out, emitted from Mater's roof. It drops a clean cloaking image of the EASTERN EUROPEAN TOW TRUCK over Mater.

MATER

Cool! Hey, computer. Make me a German truck!

MATER'S COMPUTER

Request acknowledged.

ZWATTTT! Mater suddenly wears lederhosen and a German hat.

MATER

Check it out. I'm wearing Materhosen. Make me a monster truck!

MATER'S COMPUTER

Request acknowledged.

He's transformed into Dracula, complete with fangs.

MATER

(ala Dracula)

I want to siphon your gas. Now make me a taco truck!

MATER'S COMPUTER

Request acknowledged.

MATER

A funny car!

MATER'S COMPUTER

Request acknowledged.

Finn suddenly pushes a button, stops the madness.

FINN

The idea is to keep a low profile, Mater.

Mater, chastened, moves on.

MATER

So I just go in, pretend to be this truck.

FINN

And leave the rest to us.

HOLLEY

Now hold still.

Holley turns back to her work. The disguise's cloaking is larger than Mater. As a result, Holley must dial it back to fit his body. As she carefully calibrates the hologram:

HOLLEY

I have to do the final fitting on your disguise.

Holley STOPS. The 3D disguise is now flush with his frame, but dents SHOW THROUGH.

HOLLEY

Oh dear. That's no good.

She deploys A BONDO SPRAYER on a robotic arm, moves it toward one of Mater's DENTS. Mater pulls away.

MATER

Hey, what are you doing?

HOLLEY

The disguise won't calibrate effectively without a smooth surface to graft onto.

MATER

Oh. For a second there I thought you was trying to fix my dents.

HOLLEY

I was.

MATER

Well then no thank you. I don't get them dents buffed, pulled, filled or painted by nobody. They're way too valuable.

HOLLEY

Your dents are valuable?

MATER

I come by each one of them with my best friend Lightning McQueen.

(MORE)

MATER (CONT'D)

I don't fix these. I want to remember these dents forever.

HOLLEY

So you were being serious in Paris? McQueen isn't just part of your cover?

FINN

Friendships can be dangerous in our line of work, Mater.

MATER

But my line of work is towing and salvage.

FINN

Right. And Miss Shiftwell's is designing iPhone apps.

MATER

No, I meant for real. I ---

HOLLEY

It's okay. Say no more. I'll work around the dent.

FINN

In the meantime...

Finn hits a button. The walls transform into a MASSIVE WEAPONS CACHE.

FINN

You look a little light on weapons.

Off Mater's RXN ---

EXT. ALPS - DAWN

--- STEPHENSON EMERGES LOUDLY from a tunnel. He powers forward, starts his descent into Italy ---

BRENT MUSTANGBURGER (V.O.)

You are looking live at beautiful Porto Corsa, Italy, on the Italian Riviera. What a magnificent setting for the second race of the World Grand Prix.

EXT. PORTO CORSA, ITALY - DAY

Over sweeping helicopter BEAUTY SHOTS:

DAVID HOBBSAP (V.O.)
 Well Brent, they call this place
 "The Gem of the Riviera," and it's
 easy to see why.

A local fishing boat chugs through an idyllic waterway,
 beneath bridges that connect hillside villas.

DAVID HOBBSAP (V.O.)
 With its secluded beaches and
 opulent casinos, Porto Corsa truly
 is a playground for the wealthy.

A long line of RICH-LOOKING YACHTS in the harbor.

DAVID HOBBSAP (V.O.)
 And everyone who's anyone is here
 today.

Rich SPORTS CARS drive past pricey shops.

DAVID HOBBSAP (V.O.)
 From the ultra-rich and super-
 famous, to world leaders and
 important dignitaries.

THE POPEMOBILE, visible in a crowd, drives through town.

DARRELL CARTRIP (V.O.)
 You aren't kidding, David. You
 can't do a three-point turn around
 here without bumping into some
 celebrity!

HELICOPTER SHOT of the Casino.

BRENT MUSTANGBURGER (V.O.)
 Welcome everyone to the second race
 of the World Grand Prix!

CUT TO:

MUSTANGBURGER, HOBBSAP and CARTRIP in the control booth.

BRENT MUSTANGBURGER
 The big news continues to be
 Allinol. Sir Miles Axlerod spoke to
 the press earlier today to answer
 questions about its safety.

FOOTAGE OF THE PRESS CONFERENCE - Miles Axlerod, at a podium,
 addresses the press throng. He looks a bit exasperated.

MILES AXLEROD

An independent panel of scientists has determined that Allinol is completely safe. Okay? Safe! There it is.

BRENT MUSTANGBURGER

So the race will go on, folks.

RACE GRAPHICS show Francesco with 10 points at the top of the race standings.

DARRELL CARTRIP

But the question everyone is asking: Will the real Lightning McQueen show up today?

ON THE TRACK - As the racers begin to get into position on the grid.

BRENT MUSTANGBURGER (V.O.)

Well, he better. Talk about a home-track advantage. Francesco Bernoulli grew up racing on this course.

ITALIAN TRACK ANNOUNCER (V.O.)

Signore e signori, in the pole position, numero uno...

The crowd is cheering already, knows who this is.

ITALIAN TRACK ANNOUNCER (V.O.)

... Francescoooooo!

The Italian crowd roars and chants for their hometown hero.

FRANCESCO

(to the crowd)

Bellissima! Thank you for your support.

(to McQueen)

And your big mistake, McQueen!

McQueen missed this comment. He approaches his grid position, lost in thought.

ITALIAN TRACK ANNOUNCER (V.O.)

In the secondo position. *Numero novantacinque*. Lightning McQueen!

Cheers (not so thunderous, obviously) from the crowd. McQueen doesn't seem to notice.

IN MCQUEEN'S PIT - His team exchanges looks, worried.

LUIGI
McQueen? Is everything okay?

FILLMORE
If you're worried about your fuel,
man, don't. It's perfectly safe.

BACK ON THE STARTING GRID

MCQUEEN
No, guys, I just really wish Mater
were here.

FRANCESCO (O.S.)
Francesco understands, McQueen.

Francesco parks next to him, grinning.

MCQUEEN
Oh, great. Here it comes. What've
you got, Francesco?

FRANCESCO
For famous race cars like Francesco
and well... *you*, to be far away
from home is not easy.

MCQUEEN
I think you forgot the insulting
part of that insult.

FRANCESCO
Is no insult. When Francesco is
away from home, he misses his mama
just like you miss your tow truck
amico.

MCQUEEN
Gee, I maybe misjudged you, because
that's exactly how I ---

FRANCESCO
Of course, I am at home. And my
mama is right here.

Francesco refers to his MAMA who sits in a special box in the crowd, cheering him on, blowing him kisses.

FRANCESCO
(yells)
Mama! Don't worry, Mama!
(MORE)

FRANCESCO (CONT'D)
 McQueen is very sad! I will beat
 his cry-baby bottom today!

MCQUEEN
 And there's the insult we were
 missing. *Grazie!*

THE LIGHTS - CLICK FROM RED TO GREEN ---

THE RACERS TAKE OFF!

EXT. PORTO CORSA - DAY

SHOTS of the racers making the first few turns through the city streets. We PAN to the CASINO DI PORTO CORSA. The Beaux Arts-style architecture towers atop a hill, overlooks the course.

EXT. THE CASINO - MOMENTS LATER

A group of thuggish HUGOS - ugly Eastern European cars - wait impatiently at the front. A LIMOUSINE-STYLE car carrier rolls up to the roundabout.

An esteemed, elderly GREMLIN rolls past with a group of GREMLIN THUGS who usher him into the casino.

ALEXANDER HUGO
 Gremlins. Man, those are some ugly
 cars. Look like someone stole their
 trunks.

The THUGS all SNICKER.

HOLLEY
Scusatemi, tutti! Signori!

Holley arrives, sporting a decent Italian accent.

HOLLEY
Mio nonno, my grandfather, has
 broken down. If one of you would
 help I would be so thankful.

IVAN, AN EASTERN EUROPEAN TOW TRUCK (the one Holley and Finn prepped Mater to impersonate), drives forward.

IVAN THE TOW TRUCK
 Sounds like you need some "roadside
 assistance".

ANOTHER HUGO
 She was talking to me, Ivan.

IVAN THE TOW TRUCK
Oh really? Prove it.

HOLLEY
No, no, don't fight over me.

Holley directs her interest toward Ivan.

HOLLEY
Signore Tow Truck, per favore?

CUT TO:

MATER - He watches this from a safe hiding spot around a corner.

FINN (V.O.)
Get ready, Mater.

CUT TO:

FINN, at an outdoor cafe on the casino grounds.

FINN
You're on any moment now.

CUT BACK TO:

MATER, now looking a bit nervous. He backs out of sight.

MATER
I don't know about this, Finn.
What if I screw things up?

