Once upon a time there was a lovely princess. But she had an enchantment upon her of a fearful sort which could only be broken by love's first kiss. She was locked away in a castle guarded by a terrible fire-breathing dragon. Many brave knights had attempted to free her from this dreadful prison, but none prevailed. 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. (laughs)

Like that's ever gonna happen. What a load of - (toilet flush)

Allstar - by Smashmouth begins to play. Shrek goes about his day. While in a nearby town, the villagers get together to go after the ogre.

**NIGHT - NEAR SHREK'S HOME**

**MAN1**
Think it's in there?

**MAN2**
All right. Let's get it!

**MAN1**
Whoa. Hold on. Do you know what that thing can do to you?

**MAN3**
Yeah, it'll grind your bones for it's bread.

Shrek sneaks up behind them and laughs.

**SHREK**
Yes, well, actually, that would be a giant. Now, ogres, oh they're much worse.
They'll make a suit from your freshly
peeled skin.

MEN

No!

SHREK

They'll shave your liver. Squeeze the
jelly from your eyes! Actually, it's
quite good on toast.

MAN1

Back! Back, beast! Back! I warn ya!
(waves the torch at Shrek.)

Shrek calmly licks his fingers and extinguishes the
torch. The men shrink back away from him. Shrek roars very loudly
and long and his breath extinguishes all the remaining torches
until the men are in the dark.

SHREK

This is the part where you run away.
(The men scramble to get away. He laughs.)
And stay out! (looks down and picks up a piece of paper. Reads.) "Wanted.
Fairy tale creatures."(He sighs and throws the paper over his shoulder.)

THE NEXT DAY

There is a line of fairy tale creatures. The head of
the guard sits at a table paying people for bringing the fairy
tale creatures to him. There are cages all around. Some of the people
in line are Peter Pan, who is carrying Tinkerbell in a cage,
Gipetto who's carrying Pinocchio, and a farmer who is carrying
the three little pigs.

GUARD

All right. This one's full. Take it
away! Move it along. Come on! Get up!

HEAD GUARD
GUARD
(taking the witch's broom) Give me that!
Your flying days are over. (breaks the broom in half)

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

GUARD
Get up! Come on!

HEAD GUARD
Twenty pieces.

LITTLE BEAR
(crying) This cage is too small.

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

OLD WOMAN
Oh, shut up. (jerks his rope)

DONKEY
Oh!

HEAD GUARD
Next! What have you got?

GIPETTO
This little wooden puppet.

PINOCCHIO
I'm not a puppet. I'm a real boy. (his nose grows)

HEAD GUARD
Five shillings for the possessed toy. Take it away.

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

Gipetto takes the money and walks off. The old woman steps up to the table.
HEAD GUARD
Next! What have you got?

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

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

OLD WOMAN
Oh, go ahead, little fella.

Donkey just looks up at her.

HEAD GUARD
Well?

OLD WOMAN
Oh, oh, he's just...he's just a little nervous. He's really quite a chatterbox. Talk, you boneheaded dolt...

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

OLD WOMAN
No, no, he talks! He does. (pretends to be Donkey) I can talk. I love to talk. I'm the talkingest damn thing you ever saw.

HEAD GUARD
Get her out of my sight.

OLD WOMAN
No, no! I swear! Oh! He can talk!

The guards grab the old woman and she struggles with them. One of her legs flies out and kicks Tinkerbell out of Peter Pan's hands, and her cage drops on Donkey's head. He gets sprinkled with fairy dust and he's able to fly.

DONKEY
Hey! I can fly!

PETER PAN
He can fly!

3 LITTLE PIGS
He can fly!

HEAD GUARD
He can talk!

DONKEY
Ha, ha! That's right, fool! Now I'm a flying, talking donkey. You might have seen a housefly, maybe even a superfly but I bet you ain't never seen a donkey fly. Ha, ha! (the pixie dust begins to wear off) Uh-oh. (he begins to sink to the ground.)

He hits the ground with a thud.

HEAD GUARD
Seize him! (Donkey takes of running.)
After him!

GUARDS
He's getting away! Get him! This way!
Turn!

Donkey keeps running and he eventually runs into Shrek. Literally. Shrek turns around to see who bumped into him. Donkey looks scared for a moment then he spots the guards coming up the path. He quickly hides behind Shrek.

HEAD GUARD
You there. Ogre!

SHREK
Aye?

HEAD GUARD
By the order of Lord Farquaad I am authorized to place you both under arrest and transport you to a designated resettlement facility.

SHREK
Oh, really? You and what army?

He looks behind the guard and the guard turns to look as well
and we see that the other men have run off. The guard
tucks tail and runs off. Shrek laughs and goes back about his
business and begins walking back to his cottage.

DONKEY
Can I say something to you? Listen, you was really, really, really somethin' back here. Incredible!

SHREK
Are you talkin' to...(he turns around and Donkey is gone) me? (he turns back around and Donkey is right in front of him.) Whoa!

DONKEY
Yes. I was talkin' to you. Can I tell you that you that you was great back here? Those guards! They thought they was all of that. Then you showed up, and bam! They was trippin' over themselves like babes in the woods. That really made me feel good to see that.

SHREK
Oh, that's great. Really.

DONKEY
Man, it's good to be free.

SHREK
Now, why don't you go celebrate your freedom with your own friends? Hmm?

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

Shrek turns and regards Donkey for a moment before roaring very loudly.

DONKEY
Oh, wow! That was really scary. If you
don't mind me sayin', if that don't work, your breath certainly will get the job done, 'cause you definitely need some Tic Tacs or something, 'cause you breath stinks! You almost burned the hair outta my nose, just like the time...(Shrek covers his mouth but Donkey continues to talk, so Shrek removes his hand.) ...then I ate some rotten berries. I had strong gases leaking out of my butt that day.

**SHREK**
Why are you following me?

**DONKEY**
I'll tell you why. (singing) '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 faith...

**SHREK**
Stop singing! It's no wonder you don't have any friends.

**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 all the way up at Shrek) Uh ...really tall?

**SHREK**
No! I'm an ogre! You know. "Grab your torch and pitchforks." Doesn't that bother you?

**DONKEY**
Nope.

**SHREK**
Really?

**DONKEY**
Really, really.
SHREK
Oh.

DONKEY
Man, I like you. What's you name?

SHREK
Uh, Shrek.

DONKEY
Shrek? 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 over a hill and you can see Shrek's cottage.)

Whoa! Look at that. Who'd want to live in place like that?

SHREK
That would be my home.

DONKEY
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. I like that boulder. That is a nice boulder. I guess you don't entertain much, do you?

SHREK
I like my privacy.

DONKEY
You know, I do too. That's another thing we have in common. Like I hate it when you got somebody in your face. You've trying to give them a hint, and they won't leave. There's that awkward silence. (awkward silence) Can I stay with you?

SHREK
Uh, what?

DONKEY
Can I stay with you, please?

SHREK
(sarcastically) Of course!

DONKEY
Really?

SHREK

No.

DONKEY

Please! I don't wanna go back there! You don't know what it's like to be considered a freak. (pause while he looks at Shrek) Well, maybe you do. But that's why we gotta stick together. You gotta let me stay! Please! Please!

SHREK

Okay! Okay! But one night only.

DONKEY

Ah! Thank you! (he runs inside the cottage)

SHREK

What are you...? (Donkey hops up onto a chair.) No! No!

DONKEY

This is gonna be fun! We can stay up late, swappin' manly stories, and in the mornin' I'm makin' waffles.

SHREK

Oh!

DONKEY

Where do, uh, I sleep?

SHREK

(irritated) Outside!

