

SHREK



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SHREK

Based on the Book
By
William Steig

Screenplay
by

Ted Elliott, Terry Russio
Roger Schulman & Joe Stillman

TWENTY FIRST DRAFT
March 15th, 2001

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TWENTY FIRST DRAFT

Updated 3/15/01

SHREK

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21st Draft / 3/15/01 Script

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INT. SOMEWHERE DARK - DAY

CLOSE ON A BEAUTIFUL STORYBOOK

A stream of light cuts through the darkness illuminating a beautiful but worn book. The book opens revealing a picture of lovely PRINCESS running over a field with a fairy-tale castle in the background.

SHREK

(Narrator reading the book)

Once upon a time there was a lovely princess.

The next page reveals the princess in silhouette with a suggestion of some kind of magic force surrounding her.

SHREK (cont'd)

But she had an enchantment upon her of a fearful sort which could only be broken by love's first kiss.

Turn the page to reveal a castle protected by a dragon.

SHREK (cont'd)

She was locked away in a castle guarded by a terrible, fire breathing dragon.

Next page shows knights being attacked by the dragon.

SHREK (cont'd)

Many brave knights had attempted to free her from this dreadful prison, but none prevailed.

Turn the page to reveal the princess sleeping under a canopied bed in a chamber similar to Sleeping Beauty.

SHREK (cont'd)

She waited in the Dragon's Keep, in the highest room of the tallest tower, for her true love and true love's first kiss--
(beat;sarcastic)
Yeah -- Like that's ever gonna happen!

A large green hand tears the page from the book and we hear O.S paper crumpling and a wiping noise

SHREK (cont'd)

(good natured; laughing)

What a load of sh--

SFX: FLUSH

EXT. SWAMP OUTHOUSE - MORNING

Shrek comes out of the out-house. He picks his underwear from his butt and notices a page of the book stuck to his foot. He shakes it off. Looking up he admires his house.

CLOSE ON: Shrek. Proud, happy and content. Walks out of frame.

CUT TO:

EXT. SWAMP SHOWER - MORNING

Bucket going into mud. Shrek is having a mud shower.

CUT TO:

EXT. SWAMP "BATHROOM MIRROR" - MORNING

Shrek grabs a bug from his toiletry jar, squeezes it on to a bone and proceeds to clean his teeth. He checks his smile and the mirror cracks, making him even happier.

CUT TO:

EXT. SWAMP - MORNING

Shrek jumps into a mucky swamp pond, we see the water bubbling and a relieved look on Shrek's face. Dead fish float belly up, Shrek adds them to his shopping bag.

In a succession of quick cuts:

CUT TO:

Shrek leaves the pond, his legs are covered in leeches, he pulls one off and tastes it. It's good.

CUT TO:

Mud seeps out of a hollowed log floating inside the pond. Shrek pops out behind it and grabs his "Mud Squid" from the muddy pile.

CUT TO:

Shrek is painting. Delicately creating what seems to be a beautiful vista. He takes the painting from the easel and hammers a stick to the back. As he walks off with it we see that it's a "Beware" sign.

CUT TO:

Shrek enters his home.

CONTINUED:

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CUT TO:

Pub door with "Wanted Creatures Reward" sign bursts open and angry mob pours out. An ogre hunter draws a plan of attack onto ground. Villagers reach for torches and pitchforks.

CUT TO:

Shrek grabs spoon and begins to eat his dinner.

CUT TO:

Silhouette of mob against the setting sky running into the forest.

CUT TO:

Shrek strikes a match and starts fire in hearth with a burp.

CUT TO:

Angry mob raise their torches and pitchforks.

CUT TO:

Shrek lounging in front of fire. He pulls a fish from a sack at his side and bites off the head.

CUT TO:

Angry mob treks through forest. A villager steps on one of Shrek's "Stay Out" signs.

CUT TO:

Shrek hears a noise and peers out his window. He sees the angry mob coming through the swamp, lit in the morning darkness by burning torches. Shrek rolls his eyes.

CUT TO:

The mob makes its way quietly through the bushes. Shrek follows closely behind.

EXT. SHREK'S SWAMP - MORNING.

The ANGRY MOB stops. Warily they part the bushes in front of them and we see that they are right outside Shrek's house. One steps forward determinedly.

VILLAGER CHRIS

(sotto; intense)

All right. Let's get it!

(CONTINUED)

CONTINUED:

Another villager looks alarmed and reaches out, grabbing the first and stopping him.

VILLAGER JAMES

Whoa-Hold-on! Do you know what that thing could do to you?

A third villager pipes in.

VILLAGER MIKE

(forboding)

Yeah. It'll grind your bones for it's bread.

The other villagers all stare at him bewildered.

SHREK

(brightly, laughing)

Yes, well actually that would be a giant -

The villagers hear the new voice and spin around. Shrek is standing nonchalantly behind them, he advances on them as he speaks, getting more intense and terrifying as he does. They back away frightened.

SHREK (CONT'D)

(starts nonchalant and build)

Now ogres...they're much worse. They'll make a suit from your freshly peeled skin. They'll shave your liver, squeeze the jelly from your eyes. Actually, it's quite good on toast.

Villager 1 leaps forward bravely waving the torch in front of him.

VILLAGER JAMES

Back! Back beast! Back! I warn you.

Shrek leans away, avoiding the torch and watching the man with casual indifference. When the Villager is done with waving, he holds the torch threateningly in front of him. Shrek moistens his thumb and forefinger and reaching forward, snuffs out the torch.

The villagers stand stunned for a moment.

VILLAGER 1

Right.

(CONTINUED)

CONTINUED: (2)

5

SHREK

(huge long roar)

Simultaneously the Villagers screw their eyes closed and scream for all they're worth.

VILLAGERS

(huge long scream)

Their scream outlasts Shrek's roar and Shrek ponders them for a moments.

SHREK

(whispers)

This is the part where you run away.

They all run as fast as they can. We CUT IN close of Shrek as he watches them go. He chuckles to himself.

SHREK (CONT'D)

And stay out!

Shrek suddenly notices a small flyer that the Villagers have left behind. He picks it up and reads it.

SHREK (cont'd)

Wanted - Fairytale creatures.

He tosses it into the ground and heads back into his house.

EXT. FOREST CLEARING - EARLY DAY

CLOSE on a dwarf behind bars being hauled away in a wagon. Widen to reveal a GUARD leading off shackled DWARVES as a FARMER collects the coins from the table. Sitting behind is a CAPTAIN dolling out reward money and notating the trades. This is one of Farquaad's trading posts.

GUARD 1

Alright, this one's full. Take it away.

DWARVES

(singing mournfully)

He ho hi he, dwarf prisoners are we...
He ho hi he, dwarf prisoners are we.

GUARD 2

Move it along...come on.

CAPTAIN

Next.

A second FARMER steps forward, shoveing a WITCH tied with rope, to the table. A waiting GUARD grabs her broom and snaps it over his knee.

GUARD 2

Give me that! Your flying days are over.

CAPTAIN

That's 20 pieces of silver for the witch.
Next.

GUARD 2 takes her away. The second Farmer collects his reward and walks past a line of people waiting to sell their prisoners: two VILLAGERS with ELVES, an OLD MAN with PINOCCIO, an OLD WOMAN with a DONKEY, a BOY with a glowing FAIRY in a cage and a burly PEASANT with THE THREE LITTLE PIGS.

FARMER

(grumbling to himself) Lousy 20 pieces!

As the farmer passes, the pan stops on DONKEY, his muzzle tied with rope. He looks around nervously. He sees the witch carted off in a wagon with the dwarves. Hearing a cry, he turns to see the THREE BEARS in cages. BABY BEAR reaches for his mother as their cages are dragged apart.

(CONTINUED)

CONTINUED:

LITTLE BEAR
(sobbing)
This cage is too small!

Donkey turns to the old woman holding his rope.

DONKEY
Please, don't turn me in! I'll never be
stubborn again. I can change, please
gimme another chance!

OLD WOMAN
Ah shut up!

DONKEY
Ow!

CAPTAIN
Next!

The OLD MAN with the boy puppet steps forward and plops
Pinochio down on the table.

CAPTAIN (CONT'D)
What have you got?

OLD MAN
This little wooden puppet.

PINOCCHIO
I'm not a puppet! I'm a real boy!

The puppet begins vibrating. His nose shoots out to five
times its' previous length.

CAPTAIN
Five shillings for the possessed toy.
Take it away!

PINOCCHIO
Father please don't let them do this!
Help me!

CAPTAIN
Next! What have you got?

The old woman drags the stubborn Donkey up to the table.

OLD WOMAN
Well, I've got a talking donkey.

(CONTINUED)

CONTINUED: (2)

The Captain looks up from his ledger.

CAPTAIN

Right. Well, that's good for ten shillings if you can prove it.

Donkey swallows hard and looks at the old woman. The old woman begins to untie the rope from Donkey.

OLD WOMAN

Oh, go ahead lil' fella.

Donkey looks at the old woman, then to the Captain. The Captain looks back at Donkey, and lifts an eyebrow.

CAPTAIN

Well?

Donkey looks back at the Captain saying nothing. The old woman begins to sweat.

OLD WOMAN

(a bit nervous)

Oh...ah...he's just a little nervous. He's really quite a chatterbox. Talk, you boneheaded dolt! Talk!

The old woman slaps the donkey.

CAPTAIN

That's it. I've heard enough. Guards!

OLD WOMAN

No! He talks. He does.

She grabs the Donkey's lips and squeezes them.

OLD WOMAN (cont'd)

(pretending it's the Donkey)

I can talk. I love to talk! I'm the talkiest damn thing you ever saw!

The Captain has had enough. He motions to his guards.

CAPTAIN

Get her out of my sight.

The guards advance on the old woman and drag her off screaming.

(CONTINUED)

CONTINUED: (3)

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OLD WOMAN

(screaming)

No! No! I swear. Let me go. He can talk! No, wait!

As she struggles, the old woman accidentally kicks the caged pixie from the boy's hand. The cage goes flying through the air. It lands on Donkey's head, exploding pixie dust all over him. He's shocked at first, but smiles, realizing...

DONKEY

Hey! I can fly!

All heads turn to Donkey.

BOY

He can fly!

THE THREE PIGS

He can fly!

CAPTAIN

He can talk!

A smiling Donkey begins floating upward, running in place like a reindeer.

DONKEY

That's right fool! Now I'm a *flying* talking donkey. You might a seen a house fly, maybe even a super fly, but I bet you ain't never seen a donkey fly. Ha! Ha!

As the pixie dust dissipates, Donkey realizes his predicament.

DONKEY (cont'd)

Uh-oh.

He falls hard right in front of the Captain.

CAPTAIN

Seize him! After him. He's getting away.

The guards all dive for Donkey, but he runs for all he's worth into the woods. The Captain and some of the guards take chase.

CLOSE ON: DONKEY as trees whiz by. He looks over his shoulder. They're gaining. Then WHAM! Donkey barrels into Shrek.

(CONTINUED)

CONTINUED: (4)

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DONKEY

Oof!

Shrek is hanging a 'Keep Out' sign, he looks down at Donkey. He and Shrek regard each other for a moment. Then the guards round the corner and stop at the sight of Shrek. Donkey darts behind the ogre.

CAPTAIN

(reluctant)

You there. Ogre.

SHREK

Aye?!

CAPTAIN

By the order of Lord Farquaad,
(becoming nervous)

I am authorized to place you both under
arrest and transport you to a designated
resettlement facility...

Shrek looks down at him.

SHREK

Oh, really? You and what army?

The Captain looks behind him. His men have deserted. Shrek just smiles.

CAPTAIN

Ahh...

The Captain makes tracks back to his encampment.

Shrek shrugs and walks off taking no notice of Donkey. Donkey smiles at his new hero and decides to follow.

DISSOLVE TO:

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EXT. WOODS OUTSIDE DULOC - DAY

Shrek continues on his way, not noticing the little donkey following at a distance behind him, trying to work up the courage to speak. Whenever Shrek turns the Donkey darts behind a tree. Finally, Shrek spins and sees him.

DONKEY
(ingratiating)
Can I say somethin' to you? Listen, you
was really really something back there!
Incredible!

Shrek stops and turns.

SHREK
(A little annoyed)
Are you talking to -- me?

Somehow, Donkey is gone. Shrek turns back. Donkey is right in front of him, beaming.

DONKEY
(fast)
Yes! I was talkin' to you. Can I just
tell you, you was really great back
there, man those guards they thought they
was all that! Then you showed up and
...BAM! They were tripping over
themselves like babes in the woods. See
that, that really made me feel good to
see that.

SHREK
Oh, That's great.
(disinterested)
Really.

DONKEY
Man, it's good to be free.

SHREK
Now why don't you go celebrate your
freedom with your own friends...hmmm?

DONKEY
But uh... I don't have any friends. And
I am not going out there by myself. Hey,
wait a minute I got a great idea, I'll
stick with you. You're a mean, green
fighting machine. Together we'll scare
the spit out of anybody that crosses us!

(CONTINUED)

Shrek is finally fed up. He stops, a deep sigh then he turns on Donkey waving his arms and trying to scare him off, roaring in his face.

SHREK
Roaaaaarrrrr!

Donkey is terrified for a beat, then collects himself.

DONKEY
(nervous laugh)
Oh Wow! That was really scary. And, if you don't mind me saying, if that don't work your breath certainly will get the job done. 'Cuz you definitely need some tic tacs or something 'cuz your breath stinks! Man! You almost burned the hair off my nose. Just like the time--

Shrek grabs Donkey's muzzle holding it shut, but Donkey continues trying to talk nonetheless.

DONKEY (cont'd)
-- mime mi benb binbo be moods manm mi mied bo mgo --

Shrek lets go and tries to walk away but Donkey continues and follows.

DONKEY (cont'd)
--and then I ate some rotten berries. Man I had some strong gasses eeking out of my buttthat day.

Shrek can't take it anymore he spins around to face the Donkey.

SHREK
Why are you following me?!!

DONKEY
I'll tell you why.

Shrek is speechless with horror as Donkey sings:

DONKEY (cont'd)
(to "You Gotta Have Friends")
'Cause I'm all alone.
There's no one here beside me.
My problems have all gone.
There's no one to deride me.
But you gotta have friends --

SHREK
(cutting him off)
STOP SINGING!

Donkey closes his mouth in shock.

SHREK (cont'd)
Well, it's no wonder you don't have any
friends!

Donkey looks at Shrek for a beat considering these words.

DONKEY
Wow! Only a true friend would be that
cruelly honest.