FINN (OVER RADIO)
Impossible. Just apply the same level of dedication you've been using to play the "idiot tow truck" and you'll be fine.

MATER
It's just that them guys look pretty tough and --- Wait, did you say "idiot"? Is that how you see me?

FINN (OVER RADIO)
That's how everyone sees you. Isn't that the idea? I tell you, that's the genius of it. No one realizes they're being fooled because they're too busy laughing at the fool. Brilliant.

While Finn talks, Mater takes this in. He catches his own reflection in a nearby window. Seems to be seeing himself with new eyes.

ZZZZATTT! Mater jumps at the sound, turns in time to see Ivan SHOCKED UNCONSCIOUS by Holley's ZAPPERS.

HOLLEY
Why aren't you in disguise?

MATER
I, uh---

HOLLEY
Come on, there's no time. Go!

MATER
Okay, okay. Computer: disguise.

MATER'S COMPUTER
Request acknowledged.

EXT. AROUND THE NEXT CORNER - CONTINUOUS

Mater, now disguised as Ivan the Tow Truck, approaches the Hugos. Another LIMO CAR CARRIER arrives.

ALEXANDER HUGO
It's the boss! He is coming!

The carrier parks and the back opens. VICTOR HUGO waits.

VICTOR HUGO
Ivan!

Mater realizes Victor is talking to him. He hops to it.

VICTOR HUGO
Ivan, why do you insult me so by making me wait?

Mater, now with Victor hooked, tows him in the front doors of the casino.

ON FINN - now joined in the cafe by Holley who monitors everything and SEES EVERYTHING MATER SEES on her display.

HOLLEY
He's in.

EXT. RACE COURSE - PORTO CORSA - DAY

McQueen and Francesco battle for first place ---

BRENT MUSTANGBURGER (V.O.)
The racers are now making their way around the hairpin, and headed downhill toward the casino bridge.

INT. CASINO - DAY

Cars play craps with FUZZY DICE; slot machines with odometers for jackpot numbers; cigarette girls sell car items.

CIGARETTE GIRL CAR
Air Freshener, antenna balls,
sparkplugs...

ON MATER - He tows VICTOR. They are flanked on all four corners by Hugo thugs, ala a presidential motorcade. The largess of the interior design seems to finally snap Mater out of his funk.

MATER
(wide-eyed)
Wow, this place looks like it's
made out of gold.

The Hugos on either side of Mater exchange a look.

HOLLEY (OVER RADIO)
That's because it is, Mater. Now,
be careful what you say.

MATER
Why is that? What do you mean don't
talk to you?
(more talking from Holley
which we cannot hear)
So you want me to stop talking to
you. Right now?

ALEXANDER HUGO
You are acting strange today, Ivan.

MATER
I have no idea what you're talking
about...

MATER'S P.O.V. - A digital readout isolates the Hugo and starts to scroll reams of information alongside.

MATER
...Alexander Hugo, aka "Chop Shop
Alex."

IN A WIDER SHOT we realize this display is invisible to all but Mater. Some of Alex's other alias' include "Alexander Hu-Don't Go" and "Alexander the Not-So Great."

MATER

Hey, you got a lot of aka's, Alex.
But I guess that makes sense
seeings how you's wanted in France,
Germany, the Czech Republic...

HOLLEY

(cutting in to his
display)
Mater! Stop it!

Alexander Hugo, unaware of Holley's interruption, whispers to Mater as they turn a corner.

ALEXANDER HUGO

Okay, okay. Keep your voice down.
You're gonna make me arrested.
(to the other Hugos)
Don't mess with Ivan today. He's in
a bad mood.

EXT. CASINO - DAY

Holley, hearing this, can't believe it.

FINN

He's so good.

INT. CASINO - DAY

Mater tows Victor inside a private room, where inside are the
WORLD'S WORST CARS including VLADMIR TRUNKOV, TUBBS PACER and
J. CURBY GREMLIN.

VLADMIR TRUNKOV

Victor!

TUBBS PACER

Hey, Victor!

J. CURBY GREMLIN

There you are.

VLADMIR TRUNKOV

Come in, come in.

J. CURBY GREMLIN

Victor Hugo. I'm J. Curby Gremlin,
from Detroit. It's good to see you.
Now we can start.

VICTOR HUGO

Is the big boss here yet?

VLADIMIR TRUNKOV

No, not yet.

TUBBS PACER

He's supposed to be here any minute.

WHAM! A DOOR is thrown open O.S. Everyone turns, now silent.

ON THE DOOR - It sits open. No one enters.

The room of Lemons watch, nervous.

ON MATER - Nervously watching too.

EXT. CASINO - CONTINUOUS

FINN

Here we go.

INT. PRIVATE ROOM - CASINO - CONTINUOUS

A car finally appears. It's Zundapp.

PROFESSOR ZUNDAPP

Guten Tag!

Everyone looks disappointed.

TUBBS PACER

It's just the Professor.

VICTOR HUGO

Zundapp, when is he coming?

PROFESSOR ZUNDAPP

He's already here.

MONITORS descend from the ceiling. On them, an image of AN ENGINE - the *same* bloody engine from the photo. But this is a LIVE image. The car is being worked on.

VOICE

Welcome, everyone.

The VOICE is garbled, scrambled. No way to determine who.

ENGINE VOICE

I wish I could be with you on this very special day but... my clutch assembly broke. You know how it is.

The Lemons all nod in understanding.

TUBBS PACER
Been there.

J. CURBY GREMLIN
Forget about it.

VLADIMIR TRUNKOV
We know how you feel.

EXT. CASINO

FINN
Descramble that voice!

HOLLEY
(already on it)
I'm trying... It's too
sophisticated!

INT. PRIVATE ROOM - CASINO - CONTINUOUS

ENGINE VOICE
We are here to celebrate. Today all
your hard work pays off. The world
turned their backs on cars like us.
They stopped manufacturing us,
stopped making our parts. The only
thing they haven't stopped doing is
laughing at us. They've called us
terrible names...

On VICTOR HUGO.

ENGINE VOICE
Jalopy. Rustbucket.

On TUBBS PACER.

ENGINE VOICE
Heap. Clunker.

On J. CURBY GREMLIN:

ENGINE VOICE
Junker, beater, wreck.

On ZUNDAPP.

ENGINE VOICE
Rattletrap.

And finally back on the monitor. The ENGINE.

ENGINE VOICE
Lemon. But their insults just give
us strength. Because today, my
friends...

The monitors switch to LIVE RACE FOOTAGE.

ENGINE VOICE
...that all ends.

On the VIDEO SCREENS - CARLA VELOSO'S ENGINE BLOWS ---

EXT. RACE COURSE - CONTINUOUS

Veloso swerves, attempts to mitigate a crash ---

DARRELL CARTRIP (V.O.)
There's smoke! On the casino
bridge!

DAVID HOBBSAP (V.O.)
Oh no.

BRENT MUSTANGBURGER (V.O.)
It's Carla Veloso, the Brazilian
race car.

She skids into a wall, hard.

EXT. CASINO - CONTINUOUS

FINN
What just happened?

HOLLEY
(analyzing the data)
I'm working on it.

INT. PRIVATE ROOM - CASINO - CONTINUOUS

The lemons are CHEERING. Mater is freaked out.

ENGINE VOICE
They laughed at us. But now it's
our turn to laugh back.

BOOM! Another racer blows an engine. Mater JUMPS again.

EXT. RACE COURSE - SAME

As the racer smashes into the railing ---

DAVID HOBBS CAP (V.O.)
 Another crash! It's number nine,
 Nigel Gearsley.

ENGINE VOICE (V.O.)
 Embrace your inner lemon! Let it
 drive you!

EXT. CASINO

FINN
 Holley?

HOLLEY
 I'm detecting an extremely strong
 electromagnetic pulse.

Holley replays that last crash. The OUTLINE OF THE BEAM is
 seen hitting the racer. Holley TRACES THIS to its source ---

--- a WGP CAMERA, which Grem and Acer have pointed at the
 racers from a tower position.

HOLLEY
 Finn, it's the camera!

FINN
 Where?

HOLLEY
 On the tower.

Finn TAKES OFF, speeding toward Grem and Acer ---

ENGINE VOICE (V.O.)
 This was meant to be alternative
 fuel's greatest moment.

EXT. GRANDSTANDS - RACE COURSE - CONTINUOUS

Angry fans knock over cans of Allinol. One drives over an
 Allinol sign. They're fed up with it.

ENGINE VOICE (V.O.)
 After today everyone will race back
 to gasoline.

We RACK FOCUS to reveal another fan as he RIPS an Allinol
 banner down angrily.

INT. PRIVATE ROOM - CASINO - CONTINUOUS

The video screens are now filled with ONE IMAGE - of the OIL
 PLATFORMS in the Pacific from the beginning of the movie.

