

BEN AND MAX: AN UNLIKELY FRIENDSHIP

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Cover & illustrations by: Debbie Hefke

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http://www.freekidsbooks PDF Edition

Email: BenandMaxBooks@gmail.com

Website: www.BenandMaxBooks.com



For Sam

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Chapter One An Unlikely Pair Meet

Ben was a **grouchy GRUMP** of a bear, with **thick**. **brown** fur and a **deep**, **PARK** growl. All the animals in the forest were afraid of him.

But Ben had a secret.

He only pretended to be **MEAN** because he thought no one liked him. The truth was that Ben wasn't **MEAN** at all. In fact, Ben was very lonely. And more than a little scare.

One spring day, a small, gray mouse named Max found his way to the forest.

As Max scurried through the grass, he saw Ben slurping honey by the river. Max was a friendly sort of mouse, so he gathered up his courage and scurried over to Ben.

"Hello," the mouse squeaked happily, "My name is Max." And then, all at once, without taking a breath, he added, "I have always admired bears and I would like to be your friend.

Ben didn't say a word. He stood very still, staring at the TINY mouse.

Max was also a **BRAVE** sort of mouse, but Ben was very **LARGE**. So, just to be SOFG, Max ran behind a **BEG**, OLD oak tree.

Chapter Two Friendship Offered

It was quiet for so long that Max finally peeked his nose around the tree. Ben was still standing there, holding his honey jar, a puzzled look on his face. Then the bear said, in his gruffest bear voice, "Who do you think you are? No one ever spoke to me that way before!"

Ben sighed. He spoke very quietly, "Actually, nobody speaks to me at all." A **BEG**, **DOPPY** bear tear rolled down his **fuzzy** cheek. Max walked around the tree.

"But don't you have any friends, Ben?" He asked. "No, Max, I've never had a friend. And I'm afraid that if I let you be my friend, you might hurt my feelings some day."

Max scampered over to Ben and looked up at him. He put his **little** mouse hand over his **little** mouse heart, and said, "I promise to be your **true** friend, Ben. But remember, to have a friend you must be a friend."

Ben looked like he was thinking very hard. Finally, he knelt down and held out a paw, as if to shake hands. The TINY mouse smiled from ear to ear. Then he climbed up Ben's fuzzy arm and sat high on Ben's furry shoulder.



Chapter Three A Joyous Time in the Forest

The other animals in the forest soon grew used to the sight of the TINY, gray mouse riding on the big bear's WARM, furry shoulder. They laughed, saying, "Ben is no longer the groughy bear he once was. Why, he has become a **LEDDY BEAR!**"

And, as Ben opened his heart to his **new** friends, they came to love him. Ben, it turned out, was a **WONDERFUL** story teller, and the animals loved listening to Ben telling them about his adventures through all the years he had been alone.



Chapter Four A Jealous Plot Unfolds

Winter was coming, and just as the last of the leaves left the **tallest** tree, a fox arrived at the forest. Sylvester was a **clever** sort of fox. He had **POINTY** ears, a **SHARP** snout, and **reddish brown** fur. His haunches were stained the color of dirt.

This fox liked to be the center of attention. In fact,

nothing less would do. He was a **crafty** creature, who would stop at nothing to get what he wanted.

He would even tell lies and play **NASTY** tricks on the popular animals to make the others dislike them so that he could be the **favorite**. Wherever he went, he fooled the other animals for a while. But,

eventually, they would see the truth and kick him out. He had traveled far and wide to find a forest where no one had heard of him.

"Ah," the fox said to himself, feeling smug, "This time, I will be very careful about how I show these animals how wonderful I am. Yes, I am sure I will be able to stay here for a long, long time."

After a few days, though, Sylvester became ANGRY. He tried to tell his most exciting stories and used his most sincere voice to flatter the animals, but none of them paid him any attention. When he began talking, all he heard, over and over, was "Sorry, Sylvester, but we are listening to one of Ben's stories right now."