DONKEY

Oh, well, I guess that's cool. I mean, I don't know you, and you don't know me, so I guess outside is best, you know. Here I go. Good night. (Shrek slams the door.) (sigh) I mean, I do like the outdoors. I'm a donkey. I was born outside. I'll just be sitting by myself outside, I guess, you know. By myself, outside. I'm all alone...there's no one here beside me...

SHREK'S COTTAGE - NIGHT
Shrek is getting ready for dinner. He sits himself down and lights a candle made out of earwax. He begins to eat when he hears a noise. He stands up with a huff.

**SHREK**
(to Donkey) I thought I told you to stay outside.

**DONKEY**
(from the window) I am outside.

There is another noise and Shrek turns to find the person that made the noise. He sees several shadows moving. He finally turns and spots 3 blind mice on his table.

**BLIND MOUSE1**
Well, gents, it's a far cry from the farm, but what choice do we have?

**BLIND MOUSE2**
It's not home, but it'll do just fine.

**GORDO**
(bouncing on a slug) What a lovely bed.

**SHREK**
Got ya. (Grabs a mouse, but it escapes and lands on his shoulder.)

**GORDO**
I found some cheese. (bites Shrek's ear)

**SHREK**
Ow!

**GORDO**
Blah! Awful stuff.

**BLIND MOUSE1**
Is that you, Gordo?

**GORDO**
How did you know?
SHREK
Enough! (he grabs the 3 mice) What are you doing in my house? (He gets bumped from behind and he drops the mice.) Hey! (he turns and sees the Seven Dwarves with Snow White on the table.) Oh, no, no, no. Dead broad off the table.

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

SHREK
Huh?

SHREK marches over to the bedroom and throws back the curtain. The Big Bad Wolf is sitting in the bed. The wolf just looks at him.

BIG BAD WOLF
What?

TIME LAPSE
Shrek now has the Big Bad Wolf by the collar and is dragging him to the front door.

SHREK
I live in a swamp. I put up signs. I'm a terrifying ogre! What do I have to do get a little privacy? (He opens the front door to throw the Wolf out and he sees that all the collected Fairy Tale Creatures are on his land.) Oh, no. No! No!

The 3 bears sit around the fire, the pied piper is playing his pipe and the rats are all running to him, some elves are directing flight traffic so that the fairies and witches can land...etc.

SHREK
What are you doing in my swamp? (this echoes and everyone falls silent.)
Gasps are heard all around. The 3 good fairies hide inside a tent.

**SHREK**
All right, get out of here. All of you, move it! Let's go! Hapaya! Hapaya! Hey! Quickly, Come on! (more dwarves run inside the house) No, no! No, no. Not there. Not there. (they shut the door on him) Oh! (turns to look at Donkey)

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

**PINOCCHIO**
Oh, gosh, no one invited us.

**SHREK**
What?

**PINOCCHIO**
We were forced to come here.

**SHREK**
(flabbergasted) By who?

**LITTLE PIG**
Lord Farquaad. He huffed and he puffed and he...signed an eviction notice.

**SHREK**
(heavy sigh) All right. Who knows where this Farquaad guy is?

Everyone looks around at each other but no one answers.

**DONKEY**
Oh, I do. I know where he is.

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

**DONKEY**
Me! Me!
SHREK

Anyone?

DONKEY

Oh! Oh, pick me! Oh, I know! I know! Me, me!

SHREK

(sigh) Okay, fine. Attention, all fairy tale things. 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! (Pause. Then the crowd goes wild.) Oh! (to Donkey) You! You're comin' with me.

DONKEY

All right, 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

(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

Can I whistle?

SHREK

No.

DONKEY

Can I hum it?

SHREK

All right, hum it.

Donkey begins to hum 'On the Road Again'.

DULOC - KITCHEN

A masked man is torturing the Gingerbread Man. He's continually dunking him in a glass of milk. Lord Farquaad walks in.

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

The Gingerbread Man is pulled out of the milk and slammed down onto a cookie sheet. Farquaad laughs as he walks over to the table. However when he reaches the table we see that it goes up to his eyes. He clears his throat and the table is lowered.

**FARQUAAD**

(he picks up the Gingerbread Man's legs and plays with them) Run, run, run, as fast as you can. You can't catch me. I'm the gingerbread man.

**GINGERBREAD MAN**

You are 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! (He spits milk into Farquaad's eye.)

**FARQUAAD**

I've tried to be fair to you creatures. Now my patience has reached its end! Tell me or I'll...(he makes as if to pull off the Gingerbread Man's buttons)

**GINGERBREAD MAN**

No, no, not the buttons. Not my gumdrop buttons.

**FARQUAAD**

All right then. Who's hiding them?

**GINGERBREAD MAN**

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**
The muffin man!

**FARQUAAD**
She's married to the muffin man.

The door opens and the Head Guard walks in.

**HEAD GUARD**
My lord! We found it.

**FARQUAAD**
Then what are you waiting for? Bring it in.

More guards enter carrying something that is covered by a sheet. They hang up whatever it is and remove the sheet. It is the Magic Mirror.

**GINGERBREAD MAN**
(in awe) Ohhhh...

**FARQUAAD**
Magic mirror...

**GINGERBREAD MAN**
Don't tell him anything! (Farquaad picks him up and dumps him into a trash can with a lid.) No!

**FARQUAAD**
Evening. Mirror, mirror on the wall. Is this not the most perfect kingdom of them all?
MIRROR
Well, technically you're not a king.

FARQUAAD
Uh, Thelonius. (Thelonius holds up a hand mirror and smashes it with his fist.) You were saying?

MIRROR
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
Go on.

MIRROR
(chuckles nervously) So, just sit back and relax, my lord, because it's time for you to meet today's eligible bachelorettes.

And here they are! 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. (shows picture of Cinderella) 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! (shows picture of Snow White) And last, but certainly not last, bachelorette number three is a fiery redhead 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 pina coladas and getting caught in the rain. Yours for the rescuing, Princess Fiona! (Shows picture of Princess Fiona) So will it be bachelorette number one, bachelorette number two or bachelorette number three?

GUARDS
Two! Two! Three! Three! Two! Two! Three!
FARQUAAD
Three? One? Three?

THELONIUS
Three! (holds up 2 fingers) Pick number three, my lord!

FARQUAAD
Okay, okay, uh, number three!

MIRROR
Lord Farquaad, you've chosen Princess Fiona.

FARQUAAD
Princess Fiona. She's perfect. All I have to do is just find someone who can go...

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

FARQUAAD
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! Captain, assemble your finest men. We're going to have a tournament. (smiles evilly)

DuLoc Parking Lot - Lancelot Section
Shrek and Donkey come out of the field that is right by the parking lot. The castle itself is about 40 stories high.

DONKEY
But that's it. That's it right there. That's DuLoc. I told ya I'd find it.

SHREK
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? (He laughs, but then groans as Donkey doesn't get the joke. He continues walking through the parking lot.)

DONKEY
Hey, wait. Wait up, Shrek.

MAN
Hurry, darling. We're late. Hurry.

SHREK
Hey, you! (The attendant, who is wearing a giant head that looks like Lord Farquaad, screams and begins running through the rows of rope to get to the front gate to get away from Shrek.) Wait a second. Look, I'm not gonna eat you. I just -- I just -- (He sighs and then begins walking straight through the rows. The attendant runs into a wall and falls down. Shrek and Donkey look at him then continue on into DuLoc.)

DULOC
They look around but all is quiet.

SHREK
It's quiet. Too quiet. Where is everybody?

DONKEY
Hey, look at this!

Donkey runs over and pulls a lever that is attached to a box. The box doors begin to open up. There are little wooden people inside and they begin to sing.

WOODEN PEOPLE
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 perfect place
Please keep off of the grass
Shine your shoes, wipe your... face
DuLoc is, DuLoc is
DuLoc is perfect place.

Suddenly a camera takes Donkey and Shrek's picture.