ENGINE VOICE

And we, the owners of the world's
largest untapped oil reserve, will
become the most powerful cars in
the world!

EXT. STREETS OF PORTO CORSA - CONTINUOUS

Finn ducks, weaves, speeds, and pushes his way through
bystanders ---

FINN

Get out of the way! *Andate!*

He speeds furiously through town.

EXT. RACE COURSE - PORTO CORSA - CONTINUOUS

McQueen and Francesco FLY PAST US.

INT. PRIVATE ROOM - CASINO

ENGINE VOICE

They will come to us and they will
have no choice, 'cause they will
need us.

ON FINN - He SPEEDS up a road, Grem and Acer visible ahead of
him. He LEAPS over the crevasse toward the AMC cousins ---

Suddenly, FINN FREEZES. He's immobilized in mid-air!

He looks up. A CHOPPER with a LARGE MAGNET hovers over him.

ACER

(to Finn)

We figured you might stop by.

ENGINE VOICE (V.O.)

And they will finally respect us.
So hold your hoods high. After
today you will never again be
ashamed of who you are!

Grem and Acer turn back to the camera. They line up Shu
Todoroki, who's a bit further along now.

FINN

No!

INT. PRIVATE ROOM - CASINO - CONTINUOUS

ENGINE VOICE

Long live Lemons!

EXT. RACE COURSE

Grem ZAPS THE RACER.

Flames burst from Todoroki. He loses control.

BRENT MUSTANGBURGER (V.O.)
Number seven is loose! Shu
Todoroki!

Shu takes down three more cars with him and others follow suit. It's a nightmare pileup.

EXT. CASINO - SAME

Holley sees Finn being flown away by the chopper.

HOLLEY
Finn.

EXT. FINISH LINE - PORTO CORSA - CONTINUOUS

BRENT MUSTANGBURGER (V.O.)
Bumper to bumper as they approach
the finish line.

McQueen NOSES out Francesco for a win, both oblivious to what's just happened.

BRENT MUSTANGBURGER (V.O.)
McQueen's the winner, Francesco's
second. And they have no idea what
happened behind them.

MCQUEEN
Yeah!

FRANCESCO
Dah! This is impossible!

MCQUEEN
That's what I'm talking about.
Kachow! Hey, where are all the
other cars?

FRANCESCO
What is going on?

They see the pile-up from an overhead monitor. Sirens blare as a MEDIC CHOPPER flies to the scene of the pile-up.

MCQUEEN
 (realizes)
 Oh no.

CUT TO:

MILES AXLEROD - LATER. He's near the casino. He's completely surrounded, 360 degrees, by press. He's drowned out by a blizzard of questions.

BRENT MUSTANGBURGER
 Sir Axlerod! Is the final race in London still going to take place?

PULL BACK to reveal we are watching this on monitors in the PRIVATE CASINO ROOM with the Lemonheads, Zundapp and Mater.

MILES AXLEROD (ON TV)
 I suppose that... Look, "the show must go on" as they say. But now is not the time to talk about...

J. CURBY GREMLIN
 I can't believe this is really happening.

VLADIMIR TRUNKOV
 Shh, quiet!

BRENT MUSTANGBURGER (ON TV)
 And Allinol? Will you require all the racers to still run on Allinol?

VLADIMIR TRUNKOV
 Here it comes.

On Miles Axlerod: He's devastated.

MILES AXLEROD (ON TV)
 I cannot in good conscience continue to risk the lives of any more race cars. The final race will not be run on Allinol.

WILD WHOOPING CHEERS fill the room. Lemonade corks are popped.

BRENT MUSTANGBURGER (ON TV)
 There you have it. A clearly devastated Sir Miles Axlerod announcing that he will not require the cars to use Allinol for the final race.

PROFESSOR ZUNDAPP
A toast! To the death of Allinol
and alternative fuel forever!

EXT. CASINO - CONTINUOUS

Holley is already on the run. Speeding away.

HOLLEY
Mater. Abort the mission. They've
got Finn. Get out of there. Get out
of there right now!

She turns a corner and STOPS.

Her escape is now blocked by the same HUGO THUGS she tricked
before. Another vehicle appears BEHIND HER, LOOMS.

IVAN THE TOW TRUCK
How is your grandfather?

INT. PRIVATE ROOM - CASINO - CONTINUOUS

The Lemonheads celebrate, chant "Long live lemons!" Mater,
scared, turns to leave. He's stopped by ALEXANDER HUGO.

ALEXANDER HUGO
Isn't this a great party, Ivan?

MATER
Oh yeah, it's unbelievable.

ALEXANDER HUGO
You are not leaving, are you?

MATER
Uh, of course I ain't leavin'.

MCQUEEN (O.S.)
I'm just in shock like everybody...

MATER
McQueen?

He turns, sees that McQueen is being interviewed on the
monitors.

MCQUEEN (ON TV)
Crashes are part of racing, I know.
But something like that shouldn't
ever happen.

DARRELL CARTRIP (ON TV)
 They're letting you choose your
 fuel for the final race. Do you
 have any idea what it's going to
 be?

MCQUEEN (ON TV)
 Allinol.

The excitement suddenly DRAINS from the room.

LEMONHEADS
 - What?! - Did he just say
 Allinol? After today?

MCQUEEN (ON TV)
 My friend Fillmore says the fuel's
 safe. That's good enough for me. I
 didn't stand by a friend of mine
 recently. I'm not gonna make the
 same mistake twice.

On Mater. He takes this in.

BRENT MUSTANGBURGER (ON TV)
 So a surprising revelation from
 Lightning McQueen...

Zundapp is already on the phone with their Big Boss who,
 based on his angry O.S. voice, sounds ticked off.

PROFESSOR ZUNDAPP
 Yes, sir. Of course.

Zundapp hangs up, turns to the room.

PROFESSOR ZUNDAPP
 Allinol must be finished for good.
 McQueen cannot win the last race.
 Lightning McQueen must be killed.

Mater's eyes open wide.

MATER
 No!

Mater backs up, KNOCKING his emergency light against one of
 the monitors. ZZZZZAT! His holographic disguise flickers away
 then quickly SCROLLS THROUGH all of his previous disguises,
 finally revealing rusty old Mater.

PROFESSOR ZUNDAPP
 It's the American spy!

The thugs DRAW TERRIFYING WEAPONS.

MATER

Dadgum.

MATER'S COMPUTER

"Gatling gun" request acknowledged.

WHIRRRRR! GUNS roll out of Mater on each side.

MATER

Shoot. I didn't mean ---

MATER'S COMPUTER

Request acknowledged.

Mater SPRAYS BULLETS into the crowd.

VLADIMIR TRUNKOV

Get down!

MATER

Whoa!!

The Lemons and Lemonheads hit the deck and RETURN FIRE ---

Mater is THROWN BACKWARD by the force of the guns, back through some double doors and onto a BALCONY.

MATER

Wait wait! I didn't mean that kind of shoot!

MATER'S COMPUTER

Correction acknowledged. Deploying chute.

WHOOM! A PARACHUTE BURSTS out of the back of Mater, he catches air and is YANKED INTO THE SKY!

The Lemonheads watch him float away, amazed.

ON MATER, out of the frying pan but still toasty. He looks around, notices:

LIGHTNING MCQUEEN, far away, leaving the press podium.

MATER

McQueen!

Mater looks down at the harbor, over which he flies. He spots a MOTORBOAT. Mater WHIPS his hook down, steals a ride behind the boat TOWARD MCQUEEN.

ITALIAN MOTORBOAT

Aspetti!

The motorboat isn't happy about this, tries to shake him. Mater is THROWN INTO A "HOTEL" sign, then SMASHES down through a Francesco souvenir stand. As he CRASHES onto the ground hard, we SMASH CUT TO ---

EXT. SECURITY CHECKPOINT - WINNERS CIRCLE

--- a barricade. Separating the press from the public, ITALIAN SECURITY TRUCKS stand guard.

MATER

Lemme through! Lemme through!

MATER barrels around a corner. He's now covered in Francesco memorabilia and palm leaves. The word 'HOT' now dangles off him like the world's biggest bling. He looks INSANE.

MATER

(to security)

You gotta let me in! I gotta get through to warn McQueen!

Security eyes one another. This is serious.

ITALIAN SECURITY #1

You cannot come through here. Back up, *signore*.

ITALIAN SECURITY #2

(into a walkie-talkie)

We have a lunatic at Gate Nove.

MATER

No, listen! I was disguised as a tow truck to infiltrate this Lemonhead meeting and my weapons system misinterpreted what I was saying ---

ITALIAN SECURITY #2

I repeat. Lunatic at Gate Nove.

Mater spots McQueen far off in the distance.

MATER

McQueen! McQueen!

JUST OFF THE PRESS STAGE - McQueen is led toward the exit.

PRESS LIAISON

Right this way, *signore*.