"That **DUMB** bear!" Sylvester muttered angrily. "If it wasn't for Ben, everyone would be listening to me!" Sylvester decided that no fool of a bear would keep him from enjoying the admiration and respect so **Clever** and **Wise** a fox deserved.

"I'll find a way to turn him back into the **MEAN**, **GRUMPY** bear he used to be," thought Sylvester, who had learned about the Bear's past. "And then his friends will be mine."

Sylvester was determined to come up with a plan. He crawled into the **deepest**, **DARKEST** cave in the forest, and stayed there for three days and three nights hatching his plan. On the fourth morning, Sylvester left the cave feeling like the king of the forest he was sure he would soon be.

Now Sylvester sat with the other animals when Ben told his stories, making sure that he laughed the loudest. And he always had a compliment for Ben when he was finished. The bear was too flattered by all this attention to notice that Sylvester often had a look in his eyes and a hard, CRUEL smile on his lips. But Max noticed, and he felt afraid for his friend.

Max told Ben how **scared** he was. "Nonsense," said Ben. "Why would Sylvester want to hurt me? He's always the first to ask for a story. Could it be that you are just a **little** bit **JEALOUS**?"

Max thought about what Ben said, and decided that maybe he *was* just a **little** bit **JEALOUS**.

One afternoon, Sylvester whispered to Ben that he needed to talk to him alone. The fox sounded quite **UPSET**.

"No one ever asks me for advice," Ben thought, "they just like to hear my stories." Though he felt a bit **GUILTY**, Ben asked Max to climb down off his shoulder so he could speak to Sylvester alone.

Max tried to be **BRAVE**, but his **little** mouse lip quivered ever so slightly as he slid down Ben's **fuzzy** arm. "Oh, well," the mouse thought, "maybe this fox really does need a friend."

But **deep** in his heart, he was sure that Sylvester was up to no good.

Two weeks passed. Max had always been a very **independent** sort of mouse, but since meeting the bear, he found that nothing was as much fun as being with Ben. So now, he spent his days all alone, laying in his **little** mouse bed, crying or nibbling on some cheese.

"Poor Max," his friends said, shaking their heads sadly, "He is not the same happy mouse he used to be." Everyone visited Max at his mouse house to cheer him up -- everyone, that is, except Ben.

"Can't Ben see how much Max misses him? Doesn't he realize how much he's hurting his friend?" The animals became so **UPSET** that many stopped asking Ben for stories.

Day by day, fewer and fewer animals came to hear Ben's stories. Sylvester noticed, gleefully. "It's only a matter of time before this bear will have no friends at all. And then, I will be the storyteller here. Yes, very soon, I will be rid of this bear forever!"



Chapter Five "Watch Out, Mouse!"

Ben missed Max ... sometimes ... and finally went to visit him. But he only stayed a short time. He was having so much fun with Sylvester that he found Max's sadness **ANNOYING**.

"What's **WRONG** with you? You aren't the same mouse I used to know," Ben said bitterly the last time he left.

Soon after that, Ben realized that no one but Sylvester came to hear his stories anymore. "I wonder what's **WRONG** with everyone? Why are they ignoring me?"

Sylvester answered, "It's that mouse, Ben. Oh, gosh, I know I shouldn't tell you this..."

"What? What is it?" Ben was FRANTIG.

Sylvester sounded very, very Sad. "I'm sorry to tell you this, but Max has been making fun of you behind your back. That's why he's so Sad. He knows what a bad sort of mouse he really is."

Although Ben didn't want to believe what Sylvester told him, he was **confused**. "What kind of stories is he telling?" Asked the bear, although he wasn't at all sure that he wanted to know.

"Well," said Sylvester in a whisper, "Max says that when you drink honey, it dribbles down your chin. And he said that he thinks bears are **funny-looking** and that he only pretended to like you because he could ride high up on your shoulder and get everywhere **FASTER**."

Ben sat down on a rock. Bee bear tears rolled down his furry cheeks. Angrily, he wiped the tears away, stood up, and in his **NASTIEST** bear growl, snarled, "I should have known better than to trust anyone. There is no such thing as a true friend. I hate that mouse!" Ben ran into the forest toward Max's house.