SHREK
Listen, little donkey, take a look at me.
What am I?

Donkey looks Shrek up and down.

DONKEY
Ahhhh, really tall?

SHREK
NO! I'm an ogre! You know -- 'grab your torch
and pitch forks'! Doesn't that bother you?

DONKEY
Nope.

SHREK
(a little surprised)
Really?

DONKEY
Really, really.

Shrek is suddenly disarmed.

SHREK
Oh...?

DONKEY
Man -- I like you, what's your name.

SHREK
(hesitant)
Ahh ...Shrek.

Shrek turns and continues on his way

DONKEY

Shrek?

(shakes it off)

Well, you know what I like about you Shrek? You got that kind of "I don't care what nobody thinks of me" thing. I like that, I respect that Shrek. You all right.

They come to the crest of a hill, which slopes down into a large field. Beyond lies Shrek's house.

EXT. EDGE OF SWAMP - DAY

As Shrek and Donkey crest the hill and start down the winding path to the swamp, we start seeing signs:

KEEP OUT
STAY AWAY
DANGER

They come upon Shrek's place.

DONKEY
Whooh! Look at that! Who'd want to live in a place like that?

SHREK
That would be my home.

Shrek starts away. Donkey reacts and follows.

DONKEY
(backpedaling)
Oh, and it is lovely. Just beautiful. You know, you are quite a decorator. It's amazing what you've done with such a modest budget!
(looks at rock)
I like that boulder. That is a nice boulder.

Shrek throws him a look. As they walk toward the house, Donkey notices the "Beware Ogre" signs.

DONKEY (CONT'D)
(reaching)
Yeah, I guess you don't entertain much, do you?

SHREK
I like my privacy.

They reach Shrek's door.

DONKEY
(nervous)
You know I do too! That's another thing we have in common. Like I hate it when you got somebody in your face, and you try to give them a hint, and they won't leave, and then there's that big, awkward silence... You know?

Shrek glares at Donkey. There's an awkward silence.

DONKEY (CONT'D)
(beat; worried)
Can I stay with you?

SHREK
(turns; stunned)
What?

DONKEY
Can I stay with you...please?

Shrek turns and smiles overly genuine, exaggerated friendliness.

SHREK
Of course.

DONKEY
Really?

SHREK
No.

DONKEY
(pleading)
PLEEEEEZE! I don't wanna go back there.
You don't know what it's like to be
considered a freak! Well, maybe you do.
But, that's why we gotta stick together!
You've got to let me stay! Please!
Please!

Donkey climbs up in Shrek's face, hooves on his chest - totally overwhelming him.

SHREK
OKAY! Okay. But - One night only.

DONKEY
Oh, thank you.

Shrek turns and opens his door, shaking his head. Donkey charges into the hovel, startling Shrek.

SHREK (cont'd)
Ahh...what are you...no, no, no.

DONKEY
Ah, this is gonna be fun. We can stay up late swapping manly stories -- and in the morning, I'm makin' waffles.

Donkey jumps up into Shrek's lounge chair, circles and then plops down making himself comfortable.

SHREK

Ugh!

DONKEY

Where do I sleep?

SHREK is too frustrated to even articulate. He points frantically outside.

SHREK

(exasperated)

OUTSIDE!!!

Dejected, Donkey heads back out.

DONKEY

(hurt)

Oh, ah, I guess that's cool. I mean, I don't know you, and you don't know me, so I guess outside is best. (Sniff) Here I go. Good night. (Sigh)

Shrek slams the door in Donkey's face. He turns and looks regretfully at the door for a moment, but shakes it off.

DONKEY (O.S.) (cont'd)

I mean I do like the outdoors. I'm a donkey, I was born outside. You know I'll just be sittin' by myself. Outside, I guess. You know. By myself. Outside.
(singing to himself)
*I'm all alone...
There's no one here beside me...*

INT. SHREK'S HOUSE - CONTINUOUS

Shrek prepares to dine alone. Donkey looks on from outside, lays down on Shrek's doorstep.

DISSOLVE TO:

INT. SHREK'S HOUSE - EVENING

Shrek is sitting at the dinner table eating, when he hears a noise. It sounds like his door opening.

SHREK
(calling)
I thought I told you to stay outside.

DONKEY (O.S.)
(calling from outside)
I am outside.

Shrek hears skittering. A shadow flits by. He spins to look. Suddenly there is a crash and he whips around to see THREE BLIND MICE stumbling around on his dinner table. Mouse 1 gestures as he speaks, knocking over Shrek's jar of eyeballs:

MOUSE 1
Well gents, it's a far cry from the farm,
but what choice do we have?

MOUSE 2
Well, it's not home but it'll do just
fine.

Mouse 2 trips and falls flat on his face. Shrek gasps and starts toward the table. Mouse 3 walks up to Shrek's ear wax candle. Mouse 1 bounces on Shrek's squid.

MOUSE 3
What a lovely bed!

SHREK
Gotcha!

MOUSE 3
I've found some cheese!

Mouse 3 takes a bite of the ear wax candle and spits it out.

MOUSE 3 (cont'd)
Blech! Awful stuff!

The mice stumble around as Mouse 2 jumps from the squid to a spoon, catapulting food into Shrek's face.

MOUSE 1
Is that you Gordo?

MOUSE 3
How did you know?

Shrek suddenly scoops the mice off the dinner table.

(CONTINUED)

CONTINUED:

SHREK

Enough! What are you doing in my house?!

As Shrek turns to throw them out, he's hit by something from behind. Startled, Shrek drops the mice and they escape past the Seven Dwarves who have just shoved Snow White, in her glass coffin, onto the table.

SHREK (CONT'D)

Hey!

The dwarf looks up and meets Shrek's eyes just as Shrek turns to the table.

SHREK (CONT'D)

Oh no, no, no, no dead broad off the table!

Shrek shoves the sarcophagus back at the dwarves.

DWARF

Where are we supposed to put her? The bed's taken!

SHREK

Huh?

Confused Shrek rushes across the room and opens the bedroom door, revealing the Big Bad Wolf dressed in a nightie in Shrek's bed. Shrek stares in shock.

WOLF

(beat)

What?

CUT TO: Shrek dragging the wolf by the scruff of the neck.

SHREK

I live in a swamp! I put up signs! I'm a terrifying ogre!

(yells)

What do I have to do to get a little PRIVACY!!

Shrek goes to throw the wolf out the front door. As he opens the door we rack focus over his shoulder to a teeming sea of creatures. TRUCK in on Shrek's face as he begins to register what he sees.

SHREK (CONT'D)

Oh no! No, NO, NOOO!!! Oh no!

EXT. SWAMP

A Woodstock-like morass of fairy tale creatures have filled the swamp. Refugee tents are everywhere; the Pied Piper camps with his rats next to the Old Lady Who Lives in a Shoe and her brood. The three bears huddle around a campfire with several of Santa's elves. Everywhere dwarves, fairies and unicorns have grouped around fires. The swamp is packed to the rafters.

Shocked and overwhelmed, Shrek is about to yell at the crowd when he is startled by a powerful roar, like approaching jets.

SHREK
(diving for cover)
AHHHH!!!

Shrek hits the dirt as witches on broomsticks land like fighter pilots. An intense elf wearing ear protectors guides the airborne hags in with signal flags.

Shrek rises, fuming.

SHREK (CONT'D)
(struggling, frustrated)
WHAT ARE YOU DOING IN MY SWAMP?!!!

Desperate to get the creatures off his land, Shrek tries to round them up as they run around in terror. The effort is futile; there are too many. Frustrated, Shrek's glare finds Donkey.

SHREK (cont'd)
Alright, get out of here! ALL of you,
MOVE IT! Come on, let's go. Hapaya!
Hapaya! No, no, no not there!

DONKEY
Hey, don't look at me! I didn't invite
them.

PINOCCHIO is "volunteered" by a shove from behind.

PINOCCHIO
Well gosh, no one invited us.

Shrek wheels on him, intent on getting to the bottom of this.

SHREK
(incredulous)
WHAT?!

(CONTINUED)

CONTINUED:

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PINOCCHIO
(frightened)
We were forced to come here.

SHREK
By who?

One of the THREE LITTLE PIGS speaks up.

PIG
(German accent)
Lord Farquaad! He huffed, und he puffed,
und he -- signed an eviction notice.

His brothers nod their agreement.

SHREK
Alright. Who knows where this ...
Farquaad guy is?

The creatures look dumbfounded. All except Donkey.

DONKEY
(hopping up and down)
Oh, I do! I know where he is!

SHREK
Does anyone else know where to find him?
Anyone at all. Anyone?

Characters point in different directions.

Donkey continues to leap up into Shrek's P.O.V.

DONKEY
Me! Me! Oh! Oh! Pick me! Oh I know, I
know. Me, me.

SHREK
(sighs)
Okay, fine.
(yells)
Attention all ... fairytale things!

The creatures fall into an uneasy silence.

SHREK (cont'd)
Do not get comfortable. Your welcome is
officially worn out. In fact, I'm gonna
see this guy Farquaad right now, and get
you all off my land and 'back where you
came from!

(CONTINUED)

CONTINUED: (2)

22

A beat.

CROWD
Yaaaayyyyyy!

Like Munchkins surrounding Dorothy, the fairy-tale characters cheer and celebrate Shrek as their hero. Birds drape the annoyed ogre in garlands. Shrek rolls his eyes.

SHREK
(utterly frustrated growl)
Ugh! You!
(points at Donkey)
You're coming with me.

Delighted to be included, Donkey stamps his feet in glee.

DONKEY
Alright, that's what I like to hear, man -
- Shrek and Donkey, two stalwart friends
off on a whirlwind, big city adventure.
I love it!

Donkey catches up to Shrek as he takes off in search of Farquaad and dances along side as they exit the swamp.

DONKEY (cont'd)
(singing)
*On the road again... Sing it with me
Shrek. I can't wait to get on the road
again...*

SHREK
What did I say about singing?

DONKEY
Well, can I whistle?

SHREK
No.

DONKEY
Well can I hum it?

SHREK
Alright. Humming.

Donkey continues to hum as they head into the forest to start their journey.

INT. DULOC TORTURE CHAMBER - DAY

CLOSE ON: A glass of milk being poured. A torturer.

INT. FARQUAAD'S CASTLE - DAY

Intercut with the large as life Lord Farquaad striding in slow-motion through the halls of DuLoc Castle.

INT. DULOC TORTURE CHAMBER - DAY

Farquaad enters, the torturer has his back to us.

VOICE (O.S.)
No!!! Ahhhh! Bbbblbbblbbbl.

FARQUAAD
That's enough. He's ready to talk.

The torturer spins around revealing he has been torturing a GINGERBREAD MAN. CLOSE ON the table, as the Gingerbread man is thrown down on a cooking tray.

GINGERBREAD MAN
(coughs, hacks)

Farquaad strolls up to the executioner, revealing that he is only about four-and-a-half feet tall. He approaches a table in the center of the room, his hat just visible above the table.

FARQUAAD
(laughing menacingly)
He he heh heh heh... (clears throat).

The table is lowered mechanically revealing Farquaad.

FARQUAAD (cont'd)
Run, run run as fast as you can, you can't catch me -- I'm the Gingerbread Man!

GINGERBREAD MAN
You're a monster!

FARQUAAD
I'm not the monster here, you are. You and the rest of that fairy tale trash poisoning my perfect world. Now tell me, where are the others?

GINGERBREAD MAN
Eat me! Pttoop.

CONTINUED:

He spits milk in Farquaad's face. Farquaad slowly wipes it off.

FARQUAAD
(through clenched teeth)
I've tried to be fair to you creatures,
now my patience has reached its end --
tell me or I'll...

Farquaad leans over, reaching for Gingerbread Man's buttons.

GINGERBREAD MAN
No! Not the buttons. Not my gumdrop
buttons!

FARQUAAD
Alright then, who's hiding them?

GINGERBREAD MAN
(broken)
Okay... I'll tell you. Do you know the
Muffin Man?

FARQUAAD
The Muffin Man?

GINGERBREAD MAN
The Muffin Man.

FARQUAAD
Yes. I know the Muffin Man. Who lives
on Drury Lane?

GINGERBREAD MAN
Well, she's married to the Muffin Man.

~~FARQUAAD~~
~~The Muffin Man?!~~

GINGERBREAD MAN
(screams)
THE MUFFIN MAN!

FARQUAAD
(thoughtful, to himself)
She's married to the muffin man...

The dungeon doors burst open suddenly and a guard approaches.

GUARD 1
My Lord, we found it.

(CONTINUED)

CONTINUED: (2)

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FARQUAAD
(eagerly)
Then what are you waiting for? Bring it
in!!!

CUT TO:

Guards hang a shrouded figure from a chain. Whoosh! They pull
the cover off, revealing an ornate, full-sized mirror. A
terrified face appears in the mirror.

GUARDS/THELONIUS
(awestruck)
Ahhhh....

GINGERBREAD MAN
Ohhh...

FARQUAAD
Magic Mirror.

GINGERBREAD MAN
DON'T TELL HIM ANYTHING!

Farquaad violently swipes the Gingerbread Man from the table
into a metal flip-top waste bin.

GINGERBREAD MAN (cont'd)
No! Ahh!!! Ah!

Farquaad turns to the Magic Mirror ominously, then smiles.

FARQUAAD
(brightly)
Evening!

Farquaad approaches the mirror.

FARQUAAD (cont'd)
Mirror, mirror, on the wall, is this not
the most perfect kingdom of them all?

MIRROR
Well, technically you're not a king.

FARQUAAD
Ah, Thelonius...

Thelonius holds up a small hand mirror and crushes it. Mirror
catches his own mistake.

(CONTINUED)

CONTINUED: (3)

FARQUAAD
You were saying...

MIRROR

(scrambling, trying to recover)
What I mean is you're not a king yet...
but you can become one. All you have to
do is marry a princess.

Farquaad glares, Thelonious leans in, menacingly.

FARQUAAD
Go on.

MIRROR
(game show host)
So just sit back and relax my lord,
because it's time for you to meet today's
eligible bachelorettes, and...heeeeerree
they are!

Herb Alpert's Tijuana Taxi kicks in. Mirror gestures to one
side and camera pans to reveal three shadowy portraits of
Cinderella, Snow White and Princess Fiona.

Portrait of Cinderella.

MIRROR (cont'd)
Bachelorette number one is a mentally
abused shut-in from a kingdom far, far
away. She likes sushi and hot tubbing-
anytime! Her hobbies include cooking and
cleaning for her two evil sisters! Please
welcome...Cinderella!

