CHEESASAURUS REX
in
"The Sharp, Tangy Revenge of Cheesefinger"
or
"Cheesefinger Rules!"

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Scene: Cheesasaurus Rex, Bearacuda, Bearelina and Albearto are aboard their flying pirate ship, "The Flying Dutchmeunster," soaring high above Oni'Land. Cheesasaurus Rex is at the helm. Bearacuda and Bearelina are hoisting canvas of some such. Albearto is near the anchor capstan, reading a map (upside down). Show the whole ship, clearly airborne.

Copy:

One day, as Cheesasaurus Rex and his pirate crew sail high above Oni'Land in their faithful ship, the Flying Dutchmeunster...

Ahoy, Albearto! Have you plotted our course, yet?

Um, no, Cap'n Cheesasaurus Rex... but I think we're flying in the right direction!

Albearto's lucky we're good pirates, or else we'd make him walk the plank!
Panel 2

**Scene:** Medium shot as Albearto bumps into the capstan and trips.

**Copy:**

ALBEARTO
Maybe I should go up in the crow's nest and take a look...

ALBEARTO (2nd)
Whoops!

Panel 3

**Scene:** Albearto tumbles overboard, the capstan is spinning wildly, the anchor, having been released, is plummeting groundward. In the background, Bearacuda shouts and points, and Bearelina turns to see the crisis.

**Copy:**

ALBEARTO
Yeowww!

BEARACUDA
Bear overboard! Do something, **Bearelina**!

BEARELINA
Aye, aye, **Bearacuda**!
Panel 1

**Scene:** Bearelina "freezes" Albearto in mid-air while Bearacuda is spinning a lasso, preparing to throw Albearto a rope. Bearacuda is on his skateboard, here, zooming along the rail.

**Copy:**

BEARELINA

Freeze!

BEARACUDA

Nice work, Bearelina! I'll haul Albearto back aboard!

Panel 2

**Scene:** Albearto, aided by Bearacuda, scrambles back aboard. Cheesasaurus Rex notices that the anchor is falling! Shoot this from above, 3/4 OH. Show the spinning capstan, too.

**Copy:**

ALBEARTO

Thanks, Bearacuda.

CHEESASAURUS REX

Oh, no! The anchor's headed straight for Oni'Land!

Ahoy, below!

Panel 3

**Scene:** View of Oni'Land. It should look like some sort of suburban setting—houses and swimming pools and children playing in the yards. We should see various KRAFT products built in, i.e. KRAFT Singles used as rafts in swimming pools, cars that look like KRAFT Handi-Snacks, a sidewalk or two made of KRAFT Macaroni and Cheese boxes instead of bricks. They Flying Dutchmeunster's anchor catches on a house and is
tearing it up out of the ground. The house's roof is made of KRAFT Singles shingles.

**Copy:**

CHEESEASAURUS REX

Oops! I don't think those people **wanted** to move!

**Panel 4**

**Scene:** Show the house (which is in the process of flying away) and a man and a woman standing where the house used to be. The woman looks a little miffed, but the man is smiling and pointing up at the sky.

**Copy:**

Woman

**Hey!** Someone's talking our house away.

Man

It's okay--it's **Cheesasaurus Rex**! I'm sure he'll bring it right back!

**Panel 5**

**Scene:** The ship is in the sky, lowering the house back down to where it was. We see Cheesasaurus Rex leaning over the side of the ship, shouting directions.

**Copy:**

CHEESEASAURUS REX

Lower it down! A little to the right! Now to the left! No, your **other** left!
Panel 1

Scene: Cheesasaurus Rex and friends are on the ground now; their ship is parked in the front yard of the house they just returned. They're talking with the man and woman—the woman is giving them all KRAFT Handi-Snacks. Albearto is talking about how yummy the roof looks.

Copy:

Woman
Thanks for putting our house back! Here, help yourself to some KRAFT Handi-Snacks!

CHEESASAURUS REX
Thanks!

ALBEARTO
Wow--KRAFT Singles shingles! You've got the world's best-tasting roof!