When he got there, Ben stopped for a moment, wondering if Sylvester might have lied to him. But Ben knew that honey did dribble down his chin once in a while. The more he thought about it, the **ANGRIER** he grew. "I should have known better than to let that mouse watch me drink honey," he thought angrily. Just at that moment, he arrived at Max's house.

The bear stuck his head into Max's side window. "Max!" He roared, "Get over here right now!" Max was in the back yard tending to his garden. Gardening always made Max feel better.

The mouse was so excited that Ben had come to visit that he raced around the house. When he saw his friend's BIG, furry head in the window, looking so silly, he began to laugh.

Hearing the laughter, Ben became **ANGRIER** than he had ever been in his life and he tried to turn around to teach Max a lesson. "Ouch!" He yelled. Ben's head was stuck in Max's window! He wiggled and wriggled, but couldn't get

loose. Finally, he yanked his head out with a

loud SPLOP!

Ben was even **ANGRIER** now! And his head hurt badly from being stuck in the window. He ran over to Max and swooped him up. The mouse was **terrified**. Ben hollered at Max, "You won't ever make fun of me again, you ... you ... you **dwful** mouse!"



Then, there was a moment, just a moment, when Ben stopped yelling. He saw how scared again if Max was. He saw little mouse tears running down his face. For just a second, Ben wondered again if Max really had said all those MEAN things about him. But he never asked Max if they were true. "Why should I ask him?" Ben thought, "Sylvester said that if I asked Max, he would just lie and tell me he didn't say any of those awful things."

But still, in that moment, Ben knew that there were many other things that he could do. He could have put Max down, and gone away, and stayed away until he wasn't **ANGRY** any more. He could have cried and cried until he got all the sadness out. He could have talked to one of the other animals about how he was feeling. He could have found a **BIG**, OLD rock and thrown it at a tree or shouted as loud as he could in the forest or run until he was so **IIRED** that he just had to go to sleep.

But then, his head started hurting again and all his rage and sadness came back. Ben became so **ANGRY** that he didn't remember that nobody stays **ANGRY** forever.

Instead of doing any of the other things he could have done, Ben did the **worst** thing he could possibly do. He opened his mouth **WIDE** and swallowed Max **WHOLE**!

Instantly, Ben realized the **TERRIBLE** thing he had done. He sat on a rock, holding his stomach, and became unbearably **Sad** while he heard Max's cries and sobs from inside his stomach. That night, Ben went **deep** into the forest where no one could find him.



Chapter Six

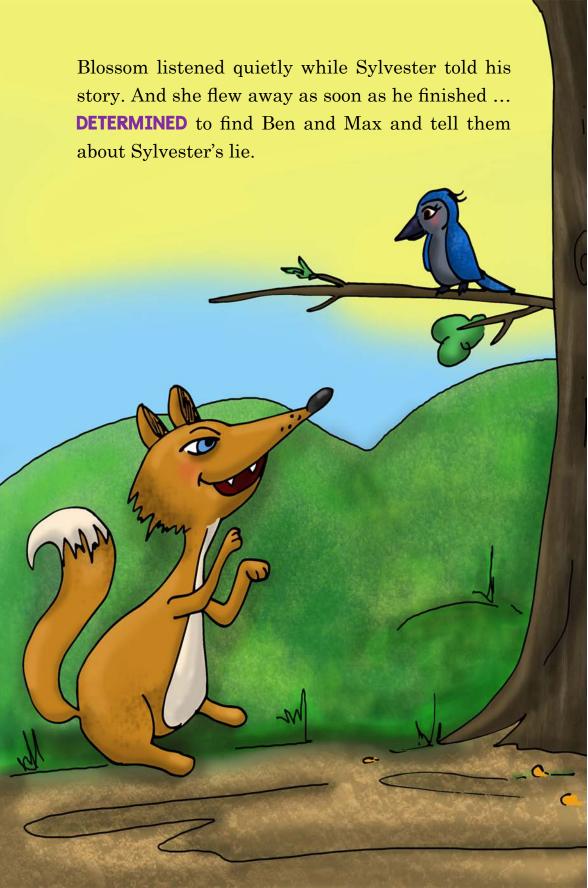
A Small Bird with a Big Heart Comes to the Rescue

The other animals didn't know what happened to Max and Ben. But they missed them. Sadness and grief blanketed the forest.

