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# Inside Out

By Pete Docter

BLACK.

JOY (V.O.)

Do you ever look at someone and wonder, "What is going on inside their head?" Well, I know. I know Riley's head.

WHITE. FADE IN...

INT. HOSPITAL - DAY

A newborn baby swaddled in a blanket, held by her parents. Push in... and ZOOM IN TO HER HEAD.

INT. HEADQUARTERS

Out of the blackness steps a glowing figure. This is JOY. The room is black except for a bright CONSCIOUSNESS SCREEN.

**JOY :**

Hmm?

In front of Joy is a single large BUTTON. She pushes it.

INT. HOSPITAL - CONTINUOUS

The baby gurgles and wiggles happily.

JOY (V.O.)

And there she was...

INT. HEADQUARTERS - CONTINUOUS

ON THE CONSCIOUSNESS SCREEN:

**MOM :**

Hello, Riley.

**DAD :**

Oh look at you. Aren't you a little bundle of joy?

A GOLDEN GLOWING SPHERE rolls from behind the screen. It's a MEMORY of what we just saw: Mom and Dad cooing at Riley.

**JOY :**

Whoa.

INSIDE OUT 2.

Joy rolls the memory on its track, illuminating the room. She turns back to the button and pushes it again.

INT. HOSPITAL - CONTINUOUS

Baby Riley gurgles happily.

JOY (V.O.)

It was amazing. Just Riley and me, forever...

INT. HEADQUARTERS - CONTINUOUS

Baby Riley CRIES.

JOY (V.O.)

...for 33 seconds.

Joy looks to her side. There's a new, droopy, blue character touching the button.

**SADNESS :**

I'm Sadness.

**JOY :**

Oh, hello. I'm Joy.

Joy tries to muscle past Sadness to press the button.

JOY (CONT'D)

Can I just... if you could... I just want to fix that. Thanks.

The two struggle.

JOY (V.O.)

And that was just the beginning.

Headquarters only got more crowded from there.

INT. MINNESOTA HOUSE - DAY

Riley, now age 3, barrels through the house pulling a wagon.

INT. HEADQUARTERS

**ON THE SCREEN:**

Fear "supervises" Joy, who drives.

INSIDE OUT 3.

**FEAR :**

Very nice. Okay, looks like you got this. Very good, sharp turn...

Riley approaches a POWER CORD on the ground.

FEAR (CONT'D)

Ahh! Look out!!! No!

Fear leaps to the console.

JOY (V.O.)

That's Fear. He's really good at keeping Riley safe.

INT. MINNESOTA HOUSE - CONTINUOUS

Riley stops. She cautiously steps over the power cord.

FEAR (O.S.)

Easy... we're good! We're good.

INT. HEADQUARTERS

A fear memory (purple) rolls in.

JOY/SADNESS

Whew!/Nice job.

**FEAR :**

Thank you! Thank you very much.

Joy jumps back into driving position.

**JOY :**

And we're back!

INT. MINNESOTA HOUSE - CONTINUOUS

Riley continues her sprint through the house.

Suddenly she's picked up.

INT. KITCHEN - CONTINUOUS

PLOP into highchair. Bib. Tray. Bowl.

**DAD :**

Here we go. Alright, open.

INSIDE OUT 4.

Dad lifts a spoonful of food to Riley's mouth.

INT. HEADQUARTERS

**JOY :**

Hmm. This looks new.

FEAR/SADNESS

Do you think it's safe?/What is it?

**ON THE SCREEN:**

DISGUST enters.

**DISGUST :**

Okay, caution! There is a dangerous smell, people. Hold on, what is that?

JOY (V.O.)

This is Disgust. She basically keeps Riley from being poisoned, physically and socially.

**DISGUST :**

That is not brightly colored or shaped like a dinosaur... Hold on guys... It's broccoli!

Disgust GAGS and pulls a lever.

INT. KITCHEN

**YOUNG RILEY :**

Yucky!

Riley swats the broccoli. It flies into Dad's face.

INT. HEADQUARTERS

A disgust memory (green) rolls in.

**DISGUST :**

Well, I just saved our lives. Yeah.

You're welcome.

INSIDE OUT 5.

INT. KITCHEN

**DAD :**

Riley, if you don't eat your dinner,  
you're not going to get any dessert.

INT. HEADQUARTERS

ANGER looks up from reading his newspaper.

**ANGER :**

Wait. Did he just say we couldn't  
have dessert?

JOY (V.O.)

That's Anger. He cares very deeply  
about things being fair.

**ANGER :**

So that's how you want to play it,  
old man? No dessert? Oh, sure,  
we'll eat our dinner, right after  
YOU eat this! GrrrrraaaAAHH!!!!

Anger takes the controls as FLAMES blast out of his head. An  
anger memory (red) rolls in.

INT. KITCHEN

Riley throws a fit. Dad distracts her.

**DAD:**

('flying' the spoon)

Hey, Riley, Riley, here comes an  
airplane!

INT. HEADQUARTERS

Anger stops screaming.

**ANGER :**

Oh, airplane. We got an airplane,  
everybody.

DISGUST/FEAR/SADNESS/JOY

Ohh!/Ahh!

INT. KITCHEN

Dad "lands" the food into Riley's smiling mouth.

INSIDE OUT 6.

INT. HEADQUARTERS

A happy memory (golden) rolls in.

The others leave Joy alone at the console with Sadness.

JOY (V.O.)

And you've met Sadness. She...

well, she...

FLASH CUTS of Riley crying: broken toy, spilled ice cream,  
tantrum in the supermarket, wanting out of her car seat.

JOY (V.O.)

I'm not actually sure what she  
does. And I've checked, there's no  
place for her to go, so she's good,  
we're good. It's all great!

Sadness exits. Joy turns to the wall of golden memories.

JOY (V.O.)

Anyway! These are Riley's memories--  
and they're mostly happy, you'll  
notice, not to brag.

She inspects one of the golden memories: Riley and her friend  
MEG (both age 3) going down a slide. She REWINDS it,  
relishing the happy moment.

JOY (V.O.)

But the REALLY important ones are  
over here. I don't want to get too  
technical, but these are called  
CORE MEMORIES.

Joy pops up the CORE MEMORY HOLDER. Inside are five intensely  
bright golden memories.

JOY (V.O.)

Each one came from a super-  
important time in Riley's life.

Like when she first scored a goal?

That was so amazing!

EXT. MINNESOTA LAKE, WINTER - DAY

Two-and-a-half-year-old Riley shoots a hockey puck across the  
ice. She trips and accidentally scores a goal.

INSIDE OUT 7.

MOM/DAD

(cheering)

Heeey! Would you look at that?! We got a future center here!

INT. HEADQUARTERS

A super-bright CORE MEMORY rolls in.

It rolls to the Core Memory Holder. Clicking into position, a LIGHTLINE shoots out. The Emotions follow it to the back window and watch a new ISLAND OF PERSONALITY form.

JOY (V.O.)

And each core memory powers a different aspect of Riley's personality. Like Hockey Island!

Five ISLANDS OF PERSONALITY float in space, miles from Headquarters, connected by LIGHTLINES -- their power sources.

JOY (V.O.)

Goofball Island is my personal favorite.

INT. MINNESOTA LIVING ROOM - NIGHT

Toddler Riley runs naked from the bathroom, underpants on her head, laughing wildly. Dad chases her with a towel.

**DAD :**

Come back here, you little monkey!

INT. HEADQUARTERS

Goofball Island activates: lights, movement, etc.

INT. MINNESOTA LIVING ROOM

Naked Riley does the goofy dance on the sofa.

INT. HEADQUARTERS

JOY (V.O.)

Yup, Goofball is the best! Friendship

Island is pretty good too.

Joy looks at FRIENDSHIP ISLAND.

INSIDE OUT 8.

EXT. SIDEWALK - DAY

Riley and Meg walk leg over leg, arms linked, laughing.

INT. HEADQUARTERS

Joy inspects Honesty Island.

JOY (V.O.)

Oh, I love Honesty Island! And that's the truth!

INT. MINNESOTA HOUSE - DAY

A guilty Riley stands by a broken plate. She reveals a HAMMER from behind her back.

INT. HEADQUARTERS

Joy examines Family Island.

JOY (V.O.)

And, of course, Family Island is amazing.

EXT. MINNESOTA KITCHEN TABLE - DAY

The family decorate cookies together. Riley stuffs one into Dad's mouth.

INT. HEADQUARTERS

The Emotions look out over the Islands of Personality.

JOY (V.O.)

The point is, the Islands of Personality are what make Riley... Riley!

INT. BATHROOM

Riley splashes in the bathtub.

**YOUNG RILEY :**

Look out, mermaid!

INSIDE OUT 9.

INT. MINNESOTA LIVING ROOM

Riley climbs the couch. She looks at the floor.

INT. HEADQUARTERS

Joy projects an IMAGINATION of LAVA onto the screen.

INT. MINNESOTA LIVING ROOM

**YOUNG RILEY :**

Lava!

Riley jumps from couch to chair to avoid the lava.

INT. MINNESOTA HOUSE

Riley draws. Pull back to reveal she's drawing on the wall.

**YOUNG RILEY:**

(singing)

Who's your friend who likes to play? Bing Bong, Bing Bong...

EXT. MINNESOTA LAKE - DAY

Six-year-old Riley skates across the ice backwards.

MOM/DAD

Hey! Very nice! Where did you learn that?

INT. HEADQUARTERS

Joy skates around the room, in sync with Riley.

EXT. MINNESOTA FRONT STEPS - DAY



Riley and Meg slurp frozen drinks. Riley grimaces: ice headache!

INT. HEADQUARTERS

**FEAR :**

Brain freeze!

The Emotions scream as Headquarters freezes over.

INSIDE OUT 10.

EXT. MINNESOTA LAKE - DAY

A kids' hockey game. Riley takes a shot and scores!

INT. HEADQUARTERS

**JOY :**

Yaaay!

INT. RILEY'S MINNESOTA BEDROOM - NIGHT

Parents tuck Riley into bed and turn off the light.

**DAD :**

Good night, kiddo!

**RILEY :**

G'night, Dad.

She looks up at the stars on her ceiling and falls asleep.

INT. HEADQUARTERS

Joy watches the screen go DARK. She inspects the shelves mostly populated with GOLDEN MEMORIES.

**JOY :**

And... we're out. That's what I'm

**talking about:**

Nice job everybody! Let's get those memories down to Long Term.

Joy pulls a lever. Memories cascade down the shelves.

**FEAR :**

All right, we did not die today! I call that an unqualified success.

The memories pachinko down the shelves and up a tube. Joy runs to the back window to watch them glide through the distant tubes towards Long-Term Memory like falling stars.

JOY (V.O.)

And that's it! We love our girl.

She's got great friends and a great

house. Things couldn't be better.  
After all, Riley's 11 now. What  
could happen?

**CUT TO:**

INSIDE OUT 11.  
EXT. MINNESOTA HOUSE FRONT YARD - DAY

**Moving sign:**

INT. HEADQUARTERS

**JOY :**

Wha...?  
SADNESS/FEAR/ANGER/DISGUST  
AIIIIIGHH!!!  
EXT. DRIVEWAY - DAY  
SLAM! A packed car hatchback closes.  
INT. HEADQUARTERS

**JOY :**

Huh?  
SADNESS/FEAR/ANGER/DISGUST  
AIIIIIGHH!!!  
EXT. MINNESOTA STREET - DAY  
VROOM! A moving van drives away.  
INT. HEADQUARTERS

**JOY :**

OK, not what I had in mind.  
SADNESS/FEAR/ANGER/DISGUST  
AIIIIIGHH!!!  
EXT. AMERICAN HIGHWAYS  
A SERIES OF SHOTS: the family car drives across America. The  
car passes corn fields and rolling hills.

**TITLE CARD:**

Riley sleeps in the back seat. The car zips around a  
mountain curve, down a desert highway.  
Riley looks out the back window.  
INSIDE OUT 12.  
The car emerges from a tunnel onto the GOLDEN GATE BRIDGE.

**TITLE CARD:**

The car drives across the bridge. Riley looks out the window.

JOY (V.O.)

Hey look! The Golden Gate Bridge!  
Isn't that great?! It's not made  
out of solid gold like we thought,  
which is kind of a disappointment,  
but still!  
The car drives past the Ferry Building.

INT. HEADQUARTERS

**FEAR :**

I sure am glad you told me  
earthquakes are a myth, Joy.  
Otherwise I'd be terrified right  
now!  
Everyone eyes each other behind Fear's back.

**JOY :**

Uh... yeah.

EXT. LOMBARD STREET - DAY

The car is stuck in traffic. Cars HONK and people YELL.

INT. HEADQUARTERS

**ANGER :**

These are my kind of people!

EXT. MARKET STREET - DAY

**DAD :**

All right, just a few more blocks.

We're almost to our new house!

INT. HEADQUARTERS

**ANGER :**

Step on it, Daddy!

INSIDE OUT 13.

**DISGUST :**

Why don't we just live in this  
smelly car? We've already been in  
it forever.

**JOY :**

Which, actually, was really lucky,  
because that gave us plenty of time  
to think about what our new house

is going to look like! Let's review  
the top five daydreams.

Joy plugs in DAYDREAMS showing fantasy houses: tree house,  
water-slide house, etc.

**FEAR :**

Ooh! That looks safe!

**JOY :**

Ohh, this is will be great for  
Riley! Oh, no, no, no, THIS one.  
A gingerbread house.

DISGUST (O.S.)

Ugh, Joy. For the last time, she  
cannot live in a cookie.

A castle.

**ANGER :**

THAT'S the one! It comes with a  
dragon!

EXT. SAN FRANCISCO HOUSE - DAY

JOY (O.S.)

Now we're getting close, I can feel  
it. Here it is, here's our new  
house... and...

The car stops and Riley steps out.

**REVEAL:**

INT. HEADQUARTERS

Everyone looks slackjawed.

**JOY :**

Maybe it's nice on the inside.

INSIDE OUT 14.

INT. SAN FRANCISCO HOUSE - CONTINUOUS

Riley steps inside. The room is dark, dusty, uninviting.

ANGER (V.O.)

We're supposed to live here?

SADNESS (V.O.)

Do we have to?

DISGUST (V.O.)

I'm telling you, it smells like  
something died in here.

INT. HEADQUARTERS

A disgust memory rolls in.

**FEAR :**

Can you die from moving?

**JOY :**

Guys, you're overreacting. Nobody is dying-

**DISGUST :**

A DEAD MOUSE!!!

**ON THE SCREEN:**

DISGUST (O.S.) (CONT'D)

I'm gonna be sick...

ANGER (O.S.)

Great, this is just great.

FEAR (O.S.)

Ahhhhh!! It's the house of the dead! What are we gonna do?! We're gonna get rabies!!!

Fear jumps into Anger's arms. Anger fires up the flames.

**ANGER :**

GET OFFA ME!!!

Fear runs around on fire. Joy puts him out with a fire extinguisher.

**JOY :**

Hey, hey, hey, all through the drive Dad talked about how cool our new room is. Let's go check it out!

INSIDE OUT 15.

FEAR/ANGER/DISGUST (O.S.)

You're right, Joy/Yeah!/That's right!/Yes, yes, yes!

INT. SAN FRANCISCO HOUSE

Riley dashes up the stairs.

INT. RILEY'S ROOM - CONTINUOUS

It's tiny. Depressing.

FEAR/DISGUST/ANGER (O.S.)

No, no, no, no, no./I'm starting to envy the dead mouse./Get out the rubber ball, we're in solitary

confinement.

INT. HEADQUARTERS

**SADNESS :**

Oh, Riley can't live here.

**ANGER FEAR :**

She's right. Really bad.

**DISGUST ANGER :**

It's the worst. It's This house stinks.  
absolutely the worst.

Memories roll in: anger, disgust, fear.

**JOY :**

Hey, it's nothing our butterfly  
curtains couldn't fix. I read  
somewhere that an empty room is an  
opportunity.

**ANGER :**

Where did you read that?

**JOY :**

It doesn't matter. I read it and  
it's great. We'll put the bed  
there. And the desk over there...  
Joy projects an IMAGINATION of Riley's furniture.

**FEAR :**

The hockey lamp goes there...  
INSIDE OUT 16.

**ANGER DISGUST :**

Put the chair there. Well, the trophy collection  
goes there.

**SADNESS FEAR :**

Posters... Stars! I like that.

**JOY :**

Now we're talking! Let's go get our  
stuff from the moving van!

INT. SAN FRANCISCO HOUSE - DAY

Riley dashes down the stairs as Mom and Dad enter the house.  
Dad is on the phone.

**DAD :**

Alright. Goodbye.

(hangs up; to Mom)

Well, guess what? The moving van  
won't be here until Thursday.

**MOM :**

You're kidding.

INT. HEADQUARTERS

**FEAR :**

The van is lost?! This is the worst  
day ever!