Panel 2

Scene: Suddenly, Jeff and Sarah pop into the picture, along with three new kids: Terri, a Japanese girl; Kevin, a black boy; and Margie, a Hispanic girl. The three new kids are amazed—Jeff and Sarah looked thrilled. Cheesasaurus Rex smiles at the kids.

Copy:

JEFF & SARAH
Yay! We're in Oni'Land!

CHEESASAURUS REX
Welcome back, Jeff and Sarah! But who are your friends?

Panel 3

Scene: Terri, Kevin, Margie and Albearto stand in a line, giving their names.
Copy:

I'm Terri!

I'm Kevin!

I'm Margie!

I'm hungry!

Panel 4

Scene: Cheesasaurus Rex and the others are climbing back into their ship. The five kids follow. The man and woman are smiling and waving goodbye. Cheesasaurus Rex tells the kids that they're just in time.

Copy:

CHEESEAS AURUS REX
Well, you're just in time to join us for our voyage around The Cheddarhorn!

BEARELINA
It's Oni'Land's biggest mountain!

Panel 5

Scene: A view from the ship: Kevin is pointing excitedly at The Cheddarhorn, which is melting. A beam like a ray of sunlight, only brighter, is coming from overhead and turning the mountain into a river of hot, molten cheese.

Copy:

KEVIN
The Cheddarhorn is big, all right, but not for long! Look! It's melting!
Oh, no!!
Panel 1

Scene: The ship and its crew are coming down for a landing at the base of The Cheddarhorn. The hot cheese is flowing right towards them—and towards Sharpsburg, located at the foot of the mountain.

Copy:

BEARELINA
All that hot cheese if flowing right towards Sharpsburg!

TERRI
The town will be turned into a fondue dish!

MARGIE
Cheesasaurus Rex, we have to do something!

Panel 2

Scene: Bearelina freezes the cheese, but she can't hold it—there's too much of it, and more on the way. Bearacuda takes off on his skateboard. Show Bearelina's freeze stars melting.

Copy:

BEARELINA
Freeze!

BEARELINA (2nd)
It's not working! It's too hot!

MARGIE
We have to build a dike!

BEARACUDA
I'll get what we need!
Scene: In a fast and furious flurry, Bearacuda (on his board) throws KRAFT products overboard and the Cheese and Macaroni Friends set up a wall of giant KRAFT Handi-Snacks and singles at the foot of the mountain, creating an effective dike.

Copy:

BEARACUDA
We're almost finished!

TERRI
Bearelina and I found some more KRAFT singles!

ALBEARTO
For the dike?

BEARELINA
No, silly, to eat after we're done! Yum!

Panel 4

Scene: Cheesasaurus Rex and the others cheer as the cheese flows away from Sharpsburg and into the Cheese Seas.

Copy:

CHEESASAURUS REX
Yay! The cheese is flowing away from Sharpsburg--right into the Cheese Seas!

GROUP
Hurray!

ALBEARTO
That's a wonderful dike, Bearacuda!
Panel 1

**Scene:** We're in the Sharpsburg Town Hall. The mayor of Sharpsburg, Mrs. Elb'oni, expresses her gratitude to the little group.

**Copy:**

**CAPTION**

At the **Sharpsburg Town Hall**...

**MRS. ELB'ONI**

As Mayor of Sharpsburg, I'd like to thank you and your good pirate crew for saving our town, Cheesasaurus Rex!

**CHEESEASAURUS REX**

Aw, it was a piece of cake, **Mrs. Elb'oni**. Cheesecake, that is!

Panel 2

**Scene:** The Mayor now tells them that the people of Oni'Land have an ever bigger problem. As the Mayor explains the problem she holds an official looking letter with the Overbl'onia State seal. State seal should look like the cloud Kevin sees in Panel 4.

**Copy:**

**MRS. ELB'ONI**

But I'm afraid we have an ever bigger problem!

**MRS. ELB'ONI (2nd)**

Every citizen of Oni'Land has received an **official letter** informing them that the **State of Overbl'onia** has annexed Oni'Land.

Panel 3

**Scene:** The Mayor continues as Cheesasaurus Rex and the others look upset, wondering who would do such a thing.

**Copy:**
MRS. ELB'ONI
Now everyone in Oni'Land must pay the Cheese Tax!

CHEESASAURUS REX
Who could be behind such an evil scheme?