Light shifts revealing Cinderella.

Portrait of Snow White.

MIRROR (cont'd)
Bachelorette number two is a cape wearing
girl from the land of fancy. Although
she lives with seven other men, she's not
easy! Just kiss her dead, frozen lips
and find out what a live wire she is!
Come on, give it up for Snow White!

Light pops on revealing Snow White.

Portrait of Fiona.

CONTINUED: (4)

MIRROR (cont'd)

And last, but certainly not least, bachelorette number three is a fiery red-head from a dragon guarded castle, surrounded by hot boiling lava! But, don't let that cool you off. She's a loaded pistol, who likes Piña Coladas and getting caught in the rain. Yours for the rescuing...Princess Fiona!

Light pops on revealing Princess Fiona.

MIRROR (cont'd)

So will it be bachelorette number one, bachelorette number two, or bachelorette number three?

AUDIENCE/GUARDS

1 3 1 2 3 2 1 2 3 2 1 2 3 1 3 1 2 3 3 1
2!!!

FARQUAAD

1, 2, 3, um 1, 3, um...

THELONIOUS

Three. Pick three my lord.

FARQUAAD

1, 2, 3, um 1, 3, um, well...okay, okay, uuuhhh...number three!

MIRROR

Lord Farquaad, you've chosen...Princess Fiona!

Close on the portrait of Fiona as the Piña Colada song kicks in. There is wild audience applause and Farquaad is ecstatic.

Captivated by Fiona, Farquaad turns away, lost in thought.

FARQUAAD

(dreamy)

Princess Fiona. She's perfect.

(thinking)

All I have to do is just find someone to go...

MIRROR

(interrupting)

But I probably should mention the little thing that happens at night...

(CONTINUED)

CONTINUED: (5)

FARQUAAD
(to himself)
I'll do it.

MIRROR
Yes but after sunset...

FARQUAAD
Silence! I will make this Princess Fiona
my Queen, and DuLoc will finally have the
perfect King!
(snaps his fingers to a knight)
Captain, assemble your finest men, we're
going to have a tournament!

EXT. FIELDS OUTSIDE DULOC - DAY

Shrek and Donkey emerge from the cornfield by the gates of DuLoc. They look up at Farquaad's tower, erected in the center of the city, looming above them.

DONKEY

Well that's it, that's it right there.
That's DuLoc. I told you I'd find it.

SHREK

(distaste)
So that must be Lord Farquaad's castle?

DONKEY

Uh-huh. That's the place.

SHREK

Do you think maybe he's compensating for something?

Shrek laughs to himself and looks towards Donkey to share the joke. Donkey continues looking at the tower, tilting his head from side to side trying to make sense of Shrek's comment. Shrek heads off towards the gate.

DONKEY

Hey wait, wait up Shrek!

Donkey takes off after Shrek, who's passing through a parking lot dotted with carts. Signs on stanchions read, "You Are Parked in Lancelot 17" and "You Are Parked in Percival 12." Donkey catches up, breathless.

Donkey stops as they reach the entrance, a velvet rope crowd-control maze, and see a life-size cut-out of Lord Farquaad waving; a sign reads "45 minute wait from here."

SHREK

Hey...YOU!

MAN

Ahhhhhhh!

SHREK

(irritated)
Wait a second. Look, I'm not gonna eat ya. I just, look...I just...
(exasperated sigh)

Donkey trots into the maze. Shrek watches in bemusement, then lumbers right through the ropes. At the far end is a turnstile; Donkey follows Shrek through, and get's stuck.

(CONTINUED)

They stop and look around. Muzac plays from medieval speakers. A booth features Farquaad figurine souvenirs. The place is deserted.

SHREK (CONT'D)

(looking around)

It's quiet, too quiet. Where is everybody?

Donkey spots a Mall style 'Information' booth with a large handle on the side that says "Pull."

DONKEY

Hey, look at this.

Donkey rushes over and pulls the lever. The device starts to click...then clunks into action. The doors fly open revealing rows of perfect little wooden dolls who start to sing.

DOLLS

*Welcome to DuLoc such a perfect town.
Here we have some rules let us lay them
down. Don't make waves, stay in line.
And we'll get along fine. DuLoc is a
perfect place.*

(chorus)

*Please keep off of the grass. Shine you
shoes, wipe your... face. DuLoc is,
DuLoc is, DuLoc is a perfect place.*

~~SLAM! The doors close. Donkey and Shrek are a little~~
stunned. Then Donkey steps forward.

DONKEY

Wow.

(beat)

Let's do that again!

SHREK

No! No, no. No, no...no.

(O.S.) Donkey and Shrek hear trumpets and cheers. They turn to see a stadium.

INT. STADIUM TUNNEL

Immersed in shadow, Shrek and Donkey head for the light at the end of the tunnel. Off screen we can faintly hear Farquaad's proclamations to a large crowd.

FARQUAAD

Brave knights! You are the best and the brightest in all the land, and today one of you shall prove himself better and brighter than all the rest.

Over this Donkey loudly hums the "Welcome to Duloc" tune.

DONKEY

(humming)

Hmmmm Hmnnnn Hmnnnn... (etc.)

SHREK

Alright, you're going the right way for a smacked bottom.

DONKEY (CONT'D)

(stops)

Sorry about that.

The O.S.crowd CHEERS and Shrek and Donkey turn and continue. They approach the tunnel exit and emerge into the brilliant light, the stadium stretching out before them. LORD FARQUAAD, stands in a high podium, basking in APPLAUSE a la "Evita."

Shrek looks around in amazement at the LARGE CROWD of people applauding. Cue cards are held up to the crowd. The cards read: CHEERS, APPLAUSE. Between Shrek and Farquaad stands a contingent of knights.

Farquaad continues:

FARQUAAD

That champion shall have the honor, no, no, the privilege to go forth and rescue the lovely Princess Fiona from the fiery keep of the dragon. If, for any reason, the winner is unsuccessful, the first runner up will take his place, and so on and so forth. Some of you may die, but it's a sacrifice I am willing to make.

(big)

Let the tournament begin!

CONTINUED:

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Shrek marches forward. The perfect rows of knights part in shock. Shrek stands defiantly. Donkey, next to him, imitates the stance as best he can. The crowd gasps.

Farquaad sees Shrek and starts --

FARQUAAD (cont'd)
(horrified)
What is that? Ugh - it's hideous!

Shrek looks annoyed but quickly recovers.

SHREK
(admonishing)
Ah, that's not very nice!
(indicates Donkey)
It's just a donkey.

Farquaad appears to consider for a moment.

FARQUAAD
(beat)
Indeed.
(to the Knights)
Knights! New plan. The one who kills the
ogre will be named champion! Have at him!

Every warrior turns toward Shrek.

Shrek's eyes widen. He backs up as the warriors start toward him, drawing weapons.

SHREK
Oh hey now, come on, hang on now.

Shrek backs up into a serving table in front of several HUGE KEGS of ale. Shrek glances towards kegs and the table, then lifts a glass of beer.

SHREK (cont'd)
Can't we just settle this over a pint?

The warriors continue to advance, brandishing weapons.

SHREK (cont'd)
(sarcastic)
No?!
(forceful)
Alright then, COME ON!

The warriors surge forward with various battle cries. Shrek takes a swig of beer, then whirls and knocks the spigots off the kegs with his glass.

(CONTINUED)

CONTINUED: (2)

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Ale geysers out knocking over knights and soaking into the dirt, turning it into mud. The warriors start slipping and sliding, legs going out from under them, unable to get their footing.

Shrek smiles and skates through the mud field like a hockey player while knights slip and slide around him.

The tournament grounds become a virtual WWF match. As the match continues the crowd begins to root for Shrek as he performs wrestling moves on the knights. Donkey joins in.

DONKEY

Hey Shrek! Tag me! Tag me!

Shrek tags Donkey and holds a knight while Donkey head butts him. The crowd erupts into cheers.

OLD LADY

The chair! Give him the chair!

Shrek crashes a folded chair over a downed knight. One by one he eliminates all of the competition, the crowd goes wild.

Shrek and Donkey flex triumphantly for the ecstatic crowd as Farquaad watches on intrigued.

SHREK

Thank you, thank you very much. I'm here till Thursday, try the veal.

GUARD

Shall I give the order, sir?

FARQUAAD

No. I have a better idea.
(to the crowd, announcing)
People of Duloc! I give you our champion!

The people cheer louder for Shrek. He's not sure what to make of this.

FARQUAAD (cont'd)

Congratulations, Ogre! You've won the honor of embarking on a great and noble quest!

SHREK

(disbelief)
Quest? I'm already on a quest. A quest to get my swamp back.

(CONTINUED)

CONTINUED: (3)

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FARQUAAD
Your swamp?

SHREK
Yeah, my swamp where you dumped those
dumped those fairytale creatures.

FARQUAAD
(thinks)
Indeed.
(offers)
Alright Ogre, I'll make you a deal. Go
on this quest for me and I'll give you
your swamp back.

SHREK
Exactly the way it was?

FARQUAAD
Down to the last slime covered toadstool.

SHREK
And the squatters?

FARQUAAD
As good as gone.

Shrek considers this for a moment. Weighing up his options.

SHREK
What kind of quest?

EXT. ONION FIELD - DAY

Shrek and Donkey walk through a sun-flower field.

DONKEY

Okay, let me get this straight. You're gonna go fight a dragon and rescue a princess, just so Farquaad will give you back your swamp, which you only don't have cuz' he filled it full of freaks in the first place. Is that about right?

SHREK

You know what, maybe there's a good reason Donkey's shouldn't talk.

They walk on together. Shrek starts munching on an onion.

DONKEY

I don't get it Shrek. Why didn't you just pull some of that ogre stuff on him? You know throttle him, lay siege to his fortress, grind his bones to make your bread? You know, the whole ogre trip.

SHREK

(a little sarcastic)

Oh - or I know what. Maybe I could've decapitated an entire village and put their heads on a pike. Gotten a knife, cut open their spleen and drink their fluids. Does that sound good to you?

DONKEY

Ahh ... no not really, no.

SHREK

For your information, there's a lot more to ogres than people think.

DONKEY

Example?

As Shrek searches for an example he notices the vegetables he's still carrying.

SHREK

Example. OK...um,
(light bulb)
Ogres are like onions.

CONTINUED:

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DONKEY
(sniffs onion)
They stink?

SHREK
Yes. No!

DONKEY
Oh! They make you cry.

SHREK
No!

DONKEY
Oh, you leave them out in the sun and they get all brown and start sprouting little white hairs.

SHREK
No! Layers. Onions have layers. Ogres have layers. Onions have layers -- you get it, we both have layers!

DONKEY
Oh, you both have layers, Oh.
(sniffs the onion)
You know, not everybody like onions.
(light bulb)
Cake! Everybody loves cakes! Cakes have layers.

SHREK
I don't care what everyone likes! Ogres are not like cakes.

DONKEY
You know what else everybody likes? Parfaits. Have you ever met a person and, you say, "Hey, let's get some parfaits," and they say, "Hell, no, I don't like no parfaits." Parfaits are delicious.

SHREK
No, you dense irritating miniature beast of burden! Ogres are like onions! End of story, bye bye, see ya later.

He walks off leaving Donkey momentarily speechless -- but only momentarily..

(CONTINUED)

CONTINUED: (2)

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DONKEY

Parfaits may be the most delicious thing
on the whole damn planet.

SHREK

You know, I think I preferred your
humming.

DONKEY

Do you have a tissue or something? Cause
I'm making a mess. Just the word
"parfait" make me start slobbering.

EXT. DULOC - DAY

MONTAGE:

Shrek and Donkey tromp across the DuLoc countryside towards the Dragon's keep to the tune of "I'm on my way."

EXT. WASTELANDS - DAY

Shrek and Donkey move across a burnt landscape marked by charred trees.

DONKEY

(Sniff. Sniff)

Whew! Shrek! Did you do that? Man! You gotta warn somebody before you just crack one off! My mouth was open and everything.

SHREK

Believe me Donkey, if it was me you'd be dead.

(stops and sniffs)

It's brimstone, we must be getting close.

DONKEY

Yeah right...brimstone. Don't be talking about some brimstone, I know what I smell and it wasn't no brimstone, it didn't come off of no stone neither....

A huge 'devil's peak' rises above them. Dark clouds scud across the sky, foreboding.

DISSOLVE TO:

EXT. TOP OF PEAK - DAY

A hand comes up over the edge of the ridge. Shrek and Donkey pull themselves up and look. The Dragon's keep stands before them a dilapidated castle, burned and blackened, perched on a rock pinnacle over a lake of molten lava.

SHREK

Sure it's big enough, but look at the location...heh, heh, heh...heh, heh...

Shrek chuckles to himself and continues on towards the bridge. Donkey stares fearfully at the chasm then gingerly trots after Shrek.

DONKEY

Uh Shrek, ah, remember when you, ah said that that ogres have layers?

SHREK

Oh aye.

(CONTINUED)

DONKEY

Well...I have a bit of a confession to make, um, donkeys don't have layers. We, we wear our fear right out there on our sleeves.

Donkey comes upon a horse skull impaled on a bridge support at eye level, and starts.

SHREK

Wait a second, donkey's don't have sleeves.

Donkey comes level with Shrek at the foot of the bridge.

DONKEY

You know what I mean.

SHREK

Oh! You can't tell me you're afraid of heights.

Donkey peers tentatively over the edge.

DONKEY

No...I'm just a little uncomfortable about being on a rickety bridge over a boiling lake of lava!

SHREK

(faux support)

Come on Donkey, I'm right here beside you, okay, for emotional support. We'll just tackle this thing together, one little baby step at a time.

DONKEY

Really?

SHREK

Really, really.

DONKEY

(hesitant)

OK, that makes me feel so much better.

Donkey gingerly steps out onto the bridge. Shrek follows. Donkey picks his way among the flimsy slats.

SHREK

Just keep moving and don't look down.

DONKEY

Don't look down. Don't look down, keep on moving and don't look down...don't look down, keep on moving, and don't look down.

Donkey steps on a slat that gives way and drops into the boiling moat. He can't help but see through the opening.

DONKEY (cont'd)

Shrek? I'm looking down!

He spins around in place

DONKEY (cont'd)

Argggghhh! God! I can't do this. Just let me off right now, please!

SHREK

(starting to get irritated)
But you're already half way.

DONKEY

Yeah, but I know that half is safe.

SHREK (cont'd)

OK, fine! I don't have time for this. You go back.

Shrek tries to get past Donkey but the bridge is too narrow. As they struggle the bridge starts to shake and sway.