**ON THE SCREEN:**

**MOM DAD :**

You said it would be here I know that's what I said. \*  
yesterday! That's what they told me!

FEAR (O.S.)

Mom and Dad are stressed out!

FEAR/ANGER/DISGUST/SADNESS

They're arguing!/What are we going  
to do?/This is so stressful./What  
is their problem?

Joy runs to storage and grabs what looks to be a LIGHTBULB.

**JOY :**

I've got a great idea!

She clicks the IDEA into the console.

INSIDE OUT 17.

INT. SAN FRANCISCO LIVING ROOM - DAY

Riley's face lights up. Riley grabs her hockey stick. Puts a  
wad of paper in play.

**MOM DAD :**

Did you even read the Honey, you act like this is  
contract? my fault--\*

**RILEY :**

Andersen makes her move. She's

closing in!

**DAD :**

(grabbing a broom)

Hey! Oh, no you're not!

**RILEY :**

She's lining up for the shot!

**DAD :**

Coming behind you! Watch out!

She slides past him. Knocks the "puck" into the fireplace.

**RILEY :**

She shoots and she scores! Yeah!

INT. HEADQUARTERS

The Emotions cheer. Out the back window, Family Island runs.

INT. SAN FRANCISCO LIVING ROOM - CONTINUOUS

**RILEY :**

(taunting Mom)

Come on, Grandma!

**MOM :**

Ha! "Grandma?"

INT. HEADQUARTERS

**JOY :**

Uh-oh, she put her hair up, we're  
in for it!

INSIDE OUT 18.

INT. SAN FRANCISCO LIVING ROOM

They all play hockey, Mom using a pillow to guard the "goal."

Dad picks her up to shoot past her.

**MOM :**

(laughing)

Woo! Hey, put me down!

Dad scoops up Riley, too. Riley giggles.

INT. HEADQUARTERS

A happy memory rolls in. Joy's back in charge.

INT. SAN FRANCISCO LIVING ROOM

Dad's cell phone beeps.



**DAD :**

Ugh. Sorry, hold on, hold on.

(answers)

Hello?

INT. HEADQUARTERS

**JOY :**

Wait. Wha--?

INT. SAN FRANCISCO LIVING ROOM

**DAD :**

You're kidding. All right. Stall for me, I'll be right there.

(hangs up)

The investor's supposed to show up on Thursday, not today! I gotta go.

INT. HEADQUARTERS

Joy is disappointed.

INT. SAN FRANCISCO LIVING ROOM

**MOM :**

It's okay. We get it.

INSIDE OUT 19.

**DAD :**

You're the best. Thanks, Hon.

(to Riley, as he leaves)

See you, Sweetie.

INT. HEADQUARTERS

**FEAR :**

Dad just left us.

**SADNESS :**

Oh, he doesn't love us anymore.

That's sad. I should drive, right?

JOY BLOCKS HER.

SADNESS (CONT'D)

Joy? What are you doing?

**JOY :**

Uh, just uh, gimme one second...

You know what I've realized? Riley hasn't had lunch!

(takes a memory off the wall and plays it)

Remember?

**MEMORY:**

INT. SAN FRANCISCO LIVING ROOM

**RILEY :**

Hey I saw a pizza place down the street. Maybe we could try that?

**MOM :**

Pizza sounds delicious!

INT. HEADQUARTERS

FEAR/ANGER/DISGUST

Yeah!/Pizza!/Good idea, Joy.

Joy smiles.

INT. PIZZA PLACE - DAY

Riley and Mom get their pizza. On it: broccoli.

INSIDE OUT 20.

INT. HEADQUARTERS

FEAR/JOY/DISGUST

What the HECK IS THAT?!/Who puts broccoli on pizza?/That's it. I'm done.

**ANGER :**

Congratulations, San Francisco, you've ruined pizza! First the Hawaiians, and now YOU!

EXT. SAN FRANCISCO STREET - LATER

Mom and Riley walk home. Riley looks disappointed.

**MOM :**

What kind of a pizza place only serves one kind of pizza? Must be a San Francisco thing, huh?

INT. HEADQUARTERS

Joy glances at the wall of multi-colored memories. She sighs: things are not going well.

EXT. SAN FRANCISCO STREET - CONTINUOUS

**MOM :**

Still, it's not as bad as the soup

at that diner in Nebraska.

**RILEY :**

Oh yeah. The spoon stood up in the soup by itself! That was disgusting.

INT. HEADQUARTERS

Joy looks out the back window. Family Island is going.

**JOY :**

Oh good. Family is running.

EXT. SAN FRANCISCO STREET

**MOM :**

The drive out was pretty fun, huh?

What was your favorite part?

INSIDE OUT 21.

INT. HEADQUARTERS

**ANGER :**

Spitting out the car window!

**DISGUST :**

Definitely not when Dad was singing.

**FEAR :**

Wearing a seat belt!

**JOY :**

What about the time with the dinosaur!

Joy pulls up a memory.

SADNESS/FEAR/ANGER/DISGUST

Yeah./Yup./That's the one.

**ON THE SCREEN:**

cement dinosaur in Vernal, Utah.

DAD (ON SCREEN)

Say cheese!

Behind Dad, the car rolls down the hill. No brakes!

RILEY (ON SCREEN)

Dad! Dad! Look behind you.

MOM (ON SCREEN)

Honey. The car! The car!

DAD (ON SCREEN)

Hold still. Huh?

(runs off after the car)

Stooooop! No no no nononono!!

Stegosaurus tail through the back window. The family laughs.

Enjoying the memory, Joy and the others chuckle.

**FEAR :**

Nice one, Joy.

EXT. SAN FRANCISCO STREET

**RILEY:**

(smiling)

I liked that time at the dinosaur.

That was pretty funny.

INSIDE OUT 22.

INT. HEADQUARTERS

Joy's cheer is cut short when the dinosaur memory TURNS BLUE.

EXT. SAN FRANCISCO STREET - DAY

Riley's smile fades.

INT. HEADQUARTERS

**JOY :**

Wait. What? What happened?

Joy looks back. Sadness is touching the memory.

**FEAR :**

She did something to the memory.

Joy tries to fix the memory.

**JOY :**

What did you do?

**SADNESS :**

I just touched it.

**JOY :**

That shouldn't make it change.

**FEAR :**

Change it back, Joy!

Joy rubs it, but the memory stays blue.

**JOY :**

I'm trying.

**ANGER :**

You can't change it back?

**JOY :**

No, I guess I can't!

**DISGUST :**

Good going Sadness. Now when Riley thinks of that moment with Dad, she's gonna feel sad. Bravo.

**SADNESS :**

I'm sorry Joy... I don't really know-- I thought maybe, if you-- if I-- if... I mean...

INSIDE OUT 23.

**DISGUST :**

Joy, we've got a stairway coming up.

EXT. SAN FRANCISCO STREET - DAY

Riley runs towards a stairway and handrail.

INT. HEADQUARTERS

**JOY :**

Just don't touch any other memories until we figure out what's going on.

**SADNESS :**

Okay.

**JOY:**

(stepping up to controls)

Alright. Get ready, this is a monster railing, and we are riding it all the way down!

EXT. SAN FRANCISCO STREET - CONTINUOUS

Riley sits on the railing, ready to slide.

INT. HEADQUARTERS

**Joy looks back:**

EXT. SAN FRANCISCO STREET

Riley goes to slide... but hops off and walks down instead.  
INT. HEADQUARTERS

**JOY :**

Wait, what? What happened?  
Suddenly a CORE MEMORY ROLLS up to Joy's feet.

**FEAR :**

A core memory!

**JOY :**

Oh no!  
INSIDE OUT 24.  
Out the back window, GOOFBALL ISLAND GOES DARK. Joy rushes to  
the Core Memory Holder.  
JOY (CONT'D)  
Sadness! What are you doing?

**SADNESS :**

It looked like one was crooked so I  
opened it and then it fell out!  
Joy pops the memory back in. GOOFBALL ISLAND comes back on.  
EXT. SAN FRANCISCO STREET  
Riley jumps back on the railing and slides down.

**RILEY :**

Woo hoo!  
INT. HEADQUARTERS

**SADNESS :**

It's just that... I wanted to maybe  
hold one.  
She reaches out to touch one, AND IT STARTS TO GO BLUE.

**FEAR :**

JOY!  
Joy pushes Sadness away before she can touch it.

**JOY :**

Whoa, whoa, whoa!  
The core memory TURNS BACK TO YELLOW.  
JOY (CONT'D)  
Sadness! You nearly touched a core  
memory. And when you touch them, we

can't change them back!

**SADNESS :**

I know. I'm sorry. Something's wrong with me. It's like I'm having a breakdown.

**JOY :**

You are not having a breakdown.  
It's stress.  
INSIDE OUT 25.

**SADNESS :**

I keep making mistakes like that.  
I'm awful...

**JOY :**

Nooo, you're not.

**SADNESS :**

...and annoying.

**JOY :**

Well... uh... You know what? You can't focus on what's going wrong. There's always a way to turn things around, to find the fun!

**SADNESS :**

Yeah. Find the fun. I don't know how to do that.

**JOY :**

Okay. Well, try think of something funny!  
Long pause.

**SADNESS :**

Oh! Remember the funny movie where the dog dies?

**JOY :**

Yeah, that's not...  
(tries another approach)

What about that time with Meg, when Riley laughed so hard milk came out of her nose? I mean come on...

**INSERT:**

**SADNESS :**

Yeah, that hurt. It felt like fire.

**JOY :**

Okay, okay, don't think of that. Let's try something else. What are your favorite things to do?

**SADNESS :**

My favorite? Um, well, I like it when we're outside.

**JOY :**

That's good! Like there's the beach and sunshine... Oh!

(MORE)

INSIDE OUT 26.

JOY (CONT'D)

Like that time we buried Dad in the sand up to his neck?

**INSERT:**

SADNESS (V.O.)

I was thinking more like rain.

**INSERT:**

**JOY :**

Rain? Rain... is my favorite too! We can stomp around in puddles...

**INSERT:**

JOY (CONT'D)

There's cool umbrellas, lightning storms...

SADNESS (V.O.)

More like when the rain runs down our back and makes our shoes soggy.



And we get all cold and shivery...

**INSERT:**

**SADNESS :**

...and everything just starts  
feeling droopy...  
Sadness melts to the floor, crying.

**JOY :**

Oh, hey, hey... easy. Why are you  
crying? That's really the opposite  
of what we're going for here.

**SADNESS :**

Crying helps me slow down and  
obsess over the weight of life's  
problems.

**JOY :**

Ugh, you know what? Let's think  
about something else. How about we  
read some mind manuals, huh? Sounds  
fun!  
She drags Sadness over to a shelf of technical manuals.

**SADNESS :**

I've read most of them.  
INSIDE OUT 27.

**JOY :**

Well have you read this one? This  
seems interesting: "Long-Term  
Memory Retrieval, Volume 47?"

**SADNESS :**

No.

**JOY :**

Ohhh! A real page turner!

**SADNESS:**

(opens manual; reads)  
"Long-Term Memory Data Selection

via channel sub-grouping?"

**JOY :**

See? Fun already! You lucky dog,  
you're reading these cool things and  
I gotta go work. Life is so unfair.  
Joy walks away. But just as she thinks things are handled...  
DING! Another memory -- Disgust -- slides in. Joy groans.

INT. SAN FRANCISCO HOUSE - NIGHT

Riley hops down the stairs towards the living room.

DAD (O.S.)

(on phone)

What can we do? We've only got  
capital to last a month, maybe two.  
If we can't find investors by then,  
we're going to have to lay people  
off.

Riley hears the stress in Dad's voice.

**RILEY :**

Mom! Dad! Come kiss me g'night!

**MOM :**

Be right there!

**DAD:**

(on phone)

I know, I know! We've got to land  
this, okay?

Riley heads back upstairs.

INSIDE OUT 28.

INT. RILEY'S ROOM - MOMENTS LATER

Riley climbs into her sleeping bag.

INT. HEADQUARTERS

**FEAR :**

Did you hear Dad? He sounded really  
upset.

INT. RILEY'S ROOM

STRANGE NOISES from outside. Headlights cast shadows on the  
wall. Riley looks scared.

INT. HEADQUARTERS

**FEAR :**

What was that? Was it a bear? It's a bear!

**DISGUST :**

There are no bears in San Francisco!

**ANGER :**

I saw a really hairy guy. He looked like a bear.

**FEAR :**

Oh, I'm so jumpy, my nerves are shot!

**DISGUST :**

Ew, I don't want to hear about your nerves!

**ANGER :**

I'll tell you what it is. This move has been a bust.

**FEAR :**

That's what I've been telling you guys! There are at least 37 things for Riley to be scared of right now!

**DISGUST :**

The smell alone is enough to make her gag.

INSIDE OUT 29.

**ANGER :**

I can't believe Mom and Dad moved us here!

**JOY :**

Look, I get it. You guys have concerns. But we've been through worse! Tell you what: let's make a list of all the things Riley should be HAPPY about!

**ANGER :**

Fine. Let's see... this house stinks, our room stinks...

**DISGUST :**

Pizza is weird here...

**SADNESS :**

Our friends are back home...

**FEAR :**

And all of our stuff is in the missing van!

**JOY :**

Oh c'mon, it could be worse...

**DISGUST :**

Yeah, Joy. We could be lying on the dirty floor. In a bag.

INT. RILEY'S ROOM

Riley is lying on the dirty floor in a sleeping bag.

INT. HEADQUARTERS

**JOY :**

Okay, I admit it, we had a rough start. But think of all the good things that-

**ANGER :**

No, Joy. There's absolutely no reason for Riley to be happy right now. Let us handle this.

**FEAR :**

I say we skip school tomorrow and lock ourselves in the bedroom.

INSIDE OUT 30.

**DISGUST :**

We have no clean clothes. I mean, no one should see us.

**SADNESS :**

Yeah, we could cry until we can't breathe.

**ANGER :**

We should lock the door and scream that curse word we know. It's a good one!

**JOY :**

Now hold on! Look, we all have our off days. You know, I-

**ON THE SCREEN:**

**MOM :**

Hi honey.

**ANGER :**

The Mom Bad News Train is pulling in! Toot toot!

INT. RILEY'S ROOM

Mom sits next to Riley.

**MOM :**

Still no moving van. Now they're saying it won't be here 'til Tuesday, can you believe it?

INT. HEADQUARTERS

**ANGER :**

Toot toot toot!

INT. RILEY'S ROOM

**RILEY :**

Where's Dad?

**MOM :**

On the phone. This new venture is keeping him pretty busy. Your dad's a little stressed -- you know, about getting his new company up and running...

INSIDE OUT 31.

INT. HEADQUARTERS

**ANGER :**

I rest my case!

Joy sighs. She falls back from the controls. Anger steps up to the console.

ANGER (CONT'D)

Now for a few well-placed withering scowls.

INT. RILEY'S ROOM

**MOM :**

I guess all I really want to say

**is:**

INT. HEADQUARTERS

**ANGER :**

Huh?

Anger drops the controls.

INT. RILEY'S ROOM

**MOM :**

You know, through all this confusion you've stayed... well, you've stayed our happy girl! Mom brushes Riley's cheek.

MOM (CONT'D)

Your dad's under a lot of pressure. But if you and I can keep smiling, it would be a big help. We can do that for him, right?

INT. HEADQUARTERS

Joy, smiling with renewed purpose, steps back to the console.

**JOY :**

Whoa! Well.

INSIDE OUT 32.

INT. RILEY'S ROOM

**RILEY :**

(smiles)

Yeah! Sure.

**MOM :**

What did we do to deserve you?

(kisses Riley)

Sweet dreams.

**RILEY :**

Good night.

INT. HEADQUARTERS

**ANGER :**

Well, you can't argue with Mom.

"Happy" it is.

**FEAR DISGUST :**

Team Happy! Sounds great! I'm totally behind you, Joy.

INT. RILEY'S ROOM

Riley goes to sleep.

INT. HEADQUARTERS

The screen goes black.

**JOY :**

Looks like we're going into REM. I got Dream Duty, so I'll take care of sending these to Long Term.

Great day today, guys! Sleep well

TEAM HAPPY!

The team heads off to bed.

Harp music plays.

JOY (CONT'D)

Alright, what's on tonight, Dream

Production?

**ON THE SCREEN:**

The family FLIES happily through the air in the car. They land in front of the house-

INSIDE OUT 33.

**DAD:**

Well, this is it. The new place.

-- except it's haunted! Organ music. Ghosts howling. The dead mouse rises up into frame.

**MOUSE :**

Come live with me, Riley!

The mouse falls over, dead. A bear enters, holding a pizza.

**PIZZA BEAR :**

Somebody order a broccoli pizza?  
The pizza slices hop up and dance a jig.