Panel 4

Scene: Kevin stares at a strange-shaped cloud. He's holding the letter so we can see the cloud-shaped seal which is identical to the cloud.

Copy:

KEVIN
I wonder...

Panel 5

Scene: Back at their ship, Kevin points up to the sky, toward a cloud that hangs over Oni'Land. It is huge and stationary.

Copy:

CAPTION
Back at The Flying Dutchmeunster...

KEVIN
Look at that cloud, Cheesasaurus Rex! It doesn't seem to be moving! And it looks vaguely familiar...

CHEESASAURUS REX
You're right, Kevin.

Panel 6

Scene: Cheesasaurus Rex and the others get back on their ship. They're off to investigate.

Copy:
CHEESEASAURUS REX
Come on, everyone! Let's go take a closer look!
Panel 1

Scene: Above the cloud, which is just a disguise, the crew finds an astonishing sight—a huge platform, big enough to hold an entire country, held aloft by four huge dirigible-type balloons. In the center, poised above a hole through which it can fire, is a huge, powerful heat ray, powered by big solar collectors. The crew is amazed.

Copy:

SARAH
Wow! This must be Overbl'onia!

JEFF
It's huge!

ALBEARTO
But what's that contraption?

Panel 2

Scene: Focus on the astonished crew, although we can still see the heat ray thing.

Copy:

KEVIN
That's what was melting The Cheddarhorn! It's a giant heat ray!

Panel 3

Scene: As the ship sails closer, a giant TV monitor, as big as a movie screen, held aloft by balloons, floats toward them.

Copy:

BEARELINA
Look! A big-screen TV!
MARGIE
Something tells me we're not going to see *cartoons* on that thing!

Panel 4

**Scene:** The image of Cheesefinger forms on the screen, telling the crew to surrender or else!

**Copy:**

CHEESEFINGER
I, *Cheesefinger*, will have all the cheese in the world for myself--and you can't *stop* me, Cheesasaurus Rex!

CHEESEFINGER (2nd)
Mess with me, and I'll *scuttle* your cheesy pirate ship and you with it!

Panel 5

**Scene:** Everyone on the ship looks scared and worried as the TV screen floats away.

**Copy:**

TERRI
Cheesefinger looks *scary*!

BEARELINA
He is scary!

CHEESASAURUS REX
We can't let him take all the cheese in Oni'Land--we have to *stop* him!
Scene: Inside the royal palace, we see Cheesefinger striding away from the broadcasting equipment that projected his image on the screen. We can see several TV monitors which show various images: The Flying Dutchmeunster, the worried pirates, Overbl'onia, and possibly Cheesefinger exiting the "set." Meanwhile, Kitty Hawk is flying into the room, right behind Bob Cat, who's clawing a chunk out of the door frame on his way in. Bringing up the rear is Cat Napper, who looks exhausted, and is yawning.

Copy:

CAPTION
In the Royal Palace of Overbl'onia...

CHEESEFINGER
That was a waste of time! Cheesasaurus Rex and his pirates are too brave to be scared away!

KITTY HAWK
Cheesefinger! You sent for us?

BOB CAT
You want somebody clawed, maybe?

CAT NAPPER
Ho-hum!

Panel 2

Scene: Cheesefinger explains the situation. Kitty Hawk and Bob Cat listen intently. Cat Napper is learning on something, dozing and starting to fade out!

Copy:

CHEESEFINGER
You, my loyal Thumbscrews, must stop those pirates before they ruin my evil plans!

CHEESEFINGER (2nd)
They won't give up easily!

**KITTY HAWK**

**We'll** fix 'em!

**Panel 3**

**Scene:** Kitty Hawk hovers in mid air looking menacing. Meanwhile Cat Napper continues dozing and fading.

**Copy:**

**KITTY HAWK**

They won't know what hit 'em when **Kitty Hawk** swoops in for an air strike!

**Panel 4**

**Scene:** Bob Cat is slicing a TV monitor into sections with his claws. Cat Napper is almost entirely asleep and entirely invisible here.

