

SHREK: 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.

The voice laughs. A big, green hand rips out a page of the book and shuts it closed.

SHREK: Like that's ever gonna happen. What a load of -

We see an outhouse and hear the sound of a toilet flushing. Out steps SHREK, an ogre, who tugs at his underwear and shakes his foot of the page still stuck to his shoe. He looks lovingly at the swamp he calls home, and goes about his daily routine. This includes taking a mud shower, brushing his teeth with bugs, bathing in a muddy pond, gathering giant slugs for dinner, and painting a warning sign.

In a nearby village, an angry mob gather up to go after Shrek. At night they gather their torches and pitchforks and enter the swamp, trampling over Shrek's warning signs. Shrek sees them after investigating the commotion, rolling his eyes. The villagers stop outside Shrek's home, unaware that Shrek is sneaking up behind them.

NIGHT - NEAR SHREK'S HOME

Villager 1: Think it's in there?

Villager 2: All right. Let's get it!

Villager 1: Whoa. Hold on. Do you know what that thing can do to you?

Villager 3: Yeah, it'll grind your bones for its bread.

Shrek chuckles, revealing himself to be standing behind the mob.

SHREK: Yes, well, actually, that would be a giant.

The mob gasp.

SHREK: Now, ogres, oh they're much worse. They'll make a suit from your freshly peeled skin...

Shrek slowly approaches as the villagers back away in fear.

Villagers: No!

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

Villager 1: Back! Back, beast! Back! I warn ya!

The villager waves his torch in Shrek's face. Shrek casually licks his fingers and pinches the flame, extinguishing the torch. The villager drops it.

Villager 1: Right...

Shrek terrifies the mob with a great frightening roar, his spit extinguishing all the remaining torches. He wipes his mouth and waits for the villagers to stop screaming.

SHREK: (Whispering) This is the part where you run away.

All: (Screaming!!!)

Shrek laughs as the men drop their torches and pitchforks and run away as fast they can.

SHREK: And stay out! (

He looks down and picks up a wanted poster dropped by one of the villagers. He reads it aloud.

SHREK: "Wanted. Fairytale creatures"?

He sighs and walks off. dropping the poster to the ground.

THE NEXT DAY - FOREST

Fairy tale creatures are put in chains and led into wagons by Duloc Guards. The Captain of the Duloc Guards sits at a table paying a line of people their rewards for turning in the fairytale creatures. Those waiting in line include Peter Pan, who is carrying Tinkerbell in a cage, Geppetto who is carrying Pinocchio, and a farmer carrying the Three Little Pigs.

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

THE CAPTAIN: Next!

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

THE CAPTAIN: That's 20 pieces of silver for the witch. Next!

The captain hands over the reward to the villager who turned the witch in. The villager mutters to himself.

Villager: Lousy twenty pieces...

GUARD: Get up! Come on!

Waiting in line is Donkey on a leash and his owner. He looks in horror at the witch and a group of dwarves being loaded into a wagon.

GUARD: Sit down there! Be quiet!

Mama Bear and Papa Bear are locked inside giant cages, with Little Bear in his own cage.

LITTLE BEAR: (crying) This cage is too small.

DONKEY: (To his owner) 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. (Smacks Donkey)

DONKEY: Oh!

THE CAPTAIN: Next! What have you got?

GEPPETTO: This little wooden puppet.

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

THE CAPTAIN: Five shillings for the possessed toy. Take it away.

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

Geppetto takes the money and walks off. The old woman steps up to the table.

THE CAPTAIN: Next! What have you got?

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

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

OLD WOMAN: Oh, go ahead, little fella. (Donkey stays silent).

THE CAPTAIN: Well?..

OLD WOMAN: Oh, oh, he's just...he's just a little nervous. He's really quite a chatterbox. (Smacks Donkey again) Talk, you boneheaded dolt, talk!

THE CAPTAIN: That's it. I've heard enough. Guards!

OLD WOMAN: No, no, he talks! He does. (Moving Donkey's lips) I can talk. I love to talk. I'm the talking-est damn thing you ever saw.

THE CAPTAIN: 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 starts floating upwards.

DONKEY: Hey! I can fly!

PETER PAN: He can fly!

THREE LITTLE PIGS: He can fly!

THE CAPTAIN: 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's effects begin to wear off) Uh-oh. (He drops out of the air and hits the ground with a thud.)

THE CAPTAIN: Seize him!

Donkey dodges the guards as they try to grab him and runs deeper into the forest.

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

Donkey escapes deeper into the forest and runs head first into Shrek's backside. Shrek turns around to see who bumped into him and glares down at Donkey. Donkey looks scared of Shrek for a moment, but he quickly hides behind him after seeing that the guards have caught up to him.