**PIZZA SLICE :**

Eat me! I'm organic!  
INT. RILEY'S ROOM  
Riley frowns in her sleep.  
INT. HEADQUARTERS

**JOY :**

Ah, NO, who is in charge of  
programming down there?! I know I'm  
not supposed to do this, but...  
Joy ducks behind the console and REBOOTS it. The dream ends.  
INT. RILEY'S ROOM - NIGHT  
Riley still looks troubled.  
INT. HEADQUARTERS

**JOY :**

We are not going to end the day  
like this.  
Joy has a thought. She recalls a memory.

**ON THE SCREEN:**

Joy watches, loving this kid. She shadows Riley, "skating"  
around headquarters.  
INSIDE OUT 34.  
JOY (CONT'D)  
Don't you worry. I'm gonna make  
sure that tomorrow is another great  
day. I promise.  
INT. RILEY'S ROOM - NIGHT  
Riley SMILES in her sleep.  
INT. KITCHEN - MORNING  
Riley excitedly snarfs down breakfast cereal.  
INT. HEADQUARTERS - MORNING  
Joy plays the accordion around Headquarters. The others  
appear, looking grumpy. Joy yells over the noise.

**JOY :**

Hello! Did I wake you?



**ANGER :**

DO you have to play that?

**JOY :**

Well, I have to practice. And I don't think of it as playing so much as hugging.

She tosses aside the accordion and runs off.

JOY (CONT'D)

Okay, first day of school! Very, very exciting! I was up late last night figuring out a new plan. Here it is.

(to Fear)

Fear! I need a list of all the possible negative outcomes on the first day at a new school.

**FEAR :**

Way ahead of you there. Does anyone know how to spell "meteor?"

**JOY :**

Disgust! Make sure Riley stands out today... but also blends in.

INSIDE OUT 35.

**DISGUST :**

When I'm through, Riley will look so good the other kids will look at their own outfits and barf.

**JOY:**

(addressing herself)

Joy! Yes Joy? You'll be in charge of the console, keeping Riley happy all day long. And may I add I love your dress, it's adorable. Oh, This ol' thing? Thank you so much, I love the way it twirls...

TOOT TOOT! A TRAIN rushes by outside.

JOY (CONT'D)

Train of Thought! Right on schedule.

The engineer waves from the cab and drops off a large bag.

JOY (CONT'D)

Anger! Unload the daydreams. I ordered extra in case things get slow in class.

**ANGER :**

Might come in handy, if this new school is full of boring useless classes, which it probably will be...

Sadness walks by. Joy stops her.

**JOY :**

Oh - Sadness! I have a super important job just for you.

**SADNESS :**

Really?

**JOY :**

Mmm-hmmm. Follow me.

**CUT TO:**

THE BACK OF THE ROOM

Joy draws a chalk circle on the floor around Sadness's feet.

**SADNESS :**

What are you doing?

INSIDE OUT 36.

**JOY:**

(finishing the circle)

And... there. Perfect. This is the circle of Sadness. Your job is to make sure that all the Sadness stays inside of it.

**SADNESS :**

So... you want me to just stand here?

**JOY :**

Hey, it's not MY place to tell you

how to do your job. Just make sure-  
(nudging Sadness' foot back  
over the line)

--ALL the Sadness stays in the  
circle.

Sadness stands there.

JOY (CONT'D)

See? You're a pro at this! Isn't  
this fun?!

**SADNESS :**

No.

**JOY:**

(heading to the console)

Atta girl. Alright everyone, fresh  
start! We are gonna to have a good  
day, which will turn into a good  
week, which will turn into a good  
year, which turns into a good LIFE!

INT. SAN FRANCISCO HOUSE - MORNING

Mom helps Riley on with her backpack. Dad is on the phone.

**MOM :**

So, the big day! New school, new  
friends, huh?

**RILEY :**

I know! I'm kinda nervous, but I'm  
mostly excited! How do I look? Do  
you like my shirt?

INT. HEADQUARTERS

Joy looks back at Family Island, working away.

INSIDE OUT 37.

INT. SAN FRANCISCO HOUSE - CONTINUOUS

**MOM :**

Very cute! You gonna be okay? You  
want us to walk with you?

INT. HEADQUARTERS

**DISGUST :**

Mom and Dad? With us in public? No  
thank you.

**JOY :**

(operating console)

I'm on it.

INT. SAN FRANCISCO HOUSE

**RILEY :**

Nope, I'm fine. Bye Mom! Bye Dad!

**DAD :**

(covering phone)

Have a good day at school, Monkey!

All three make monkey sounds at each other.

INT. HEADQUARTERS

Goofball Island works out the back window.

INT. SAN FRANCISCO HOUSE

Riley giggles as she exits.

**MOM :**

Have a great day, sweetheart.

EXT. SCHOOL - MORNING

Riley walks up to her new school. New kids everywhere. She hesitates.

FEAR (O.S.)

Are you sure we want to do this?

JOY (O.S.)

In we go!

INSIDE OUT 38.

FEAR (O.S.)

Okayyy! Going in! Yes.

Riley perks up and walks in.

INT. CLASSROOM - MORNING

Riley sits at her desk and looks at the other kids in class.

DISGUST (O.S.)

Okay, we've got a group of cool girls at 2 o'clock.

INT. HEADQUARTERS - CONTINUOUS

**JOY :**

How do you know?

**DISGUST :**

Double ears pierced, infinity scarf...

A group of makeup-wearing girls look back at Riley.

**JOY :**

Whoa. Is she wearing eye shadow?

**DISGUST :**

Yeah, we want to be friends with them.

**JOY :**

Let's go talk to 'em!

**DISGUST :**

Are you kidding?? We're not TALKING to them, we want them to like us.

**JOY :**

Oh!

(then)

Wait, what?

**FEAR :**

(drops a giant stack of paper on the console)  
Almost finished with the potential disasters. Worst scenario is either quicksand, spontaneous combustion, or getting called on by the teacher. So as long as none of those happen...

INSIDE OUT 39.

INT. CLASSROOM

**TEACHER :**

Okay, everybody. We have a new student in class today.

INT. HEADQUARTERS

**FEAR :**

Are you kidding me?! Out of the gate? This is not happening!

INT. CLASSROOM

**TEACHER :**

Riley would you like to tell us something about yourself?

INT. HEADQUARTERS

**FEAR :**

Nooooooo! Pretend we can't speak English!

**JOY :**

Don't worry. I got this.

Joy pushes a lever.

INT. CLASSROOM

**RILEY :**

Uhh... okay. My name is Riley Andersen. I'm from Minnesota. And now I live here.

**TEACHER :**

And how about Minnesota?... Can you tell us something about it? Well you certainly get a lot more snow than we do.

INT. HEADQUARTERS

**JOY :**

(laughs)

She's hilarious!

She turns a lever.

INSIDE OUT 40.

INT. CLASSROOM

Riley smiles, in spite of all the eyes on her.

**RILEY :**

Yeah, it gets pretty cold. The lake freezes over, and that's when we play hockey. I'm on a great team. We're called the Prairie Dogs. My friend Meg plays forward. My Dad's the coach. Pretty much everyone in my family skates.

INT. HEADQUARTERS

Joy recalls a MEMORY: the family skating together.

INT. CLASSROOM

Riley "watches" the memory, smiling.

**RILEY :**

It's a kind of family tradition. We go out on the lake almost every weekend.

INT. HEADQUARTERS

Joy smiles. Then, mysteriously, the IMAGE TURNS BLUE.

INT. CLASSROOM

Riley's smile fades, her brow furrows.

**RILEY :**

Or we did, 'til I moved away.

INT. HEADQUARTERS

Confused, Joy looks around.

FEAR/DISGUST/ANGER

Huh?/Hey, what gives?/What?

**JOY :**

Hey-She

spots Sadness, who is guiltily touching the memory.

INSIDE OUT 41.

JOY (CONT'D)

Sadness! You touched a memory?! We talked about this.

**SADNESS :**

Oh yeah, I know. I'm sorry.

**JOY :**

Get back in your circle.

(trying to eject memory)

Gnnh! What's going on? Why won't it eject?!!

She fiddles with the console, but the blue memory won't move.

**FEAR :**

Get it out of there, Joy!

INT. CLASSROOM

**RILEY :**

(sniffing)

We used to play tag and stuff...

INT. HEADQUARTERS

**DISGUST :**

Cool kids whispering at 3 o'clock!

INT. CLASSROOM

The other kids whisper and stare.

INT. HEADQUARTERS

**FEAR :**

Did you see that look?!? They're judging us!

**JOY :**

Oh no.

Joy tries pulling the memory. Anger, Fear and Disgust help.

JOY (CONT'D)

Somebody help me. Grab that...

everybody...

They pull with all their might, but the memory's not budging.

INSIDE OUT 42.

INT. CLASSROOM

**RILEY :**

But everything's different now.

Since we moved...

TEARS stream down Riley's face.

INT. HEADQUARTERS

**FEAR :**

Oh no! We're CRYING AT SCHOOL!!!

Joy turns to the console. SADNESS IS DRIVING.

**JOY :**

What? No! Sadness, what are you doing?

Joy finally yanks the memory out. She runs to the console and pulls Sadness away from the controls.

**SADNESS :**

Oh no, I'm sorry... I... oh...

PING! A memory is created. BRIGHT BLUE.

**JOY :**

Huh?



**ANGER :**

Whoa!

**FEAR :**

It's a core memory!

**DISGUST :**

But it's blue!

The bright blue core memory rolls through the memory shelf and STARTS TOWARDS THE CORE MEMORY HOLDER!

**JOY :**

No wait... stop it! No! Ahh!

Joy leaps to the holder and pops it open, preventing the new blue core memory from going in. Joy grabs it.

She pushes the end-of-day "memory flush" button. The tube comes down from the ceiling.

INSIDE OUT 43.

**SADNESS :**

(trying to take her memory back from Joy)

Joy, no. That's a core memory, Joy!

**JOY :**

Hey! Stop it. Let go.

As they struggle, they bump into the Core Memory Holder, KNOCKING ALL OF THE CORE MEMORIES OUT onto the floor.

FEAR/DISGUST/ANGER FEAR

Ahh! The core memories!

Out the window, the ISLANDS OF PERSONALITY GO DARK.

INT. CLASSROOM

Riley, her face tear-stained, looks up.

INT. HEADQUARTERS

**JOY :**

Ahh!

Joy tosses the blue core memory aside to collect the yellow core memories.

Sadness grabs the blue core memory and heads to the Core Memory Holder to plug it in. Joy lunges, knocking the blue core memory out of Sadness's hands. It's SUCKED UP the vacuum tube.

Joy trips backward. In the chaos a yellow core memory rolls

toward the tube.

JOY (CONT'D)

No, no, no, no!

She reaches to grab it and gets sucked up the tube herself, along with the other core memories -- and Sadness!

Fear, Anger and Disgust now stand alone in Headquarters. A stunned silence as the tube retracts.

INT. CLASSROOM

Riley sits and wipes her tears.

INSIDE OUT 44.

**TEACHER :**

Thank you, Riley. I know it can be tough moving to a new place, but we're happy to have you here.

Alright everyone, get out your history books and turn to chapter seven.

Riley hides behind her book.

INT. HEADQUARTERS

**ANGER :**

Can I say that curse word now?

INT. TUBE

Joy and Sadness scream as they rocket down the tube. Joy desperately tries to hold on to the core memories.

The blue core memory is sorted to a side tube.

EXT. LONG-TERM MEMORY CLIFF EDGE

Joy lands in a bin of memories. Sadness crashes next to her.

**JOY :**

Oh no...

(gathering memories)

One, two, three... okay, got 'em.

Wha-- where are we?

Joy takes in the shelving around her.

JOY (CONT'D)

Long-Term Memory...!

Joy grabs the core memories and jumps out of the dumpster.

She sees GOOFBALL ISLAND, silent and dark.

JOY (CONT'D)

Goofball Island.

Joy surveys the islands beyond. They're all dark.

**SADNESS :**

Hoh... Riley's Islands of Personality. They're ALL down! This is bad.

INSIDE OUT 45.

**JOY :**

We-- we can fix this. We just have to get back to Headquarters, plug the core memories in, and Riley will be back to normal.

Joy and Sadness hurry towards headquarters.

**SADNESS :**

Riley has no core memories, no personality islands and no-  
(gasp)

**JOY :**

Wha-- What is it?

**SADNESS :**

You! YOU'RE not in headquarters. Without you, Riley can't be happy. We gotta get you back up there.

**JOY :**

I'm coming, Riley.

They set off across the bridge to Goofball Island. We see the LIGHTLINE beyond it, leading towards Headquarters.

INT. KITCHEN TABLE - EVENING

Riley and her parents eat dinner.

**MOM :**

So as it turns out the green trash can is not recycling, it's for greens. Like compost. And eggshells.

**DAD :**

(not really listening)

Mmm.

**MOM :**

And the blue one is recycling. And  
the black one is trash.  
Riley pushes food around on her plate.  
INT. HEADQUARTERS

**DISGUST :**

Riley is acting so weird. Why is  
she acting so weird?  
INSIDE OUT 46.

**ANGER :**

What do you expect? All the islands  
are down.

**DISGUST :**

Joy would know what to do.

**FEAR :**

That's it! Until she gets back, we  
just do what Joy would do!

**DISGUST :**

Great idea! Anger, Fear, Disgust.  
How are WE supposed to be happy?  
MOM (O.S.)  
Hey, Riley. I've got good news!  
INT. KITCHEN TABLE - CONTINUOUS

**MOM :**

I found a junior hockey league  
right here in San Francisco. And

**get this:**

after school. What luck, right?  
INT. HEADQUARTERS

**ANGER :**

Hockey?

**DISGUST :**

Uh-oh. What do we do?

**FEAR :**

Guys, uh, this... Here, you pretend

to be Joy.

Fear pushes Disgust forward. She steps up to drive.

**ON THE SCREEN:**

**MOM :**

Won't it be great to be back out on  
the ice?

INSIDE OUT 47.

INT. KITCHEN DINING TABLE

**RILEY :**

(sarcastic)

Oh yeah, that sounds fantastic.

INT. HEADQUARTERS

**FEAR :**

What was that? That wasn't anything  
like Joy.

**DISGUST :**

Uh, because I'm NOT Joy.

**FEAR :**

Yeah, no kidding.

INT. KITCHEN TABLE

Mom, taken aback, eyes Riley. Zoom in to Mom's head...

INT. MOM'S HEADQUARTERS

MOM'S SADNESS

Did you guys pick up on that?

MOM'S ANGER

Uh-huh.

MOM'S JOY / MOM'S FEAR / MOM'S DISGUST

Oh yeah/Definitely.

MOM'S DISGUST

Something's wrong.

MOM'S ANGER

Should we ask her?

MOM'S SADNESS

Let's probe. But keep it subtle, so  
she doesn't notice.

INT. KITCHEN TABLE

**MOM :**

So! How was the first day of school?

INSIDE OUT 48.

INT. RILEY'S HEADQUARTERS

**ANGER :**

She's probing us.

**DISGUST :**

I'm done.

(to Fear)

YOU pretend to be Joy.

**FEAR :**

What? Uh... okay... hmm.

INT. KITCHEN TABLE

**RILEY :**

(nervous)

It was fine, I guess, I don't know.

INT. RILEY'S HEADQUARTERS

**DISGUST :**

Oh, very smooth, that was JUST like Joy.

INT. MOM'S HEADQUARTERS

MOM'S ANGER

Something's definitely going on.

MOM'S DISGUST

She's never acted like this before.

What should we do?

MOM'S SADNESS

We're going to find out what's happening. But we'll need support. Signal the husband.

INT. KITCHEN TABLE

Mom clears her throat at Dad. He doesn't notice. Zoom in to Dad's head...

INT. DAD'S HEADQUARTERS

All of Dad's emotions are watching a HOCKEY MATCH, cheering.

INSIDE OUT 49.

SPORTS ANNOUNCER

...with a nice pass over to Reeves, he comes across center ice...

INT. KITCHEN TABLE

Again Mom stares, clears her throat. Dad looks up, clueless.

INT. DAD'S HEADQUARTERS

DAD'S ANGER

Uh-oh. She's looking at us.

(turns off the memory)

What did she say?

DAD'S FEAR

What? Uh, sorry, Sir. No one was listening.

DAD'S ANGER

Is it garbage night? We left the toilet seat up? What? What is it, woman, what?!?

INT. MOM'S HEADQUARTERS

MOM'S DISGUST

**(re:**

He's making that stupid face again.

MOM'S ANGER

I could strangle him right now!

MOM'S SADNESS

Signal him again.

INT. KITCHEN TABLE

Mom raises her eyebrows and tilts her head towards Riley. Dad finally gets it.

**DAD :**

Ahh, so, Riley! How was school?

INT. MOM'S HEADQUARTERS

Mom's Emotions give up.

INSIDE OUT 50.

MOM'S JOY / MOM'S SADNESS / MOM'S FEAR  
/ MOM'S DISGUST

You gotta be kidding me!/He really needs to start paying attention./

Is he paying attention at all?

MOM'S ANGER

For THIS we gave up that Brazilian helicopter pilot?