DONKEY

(miscellaneous struggling)
Shrek! No. Wait.

SHREK

~~Donkey...let's have a dance then, shall we? Donkey, c'mon.~~

Donkey jumps back over the missing board.

DONKEY

Ahh! Don't do that!

Donkey jumps back away from Shrek, in the direction Shrek wants him to go. Shrek sees an opportunity.

SHREK

Oh, I'm sorry do what? Oh -- this?

Shrek starts to swing the bridge again.

DONKEY
Yes! That!

SHREK
Yes? Yes. Do it? Okay!

Shrek starts shaking the bridge violently, causing Donkey to back further across in terror. Shrek propels the hysterical Donkey step by step.

DONKEY
No! Shrek! SHREK! No. Stop it!

SHREK
(over Donkey's pleas)
But you just said do it, and I'm doin' it!

DONKEY
Oh god, I'm gonna die, I'm gonna die.
Shrek I'm gonna die.

As Donkey screams, eyes closed, he continues to back up unaware he's reached the other side of the bridge. His eyes pop open and he looks down at solid ground.

DONKEY (cont'd)
Oh!

Shrek leans in and gently pats Donkey on the cheek.

SHREK
That'll do Donkey, that'll do.

DONKEY
Cool!

Donkey looks back over the bridge, then gratefully at Shrek. They both walk towards the enormous castle doors.

DONKEY (cont'd)
(new found confidence)
So where is this fire breathin' pain in the neck anyway?

SHREK
Inside, waiting for us to rescue her.

DONKEY
I was talking about the dragon, Shrek.

INT. KEEP

Shrek and Donkey move through the spooky keep. Shrek's wary. Donkey's very nervous.

DONKEY
(whispers; nervous)
You afraid?

SHREK
(not whispering)
No... But - SHHHHHHHHHH!!!

Shrek walks away, Donkey suddenly notices he's gone and runs to catch up.

DONKEY
Oh good me neither. Agh!

Donkey catches up then hears a noise off screen.

DONKEY (cont'd)
Well, of course there's nothing wrong with being afraid. You know, fear's a sensible response to an unfamiliar situation. An unfamiliar, dangerous situation I might add -- and with a dragon that breathes fire and eats knights and breathes fire -- It sure doesn't mean you're a coward if you're a little scared, you know what I mean? Cuz I sure as heck ain't no coward, I know that.

Donkey falls suddenly into a pile of knight bones and armor.

DONKEY (cont'd)
Ahhhh!

A helmet falls onto Donkey's head. Shrek removes the helmet and puts it on himself.

SHREK
Donkey -- two things, okay. Shut. Up.
(points)
Now go over there and see if you can find any stairs.

DONKEY
Stairs? I thought we was looking for the Princess!

SHREK

The Princess will be up the stairs, in the highest room, in the tallest tower.

DONKEY

What makes you think she'll be there?

SHREK

I read it in a book once.

Shrek walks away.

DONKEY

Cool. You handle the dragon, I'll handle the stairs.

Shrek moves away, down a corridor. Donkey watches him go, then heads the other way.

DONKEY (CONT'D)

(to himself)

Oh, I'll find those stairs. I'll whup their butt, too. That's right. Those stairs won't know which way they're going. Gonna take drastic steps. Kick 'em to the curb. Don't mess with me, I'm the stair master, I've mastered the stairs. I wish I had a step right here, right here, now, I'd step all over it.

ON SHREK at other end of the corridor. Through a window, he can see a slender tower wrapped in a staircase and connected to the keep by a bridge.

SHREK

(to himself)

Oh, well I bet that's where the Princess is. But where's the --

ON DONKEY, who finds himself eyeball to eyeball with the dragon. Donkey runs away.

DONKEY

Dragon! Ahhhhhhhh!!! (Dodging Dragon's tail) - whaaaaaa.

Shrek turns to see Donkey headed for him at a gallop, a FIREBALL right behind him. Donkey races past. Shrek follows.

SHREK

Donkey - Look Out!

(CONTINUED)

DONKEY
Whooooaa! Ahhhh!

Shrek grabs Donkey and jumps out of the fireball's way, saving Donkey. They run into the tall tower. A beat. They shoot out again, Donkey leading the way, another fireball chasing them. Shrek leaps to one side and lets the fireball rocket past. Donkey runs onto the bridge, then flattens himself. The fireball passes over him, singeing the tuft of his tail.

ON THE DRAGON roaring. It takes off after Donkey. Shrek leaps from the tower, landing on the dragon's huge tail.

SHREK
Gotcha. Whoaaa! Whoaaa! Whoaaa!

The dragon whips its tail, sending Shrek hurtling right through the wall of the tower.

INT. TOWER

Shrek crashes through the stone wall and lands outside a bed chamber, semiconscious.

ON DONKEY

The dragon uses its tail to smash through the bridge like a wrecking ball, cutting off Donkey's escape.

DONKEY
Whoaaaaa!!!!

Donkey turns, but the tail cuts through the bridge again.

DONKEY (cont'd)
Whaaa, wup, wooo.

Donkey is trapped atop a single column. The dragon closes in on Donkey, its menacing silhouette looming through the smoke.

DONKEY (CONT'D)
(petrified)
No...Don't...Oh no -- oh -
(blurts)
-- oh what large teeth you have!

Curious, the dragon growls and glares, moving in. Desperate, Donkey searches.

DONKEY (cont'd)
(thinking fast)
I mean white, sparkling teeth!

(CONTINUED)

The dragon pauses curious, then smiles. Donkey seizes the opportunity.

DONKEY (cont'd)
I know you probably hear this all the time from your food -- but you must bleach or something 'cause that is one dazzling smile you've got there. And do I detect a hint of minty freshness?

The dragon smiles and peers at Donkey. It's wary, but intrigued. Donkey sees this and presses. As the dragon steps slowly forward into the light.

DONKEY (cont'd)
(warming up to it)
And you know what else, you know what else...you're --

The dragon leans in and leers seductively.

DONKEY (cont'd)
(realizing)
-- a girl dragon! Oh, suuure -- I mean, of course you're a girl dragon! 'Cause you're just reeking of feminine beauty.

The dragon bats its' eyelashes, which are rather long.

DONKEY (cont'd)
-- What's the matter with you, you got something in your eye?

The dragon blows a heart shape smoke ring.

DONKEY (cont'd)
Hey, oh.
(to the dragon)
Oh man, I'd really love to stay but I'm an asthmatic and I don't know if it'll work out if you're going to be blowing smoke rings and stuff --
(COUGHS)

The dragon PURRS and lifts Donkey by his tail. She carries him off to her lair as Donkey calls for help.

DONKEY (cont'd)
Shrek! No! No! No! Shrek! SHREK!

INT. TOWER - DAY

Shrek CRASHES through the wall and lands, woozy. Unseen by him, PRINCESS FIONA peeks from her canopy bed and sees what appears to be a knight struggling to his feet.

INT. FIONA'S BED CHAMBER - SAME

She flops gracefully onto bed and straightens her dress. After a beat, she grabs a bouquet, clutches it to her breast, and resumes her Sleeping Beauty pose.

Shrek enters, visor lowered. He crosses to her bed and leans toward Fiona.

ON FIONA

She puckers her lips slightly. Shrek bends over her - and grabs her by the shoulders, shaking her.

FIONA
(being shaken)
Wha, wha...

SHREK
Wake up!

FIONA
What?

SHREK
Are you Princess Fiona?

FIONA
(recovering)
I am. Awaiting a knight so bold as to rescue me.

SHREK
Ah, that's nice. Now let's go.

Shrek turns to leave. Fiona bolts upright, desperate.

FIONA
(desperate)
... but wait, Sir Knight!
(with a flourish)
This be-eth our first meeting. Should it not be a wonderful, romantic moment?

Shrek crosses back to Fiona, grabbing her by the arm he hauls her away...

SHREK
Yeah, sorry lady. There's no time.

FIONA
Hey, wait! What are you doing?

INT. KEEP - SAME

...and drags her across the room. He stops at the door, it's locked. Shrek jiggles the handle.

FIONA
You know you should sweep me off my feet, out yonder window and down a rope onto your valiant steed!

SHREK
(dryly)
You've had a lot of time to plan this, haven't you?

INT. KEEP - HALLWAY - SAME

The door flies open as Shrek crashes through dragging Fiona behind him.

FIONA
Argggghhhh! Ugh!
(collects herself; on the run)
But we have to savor this moment! You could...recite an epic poem for me? A ballad? A sonnet? A limerick?
(jerks free)
Or something!!

SHREK
I don't think so.

They stop for a moment as Shrek tries to figure which way to go.

FIONA
(fed up)
Well can I at least know the name of my champion?

Shrek is preoccupied trying to figure which way to go.

SHREK
Um...Shrek.

FIONA
(produces handkerchief)
Sir Shrek. (clears throat) I pray that
you take this favor as a token of my
gratitude.

Shrek regards the cloth curiously then wipes his sooty brow
with the cloth, blackening and soiling it. He hands it back
to Fiona.

SHREK
Thanks.

Before Fiona can react, she hears -- O.S. the dragon ROARS.
Fiona starts in shock. Shrek turns to the sound...

FIONA
You didn't slay the dragon?

SHREK
It's on my "to-do" list. Now c'mon!

He grabs her arm and hauls her around a corner, down stairs
and enter...

FIONA
(running)
Ahh! But this isn't right! You're meant
to charge in, sword drawn, banner flying!
That's what all the other knights did.

SHREK
(indicating a knight skeleton)
Yeah. Right before they burst into
flame.

Fiona pulls free from Shrek, but Shrek continues running.
Fiona is indignant.

FIONA
(pulls free and stops)
You know that's not the point!
(stops short)
Ugh! Wait - where are you going? The
exit's over there!

SHREK
Well, I have to save my ass!

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FIONA
(shocked)
Ahhh! What kind of knight are you?

Shrek carefully opens the door.

SHREK
(over his shoulder)
One of a kind.

Shrek stealthily exits...

INT. DRAGONS CHAMBERS - DAY

Shrek enters to see the dragon sitting atop a large pile of gems and jewels, glittering like a colorful disco lights show. Donkey is held in the dragon's coiled tail desperately trying to talk his way out of a romantic situation, as she prepares for a night of love. The dragon lights a candelabra over her head and draws the curtains.

DONKEY

So slow down, slow baby, slow down, slow down baby please. Look, I believe it's healthy to get to know someone, over you know, a long time. I mean just call me old fashioned, you know. Ha! I don't want to rush into a physical relationship. Uh. I'm not, ah, emotionally ready for a commitment of, ah, this, ah, magnitude! Really is the word I'm looking for, magnitude!

(she caresses him under his chin)

Ah! Hey, that is unwanted physical contact!

Shrek sees an opportunity, climbing over the wall he takes hold of the chain that leads to the candelabra. All the while Donkey is still trying to play for time.

DONKEY (cont'd)

Hey! What are you doing?! Ok, ok, ok, look let's just back up a little and take this one step at a time. I mean we really should get to know each other first, you know as, as friends or maybe even as pen pals. You know 'cause I'm on the road a lot, but I just love receiving cards that reads...

(she licks him)

Oh! Hey! You know I, I really love to stay but...

As Shrek swings down we hear off screen.

DONKEY (cont'd)

Hey! Hey! Hey! Don't do that! That's my tail, that's my personal tail, well you're gonna tear it off! I don't give permission to--

Unnoticed by Dragon and Donkey, Shrek reaches the apex of his swing and reaches out -- but passes by; way too high. He swings backwards and forwards until he reaches a stop directly above Donkey.

(CONTINUED)

DONKEY (cont'd)

Hey, what are you gonna do with that? Oh
no you ain't. No, no, no, no, no, no,
no, no! Oh! Oof!

Shrek looks up to where the chain is jammed and starts shaking it to try and free the pulley.

The dragon purses her lips and comes in for a kiss -- suddenly the pulley comes loose and Shrek falls, landing directly on Donkey and popping him through the dragon's coils. Shrek takes the kiss right on his butt.

Surprised Shrek lets go of the chain which immediately reels upwards as the candelabra comes down. The dragon is even more surprised and rears up - pissed - just as the candelabra falls, collaring her. Shrek grabs Donkey and runs.

The dragon takes chase with the chain unreeling behind her. As Shrek passes the Princess he picks her up too, while the dragon blasts fireballs behind them. Donkey looks up at the Princess.

FIONA

Oooh!

DONKEY

Hi princess!

FIONA

(to Donkey)

It talks?

SHREK

(good natured)

Yeah -- it's getting him to shut up
that's the trick.

DONKEY

Shrek!

Shrek laughs as they begin to slide down the column. They hit a break in the column.

FIONA

Hey!

SHREK

Ugh!

They land and run into the entrance hall. Shrek starts weaving in and out of the pillars as the dragon chases, causing the chain to weave a cat's cradle behind her.

Shrek stops and puts Fiona and Donkey down.

SHREK (CONT'D)
Okay you two, head for the exit.

Shrek grabs a sword from a nearby knight skeleton and looks determined.

SHREK (cont'd)
I'll take care of the dragon.

Fiona and Donkey take off, leaving Shrek to face the dragon. As the chain passes by Shrek jams the sword through the links -- and runs.

INT. DRAGONS KEEP - HALLWAY - DAY

Fiona and Donkey are waiting by the exit as Shrek rounds the corner.

SHREK
RUUUUUNNNNNNNNNNN!

They all run across the bridge as a fireball sweeps after them, burning the bridge behind them as they cross. The bridge swings away to the other side and Fiona and Shrek hang on. Donkey can't get a grip and falls, Shrek catching him just in time.

Suddenly the dragon bursts through the flames flying straight at them. They all scream but just then Shrek's plan kicks in, the chain pulls tight and she snaps back and out of sight.

Shrek, Fiona, and Donkey all take a deep breath and start the climb to the top of the bridge which now resembles a rope ladder.

EXT. CLIFF - DAY

Shrek hauls Fiona and Donkey over the edge of the cliff and onto safe ground.

FIONA
(enthusiastic, natural)
You did it! You rescued me! You're amazing, you're, you're wonderful, you're...

Shrek and Donkey climb up behind Fiona. She turns, seeing them looking very disheveled.

FIONA (CONT'D)
...a little unorthodox I'll admit, but -
(regains her poise)
Thy deed is great and thine heart is pure.
(curtsies)
I am eternally in your debt.

Shrek enjoys the attention.

DONKEY
(slighted)
Ahem.

Fiona reaches down, squeezing Donkey's face like one would squeeze a puppy.