DONKEY
Wow! Let's do that again! (makes ready to run over and pull the lever again)

SHREK
(grabs Donkey's tail and holds him still)
No. No. No, no, no! No.

They hear a trumpet fanfare and head over to the arena.

FARQUAAD
Brave knights. You are the best and brightest in all the land. Today one of you shall prove himself...

As Shrek and Donkey walk down the tunnel to get into the arena
Donkey is humming the DuLoc theme song.

SHREK
All right. You're going the right way for a smacked bottom.

DONKEY
Sorry about that.

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. (cheers) Let the tournament begin! (He notices Shrek) Oh! What is that? It's hideous!

**SHREK**

(turns to look at Donkey and then back at Farquaad) Ah, that's not very nice. It's just a donkey.

**FARQUAAD**

Indeed. Knights, new plan! The one who kills the ogre will be named champion! Have it him!

**MEN**

Get him!

**SHREK**

Oh, hey! Now come on! Hang on now. (bumps into a table where there are mugs of beer)

**CROWD**

Go ahead! Get him!

**SHREK**

(holds up a mug of beer) Can't we just settle this over a pint?

**CROWD**

Kill the beast!

**SHREK**

No? All right then. (drinks the beer) Come on!

He takes the mug and smashes the spigot off the large barrel drenching the other men and wetting the ground. It's like mud now. Shrek slides past the men and picks up a spear that one of the men dropped. As Shrek begins to fight Donkey hops up onto one of the larger
beer barrels. It breaks free of its ropes and begins to roll. Donkey manages to squish two men into the mud. There is so much fighting going on here I'm not going to go into detail. Suffice to say that Shrek kicks butt.

**DONKEY**  
Hey, Shrek, tag me! Tag me!

Shrek comes over and bangs a man's head up against Donkeys. Shrek gets up on the ropes and interacts with the crowd.

**SHREK**  
Yeah!

A man tries to sneak up behind Shrek, but Shrek turns in time and sees him.

**WOMAN**  
The chair! Give him the chair!

Shrek smashes a chair over the guys back. Finally all the men are down. Donkey kicks one of them in the helmet, and the ding sounds the end of the match. The audience goes wild.

**SHREK**  
Oh, yeah! Ah! Ah! Thank you! Thank you very much! I'm here till Thursday. Try the veal! Ha, ha! (laughs)

The laughter stops as all of the guards turn their weapons on Shrek.

**HEAD GUARD**  
Shall I give the order, sir?

**FARQUAAD**  
No, I have a better idea. People of DuLoc, I give you our champion!

**SHREK**  
What?

**FARQUAAD**  
Congratulations, ogre. You're won the
honor of embarking on a great and noble quest.

**SHREK**

Quest? I'm already in a quest, a quest to get my swamp back.

**FARQUAAD**

Your swamp?

**SHREK**

Yeah, my swamp! Where you dumped those fairy tale creatures!

**FARQUAAD**

Indeed. All right, 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**

What kind of quest?

Time Lapse - Donkey and Shrek are now walking through the field heading away from DuLoc. Shrek is munching on an onion.

**DONKEY**

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

**SHREK**

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

**DONKEY**
I don't get it. Why don't you just pull
some of that ogre stuff on him? Throttle
him, lay siege to his fortress, grinds
his bones to make your bread, the whole
ogre trip.

**SHREK**
Oh, I know what. Maybe I could have
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**
Uh, no, not really, no.

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

**DONKEY**
Example?

**SHREK**
Example? Okay, um, ogres are like onions.
(he holds out his onion)

**DONKEY**
(sniffs the onion) They stink?

**SHREK**
Yes -- No!

**DONKEY**
They make you cry?

**SHREK**
No!

**DONKEY**
You leave them in the sun, they get
all brown, start sproutin' little white
hairs.

**SHREK**
No! Layers! Onions have layers. Ogres
have layers! Onions have layers. You
get it? We both have layers. (he heaves
a sigh and then walks off)

**DONKEY**
(trailing after Shrek) Oh, you both have layers. Oh. {Sniffs} You know, not everybody likes onions. 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, you say, "Let's get some parfait," they say, "Hell no, I don't like no parfait"? Parfaits are delicious.

**SHREK**
No! You dense, irritating, miniature beast of burden! Ogres are like onions! And of story. Bye-bye. See ya later.

**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? I'm making a mess. Just the word parfait make me start slobbering.

They head off. There is a montage of their journey. Walking through a field at sunset. Sleeping beneath a bright moon. Shrek trying to put the campfire out the next day and having a bit of a problem, so Donkey pees on the fire to put it out.

**DRAGON'S KEEP**
Shrek and Donkey are walking up to the keep that's supposed to house Princess Fiona. It appears to look like a giant volcano.

**DONKEY**
(sniffs) Ohh! Shrek! Did you do that? 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. (sniffs) It's brimstone. We must be getting close.

**DONKEY**
Yeah, right, brimstone. Don't be talking about it's the brimstone. I know what I smell. It wasn't no brimstone. It didn't come off no stone neither.

They climb up the side of the volcano/keep and look down. There is a small piece of rock right in the center and that looks very foreboding.

**SHREK**
Sure, it's big enough, but look at the location. (laughs...then the laugh turns into a groan)

**DONKEY**
Uh, Shrek? Uh, remember when you said ogres have layers?

**SHREK**
Oh, aye.

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

**SHREK**
Wait a second. Donkeys don't have sleeves.

**DONKEY**
You know what I mean.

**SHREK**
You can't tell me you're afraid of heights.
DONKEY
No, I'm just a little uncomfortable about being on a rickety bridge over a boiling like of lava!

SHREK
Come on, Donkey. I'm right here beside ya, okay? For emotional support, we'll just tackle this thing together one little baby step at a time.

DONKEY
Really?

SHREK
Really, really.

DONKEY
Okay, that makes me feel so much better.

SHREK
Just keep moving. And don't look down.

DONKEY
Okay, don't look down. Don't look down. Don't look down. Keep on moving. Don't look down. (he steps through a rotting board and ends up looking straight down into the lava) Shrek! I'm lookin' down! Oh, God, I can't do this! Just let me off, please!

SHREK
But you're already halfway.

DONKEY
But I know that half is safe!

SHREK
Okay, fine. I don't have time for this. You go back.

DONKEY
Shrek, no! Wait!

SHREK
Just, Donkey -- Let's have a dance then, shall me? (bounces and sways the
bridge)

DONKEY
Don't do that!

SHREK
Oh, I'm sorry. Do what? Oh, this? (bounces the bridge again)

DONKEY
Yes, that!

SHREK
Yes? Yes, do it. Okay. (continues to bounce and sway as he backs Donkey across the bridge)

DONKEY
No, Shrek! No! Stop it!

SHREK
You said do it! I'm doin' it.

DONKEY
I'm gonna die. I'm gonna die. Shrek, I'm gonna die. (steps onto solid ground) Oh!

SHREK
That'll do, Donkey. That'll do. (walks towards the castle)

DONKEY
Cool. So where is this fire-breathing pain-in-the-neck anyway?

SHREK
Inside, waiting for us to rescue her. (chuckles)

DONKEY
I was talkin' about the dragon, Shrek.

INSIDE THE CASTLE

DONKEY
You afraid?

SHREK
No.
DONKEY

But...

SHREK

Shh.

DONKEY

Oh, good. Me neither. (sees a skeleton and gasps) 'Cause there's nothin' wrong with bein' afraid. Fear's a sensible response to an unfamiliar situation. Unfamiliar dangerous situation, I might add. 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. I sure as heck ain't no coward. I know that.

SHREK

Donkey, two things, okay? Shut ... up. Now go over there and see if you can find any stairs.

DONKEY

Stairs? I thought we was lookin' for the princess.