INT. RILEY'S HEADQUARTERS

**ANGER :**

Move! I'LL be Joy.

INT. KITCHEN TABLE

**RILEY :**

(snarky)

School was great, alright?

**MOM :**

Riley, is everything okay?

Riley rolls her eyes.

INT. DAD'S HEADQUARTERS

DAD'S FEAR

Sir, she just rolled her eyes at us.

DAD'S ANGER

What is her deal? Alright, make a show of force. I don't want to have to put "the Foot" down.

DAD'S FEAR

No. Not the Foot.

INT. KITCHEN TABLE

**DAD :**

Riley, I do NOT like this new attitude.

INT. RILEY'S HEADQUARTERS

**ANGER :**

Oh I'll show you attitude, old man.

INSIDE OUT 51.

**FEAR :**

No, no, no! Stay happy!

Anger shoves him away and hits a button.

INT. KITCHEN TABLE

**RILEY :**

What is your problem? Just leave me alone.

INT. DAD'S HEADQUARTERS

DAD'S FEAR

Sir! Reporting high levels of sass!

DAD'S ANGER

Take it to DEFCON 2.

Sirens begin to BLARE.

DAD'S FEAR



You heard that, gentleman. DEFCON 2.

INT. KITCHEN TABLE

**DAD :**

Listen young lady, I don't know  
where this disrespectful attitude  
came from...

INT. RILEY'S HEADQUARTERS

**ANGER :**

You want a piece of this, Pops?  
Come and get it!  
Anger grasps two levers with all his might.

INT. KITCHEN TABLE

**RILEY :**

Yeah, well... well...

INT. DAD'S HEADQUARTERS

DAD'S ANGER

Here it comes... Prepare the Foot!

INSIDE OUT 52.

Dad's Emotions uncover "Launch Station" buttons, insert keys.

DAD'S FEAR

Keys to safety position! Ready to  
launch on your command, Sir!

INT. RILEY'S HEADQUARTERS

ANGER, flames and yell at full blast, pushes up the levers.

INT. KITCHEN TABLE

**RILEY :**

Just SHUT UP!

Dad and Mom are shocked.

INT. DAD'S HEADQUARTERS

DAD'S ANGER

FIRE!

INT. KITCHEN TABLE

**DAD :**

That's it, go to your room! Now!

Riley pushes away from the table and goes upstairs in a huff.

INT. DAD'S HEADQUARTERS

DAD'S FEAR

The Foot is down! The Foot is down!

They all CHEER.

DAD'S ANGER

Good job gentlemen. That could have been a disaster.

INT. MOM'S HEADQUARTERS

MOM'S SADNESS

Well, that was a disaster.

Mom's Anger recalls a memory: the Brazilian helicopter pilot.

HELICOPTER PILOT

Come fly with me, gatinha.

INSIDE OUT 53.

They all SIGH.

INT. HALLWAY - CONTINUOUS

Riley slams her bedroom door.

EXT. MIND WORLD, LIGHTLINE

In the distance, Family Island RUMBLES.

Joy and Sadness have made it across Goofball Island and must now walk across the thin lightline. Below is the darkness of the Memory Dump.

**SADNESS :**

We're gonna walk out there? On that?

**JOY :**

It's the quickest way back.

**SADNESS :**

But it's right over the Memory Dump. If we fall we'll be forgotten forever!

**JOY :**

We have to do this. For Riley. Just follow my footsteps.

**SADNESS :**

Hohh... ok.

**JOY:**

(stepping onto lightline)

It's not that high. It's totally fiii... Whoa...

She loses her balance. Almost drops a memory over the side. Sadness steps out onto the lightline. They inch along.

INT. RILEY'S ROOM - LATER

Dad knocks on Riley's door, peeks in.

**DAD :**

Hey.

Riley's in her sleeping bag. She doesn't answer.

INSIDE OUT 54.

DAD (CONT'D)

So uh, things got a little out of hand downstairs. You want to talk about it?

(still no answer)

Come on. Where's my happy girl?

Monkey.

(he tries monkey noises)

INT. HEADQUARTERS

**ANGER :**

He's trying to start up Goofball.

Fear looks at the empty Core Memory Holder, then out the

**window:**

INT. RILEY'S ROOM

**DAD :**

Come on.

(tries more monkey noises)

Riley looks at Dad, but TURNS AWAY.

EXT. GOOFBALL ISLAND

Goofball Island crumbles and breaks.

EXT. GOOFBALL ISLAND LIGHTLINE

Joy sees the lightline breaking ahead.

**JOY :**

Ahhh! Go back! RUN! RUN! RUN!

They run back onto Goofball Island as the lightline crumbles.

EXT. GOOFBALL ISLAND

Joy and Sadness frantically outrun collapsing debris.

EXT. LONG-TERM MEMORY CLIFF EDGE

They leap across the buckling bridge, making it over to the cliff just in time to see Goofball Island fall into the dump.

INSIDE OUT 55.

**JOY :**

What-- ?

Joy watches it sink. FLASH CUTS of Young Riley:

\* Riley twirling until she falls over.

\* The family jumping on a trampoline.

\* Riley riding on Dad's shoulders, making silly faces with ice cream all over her face.

INT. RILEY'S ROOM - CONTINUOUS

**DAD :**

I get it, you need some alone time.

We'll talk later.

INT. HEADQUARTERS

The Emotions stare out the back window in disbelief.

**DISGUST :**

We have a major problem.

**FEAR :**

Ohh, Joy where are you?

EXT. LONG-TERM MEMORY CLIFF EDGE

Joy and Sadness stare down into the abyss.

**SADNESS :**

We lost Goofball Island. That means

she can lose Friendship, and

Hockey, and Honesty, and Family!

You can fix this, right Joy?

**JOY :**

I... I don't know.

(Sadness sighs in despair)

But we have to try. C'mon.

The sky darkens.

JOY (CONT'D)

Riley's gone to sleep.

(more sighs from Sadness)

...which is a good thing, when you

think about it, because nothing else

bad can happen while she's asleep!

We'll be back to Headquarters before

she wakes up. We'll just go across

Friendship Island.

INSIDE OUT 56.

Shelves jut out over the cliff edge, making Friendship Island

inaccessible.

**SADNESS :**

We'll never make it, hoh... nooo...

**JOY :**

No, no, no, don't obsess over the weight of life's problems, remember the funny movie where the dog dies?!

Sadness face plants.

JOY (CONT'D)

Uhhh, Sadness, we don't have time for this.

She looks to her side. Memory shelves wind into the distance.

Joy heads off into the maze.

JOY (CONT'D)

We'll just have to go around! Take the scenic route.

**SADNESS :**

Wait! Joy, you could get lost in there!

**JOY :**

Think positive!

**SADNESS :**

Okay. I'm positive you will get lost in there. That's Long-Term Memory. An endless warren of corridors and shelves. I read about it in the manuals.

Joy stops. Sadness is right. But wait!

**JOY :**

The manuals? The manuals! You read the manuals!

**SADNESS :**

Yeah...

**JOY :**

So you know the way back to

headquarters!

**SADNESS :**

I, guess...

INSIDE OUT 57.

**JOY :**

You are my map! Let's go! Lead on,  
Mind Map! Show me where we're  
going!

**SADNESS :**

Okay! Only, I'm too sad to walk.

Just give me a few... hours.

Joy grabs Sadness' leg and DRAGS her into the shelves.

**JOY :**

Which way? Left?

**SADNESS :**

Right.

(Joy turns right)

No. I mean, go left. I said left  
was right, like "correct."

**JOY :**

Okay.

**SADNESS :**

This actually feels kind of nice.

Joy heads off into the COMPLICATED LABYRINTH ahead of them.

**JOY :**

Okay! Here we go. We'll be back to  
Headquarters before morning. We can  
do it. This'll be easy. This is  
working!

**DISSOLVE TO:**

EXT. LONG-TERM MEMORY - LATER

Joy, exhausted, drags Sadness through the maze of shelves.

**JOY :**

This is not working. Are we getting

close?

**SADNESS :**

Yeah. Just another right. And a left. Then another left, and a right...

**JOY :**

Are you sure you know where we're going? Because we seem to be walking AWAY from Headquarters-INSIDE OUT 58.

The SKY BRIGHTENS. Day. And they're still lost.

JOY (CONT'D)

Riley's awake.

Joy drops a core memory. Sadness reaches to grab it.

JOY (CONT'D)

Ah ah ah, don't touch, remember? If you touch them, they stay sad!

**SADNESS :**

Oh. Sorry. I won't...

Joy looks behind her. The bottom row of memories are BLUE.

SADNESS (CONT'D)

...starting now.

**JOY :**

I can't take much more of this.

MALE FORGETTER (O.S.)

Forget 'em!

**JOY :**

Mind Workers!

Joy runs off toward the voice.

**SADNESS :**

But Joy we're almost... ohhhh.

EXT. LONG-TERM MEMORY - LATER

Joy finds two workers vacuuming up memories from the shelves.

FEMALE FORGETTER

Phone numbers. We don't need all of these. They're in her phone.

**MALE FORGETTER :**

Just forget all of that. Please.  
Forget it!

**JOY :**

Excuse me. Hi. I need to find  
Friendship Island...

FEMALE FORGETTER

(pointing to memories)

Look at this. Four years of piano  
lessons.

INSIDE OUT 59.

**MALE FORGETTER :**

Yeah, looks pretty faded.

FEMALE FORGETTER

You know what? Save "Chopsticks"  
and "Heart and Soul," get rid of  
the rest.

Zoop! The memories get vacuumed up.

**JOY :**

Are you-

FEMALE FORGETTER

U.S. Presidents. What do you think?

**MALE FORGETTER :**

Eh, just keep Washington, Lincoln  
and the fat one.

FEMALE FORGETTER

Forget 'em!

**JOY :**

Hey! You can't throw those away!  
Those are perfectly good memories.

**MALE FORGETTER :**

The names of every "Cutie Pie  
Princess" doll?

**JOY :**

Yes! That is critical information!  
Glitterstorm, Honeypants, Officer  
Justice...

FEMALE FORGETTER



Forget 'em!

He vacuums up the memories behind Joy.

EXT. CLIFFSIDE - CONTINUOUS

The memories shoot out a sewer pipe and fall into the darkness of the Memory Dump.

EXT. LONG-TERM MEMORY - CONTINUOUS

**JOY :**

Hey! Bring those back.

INSIDE OUT 60.

FEMALE FORGETTER

They're in the dump. Nothing comes back from the dump.

**MALE FORGETTER:**

Yeah. Look lady, this is our job, OK?

FEMALE FORGETTER

When Riley doesn't care about a memory, it fades.

**JOY :**

Fades?

FEMALE FORGETTER

Happens to the best of 'em.

**MALE FORGETTER:**

(pulls memory from a cart)

Except for this bad boy! This one will NEVER fade.

**JOY :**

(recognizing it)

The song from the gum commercial?

**MALE FORGETTER:**

(conspiratorial)

Sometimes we send that one up to headquarters for no reason.

FEMALE FORGETTER

It just plays in Riley's head over and over again. Like a million times! Ha! Let's watch it again!

She rewinds it and plays it again. They sing along.

**MALE FORGETTER:**

Tripledent gum will make you smile!  
Tripledent gum! It lasts a while!  
Tripledent gum will help you,  
mister, to punch bad breath right  
in the kisser.

**JOY:**

We all know the song. Okay. Yup.  
Real catchy.

**MALE FORGETTER :**

(to Female Forgetter)  
What do ya think? Should we do it?  
INSIDE OUT 61.  
FEMALE FORGETTER  
Yeah! Ha ha!

**MALE FORGETTER :**

OK, here we go! Ha ha ha!  
He tips the gum memory into the inner workings of the shelf.  
FWOOM! It shoots up towards Headquarters.  
INT. HEADQUARTERS - CONTINUOUS  
Fear, Anger and Disgust are having a peaceful morning. The  
memory drops into Headquarters, playing at full volume.

**GUM MEMORY :**

Tripledent gum will make you smile!  
Tripledent gum! It lasts a while-

**ANGER :**

Wha-- this again!?!  
INT. LONG-TERM MEMORY  
The Forgetters walk away, laughing and singing.

**JOY:**

(following them)  
Wait! Do you know how to get to  
Friendship Island?!  
INT. RILEY'S ROOM - DAY  
Riley, laptop on her stomach, hums the Tripledent gum song.  
MEG (O.S.)  
(on the computer)

Do you like it there? Did you feel any earthquakes? Is the bridge cool?

**RILEY :**

Yeah, it's good. What happened with the playoffs?

**MEG :**

We won the first game. Coach says we might actually go to the finals this year. Oh, and we've got this new girl on the team. She's so cool.

INSIDE OUT 62.

INT. HEADQUARTERS

**DISGUST :**

Oh, she did NOT just say that.

**FEAR :**

A NEW GIRL? Meg has a new friend already?!

Anger GROWLS.

**DISGUST :**

Hey hey, stay happy! We do NOT want to lose any more islands here guys!

INT. RILEY'S ROOM

**MEG :**

We can pass the puck to each other without even looking. It's like mind reading!

INT. HEADQUARTERS

**ANGER :**

You like to read minds, Meg? I got something for you to read right here! (grabbing the controls)

**DISGUST :**

No no no, what are you doing?!

**FEAR :**

Wait, wait-- let's just be calm for  
one second-

Anger snaps Fear's nose like a rubber band. Anger slams the  
controls forward like a lunatic.

**ANGER :**

GAAAAAA!!!!

INT. RILEY'S ROOM

MEG (O.S.)

I heard they have parrots living in-

**RILEY :**

I gotta go.

INSIDE OUT 63.

**MEG :**

What?

**RILEY :**

I GOTTA GO.

Riley slams down the computer and SCOWLS.

EXT. LONG-TERM MEMORY

Joy follows the Forgetters, trying to get directions. They  
ignore her, singing the gum-commercial jingle.

A horrible mechanical GROANING sound. Joy reacts.

**JOY :**

What...?

EXT. LONG-TERM MEMORY

Joy rounds a corner and sees Friendship Island crumbling.

**JOY :**

Friendship Island?

The FRIENDSHIP CORE MEMORY Joy holds fades. She runs forward.

JOY (CONT'D)

Wh-- ?

She looks on in horror as Friendship Island falls.

JOY (CONT'D)

Ohh, not Friendship.

Joy hugs the core memories. One of them is memory of young  
Riley and Meg walking together.

**SADNESS :**

Oh, Riley loved that one. And now  
it's GONE. Goodbye friendship,  
hello loneliness.  
Joy sees Hockey Island in the distance.

**JOY :**

(trying to stay positive)  
We'll just have to go the long way.  
They turn to look back into the deep memory shelves.  
INSIDE OUT 64.

**SADNESS :**

Yeah. The long, long, looong way.  
I'm ready.  
Sadness lies down on the ground, offering her leg. Joy sighs.  
She doesn't want to do this again.

**JOY :**

Ah, yes.  
(pulling Sadness)  
There's gotta be a better way.  
BING BONG (O.S.)  
(talking to the memories)  
Ohhh, look at you, you're a KEEPER!

**JOY :**

Huh?  
Joy sees a strange figure up ahead, gathering memories.

**BING BONG :**

I will take you, but not you.  
(beat)  
Oh who am I kidding, I can't leave  
you!

**JOY :**

Hello!  
The figure sees Joy -- and bolts.  
JOY (CONT'D)  
Wait! Hey, wait! Stop!  
Joy chases after him.  
EXT. LONG-TERM MEMORY DEAD END  
Joy rounds a corner to find the figure crouched on the  
ground, hiding his face in his hands like a three year old.

**JOY :**

Excuse me...?

**BING BONG :**

(jumping up; cornered)

Ahhhh! Uh, I was looking for, uh-(  
grabs a memory)

--DIVERSION!

He THROWS IT and makes a run for it.

INSIDE OUT 65.

BING BONG (CONT'D)

Ha ha! So long, sucker!

He immediately crashes into a cart of memories.

BING BONG (CONT'D)

Ow! Oww, I hurt all over.

**JOY :**

Wait. I know you.

**BING BONG:**

No you don't. I get that a lot, I  
look like a lot of people.

**JOY:**

No, I do! Bing Bong! Riley's  
Imaginary Friend!

**BING BONG :**

You really DO know me!

**JOY:**

Well of course! Riley loved playing  
with you, you two were best  
friends! Oh! You would know. We're  
trying to get back to  
Headquarters...

**BING BONG:**

Headquarters? You guys are from  
Headquarters?

**JOY:**

(mock modesty)

Well, yeah. I'm Joy. This is  
Sadness.

**BING BONG :**

You're Joy? THE Joy?

**JOY :**

Mm-hmm.

**BING BONG:**

Well what the heck are you doing  
out here?

**JOY:**

That's a good question! You want to  
answer that, Sadness?

INSIDE OUT 66.