FIONA
And where would a brave knight be without his noble steed?

DONKEY
Alright! I hope you heard that, she called me a "noble steed!" She think I'm a steed.

FIONA
(giggles)
The battle is won. You may remove your helmet, good sir knight.

SHREK
Ahhh...No.

FIONA
Why not?

SHREK
I...I have helmet hair.

FIONA
(coyly)
Please, I would'st look upon the face of
my rescuer.

She playfully tries to peek under his visor. He shoos her
away.

SHREK
Oh no, you wouldn't...tst.

FIONA
(giggles)
But -- how will you kiss me?

Donkey and Shrek trade a bemused look.

SHREK
What? That wasn't in the job
description.

DONKEY
Maybe it's a perk.

FIONA
No - it's destiny. Oh, you must know how
it goes: A princess, locked in a tower
and beset by a dragon, is rescued by a
brave knight and then they share true
love's first kiss.

DONKEY
With Shrek? You think, wait, whoa, whoa,
wait a sec. You think that Shrek is your
true love?
(cracks himself up; even more
laughter)

FIONA
Well...Yes.

DONKEY
(laughs)
You think Shrek is your true love?! Ha,
ha, ha!
(cracks himself up; even more
laughter)

Donkey and Shrek exchange a look, then both burst into
laughter.

FIONA
What is so funny?

SHREK
 (tries to stop laughing)
 Well, let's just say I'm not your type,
 okay?

FIONA
 (losing patience)
 Of course you are. You're my rescuer!
 Now - now remove your helmet.

SHREK
 (warning)
 Look I really don't think this is a good
 idea.

FIONA
 Just take off the helmet.

SHREK
 I'm not going to.

FIONA
 Take it off!

SHREK
 No!

FIONA
 (cuts him off)
 NOW!

SHREK
 (you asked for it)
 Okay! Easy. As you command, Your
 Highness...

Shrek removes his helmet. Fiona stares at him blankly,
 confused but not frightened. Shrek smiles.

FIONA
 You're... an ogre?!

SHREK
 Oh, you were expecting Prince Charming?

FIONA
 Well -- yes actually! Oh no! This is
 all wrong! You're not supposed to be an
 ogre!

Shrek gives her a long suffering look, he's heard this a
 little too often.

(CONTINUED)

SHREK
(sigh; a little irritated)
Princess, I was sent to rescue you by
Lord Farquaad, okay? He's the one who
wants to marry you.

Fiona looks up surprised.

FIONA
Well, then why didn't he come rescue me?

SHREK
Good question. You should ask him that
when we get there.

FIONA
But I have to be rescued by my true love!
Not by some ogre and hi...hi...
his...pet!

Fiona storms off. Shrek and Donkey share a look.

DONKEY
Well so much for noble steed!

Shrek glares at Donkey then marches after Fiona annoyed.

SHREK
(to Fiona)
Look Princess you're not making my job
any easier.

FIONA
Well, I'm sorry but your job is not my
problem. You can tell "Lord Farquaad"
that if he wants to rescue me properly
I'll be waiting for him right here.

Fiona plonks down on the ground determined. Shrek gets an
equally determined look.

SHREK
(sardonic)
Hey. I'm no one's messenger boy, alright.
(advances on her)
I'm a delivery boy.

He advances on her going to pick her up.

FIONA
You wouldn't dare!

Shrek does dare. He picks the Princess up and flings her over his shoulder into a fireman's carry.

FIONA (cont'd)
(screams)
Agghhhh! Put me down! Agh!

SHREK
(casually; over his shoulder)
You coming Donkey?

DONKEY
Oh yep! I'm right behind you.

FIONA
(kicking and screaming)
PUT ME DOWN or you will suffer the consequences! This is not dignified, put be down! Agghhhh!

DISSOLVE TO:

EXT. FOREST - LATER THAT DAY

Shrek is still carrying Fiona over his shoulder, but by now, she's adjusted to her new position in life. She and Donkey are chatting.

DONKEY

...okay so here's another question. Say there's a woman that digs you, right, but you don't like her "that way." How do you let her down real easy, so her feelings aren't hurt, but you don't get burned to a crisp and eaten? How you do that?

FIONA

Just tell her she's not your true love. Everyone know'st what happens when you find your --- Oommmppph.

Shrek gives Fiona a deliberate readjustment that sends her bouncing and cuts her off.

FIONA (cont'd)

(to Shrek)

Hey!

(to Donkey; annoyed)

The sooner we get to DuLoc the better.

DONKEY

Oh yeah, you're gonna love it there Princess, it's beautiful.

FIONA

(to Donkey; interested)

And what of my groom-to-be, Lord Farquaad? What's he like?

Shrek notices a nearby pond. He dumps Fiona unceremoniously on the ground and moves to the pond to wash up.

SHREK

(with a smile to Donkey)

Well, let me put it this way, Princess -- men of Farquaad's stature are in short supply.

DONKEY

(chuckles; joins in)

I dunno, Shrek -- there are those who think little of him!

They both break up.

(CONTINUED)

CONTINUED:

FIONA

Stop it! Stop it, both of you!

After a beat, Shrek regains control of himself.

FIONA (cont'd)

You know, you're just jealous that you could never measure up to a great ruler like Lord Farquaad!

Shrek finishes washing up and heads back. Shrek and Donkey walk past Fiona and continue on their way.

SHREK

Yeah, well maybe you're right Princess. But I'll let you do the measuring when you see him tomorrow.

Fiona stops cold.

FIONA

(blurts out; panicked)

Tomorrow? It'll take that long?

Fiona looks back over her shoulder at the setting sun.

FIONA (cont'd)

Shouldn't we stop to make camp?

SHREK

No. That'll take longer!

Shrek turns and continues.

SHREK (cont'd)

We can keep going.

FIONA

(agitated; searching)

But...there's robbers in the woods.

DONKEY

(worried)

Whoa! Time out. Shrek, camping's definitely starting to sound good--

SHREK

(interrupts; sarcastic)

Hey, come on. I'm scarier than anything we're gonna see in this forest.

Shrek turns and continues walking. Fiona jumps in front of Shrek, blocking him. Frustrated.

(CONTINUED)

CONTINUED: (2)

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FIONA
(yells)
I NEED TO FIND SOMEWHERE TO CAMP NOW!

Shrek and Donkey stop in their tracks a little taken aback by her outburst. They exchange glances that indicate their surprise.

EXT. ENCHANTED FOREST - MOMENTS LATER

We hear a loud noise and a slit of light cuts into the screen. Reveal that Shrek is rolling a large boulder from the mouth of a cave. Shrek calls to the others --

SHREK
Hey! Over here!

They join him.

DONKEY
(admonishing)
Shrek! We can do better than that. Now I don't think this is fit for a princess.

Fiona is more concerned with the approaching sunset. She grows more urgent.

FIONA
No, no it's perfect. It just needs a few homey touches.

Looking into the cave, Shrek rolls his eyes.

SHREK
(sarcastic; indignant)
Homey touches? Like what?

Suddenly off screen Shrek and Donkey hear a huge ripping sound and look up.

Fiona pulls some bark off a nearby tree with surprising strength. Shrek and Donkey watch in numb amazement.

FIONA
(duh)
...a door...

Fiona looks again at the sun, she fakes a yawn and covers her urgency and heaves the door over to the cave.

FIONA (cont'd)
Well, Gentlemen, I bid thee good night.

(CONTINUED)

CONTINUED:

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Fiona slams the door behind her. Shrek and Donkey look at each other puzzled.

DONKEY

Um, you want me to come in there and read you a bedtime story 'cause I will.

FIONA

I said GOOD NIGHT!!!!

She slams the door. Shrek and Donkey look at each other in amazement. Then, Shrek leans over to the boulder he previously rolled away - he starts as if to push it back over the cave.

DONKEY

Shrek, what are you doing?

SHREK

Heh, heh, heh, I just,,,well, you know.

(beat)

Oh come on, I was just kidding.

EXT. ENCHANTED FOREST - LATER THAT EVENING

Shrek and Donkey lie on their backs around a campfire. Gazing at the stars.

SHREK

...and uh, that one, that's Throwback, the only ogre to ever spit over three wheat fields!

Donkey cocks his head from side to side, closes one eye - obviously he doesn't see it.

DONKEY

Right...yeah. Hey, can you tell my future from these stars?

SHREK

Well, the stars don't tell the future Donkey, they tell stories. Look, there's Bloodnut the Flatulent. You can guess what he's famous for.

DONKEY

Alright, now I know you're making this up!

SHREK

No look!

Shrek traces with his finger. Donkey is giving it his all, but he can't see it.

SHREK (cont'd)

There he is and there's the group of hunters running away from his stench!

DONKEY

Man it ain't nothin' but a bunch of little dots.

SHREK

(a little irritated)

You know Donkey, sometimes things are more than they appear!

(off Donkey's blank look)

Forget it.

They lie silent for a while, Donkey contemplating the stars and Shrek.

CONTINUED:

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DONKEY

(sighs, looks at stars)
Hey Shrek...What're we gonna do when we
get our swamp anyway?

SHREK

Our swamp?

DONKEY

You know. When we're through rescuing the
Princess and all that stuff.

SHREK

We? Donkey there's no we. There's no our.
There's just me and my swamp. And the
first thing I'm gonna do is build a ten
foot wall around my land.

DONKEY

You cut me deep Shrek, you cut me real
deep just now...
(pause, gathers himself)
You know what I think? I think this whole
'wall' thing is just a way to keep
somebody out.

SHREK

No! D'ya think?

DONKEY

Are you hiding something?

SHREK

(warning)
Never mind, Donkey.

DONKEY

Ohh. This is another one of those onion
things isn't it?

SHREK

No this is one of those "drop it and
leave it alone" things!

DONKEY

Why don't you want to talk about it?

SHREK

Why do you want to talk about it?

DONKEY

Why are you blocking?

(CONTINUED)

SHREK
I'm not blocking!

DONKEY
Oh yes you are!

SHREK
Donkey! I'm warning you...

DONKEY
Who are you trying to keep out? Just tell me that Shrek, who?

Shrek jumps to his feet and explodes.

SHREK
(explodes)
Everyone!!!! Okay???

ANGLE ON silhouette of Fiona, seen peeking around the cave door, as she listens to Shrek.

A beat.

DONKEY
Oh, now we gettin' somewhere!

SHREK
Oh, for the love of Pete!

Shrek walks to the edge of the bluff, sitting staring out away from Donkey.

DONKEY
Hey, what's your problem Shrek? What you got against the whole world anyway, huh?

SHREK
Look, I'm not the one with the problem, okay? It's the world that seems to have a problem with me. People take one look at me and go "Aaagh! Help! Run! A big, stupid, ugly ogre!"
(sighs)
They judge me before they even know me.
(beat)
That's why I'm better off alone.

In the shade of the cave we can make out Fiona's eyes listening, she seems sympathetic.

CONTINUED: (3)

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At the campfire, Shrek and Donkey see none of this. Donkey stares at Shrek silent for a moment. Donkey walks over to Shrek, the two of them silhouetted against the starry sky.

DONKEY

You know what. When we met -- I didn't think you was just a big, stupid, ugly ogre.

Shrek glares down at him, then softens.

SHREK

(almost a grunt)
Yeah - I know.

A beat. Donkey smiles.

DONKEY

(off the stars)
So...ah, are there any donkey's up there?

SHREK

Well, there's um, Gabby, the small, and annoying.

Camera pulls back wide on them in them bluff.

DONKEY

(pretending to see)
Ok, ok I see, I see it now...yeah the big shiny one, right there, right? That one there?

SHREK

That's the moon.

DONKEY

Oh...oh, ok.

INT. FARQUAAD'S BEDCHAMBER

We pan across a collection of Royal 'His and Her' things. Towels, gilded coffee mugs, crowns...etc. All the time we can hear Farquaad.

FARQUAAD
Again, show me again.

The sound of a tape rewinding and Fiona's "theme."

The pan continues onto Farquaad lying in bed, under the covers (but with his hands visible from the waste up) naked and hairy, with a martini in his hands.

FARQUAAD (cont'd)
Mirror, mirror. Show her to me. Show me the Princess.

We cut to the mirror showing again the image of Fiona in the tower, beautiful.

FARQUAAD (cont'd)
Ahhhh, perfect.

FADE IN:

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EXT. ENCHANTED FOREST - MORNING

Fiona is making her way Snow White-like through the forest, marvelling at the nature that surrounds her. Playing the perfect princess, she begins to sing.

FIONA

La, ah, ahhh, la la la laaaaa.

A small blue bird hops out of it's nest onto a nearby branch, shakes off the morning dew and replies.

BLUEBIRD

Cheep, cheep, cheep, Cheeeep!

Fiona smiles and waltzes over to it.

FIONA

La, ah, ahhh, la la la laaaaa.

The bird twits back, mimicking her tune again.

BLUEBIRD

Cheep, cheep, cheep, cheep, Cheeeep

Fiona sings a little challenge.

FIONA

La, la, Laaaaaa

The bird follows, going higher.

BLUEBIRD

Cheep, cheep, Cheeeep.

Overjoyed, Fiona sings louder and higher, holding the last horrible note.

FIONA

La, la, Laaaaaaaa ----

CLOSE ON: The bird, trembling, eyes bulging it starts to shake an convulse.

CLOSE ON: Fiona still holding the note.

Suddenly off screen we hear a loud POP and little blue feathers drift into frame.

Fiona is startled, she looks guiltily at the eggs left in the nest.

CUT TO:

EXT. CAMPSITE - MORNING

CLOSE ON: Eggs frying on a rock skillet.

Shrek sniffs and stirs awake.

SHREK
Sniff, sniff, sniff.

He looks up to see Fiona cooking the eggs over the open fire. Surprised and impressed he rouses Donkey to show him.

DONKEY
(dreaming)
Ooh, you know I like it like that. Come on, baby. Climb on up in my saddle, and I'll give you a ride --

SHREK
(stage whisper)
Donkey, wake up!

DONKEY
Huh? What?
(yawns)
What?

Shrek indicates Fiona and they both look at her puzzled. Fiona notices that they're awake.

FIONA
(a little nervous)
Morning! Uhhmm...how do you like your eggs?

DONKEY
Good mornin' princess.

SHREK
(puzzled/perplexed)
What's all this about?

FIONA
You know. We kind of got off to a bad start yesterday and I wanted to make it up to you.

She places the sizzling eggs down in front of Shrek.

FIONA (cont'd)
I mean after all, you did rescue me.

Shrek is a little speechless.

CONTINUED:

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SHREK
Ah, thanks.