Sylvester was **overjoyed**. "Now I will cheer everyone up with my stories, and they will soon forget about the mouse and the bear." But try as he might, Sylvester found that the animals still weren't interested. "We're sorry," they said day after day, "But we're just not in the mood for stories."

Sylvester tried harder and harder to capture the animals' interest, but no matter how hard he tried, Sylvester couldn't get them to do what he wanted. His cheeks turned FIERY RED and his eyes blazed with anger. "These animals are STUPID! I don't think I want to stay here after all."

Before leaving, Sylvester told a TINY sparrow named Blossom how he had fooled the bear. "After all," Sylvester told himself, "I want someone to know how clever I am. And Blossom is so small. No one will care what she has to say."



Chapter Seven The Saddest Bear Gets Even Sadder

miserable bear. Night after night, he lay in a bed made out of leaves and cried. He realized how wrong he had been. "Friendship comes from trust and sharing," he sobbed, "not from flattery and praise." The thought of never seeing Max's bright and sharing mouse face again made Ben sadder than he had ever been in his life.



Chapter Eight A Little Bird is Very Brave

Blossom felt like she had been flying forever. Although she was the most hopeful of birds, even she was beginning to think finding Ben and Max was hopeless. "I must stop for a while," she thought, "or I will have no strength left at all." Blossom landed in a **HUGE** fir tree, and closed her eyes for a **short** nap. Just as she was dreaming about the **BEG**, **juicy** worm she would eat for breakfast, Blossom was shaken out of the tree by a **THUNDEROUS** sound.

DAZED, she looked up from the ground to see where the noise had come from ... and there was Ben! The bear was stumbling and bumbling around, his eyes **FULL** of tears, his **BIG** bear nose **red** from a **bdd** cold. It was his sneeze that had toppled Blossom from her perch.

Just as Ben was about to step on the TINY bird, she cried out, "Ben, it's me ... Blossom!" Ben looked down, and for the first time in ever so long ... he smiled. "Blossom! How did you find me?"

Blossom chirped out everything, including all that Sylvester had told her, in one Brush of peeps. Ben felt faint. He reeled backwards and landed in a mud puddle, looking Sadder than ever.

"Ben? Ben! We must find Max," Blossom shouted at Ben. He looked up slowly. "Blossom," he said, "I swallowed him!" With that, Ben burst into the most pitiful of bear sobs.

Blossom sat quietly for a few moments. "Wait a minute," she exclaimed, "You mean you swallowed him whole?"

"Yes," cried Ben, "and now I will never see my best friend again!"

"Ben, he's probably still in there!" Blossom screeched. "If I fly into your stomach, I can look for Max." Blossom was very excited now. "I am

even TINIER than he is and I will be very careful not to hurt you with

my beak."

Ben didn't answer. The bear was so happy at the thought of seeing Max again that he just stood there, his mouth wide open. Taking a deep breath, Blossom flew in.

When she reached Ben's stomach, she peered into all the corners, very carefully, remembering her promise not to hurt the bear. It was **DARK** and she couldn't see very well. She called out Max's name.

Finally, she heard the TINIEST squeak coming from the farthest corner of Ben's stomach!