**BING BONG :**

Without you, Riley won't ever be  
happy. We can't have that, we gotta  
get you back! I'll tell you what,  
follow me.

**JOY :**

Oh, thank you!

EXT. LONG-TERM MEMORY

Bing Bong leads them on through the memory shelves.

**JOY :**

It is so great to see you again. I  
gotta tell you, I am such a huge  
fan of your work. Do you remember  
when you and Riley were in a band?

FLASH CUTS of their adventures:

\*Riley bangs on pots and pans, Bing Bong plays his trunk.

JOY (V.O.)

I went to all of your concerts.

BING BONG (V.O.)

Yeah, I blow a mean nose.

\*Bing Bong runs on ceiling, Riley chases after him.

JOY (V.O.)

Watching you play tag was such a  
treat.

BING BONG (V.O.)

Two-time world champ.

\*Riley and Bing Bong sit in her wagon ("rocket").

JOY (V.O.)

Oh, and remember your rocket?!

BING BONG (V.O.)

Of course! It runs on song power.

**JOY :**

That's right, your theme song!

(singing)

Who's your friend who likes to  
play?

INSIDE OUT 67.

**BING BONG :**

(sings)

BING BONG BING BONG!

**JOY :**

His rocket makes you yell "Hooray!"

BING BONG/JOY

BING BONG BING BONG!

Sadness eyes Bing Bong, who is a pink elephant made with a  
cat tail.

**SADNESS :**

What exactly are you supposed to  
be?

**BING BONG :**

You know, it's unclear. I'm mostly  
cotton candy, but shape-wise, I'm  
part cat, part elephant, part  
dolphin.

**JOY :**

Dolphin?

Bing Bong does a spot-on dolphin impression.

**BING BONG :**

You gotta remember, when Riley was  
three, animals were all the rage.  
The cow goes moo. The horse goes



neigh. That's all people talked about back then.

**JOY :**

Yeah, I guess that's true. What are you doing out here?

**BING BONG :**

Well, there's not much call for imaginary friends lately, so, uh, you know, I'm...

**JOY :**

Hey, hey, don't be sad. Tell you what, when I get back up to Headquarters, I'll make sure Riley remembers you.

**BING BONG :**

You will?!  
INSIDE OUT 68.

**JOY :**

Of course, she'd love that!

**BING BONG :**

Ha ha! This is the greatest day of my life!  
He launches into a jig, but hurts himself and bursts into tears. Candy pours out of his tear ducts.

**JOY :**

Are you okay?

**SADNESS :**

What's going on?

**BING BONG :**

I cry candy. Try the caramel, it's delicious.

**JOY :**

Ooo.  
(fumbles memories)

Woah!

**BING BONG :**

Oh-- here-- use this.  
(offers his satchel)

**JOY :**

Thanks!

**BING BONG :**

Oh, hold on. Wait a second.  
He empties out an impossible amount of stuff: tons of memories, a boot, an anchor, a cat... Joy and Sadness stare in amazement.

BING BONG (CONT'D)

What? It's imaginary.  
Joy accepts the satchel and puts in the core memories.

**JOY :**

Thanks! This'll make it a lot easier to walk back to Headquarters.

**BING BONG :**

Walk? We're not walkin'! We're taking the Train of Thought!  
He points to the train speeding towards Headquarters.  
INSIDE OUT 69.

**JOY :**

The train, of course! That is so much faster! But how do we catch it?

**BING BONG :**

Well, it kind of goes all over the place, but there is a station in Imaginationland. I know a short cut. Come on, this way!

**JOY :**

I'm so glad we ran into you!  
A giant BUILDING blocks their progress. Bing Bong opens a door. It's dark inside.

**BING BONG :**

The station is right through here.

The train station is visible through a door on the other side.

BING BONG (CONT'D)

After you.

**SADNESS :**

Joy...

**JOY :**

What?

**SADNESS :**

I read about this place in the manual. We shouldn't go in there.

**JOY :**

Bing Bong says it's the quickest way to Headquarters.

**SADNESS :**

No, but Joy, this is Abstract Thought.

**BING BONG :**

What're you talking about? I go in here all the time. It's a shortcut, see?

He points to a "Danger" sign above the door.

BING BONG (CONT'D)

**D-A-N-G-E-R:**

it to you.

(he climbs in)

(MORE)

INSIDE OUT 70.

BING BONG (CONT'D)

Look at me! I'm closer to the station 'cause I'm taking the shortcut!

**SADNESS :**

Let's go around. This way.

**She points:**

**BING BONG :**

Almost there...!

Joy looks back at Bing Bong. The station is right there.

**JOY:**

(to Sadness)

If you want to walk the long way,  
go for it. But Riley needs to be  
happy. I'm not missing that train.

(walks in)

Bing Bong knows what he's doing.  
He's part dolphin. They're very  
smart.

**SADNESS :**

Well, I guess...

She climbs in.

EXT. SCHOOL LUNCH YARD - LUNCHTIME

Riley carries her lunch tray outside. The yard is full of  
chatty, happy kids, but Riley finds an empty bench and eats  
by herself.

EXT. ABSTRACT THOUGHT BUILDING - HATCH DOOR - MOMENTS LATER

Two Mind Workers approach the same door our trio entered.

ABSTRACT WORKER #1

Okay, what abstract concept are we  
trying to comprehend today?

ABSTRACT WORKER #2

(checking a clipboard)

Um... loneliness.

ABSTRACT WORKER #1

Hm. Looks like there's something in  
there. I'm going to turn it on for  
a minute and burn out the gunk.

INSIDE OUT 71.

She closes the door.

INT. ABSTRACT THOUGHT BUILDING

**BING BONG :**

What'd I tell ya? You'll be at  
Headquarters in no time.

BAM! The door closes behind them. The LIGHTS GO ON.

BING BONG (CONT'D)

Say, would you look at that!

Around them, strange SHAPES float into space.

**JOY :**

Whoa! What's happening?!

**SADNESS :**

Oh no. They turned it on.

**BING BONG :**

Huh! I've never seen this before.

Bing Bong's head turns into a Picasso-like form. Joy and Sadness scream as they become Cubist versions of themselves.

BING BONG (CONT'D)

My face! My beautiful face!

**JOY :**

What is going on?

**SADNESS :**

We're abstracting! There are four stages. This is the first: nonobjective fragmentation!

**BING BONG :**

Alright, do not panic! What is important is that we all STAY TOGETHER.

His arm falls off.

**JOY :**

Ah!

Joy's head falls off. Sadness' leg goes. She topples.

**SADNESS :**

We're in the second stage: we're deconstructing!

INSIDE OUT 72.

**BING BONG :**

Run!

Bing Bing falls into pieces.

BING BONG (CONT'D)

Aaah! I can't feel my legs!  
(his disassembled arm finds  
them)  
Oh, there they are.

**JOY :**

Come here, me!  
They gather their pieces as they rush to the exit.

**SADNESS :**

We've gotta get out of here before  
we're nothing but shape and color!  
We'll get stuck here forever!

**JOY :**

"Stuck?!" Why did we come in here?!

**BING BONG :**

I told you, it's a shortcut!  
Though the window, the TRAIN OF THOUGHT pulls in.

**JOY :**

The train!  
POP! They change into FLAT COLOR VERSIONS of themselves.

**SADNESS :**

Oh no... We're two-dimensional!  
That's stage three!

**JOY :**

We're getting nowhere!

**BING BONG :**

Depth! I'm lacking depth!  
It's hard to move. They struggle towards the window.

**JOY :**

Come on!  
Sadness and Bing Bong follow and try to squeeze through. But  
because of the broken perspective, they are now all HUGE  
compared to the door.

INSIDE OUT 73.

JOY (CONT'D)

AUGH! We can't fit!

POP! They abstract into ABSTRACT COLORED BLOBS.

**SADNESS :**

Oh no, we're nonfigurative. This is  
the last stage!

**BING BONG :**

We're not going to make it!  
Sadness slumps to the ground... and becomes a line!

**SADNESS :**

Wait! We're two dimensional. Fall  
on your face!  
(crawls like an inchworm)

**JOY :**

Oh!  
They follow Sadness and inch safely out the window.  
EXT. ABSTRACT THOUGHT BUILDING  
The three lines land outside just as the train pulls out.  
They get up to go, but as lines they can barely move.

**JOY :**

Wait! Stop! Stop! STOP!  
POP! Joy goes from non-representational to two-dimensional.  
She falls down flat as the train speeds off.  
POP! The three transform back to normal.  
JOY (CONT'D)  
(to Bing Bong)  
I thought you said that was a  
shortcut.

**BING BONG :**

I did, but wow, we should NOT have  
gone in there. That was dangerous!  
They really should put up a sign.

**JOY :**

How long till the next train?

**BING BONG :**

Who knows? But don't worry. There's  
another station. That way!  
(MORE)

INSIDE OUT 74.

BING BONG (CONT'D)

(points O.S.)

The train always stops there right before it goes to Headquarters. If we hurry, we can catch it!

**JOY :**

This isn't another one of your short cuts, is it?

**BING BONG :**

(laughing exuberantly)

Yeah!

Joy skeptically watches him head off.

**JOY :**

(to Sadness)

Is there really another station?

**SADNESS :**

Uh-huh. Through there.

Bing Bong leads them towards the impressive gates of...

**BING BONG :**

Welcome to Imaginationland!

INT. IMAGINATIONLAND - CONTINUOUS

**JOY :**

Imaginationland?

**BING BONG :**

Sure! I come here all the time. I'm practically the mayor. Hey, you guys hungry? There's French Fry Forest!

(starts eating)

Nom nom nom, delicious!

Joy is loving this.

**JOY :**

No way!

**BING BONG :**



Check it out! Trophy Town! Medals!

Ribbons! Everyone's a winner!

Bing Bong kicks a soccer ball into a giant goal and workers appear out of nowhere to shower him with awards.

INSIDE OUT 75.

BING BONG (CONT'D)

I won first place!

Workers give Joy a medal and Sadness a ribbon.

**JOY :**

Me too!

**SADNESS :**

Hohh... Participation award...

**JOY :**

Wait, is that-- Sadness, look, it's

Cloud Town! That is my favorite!

Joy rips off a chunk of cloud and floats up into the air.

JOY (CONT'D)

It's so soft!

Joy jumps down and runs off.

**BING BONG :**

Woah! Let me try!

Bing Bong rips off some cloud. A CLOUD MAN emerges from the house, angry.

**CLOUD MAN :**

Hey! What's the big idea? You'd

better fix that wall, or else

you're in big trouble-

POOF! Bing Bong blows the Cloud Man away and walks off nervously.

EXT. IMAGINATIONLAND, LAVA DAYDREAM

Joy and Bing Bong gleefully jump between couch cushions.

**JOY BING BONG :**

Oh no, lava! Whooo! Whawhoooo! Imaginationland is \*

\*\*

the best!

Sadness tries to jump to a rock, barely makes it.

**SADNESS :**

Is it all going to be so  
interactive?

INSIDE OUT 76.

EXT. IMAGINATIONLAND, HOUSE OF CARDS

**BING BONG :**

Hey, look! The House of Cards!!

Ooh, wait, hang on just a minute...

From a nearby garage made of cards, Bing Bong pulls a wagon.

**JOY :**

Your rocket!

**BING BONG :**

Yeah! I stashed it in there for  
safekeeping. Now I'm all set to  
take Riley to the MOON!

He gestures proudly -- accidentally knocking over the house.

BING BONG (CONT'D)

Oh, I'm sorry.

HOUSE OF CARDS WORKER

Great.

EXT. IMAGINATIONLAND

**JOY :**

I love Imaginationland!

**BING BONG :**

Isn't it great? And there's always  
something new, like...

A giant machine. A conveyer belt reveals a handsome teenager.

BING BONG (CONT'D)

Who the heck is that?

BOYFRIEND GENERATOR WORKER

Imaginary Boyfriend.

IMAGINARY BOYFRIEND

I would die for Riley.

Joy grimaces.

**BING BONG :**

I've never seen him before.

IMAGINARY BOYFRIEND

I live in Canada.

INSIDE OUT 77.

**BING BONG :**

Anyway. This way, through Preschool  
World! We're nearly to the train!

**JOY :**

Riley, here we come!

EXT. HOCKEY RINK - FOOT OF GOLDEN GATE BRIDGE -- SUNSET

INT. HOCKEY RINK - BLEACHERS - CONTINUOUS

Mom and Riley sit on the bleachers.

**MOM :**

This should be fun. New team, new  
friends! These kids look pretty  
good -- considering they're from  
San Francisco. Heh heh!

HOCKEY COACH (O.S.)

Okay Andersen, you're up!

**RILEY :**

I gotta go.

Riley heads onto the ice.

**MOM :**

Okay. Good luck, sweetie!

INT. HEADQUARTERS

**DISGUST :**

Luck isn't gonna help us now. If  
she tries to use Hockey Island,  
it's going down.

**FEAR :**

Which is why I've recalled every  
hockey memory I can think of.

The Emotions are standing ankle deep in memories.

FEAR (CONT'D)

One of these has got to work in  
place of the core memory.

O.S. Hockey whistle.

ANGER/DISGUST

She's about to play!/Hurry!

INSIDE OUT 78.

Fear loads a memory into the core holder.

INT. HOCKEY RINK

Riley skates onto the ice.

INT. HEADQUARTERS

Out the window, Hockey Island lights up feebly.

**FEAR :**

Ha ha! We did it gang! It's working-BOOM!

The Core Memory Holder ejects a memory, slamming Anger in the face. Hockey Island shakes. Fear SHRIEKS.

INT. HOCKEY RINK

Riley struggles to dribble the puck.

**HOCKEY COACH :**

Line change! Line change! Change it up! Change it up!

INT. HEADQUARTERS

Fear frantically loads memories into the Holder, which spits them out like dodge balls. Disgust and Anger run for cover. The Holder spins furiously, flinging Fear against the window. Memories pelt him.

**DISGUST :**

(hiding behind a sofa)

It's like we don't learn anything.

INT. HOCKEY RINK

**HOCKEY COACH :**

Let's pick it up out there!

Riley attempts to slap the puck, misses, and TRIPS.

INT. HEADQUARTERS

**ANGER :**

That's it!

INSIDE OUT 79.

**FEAR :**

No, no, no, breathe! Find your happy place-

Anger grabs Fear by the neck and ricochets him off the console, then furiously takes the controls.

INT. HOCKEY RINK

Riley angrily throws her stick to the ice and skates off.

The other players stop and watch.

INT. HOCKEY RINK - BLEACHERS - CONTINUOUS

Mom stands up, concerned.

Riley heads to the stands and removes her skates.

**MOM :**

Riley, what's wrong?

**RILEY :**

Let's go.

**MOM :**

You're not going to finish tryouts?

**RILEY :**

What's the point?

**MOM :**

Hey, it'll be alright. Let's just-

**RILEY :**

Stop saying everything will be  
alright!

Riley stomps towards the exit. She looks back at the rink.

All the players cheer and high five.

Riley turns away from the rink and walks out.

INT. IMAGINATIONLAND, PRESCHOOL WORLD ENTRANCE

Boom! Joy turns around and watches Hockey Island crumble.

**JOY :**

Hockey? Oh no... no, she loves  
hockey. She can't give up hockey.

Joy pulls out the HOCKEY CORE MEMORY: Riley's first goal.

INSIDE OUT 80.

INT. IMAGINATIONLAND, PRESCHOOL WORLD

**JOY :**

Bing Bong, we have to get to that  
station.

**BING BONG :**

Sure thing. This way, just past  
Graham Cracker Castle. Hey. That's  
weird. Graham Cracker Castle used  
to be right here. I wonder why they  
moved it?

He walks on, concerned, LEAVING HIS WAGON BEHIND HIM.

BING BONG (CONT'D)

Wow, that's not... I would have sworn Sparkle Pony Mountain was right here. Hey, what's going on?

**JOY :**

Yeah, yeah, I dunno, we'll have to come back-

**BING BONG :**

Princess Dream World!

A wrecking ball hits a pink castle. Glitter dust plumes.

BING BONG (CONT'D)

Oh no! The Stuffed Animal Hall of Fame!

RIIIP! The head of a bear comes off. Too late, Bing Bong notices some construction workers CARRYING AWAY HIS ROCKET.

BING BONG (CONT'D)

My rocket!

(running after them)

Wait! Riley and I, we're still using that rocket! It still has some song power left!!

(sings)

Who's your friend who likes to play?

THE ROCKET RESPONDS weakly, propelling it forward. The workers toss it onto a junk pile. A bulldozer pushes the pile towards the CLIFF EDGE.

BING BONG (CONT'D)

Nooo!!! No! No! No! You can't take my rocket to the dump! Riley and I are going to the MOON! Ahhh!

INSIDE OUT 81.

Over it goes, into the darkness.

BING BONG (CONT'D)

Riley can't be done with me.

Bing Bong sits, stunned. Joy approaches gingerly.