SHREK

(putting on a helmet) 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. (walks off)

DONKEY

Cool. You handle the dragon. I'll handle the stairs. I'll find those stairs. I'll whip their butt too. Those stairs won't know which way they're goin'. (walks off)

EMPTY ROOM

Donkey is still talking to himself as he looks around the room.
DONKEY
I'm gonna take drastic steps. Kick it
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.
I'd step all over it.

ELSEWHERE

Shrek spots a light in the tallest tower window.

SHREK
Well, at least we know where the princess
is, but where's the...

DONKEY
(os) Dragon!

Donkey gasps and takes off running as the dragon roars
again. Shrek manages to grab Donkey out of the way just as the
dragon
breathes fire.

SHREK
Donkey, look out! (he manages to get
a hold of the dragons tail and holds
on) Got ya!

The dragon gets irritated at this and flicks it's tail
and Shrek
goes flying through the air and crashes through the
roof of the
tallest tower. Fiona wakes up with a jerk and looks at
him lying
on the floor.

DONKEY
Oh! Aah! Aah!

Donkey get cornered as the Dragon knocks away all but a
small
part of the bridge he's on.

DONKEY
No. Oh, no, No! (the dragon roars) Oh,
what large teeth you have. (the dragon
growls) I mean white, sparkling teeth.
I know you probably hear this all time
from your food, but you must bleach,
'cause that is one dazzling smile you got there. Do I detect a hint of minty freshness? And you know what else? You're -- You're a girl dragon! Oh, sure! I mean, of course you're a girl dragon. You're just reeking of feminine beauty. (the dragon begins fluttering her eyes at him) What's the matter with you? You got something in your eye? Ohh. Oh. Oh. Man, I'd really love to stay, but you know, I'm, uh...(the dragon blows a smoke ring in the shape of a heart right at him, and he coughs) I'm an asthmatic, and I don't know if it'd work out if you're gonna blow smoke rings. Shrek! (the dragon picks him up with her teeth and carries him off) No! Shrek! Shrek! Shrek!

**FIONA'S ROOM**

Shrek groans as he gets up off the floor. His back is to Fiona so she straightens her dress and lays back down on the bed. She then quickly reaches over and gets the bouquet of flowers off the side table. She then lays back down and appears to be asleep. Fiona for a moment and she puckers her lips. Shrek takes her by the shoulders and shakes her away.

**FIONA**

Oh! Oh!

**SHREK**

Wake up!

**FIONA**

What?

**SHREK**

Are you Princess Fiona?

**FIONA**

I am, awaiting a knight so bold as to rescue me.

**SHREK**
Oh, that's nice. Now let's go!

**FIONA**
But wait, Sir Knight. This be-ith our first meeting. Should it not be a wonderful, romantic moment?

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

**FIONA**
Hey, wait. What are you doing? You should sweep me off my feet out yonder window and down a rope onto your valiant steed.

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

**FIONA**
(smiles) Mm-hmm.

Shrek breaks the lock on her door and pulls her out and down the hallway.

**FIONA**
But we have to savor this moment! You could recite an epic poem for me. A ballad? A sonnet! A limerick? Or something!

**SHREK**
I don't think so.

**FIONA**
Can I at least know the name of my champion?

**SHREK**
Uh, Shrek.

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

**SHREK**
Thanks!
Suddenly they hear the dragon roar.

**FIONA**
(surprised) You didn't slay the dragon?

**SHREK**
It's on my to-do list. Now come on! (takes off running and drags Fiona behind him.)

**FIONA**
But this isn't right! You were meant to charge in, sword drawn, banner flying. That's what all the other knights did.

**SHREK**
Yeah, right before they burst into flame.

**FIONA**
That's not the point. (Shrek suddenly stops and she runs into him.) Oh! (Shrek ignores her and heads for a wooden door off to the side.) Wait. Where are you going? The exit's over there.

**SHREK**
Well, I have to save my ass.

**FIONA**
What kind of knight are you?

**SHREK**
One of a kind. (opens the door into the throne room)

**DONKEY**
(os) Slow down. Slow down, baby, please. I believe it's healthy to get to know someone over a long period of time. Just call me old-fashioned. (laughs worriedly) (we see him up close and from a distance as Shrek sneaks into the room) I don't want to rush into a physical relationship. I'm not emotionally ready for a commitment of, uh, this — Magnitude really is the word I'm looking for. Magnitude — Hey, that is unwanted physical contact. Hey, what
are you doing? Okay, okay. Let's just back up a little and take this one step at a time. We really should get to know each other first as friends or pen pals. I'm on the road a lot, but I just love receiving cards — I'd really love to stay, but — Don't do that! That's my tail! That's my personal tail. You're gonna tear it off. I don't give permission — What are you gonna do with that?

Hey, now. No way. No! No, no! No. No, no, no. Oh!

Shrek grabs a chain that's connected to the chandelier and swings toward the dragon. He misses and he swings back again. He looks up and spots that the chandelier is right above the dragon's head. He pulls on the chain and it releases and he falls down and bumps Donkey out of the way right as the dragon is about to kiss him. Instead the dragon kisses Shrek's butt. She opens her eyes and roars. Shrek lets go of the chain and the chandelier falls onto her head, but it's too big and it goes over her head and forms a sort of collar for her. She roars again and Shrek and Donkey take off running. Very 'Matrix' style. Shrek grabs Donkey and then grabs Princess Fiona as he runs past her.

**DONKEY**

Hi, Princess!

**FIONA**

It talks!

**SHREK**

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

They all start screaming as the dragon gains on them. Shrek spots a descending slide and jumps on. But unfortunately there is a crack in the stone and it hits Shrek right in the
eyes cross and as he reaches the bottom of the slide he
stumbles
off and walks lightly.

SHREK

Oh!

Shrek gets them close to the exit and sets down Donkey
and Fiona.

SHREK

Okay, you two, heard for the exit! I'll
take care of the dragon.

Shrek grabs a sword and heads back toward the interior
of the
overlapping
chandelier that
is still around the dragons neck.

SHREK

(etching) Run!

They all take off running for the exit with the dragon
in hot
pursuit. They make it to the bridge and head across.
The dragons
hang on
collapse. They
look
lava to
jerk the
climbs
gives a
in horror as the dragon makes to fly over the boiling
get them. But suddenly the chandelier with the chain
dragon back and she's unable to get to them. Our gang
quickly to safety as the dragon looks angry and then
sad whimper as she watches Donkey walk away.

FIONA

(sliding down the 'volcano' hill) You
did it! You rescued me! You're amazing.
(behind her Donkey falls down the hill)
You're -- You're wonderful. You're...
(turns and sees Shrek fall down the
hill and bump into Donkey) a little
unorthodox I'll admit. But thy deed
is great, and thy heart is pure. I am
eternally in your debt. (Donkey clears
his throat.) And where would a brave
knight be without his noble steed?

DONKEY
I hope you heard that. She called me
a noble steed. She think I'm a steed.

FIONA
The battle is won. You may remove your
helmet, good Sir Knight.

SHREK
Uh, no.

FIONA
Why not?

SHREK
I have helmet hair.

FIONA
Please. I would'st look upon the face
of my rescuer.

SHREK
No, no, you wouldn't - - 'st.

FIONA
But how will you kiss me?

SHREK
What? (to Donkey) 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
Hmm? With Shrek? You think- - Wait.
Wait. You think that Shrek is your true love?

**FIONA**
Well, yes.

Both Donkey and Shrek burst out laughing.

**DONKEY**
You think Shrek is your true love!

**FIONA**
What is so funny?

**SHREK**
Let's just say I'm not your type, okay? Fiona: Of course, you are. You're my rescuer. Now -- Now remove your helmet.