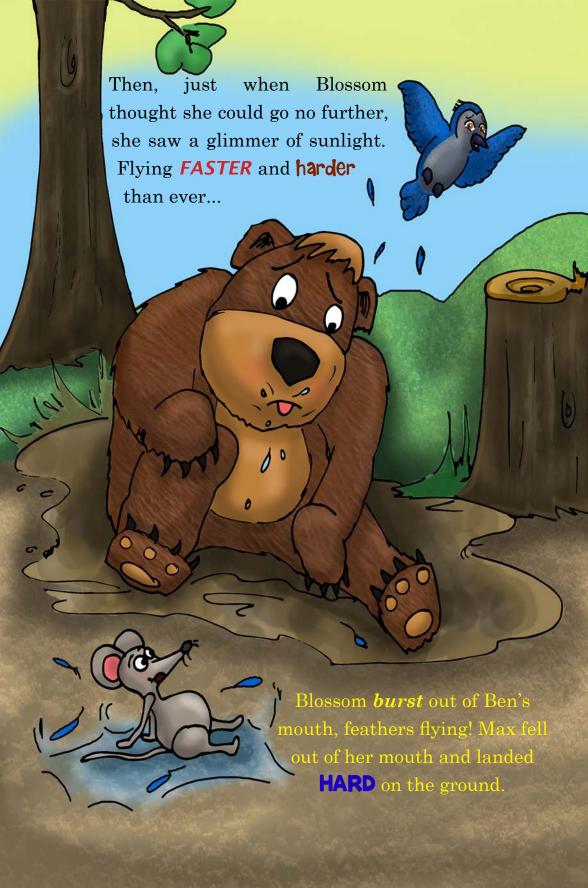
Blossom raced over and found Max, who looked terribly TINY. "Max! It's me, Blossom! I've come to rescue you!"

"Blossom?!Blossom!Oh,I'm soglad you've come!"
Max cried out. "It's dark and I'm scared.
I've always been a very brave sort of mouse, but I was beginning to think that I would have to stay here forever."

Blossom explained what had happened. They both sat very quietly. Finally, Max asked, "How are you going to get me out? I have become quite a small mouse, but you are TINIER still."

Blossom summoned up all her courage, and said in her most confident voice, "Max, I'm **STRUNG**. I will carry you out."

But Blossom wasn't at all certain about her strength. The **heqviest** thing she'd ever picked up was a worm, which is not **very heqvy** at all. She flew over to Max and picked him up by the scruff of his neck. "Thank goodness, I have a **STRUNG** beak," Blossom thought. She began flying upward, but with every flap of her wings, Max felt **heqvier** and **heqvier** to her.



Chapter Nine Annabel

Finally, Blossom shook her feathers, and said, "Well, Ben, I think you have something to say to Max, don't you?"

"I'm so sorry, Max," he blubbered. "I was **WRONG** to believe Sylvester. I was **WRONG** not to ask you if you really said those nasty things about me."

Max scampered over to him, climbed up onto his **fuzzy** shoulder and said, "Ben, I would *never* say **MEAN** things about you. I love you. And you are still my **best** friend. And I forgive you."

"Oh, Max!" Ben cried out, a **BIG** smile spreading across his face, "I want you to ride on my shoulder forever!"

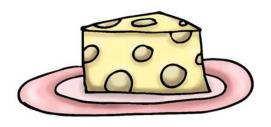
The three friends then had a **Big** meal of honey, worms, and cheese, feeling happy and **contented**. Later that evening, they remembered Sylvester. Blossom said, "We must find a way to keep Sylvester from ever causing so much harm again." They sent Blossom to find the fox while the mouse and the bear thought of a plan.

The next morning, Max remembered Annabel. The mouse had lived in Annabel's home before he met Ben. It was she who convinced the mouse to go to the forest, telling him, "You will find great happiness there. Even though you will pass through a time of **TERRIBLE** suffering, do not lose your faith, for it will all work out."

So he did as she told him, though it made him very **Sad** to leave her, because he loved her very much. And now, Max knew she was right, and he was sure that Annabel would be able to help them.

Max told Ben, but the bear was RELUCTANT to go, still unsure how Max's friend could help them. After doing his **best** to convince the bear, Max saw that Ben was still **UNCERTAIN**. So the mouse finally admitted that Annabel was a witch, a fact which he knew Annabel preferred left unstated.

Finally, the two set off, Max gleeful at the thought of seeing his Triend again. When they got to Annabel's house, it was as if she expected them. There was a plate of Max's favorite Swiss cheese sitting on the front porch and a LARGE pot of sweet, golden honey for Ben.