Fiona brushes her hands on her skirt and leaves to wash up.

FIONA
Well...eat up. We've got a big day ahead
of us.

ON: Donkey and Shrek looking at each other in amazement.

CUT TO:

EXT. WOODS - LATER

Fiona, Donkey and Shrek are making their way through the woods towards DuLoc. Shrek licks his fingers.

SHREK
(loud belch)
Buuurrrpppp!

DONKEY
(admonishing)
Shrek!

SHREK
What?! It's a compliment. Better out
than in, I always say.

DONKEY
Well it's no way to behave in front of a
princess.

FIONA
(belches)
Buuurp!

Shrek and Donkey look at her surprised. Fiona smiles.

FIONA (cont'd)
Thanks.

DONKEY
She's as nasty as you are.

Fiona starts to walk on.

SHREK
(Laughs) You know, you're not exactly
what I expected.

(CONTINUED)

CONTINUED:

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She turns back to him and with a playful, knowing jab repeats his words to Donkey from the night before.

FIONA

Well, maybe you shouldn't judge people before you get to know them.

She turns tail and walks away. She starts humming. Shrek and Donkey look after her - a little stunned.

Suddenly there is a loud off screen woosh and, Fiona is swooshed out of frame.

EXT. FOREST - LATER

Suddenly a blur sweeps through frame as Robin Hood swings in on a vine and lifts Fiona away.

ROBIN HOOD
(yells)
La Liberte!

SHREK
Princess...?!

CUT TO:

EXT. FOREST - TREE TOP - SAME

Robin has landed on a high branch in a nearby tree.

FIONA
Oof. What... what are you doing?

ROBIN HOOD
Be still Mon Cheri for I am your savior
and I am rescuing you from this green...
beast!!

He kisses up Fiona's arm as she struggles, surprised and indignant.

SHREK
HEY! That's my princess, go find your
own!

ROBIN HOOD
(to Shrek)
Ah please monster! Can't you see I'm a
little busy?

Fiona loses it.

FIONA
Look pal, I don't know who you think you
are but --

ROBIN HOOD
(interrupts)
Ah, of course. How rude-a-la-la. Please
let me introduce myself.
(calls)
Oh Merry Men!

Merry Men appear from behind the bushes in a chorus line fashion -- they begin to sing.

(CONTINUED)

MERRY MEN
TA DA DA DA DA DAH...WOOOOOOO!

ROBIN HOOD
I steal from the rich, and give to the needy.

Robin Hood leaps off the tree limb with acrobatic style landing in front of the men with aplomb as they start to River Dance. He pirouettes in front of them.

MERRY MEN
He takes a wee percentage

ROBIN HOOD
But I'm not greedy!

ROBIN HOOD (cont'd)
I rescue pretty damsels. Man I'm good.

MERRY MEN
What a guy!

ROBIN HOOD
Ha-haaah.

MERRY MEN
Monseur Hood.

Robin Hood is center stage with the Merry Men in back of him.

ROBIN HOOD
Break it down.

The merry men dance, Riverdance style.

ROBIN HOOD (cont'd)
I like an honest fight and a saucy little maid.

We pull back from an indignant Fiona to reveal the merry men, circling camera.

MERRY MEN
Pardon but french, but he likes to get -

Robin abruptly pops up in front of the men. The merry men fall back as we cut up above - Busby Berkely style.

ROBIN HOOD
Paid --

MERRY MEN

Soooooooo

ROBIN HOOD

When an ogre in the bush grabs a lady by the tush that's bad!

Merry Men leaning forward and sneering.

MERRY MEN

That's bad, that's bad, that's bad!

ROBIN HOOD

When a beauty's with a beast it makes me awfully mad!

MERRY MEN

He's mad, he's really, really mad!

Fiona, witnessing this from the tree goes from just annoyed to horrified.

ROBIN HOOD

Now I'll take my blade and I'll ram it through your heart. Keep your eyes on me boys 'cause I'm about to start!

Suddenly a foot enters, knocking Robin clean out of frame. He lands against a rock, knocked out cold with a solid crunch. Fiona has swung down on a vine and taken him out. She back flips and lands in front of Shrek.

FIONA

Yaaaah!

(to Shrek)

Man that was annoying!

MERRY MAN

Oh you little...

One of the Merry Men takes aim with his bow and releases an arrow toward Fiona. Instead of hitting Fiona, the arrow whizzes by, toward Shrek and Donkey. A frightened Donkey jumps into Shrek's arms.

Little John lunges at Fiona and she adeptly elbows him in the stomach and backhands him on the nose.

(CONTINUED)

Friar Randy runs at her and she runs up a tree, backflips and kicks him in the head. Two more men run at her and she scissor kicks them both at once, she continues until -- in a series of quick martial arts move -- all the Merry Men lie unconscious.

Donkey and Shrek look at Fiona shocked.

FIONA

Shall we?

Fiona looks a little embarrassed as she smooths out her dress and regains her composure. Shrek just looks pleasantly stunned.

EXT. FOREST ROAD -- DAYTIME

As Donkey, Shrek, and Fiona are walking away, Shrek keeps sneaking surprised glances at Fiona. Her trouncing of Robin Hood has left Shrek bemused.

SHREK
Hold the phone. Whoa. Whoa. Whoa.
Whoa, hold on now. Where did that come from?

Shrek stops Fiona. Bewildered and impressed Shrek has trouble forming his words.

FIONA
(innocently; evasive)
What?

SHREK
That! Back there! That was amazing!

Fiona blushes.

SHREK (cont'd)
(impressed)
Where'd you learn that?

FIONA
(trying to be regal; gain composure)
Oh...
(nervous laugh)
Well when one lives alone one has to learn these things in case there's ...
(surprised)
...there's an arrow in your butt!

SHREK
(confused)
What?

Fiona points. Shrek looks down. A small arrow is jutting out of Shrek's butt, dwarfed by his meaty leg.

SHREK (CONT'D)
Oh, would you look at that.

FIONA
(guilty)
Oh no! Ah, this is all my fault. I'm so sorry.

Shrek tries to pull out arrow.

DONKEY

Why, what's wrong?

FIONA

Shrek's hurt.

Donkey scampers around hysterically, trying to get a vantage point and generally getting in the way.

DONKEY

(frantic)

Shrek's hurt? Shrek's hurt?! Oh no!
Shrek's gonna die.

SHREK

Donkey I'm O.K.

DONKEY

Oh you can't do this to me Shrek! I'm too young for you to die! Keep your legs elevated. Turn yer head n' cough. Does anyone know the Heimlich?

Fiona grabs Donkey's head pulling it around towards her.

DONKEY (CONT'D)

Mmmm.

FIONA

Donkey! Calm down! If you want to help Shrek, run into the woods and find me a blue flower with red thorns.

DONKEY

(steeling himself)

Blue flower, red thorns. O.K. I'm on it.
Blue flower, red thorns. Blue flower,
red thorns. Don't die Shrek. And if you see a long tunnel, stay away from the light!

FIONA/SHREK

Donkey!

DONKEY

Oh, yeah right.

DONKEY (cont'd)

Blue flower, red thorns. Blue flower,
red thorns...

Donkey takes off.

SHREK
What are the flowers for?

FIONA
For getting rid of Donkey.

SHREK
(realizes)
Ah!

FIONA
(re: arrow)
Now, you hold still and I'll yank this
thing out.

Fiona grabs a hold of the arrow.

SHREK
(yells)
Ow! Hey! Easy with the yankin'.

FIONA
Well I'm sorry, but it, but it has to
come out...now, now lemme...now hold
on...don't move...

SHREK
No, it's tender. N...Would ya-- What
you're doing is the opposite of help.

Fiona keeps grabbing at the arrow as Shrek evades her.
Finally he grabs her whole face, holding her at bay.

SHREK (CONT'D)
Okay. Look. Look. Time out.

FIONA

Would you...?! O.K. What do you propose
we do

CUT TO:

EXT. BACK A BIT OFF THE FOREST ROAD - SAME

Donkey is frantically searching through the brush.

DONKEY
Blue flower, red thorns. Blue flower,
red thorns. Blue flower, red thorns.
This would be so much easier if I wasn't
color blind. Blue flower, red
thorns...Blue flower, red thorns...

(CONTINUED)

SHREK
 (off screen)
 Owwww!

Donkey hears Shrek's scream and pinches off a bunch of blossoms with this teeth. He holds the bouquet in his mouth.

DONKEY
 (mouth full)
 Hold on, Shrek, I'm coming!

SHREK AND FIONA argue over the "procedure." Shrek is laying on the ground, face down, while Fiona stands over him, both hands gripping and pulling the arrow in Shrek's butt. CUT TO:

SHREK
 Ow! Not good.

FIONA
 Okay. N...okay. I can nearly see the head...it's just about there.

Shrek rolls over, and Fiona loses her footing. She slips and lands directly on top of Shrek. They face each other, inches apart, creating an awkward moment for the both of them.

Donkey races around the corner.

DONKEY
 Ahem.

Shrek rolls over to face Donkey. Pushing Fiona off.

SHREK
 Nothing happened. We were just..ah...

FIONA
 Ohhh!

DONKEY
 Look if you two wanted to be alone all you had to do was ask. Okay.

SHREK
 Oh come on. That's the last thing on my mind. The princess here was just...

Fiona quickly rips the arrow out of Shrek's butt.

SHREK (cont'd)

Ow!
(strained)
Ow.

Fiona holds the arrow, which is now before Donkey's face.

DONKEY

Hey. What's that? Hee, hee, hee.
That's...Is that blood?

Donkey faints. Shrek picks up Donkey and throws him over his shoulder. The three of them continue down the road.

EXT. FOREST ROAD -- VARIOUS

MONTAGE TO MUSIC

As Shrek, Donkey, and Fiona make their way towards DuLoc they grow closer and closer. Shrek and Fiona start displaying the little tell tale signs of affection.

Shrek pulls a tree over a river for her to cross, and engrossed in her lets it go before Donkey manages to make it over. Donkey is flung off, unnoticed by the others.

Fiona creates a make-shift cotton-candy snack out of a spider web and knats for Shrek.

Shrek catches a frog and inflates it for her to make a lovely balloon. Fiona returns the favor with her own creation. They playfully push each other as they walk side by side.

By the time they approach the mill outside DuLoc Fiona and Shrek are almost hand and hand. Donkey looks on, getting the idea.

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EXT. WOODS - LATE AFTERNOON

Shrek, Fiona, and Donkey break out of the woods on a small rise where an old mill perches. The fields of DuLoc stretch out before them, the castle standing out like an eyesore.

SHREK

There it is Princess. Your future awaits you.

FIONA

(wistful)
That's DuLoc?

Shrek looks hesitantly at Fiona.

DONKEY

Yeah, I know. You know, Shrek thinks Lord Farquaad's compensating for something. Which I think means he has a really... Ow!

Shrek wacks donkey. Fiona doesn't move.

SHREK

Well..um...I uh...I guess we better move on.

FIONA

Sure, but Shrek...
(realizes)
I'm...I'm worried about Donkey...

SHREK

What?

FIONA

I mean look at him! He, he doesn't look so good.

Fiona looks up to Shrek pleading. They exchange glances -

DONKEY

What are you talking about I'm fine.

FIONA

Well that's what they always say and then...then...then next thing you know, you're on your back. Dead.

Shrek get's where Fiona is going. Trying to stall for time.

(CONTINUED)

CONTINUED:

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SHREK
(catching on)
You know she's right, you look awful. Do you want to sit down?

FIONA
Well you know, I'll make you some tea.

They both look intently at Donkey, who grows intimidated.

DONKEY
Well, I didn't wanna say nothin', but I got this twinge in my neck, and when I turn my head like this. Look.
(turns head)
Ow. See?

SHREK
(quickly)
Who's hungry? I'll find us some dinner.

FIONA
(quickly)
I'll get the firewood.

Shrek and Fiona quickly dart off in opposite directions. Head still bent, Donkey looks back and forth after Shrek and Fiona, a little confused.

DONKEY
Hey, where you going? Oh man, I can't feel my toes. I don't have any toes! I think I need a hug.

DISSOLVE TO:

EXT. MILL - SUNSET

Shrek and Fiona are sitting by an open fire outside the mill, something is cooking on a spit over the fire.

FIONA
Mmm. Mmm. This is good. This is really good! What is this?

SHREK
Uh, Weedrat.
(o.s.)
Rotisseire-style.

Shrek indicates the dead creatures on the spit. Fiona takes another bite.

(CONTINUED)

CONTINUED:

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FIONA
(enjoying it)
No kidding? Well, this is delicious.

SHREK
Well, they're also great in stews.

Fiona smiles, then her smile fades a little.

FIONA
(sighs)
I guess I'll be dining a little
differently tomorrow night.

SHREK
Maybe you can come visit me in the swamp
sometime. I'll cook all kinds of stuff
for you -- Swamp Toad Soup, Fish Eye
Tartar. You name it.

Fiona takes a long look at Shrek, smiling.

FIONA
Hmm. I'd like that.

Shrek and Fiona catch each other's eyes and lock. Shrek
slurps a rat tail into his mouth.

SHREK
(nervous laughter)
Um, Princess...?

FIONA
(significant)
Yes ... Shrek?

Shrek considers telling her something, but ultimately
chickens out.

SHREK
I, um, I was wondering, are you ...
(beat)
...are you gonna eat that?

Fiona grins. She hands the weedrat to Shrek. Their hands
linger briefly as they hold onto it --

DONKEY
(O.S.)
Man - isn't this romantic!
Just look at that sunset.

(CONTINUED)

Shrek and Fiona look up, startled out of their moment. Suddenly Fiona's mood changes, she sits up abruptly and spins to face the sunset.

FIONA
Sunset!! Oh no! I mean...it's late. It's very late.

Fiona leaps to her feet. A desperate look on her face.

She looks back at the sunset with concern, Shrek follows her glance.

SHREK
What?

DONKEY
Wait a minute, I see what's going on here...

Fiona looks at Donkey with great concern.

DONKEY (CONT'D)
You're afraid of the dark, aren't you?

Fiona looks greatly relieved.

FIONA
Uhhh... yes! Yes, that's it. That's...I'm terrified. I...You know what? I better go inside.

DONKEY
Well don't feel bad, Princess. I used to be afraid of the dark too, until...Hey, no, wait...I'm still afraid of the dark.

With a sad smile, Fiona heads up the mill stairs.

FIONA
Good night.

She looks down, then enters the mill, closing the door behind her.

SHREK
Good night.

Donkey looks back and forth between the door and Shrek.