**Copy:**

**BOB CAT**

They're going to need patchin' when **Bob Cat's** done scratchin'!

**Panel 5**

**Scene:** Focus on Cat Napper, or where he was standing. He's invisible now. Cheesefinger yells at him.

**Copy:**

**CHEESEFINGER**

**Cat Napper!** Wake up!

**CAT NAPPER**

(balloon to where he'd be)

**Zzz-z... hm?** Oh... yeah. I'll be their worst nightmare. If I can stay awake...

**Panel 6**

**Scene:** The Thumbscrews zoom off to do battle, with Cheesefinger urging them on! Kitty Hawk is carrying the other two, one by each hand. Cat Napper visible again, is yawning.

---
CHEESEFINGER
Go, my Thumbscrews! Sink them—or I'll have your whiskers plucked!

KITTY HAWK
That'd be cat-astrophic!

BOB CAT
He's so strict!
Panel 1

Scene: Still in the royal palace. Queen Brie, the queen of Overbl'onia, enters. She's a magnificent, regal woman. She's also in love with Cheesefinger. He greets her.

Copy:

QUEEN BRIE
Cheesefinger, my darling--! Is it true that pirates are attacking my beloved Overbl'onia?

CHEESEFINGER
Don't be afraid, Queen Brie! I have the situation under control!

Panel 2

Scene: Pull in closer as Cheesefinger and Brie talk. Remember, she's crazy nuts about this guy. He's preoccupied-looking.

Copy:

QUEEN BRIE
You're so tall and forceful and mysterious! I just know you're handsome under that hood!

QUEEN BRIE (2nd)
Ever since you first came here I've been crazy about you!

CHEESEFINGER
Look, Brie, I'm, uh, kind of busy...

Panel 3

Scene: More of the same—Brie is much closer to Cheesefinger now, but Cheesefinger's not paying much attention to Brie. He's rubbing his hands, contemplating getting all the cheese.

Copy:
QUEEN BRIE
Of course, dear! For a giant like you, seizing your destiny must come before romance!

QUEEN BRIE (2nd)
That's why I've committed all my country's resources to help you get what you deserve.

CHEESEFINGER
Uh-huh. Cheese. All of it!

Panel 4

Scene: Back to our friends in the pirate ship, who are trying to close in on the heat ray.

Copy:

CAPTION
Meanwhile...

KEVIN
We've got to get closer to the heat ray to destroy it!

Panel 5

Scene: Suddenly, the Thumbscrews jump onto the ship, in full attack mode. The crew is startled, but ready to defend themselves. Kitty Hawk is attacking Bearacuda, grabbing his arm. Bearacuda is on his skateboard.

Copy:

BEARELINA
Never mind that now--we've got other problems!

ALBEARTO
Oh, no! The Thumbscrews!

KITTY HAWK
Now, I've got you!

--
BEARACUDA

Wrong, limburger-breath!
Panel 1

Scene: Bearacuda takes off on his skateboard at top speed in circles, dragging the airborne Kitty Hawk along for the ride. She doesn't look happy about it.

Copy:

BEARACUDA

I've got you, you dizzy kitty!

KITTY HAWK

Help!

Panel 2

Scene: Bearacuda stops suddenly, and Kitty Hawk keeps on going, flying right over the side of the ship, in circles up into the sky.

Copy:

BEARACUDA

Bye-bye, Kitty Hawk!

KITTY HAWK

Oh, no! I'm out of control-I-I-I-I-l...!

Panel 3

Scene: Now it's Bob Cat's turn. We're near the edge of the ship here; Bob Cat is facing away from the edge. Bob Cat is coming at Bearelina, claws extended, confident that there will soon be fur-a-flying.

Copy:

BOB CAT

You'll never stop Cheesefinger!

BEARELINA
Don't be too sure, Bob Cat!

Panel 4

**Scene:** Bearelina freezes Bob Cat...

**Copy:**

BEARELINA

Freeze!

Panel 5

**Scene:** ...and pushes the "frozen" Bob Cat over the side of the ship, which is now over Overbl'onia.

**Copy:**

BEARELINA

Over you go!