When Annabel came out to greet the mouse and the bear, Ben was surprised Annabel was nothing like he imagined. She was **SOFT** and **ROUND** with hardly a wrinkle, her skin weathered by the years to a **rosy**,

golden hue.

Annabel had never cast an **EVIL** spell in her life. Beautiful White hair flowed down her back, and she had **SPARKLING** green eyes filled with love. Her house was **FULL** of jars and potions and smelled like flowers and soft perfume.



After they ate, the three sat in the living room. As they talked about Sylvester, Annabel's eyes took on a faraway look, and her brow wrinkled. Afterwards, she stood up without saying a word and walked outside. By then, it was late, and the TIRED mouse and his WORRIED friend fell asleep in the living room.

Chapter Ten The Plan Unfolds

In the morning, they found Annabel in the kitchen, a **BIG** grin on her face. "This ought to do the trick," the witch said proudly. She handed Max a TINY, delicate jar. "Next week there will be a **FULL** moon. At exactly midnight on the night of the **FULL** moon, put a drop of

Annabel grew very

this potion on a leaf."

Serious. "This leaf *must* be right in front of the fox." Max's eyes widened. Annabel continued, "To Sylvester, this leaf will appear as his **favorite** food, and he will not be able to resist eating it. Once he eats the leaf, his lesson will begin." But Annabel refused to tell the AMXIOUS pair what would happen to Sylvester. "Have faith, my **dear** friends. All will be known in its time."

When they returned from Annabel's, Ben and Max found Blossom FRANTICALLY flying back and forth. "Where have you been? I found Sylvester! He's hiding, but I've have been watching him, and it looks as though he will move into a

new forest any day."

That night, the determined trio set off to find Sylvester. On the day of the **FULL** moon, they found a set of footprints ... Sylvester's footprints. But where was the fox? All they could do was wait ... and hope Sylvester came back before midnight. "Let's hide in this cave," said Max.

After dark, they heard a noise. Max scurried to the front of the cave and peeked out. There was Sylvester! "Tomorrow morning, I will move to a new forest," the fox muttered to no one. "There I hope to finally get the attention I deserve." Sylvester lay down in a pile of leaves and settled in for the night.

Just before midnight, Max took the TINY, glass jar and slowly crept up to the sleeping fox until he was right under Sylvester's nose. As he looked up at the peaceful-looking creature who had caused so much trouble, Max began shaking and couldn't move. He gripped the jar even tighter in his TINY paws, his whole body clattering and chattering.

Suddenly, the jar shattered into a

thousand GLITTERING



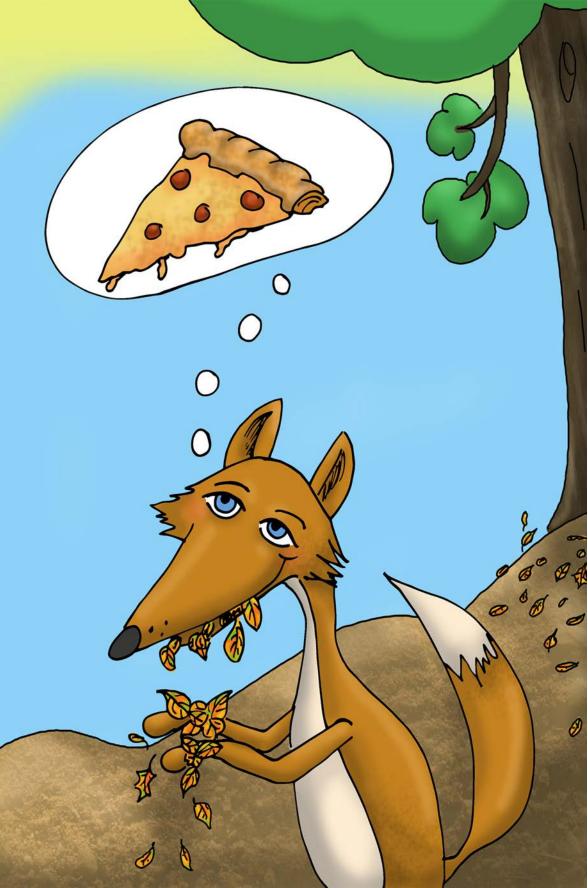
Sylvester woke with a start and found himself staring into Max's eyes. "WHATARE YOU DOING HERE!" He screamed. No one ever finds me once I leave a place! I must stop this little troublemaker, Sylvester thought angrily, and he grabbed for the terrified mouse.