DONKEY

Oh, now I really see what's going on here.

He starts to trot back to the fire. Shrek finally tears himself away from the mill.

SHREK

Oh what're you talking about?

DONKEY

Hey, I don't even want to hear it. Look. I'm an animal, and I got instincts, and I know that you two were digging on each other. I could feel it.

SHREK

Oh, you're crazy. I'm just bringing her back to Farquaad.

DONKEY

Oh, c'mon Shrek, wake up and smell the pheromones. Just go on in and tell her how you feel.

SHREK

(starts angrily, then sighs, resigned)
I...there's nothing to tell. Besides, even if I did tell her that...well you know...and I'm not saying I do, 'cause I don't. She's a princess and I'm...

DONKEY

An ogre?

SHREK

Yeah. An ogre.

Shrek turns and heads into the woods.

DONKEY

Hey. Where're you goin'?

SHREK

To get more firewood.

Donkey looks over at the fire and notices a huge pile of wood still unburned. He gets an idea. He looks at the mill and heads inside.

CONTINUED: (4)

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Shrek sits down on a lookout spot and gazes at DuLoc in the distance. He stays there as day turns to night.

INT. OLD MILL - CONTINUOUS

Donkey enters the abandoned mill. It's filled with shadows and fallen beams, etc. Foreboding. He enters with trepidation.

DONKEY

Princess... Princess Fiona...Princess, where are you? Princess...It's very spooky in here, I ain't playing no games...

He hears a clang, then nothing. He grows uneasy.

Suddenly, up from above, Fiona falls, revealing a tall, frightening monster, an ogress.

FIONA/OGRESS

Ahhhh!

DONKEY

Ahhhhh!

FIONA/OGRESS

Noooooo! No!

Donkey panics, looking for a way out, but he's cornered.

DONKEY

Oh no! Help!

FIONA/OGRESS

Shhhhhh!

DONKEY

SHREK! Shrek! Shrek!

FIONA/OGRESS

No! No! It's okay! It's okay!

DONKEY

What'd you do with the Princess?

Fiona/Ogress emerges from the shadows.

FIONA/OGRESS

(hushing him)

Donkey. Shhhh! I'm the Princess. It's me. In this body.

DONKEY

Oh my God. You ate the Princess!!!

(to ogress' stomach)

Can you hear me?! Listen, keep breathing!

(CONTINUED)

CONTINUED:

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FIONA/OGRESS
Donkey!

DONKEY
I'll get you out of there! Shrek!!!
SHREK!!!

Fiona puts her hand over Donkey's mouth. Trying to calm him.

FIONA/OGRESS
Shhhh! This is me!

DONKEY
(muffled)
MmmREK!

Donkey sees Fiona in the ogress' eyes. He stops yelling. She gently takes her hand off his mouth.

DONKEY (CONT'D)
Princess...? What happened to you?
You...you're uh...uh...uh different.

Donkey doesn't quite know what to say. Fiona turns away from Donkey fighting back tears.

FIONA/OGRESS
(bitter)
I'm ugly, okay?!

DONKEY
Well yeah - well, was it something that you ate? 'Cause I told Shrek those rats was a bad idea! "You are what you eat" I said...

FIONA/OGRESS
(bitter; irritated)
No!
(sighs; tries to explain)
I...I've been this way as long as I remember!

DONKEY
What do you mean? Look, I ain't never seen you like this before.

FIONA/OGRESS
It only happens when the sun goes down.

Fiona leans on a barrel of water looking in at her own reflection, caught up in her own thoughts.

(CONTINUED)

FIONA/OGRESS (cont'd)

"By night one way, by day another. This shall be the norm. Until you find true love's first kiss. And then take love's true form."

DONKEY

Ahh...that's beautiful. I didn't know you wrote poetry.

FIONA/OGRESS

(dryly;to Donkey)

It's a spell. When I was a little girl a witch cast a spell on me. Every night I become this...

She looks down into her reflection again and then splashes the water with her hand, breaking up the image.

FIONA/OGRESS (cont'd)

-- this horrible, ugly beast!

Fiona tries to hold back a sob. She turns back to Donkey and continues.

FIONA/OGRESS (cont'd)

I was placed in a tower to await the day my true love would rescue me.

Fiona slumps down onto the mill stone, she holds her head and weeps.

FIONA/OGRESS (CONT'D)

That's why I have to marry Lord Farquaad tomorrow before the sun sets and he sees me...like this.

Donkey isn't quite sure what to say but does his best to console her.

DONKEY

Alright, alright, calm down, look it's not that bad. You're not that ugly -- hey well, well, I ain't gonna lie -- you are ugly. But you only look like this at night -- Shrek's ugly twenty-four seven.

FIONA/OGRESS

But Donkey, I'm a Princess -- and this is not how a Princess is meant to look.

Fiona cries more.

DONKEY

Princess...how 'bout if you don't marry Farquaad?

FIONA/OGRESS

I have to! Only my true loves kiss can break the spell.

DONKEY

But you know...ummm, you're kind of an ogre, and Shrek...well, you've got a lot in common.

FIONA/OGRESS

Shrek?

EXT. OLD MILL - CONTINUOUS

Shrek approaches the mill, a smile on his face, with a sunflower.

SHREK

Princess. I...How's it going first of all? Good, um, good for me too. I'm okay. I saw this flower and thought of you because it's pretty and well, I don't really like it, but I thought you'd like it 'cause you're pretty - but I like you anyway...ahhh, I'm in trouble.

(Deep Breath)

Ok, here we go.

He stops at the door to knock, overhearing:

ON THE DOOR, it's closed.

FIONA/OGRESS (O.S.)

Take a good look at me, Donkey. I mean really...

The door opens a crack. Shrek stops when he overhears.

FIONA/OGRESS (O.S) (CONT'D)

...who could ever love a beast so hideous and ugly? And Princess and ugly don't go together. That's why I can't stay here with Shrek. My only chance to live happily ever after is to marry my true love.

Shrek looks dejected as he drops the sunflower and heads away from the mill.

(CONTINUED)

CONTINUED:

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FIONA/OGRESS (cont'd)
Don't you see Donkey? That's just how it
has to be.

EXT. OLD MILL - CONTINUOUS

Stunned, he drops the sunflower and walks away.

INT. OLD MILL - CONTINUOUS

FIONA/OGRESS
It's the only way to break the spell.

DONKEY
Well you at least gotta tell Shrek the
truth.

FIONA/OGRESS
No. No. You can't breathe a word. No one
must ever know.

DONKEY
What's the point of being able to talk if
you gotta keep secrets!

FIONA/OGRESS
Promise you won't tell. Promise!

DONKEY
(off her pleading look)
All right, all right. I won't tell him.
~~But you should.~~

(to himself as he leaves)
I just know before this is over I'm gonna
need a whole lot of serious therapy. Look
at my eye twitching...

Donkey exits. Fiona looks down through the open door and sees
something perturbing on the ground. She reaches down and
picks up the sunflower Shrek left behind.

INT. OLD MILL - PRE-DAWN

Donkey walks away from Fiona's door and lays down to sleep by the fire.

Fiona/ogress lies awake. She holds the sunflower, mulling something over, picking petals.

FIONA/OGRESS

I tell him. I tell him not. I tell him, I tell him not.

She's picked the last petal. Dissatisfied, she plucks the whole head off the stem.

FIONA/OGRESS (cont'd)

I tell him.

She gets up and heads out the door, calling:

FIONA/OGRESS (cont'd)

Shrek! Shrek! There's something I want...

Shrek is nowhere to be seen. The sun starts rising above the horizon. As it hits Fiona the screen flares to white and she transforms.

EXT. OLD MILL - CONTINUOUS

Against the light, she sees a lone figure approaching. It's Shrek. She smiles, the beautiful light streaming over her and Shrek. She runs up to him in a misty, magic moment. Here, he almost looks like a knight in shining armor. But as he gets closer, his face is visible against the sun and he looks mighty mad. Fiona stops in her tracks.

FIONA

Shrek! Are you all right?

SHREK

Perfect. Never been better.

He walks right past and she has to turn and keep up.

FIONA

I...I don't...There's something I have to tell you...

SHREK

You don't have to tell me anything, Princess. I heard enough last night.

(CONTINUED)

CONTINUED:

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FIONA
(shocked)
You heard what I said?

SHREK
Every word.

She grows despairing at his callous tone.

FIONA
I thought you'd understand...

SHREK
Oh I understand. Like you said "Who could love a hideous ugly beast?!"

FIONA
(devastated, half to herself)
But I thought that wouldn't matter to you.

SHREK
Yeah, well it does.

SOUND of Farquaad's approaching army interrupts. Shrek looks up. Fiona, stunned, follows his gaze.

SHREK (cont'd)
(sarcastic)
Ah, right on time.
(to Fiona)
Princess, I've brought you a little something.

Fiona is completely blown away. Farquaad and his army ride up. Donkey, sleeping by the smoldering fire, jumps up with a start.

DONKEY
What'd I miss? What'd I miss?

He looks around. Seeing the soldiers, he shrinks back.

DONKEY (cont'd)
(not moving his lips)
Who said that? Couldn't have been the donkey.

FARQUAAD
Princess Fiona?

(CONTINUED)

CONTINUED: (2)

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Farquaad arrives beside Shrek. Fiona is too stunned to speak. Shrek steps forward.

SHREK
(to Farquaad)
As promised...now hand it over.

FARQUAAD
Very well ogre, the deed to your swamp.
Cleared out as agreed. Take it and go,
before I change my mind.

Fiona and Shrek exchange a look. Shrek snatches the deed and turns his back.

High on a mighty steed, sits Lord Farquaad.

FARQUAAD (cont'd)
Forgive me, Princess, for startling you.
But you startled me for I have never seen
such a radiant beauty before. I am Lord
Farquaad.

FIONA
(composes herself)
Lord Farquaad. Oh, no. No. Forgive me
my Lord for I was just saying a short...

Farquaad clicks his fingers and guard lifts him off his mount, leaving a pair of leg-extenders on the horse, revealing he's 4 feet tall.

FIONA (cont'd)
...farewell.

FARQUAAD
(chuckles)
Oh, that is so sweet. You don't have to
waste good manners on the ogre. It's not
like it has feelings.

Fiona looks at Shrek and steels herself.

FIONA
No, you're right, "it" doesn't.

Farquaad gets down on his knee before Fiona and takes her hand - pulling her down abruptly.

FARQUAAD
Princess Fiona, beautiful, fair, flawless
Fiona...I ask your hand in marriage.
(MORE)

(CONTINUED)

CONTINUED: (3)

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FARQUAAD (cont'd)
Will you be the perfect bride for the
perfect groom?

Fiona speaks to jab Shrek.

FIONA
Lord Farquaad...
(pause, glares at Shrek)
I accept. Nothing would make me...

Fiona turns her attention back to Farquaad.

FARQUAAD
(cuts her off)
Excellent! I'll start the plans...for
tomorrow we wed!

FIONA
(blurts)
No!

Shrek spins around hopeful.

FIONA (cont'd)
I mean, ah, why wait? Let's get married
today. Before sunset.

Shrek scowls and turns away.

FARQUAAD
Oh! Anxious are we? You're right. The
sooner the better. There's so much to
do!

Guards lifts Farquaad back onto his saddle and into the
extend-o-legs. A guard bends to assist Fiona but she hops
onto Farquaad's horse on her own. She sits side-saddle behind
Farquaad, the perfect rescue image.

Donkey looks back and forth between Shrek and Fiona as they
part ways. Panicked, he chases after Shrek.

The royal party rides past Shrek.

FARQUAAD (cont'd)
There's the caterer, the cake, the band,
the guest list. Captain, round up some
guests!

FIONA
(with spite)
Fare thee well, ogre.

(CONTINUED)

Shrek frowns as they ride off, then turns, stomping out the fire. Donkey steps up to Shrek.

DONKEY

Shrek! What are you doing? You're letting her get away!

SHREK

Yeah, so what?

Shrek heads off in the direction of his swamp. Donkey looks back and forth from Shrek to the royal party disappearing.

DONKEY

Shrek -- there's something about her that you don't know. Look. I -- I talked to her last night, she's...

Shrek whirls on Donkey.

SHREK

Yeah, I know you talked to her last night. You're great pals aren't ya? Now, if you two are such good friends, why don't you follow her home?

Donkey

But Shrek, I want to go with you.

SHREK

Hey, I told you didn't I?! You're not coming home with me, I live alone! My swamp, me. Nobody else, understand? Nobody! Especially useless -- pathetic -- annoying -- talking donkeys!

DONKEY

But -- I thought --

SHREK

Yeah well, you know what? You thought wrong!

DONKEY

Shrek...

Shrek turns and walks away, and disappears over the hill.

MONTAGE

Shrek, Fiona, Farquaad, and Donkey have gone their separate ways. Shrek back to his cleared out swamp, Fiona and Farquaad to DuLoc, Donkey to wander alone.

INT. DULOC CASTLE - DAY

Fiona and Farquaad prepare for the wedding. Farquaad is delighted, Fiona appears saddened by her decision.

EXT. FOREST - DAY

Donkey walks alone. Depressed Donkey sits by the side of a river.

INT. SHREK'S HOUSE - DAY

Shrek cleans the fairy-tale debris from his swamp. He tries to convince himself this life is what he wanted.

INT. DULOC CASTLE - DAY

Fiona notices the bride and groom on the wedding cake. She depresses the groom into the cake, to reflect his height.

Farquaad polishes his crown.

EXT. FOREST - DAY

The dejected Dragon stops beside the river near Donkey. Donkey feels guilty and makes a resolve to go and talk to her.

INT. SHREK'S HOUSE - DAY

Shrek settles down to another gross meal. This time his heart isn't into it and he pushes the dish away. Suddenly he hears a noise outside, and leaves his house to see what it is.

CUT TO:

INT. SHREK'S HOME - DAY

In an echo of the beginning of the movie, Shrek settles down to eat his meal. But he quickly grows dispirited. No appetite. Suddenly he hears a noise out side and goes out to see:

EXT. SHREK'S SWAMP - CONTINUOUS

Donkey is assembling a line of small rocks, some piled up and starting to resemble a wall.

SHREK

Donkey? What are you doing?

DONKEY

I would think of all people you would recognize a wall when you see one!

SHREK

(squinting at it)

Well - yeah. But the wall's supposed to go around my swamp, not through it.

DONKEY

It is. Around your half. See. That's your half, and this is my half.

SHREK

Oh - your half? Hmmm.

DONKEY

Yes, my half. I helped rescue the Princess. I did half the work. I get half the booty. Now hand me that big ol' rock, the one that looks like your head.