Panel 6

**Scene:** Bob Cat lands in a fountain.

**Copy:**

BOB CAT

Hey! I hate taking baths!
Panel 1

Scene: The crew all turn to look at Albearto. They all have quizzical expressions—where'd the other Thumbscrew go? Albearto has his hands up—he's got no idea. However, he does appear to be standing on something invisible.

Copy:

BEARACUDA
I could've sworn there were three of them!

MARGIE
Where'd the other one go?

ALBEARTO
I haven't seen him!

Panel 2

Scene: From under Albearto's foot comes the tired-sounding cry of a cat who's in need of a nap—without someone's foot on him.

Copy:

CAT NAPPER
Ow! Would you mind not standing on me so that I can get some sleep?

Panel 3

Scene: On one of the screens we can see the pirate ship getting closer to Overbl'onia. Focus on Cheesefinger, he's angry. The heat ray is near by.

Copy:

CAPTION
Meanwhile, on Overbl'onia...

CHEESEFINGER

Cheesasaurus Rex

I can't **believe** the Thumbscrews **failed**! Well, I'm **not** giving up!

Panel 4

**Scene:** He mans the heat ray—he'll do it himself.

**Copy:**

CHEESEFINGER
I'll use the heat ray to **blast** their ship out of the sky.

CHEESEFINGER (2nd)
Soon, they'll be toasted cheese!

Panel 5

**Scene:** Back to the crew in the ship. Terri points—the heat ray is pointing straight at them.

**Copy:**

**CAPTION**
And, on the pirate ship...

**TERRI**
**Look out!** Cheesefinger is going to use that thing on **us**!

**ALBEARTO**
We'll be **melted cheese!**
Panel 1

Scene: Panic on the ship! Everyone runs around, shouting orders or suggestions on how to get away from the beam.

Copy:

TERRI
Batten down the hatches!

MARGIE
All ahead full!

KEVIN
We've got to get out of the way!

JEFF
Or we'll be **swiss cheese**!

SARAH
And I like cheddar better!

Panel 2

Scene: Albearto trips in his panic, falling on the steering wheel, which begins to spin wildly.

Copy:

ALBEARTO
Whoops!

Panel 3

Scene: We see the ship veer crazily to the side and the beam misses it completely...

Copy:

SARAH
--
Albearto! You steered us clear!

**ALBEARTO**

I did? That's right, I did!!

Panel 4

**Scene:** The heat ray blast that missed the Flying Dutchmeunster blows apart one of the dirigibles that holds Overbl'onia aloft.

**Copy:**

**CHEESASAURUS REX**

Uh-oh. I don't think he meant to do that.

Panel 5

**Scene:** Cheesasaurus Rex and company look on as Overbl'onia begins to list and fall.

**Copy:**

**ALBEARTO**

Overbl'onia is **falling**! Just like I always do.

**BEARACUDA**

If we don't save it, it'll be smashed into powdered Parmesan.

**BEARELINA**

But what can we **do**? It's way too big for me to freeze!
Panel 1

**Scene**: Panic on Overbl'onia. Everyone is dashing around, passing out parachutes, etc. Only Queen Brie remains regal and composed. A servant offers her a chute.

**Copy**:

**CAPTION**

Meanwhile, in the palace...

**SERVANT**

Parachute, Queen Brie?

**QUEEN BRIE**

No, thank you! A queen must go down with her country.

**QUEEN BRIE (2nd)**

I must find my beloved Cheesefinger--! So we can face this crisis together!

Panel 2

**Scene**: Back aboard the ship. Cheesasaurus Rex has an idea, and sends Albearto to lower the anchor.

**Copy**:

**CAPTION**

And, aboard the ship...

**CHEESEASAURUS REX**

I've got an idea! **Lower the anchor**, like you did before, Albearto!

**CHEESEASAURUS REX (2nd)**

**Without** falling overboard, though, okay?

**ALBEARTO**

Aye, aye, Captain!
Panel 3

**Scene:** The anchor drops. Cheesasaurus Rex shouts orders.

**Copy:**

CHEESASAURUS REX
A little to the right! Now to the left! No, to the right of your left!