But Max found that he could move again and scurried away as *FAST* as he could. He wondered what would happen next. The potion was activated. But Annabel said to put only one drop on a leaf, and when the jar broke, every bit of the potion spilled onto the leaves.

Still, Max had broken the container right in front of Sylvester, so maybe the potion would still work. There was nothing to do now but watch and wait. Meanwhile, Sylvester had started to run after Max, but something stopped him in his tracks. "What's that smell," he wondered out loud, taking in **HUGE** whiffs with his snout. "It smells like ... but ... but that can't be!" And then, he looked down and saw



Sylvester wanted to chase after Max, but the pizza was too MACNIFICENT to ignore. He tore into the unexpected snack, forgetting all about the topoublesome mouse.



Chapter Eleven

In Which a Fox is Out-Foxed

Sofe in the cave, Ben, Max, and Blossom watched Sylvester snuffle up clumps of leaves, licking his paws and chops as if it was the **best** meal ever. The three friends were more puzzled than before. But they hugged each other with relief when they realized that whatever was in that vial had kept the now **Satisfied** fox at bay.

After he finished eating, Sylvester looked around, remembering the **Annoying** mouse. Maybe it was Max who brought me this **delightful** surprise, he thought. Perhaps he wanted to apologize for not realizing what an **important** fox I am when he had the chance! Yes, he thought, I'm sure that's why he was here. With a **Satisfied** burp, Sylvester went back to bed, not giving Max another thought.

Bright and EARLy the next morning, Sylvester set off for the **new** forest. Blossom followed him, leaving Ben and Max to wait for her in the cave. "Annabel has never failed with a potion," Max reassured his friends. But even Max had no idea what was going to happen next.

Blossom watched as Sylvester approached the animals in the **NEW** forest. Everything started out normally. As expected, after a few hours, Sylvester was ready to start boasting and lying. He opened his mouth, feeling **confident**. But as soon as he began to speak,

NO WORDS CAME OUT! JUST GOTAIR AND

The animals gave him a most **Peculiar** look. "Are you all right?" They asked. "Yes," he answered, or, tried to answer. Because instead of the word, "yes," more steam came out of his mouth. The truth was, the fox was not all right at all. Now, the other animals thought Sylvester very **Odd**.

"I think I want to lie down," the fox said in a rather **shaky** voice. After his nap, he decided that he must have imagined the whole thing.

There's nothing **WRONG** with my voice, he thought, as if to reassure himself. But he didn't say this out loud, because **deep** down, he knew there *was* something **WRONG**. In fact, there was something terribly **WRONG** with more than just his voice.

Sylvester went back to where the animals were eating lunch. "Ah," he thought, "Here is an especially **smelly** skunk. I will tell her how **sweet-smelling** she is and win her over."

"Madam," Sylvester began. "You are so swee...."
But the lie never came out of his mouth. Instead, there was steam, steam, and more steam! Blossom, who was watching from the top of a tall tree, suddenly understood the lesson of the potion.

Sylvester could no longer BRAGor say ANYTHING that wasn't

TRUE!

And, just at that moment, Sylvester understood too. "How could such a thing happen?!" He shouted. Try as he might, Sylvester could not boast or tell a lie. The animals slowly moved away from him, frightened by the fox's ranting and raving, and the HUGE clouds of steam that poured out of his mouth.

Sylvester stood alone in the forest. He puffed out his cheeks, trying to tell his **tall** tales to no one in particular, but all that came out was that **dreadful** steam! As Blossom left, Sylvester was running in circles, crying out,

"Oh, woe is me! What am I going to do?"



Chapter Twelve

A Celebration among Friends

Blossom returned to her friends and told them about Sylvester. The three set off for home. They were happy to know that Sylvester would never hurt anyone with his words or tricks again.