**SHREK**
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**
Now!

**SHREK**
Okay! Easy. As you command. Your Highness. (takes off his helmet)

**FIONA**
You -- You're a -- 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**
Princess, I was sent to rescue you by Lord Farquaad, okay? He is the one who wants to marry you.

**FIONA**
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 his--his pet.

**DONKEY**
Well, so much for noble steed.

**SHREK**
You're not making my job any easier.

**FIONA**
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.

**SHREK**
Hey! I'm no one's messenger boy, all right? (ominous) I'm a delivery boy. (he swiftly picks her up and swings her over his shoulder like she was a sack of potatoes)

**FIONA**
You wouldn't dare. Put me down!

**SHREK**
Ya comin', Donkey?

**DONKEY**
I'm right behind ya.

**FIONA**
Put me down, or you will suffer the
consequences! This is not dignified!
Put me down!

WOODS

A little time has passed and Fiona has calmed down. She just
hangs there limply while Shrek carries her.

DONKEY
Okay, so here's another question. Say there's a woman that digs you, right, but you don't really 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?

FIONA
You just tell her she's not your true love. Everyone knows what happens when you find your...(Shrek drops her on the ground) Hey! The sooner we get to DuLoc the better.

DONKEY
You're gonna love it there, Princess. It's beautiful!

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

SHREK
Let me put it this way, Princess. Men of Farquaad's stature are in short supply. (he and Donkey laugh)

Shrek then proceeds to splash water onto his face to wash off the dust and grime.

DONKEY
I don't know. There are those who think little of him. (they laugh again) Fiona: Stop it. Stop it, both of you. You're just jealous you can never measure up to a great ruler like Lord Farquaad.

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

**FIONA**

(looks at the setting sun) Tomorrow? It'll take that long? Shouldn't we stop to make camp?

**SHREK**

No, that'll take longer. We can keep going.

**FIONA**

But there's robbers in the woods.

**DONKEY**

Whoa! Time out, Shrek! Camp is starting to sound good.

**SHREK**

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

**FIONA**

I need to find somewhere to camp now!

Both Donkey and Shrek's ears lower as they shrink away from her.

**MOUNTAIN CLIFF**

Shrek has found a cave that appears to be in good order. He shoves a stone boulder out of the way to reveal the cave.

**SHREK**

Hey! Over here.

**DONKEY**

Shrek, we can do better than that. I don't think this is fit for a princess.

**FIONA**

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

**SHREK**

Homey touches? Like what? (he hears a tearing noise and looks over at Fiona
who has torn the bark off of a tree.)

**FIONA**
A door? Well, gentlemen, I bid thee good night. (goes into the cave and puts the bark door up behind her)

**DONKEY**
You want me to read you a bedtime story? I will.

**FIONA**
(os) I said good night!

Shrek looks at Donkey for a second and then goes to move the boulder back in front of the entrance to the cave with Fiona still inside.

**DONKEY**
Shrek, What are you doing?

**SHREK**
(laughs) I just-- You know -- Oh, come on. I was just kidding.

**LATER THAT NIGHT**

Shrek and Donkey are sitting around a campfire. They are staring up into the sky as Shrek points out certain star constellations to Donkey.

**SHREK**
And, uh, that one, that's Throwback, the only ogre to ever spit over three wheat fields.

**DONKEY**
Right. Yeah. Hey, can you tell my future from these stars?

**SHREK**
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
I know you're making this up.

SHREK
No, look. There he is, and there's the group of hunters running away from his stench.

DONKEY
That ain't nothin' but a bunch of little dots.

SHREK
You know, Donkey, sometimes things are more than they appear. Hmm? Forget it.

DONKEY
(heaves a big sigh) Hey, Shrek, what we gonna do when we get our swamp anyway?

SHREK
Our swamp?

DONKEY
You know, when we're through rescuing the princess.

SHREK
We? Donkey, there's no "we". There's no "our". There's just me and my swamp. 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. You know what I think? I think this whole wall thing is just a way to keep somebody out.

SHREK
No, do ya think?

DONKEY
Are you hidin' something?

SHREK
Never mind, Donkey.

DONKEY
Oh, 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?

SHREK
I'm not blocking.

DONKEY
Oh, yes, you are.

SHREK
Donkey, I'm warning you.

DONKEY
Who you trying to keep out?

SHREK
Everyone! Okay?

DONKEY
(pause) Oh, now we're gettin' somewhere. (grins)

At this point Fiona pulls the 'door' away from the entrance to the cave and peaks out. Neither of the guys see her.

SHREK
Oh! For the love of Pete! (gets up and walks over to the edge of the cliff and sits down)

DONKEY
What's your problem? What you got against the whole world anyway?

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. "Aah! Help! Run! A big, stupid, ugly ogre!" They judge me before they even know me. That's why I'm better off alone.

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

SHREK
Yeah, I know.

DONKEY
So, uh, are there any donkeys up there?

SHREK
Well, there's, um, Gabby, the Small and Annoy ing.

DONKEY
Okay, okay, I see it now. The big shiny one, right there. That one there?

Fiona puts the door back.

SHREK
That's the moon.

DONKEY
Oh, okay.

DuLoc - Farquaad's Bedroom

The camera pans over a lot of wedding stuff. Soft music plays in the background. Farquaad is in bed, watching as the Magic Mirror shows him Princess Fiona.

FARQUAAD
Again, show me again. Mirror, mirror, show her to me. Show me the princess.

MIRROR
Hmph.

The Mirror rewinds and begins to play again from the beginning.
FARQUAAD

Ah. Perfect.

Farquaad looks down at his bare chest and pulls the sheet up to cover himself as though Fiona could see him as he gazes sheepishly at her image in the mirror.

MORNING

Fiona walks out of the cave. She glances at Shrek and Donkey who are still sleeping. She wanders off into the woods and comes across a blue bird. She begins to sing. The bird sings with her. She hits higher and higher notes and the bird struggles to keep up with her. Suddenly the pressure of the note is too big and the bird explodes. Fiona looks a little sheepish, but she eyes the eggs that the bird left behind. Time lapse, Fiona is now cooking the eggs for breakfast. Shrek and Donkey are still sleeping. Shrek wakes up and looks at Fiona. Donkey's talking in his sleep.

DONKEY

(quietly) Mmm, yeah, you know I like it like that. Come on, baby. I said I like it.

SHREK

Donkey, wake up. (shakes him)

DONKEY

Huh? What?

SHREK

Wake up.

DONKEY

What? (stretches and yawns)

FIONA

Good morning. Hm, how do you like your
eggs?

**DONKEY**

Oh, good morning, Princess!

Fiona gets up and sets the eggs down in front of them.

**SHREK**

What's all this about?

**FIONA**

You know, we kind of got off to a bad start yesterday. I wanted to make it up to you. I mean, after all, you did rescue me.

**SHREK**

Uh, thanks.

Donkey sniffs the eggs and licks his lips.

**FIONA**

Well, eat up. We've got a big day ahead of us. (walks off)

**LATER**

They are once again on their way. They are walking through the forest. Shrek belches.

**DONKEY**

Shrek!

**SHREK**

What? It's a compliment. Better out than in, I always say. (laughs)

**DONKEY**

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

Fiona belches

**FIONA**

Thanks.

**DONKEY**

She's as nasty as you are.

**SHREK**

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

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

Suddenly from out of nowhere, a man swings down and swoops Fiona up into a tree.

ROBIN HOOD
La liberte! Hey!

SHREK
Princess!

FIONA
(to Robin Hood) What are you doing?

ROBIN HOOD
Be still, mon cherie, for I am you savior! And I am rescuing you from this green...(kisses up her arm while Fiona pulls back in disgust)...beast.

SHREK
Hey! That's my princess! Go find you own!

ROBIN HOOD
Please, monster! Can't you see I'm a little busy here?