**JOY :**

Hey, it's going to be okay. We can fix this! We just need to get back to Headquarters. Which way to the

train station?

**BING BONG :**

(still stunned)

I had a whole trip planned for us.

Joy tries another tactic.

**JOY :**

Hey, who's ticklish, huh? Here

comes the tickle monster...

No response.

JOY (CONT'D)

Hey! Bing Bong, look at this!

Dohoiioih!

She makes a silly face. Nothing.

JOY (CONT'D)

Oh, here's a fun game! You point to

the train station and we all go

there! Won't that be fun? Come on,

let's go to the train station!

Joy walks off, attempting to lead.

**SADNESS:**

(sits beside Bing Bong)

I'm sorry they took your rocket.

They took something that you loved.

It's gone, forever.

**JOY :**

Sadness, don't make him feel worse.

**SADNESS :**

Sorry.

**BING BONG :**

It's all I had left of Riley.

INSIDE OUT 82.

**SADNESS :**

I bet you and Riley had great

adventures.

**BING BONG :**

They were wonderful. Once we flew

back in time. We had breakfast  
twice that day.

**SADNESS :**

That's sounds amazing. I bet Riley  
liked it.

**BING BONG :**

Oh she did. We were best friends.

**SADNESS :**

Yeah. It's sad.

Bing Bong puts his head on Sadness' shoulder and CRIES.  
Sadness keeps her arm around him until he's done.

**BING BONG :**

I'm okay now.

(stands)

C'mon, the train station is this  
way.

He walks off. Joy and Sadness follow.

**JOY :**

How did you do that?

**SADNESS :**

I don't know. He was sad, so I  
listened to what-

BING BONG (O.S.)

Hey, there's the train!

INT. TRAIN CAR - DAY

Our trio climb aboard just as the train moves.

**JOY :**

We made it! We're finally going to  
get home!

Twirling, she knocks over two boxes labeled "FACTS" and  
"OPINIONS." Small objects spill out of both.

INSIDE OUT 83.

JOY (CONT'D)

Oh no! These Facts and Opinions  
look so similar!

He dumps them into the "FACTS" box.



**BING BONG :**

Eh, don't worry about it -- happens  
all the time.

INT. RILEY'S ROOM - NIGHT

Riley drops her gear and throws herself on her sleeping bag.

INT. HEADQUARTERS

**DISGUST :**

On a scale of one to ten, I give  
this day an F.

**ANGER :**

Well why don't we quit standing  
around and DO something?

**DISGUST :**

Like what, genius?

Fear enters with a suitcase.

**FEAR :**

Like quitting! That's what I'm  
doing.

He stomps on the recall button.

FEAR (CONT'D)

Sure, it's the coward's way out.

But this coward is gonna survive!

The tube drops over him, but pummels Fear with dozens of  
memories. The tube shuts off and retracts. Fear drops to the  
floor in pain.

**DISGUST :**

Emotions can't quit, genius.

Fear spits up a memory.

DISGUST (CONT'D)

Euch! I thought we were supposed to  
be keeping Riley happy.

INSIDE OUT 84.

**ANGER :**

Wait a minute. Wait a minute!

Anger runs to the back and rummages through the ideas.

ANGER (CONT'D)

Ah ha!

**FEAR :**

What is it?

**ANGER :**

(holds up the lightbulb)

Oh nothing. Just the best idea ever.

**DISGUST :**

What?

**ANGER :**

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

**FEAR :**

Wait. You're saying we run away?

**ANGER :**

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

**FEAR :**

You can't be serious.

**ANGER :**

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

**FEAR :**

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

**ANGER :**

Need I remind you of how great things were there? Our room? Our back yard? Our friends?  
He punches up a memory. It plays on the screen.

**GUM MEMORY :**

Triplident gum will make you smile!  
Triplident gum it lasts-  
INSIDE OUT 85.

**ANGER :**

Did I ASK for the gum  
commercial?!?!  
(he ejects the memory)  
Anyway, it was better, that's my  
point.

**DISGUST :**

(considering)  
Riley was happier in Minnesota...

**FEAR :**

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

**ANGER :**

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

INT. RILEY'S ROOM - NIGHT

Riley goes to sleep.

EXT. LONG-TERM MEMORY CLIFFS

The train slows to a stop.

**JOY :**

Huh?

The engineer and his assistant hop off the engine.

JOY (CONT'D)

Hey hey! Why aren't we moving?

**TRAIN ENGINEER :**

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

**SADNESS :**

You mean we're stuck here until  
morning?

**BING BONG :**

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

**JOY :**

Oh, we can't wait that long!  
INSIDE OUT 86.

**SADNESS :**

How about we wake her up?

**JOY :**

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

She follows Sadness' gaze and spots DREAM PRODUCTIONS.

JOY (CONT'D)

How about we wake her up!?

**SADNESS :**

Great idea, Joy.

**JOY :**

Thanks. Come on!

EXT. DREAM PRODUCTIONS - NIGHT

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

**JOY :**

Whoa! This place is huge.

**SADNESS :**

Yeah, it looks so much smaller than  
I expected.

They walk past dream "movie posters."

**BING BONG :**

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

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

**JOY :**

Rainbow Unicorn! She's RIGHT THERE!

Joy tries to play it cool as they walk past.

**SADNESS :**

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

**JOY :**

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

(to unicorn)

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

She pushes Sadness away. Joy pops back in.

INSIDE OUT 87.

JOY (CONT'D)

I loved you in Fairy Dream

Adventure Part 7. Okay, bye. I love you.

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

**BING BONG :**

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

They enter.

INT. STAGE B - BUSTLING SOUND STAGE

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

DREAM DIRECTOR (O.S.)

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

INT. STAGE B - COSTUME AREA

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

INT. HEADQUARTERS

Fear enters drinking tea.

**FEAR:**

(grumbling to self)

Just because Joy and Sadness are gone, I have to do stupid dream duty...

INT. STAGE B - COSTUME AREA

Joy, Sadness and Bing Bong watch from behind boxes.

**JOY :**

Okay, how are we gonna wake her up?

INSIDE OUT 88.

**SADNESS :**

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

**JOY :**

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

**SADNESS :**

But Joy-

**JOY :**

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

**SADNESS :**

That's never happened before. Joy spots a nearby dog costume and tosses it to Sadness.

**JOY :**

Ooh, Riley loves dogs. Put this on!

**SADNESS :**

I don't think that'll work.

**JOY :**

Bing Bong.

**BING BONG :**

Yeah?

She gives him the satchel containing the CORE MEMORIES.

**JOY :**

Don't let anything happen to these.

**BING BONG :**

Got it!

INT. STAGE B - STAGE AREA, CLASSROOM SET  
DREAM DIRECTOR checks the monitor.

**DREAM DIRECTOR :**

Mm hm. Add the reality distortion filter.

INSIDE OUT 89.

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

DREAM DIRECTOR (CONT'D)

Love it.

(to actors)

Remember, play to the camera, everyone! Riley is the camera!

Makeup, get out of there, we are on in 5,4,3...

A UNION HARP PLAYER strums: the dream is starting.

From the camera's POV: the classroom set. STUDENTS at desks.

An EXTRA playing Riley's teacher reads cue cards badly.

**EXTRA :**

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

INT. HEADQUARTERS - CONTINUOUS

**FEAR :**

Man, she is one bad actress.

INT. STAGE B - CLASSROOM SET

The CUE CARD GUY flips over the next card.

**EXTRA :**

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

**DREAM DIRECTOR :**

Camera.

The camera adjusts as if Riley is standing.

DREAM DIRECTOR (CONT'D)

And... cue Riley.

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

**RILEY VOICE :**

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

A STUDENT points to the camera.

INSIDE OUT 90.

DREAM STUDENT #1

Ew, look! Her teeth are falling out!

A crew member drops handfuls of teeth in front of the camera.

INT. HEADQUARTERS

**FEAR:**

(dismissive)

Pff, teeth falling out, I'm used to that one. Let me guess, we have no pants on.

**ON THE SCREEN:**

DREAM STUDENT #2

Hey look! She came to school with no pants on!

The camera adjusts down to reveal Riley's bare legs. Riley's hands try to block them.

**FEAR :**

Called it!

INT. STAGE B - BACKSTAGE

Joy and Sadness are in the dog costume, waiting to go on.

**JOY :**

Ready?

**SADNESS :**

I don't think this happy thing is going to work. But if we scare her--

**JOY :**

Just follow my lead. Here we go!

Joy yanks Sadness onto the set.

INT. STAGE B - CLASSROOM SET

They run around in playful circles. Joy makes puppy noises.

**DREAM DIRECTOR :**

(flipping through script)

Who is that?

INSIDE OUT 91.

INT. HEADQUARTERS

**FEAR :**



What's going on?

INT. STAGE B - CLASSROOM SET

Joy and Sadness run around, Joy licking students and barking. Through the reality distortion they look like a happy puppy. Joy looks at the sleep indicator: Riley is still asleep.

INT. RILEY'S ROOM - CONTINUOUS

Riley is sound sleep.

INT. STAGE B - CLASSROOM SET

**JOY :**

(to Bing Bong)

Psst. You're on! Go!

Bing Bong pulls a rope. Balloons drop! A colorful backdrop!

JOY (CONT'D)

Woo! Let's party! Let's dance. Woo!

INT. HEADQUARTERS

**FEAR :**

Hey, a party!

INT. RILEY'S ROOM

Riley is still sound asleep.

INT. STAGE B - CLASSROOM SET

On stage, Joy and Sadness run in circles, barking.

**SADNESS:**

Joy, this isn't working.

Bing Bong knocks over a light, causing spooky uplighting.

Sadness tries to stop. The dog costume RIPS IN HALF.

INSIDE OUT 92.

INT. HEADQUARTERS

Fear does a spit take. On screen, a real dog is in two pieces.

INT. STAGE B - CLASSROOM SET

Joy runs after Sadness.

**JOY :**

Huh? Sadness, what are you doing?!

Come back here!

INT. HEADQUARTERS

On screen, the front half of a dog chases the rear half.

**FEAR :**

It's just a dream, it's just a dream, it's just a dream...

INT. RILEY'S ROOM

Riley stirs in her sleep.

INT. STAGE B - CLASSROOM SET

**DREAM DIRECTOR :**

They're trying to wake her up! Call security!

INT. HEADQUARTERS

Bing Bong appears on screen.

BING BONG (O.S.)

Hi Riley, it's me! Who's your friend who likes to play? Bing Bong, Bing Bong!

**FEAR :**

Bing Bong?

INT. STAGE B - CLASSROOM SET

Bing Bong slips, tipping over the set wall.

INSIDE OUT 93.

**JOY :**

Sadness! You are ruining this dream! You're scaring her!

**SADNESS :**

But look, it's working!

The SLEEP INDICATOR is starting to tip. Joy's eyes widen.

**JOY :**

Whoa!

But before she can do anything, Security enters.

**DREAM DIRECTOR:**

(to Security)

They are not part of this dream!

Get them!

Sadness pulls Joy out of harms way as guards GRAB Bing Bong.

DREAM PRODUCTIONS COP #1

Stop right there!

**BING BONG :**

Ow! Hey!

**DREAM DIRECTOR :**

(to camera operator)

Pan away! Pan away!

The camera pans away to Rainbow Unicorn making off with a giant cupcake platter from the craft services table.

INT. HEADQUARTERS

**FEAR :**

Booooo! Pick a plot line!

INT. STAGE B - CLASSROOM SET

Joy and Sadness watch as guards haul off Bing Bong.

EXT. STAGE B

Joy and Sadness exit Stage B.

BING BONG (O.S.)

Ow! Ow! Cut that out. Ow! Please...

you can't do this!

(MORE)

INSIDE OUT 94.

BING BONG (O.S.) (CONT'D)

Do you like candy? You look hungry.

I can get you candy! Please! Ow.

Ow. Ow.

Joy and Sadness watch Bing Bong being dragged far off to the dark, menacing entry of SUBCONSCIOUS.

**JOY :**

No, no no no, there go the core memories...!

The door opens. SPOOKY LIGHT spills out.

**BING BONG :**

I can't go in there. I'm scared of the dark. Please!

He's thrown in and the door SLAMS SHUT.

Joy and Sadness head after him, down the long stairway.

EXT. SUBCONSCIOUS STAIRS

**JOY :**

What is this place?

**SADNESS:**

(hushed tone)

The Subconscious. It's where they take all the troublemakers.

EXT. SUBCONSCIOUS GATE

Joy and Sadness hide. TWO CLUELESS GUARDS block the gate.

SUBCONSCIOUS GUARD DAVE

My hat feels loose.

SUBCONSCIOUS GUARD FRANK

Let me see.

How to get in? Sadness has an idea.

EXT. SUBCONSCIOUS GATE

Sadness leads Joy around and behind the guards.

SUBCONSCIOUS GUARD DAVE

You got my hat? Or, or is that your hat?

INSIDE OUT 95.

SUBCONSCIOUS GUARD FRANK

Yeah, it's my hat.

SUBCONSCIOUS GUARD DAVE

You sure? I don't know, look in the label.

SUBCONSCIOUS GUARD FRANK

Yeah, it says, "My Hat."

SUBCONSCIOUS GUARD DAVE

Wait, it says, "My Hat"?

SUBCONSCIOUS GUARD FRANK

"My Hat," it says.

SUBCONSCIOUS GUARD DAVE

That's what I wrote in my hat.

SUBCONSCIOUS GUARD FRANK

What are you talking about?

SUBCONSCIOUS GUARD DAVE

You've got my hat on.

SUBCONSCIOUS GUARD FRANK

Okay, but it's my handwriting-  
Sadness loudly SHAKES the door.

SUBCONSCIOUS GUARD DAVE

Hey! You!

**SADNESS :**

Oh! You caught us! Heh.

SUBCONSCIOUS GUARD FRANK

Get back in there! No escaping!

The guards shove them through and slam the door.

INT. SUBCONSCIOUS CAVE

Joy gives Sadness an approving nod: nice work.

They head forward. This place is spooky.

**SADNESS :**

I don't like it here. It's where  
they keep Riley's darkest fears.  
Joy spots a dark shape ahead:  
INSIDE OUT 96.

**JOY :**

It's broccoli!

**Behind them:**

**SADNESS :**

The stairs to the basement!  
They SCAMPER AWAY like frightened mice.

**JOY :**

Grandma's vacuum cleaner!  
The vacuum gives chase. Joy and Sadness lose it and hide  
behind a rock.

JOY (CONT'D)

(catching her breath)

Okay, come on.

Sadness makes a loud CRINKLING NOISE with each step.

JOY (CONT'D)

Would you walk quieter?

**SADNESS :**

I'm trying!

**JOY :**

What is going-(  
looking down)

Candy wrappers.

They follow a trail of candy wrappers into the cave to find-  
INT. SUBCONSCIOUS CAVE, CLOWN LAIR  
--a crying Bing Bong in a balloon cage, atop a large mound.

**JOY :**

Bing Bong!

**BING BONG :**

Joy?

**JOY :**

There you are.

**BING BONG :**

SHHHHH!

(points)

They are standing in front of a giant SLEEPING CLOWN.

INSIDE OUT 97.

**JOY :**

(terrified)

It's Jangles.

**JANGLES:**

(talking in his sleep)

Who's the birthday girl, who's the

birthday girl...

They gingerly approach Jangles. Joy climbs up to Bing Bong.

**JOY :**

Do you have the core memories?

He gives her the satchel. Joy holds them close.

**BING BONG :**

All he cared about was the candy!

Joy helps Bing Bong squeeze through, but the balloon-bars make loud twisting noises. Jangles stirs. Joy freezes. She stretches them further...

Success! Joy and Bing Bong hurry down and the trio rush away.

BING BONG (CONT'D)

We're out of here! Let's get to that train.

**JOY :**

Wait. The train's not running. We still have to wake up Riley.

**SADNESS :**

But how?

Joy and Sadness look back at the clown.

**BING BONG :**

Oh no.

Together, Joy and Sadness approach Jangles and HONK HIS NOSE.

His eyes open. He stands. He's HUGE, towering over them.

**JOY:**

(loudly)

H-hhey Sadness, did you hear about  
the p-pahh-party that we're having?

**SADNESS :**

Ohhhh yeah, yes Joy! Isn't it a babahh...  
birthday party?  
INSIDE OUT 98.

**JANGLES :**

Did you say... birthday?

**JOY :**

And there's going to be cake, and  
presents and-

**SADNESS :**

--and games and balloons-

**JANGLES :**

(pulls out a giant mallet)  
A BIRTHDAY?!?!

**JOY :**

Okay. Follow us!

All three run towards the gate, followed by the giant clown!

JOY (CONT'D)

Nothing like a good scare to wake  
you up, right?

EXT. SUBCONSCIOUS GATE -- CONTINUOUS

The guards inspect each others' hats.

SUBCONSCIOUS GUARD FRANK

Okay, but it's my handwriting.