When the **weary** travelers arrived home and saw their **PLP** friends, there were squeals and squeaks and barks and chirps, the likes of which had never been heard in the forest before! And from that day on, the mouse and the bear remained the **best** of friends.

The End

Not Quite...

Epilogue

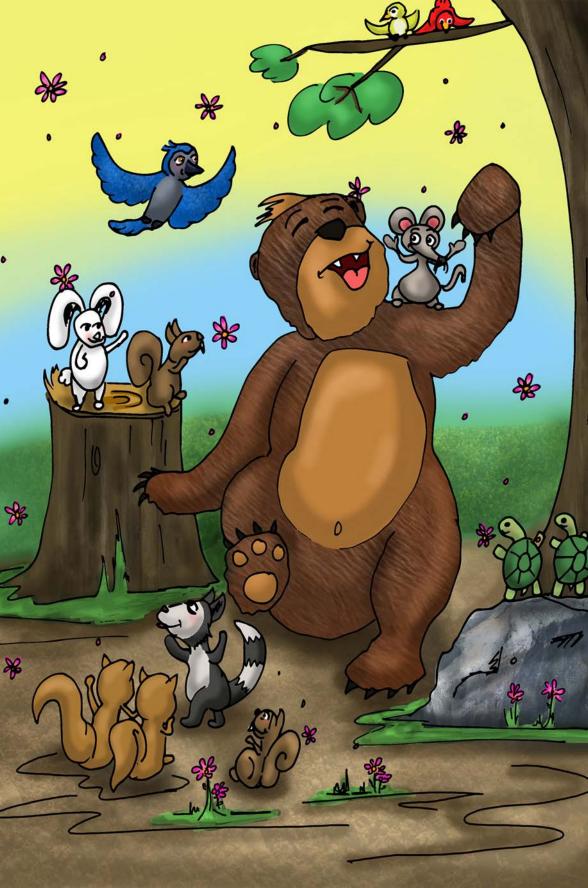
A few months later, Blossom flew to the forest where she last saw Sylvester. To her amazement, the fox was still living there! In fact, he was surrounded by other animals, who were laughing and singing with him!

Feeling CUPIOUS, Blossom landed on a tree branch just above Sylvester. When the fox saw the sparrow, he became very quiet and his face grew Sad. Blossom wasn't sure what to do, so she sat there silently too, and noticed the fox's eyes fill with tears..

And then, Sylvester spoke. He said, "Blossom, I'm so sorry for how I acted. I was **WRONG** about the way to make friends. And I thought the steam was the **worst** thing that could have happened to me. But it forced me to be *honest* and **kind** to others, and now I have lots of friends!"

Blossom swooped down and gave Sylvester a peck on the check. And as she flew off, she saw Sylvester smile a **genuine** smile of joy. She soared in the air, **excited** to share the **wonderful** news with Ben, Max, and all the animals back home.

The End!



Questions to Think About

Note to Parents: This story is designed to help your child understand how our behavior affects others, including (1) talking about others/gossip, (2) how to better handle anger, and (3) the "golden rule" of treating others as we wish to be treated.

Talking about others

There's a word for saying mean things (that may be true or untrue) about someone else behind their back. Do you know the word? It's "gossip."

- 1. How did the fox gossip?
- 2. What did the fox say about the mouse to the bear that wasn't true?
- 3. What did the bear do after hearing these things?
- 4. What could the bear have done instead?
- 5. Why is gossip a harmful thing to do?
- 6. If you hear someone saying mean things about others to you, what could you do?

Turn the page for additional questions.

Anger

- 1. How did the bear feel when he heard that the mouse made fun of him?
- 2. What could the bear have done to find out if the fox was telling the truth about what the mouse said?
- 3. What did the bear do when he became angry?
- 4. What's a better way the bear could have acted when he was angry?

Treating others as we want to be treated

- 1. How did the fox want to be treated? How did he treat others?
- 2. What happened to the fox because he treated others badly?
- 3. How did the fox finally get others to like him and treat him well?

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