MATER (O.S.)
 (distant)
 McQueen!

MCQUEEN
 Mater?

McQueen looks up but can only see A SEA OF VEHICLES, flashbulbs, cameras, TV trucks with those tall satellite antennae things that spindle toward the sky...

BACK AT THE SECURITY BARRICADE - Mater, like a nimble running back, dances around to avoid capture by security.

MATER
 McQueen!

ITALIAN SECURITY #1
 Back up, sir. Stop moving! Stop!

Mater head fakes them and pushes through, into the crowd ---

ITALIAN SECURITY #1
 Oy! Stop! *Ferma li!*

IN THE CROWD - Mater shoves his way through. He's still far in the back.

MATER
 McQueen!

ON MCQUEEN

MCQUEEN
 That really sounded like Mater.
 Mater?

PRESS LIAISON
 (to McQueen)
Signore...

ON MATER, getting CLOSER...

MATER
 McQueen, they're gonna kill you!!

ON MCQUEEN - Okay, he's positive that was his friend, but where is he?

MCQUEEN
 Mater?!

McQueen spots a TOW HOOK, moving through the crowd toward him, "Jaws"-like.

MCQUEEN

Excuse me.

McQueen disappears into the press crowd.

PRESS LIAISON

No, no, where are you going?
Please, Mr. McQueen!

McQueen pushes through the press.

MCQUEEN

Scusi. Mater! Scusi...

McQueen tracks the tow hook, gets closer. He pushes through the last few vehicles ---

MCQUEEN

Mater, I'm so glad to see you. I'm
so sorr ---

It's NOT MATER. It's IVAN, the Hugo Thug's tow truck.

IVAN THE TOW TRUCK

Lightning McQueen! I am a huge fan.

MCQUEEN

(confused)
Oh, I'm sorry. I thought I heard---

IVAN THE TOW TRUCK

Yes, but that was me. I said, "You
killed out there today." You're
the best.

MCQUEEN

What? Oh. I mean, thanks.

PRESS LIAISON

Right this way, *signore* ---

Now the Press Liaison and his assistants are pushing McQueen back in the other direction ---

MCQUEEN

(as he's pulled away)
I really thought I heard my friend.

As he's pulled away, press and onlookers start to come between him and Ivan, who hasn't moved.

IVAN THE TOW TRUCK
 (to McQueen)
 In England you'll be finished. At
 the finish line.

Ivan is now obscured again.

MCQUEEN
 Wait, what?

The ITALIAN PRESS being to swarm.

PRESS LIAISON
 Please, the world press is waiting.
 You come with me, please.

McQueen is pulled back ---

EXT. STREET - PORTO CORSA - MOMENTS LATER

--- just as Mater, now BOUND and with HIS MOUTH TAPED, is
 pulled away and thrown into the back of a transport vehicle.
 He lands hard on his side, spits out his TAPE.

MATER
 Let me go!

PROFESSOR ZUNDAPP
 You actually care about that race
 car. A pity you didn't warn him in
 time.

As the doors close on Mater --- PHHHHSSSSSSTTTTTT! A
 thick, noxious gas starts to fill the truck.

On MATER as the knockout gas works its magic. HIS EYES CLOSE.
 CUT TO:

BLACK SCREEN.

MATER (V.O.)
 Idiot? Is that how you see me?

FINN (V.O.)
 That's how everyone sees you. I
 tell you, that's the genius of it.

FADE IN on Mater, back at the Casino, eyeing his reflection
 in the glass window. It's the same moment from before except
 now we are watching it from a DETACHED, FLOATING PERSPECTIVE.

FINN (OVER RADIO)
 No one realizes they're being
 fooled because they're too busy
 laughing at the fool.

- IN THE KABUKI THEATER IN JAPAN - Again, from before. Mater makes a spectacle of himself, WHOOPING AND HOLLERING in the stands with the face paint on.

MATER
Domo arigato!

McQueen, Fillmore, Guido, Luigi, Sarge and patrons eye Mater, embarrassed and angry.

- IN THE JAPANESE MUSEUM - The moment of Mater banging on the Zen rock garden's glass. Except that now we see all sorts of disappointed and eyebrow raising reactions.

MATER
 You done good! You got all the
 leaves!

JEFF GORVETTE
 Check out that tow truck.

LEWIS HAMILTON
 I wonder who that guy's with?

MCQUEEN
 (humiliated)
 Will you guys excuse me just for
 one little second?

We now REVEAL that this FLOATING, THIRD PERSON PERSPECTIVE is MATER. He's INSIDE his past, watching it from others' points of view. He doesn't like what he sees.

- ON MATER, now at the sushi bar.

MATER
 Now that's a scoop of ice cream!

Mater swallows the wasabi with one big bite. He SCREAMS! The sushi bar patrons blanch with revulsion at his wail.

- ON THE FOUNTAIN, as Mater peels into full view of everyone else at the party. As Mater laps up water from a fountain:

MCQUEEN
 (embarrassed)
 Mater?!

ALL THE RACERS, with FRANCESCO front and center, guffaw at Mater.

- On MCQUEEN, now scolding Mater moments later.

MATER
I never leak oil. Never.

MCQUEEN
Mater, you have to get a hold of yourself. You're making a scene!

- IN MCQUEEN'S PIT GARAGE, after the Japanese race.

MATER
Wait a minute. I didn't screw you up, did I?

MCQUEEN
I lost the race because of you!

MATER
Maybe if I talked to somebody, or---

MCQUEEN
I don't need your help. I don't want your help!

- Now BACK AT THE PARTY, a moment we didn't see before but which presumably happened. Mater is BANGING a ceremonial GONG, to the horror of Japanese guests.

MATER
Bang a gong, get it on!

GONNNNNNG!!! ---

On the PARTYGOERS, RACE CARS, PARTY STAFF - they're all laughing at Mater as McQueen's final words blend in, making a dissatisfied cacophony

MCQUEEN
Listen, this isn't Radiator Springs. This is exactly why I don't bring you along to these things!

Off the GONG at the party ---

INT. BIG BENTLEY - DAY

--- to the GONG of a CLOCK.

CLOSE ON MATER as he OPENS HIS EYES.

All around him, all he sees are GIANT PIECES OF MECHANIZED CLOCKWORK.

HOLLEY and FINN are here too, strapped bumper to bumper in the divots of large clock movements.

MATER
Holley! Finn! Where are we?

FINN
We're in London, Mater. Inside Big Bentley.

EXT. BIG BENTLEY - CONTINUOUS

The BIG HAND finishes ADVANCING one minute. It's 3 PM.

INT. BIG BENTLEY - CONTINUOUS

Suddenly Mater DROPS QUICKLY down toward ---
--- whirring, scary machinery.

MATER
Woaaaah! ---

WHAP! The chain yanks to a STOP.

Mater, instead of being 30 feet from death, is now 20.

Finn and Holley are only a few clicks closer to being crushed themselves. The clock ticks to 3:01.

MATER
This... this is all my fault.

FINN
Don't be a fool, Mater.

MATER
But I am, remember? You said so.

FINN
When did I... Oh. Mater, I was complimenting you on what a good spy you are.

MATER
I'm not a spy!

This echoes throughout the clock.

MATER

I've been trying to tell you that the whole time. I really am just a tow truck.

Finn and Holley take this in.

HOLLEY

Finn, he's not joking.

FINN

I know.

MATER

You were right, Finn. I'm a fool. And what's happened to McQueen is 'cause I'm such a big one. This is all my fault.

GREM and ACER arrive on a lift, roll into view on a catwalk.

GREM

Good, you're up!

ACER

And just in time!

GREM

Professor Z wanted you to have a front row seat for the death of Lightning McQueen.

MATER

(hopeful)

He's still alive?

Acer whips a sheet away, revealing the WGP CAMERA, turns it toward the clock face.

ACER

Not for much longer.

He pushes the camera through an open small window, turns it toward the course. Mater DROPS down again ---

FINN and HOLLEY CLICK FORWARD.

EXT. LONDON - DAY

Big Bentley's big hand CLICKS ahead another minute. But we're a bit farther away from it than before.

SALLY (O.S.)

We came as soon as you called.

INT. MCQUEEN'S PIT - LONDON

Sally, flanked by Red, Flo and Ramone, are in front of ----
 --- McQueen and the rest of the team.

MCQUEEN

I called to talk to Mater. It never occurred to me that he wouldn't be there.

RAMONE

Sheriff is talking to Scotland Yard right now.

FLO

And Sarge is in touch with his friends in the British military.

SALLY

You just need to focus on the race.

MCQUEEN

I know, but Sal, with everything going on I'm not sure I should---

A HORN O.S. Someone's entering the pit. Everyone parts, revealing MILES AXLEROD.

MCQUEEN

Sir Axlerod.

MILES AXLEROD

I'm sorry to interrupt.