SUBCONSCIOUS GUARD DAVE

No, it isn't. That's my handwrit-I  
wrote that!

SUBCONSCIOUS GUARD FRANK

No, but THIS one's my handwriting-BASH!

Jangles' mallet smashes through, laughing maniacally.

Our trio run up the stairs, Jangles close behind.

INT. DREAM PRODUCTIONS - STAGE B - MOMENTS LATER

The UNICORN DREAM is mid-production: a Glitter Dance Party,

rainbows and sparkles aplenty. The crew is bored.

INT. HEADQUARTERS

Fear is practically asleep.

INSIDE OUT 99.

INT. STAGE B

The set begins to shake. BLAAAM! Jangles crashes in.

**JANGLES :**

WHO'S THE BIRTHDAY GIRL?!?!

INT. HEADQUARTERS

Fear SHRIEKS, bashes a button and passes out.

INT. RILEY'S ROOM - NIGHT

Riley bolts upright in bed.

INT. STAGE B

The meter reads "AWAKE." Joy and Sadness do a happy dance.

**BING BONG :**

Come on, let's go!

They bolt, leaving Jangles gleefully demolishing the sets.

EXT. TRAIN STATION - MOMENTS LATER

Our trio leap aboard just as the train picks up speed.

**JOY SADNESS :**

Ha ha! We made it! Whoo-hoo! Ha ha! \*

\*\*

**JOY :**

Guess who's on their way to

Headquarters?!

Joy grabs Sadness and picks her up in celebration.

**SADNESS :**

We are!

INT. RILEY'S ROOM - NIGHT

Riley sitting up in bed after being scared awake.

INT. HEADQUARTERS - MORNING

Anger and Disgust come out looking tired, rumped...

INSIDE OUT 100.

**DISGUST :**

What is going on?

**ANGER :**

He did it again.



**FEAR:**

(huddled on the floor)  
We were at school, and we were  
naked, and there was a dog, and his  
back half was chasing him... and  
then we saw Bing Bong.

**ANGER :**

You idiot! It was a DREAM! This is  
ridiculous, we can't even get a  
good night sleep anymore. Time to  
take action.  
He goes and gets the Idea Bulb he held up earlier.  
ANGER (CONT'D)  
Stupid Mom and Dad. If they hadn't  
moved us, none of this would've  
happened. Who's with me?  
Fear stammers nervously. Anger looks to Disgust.

**DISGUST :**

Yeah, let's do it.  
Anger plugs the Idea Bulb in.  
INT. RILEY'S ROOM - NIGHT  
Riley gets the idea. She takes out her computer.  
INT. HEADQUARTERS

**ANGER :**

She took it. There's no turning  
back.

**DISGUST :**

So, how're we gonna get to  
Minnesota from here?

**ANGER :**

Well, why don't we go to the  
elephant lot and rent an elephant?  
INSIDE OUT 101.

**FEAR :**

Hey! That sounds nice!

**ANGER :**

We're taking the bus, nitwit!

INT. RILEY'S ROOM - NIGHT

On her laptop, Riley pulls up the Transway Bus Lines website.

INT. HEADQUARTERS

**ANGER :**

There's a bus leaving tomorrow.

Perfect.

**DISGUST :**

A ticket costs money. How do we get money?

**ANGER :**

Mom's purse.

**DISGUST :**

You wouldn't.

**ANGER :**

Oh, but I would. Where was it we saw it last?

He punches up a memory. It comes up and plays.

GUM MEMORY (O.S.)

Tripledent gum will-

**ANGER :**

NOOOO!!!

(slams his fist, canceling the memory)

It's downstairs somewhere. Mom and Dad got us into this mess. They can pay to get us out.

INT. RILEY'S ROOM - NIGHT

Riley's face grows angry.

EXT. MIND WORLD - MORNING

The train speeds ahead. The trio look out the train door.

INSIDE OUT 102.

**BING BONG:**

How about this, huh? Isn't this nice? You can see everything from up here! Look, there's Inductive Reasoning. There's Deja Vu. There's

Language Processing! There's Deja Vu. There's Critical Thinking! There's Deja Vu. Hey look at this, guys! Memories! Bing Bong ducks inside the train. Joy looks over to Sadness.

**JOY:**

Hey, that was a good idea. About scaring Riley awake. You're not so bad.

**SADNESS :**

Really?

**JOY :**

Nice work.

Joy turns to sit on a crate inside the train.

JOY (CONT'D)

I can't wait to get the old Riley back. As soon as we get there I'm going to fix this whole mess.

Bing Bong looks at a memory.

**BING BONG :**

Whoa. Is this Riley?

**A RECENT MEMORY:**

BING BONG (CONT'D)

She's so big now. She won't fit in my rocket. How're we gonna get to the moon?

**JOY:**

(taking the memory)

Oh, it's that time in the twisty tree, remember? The hockey team showed up and Mom and Dad were there cheering. Look at her, having fun and laughing. I love this one.

**SADNESS :**

Mmm. I love that one too.

INSIDE OUT 103.

**JOY :**

Atta girl! Now you're getting it!

**SADNESS :**

Yeah. It was the day the Prairie Dogs lost the big playoff game. Riley missed the winning shot. She felt awful. She wanted to quit. Joy's smile fades.

SADNESS (CONT'D)

Sorry. I went sad again, didn't I?

**JOY :**

I'll tell ya what. We'll keep working on that when we get back. Okay?

**SADNESS :**

Okay.

Joy puts the memory in the satchel.

INT. SAN FRANCISCO HOUSE - NIGHT

Riley sneaks down the stairs. Mom is on the phone in the kitchen with her back to Riley.

**MOM:**

(on phone)

But I just don't understand, why did our moving van even go to Texas?

Riley spots Mom's purse on the table.

MOM (CONT'D)

Multiple customers?

Riley opens the purse.

MOM (O.S) (CONT'D)

Well, we were promised delivery on the fifth. Uh-huh.

Riley takes out Mom's credit card. She pauses. Is she really doing this? Suddenly Mom turns. Riley panics.

Mom looks up. Empty room.

INSIDE OUT 104.

MOM (CONT'D)

(still on phone)

Excuse me, isn't there any way that you can rush it?

Riley slips off with the credit card.

EXT. MIND WORLD - CONTINUOUS

The train passes crumbling HONESTY ISLAND.

INT. TRAIN CAR

Honesty Island crashes into the train tracks. Joy, Sadness and Bing Bong scream.

Workers below see the train falling towards them.

WORKER #1

LOOK OUT!

The train CRASHES onto the cliffside. It slips towards the edge. Joy struggles to get up, but the floor is pitching.

**BING BONG :**

Hold on!

Workers grab Joy, Sadness and Bing Bong just as the train slides off the cliff and drops into the dump below.

Joy looks towards Headquarters.

**JOY :**

That was our way home! We lost another island... what is happening?

WORKER #1

Haven't you heard? Riley is running away.

**JOY :**

What?!

INT. RILEY'S ROOM - MORNING

Riley packs her clothes when her expression changes to worry.

INSIDE OUT 105.

INT. HEADQUARTERS

Fear is driving.

**FEAR :**

Wait, wait, hang on, guys. Are we really doing this? I mean, this is serious.

Anger pushes Fear aside and works the console.

ANGER (O.S.)

Look. We have no core memories. You want Riley to be happy? Let's get back to Minnesota and make more.

INT. RILEY'S ROOM

Riley's worried face goes angry. She packs and exits.

EXT. LONG-TERM MEMORY CLIFFS

**SADNESS :**

If we hurry, we can still stop her.

(points)

**JOY :**

Family Island. Let's go!

The trio run along the cliff edge towards the last island.

INT. SAN FRANCISCO HOUSE - STAIRWAY - DAY

Riley walks downstairs.

EXT. LONG-TERM MEMORY CLIFFS

Family Island shakes and crumbles.

**SADNESS :**

Joy! Joy! It's too dangerous! We  
won't make it in time!

**JOY :**

But that's our only way back!

The rumbling causes an END CAP of a nearby shelf to break,  
exposing an open tube. A memory gets sucked up and shot  
towards Headquarters.

INSIDE OUT 106.

JOY (CONT'D)

A recall tube!

**SADNESS :**

We can get recalled!

They run towards it.

INT. SAN FRANCISCO HOUSE - DAY

Riley goes to the front door. Mom and Dad are in the kitchen.

**MOM :**

Have a great day, sweetheart.

**DAD :**

See you after school, monkey.

**MOM :**

We love you!

Riley doesn't respond. She turns and walks out the door.

EXT. LONG-TERM MEMORY CLIFFS

Family Island rumbles. A LARGE CHUNK of cliff edge breaks off behind them, driving Joy and Sadness forward.

**JOY :**

Go! Run! RUN!

Joy steps into the disconnected TUBE, ready to sail up to Headquarters.

Sadness tries to climb in, but there's not enough room; she jostles, pressing against the satchel. The CORE MEMORIES start to turn blue.

JOY (CONT'D)

Woah woah! Sadness!

(pushing her back)

Sadness, stop! You're hurting Riley!

Joy pulls a core memory from the satchel. It is BRIGHT BLUE, but slowly fades back to normal.

**SADNESS :**

Oh no, I did it again...

INSIDE OUT 107.

**JOY :**

If you get in here, these core memories will get sad!

Joy watches FAMILY ISLAND crumble. She looks down at Sadness.

Joy, pained, decides.

JOY (CONT'D)

I'm sorry. Riley needs to be happy.

She pulls the tube closed and starts up alone.

Sadness and Bing Bong watch, betrayed and despondent.

Joy looks guilt-ridden, but looks on towards Headquarters.

Suddenly, the cliffside rumbles. Joy's tube BREAKS. Joy FALLS!

Bing Bong runs forward to help her, but the ground beneath him crumbles away.

Joy and Bing Bong tumble into the abyss.

**SADNESS :**

Joy!!!

EXT. SAN FRANCISCO ALLEY - DAY

Riley walks off into the fog.

EXT. MEMORY DUMP - MOMENTS LATER

Joy falls, clutching the satchel of core memories.

She lands hard, rolling down a hill of faded memories. She sits up, looks around. The satchel! All the memories are still there. Panicked, Joy runs up the hills of memories. Off in another part of the dump, Bing Bong comes to.

**BING BONG :**

Joy?

Bing Bong notices his hand beginning to fade. He gasps.

BING BONG (CONT'D)

Joy!

He finds Joy desperately clawing her way up the hill.

INSIDE OUT 108.

BING BONG (CONT'D)

Joy? Joy, what are you doing? Will you stop it please?

Joy ignores him; keeps trying.

BING BONG (CONT'D)

Don't you get it, Joy? We're stuck down here. We're forgotten.

This stops Joy. All around, memories are fading to dust.

Vapors blowing in the atmosphere, they disappear.

RILEY (O.S.)

We used to play tag and stuff.

Joy recognizes this. She finds Sadness' BLUE CORE MEMORY: Riley crying in class.

RILEY (O.S.) (CONT'D)

But everything's different now since we moved.

Seeing Riley cry breaks Joy's heart. She falls to her knees.

She picks up a nearby MEMORY of young happy Riley coloring.

**JOY :**

Do you remember how she used to stick her tongue out when she was coloring?

**Another memory:**

JOY (CONT'D)

I could listen to her stories all day.

**Another memory:**

JOY (CONT'D)

I just wanted Riley to be happy.



And now...

She holds the recent blue memory of Riley in class. Joy hugs them all until the memories fall out of her arms.

Joy cries. A long, deep, painful cry.

Joy has lost everything.

Around her, memories fade and disappear.

A tear falls onto the faded TWISTY-TREE MEMORY. Joy wipes it.

INSIDE OUT 109.

In wiping the tear, the memory rewinds. Its color CHANGES from GOLD TO BLUE.

**IN THE MEMORY:**

team approaching in the distance.

Joy looks closer. What's this? She rewinds more.

**IN THE MEMORY:**

Joy remembers what Sadness said about the memory...

SADNESS (V.O.)

It was the day the Prairie Dogs lost the big playoff game. Riley missed the winning shot. She felt awful. She wanted to quit.

**IN THE MEMORY:**

Joy fast forwards.

**IN THE MEMORY:**

and cheers. Riley smiles.

**JOY :**

Sadness. Mom and Dad, the team...

they came to help because of

Sadness.

She turns to Bing Bong, ready to take action.

JOY (CONT'D)

We have to get back up there!

**BING BONG :**

Joy, we're stuck down here. We might as well be on another planet.

**JOY :**

(getting an idea)

Another planet.

(sings)  
Who's your friend who likes to  
play?

Silence.

JOY (CONT'D)

(sings louder)

Who's your friend who likes to  
play?

INSIDE OUT 110.

**BING BONG :**

(understanding; excited)

His rocket makes you yell "Hooray!"

Far off, BING BONG'S ROCKET answers. They run towards it.

BING BONG (CONT'D)

Who's the best in every way and  
wants to sing this song to say,  
who's your friend who likes to  
play? Bing Bong Bing Bong!

Joy and Bing Bong find the rocket!

EXT. MEMORY DUMP - LATER

They perch the wagon atop a hill. Joy looks resigned.

**JOY :**

Hop in!

Both inside, Bing Bong pushes off. They speed down a slope to  
gain momentum, singing all the way. They reach the bottom and  
shoot up another hill, launching up towards the cliff top.

Joy and Bing Bong enthusiastically, if not desperately, sing  
at the top of their lungs.

Not even close. They crash back to the bottom.

JOY (CONT'D)

C'mon!

EXT. MEMORY DUMP - MOMENTS LATER

They shoot down a taller hill for another go. They SING  
faster and louder.

Joy reaches for the ledge but they fall with a thud.

Bing Bong stands. There's no way they'll make it. He looks  
up at the ledge and then to his hand -- it's disappearing!

**BING BONG :**

Come on, Joy. One more time. I've  
got a feeling about this one.

EXT. MEMORY DUMP - MOMENTS LATER

Hurdling down the largest hill yet, they continue to sing  
Bing Bong's song.

INSIDE OUT 111.

**BING BONG :**

Louder! Louder, Joy! Sing louder!

Bing Bong times it just right... and jumps out of the wagon.  
Without his weight, the Joy gains momentum. She's unaware of  
Bing Bong's absence.

**JOY :**

We're gonna make it!

The rocket makes it over the ledge! It crashes atop the  
cliff.

JOY (CONT'D)

Woohoo! Bing Bong, we did it! We-

She turns around. She's alone.

JOY (CONT'D)

Bing Bong? Bing Bong!

She runs to the cliff side. Below, Bing Bong laughs  
excitedly, happy to help Riley in the only way he can.

**BING BONG:**

Ya ha ha! You made it! Ha ha! Go!

Go save Riley!

(pause)

Take her to the moon for me. Okay?

He waves as the last of him vanishes into the air. Joy's eyes  
widen in awe; he's sacrificed his life for her.

**JOY :**

I'll try, Bing Bong. I promise.

Joy gets up and soldiers on.

INT. SAN FRANCISCO HOUSE - EVENING

Mom and Dad walk in.

**MOM :**

We're home! Riley? Riley!

INT. RILEY'S ROOM - EVENING

Dad opens the door. The room is empty.

**MOM :**

I'll call her cell.

INSIDE OUT 112.

EXT. SAN FRANCISCO STREET - EVENING

Riley walks through a sketchy part of the city.

INT. HEADQUARTERS

**FEAR :**

This is terrible. Wait. Is that  
someone walking towards us? Let's  
cross the street.

Riley's cell phone rings. MOM is calling.

INT. HEADQUARTERS

**FEAR :**

It's Mom! She's on to us! Where's  
my bag?

Fear finds a paper bag and breathes into it to calm himself.

**DISGUST :**

What do we do?

**ANGER :**

Riley needs to get core memories.

We keep going.

EXT. SAN FRANCISCO STREET - CONTINUOUS

Riley ignores the call and walks on.

EXT. LONG-TERM MEMORY

Joy runs through the Long-Term Memory stacks.

**JOY :**

Sadness!

She sees Family Island rumble, pieces beginning to break off.

She frantically continues on.

EXT. BUS DEPOT - EVENING

Riley walks into the bus depot.

INSIDE OUT 113.

EXT. LONG-TERM MEMORY

Joy runs through a long corridor.

**JOY :**

Sadness? Sadness?

(no answer; desperate)

C'mon Sadness, where are you? Okay.

If I were Sadness, where would I be?

Joy slumps to the ground. She kicks a leg up in the air.

JOY (CONT'D)

(Sadness voice)

Ohhh... everything is awful and my legs don't work and you have to drag me around while I touch all the-

Joy stops. Something has caught her eye.

**REVEAL:**

Joy follows the path.

EXT. BUS DEPOT - MOMENT LATER

Riley walks out of the bus depot and into the advancing line. Her cell phone rings again: "Mom."

INT. HEADQUARTERS

Fear breathes faster into his paper bag.

**DISGUST :**

Oh no. It's Mom again. What do we do?!

**ANGER :**

Uh... Uh...