FIONA
(getting fed up) Look, pal, I don't know who you think you are!

ROBIN HOOD
Oh! Of course! Oh, how rude. Please let me introduce myself. Oh, Merry Men. (laughs)

Suddenly an accordion begins to play and the Merry men pop out from the bushes. They begin to sing Robin's theme song.

MERRY MEN
Ta, dah, dah, dah, whoo.
ROBIN HOOD
I steal from the rich and give to the needy.

MERRY MEN
He takes a wee percentage,

ROBIN HOOD
But I'm not greedy. I rescue pretty damsels, man, I'm good.

MERRY MEN
What a guy, Monsieur Hood.

ROBIN HOOD
Break it down. I like an honest fight and a saucy little maid...

MERRY MEN
What he's basically saying is he likes to get...

ROBIN HOOD
Paid. So...When an ogre in the bush grabs a lady by the tush. That's bad.

MERRY MEN
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.

ROBIN HOOD
I'll take my blade and ram it through your heart, keep your eyes on me, boys 'cause I'm about to start...

There is a grunt as Fiona swings down from the tree limb and knocks Robin Hood unconscious.

FIONA
Man, that was annoying!

Shrek looks at her in admiration.
MERRY MAN
Oh, you little-- (shoots an arrow at Fiona but she ducks out of the way)

The arrow flies toward Donkey who jumps into Shrek's arms to get out of the way. The arrow proceeds to just bounce off a tree.

Another fight sequence begins and Fiona gives a karate yell and then proceeds to beat the crap out of the Merry Men. There is a very interesting 'Matrix' moment here when Fiona pauses in mid-air to fix her hair. Finally all of the Merry Men are down, and Fiona begins walking away.

FIONA
Uh, shall we?

SHREK
Hold the phone. (drops Donkey and begins walking after Fiona) Oh! Whoa, whoa, whoa. Hold on now. Where did that come from?

FIONA
What?

SHREK
That! Back there. That was amazing! Where did you learn that?

FIONA
Well...(laughs) when one lives alone, uh, one has to learn these things in case there's a...(gasps and points) there's an arrow in your butt!

SHREK
What? (turns and looks) Oh, would you look at that? (he goes to pull it out but flinches because it's tender)

FIONA
Oh, no. This is all my fault. I'm so
DONKEY
(walking up) Why? What's wrong?

FIONA
Shrek's hurt.

DONKEY
Shrek's hurt. Shrek's hurt? Oh, no, Shrek's gonna die.

SHREK
Donkey, I'm okay.

DONKEY
You can't do this to me, Shrek. I'm too young for you to die. Keep you legs elevated. Turn your head and cough. Does anyone know the Heimlich?

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

DONKEY
Blue flower, red thorns. Okay, I'm on it. Blue flower, red thorns. Don't die Shrek. If you see a long tunnel, stay away from the light!

SHREK & FIONA
Donkey!

DONKEY
Oh, yeah. Right. Blue flower, red thorns. (runs off)

SHREK
What are the flowers for?

FIONA
(like it's obvious) For getting rid of Donkey.

SHREK
Ah.

FIONA
Now you hold still, and I'll yank this thing out. (gives the arrow a little
pull)

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

As they continue to talk Fiona keeps going after the arrow and Shrek keeps dodging her hands.

FIONA
I'm sorry, but it has to come out.

SHREK
No, it's tender.

FIONA
Now, hold on.

SHREK
What you're doing is the opposite of help.

FIONA
Don't move.

SHREK
Look, time out.

FIONA
Would you...(grunts as Shrek puts his hand over her face to stop her from getting at the arrow) Okay. What do you propose we do?

ELSEWHERE
Donkey is still looking for the special flower.

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.

SHREK
(os) Ow!

DONKEY
Hold on, Shrek! I'm comin'! (rips a
flower off a nearby bush that just happens to be a blue flower with red thorns)

THE FOREST PATH

SHREK
Ow! Not good.

FIONA
Okay. Okay. I can nearly see the head. (Shrek grunts as she pulls) It's just about...

SHREK
Ow! Ohh! (he jerks and manages to fall over with Fiona on top of him)

DONKEY
Ahem.

SHREK
(throwing Fiona off of him) Nothing happened. We were just, uh - -

DONKEY
Look, if you 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 pulls the arrow out) Ugh! (he turns to look at Fiona who holds up the arrow with a smile) Ow!

DONKEY
Hey, what's that? (nervous chuckle) That's...is that blood?

they continue

Donkey faints. Shrek walks over and picks him up as they continue on their way.

DuLoc.

over a small brook so that Fiona won't get wet. Shrek then gets up as the tree and the tree swings back

There is a montage of scenes as the group heads back to DuLoc.
swatting into its upright position and Donkey flies off. Shrek and a bunch of flies and mosquitoes. Fiona grabs a
nearby spiderweb that's on a tree branch and runs through the field swinging it around to catch the bugs. She then hands it to Shrek
who begins eating like it's a treat. As he walks off she licks her
fingers. Shrek catching a toad and blowing it up like a balloon and presenting it to Fiona. Fiona catching a snake, blowing it up,
fashioning it into a balloon animal and presenting it to Shrek.
The group arriving at a windmill that is near DuLoc.

WINDMILL

SHREK
There it is, Princess. Your future awaits you.

FIONA
That's DuLoc?

DONKEY
Yeah, I know. You know, Shrek thinks Lord Farquaad's compensating for something, which I think means he has a really...(Shrek steps on his hoof) Ow!

SHREK
Um, I, uh-- I guess we better move on.

FIONA
Sure. But, Shrek? I'm -- I'm worried about Donkey.

SHREK
What?

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

DONKEY
What are you talking about? I'm fine.
(kneels to look him in the eyes) That's what they always say, and then the next thing you know, you're on your back. (pause) Dead.

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

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

DONKEY
I didn't want to say nothin', but I got this twinge in my neck, and when I turn my head like this, look, (turns his neck in a very sharp way until his head is completely sideways) Ow! See?

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

FIONA
I'll get the firewood.

DONKEY
Hey, where you goin'? Oh, man, I can't feel my toes! (looks down and yelps) I don't have any toes! I think I need a hug.

SUNSET
Shrek has built a fire and is cooking the rest of dinner while Fiona eats.

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

SHREK
Uh, weed rat. Rotisserie style.

FIONA
No kidding. Well, this is delicious.
SHREK
Well, they're also great in stews. Now, I don't mean to brag, but I make a mean weed rat stew. (chuckles)

Fiona looks at DuLoc and sighs.

FIONA
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 kind of stuff for you. Swamp toad soup, fish eye tartare -- you name it.

FIONA
(smiles) I'd like that.

They smiles at each other.

SHREK
Um, Princess?

FIONA
Yes, Shrek?

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

DONKEY
(chuckles) Man, isn't this romantic? Just look at that sunset.

FIONA
(jumps up) Sunset? Oh, no! I mean, it's late. I-It's very late.

SHREK
What?

DONKEY
Wait a minute. I see what's goin' on here. You're afraid of the dark, aren't you?

FIONA
Yes! Yes, that's it. I'm terrified. You know, I'd better go inside.
DONKEY
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.

Shrek sighs

FIONA
Good night.

SHREK
Good night.

Fiona goes inside the windmill and closes the door.

Donkey looks at Shrek with a new eye.

DONKEY
Ohh! Now I really see what's goin' on here.

SHREK
Oh, what are you talkin' about?

DONKEY
I don't even wanna hear it. Look, I'm an animal, and I got instincts. And I know you two were diggin' on each other. I could feel it.

SHREK
You're crazy. I'm just bringing her back to Farquaad.

DONKEY
Oh, come on, Shrek. Wake up and smell the pheromones. Just go on in and tell her how you feel.