MCQUEEN

No, no, it's all right.

MILES AXLEROD

I just wanted to come down here and personally thank you. Because after Italy, I was finished. And then you gave me one last shot.

MCQUEEN

Listen, I ---

MILES AXLEROD

And I probably shouldn't be saying this at all but... I hope you win today. Show the world that they've been wrong about Allinol.

McQueen takes this in. He looks at Sally.

SALLY
Mater would want you to race.

MCQUEEN
All right. For Mater.

EXT. THE STARTING GRID - MOMENTS LATER

TIRES SQUEAL ---

MCQUEEN, FRANCESCO and the other racers PEEL OUT ---

We PAN UP to reveal the LEMONHEADS watching from a VIP box.

EXT. RACE COURSE - LONDON - DAY

McQueen leads Francesco as they approach Big Bentley...

INT. BIG BENTLEY - LONDON - CONTINUOUS

GREM
Here he comes!

Grem turns up the juice to the HIGHEST, DEATH-INDUCING LEVEL.

Holley and Finn watch, helpless. Mater closes his eyes.

Grem ZAPS MCQUEEN.

EXT. RACE COURSE - LONDON

McQueen SPEEDS PAST Big Bentley, unharmed. Oblivious to what was supposed to have just happened.

INT. BIG BENTLEY - LONDON

Zundapp suddenly SQUAWKS over the radio.

PROFESSOR ZUNDAPP (OVER RADIO)
What happened!?

GREM
I don't know, Professor.

ACER
What did you do?

GREM
(to Acer)
I didn't do nothin'. Shh! I'm
talking to the Professor---

They're all talking at once and for a moment we cannot understand what is being said.

ACER
You broke it.

GREM
Quiet!
(into radio)
I understand, sir. Yes.

Grem hangs up.

ACER
What'd he say?

GREM
We go to the backup plan.

MATER
Backup plan??

GREM
We snuck a bomb in McQueen's pit!

ACER
The next time he makes a stop,
instead of saying "ka-chow," he's
gonna go "ka-boom"!

They LAUGH. Mater shudders, upset.

GREM
Don't feel bad, tow truck. You
couldn't have saved him.

ACER
Oh, wait. You could have!

Grem and Acer laugh. As they board the elevator:

MATER
Dadgum lemons.

MATER'S COMPUTER
Request acknowledged.

Suddenly, Mater's GATLING GUNS rotate out again - a surprise to Mater. But they SPIN IN PLACE, empty.

Grem and Acer just laugh more.

GREM
What, you didn't think we'd take
your bullets?

Mater NOTICES SOMETHING.

CLOSE ON WHAT MATER SEES: A small piece of his ropes have been shaved away by the Gatling.

He carefully rotates his guns BACK IN, pretending like he's seen nothing.

ACER

That's right! You got nothin'.

GREM

(as the elevator descends)
Who's the lemon now, huh?

They're GONE.

FINN

Nice try, Mater.

MATER

Dadgum!

MATER'S COMPUTER

Request ack-

The guns ROTATE OUT AGAIN, SPIN. Mater watches as the spinning barrels SLICE INTO the ropes, do some damage.

MATER

Dadgum! Dadgum! Dadgum!

The COMPUTER responds with each "dadgum." The barrels continue to SPIN, CUTTING THROUGH the ropes.

MATER

Dadgumdadgumdadgumdadgum ---

PING! The ropes BREAK AWAY and Mater FALLS --- right toward the whirring machinery!

HOLLEY

Mater!

Mater QUICKLY WHIPS his tow cable around, hooks a pipe and tosses himself to the ramp with a heavy THUD. He doesn't hesitate:

MATER

I gotta get you all out of there!

FINN

There's no time. McQueen needs your help, Mater.

MATER

But I can't, I'm just a tow truck.

FINN

It's up to you. Go to the pits and get everyone out. You can do that.

MATER

What about you guys?

FINN

We'll be okay.

HOLLEY

Go and get some more dents, Mater.

EXT. BIG BENTLEY - LONDON

Mater SPEEDS out the front door, a bat out of hell ---

INT. BIG BENTLEY - LONDON - SAME

On Finn and Holley, now closer to death.

HOLLEY

So we'll be "okay"? Really?

FINN

He wouldn't have left if I'd told him the truth.

(re: his death trap)

Being killed by a clock. Gives a whole new meaning to "your time has come."

At this mention Holley seems to perk up, gets an idea.

HOLLEY

Time. That's it!

She spies a GEARBOX below them, at least 20 feet down. Holley FIRES HER ELECTROSHOCKERS ---

--- but they miss their target. She recoils them back.

FINN

What are you doing?

HOLLEY

Trying to turn back time. If I can just reverse the polarity...

She FIRES them again. Direct hit!

Holley JUICES the gearbox with HIGH VOLTAGE. The CLOCK STOPS. It reverses itself.

Finn and Holley's wheel now rotates AWAY from danger.

FINN
Good job! Quick thinking, Holley!

EXT. LONDON - CONTINUOUS

BIG BENTLEY, visible from street level, now moves BACKWARDS. Fast. CRANE DOWN TO ---

--- Mater, speeding toward the track, unaware.

MATER
What's everybody on the wrong side
of the road for?!

INT. BIG BENTLEY - CONTINUOUS

Finn and Holley are now moving in the opposite direction, toward ANOTHER GEAR! And it's going MUCH FASTER. They're seconds from a crushing death...

HOLLEY
Oh no!

FINN
Drive!

They both DRIVE, fast as they can with FULL FORCE ---

FINN
Burn rubber!!

They drive HARDER, separating bumpers with just enough room for the descending gear to SNAP THEIR ROPES!

Their tires spinning, they both LAUNCH off in opposite directions, LAND HARD on opposing platforms. As Finn squeals around to Holley's side of the clock:

FINN
We've got to get to the course.
Calculate the fastest way to ---

Holley pops WINGS out of her side.

HOLLEY
Done.

FINN
 (impressed)
 Miss Shiftwell.

HOLLEY
 They're standard issue now.

FINN
 You kids get all the good hardware.

They turn to leave when they STOP, see SOMETHING. It's an AIR FILTER on the ground.

HOLLEY
 Oh no. That's Mater's.

FINN
 I knew his escape was too easy.

EXT. BIG BENTLEY - LONDON

Finn BURSTS out the front doors of Big Bentley, speeds off as HOLLEY SMASHES through the clock face, careens into view flying over the traffic ---

INT. PIT ROW - TRACK SIDE - DAY

Mater bursts through the security gate with aplomb, tears through the pits and stops at MCQUEEN'S.

LUIGI
 Mater!

MATER
 Everybody get out! Get out now!
 Y'all gotta get out the pits!

The ENTIRE RADIATOR SPRINGS GANG is here.

MATER
 Hey, what are you guys doing here?

SALLY
 We're here because of you, Mater.

FLO
 Is everything okay?

MATER
 No! Everything's not okay! There's a bomb in here! Y'all gotta get out! Now!

EVERYONE
- A bomb? - Huh? - Woah.

FINN (OVER RADIO)
Mater!

MATER (INTO RADIO)
Finn! You're okay!

EXT. LONDON STREETS - CONTINUOUS

FINN
Mater, listen to me. The bomb is on
you.

ON HIS REARVIEW DISPLAY: We can see that a BOMB has been detected, anchored to Mater's air filter.

FINN
They knew you'd try to help
McQueen. When we were knocked out
they planted it in your air filter.

INT. MCQUEEN'S PIT - CONTINUOUS

Mater SNORTS, blowing his air filter cover off. Cross-eyed, Mater sees the explosive device attached to him. He looks up:

An ALLINOL CONTAINER hangs ominously over his head.

MATER
Uh-oh.

MCQUEEN
Mater! There you are!

Mater turns. McQueen enters Pit Row, 100 yards away and closing in FAST.

MATER
Stop right there!

MCQUEEN
Oh man, I've been so worried about
you!

CUT TO:

The view of this scene through the window of a luxury box. Reveal Zundapp in the window's reflection. He's watching from inside. He's poised to push a DETONATOR BUTTON.

As Zundapp's front tire approaches the detonator ---

INT. MCQUEEN'S PIT - CONTINUOUS

MATER
Don't come any closer!

MCQUEEN
Are you okay?

MATER
No, I'm not okay. Stay away from me!!

Mater PEELS OUT BACKWARDS, out onto the track.

MCQUEEN
No, wait. Wait!

CUT TO:

PROFESSOR ZUNDAPP - He hesitates, can't believe it.

TV FOOTAGE OF MCQUEEN CHASING MATER

BRENT MUSTANGBURGER (V.O.)
Hold everything. A tow truck has just raced onto the track. And he's driving backwards!

IN MCQUEEN'S PIT

MCQUEEN
Mater, wait!

He breezes right through his pit, goes after Mater.