SHREK

Back off.

DONKEY

No, you back off.

Shrek starts to pull down the wall as Donkey builds it, he picks up a branch and goes to throw it down. Donkey blocks him. They struggle over the branch. The fight builds in pitch.

SHREK

This is my swamp!

DONKEY

Our swamp!

(CONTINUED)

CONTINUED:

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SHREK
Let go Donkey!

DONKEY
You let go!

SHREK
Stubborn jackass!

DONKEY
Smelly ogre!

Shrek suddenly lets go of the rock sending Donkey backwards. He storms off towards his house.

SHREK
Fine!

DONKEY
Hey, hey come back here! I'm not through with you yet.

SHREK
Well I'm through with you!

Donkey runs in front of Shrek blocking him. Shrek turns heading in another direction, each time he does Donkey blocks again until they end up in front of the outhouse. All the time Donkey continues with his tirade.

DONKEY
Uh-uh! You know, with you it's always me, me, me. Well guess what, now it's my turn, so you just shut-up and pay attention. You are mean to me, you insult me and you don't appreciate anything that I do. You're always pushing me around or pushing me away!

SHREK
Oh yeah - well if I treated you so bad how come you came back?

DONKEY
Because that's what friends do! They forgive each other!

Silence. Shrek's face softens.

SHREK
(as if in apology)
Oh yeah. Yeah, you're right Donkey.
(angry)

(MORE)

(CONTINUED)

CONTINUED: (2)

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SHREK (cont'd)

I forgive you...for stabbing me in the back!

Shrek spins and storms into his outhouse slamming the door behind him.

DONKEY

(totally exasperated)

Uhhhhh! You're so wrapped up in layers onion boy, you're afraid of your own feelings.

From behind the outhouse door we hear Shrek.

SHREK

Go away!

DONKEY

See! There you are doing it again. Just like you did to Fiona. And all she ever do was like you. Maybe even love you.

SHREK (O.S)

Love me? She said I was ugly! A hideous creature! I heard the two of you talking.

DONKEY

She wasn't talking about you! She was talking about...uh...somebody else.

Silence. Then Shrek opens the door.

SHREK

She wasn't talking about me? Well then who was she talking about?

DONKEY

Uh-uh. No way. I ain't saying anything. You don't want to listen to me, right? Right?

SHREK

(getting frustrated)

Donkey!

DONKEY

No.

Donkey holds his ground. Defiant.

SHREK

(begrudgingly)

Okay - look, I'm sorry, alright?

(CONTINUED)

Donkey raises an eyebrow, wanting more.

SHREK (cont'd)
(genuine)
I'm sorry. I guess I am just a big,
stupid...ugly ogre!
(beat)
Can you forgive me?

Donkey looks Shrek up and down and decides that he's genuine.

DONKEY
Hey that's what friends are for right?

SHREK
(smile)
Right. Friends?

DONKEY
(confirms)
Friends.

There is an uncomfortable pause, neither of them know quite what to say next.

SHREK
So, um, what did Fiona say about me?

DONKEY
What are you asking me for? Why don't
you just go ask her?

Shrek looks determined; resolved. Then starts.

SHREK
The wedding! We'll never make it in
time!

DONKEY
Ha-ha-ha. Never fear. Where there's a
will there's a way...and I have a way!

Donkey whistles and the Dragon flies in, hovering overhead like a rescue copter. Shrek is shocked and confused.

SHREK
Donkey?!

Donkey laughs.

DONKEY
I guess it's just my animal magnetism.

SHREK

Ha, ha, ha. Aww, come here you.

Shrek bends down, and grabbing Donkey around the neck, gives him a playful noogie - the closest thing he can get to a hug.

DONKEY

All right, all right. Don't get all slobbery. No one likes a kiss ass.

The Dragon drops the chain slung around her neck and the two climb up.

DONKEY (cont'd)

All right. Hop on! And hold on tight. I haven't had a chance to install my seat belts yet.

INT. CATHEDRAL - ESTABLISHING

The ceremony is in progress. It's everything a royal marriage of convenience ought to be.

Hundreds of DuLocians watch with reverence and awe, thanks to guards holding signs reading "REVERENCE" and "AWE." Thelonious stands near by holding a velvet pillow with the rings. The bishop intones.

BISHOP

People of DuLoc, we gather here today to bear witness to the union of our new King and Queen.

Fiona glances nervously at the window, where the sun drops toward the horizon.

FIONA

(interrupts; politely)
Um...Excuse me...ah...Could we just skip ahead to the "I do's?"

FARQUAAD

(chuckles)
Ha, ha, ha. Go on.

Farquaad grins lasciviously and indicates for the Bishop to speed it up.

EXT. CATHEDRAL

A phalanx of GUARDS stand stoically. Suddenly, the Dragon drops from the sky and lands, shaking the ground. They flee in terror. Dragon looks at Shrek and Donkey on her back, her face quizzical.

DONKEY

Go ahead, have some fun. If we need you I'll whistle - how about that?

Shrek heads for the cathedral door, but Donkey stops him before he can enter.

DONKEY (cont'd)

Hey, Shrek. Wait, hey wait a minute.
~~Look, you wanna do this right don't you?~~

SHREK

What are you talking about?

DONKEY

There's a line, there's a line you gotta wait for.

(MORE)

(CONTINUED)

DONKEY (cont'd)

The priest is gonna say, "Speak now or forever hold your peace," and that's when you say, "I object!"

SHREK

Oh, I don't have time for this!

He pushes past Donkey and reaches for the door.

DONKEY

Hey wait! Wait! What are you doing? Listen to me!

Shrek listens, impatient.

DONKEY (cont'd)

Look, you love this woman don't you?

SHREK

(hesitant)

Yes.

DONKEY

You wanna hold her?

SHREK

(growing annoyed)

Yes!

DONKEY

Please her?

SHREK

Yes!

DONKEY

(a la James Brown)

Then you gotta, gotta try a little tenderness! The chicks love that romantic crap.

SHREK

Alright! Cut it out! When does this guy say the line?

DONKEY

We gotta check it out!

INT. CATHEDRAL - DAY

In the rear of the sanctuary, Donkey appears at the high window, then drops away. He reappears, then drops out of sight again.

EXT. CATHEDRAL

Shrek is hefting Donkey and catching him.

INT. CATHEDRAL - DAY

We see Donkey popping up into the window as we hear the Bishop.

BISHOP

...and by the power vested in my I now
pronounce you husband, wife, King and
Queen...

EXT. CATHEDRAL - DAY

SHREK

What do you see?

Donkey airborne in front of the window.

DONKEY

The whole town's in there.
They're at the altar.

DONKEY (CONT'D)

Mother fletcher! He already said it!

SHREK

Oh for the love of Pete.

Shrek leaps to the door.

INT. CATHEDRAL

Shrek bursts into the cathedral.

SHREK

I object!

Farquaad, about to kiss Fiona, turns at the interruption.
Fiona reacts in shock. A gasp goes through the rear pews and
rolls forward as Shrek makes his way toward the altar.
People recoil away as Shrek strides determinedly forward.

FIONA

(hopeful;wistful)
Shrek...?

FARQUAAD

Oh now, what does he want?

(CONTINUED)

Shrek makes his way to the front of the cathedral.

SHREK

Hi everyone! Having a good time are you?
I love DuLoc first of all - very clean.

Fiona glances to the sun. She turns back to Shrek, a little angry and desperate, cutting him off.

FIONA

What are you doing here?

FARQUAAD

Really, it's rude enough being alive when
no one wants you, but showing up
uninvited to a wedding...

SHREK

Fiona -- I need to talk to you.

FIONA

(angry)

Oh? Now you want to talk? Well it's a
little late for that. So if you'll excuse
me --

She turns back to Farquaad ready for the kiss. Farquaad puckers -- Shrek reaches up and grabs Fiona's arm, spinning her to face him.

SHREK

But you can't marry him!

FIONA

(angry; accusing)

And why not?

SHREK

Because -- because he's just marrying you
so he can be King.

FARQUAAD

(angry; indignant)

Outrageous!!! Fiona, don't listen--

SHREK

He's not your true love.

FIONA

What do you know about true love?

SHREK

Well, I duh...

Farquaad starts laughing. He motions to the sign-bearer to hold up a sign reading: "Laugh."

FARQUAAD
(realizes, laughing)
Oh, this is precious! The ogre has fallen in love with the Princess. Oh good Lord. Ha. Ha. Ha. An ogre and a princess?

The audience laughs. Fiona stares, shocked. She's not laughing, she steps towards Shrek.

FIONA
(softly)
Shrek? Is this true?

Farquaad sees he's losing the moment

FARQUAAD
Who cares!! It's preposterous!

He steps forward grabbing Fiona's arm.

FARQUAAD (cont'd)
Fiona, my love, we're but a kiss away from our happily ever after. Now kiss me.

Farquaad puckers, ready to kiss her. Fiona looks at him warily. She sees the setting sun, and looks over to Shrek then again at Farquaad, who's eyes are closed and lips still puckered. She backs away from him with resolve and turns to Shrek.

FIONA
By night one way, by day another...
I wanted to show you before...

Fiona closes her eyes and waits.

The sun goes all the way down. Fiona begins to TRANSFORM. Farquaad's eyes grow wide with shock and revulsion. The crowd gasps in horror, someone passes out.

Farquaad stares up, immobile. Shrek looks shocked and then smiles.

SHREK
Well, ahhh...that explains a lot!

Farquaad backs away horrified. Fiona looks up at Shrek, pleasantly surprised. She smiles.

FARQUAAD

Ewwwww! It's disgusting!
Guards! Guards!! I order you to get them out of my sight! Now! Get them! Get them both!!

FIONA

No! No!

Farquaad grabs his crown from the podium and dons it.

FARQUAAD

All this hocus pocus alters nothing.
This marriage is binding and that makes me king!
(indicates his crowned head)
See! See!

Guards rush in to grab Shrek and Fiona, separating them.

SHREK

No!

FIONA

No, let go of me. Shrek!!

Shrek fights forward but he's losing the battle, being pulled away.

FARQUAAD

(to guards)
Don't just stand there you morons!! Kill him if you have to - but get him!!

Shrek begins to break free.

FARQUAAD (cont'd)

(to Shrek)
Insolent beast. I'll make you regret the day we met. I'll see you drawn and quartered! You'll beg for death to save you.

FIONA

No! Shrek!

Farquaad spins to face Fiona, now held by guards - he draws his sword holding it to her throat.

FARQUAAD

(to Fiona)

And as for you, my wife! I'll have you locked back in that tower for the rest of your days!!!

SHREK

Fiona!

Shrek pulls an arm free from the guards and putting his fingers to his mouth emits a piercing whistle.

SHREK (CONT'D)

(whistles)

FARQUAAD

I am king! I will have order! I will have perfection! I will have...

Suddenly, the rose window behind the altar SHATTERS. The Dragon bursts her head in, Donkey atop it. Her mouth open and fierce she swings down toward Farquaad.

FARQUAAD (cont'd)

(blood curdling scream)

Arrrrggghhhhhhhhh!

She swallows Farquaad in one gulp. The crowd gasps in shock.

DONKEY

Alright! Nobody move! I got a dragon here, and I'm not afraid to use it!

The terrified crowd freezes. GASPS.

DONKEY (cont'd)

I'm a donkey on the edge!

The guards freeze. GASPS. Dragon burps out the crown.

DONKEY (cont'd)

Celebrity marriages, they never last do they? Go ahead Shrek.

Fiona looks at Donkey still a little in shock. Shrek steps up to her and gently puts his hand on her shoulder turning her towards him - she looks at him hopeful, expectant. In an echo of their conversation over the weedrat dinner --

SHREK

Uh, Fiona...?

|||

FIONA
Yes, Shrek.

SHREK
I...

Shrek's eyes scan Fiona's face but this time he's not going to chicken out.

SHREK (cont'd)
I love you.

FIONA
Really?

SHREK
Really ... really.

FIONA
(she smiles)
I love you too.

Shrek breaks into a big smile. He leans in and kisses her - a good kiss. Thelonus grabs a sign from a guard and scrawls the word "Ahhhhh". He holds up the sign.

CROWD
Ahhhhh!

Then as Fiona and Shrek finish their kiss their eyes lock - suddenly Fiona begins to lift into the air and glow. Whispering winds whip up and through the winds we hear a magical voice echoing through the church--

MAGICAL VOICE
Until you find true loves first kiss...

A magical transformational explosion fills the cathedral.

A flash of light blinds; a whirlwind of sparkling light fills the church, BURSTING all the windows.

The magic subsides - the voice fades out in an echo.

MAGICAL VOICE (cont'd)
...and then take loves true form ... true form ... true form...

Beside Donkey and Dragon one window remains intact. They look at it - then Dragon reaches up and smashes the stain glass. They smile and we follow their gaze down to Shrek and Fiona.

(CONTINUED)

We pan down to find Fiona in a crumpled heap on the floor, her back to Shrek. He approaches her gently

SHREK

Fiona? Fiona, are you alright?

He reaches down to help her from the floor. She slowly turns around, still an ogress.

Fiona looks at herself, dismayed.

FIONA

Well yes...but...I don't understand. I'm supposed to be beautiful.

SHREK

But you are beautiful.

DONKEY

(sentimental)

I was hoping this would be a happy ending.

Shrek and Fiona smile at one another they go in for another kiss but Shrek stops - he covers the lens with his hand to give them a private moment.

EXT. SWAMP - DAY

Shrek and Fiona are kissing, this time at their own wedding in Shrek's swamp. DuLocians and fairytale creatures celebrate together. The dwarves strike up a punk version of "I'm a Believer."

A fairy Godmother turns the three blind mice and an onion into a lovely carriage. The horses and driver are still blind and wear dark glasses. Fiona and Shrek enter the carriage.

Fiona throws the bouquet. Sleeping Beauty and Snow White duke it out over who will catch the bouquet but Dragon intercepts it. She turns to Donkey, batting her eyes. Donkey smiles sheepishly.

Shrek waves to Donkey from the back of the carriage as it begins to move off. The camera moves in on the cheering crowd as a tiny figure steps out in front. It's the Gingerbread Man on crutches.

GINGERBREAD MAN

God bless us, everyone.

The celebration continues at the wedding reception of Shrek and Fiona. Donkey is at the microphone belting out "I'm a Believer." All of the fairytale creatures are celebrating.

Fiona and Shrek ride off into the sunset.

Camera pulls back, to reveal the image on a page. The book closes, with the title SHREK on the cover.