Boom! Family Island rumbles behind them.

QUICK INTERCUTS between the line getting shorter, Riley declining Mom's call, and Family Island crumbling. Finally...

INT. HEADQUARTERS

Fear's bag POPS.

INSIDE OUT 114.

**ANGER :**

This is madness! She shouldn't run away!

**DISGUST :**

Let's get this idea out of her head.

They rush to unplug the idea.

INT. LONG-TERM MEMORY

Joy runs, following the path of blue memories.

**JOY :**

Sadness!

Joy rounds a corner and spots Sadness far down the next row.

JOY (CONT'D)

Sadness!

Sadness turns around.

**SADNESS :**

Joy?

Inexplicably, Sadness turns and runs away.

**JOY :**

Wait, Sadness!

Joy chases after her. Sadness doesn't stop.

**SADNESS :**

Just let me go! Riley's better off  
without me!

Joy follows Sadness straight into...

INT. IMAGINATIONLAND, FRENCH FRY FOREST

Sadness topples giant french fries in Joy's path.

**JOY :**

Come back!

Joy uses a super-long fry to vault over the mound of fries.

INSIDE OUT 115.

INT. IMAGINATIONLAND, CLOUD TOWN

Two MIND WORKER COPS are questioning a CLOUD WITNESS.

MIND WORKER COP #1

So you're saying your husband was  
blown away by an elephant.

The Cloud Witness nods. Sadness runs past the crime scene.

They don't notice.

MIND WORKER COP #1 (CONT'D)

Was he with anyone?

**CLOUD WITNESS :**

Yes! And there she is!

Joy runs right through the Cloud Witness, dissipating her.

MIND WORKER COP #1

(runs after Joy)

Hey! Come back here!

MIND WORKER COP #2

Forget it, Jake. It's Cloud Town.

EXT. IMAGINATIONLAND, CLIFF EDGE

Joy searches for Sadness. Suddenly, rain falls on her. Above,  
Sadness is floating on a chunk of rain cloud, away from  
Headquarters.

**JOY :**

What? Sadness!

**SADNESS :**

(crying)

I only make everything worse!

**JOY :**

Wait-- Sadness! We've gotta get you  
back to...

(Sadness is too far away)

Ugh.

Joy looks back at Family Island crumbling. She looks around:  
what does she have to work with? The Boyfriend Generator...

INT. HEADQUARTERS

Anger tries to untwist the Idea Bulb, but IT WON'T MOVE.

INSIDE OUT 116.

**ANGER :**

It's stuck!

**DISGUST :**

Oh great.

**FEAR :**

Whadayamean it's stuck?!?

**DISGUST :**

Now what?

A strange BLACKNESS spreads over the console.

**FEAR :**

Oh, no, no, no. What is THIS?!

INT. BUS - EVENING

Riley boards the bus.

INT. HEADQUARTERS

Anger slams a chair down on the console. It bounces off with  
no effect. Fear lunges in with a crowbar. He loses control  
and it smacks him in the face.

INT. BUS - CONTINUOUS

Riley walks down the aisle of the bus.

INT. HEADQUARTERS

**FEAR :**

Oh, how do we stop it?

**DISGUST :**

I got it! Make her feel scared!  
That'll make her change her mind!

**FEAR :**

Brilliant!

**DISGUST :**

I know it's brilliant. Do it!  
Fear frantically pushes buttons.  
INSIDE OUT 117.

**FEAR :**

Ahh! Nothing's working! Why isn't  
it working??

**ANGER :**

Let me try!  
Disgust and Fear pound on the console buttons.

**DISGUST :**

Great, you broke it!

**FEAR :**

No, I didn't!

**ANGER :**

Let me do it!  
INT. BUS - CONTINUOUS  
Riley takes a seat.  
INT. HEADQUARTERS  
By now, the console is mostly black.

**FEAR :**

Guys. We can't make Riley feel  
anything.  
INT. BUS - CONTINUOUS  
Riley sits on the bus.  
INT. HEADQUARTERS

**ANGER :**

What have we done?



EXT. IMAGINATIONLAND, BOYFRIEND GENERATOR  
Joy runs up to Riley's Imaginary Boyfriend.

**JOY :**

Hey! Hey, look at me. Did you mean  
what you said before?

INSIDE OUT 118.

IMAGINARY BOYFRIEND

I would die for Riley! I would die  
for Riley!

**JOY :**

Yeah, yeah, okay, Haircut. Time to  
prove it.

Joy scoops him into her satchel. She activates the generator.  
Imaginary Boyfriends pour out, directly into Joy's satchel.

EXT. IMAGINATIONLAND

Joy spots Sadness ahead, and runs past her.

EXT. IMAGINATIONLAND, BALLOON TREES

Joy pulls a balloon free from a TWISTY BALLOON PALM TREE. She  
aims it towards the approaching Sadness and unties it.

PTHHPT! The balloon blows Sadness back over the MEMORY DUMP.

In the process, the HOUSE OF CARDS behind them collapses.

HOUSE OF CARDS WORKER

(angry)

That's it! I fold!

EXT. IMAGINATIONLAND, BOYFRIEND GENERATOR

Joy sprints by grabbing the SACHEL, now full of boyfriends.

EXT. IMAGINATIONLAND, CLIFFSIDE

Sadness floats out over the Memory Dump. Joy runs along the  
cliff edge, parallel to Sadness, towards Family Island.

EXT. LONG-TERM MEMORY CLIFFS, NEAR FAMILY ISLAND

Joy sights Sadness and aligns herself with Family Island. She  
dumps the satchel, pouring out the Boyfriends. Their momentum  
pulls her to the top of a TOWER OF BOYFRIENDS.

**JOY:**

(to herself)

This is crazy, this is crazy... No,  
no, no! Joy! Be positive.

(beat)

I am POSITIVE this is crazy!

INSIDE OUT 119.

Joy spots the trampoline on Family Island, then Sadness

floating away. She times it...

JOY (CONT'D)

NOW!

The tower tips forward.

IMAGINARY BOYFRIENDS

For Riley!

Joy falls towards Family Island, bounces on the TRAMPOLINE, flying up towards Sadness. She intercepts Sadness midair...

**JOY :**

Gotcha!

**SADNESS :**

Joy?

**JOY :**

Hang on!

They launch towards Headquarters. Will they make it?

INT. HEADQUARTERS

Anger, Fear and Disgust watch the screen, worried.

**FEAR :**

Ohhh, I wish Joy was here!

SPLAT! Joy and Sadness hit the back window and slide down, grabbing the window edge. The Emotions run to the window.

**DISGUST :**

It's Joy!

**ANGER :**

Stand back! Arrrrrgh!

Anger throws a chair at the window. It bounces off.

**DISGUST :**

(sarcastically)

That worked.

**ANGER :**

Well, what would you do, if you're so smart?!

He's smoldering. Disgust's eyes light up.

INSIDE OUT 120.

**DISGUST :**

I'd tell you, but you're too dumb to understand.

**ANGER :**

What?!

**DISGUST :**

Of course your tiny brain is confused. Guess I'll just have to dumb it down to your level. Sorry I don't speak "moron" as well as you,

**but let me try:**

Anger explodes, bursting into full blowtorch flames. Disgust, sporting a welding mask, picks him up and blows a hole in the window. Joy and Sadness climb through.

Anger Fear and Disgust all talk at the same time, explaining:

**FEAR :**

Oh, thank goodness you're back.

**DISGUST :**

Things are really messed up.

**ANGER :**

We found this idea, and now Riley's on a bus heading for Minnesota! Joy looks at the screen.

**ON THE SCREEN:**

EXT. BUS DEPOT - NIGHT

The bus starts to pull away.

INT. HEADQUARTERS

**DISGUST :**

Joy, you've got to fix this. Get up there.

**JOY :**

Sadness, it's up to you.

**SADNESS :**

Me?

Joy pushes Sadness towards the console.

INSIDE OUT 121.  
ANGER/FEAR/DISGUST  
Sadness?!?

**SADNESS :**

I can't, Joy.

**JOY :**

Yes you can. Riley needs you.  
Sadness looks at Joy. Really? Joy nods.

INT. BUS - CONTINUOUS

The bus pulls out onto the street.

INT. HEADQUARTERS

Sadness approaches the console and takes charge.

**SADNESS :**

Okay.

She grips the Idea Bulb. The console is now completely black.

EXT. SAN FRANCISCO STREET - NIGHT

The bus is on the road.

INT. HEADQUARTERS

Sadness works... and ejects the Idea Bulb. The blackness retracts.

INT. BUS - NIGHT

Feeling comes back to Riley: her expression changes from listless to sad. She stands.

**RILEY :**

Wait! Stop! I wanna get off.

The bus stops. Riley runs to the front and out the door.

EXT. BUS STOP - NIGHT

Riley runs away from the bus.

INSIDE OUT 122.

INT. HEADQUARTERS

The Emotions watch the screen in anticipation.

EXT. SAN FRANCISCO STREET - NIGHT

Riley runs back towards home.

INT. SAN FRANCISCO DINING ROOM - NIGHT

Mom sits at the table, on the phone. Dad hovers.

**MOM :**

(on phone)

Alright. Thank you. We will.

(to Dad)

Her teacher hasn't even seen Riley  
all day.

**DAD :**

What? I can't believe this.

**MOM :**

What was she wearing last? Do you  
even remember what-

The door opens. Riley walks in. They rush over to her.

MOM (CONT'D)

Riley!

**DAD :**

Riley, there you are! Thank  
goodness!

**MOM :**

Oh, we were worried sick! Where  
have you been? It's so late...

INT. HEADQUARTERS

Sadness drives. Joy walks to her, holding the golden core  
memories. She hands them over to Sadness.

The core memories turn BLUE.

Sadness places one in the recall unit.

THE MEMORY PLAYS ON SCREEN:

Young Riley and young Meg walk side by side.

INSIDE OUT 123.

INT. SAN FRANCISCO DINING ROOM - CONTINUOUS

Riley remembers.

INT. HEADQUARTERS

Sadness places another blue memory in the recall unit.

MEMORIES PLAY ON SCREEN:

Young Riley makes cookies with Mom and Dad. Riley runs around  
with underpants on her head, Dad chasing. Riley scores her  
first goal. Riley skates with Mom and Dad.

Sadness places her hand on the console. It turns BLUE.

INT. SAN FRANCISCO DINING ROOM

Riley cries.

**RILEY :**

I know you don't want me to but...

I miss home. I miss Minnesota.

Mom and Dad, concerned, listen quietly.

RILEY (CONT'D)

You need me to be happy, but... I want my old friends, and my hockey team... I wanna go home. Please don't be mad.

**MOM :**

Oh sweetie...

**DAD :**

We're not mad. You know what? I miss Minnesota too. I miss the woods where we took hikes.

**MOM :**

And the back yard where you used to play.

**DAD :**

Spring Lake, where you learned to skate.

Riley cries harder.

DAD (CONT'D)

Come here.

INSIDE OUT 124.

He pulls Riley towards them. The three hug.

INT. HEADQUARTERS

Joy steps forward with one more gift for Sadness: the blue core memory.

Sadness pulls Joy by the hand and places it on the console.

INT. SAN FRANCISCO DINING ROOM

Still in an embrace, Riley smiles through her tears.

INT. HEADQUARTERS

BING! Joy and Sadness hear the sound of a new memory being produced. It's a NEW CORE MEMORY: BLUE AND GOLD, swirled together. A first.

The Emotions react in awe.

The memory travels down the track and into the holder. A lightline extends out the back of Headquarters. It is a new FAMILY ISLAND, bigger than before.

Joy and Sadness turn back to the console together.

INT. SAN FRANCISCO DINING ROOM

Riley, Mom and Dad embrace.

INT. HEADQUARTERS

Watching the screen, Joy rests her head on Sadness. They're a team.

INT. HEADQUARTERS - DAYS LATER

We see many new, multicolored core memories in the Core Memory Holder.

The Emotions admire the new Islands of Personality.

**FEAR :**

Hey, I'm liking this new view.

INSIDE OUT 125.

**ANGER :**

Friendship Island has expanded.

Glad they finally opened that

Friendly Arguments section.

**SADNESS :**

I like Tragic Vampire Romance

Island.

**DISGUST :**

Fashion Island. Everyone shut up!

**FEAR :**

Boy Band Island. Hope that's just a phase.

**JOY :**

Say what you want, I think it's all beautiful.

**WORKER FRITZ :**

Alright!

The Emotions turn to see workers at a new, larger console.

WORKER FRITZ (CONT'D)

There you go. Your new expanded console is up and running.

The new console lights up.

JOY/SADNESS/FEAR/ANGER/DISGUST

Whoa!

**DISGUST :**

Cool. Upgrade!

**JOY :**

Ooohh.

Fear leans on the console. BEEP!

**FEAR :**

Hey! Whoa! Whoops, wait. Did I just do that?

**DISGUST :**

**(re:**

Hey guys? What's "pub-er-ty?"

**JOY :**

I don't know. It's probably not important.

INSIDE OUT 126.

**ANGER :**

Whoa. I have access to the entire Curse Word Library! This new console is the sh-  
BEEP!

**FEAR :**

Sorry. I did it again. My bad.

**DISGUST :**

(pointing to screen)

They're getting to the rink!

EXT. HOCKEY RINK - DAY

The same rink Riley left before. The Golden Gate gleams in the background.

INT. HOCKEY RINK

A pep talk from Riley's parents. We don't see their faces.

**DAD :**

Now when you get out there, you be aggressive!

**RILEY :**

(embarrassed)

I know, Dad.



**MOM :**

-- but not too aggressive.

**RILEY :**

You know, you guys don't have to come to every game.

**REVEAL:**

**DAD :**

Are you kidding? I'm not missing one! GO FOGHORNS!

**MOM :**

GO RILEY! FOGHORNS ARE THE BEST!

**RILEY :**

Okay, okay. I gotta go.

Riley walks away, mortified, as Dad makes foghorn noises.

INSIDE OUT 127.

INT. HEADQUARTERS

All the Emotions at the control panel.

**JOY :**

Awww ...

**FEAR :**

They love us!

**ANGER :**

Yeah, Mom and Dad are pretty cool.

**DISGUST :**

Guys, of course they are. But we can't SHOW IT!

INT. HOCKEY RINK

Zoom in to Dad's head...

INT. DAD'S HEADQUARTERS

Dad's Emotions cheer. They all have their faces painted.

**ON THE SCREEN:**

DAD'S FEAR

She loved the face painting!

DAD'S ANGER

Ha! Told you it was a great idea!

Dad turns to Mom. She smiles, and we zoom in to her head...

INT. MOM'S HEADQUARTERS

All Mom's Emotions are also painted.

MOM'S ANGER

Best idea he's had in awhile.

MOM'S SADNESS

He's a really good guy.

They all sigh. Mom's Anger tosses the MEMORY of the Brazilian helicopter pilot. Mom's Fear retrieves it.

MOM'S FEAR

Just in case.

INSIDE OUT 128.

INT. HOCKEY RINK

Riley walks towards the ice and bumps into A TEEN BOY. He drops his water bottle. She picks it up for him.

**RILEY:**

Oh. Sorry!

She smiles.

ZOOM IN TO THE BOY'S HEAD.

INT. BOY'S HEADQUARTERS

A dirty, chaotic room. Stuff everywhere.

**GIRL ALARM :**

GIRL! GIRL! GIRL!

WARNING LIGHTS ARE BLARING. His Emotions run around in a panic, screaming. One of them is HUDDLED, CRYING.

INT. HOCKEY RINK

The boy stands stunned, unable to speak. Riley hands him the water bottle.

**RILEY :**

Uhh... Ooooo-kay. Bye!

Riley skates out onto the ice, looking back over her shoulder... with a hint of a smile?

HOCKEY TEAMMATE (O.S.)

All set, Riley?

She HIGH-FIVES a new teammate. They skate into position as Mom and Dad cheer from the stands.

INT. HEADQUARTERS

Joy and Sadness stand side by side at the new console, flanked by the others.

**JOY :**

You ready?

**SADNESS :**

Yeah!

INSIDE OUT 129.

**JOY :**

Alright. Let's play some hockey!

We ZOOM OUT of Riley's head.

INT. HOCKEY RINK

Riley faces off. The puck drops.

JOY (O.S.)

All right Anger, take it!

ANGER (O.S.)

Give us that puck or you're dead  
meat!

Riley gets it!

FEAR (O.S.)

On our left! On our left!

An opponent steals the puck.

DISGUST (O.S.)

Let's just try not to get all  
smelly this time.

SADNESS (O.S.)

Hooh, Mom and Dad are watching us  
fail.

ANGER (O.S.)

Not today!

Riley regains the puck and skates off with a smile.

JOY (V.O.)

We've been through a lot lately,  
that's for sure. But we still love  
our girl. She has great new  
friends, a great new house...  
things couldn't be better! After  
all, Riley's 12 now. What could  
happen?

THE END.