DAVID HOBBSAP (V.O.)
Normally an emergency vehicle on the track means there's been an accident.

BRENT MUSTANGBURGER (V.O.)
Wait, wait. Lightning McQueen is chasing him!

EXT. TRACK - DAY

Mater drives up the track. McQueen gains, fast. Because Mater's going backwards, they're face-to-face (but still with some distance between them).

MCQUEEN
Mater, wait!

MATER

Stay back! If you get close to me,
you gonna get hurt real bad!

MCQUEEN

I know I made you feel that way
before, but none of that matters
because we're best friends!

CUT TO:

TV FOOTAGE OF MCQUEEN CHASING MATER

BRENT MUSTANGBURGER (V.O.)

And McQueen seems to be having a
conversation with the tow truck!

DARRELL CARTRIP (V.O.)

I don't know who that truck is,
Brent. But I'll tell you what, he's
gotta be the world's best backwards
driver.

REVEAL ZUNDAPP is watching this footage from his luxury box.
The closer McQueen gets to Mater the farther his tire ROLLS
onto the detonator. But he holds back ever so slightly so as
not to jump the gun.

ON THE TRACK - McQueen gains on Mater.

MATER

McQueen, you don't get it. I'm the
bomb!

MCQUEEN

Yes, Mater! You are the bomb!
That's what I'm trying to say here.
You've always been the bomb! And
you'll always be the bomb.

MATER

Stay away!

MCQUEEN

No! Never!

ON ZUNDAPP. He watches as McQueen SPEEDS UP.

PROFESSOR ZUNDAPP

Almost there...

ON MCQUEEN. He's had enough screwing around. Here he comes.

MCQUEEN

I'm not...letting you...

He's going to catch him now.

MCQUEEN
...get away again!

McQueen JUMPS FORWARD, in an attempt to grab Mater's HOOK ---

MATER
(to himself)
Gotta keep away from McQueen.

McQueen hooks Mater with his bumper JUST AS ---

MATER'S COMPUTER
Request acknowledged.

TURBINE ROCKETS slide out of Mater.

MCQUEEN
Oh my gosh!

BAWHOOOOOOM!!!! Mater JOLTS forward with a rocket blast and disappears, taking McQueen with him.

ON ZUNDAPP. He now freely PUSHES the detonator, but it says "OUT OF RANGE."

Zundapp can't believe it. He FLIPS OUT.

FARTHER UP THE TRACK - Francesco speeds along. ZHWAAAAAP!!! Mater and McQueen ZING PAST HIM with a RED BLUR.

FRANCESCO
What is happening? It's a bad dream.

NOW EVEN FARTHER UP THE TRACK - Mater takes a turn, SMASHES THROUGH A FENCE and skids around a corner out of sight. A white, smoky JET TRAIL is all that remains.

IN MCQUEEN'S PIT - All of Radiator Springs watches the television monitors, dumbfounded.

BRENT MUSTANGBURGER (V.O.)
And Lightning McQueen just blasted away, hooked to the now rocket-propelled tow truck.

CUT TO:

EXT. STREETS OF LONDON - DAY

Overhead P.O.V.: Mater and McQueen swerve through the streets.

INT. LUXURY BOX - CONTINUOUS

Zundapp is still furiously hitting the button as Holley drops into view just beyond the glass.

Freaked, Zundapp does a 180 and SMASHES out a plate glass window, lands on a ridiculously large balloon tethered to the ground, and speeds off ---

INT. ADJACENT LUXURY BOX - CONTINUOUS

The LEMONHEADS watch, baffled, as Zundapp drives away.

J. CURBY GREMLIN
The Professor's on the run.

TUBBS PACER
Someone's gotta get McQueen.

VLADIMIR TRUNKOV
Get McQueen!!

Grem and Acer are already out the door ---

EXT. SIDE STREET - SAME

Finn speeds into view, in time to see Zundapp turn a corner out of sight.

FINN
Holley. I'll get Zundapp, you help Mater.

EXT. TRACK - SAME

Holley, still in the air, turns ---

HOLLEY
Got it!

FARTHER UP THE TRACK - Holley THUNDERS past Francesco and out of sight.

FRANCESCO
What is happening?!

EXT. STREETS OF LONDON - SAME

Finn screams around a corner, sees ---

--- Professor Zundapp, speeding toward docks along the Thames where a COMBAT SHIP waits.

COMBAT SHIP
Hurry, Professor!

ON ZUNDAPP - With Finn gaining fast, he accelerates. Suddenly
--- WHAP!

He's been TETHERED by Finn with tensile cables now attached
to his rear end. Zundapp SCREAMS like a little girl.

FINN
Do you really think I'm going to
let you float away, Professor?

Finn reels him in. Zundapp spins his wheels, caught.

Suddenly Zundapp miraculously, inconceivably, GAINS TRACTION!
Now it's FINN'S WHEELS that are spinning.

ON THE COMBAT SHIP - the ELECTROMAGNET has been turned
outward and switched on. He's PULLING ZUNDAPP AND FINN IN
with the magnetic force. He pulls out a laser, TARGETS it at
Finn's windshield.

CUT TO:

EXT. LONDON STREETS - SAME

Mater, still towing McQueen, rockets around a corner, zips
down another street ---

MATER
McQueen, let go!

MCQUEEN
Never!

They pass a Gremlin with a headset.

ON GREM AND ACER - Down another side street. They get this
message, take off in the opposite direction.

CUT BACK TO:

EXT. DOCKS NEAR THE THAMES - CONTINUOUS

FINN, tires squealing, loses more and more ground to the
boat. Zundapp, the "rope" in this tug-of-war, buckles under
the tension.

PROFESSOR ZUNDAPP
Give it up, McMissile!

Finn releases a mess of bullets, grenades, and other weaponry
into the air ---

THE MAGNET SUCKS it in quickly like a black hole ---

THUNK! It all sticks to the magnet, right next to Finn's bullets. They're BOMBS, GRENADES, ROCKETS and one little detonator with a flashing, beeping light.

Off the boat's RXN ---

CUT TO:

ANOTHER PART OF LONDON, AT STREET LEVEL

KA-BOOOOOOM! A distant explosion (miles away) festoons into the air, visible over the rooftops. Holley suddenly WINGS into view. She sees ---

Mater and McQueen, speeding up the street.

HOLLEY

Mater, stop!

MATER

No way! You could get hurt!

Then she looks over, catches a glimpse of GREM AND ACER, bearing down on them from a side street. They're going to broadside Mater and McQueen.

HOLLEY

Oh no.

ON MATER AND MCQUEEN - They're not aware of the impending impact.

Holley DROPS FROM THE SKY, hits the pavement, SKIDS into the path of the AMCs and DEFLECTS THEM. They FLIP OVER Holley, Finn and McQueen and sail ---

--- INTO A PUB ---

--- where they skid across the room and SLAM into the bar, knocking a ROW OF BEER MUGS to the ground.

IN THE PUB - MOMENTS LATER

Grem and Acer are pulverized by the bar patrons.

EXT. LONDON STREET - MOMENTS LATER

Holley, McQueen and Mater are now stopped.

HOLLEY

Mater, we've got to get that bomb off you.

She's already SCANNING the bomb, working away.

MCQUEEN

Bomb?

MATER

Yeah, they strapped it to me to kill you as a back-up plan.

MCQUEEN

Back-up plan? Mater, who put a bomb on you?

PROFESSOR ZUNDAPP (O.S.)

Ahhhhh!

Professor Zundapp suddenly ROLLS to a stop next to (a now totally freaked) McQueen, entangled in grappling hooks care of ---

--- Finn, who has him leashed.

PROFESSOR ZUNDAPP

(to McQueen)

You. Why didn't my death ray kill you?

MCQUEEN

Death ray?

FINN

Turn off the bomb, Zundapp!

PROFESSOR ZUNDAPP

Are you all so dense? It's voice-activated. Everything is voice-activated these days.

MATER

Deactivate! Deactivate!

BOMB'S COMPUTER VOICE

Voice denied.

The BOMB suddenly TRANSFORMS into a TIME BOMB, now complete with a countdown mechanism from 4:59... 4:58... Mater GASPS.

PROFESSOR ZUNDAPP

Oops. Did I forget to mention that it can only be disarmed by the one who activated it?

Holley immediately shoves a GUN in Zundapp's grill.

HOLLEY

Say it!

PROFESSOR ZUNDAPP

Deactivate.

BOMB'S COMPUTER VOICE

Voice denied.

THE BOMB'S TIMER: It loses a full minute! Goes from 4:48 to 3:48 to 3:47... Mater GASPS.

PROFESSOR ZUNDAPP

(grinning)

I am not the one who activated it.
Would anyone else like to try?

ZZZZZZATTT! Holley shocks him unconscious.

FINN

(to Holley)

You read my mind.

HOLLEY

He was getting on my nerves.