SHREK
I-- There's nothing to tell. Besides, even if I did tell her that, well, you know -- and I'm not sayin' I do 'cause I don't -- she's a princess, and I'm --

DONKEY
An ogre?

SHREK
Yeah. An ogre.
DONKEY
Hey, where you goin'?

SHREK
To get... move firewood. (sighs)

Donkey looks over at the large pile of firewood there already is.

TIME LAPSE

Donkey opens the door to the Windmill and walks in. Fiona is nowhere to be seen.

DONKEY
Princess? Princess Fiona? Princess, where are you? Princess?

Fiona looks at Donkey from the shadows, but we can't see her.

DONKEY
It's very spooky in here. I ain't playing no games.

Suddenly Fiona falls from the railing. She gets up only she doesn't look like herself. She looks like an ogre and Donkey starts freaking out.

DONKEY
Aah!

FIONA
Oh, no!

DONKEY
No, help!

FIONA
Shh!

DONKEY
Shrek! Shrek! Shrek!

FIONA
No, it's okay. It's okay.
DONKEY
What did you do with the princess?

FIONA
Donkey, I'm the princess.

DONKEY
Aah!

FIONA
It's me, in this body.

DONKEY
Oh, my God! You ate the princess. (to her stomach) Can you hear me?

FIONA
Donkey!

DONKEY
(still aimed at her stomach) Listen, keep breathing! I'll get you out of there!

FIONA
No!

DONKEY
Shrek! Shrek! Shrek!

FIONA
Shh.

DONKEY
Shrek!

FIONA
This is me.

Donkey looks into her eyes as she pets his muzzle, and he quiets down.

DONKEY
Princess? What happened to you? You're, uh, uh, uh, different.

FIONA
I'm ugly, okay?
DONKEY
Well, yeah! Was it something you ate? 'Cause I told Shrek those rats was a bad idea. You are what you eat, I said. Now --

FIONA
No. I -- I've been this way as long as I can remember.

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

FIONA
It only happens when sun goes down. "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
Ah, that's beautiful. I didn't know you wrote poetry.

FIONA
It's a spell. (sigh) When I was a little girl, a witch cast a spell on me. Every night I become this. This horrible, ugly beast! I was placed in a tower to await the day my true love would rescue me. That's why I have to marry Lord Farquaad tomorrow before the sun sets and he sees me like this. (begins to cry)

DONKEY
All right, all right. Calm down. Look, it's not that bad. You're not that ugly. Well, I ain't gonna lie. You are ugly. But you only look like this at night. Shrek's ugly 24-7.

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

DONKEY
Princess, how 'bout if you don't marry Farquaad?
FIONA
I have to. Only my true love's kiss can break the spell.

DONKEY
But, you know, um, you're kind of an orge, and Shrek -- well, you got a lot in common.

FIONA
Shrek?

OUTSIDE
Shrek is walking towards the windmill with a sunflower in his hand.

SHREK
(to himself) Princess, I -- Uh, 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 might like it 'cause you're pretty. But I like you anyway. I'd -- uh, uh...(sighs) I'm in trouble. Okay, here we go.

He walks up to the door and pauses outside when he hears Donkey and Fiona talking.

FIONA
(os) I can't just marry whoever I want. Take a good look at me, Donkey. I mean, really, who can ever love a beast so hideous and ugly? "Princess" and "ugly" don't go together. That's why I can't stay here with Shrek.

Shrek steps back in shock.

FIONA
(os) My only chance to live happily ever after is to marry my true love.

Shrek heaves a deep sigh. He throws the flower down and walks away.
INSIDE

FIONA
Don't you see, Donkey? That's just how it has to be. It's the only way to break the spell.

DONKEY
You at least gotta tell Shrek the truth.

FIONA
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
Promise you won't tell. Promise!

DONKEY
All right, all right. I won't tell him. But you should. (goes outside) I just know before this is over, I'm gonna need a whole lot of serious therapy. Look at my eye twitchin'.

Fiona comes out the door and watches him walk away. She looks down and spots the sunflower. She picks it up before going back inside the windmill.

MORNING
Donkey is asleep. Shrek is nowhere to be seen. Fiona is still awake. She is plucking petals from the sunflower.

FIONA
I tell him, I tell him not. I tell him, I tell him not. I tell him. (she quickly runs to the door and goes outside) Shrek! Shrek, there's something I want...(she looks and sees the rising sun, and as the sun crests the sky she turns back into a human.)

Just as she looks back at the sun she sees Shrek stomping towards
FIONA
Shrek. Are you all right?

SHREK
Perfect! Never been better.

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.

FIONA
You heard what I said?

SHREK
Every word.

FIONA
I thought you'd understand.

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

FIONA
But I thought that wouldn't matter to you.

SHREK
Yeah? Well, it does. (Fiona looks at him in shock. He looks past her and spots a group approaching.) Ah, right on time. Princess, I've brought you a little something.

Farquaad has arrived with a group of his men. He looks very regal sitting up on his horse. You would never guess that he's only like 3 feet tall. Donkey wakes up with a yawn as the soldiers march by.

DONKEY
What'd I miss? What'd I miss? (spots
the soldiers) (muffled) Who said that? Couldn't have been the donkey.

FARQUAAD
Princess Fiona.

SHREK
As promised. Now hand it over.

FARQUAAD
Very well, ogre. (holds out a piece of paper) The deed to your swamp, cleared out, as agreed. Take it and go before I change my mind. (Shrek takes the paper) Forgive me, Princess, for startling you, but you startled me, for I have never seen such a radiant beauty before. I'm Lord Farquaad.

FIONA
Lord Farquaad? Oh, no, no. (Farquaad snaps his fingers) Forgive me, my lord, for I was just saying a short... ( Watches as Farquaad is lifted off his horse and set down in front of her. He comes to her waist.) farewell.

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

FIONA
No, you're right. It doesn't.

Donkey watches this exchange with a curious look on his face.

FARQUAAD
Princess Fiona, beautiful, fair, flawless Fiona. I ask your hand in marriage. Will you be the perfect bride for the perfect groom?

FIONA
Lord Farquaad, I accept. Nothing would make - -

FARQUAAD
(interrupting) Excellent! I'll start the plans, for tomorrow we wed!
FIONA
No! I mean, uh, why wait? Let's get married today before the sun sets.

FARQUAAD
Oh, anxious, are you? You're right. The sooner, the better. There's so much to do! There's the caterer, the cake, the band, the guest list. Captain, round up some guests! (a guard puts Fiona on the back of his horse)

FIONA
Fare-thee-well, ogre.

Farquaad's whole party begins to head back to DuLoc. Donkey watches them go.

DONKEY
Shrek, what are you doing? You're letting her get away.

SHREK
Yeah? So what?

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

SHREK
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
Shrek, I -- I wanna go with you.

SHREK
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. You know what? You thought wrong!
(stomps off)

DONKEY
Shrek.


SHREK'S HOME
Shrek is eating dinner when he hears a sound outside. He goes outside to investigate.

SHREK
Donkey? (Donkey ignores him and continues with what he's doing.) What are you doing?

DONKEY
I would think, of all people, you would recognize a wall when you see one.

SHREK
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. Hmm.

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

SHREK
Back off!
DONKEY
No, you back off.

SHREK
This is my swamp!

DONKEY
Our swamp.

SHREK
(grabs the tree branch Donkey is working with) Let go, Donkey!

DONKEY
You let go.

SHREK
Stubborn jackass!

DONKEY
Smelly ogre.

SHREK
Fine! (drops the tree branch and walks away)

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

SHREK
Well, I'm through with you.

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!

SHREK
Oh, yeah. You're right, Donkey. I forgive you... for stabbin' me in the back! (goes into the outhouse and slams the door)

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

SHREK
(os) Go away!

DONKEY
There you are, doing it again just like you did to Fiona. All she ever do was like you, maybe even love you.