Panel 4

**Scene:** The anchor snags the *edge* of Overbl'onia. Cheesasaurus Rex talks off panel.

**Copy:**

CHEESASAURUS REX
(off panel)

**Got it!**

Panel 5

**Scene:** The Flying Dutchmeunster has effectively taken the place of the deflated dirigible and is holding Overbl'onia steady again!

**Copy:**

CHEESASAURUS REX
We **did** it! We saved Overbl'onia!

**CREW**

Hooray!
Panel 1

Scene: Cheesefinger, still at the heat ray draws a bead on the Flying Dutchmeunster. Cheesasaurus Rex is starting to climb down the anchor chain.

Copy:

CHEESEFINGER

Now I've got you pirates in my sights! I'm going to melt you into cheese sauce...!

CHEESEFINGER (2nd)
Even if it means finding Queen Brie a new country!

CHEESASAURUS REX
We've got to grab Cheesefinger, quick! Come on, crew, follow me!

Panel 2

Scene: Brie blocks Cheesefinger's line of fire. He looks unhappy.

Copy:

QUEEN BRIE

No!

CHEESEFINGER

Aw, Brie...

Panel 3

Scene: Suddenly, Cheesasaurus Rex tackles Cheesefinger, who seems to crumble limply to the ground.

Copy:

CHEESEFINGER

Hey!
CHEESASAURUS REX
Hey yourself, you cheesy villain!

Panel 4

Scene: Cheesasaurus Rex finds himself holding nothing but a cloak and some Muppet-type controls. He's very confused. Brie is beside him, looking disappointed.

Copy:

CHEESASAURUS REX
Gone again? How does he do that?

QUEEN BRIE
Now I'll never know what my precious Cheesefinger looks like!

Panel 5

Scene: Large panel. Cheesasaurus Rex looks down at the real Cheesefinger—it's a mouse! Cheesefinger looks embarrassed. We see the crew all around—they look shocked.

Copy:

CHEESASAURUS REX
Oh, yes you will! There's the real Cheesefinger!

QUEEN BRIE
Oh, my gosh, you--you're a mouse?
Panel 1

**Scene:** The Thumbscrews are appalled. They look at each other with astonished expressions. Brie is also in the panel, looking a little disappointed.

**Copy:**

BOB CAT
You mean--we've been working for a *mouse*?

CAT NAPPER
(small letters)
Ooh, I'm so embarrassed...

KITTY HAWK
This is not going to look good on my resumé.

QUEEN BRIE
You're awfully *small*...

Panel 2

**Scene:** Brie gently picks up the mouse.

**Copy:**

QUEEN BRIE
But... you *are* kind of cute. And you're still *very* forceful!

Panel 3

**Scene:** Brie cuddles the mouse, and he's touched by her loyalty.

**Copy:**

CHEESEFINGER
You mean, you still *like* me?

QUEEN BRIE
Only if you promise to reform! No more being cheese-greedy!

CHEESEFINGER

Well... if you help... I guess...

Panel 4

Scene: Brie declares a day of celebration, and everyone cheers (except for Cat Napper, who has fallen asleep).

Copy:

QUEEN BRIE

I declare an Overbl'onia Day of Celebration--and all Cheese and Macaroni friends are guests of honor!

ALL

Yay!

Panel 5

Scene: Everyone is together, having a good time, including Queen Brie, the Thumbscrews, Cheesefinger the Mouse, and a lot of Cheese and Macaroni friends. Bearelina is handing out KRAFT gifts from the treasure chest, and everyone is eating KRAFT Singles, Handi-Snacks, and bowls of Macaroni and Cheese.

Copy:

SARAH

These KRAFT Singles are great!

MARGIE

So are the KRAFT Handi-Snacks!

KEVIN

And the KRAFT Macaroni and Cheese! Now this is the way to party!

CHEESEFINGER

Cheesasaurus Rex, I've been wrong! There really is enough cheese for everyone to share!

CHEESASAURUS REX
Everything turned out great--and we even found a good use for that heat ray!

Circle Inset

Scene: Close up of Cheesasaurus Rex and silhouettes of the group in the background.

CHEESASAURUS REX
It makes cooking KRAFT Macaroni and Cheese a snap!

ALL (burst)

Yay, Cheesasaurus Rex!

The End