MCQUEEN

What do we do?

VICTOR HUGO (O.S.)

It's very simple.

VICTOR HUGO blocks the entrance to a side street. He's surrounded by Hugo relatives.

VICTOR HUGO

You blow up.

The four streets surrounding them are now blocked by each of the Lemonheads and their families.

MCQUEEN

(to Mater)

I'm gonna go out on a limb here.
These are the guys that want me
dead, correct?

VLADIMIR TRUNKOV

It's nothing personal.

MATER

(to the Lemons)

Fellers, listen.

(MORE)

MATER (CONT'D)

I know what you're going through.
Everybody's been laughing at me my
whole life too ---

McQueen turns to Mater - he wasn't expecting that.

The Lemons all eye each other, considering Mater's words.

MATER

--- but becoming powerful and rich
beyond your wildest dreams ain't
gonna make you feel better.

J. CURBY GREMLIN

Yeah, but it's worth a shot.

WHOOM!!! He's BROADSIDED by a blast of water from O.S.

It's Red! He's sitting outside an underground entrance,
followed by Sally and the rest of the Radiator Springs gang.

ALL OUT WAR ensues between the LEMONS, RADIATOR SPRINGS along
with FINN and HOLLEY.

FINN attaches his four-way cable hooks to the thugs and
springs high in the air, crushing the four of them together.

HOLLEY SPROUTS her wings, and knocks out two cars on her
side.

VARIOUS SHOTS OF RADIATOR SPRINGS KICKING BUTT:

Guido pulls some LEMON tires off with his air gun. In seconds
he has a stack of lugnuts next to him.

GUIDO

Pit stop.

The two Pacers' tires all FALL OFF.

Flo hits VLADIMIR TRUNKOV with her high-beams, BLINDING HIM.
Sheriff BOOTS him.

SHERIFF

Not today, boys!

Guido pushes away his tireless thug, YELLING AT HIM IN
ITALIAN.

Mater KARATE CHOPS lemons, three and four at a time.

Ramone SPRAY PAINTS a lemon's windshield.

TUBBS PACER

Retreat!

A few Lemons turn back the way they came. BLOCKING THEIR PATH are a line of BRITISH MILITARY VEHICLES clad in digital camo, led by SARGE.

SARGE

Thanks for the help, Corporal.

BRITISH CORPORAL

Anything for one of pop's mates.

And in the middle of all of this craziness we CUT TO ---

--- MATER. WRENCH BITS are strewn all around him as Guido tries wrench after wrench to take the bolts off. No dice. Guido gestures wildly, spits Italian a mile a minute.

MCQUEEN

What's he saying?! What's wrong!?

LUIGI

None of his wrenches fit the bolts!

This is a light bulb moment for Mater. He eyes the bolts.

MATER

I get it. I get it! I know what needs to be done.

MCQUEEN

Then do it!

MATER

What? No, I can't do it. Look, nobody takes me seriously. I know that now. This ain't Radiator Springs.

MCQUEEN

Yes it is.

Mater looks at McQueen. It is?

MCQUEEN

You're yourself in Radiator Springs. Be yourself here. And if people aren't taking you seriously, then *they* need to change. Not you. I know that, because I was wrong before. Now you can do this. You're the bomb.

MATER
Thanks, buddy.

MCQUEEN
No no no, you're the *actual* bomb.
Now let's go!

MATER
Oh, right! Hang on!

Mater HOOKS McQueen and they're off.

They SHOOT PAST FINN, who's in the middle of battling lemons.

FINN
Where's he going?

ON MATER AND MCQUEEN - Flying down a side street.

MATER
Computer!

MATER'S COMPUTER
Yes, Agent Mater.

MATER
I need that thing you done before
to get me away from McQueen!

MATER'S COMPUTER
Request acknowledged.

The ROCKET THRUSTERS kick in. They head right for a WALL.

MCQUEEN
Mater...

MATER
Now I need you to do the chute, the
second kind not the first!

MATER'S COMPUTER
Deploying chute.

Mater's chute POPS OPEN, catching air and sending Mater and
McQueen SAILING INTO THE AIR.

Mater starts to steer them the direction he wants. He and
McQueen are FLYING OVER LONDON.

EXT. BALCONY - BUCKINGHAM PALACE - DAY

The QUEEN, her attendants, assorted dignitaries are here.

QUEEN
Who's winning the race?

Mater and McQueen drop from the sky. They land and skid to a halt just before the Queen's guards who DRAW THEIR WEAPONS.

QUEEN'S GUARD
Back up! Back away!

QUEEN
(star-struck)
It's Lightning McQueen!

QUEEN'S GUARDS
Get back!

MCQUEEN
No, no, it's okay! Tell them,
Mater. Explain.

MATER
Okay! Somebody's been sabotaging
the racers and hurting the cars and
I know who. Oh wait... Your
Majesty.

Mater BOWS to the Queen. In doing so, the TICKING TIME BOMB angles into view. The clock's at T-minus 1:53.

QUEEN'S GUARDS
- Bomb! - It's a bomb! - Everybody
down! - Look out!

FINN (O.S.)
Hold your fire! He can't disarm it!

Finn dives onto the platform and rolls between the Queen and Mater.

FINN
Mater, I don't know what you're
doing but stand down now!

MATER
(aside, to McQueen)
This ain't nothing at all like
Radiator Springs.

MCQUEEN
Mater, just cut to the chase!

MATER
Okay.

He turns to Miles Axlerod.

MATER

It's him.

MILES AXLEROD

What? Me? You've got to be crazy.

Everyone exchanges confused looks, including Finn and Holley.

MATER

I figured it out when I realized you all attached this ticking time bomb with Whitworth bolts. The same bolts that hold together that old British engine from the photograph. Holley! Show that picture.

HOLLEY

O-kay...

Holley projects the much discussed PHOTO OF THE ENGINE.

MATER

And then I remembered what they say about old British engines - "If there ain't no oil under 'em, there ain't no oil in 'em."

MILES AXLEROD

What is he talking about?

MATER

It was you leaking oil at the party in Japan. You just blamed it on me.

MILES AXLEROD

Electric cars don't use oil, you twit.

MATER

Then you're faking it. You didn't convert to no electric. We pop that hood we gonna see that engine from that picture right there.

Mater moves toward Miles Axlerod to pop his hood.

MILES AXLEROD

This lorry's crazy. He's going to kill us all!

Miles Axlerod BACKS UP to the edge of the stage.

MILES AXLEROD

Stay away!

HOLLEY

But Sir Axlerod created the race, Mater. Why would he want to hurt anyone?

MATER

To make Allinol look bad so everybody'd go back to using oil. I mean, he said it himself with that disguised voice.

MILES AXLEROD

"Dee-sguised voice?" What are you talking about? You're nuts, you are!

The QUEEN'S GUARDS have had ENOUGH. As has the PRINCE.

PRINCE WHEELIAM

This is going nowhere fast. We really should go, Grandmother.

QUEEN

One moment. I'd like to see where this is going.

FINN

Mater, he *created* Allinol.

MATER

Yeah, but what if he found that huge oil field just as the world was trying to find something else?

Mater sticks his ticking bomb-nose into Miles Axlerod's grill.

MATER

What if he came up with Allinol just to make alternative fuel look bad?

MILES AXLEROD

"What if?" You're basing this on a "What if"?!

GUARD

Okay, that's it.

And the QUEEN'S GUARDS spirit the Queen and Prince Wheeliam out of there FAST ---

MILES AXLEROD

Wait! Somebody save me! The lorry's
crazy!

Now it's just Miles Axlerod, Mater, McQueen, Finn and Holley.
Miles Axlerod's back tires slip on the edge of the podium as
he is cornered by Mater.

MILES AXLEROD

Keep away, you idiot!

00:00:08...

FINN

Mater!

HOLLEY

Mater!

00:03...00:02...

MILES AXLEROD

Someone do something!

Everyone FLINCHES, DUCKS or DIVES FOR COVER except McQueen,
Mater and Axlerod ---

MILES AXLEROD

You're insane, you are!
Deactivate!!

The bomb FREEZES at 00:01.

THE BOMB'S COMPUTER VOICE

Bomb deactivated. Have a nice day,
Sir Axlerod.

General shock all around. Miles Axlerod realizes what he's
done, looks terrified. Police surround him.

Mater FLINGS Miles Axlerod's hood open with his hook,
revealing AN INTERNAL COMBUSTION ENGINE, oil dripping from
all sides. It MATCHES the photo.

FINN

The engine from the photo.

HOLLEY

It's a perfect match!

MILES AXLEROD

How did the tow truck figure it
out?

MCQUEEN
 (to Mater)
 It's official. You're coming to all
 my races from now on.

MATER
 Now you're talking!

Tire bump.

EXT. BUCKINGHAM PALACE - DAY

A massive crowd packs the adjacent streets and parks.