THE CAPTAIN: You there. Ogre!

SHREK: Aye?

THE CAPTAIN: By the order of Lord Farquaad, I am authorized to place you both under arrest and...(Shrek slowly approaches the group of guards, the guards visibly frightened by him) transport you to... a designated...resettlement...facility?

SHREK: Oh, really? You and what army? (Smiles)

The Captain looks behind himself and sees that all the other guards have abandoned him. The Captain tucks tail and runs off. Shrek shakes his head and starts walking back to his swamp. Donkey, impressed by Shrek, follows him.

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 there? Man 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: (Annoyed) 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 a 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 loudly roaring in his face.

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 your breath stinks!

Shrek walks off. Donkey reappears ahead of him, dangling from a felled log.

DONKEY: Man, 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. (Drops from the log. 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 friends..."

SHREK: Stop singing! (Picks up Donkey by his ears and tail) It's no wonder you don't have any friends (drops him).

DONKEY: Wow. Only a true friend would be that truly 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: (Shakes his head) Nope.

SHREK: (Surprised) Really?

DONKEY: Really, really.

SHREK: Oh.

DONKEY: Man, I like you. What's your 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're all right. (They come over a hill overlooking Shrek's home.) Woo, look at that! Who'd want to live in place like that?

SHREK: (Annoyed) 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. (Looks at Shrek's "keep out" signs) 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're trying to give them a hint and they won't leave. And there's that big awkward silence you know? (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. (Donkey pushes Shrek up against the door) 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 hut)

SHREK: Ah! What are you...no! (Donkey hops up onto a chair.) No!

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

SHREK: (Groans in frustration)

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, shutting Donkey outside) 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 HOME - NIGHT

Shrek is getting ready for dinner. He sits down, lights a candle made out of his own earwax, and begins eating. Donkey looks inside from a window, and then lays down by the front door. Shrek is about to take a bite when he hears a creaking 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!

Shrek hears a noise from inside and turns to find the source. He sees several shadows moving and looks around. He sees the Three Blind Mice on his table.

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

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

GORDER: (bouncing on a slug) What a lovely bed.

SHREK Got ya. (Grabs Gorder, but he escapes and lands on his shoulder.)

GORDER: I found some cheese. (bites into Shrek's ear)

SHREK: Ow! (tries to grab him)

GORDER: Blah! Awful stuff. (jumps down to the table)

BLIND MOUSE: Is that you, Gorder?

GORDER: How did you know?

SHREK: Enough! (he grabs all three mice) What are you doing in my house? (He gets bumped from behind and he drops the mice.) Hey!

Shrek turns around and sees that the Seven Dwarves have put Snow White, sleeping in her glass coffin, on the table.

SHREK: Oh, no, no, no. Dead broad off the table! (pushes the coffin away)

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 laying in the bed.

BIG BAD WOLF: What?

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 and throws the Wolf out. He sees that a horde of fairytale creatures have set up camp in his swamp.

SHREK: Oh, no. No! No! (He dodges out the way of a group of witches flying on broomsticks)

The Three Bears (minus Mama Bear) 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?!!

Shrek's voice echoes throughout the camp and everyone falls silent. Gasps are heard all around. The Three Good Fairies hide inside a tent.

SHREK: All right, get out of here. All of you, move it! Come on! Let's go! Hapaya! Hapaya! Hey!

DWARVES: Hey! Quickly. Come on!

More dwarves run inside the house and shut the door behind them.

SHREK: No, no! No, no. Not there! Not there!

Shrek fiddles with the door handle, unable to open it. He gives Donkey an annoyed look.

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

PINOCCHIO: Well gosh, no one invited us.

SHREK: What?!

PINOCCHIO: We were forced to come here!

SHREK: By who?!

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

SHREK: (Sighs) Alright. Who knows where this... "Farquaad" guy is?

The crowd gasps at the mention of Lord Farquaad. No one answers.

DONKEY: Oh, I do. I know where he is!

SHREK: Does anyone else know where to find him?

Baby Bear raises his hand but Papa Bear quickly lowers his hand down. The Big Bad Wolf and a wizard point at each other.

SHREK: Anyone at all?

DONKEY: Me! Me!

SHREK: Anyone?

DONKEY: (Jumping up and down) 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!

After a brief silence, the crowd erupts into cheering and applause. This was not Shrek's intention. A group of birds drapes a cloak made of flowers around Shrek's shoulders, much to his annoyance.

SHREK: Oh! (to Donkey) You! You're comin' with me.