SHREK
(os) Love me? She said I was ugly, a hideous creature. I heard the two of you talking.

DONKEY
She wasn't talkin' about you. She was talkin' about, uh, somebody else.

SHREK
(opens the door and comes out) 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 wanna listen to me. Right? Right?

SHREK
Donkey!

DONKEY
No!

SHREK
Okay, look. I'm sorry, all right? (sigh) I'm sorry. I guess I am just a big, stupid, ugly ogre. Can you forgive me?

DONKEY
Hey, that's what friends are for, right?

**SHREK**
Right. Friends?

**DONKEY**
Friends.

**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**
The wedding! We'll never make it in time.

**DONKEY**
Ha-ha-ha! Never fear, for where, there's a will, there's a way and I have a way. (whistles)

Suddenly the dragon arrives overhead and flies low enough so they can climb on.

**SHREK**
Donkey?

**DONKEY**
I guess it's just my animal magnetism.

They both laugh.

**SHREK**
Aw, come here, you. (gives Donkey a noogie)

**DONKEY**
All right, all right. Don't get all slobby. No one likes a kiss ass. All right, hop on and hold on tight. I haven't had a chance to install the seat belts yet.

They climb aboard the dragon and she takes off for DuLoc.
DULOC - CHURCH

Fiona and Farquaad are getting married. The whole town is there. The prompter card guy holds up a card that says 'Revered Silence'.

PRIEST
People of DuLoc, we gather here today to bear witness to the union....

FIONA
(eyeing the setting sun) Um-

PRIEST
...of our new king...

FIONA
Excuse me. Could we just skip ahead to the "I do's"?

FARQUAAD
(chuckles and then motions to the priest to indulge Fiona) Go on.

COURTYARD
Some guards are milling around. Suddenly the dragon lands with a boom. The guards all take off running.

DONKEY
(to Dragon) Go ahead, HAVE SOME FUN. If we need you, I'll whistle. How about that? (she nods and goes after the guards) Shrek, wait, wait! Wait a minute! You wanna do this right, don't you?

SHREK
(at the Church door) What are you talking about?

DONKEY
There's a line you gotta wait for. The preacher's gonna say, "Speak now or forever hold your peace." That's when you say, "I object!"

SHREK
I don't have time for this!
DONKEY
Hey, wait. What are you doing? Listen to me! Look, you love this woman, don't you?

SHREK
Yes.

DONKEY
You wanna hold her?

SHREK
Yes.

DONKEY
Please her?

SHREK
Yes!

DONKEY
(singing James Brown style) Then you got to, got to try a little tenderness. (normal) The chicks love that romantic crap!

SHREK
All right! Cut it out. When does this guy say the line?

DONKEY
We gotta check it out.

INSIDE CHURCH
As the priest talks we see Donkey's shadow through one of the windows Shrek tosses him up so he can see.

PRIEST
And so, by the power vested in me...

Outside

SHREK
What do you see?

DONKEY
The whole town's in there.
Inside

PRIEST
I now pronounce you husband and wife...

Outside

DONKEY
They're at the altar.

Inside

PRIEST
...king and queen.

Outside

DONKEY
Mother Fletcher! He already said it.

SHREK
Oh, for the love of Pete!

He runs inside without catching Donkey, who hits the ground hard.

INSIDE CHURCH

SHREK
(running toward the altar) I object!

FIONA
Shrek?

The whole congregation gasps as they see Shrek.

FARQUAAD
Oh, now what does he want?

SHREK
(to congregation as he reaches the front of the Church) Hi, everyone. Havin' a good time, are ya? I love DuLoc, first of all. Very clean.

FIONA
What are you doing here?
SHREK
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
Oh, now you wanna talk? It's a little late for that, so if you'll excuse me - -

SHREK
But you can't marry him.

FIONA
And why not?

SHREK
Because-- Because he's just marring you so he can be king.

FARQUAAD
Outrageous! Fiona, don't listen to him.

SHREK
He's not your true love.

FIONA
And what do you know about true love?

SHREK
Well, I -- Uh -- I mean - -

FARQUAAD
Oh, this is precious. The ogee has fallen in love with the princess! Oh, good Lord. (laughs)

The prompter card guy holds up a card that says 'Laugh'. The whole congregation laughs.

FARQUAAD
An ogre and a princess!

FIONA
Shrek, is this true?
FARQUAAD
Who cares? It's preposterous! Fiona, my love, we're but a kiss away from our "happily ever after." Now kiss me! (puckers his lips and leans toward her, but she pulls back.)

FIONA
(looking at the setting sun) "By night one way, by day another." (to Shrek) I wanted to show you before.

She backs up and as the sun sets she changes into her ogre self. She gives Shrek a sheepish smile.

SHREK
Well, uh, that explains a lot. (Fiona smiles)

FARQUAAD
Ugh! It's disgusting! Guards! Guards! I order you to get that out of my sight now! Get them! Get them both!

The guards run in and separate Fiona and Shrek. Shrek fights them.

SHREK
No, no!

FIONA
Shrek!

FARQUAAD
This hocus-pocus alters nothing. This marriage is binding, and that makes me king! See? See?

FIONA
No, let go of me! Shrek!

SHREK
No!

FARQUAAD
Don't just stand there, you morons.

SHREK
Get out of my way! Fiona! Arrgh!
FARQUAAD
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
(hold a dagger to Fiona's throat) And as for you, my wife...

SHREK
Fiona!

FARQUAAD
I'll have you locked back in that tower for the rest of your days! I'm king!

Shrek manages to get a hand free and he whistles.

FARQUAAD
I will have order! I will have perfection! I will have -- (Donkey and the dragon show up and the dragon leans down and eats Farquaad) Aaaah! Aah!

DONKEY
All right. Nobody move. I got a dragon here, and I'm not afraid to use it. (The dragon roars.) I'm a donkey on the edge!

The dragon belches and Farquaad's crown flies out of her mouth and falls to the ground.

DONKEY
Celebrity marriages. They never last, do they?

The congregation cheers.

DONKEY
Go ahead, Shrek.

SHREK
Uh, Fiona?

FIONA
Yes, Shrek?

SHREK
I -- I love you.

FIONA
Really?

SHREK
Really, really.

FIONA
(smiles) I love you too.

Shrek and Fiona kiss. Thelonius takes one of the cards and writes 'Awww' on the back and then shows it to the congregation.

CONGREGATION
Awww!

Suddenly the magic of the spell pulls Fiona away. She's lifted up into the air and she hovers there while the magic works around her.

WHISPERS
"Until you find true love's first kiss and then take love's true form. Take love's true form. Take love's true form."

Suddenly Fiona's eyes open wide. She's consumed by the spell and then is slowly lowered to the ground.

SHREK
(going over to her) Fiona? Fiona. Are you all right?

FIONA
(standing up, she's still an ogre) Well, yes. But I don't understand. I'm supposed to be beautiful.

SHREK
But you ARE beautiful.

They smile at each other.
DONKEY  
(chuckles) I was hoping this would be a happy ending.

Shrek and Fiona kiss...and the kiss fades into...

THE SWAMP  
...their wedding kiss. Shrek and Fiona are now married. 'I'm a Believer' by Smashmouth is played in the background. and Fiona break apart and run through the crowd to carriage. Which is made of a giant onion. Fiona tosses which both Cinderella and Snow White try to catch. But up getting into a cat fight and so the dragon catches instead. The Gingerbread man has been mended somewhat has one leg and walks with a candy cane cane. Shrek and walk off as the rest of the guests party and Donkey singing the song.

GINGERBREAD MAN  
God bless us, every one.

DONKEY  
(as he's done singing and we fade to black) Oh, that's funny. Oh. Oh. I can't breathe. I can't breathe.

THE END