INT. BUCKINGHAM PALACE - DAY

Mater does the requisite "silly faces" in an attempt to break
 the composure of a Buckingham Palace Guard. It isn't working.
 McQueen approaches.

MCQUEEN
 Mater, let's go. You're on.

INT. QUEEN'S CHAMBER - BUCKINGHAM PALACE - DAY

The Queen sits in attention at the front of the Main
 Ballroom. As Mater and McQueen approach:

LORD STEWARD
 Your Majesty. May I present for the
 investiture of honorary Knighthood
 of the British Realm. Tow Mater of
 Radiator Springs.

MCQUEEN
 Go get 'em, buddy.

McQueen joins his friends from Radiator Springs. Mater rolls
 forward. He bows, as if he's practiced it all day.

QUEEN
 I hereby dub thee "Sir Tow Mater."

Applause from all around.

MATER
 (looks up)
 "Sir?" Shoot, you can just call me
 Mater, Your Majesty. I don't wanna
 hear none of this "Sir" business.
 By the way, have y'all met each
 other? Queen? McQueen. McQueen,
 Queen. McQueen? McMissile.
 (MORE)

MATER (CONT'D)
 McMissile, McQueen. Queen?
 McMissile.

He continues introducing everyone as we CUT TO ---

EXT. RADIATOR SPRINGS - DAY

The town sign now reads "WELCOME TO RADIATOR SPRINGS - HOME OF LIGHTNING MCQUEEN AND SIR TOW MATER."

EXT. FLO'S - DAY

Cars surround Mater and McQueen. The rest of the Radiator Springs gang is here too, watches. VAN and MINNY are front and center.

MATER
 So there I was: rocket jets going full blast, McQueen hanging on for dear life when suddenly them two nasty lemons come out of nowhere, guns drawn. We was goners. But then out of nowhere, this beautiful spy car swoops in from the sky to save us!

MINNY
 That's a very entertaining story, young man.

VAN
 Oh, Minny, please. Come on, none of this happened. Rocket jets? Flying spy cars?

HOLLEY
 No, you're quite right. It does sound a bit far-fetched.

The crowd turns, sees HOLLEY, wings out, swooping in. FINN is right below her, driving up the street.

MATER
 Holley! Finn!

HOLLEY
 Hello, Mater. It's so nice to see you again.

MATER
 What're you doing here?

FINN
Our satellites picked up an urgent
communique.

LUIGI
So you got my e-mail.

MATER
Oh, man. Y'all is gonna have a
great time. Everybody! This here's
Finn McMissile. He's a secret
agent.

(whispers)
Don't tell nobody. And this is
Holley Shiftwell. She's ---

HOLLEY
I'm Mater's girlfriend. It's so
nice to meet you all.

Everyone is shocked. Including Mater. Guido's jaw drops.

LUIGI
(to Mater)
Guido believe you now.

FLO
(to Holley)
Whoa, honey. You got a nasty dent
there.

Indeed, Holley still wears the dent from when she saved Mater
from Grem and Acer.

VAN
(already crushing on her)
Was that from when you swooped in
and saved them in London?

MINNY
Van!

VAN
What? I'm just asking.

FLO
(to Holley)
Don't you worry, sweet pea. My baby
Ramone can get that fixed up for
you in no time.

RAMONE
Yeah, sure thing. No problemo. Just
let me go get my tools.

HOLLEY

Oh no no. I'm keeping that dent.
It's way too valuable.

Mater takes this in.

LIZZIE

A "valuable" dent? Oh, she's as
crazy as Mater.

MACK

Those two are perfect for each
other.

MCQUEEN

You know, there's one thing I still
don't get. The bad guys hit me with
the beam from the camera, right? So
why didn't I, you know...

MATER

Explode in a fiery inferno?

MCQUEEN

Yeah.

FINN

We couldn't figure that one out
either.

HOLLEY

Our investigation proved that
Allinol was actually gasoline. And
Miles Axlerod engineered it so that
when it got hit by the beam it
would explode.

MCQUEEN

Wait a second. Fillmore, you said
my fuel was safe.

McQueen turns to Fillmore. Everyone does.

FILLMORE

If you're implying that I switched
out that rotgut excuse for
alternative fuel with my all-
natural, sustainable, organic
biofuel just because I never
trusted Axlerod, you're dead wrong,
man.

(re: Sarge)

It was him.

SARGE
Once Big Oil, always Big Oil. Man.

FILLMORE
Tree hugger.

EXT. MAIN STREET - LATER

A banner says "Radiator Springs Grand Prix."

SHERIFF rolls up the street.

SHERIFF
The Radiator Springs Grand Prix is
about to begin! All spectators
clear the starting line!

MCQUEEN heads up Main Street, other racers following.

LEWIS HAMILTON
Man, I can't wait to get rockin'.
This is gonna be wicked.

JEFF GORVETTE
Yeah, we should do this every year.

MCQUEEN
I just figured, we never found out
who the world's fastest car is.
Plus: no press, no trophy. Just
racing - the way I like it.

FRANCESCO
Francesco likes it like this too.

McQueen SEES Sally. He and Francesco approach her.

MCQUEEN
Francesco. I'd like you to meet ---

FRANCESCO
Signorina Sally. It is official:
Lightning McQueen is the luckiest
car in the world.

SALLY
(swooning)
Why, thank you ---

FRANCESCO
Which he will have to be to have a
chance against Francesco today.

Francesco turns to leave. As he's moving away:

FRANCESCO

See you at the finish line, Mc---

Francesco STOPS.

FRANCESCO

What is that?

McQueen has a new bumper sticker: "Ka-ciao, Francesco."

MCQUEEN

It's just something I had made up
for the occasion.

FRANCESCO

Is good, McQueen. Very funny. It
was funnier when I did it, but
it's very funny. What are you going
to do next? Are you going to take
off your fenders? Try it. You'll
like it.

Francesco leaves. We stay with McQueen and Sally.

SALLY

So he's not so good-looking.

MCQUEEN

Yeah. Nice try.

SALLY

I'm serious.

MCQUEEN

That's why I love you, Sally.
(as he leaves)
Wish me luck.

SALLY

You don't need it!

He drives off. Flo approaches Sally.

FLO

Mmm-mmm. That Francesco is fine-
looking.

SALLY

And those open wheels.

FLO

I'm gonna have to go get myself
some coolant.

EXT. MAIN STREET - LATER

The racers at the starting grid. ON THE TRAFFIC LIGHT in the center of town. It goes from RED to GREEN!

The RACERS SPEED OFF, tearing up main street and out of town, blazing past tourists ---

EXT. WILLY'S BUTTE - DAY

As the racers, led by McQueen and Francesco, take the wide, sweeping turn around Willy's Butte we CRANE UP to see MATER, FINN, HOLLEY, and the Radiator Springs gang watching. Everyone CHEERS.

MATER

Go McQueen!! Whoo-hoo!!!

Holley gets an alert.

HOLLEY

Finn, time to go. Siddeley's gassed, geared and ready to fly.

Finn starts to back up.

MATER

You're leaving already?

FINN

We've got another mission, Mater. Just stopped by here to "pick something up."

They both eye Mater, expectantly.

MATER

Something tells me you're not talking about souvenir bumper stickers.

FINN

Her Majesty asked for you personally, Mater.

MATER

But I told you all before. I'm not a spy.

HOLLEY

We know.

FINN

Spy or not, you're still the smartest, most honest chap we've ever met.

HOLLEY

Don't forget massively charming.

Mater looks over at Holley. He looks touched.

MATER

Well, thanks. But as much fun as it was hanging with y'all, this...

He looks over to his friends who watch the race, CHEER MCQUEEN ON.

MATER

This is home.

HOLLEY

That's alright, we understand. But I'll be back. You still owe me that first date.

FINN

If there's ever anything I can do for you, just let me know.

MATER

Well, I sure appreciate that, thank you.

(thinks)

Actually... there is one thing.

CUT TO:

EXT. RADIATOR SPRINGS - MOMENTS LATER

MATER, blazing forward fast.

MATER

Whoo-hoo!!!

He ROCKETS FORWARD, through the whole town. In doing so he GRABS A BROKEN DOWN OTIS, hooking him ---

OTIS

Whoa!!!

--- and TOSSING him right into Ramone's.

OTIS (O.S.)

Thanks, Mater!

ON THE "RACE TRACK" - Mater flies past ALL the racers,
including Francesco ---

FRANCESCO
Impossible!

--- until he approaches MCQUEEN.

MCQUEEN
Mater!?

MATER
(keeping pace)
Check it out. They let me keep the
rockets!

MCQUEEN
I'll see you at the finish line,
buddy!

MATER
Not if I see you first!

McQueen and Mater peel away from the rest of the racers, lead
them off the road and into the dirt for another lap. The two
friends are side by side when we FADE OUT.

THE END