Shrek brushes the cloak onto the floor, while the birds come back to place a wreath of flowers on Donkey's head. They make their through the crowd.

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!

As they walk away from the crowd Shrek grabs the torch from a dwarf cheering them on, who refuses to let go. Shrek shakes the torch until the dwarf falls into a pond.

DONKEY: "I can't wait to get on the road again."

SHREK: What did I say about singing? (yanks the wreath off Donkey's head)

DONKEY: Can I whistle?

SHREK: No.

DONKEY: Can I hum it?

SHREK: All right, hum it.

Donkey begins to hum 'On the Road Again'. The pair walk off into the night with Shrek's torch lighting the way.

DULOC - DUNGEON

A masked man is pouring a glass of milk. Another man is shown walking down the hallway towards a set of doors. As he is let into the room by two guards, we can see that the man is abnormally short. The masked man is dunking what looks to be a small person into the glass of milk.

FARQUAAD: (stepping forward) That's enough. He's ready to talk.

The Gingerbread Man is pulled out of the milk by Thelonious and is slammed down onto a cookie sheet. Farquaad manically laughs as he walks over to the table. When he reaches the table we see that he is too short to see above it. He clears his throat and the table is lowered.

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

GINGY: You're a monster!

FARQUAAD: I'm not the monster here, you are. (throws one leg at Gingy) You and the rest of that fairy tale trash, poisoning my perfect world (crumbles his other leg into dust). Now, tell me! Where are the others?!

GINGY: 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 grabs one of Gingy's gumdrop buttons)

GINGY: No, no, not the buttons. Not my gumdrop buttons!

FARQUAAD: All right then. Who's hiding them?

GINGY: 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: (Shocked) The muffin man?

GINGERBREAD MAN: The muffin man!

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

A door opens and the Captain of the Duloc Guards steps in.

CAPTAIN: My lord! We've found it.

FARQUAAD: Then what are you waiting for? Bring it in!

More guards enter carrying an object covered by a sheet. They mount it on the wall and the Captain removes the sheet. It is the Magic Mirror. Everyone stands in awe.

GINGERBREAD MAN: Ohhhh...

FARQUAAD: Magic mirror...

GINGERBREAD MAN: Don't tell him anything! (Farquaad smacks him off the table and a trash can.) 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!

Bouncy gameshow music begins to play. Using himself as a screen, the Magic Mirror reveals three shadowy portraits of princesses. Farquaad seems confused but watches on silently.

MIRROR: 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!

An image of Cinderella doing housework flips to a portrait of Cinderella in her ball gown putting on the glass slipper. Farquaad looks at her approvingly and the Captain claps.

MIRROR: Bachelorette number two is a cape-wearing girl from the land of fancy. Although she lives with seven other men, she's not easy.

An image of the Seven Dwarves flashes on the screen. The guards laugh at the Mirror's joke.

MIRROR: Just kiss her dead, frozen lips and find out what a live wire she is.! Come on, give it up for Snow White!

The mirror shows a portrait of Snow White in her slumber. Farquaad seems even more pleased, and everyone else claps this time.

MIRROR: And last, but certainly not last, bachelorette number three is a fiery redhead from a dragon-guarded castle surrounded by hot boiling lava!

The mirror shows an image of a giant dragon besides a tower and then of a giant castle surrounded by lava. A bright fire shines on the screen and Farquaad covers his eyes. This doesn't seem to deter his interest.

MIRROR: 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!

The mirror shows a portrait of Princess Fiona leaning on the window of her tower. Once again everyone else claps.

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

The mirrors flips through each princesses' portrait. The guards shout out different numbers while Farquaad frantically tries to decide.

GUARDS: Two! Two! Three! Three! Two! Two! Three!

FARQUAAD: (To himself) Two? 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.

Wild applause erupts from the guards. Farquaad is captivated by the portrait of 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 doesn't listen to the mirror at all, too busy formulating a plan.

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 KINGDOM - EXTERIOR

Shrek and Donkey come out of the field just outside the Duloc parking lot.

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

The two gaze up at Duloc Castle, a building that towers over the rest of the kingdom.

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?

Shrek 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!

A man and woman run through the castle's entrance. In front of the gate is a series of ropes hung in a maze for crowd control. A mascot wearing a giant head resembling Farquaad stands at the end of the line. Shrek and Donkey exchange looks.

SHREK: Hey, you!

The mascot screams at the sight of Shrek and begins running through the roped path to get to the front gate.

SHREK: Wait a second. Look, I'm not gonna eat you. I just-- I just --

Shrek sighs in frustration and then begins pushing his way through the ropes. The mascot runs into a wall and knocks himself out. Shrek pushes through the entrance's turnstile, but Donkey gets caught in it and lands on the ground with a thud. Donkey sheepishly smiles and Shrek sighs in annoyance.

DULOC - INTERIOR

Shrek and Donkey look around the square, which is deserted. The trees and grass are neatly cut and the rows of houses all looked exactly the same. Chirpy music quietly plays from a set of loudspeakers.

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 marked 'Information'. The music winds up and then the box doors 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, both of which are dumbfounded.

DONKEY: Wow! Let's do that again!

Donkey makes ready to run over and pull the lever again but Shrek quickly grabs him by the tail.

SHREK: No. No. No, no, no!...No.

They hear a trumpet fanfare from afar and head over to investigate. A voice sounds from the distance.

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

As Shrek and Donkey walk down the tunnel to get into the arena, Donkey hums the Duloc theme song.

SHREK: All right, you're going the right way for a smacked bottom.

DONKEY: Sorry about that.

ARENA

In the center of a stadium-like arena, Duloc Knights are gathered as a large crowd of citizens watches on from the stands. Horses, kegs of beer, arrow targets, and other equipment are scattered about. Farquaad is atop a high up balcony, flanked by two guards, addressing the crowd. Shrek and Donkey step out onto the arena but don't seem to be noticed.

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.

The crowd cheers and applauds. Shrek looks around, noticing a man holding up a cue card up to the crowd that reads "APPLAUSE".

FARQUAAD: Let the tournament begin!

Shrek marches through the Duloc Knights, who back away in disgust upon noticing him.

FARQUAAD: Oh! What is that? It's hideous!

The crowd gasps and goes quiet.

SHREK: Ah, that's not very nice (Looks at Donkey and then back at Farquaad). It's just a donkey

Donkey looks confused, the joke is once again lost on him.

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

Farquaad points at Shrek. The Duloc Knights draw their weapons and slowly approach Shrek as he backs up, the crowd cheering them on.

CROWD: Get him!

SHREK: Oh, hey! Now come on! Hang on now. (He bumps into a table, noticing 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 mug in one gulp) Come on!

Shrek takes the mug and smashes the spigot off the large barrel of beer behind him. The beer comes rushing out, knocking the knights down and wetting the ground into mud. Shrek slides past the knights and uses a spear like a hockey stick to knock one of his feet. 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 knights into the mud and rolls over another group of knights running after Shrek. Shrek hops over a set of ropes that appears to make up a wrestling ring. Shrek uses the ropes to launch himself at two knights, knocking them over with his arms. The crowd boos. Shrek jump kicks a knight, and then body slams another. A knight comes from behind Shrek with his spear ready to attack. The crowd gasps, but before he can make a move Shrek puts him in a full-nelson hold.

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

Shrek brings the knight over to Donkey, who leans on the ropes and headbutts the knight. Shrek gets up on the ropes and interacts with the crowd, who have now begun to cheer for Shrek and Donkey. Shrek stands on top of the ropes and beckons on the crowd's cheers.

SHREK: Yeah!

A knight tries to sneak up behind Shrek, but he turns in time to see him and jumps on him.

WOMAN: The chair! Give him the chair!

Shrek uses a folding chair to smack the knight lying on the ground. Shrek dispatches a few more knights with ease. Shrek picks up the last knight, spinning him over his head and then throwing him against the

post of the wrestling ring. Donkey kicks his helmet, and the ding sounds the end of the match. Finally all the knights are down. 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)

Farquaad motions to the guards, who aim their crossbows at Shrek and Donkey. The crowd gasps and goes silent. Shrek stops laughing.

GUARD: Shall I give the order, sir?

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

The crowd cheers and a fanfare plays.

SHREK: What?

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

SHREK: Quest? I'm already on 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 glances at the soldiers still aiming their crossbows and then turns back to Farquaad

SHREK: What kind of quest?

DULOC - EXTERIOR

Donkey and Shrek are now walking through the fields 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: Oh, 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 throws away the onion and 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. (Walks passed Donkey)

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: (Yelling) No! You dense, irritating, miniature beast of burden! Ogres are like onions! End 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 makes 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 burns his foot trying to stomp out the campfire, so Donkey pees on the fire to put it out. They arrive at the outskirts of a giant volcano and begin to make their way up.

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 reach the top of the climb and hoist themselves up and over the ridge.

DRAGON'S KEEP - EXTERIOR

Shrek and Donkey gaze out into the crater. The Dragon's Keep towered before them, a dilapidated castle, burned and blackened. Perched on a rock pinnacle, it was surrounded by a terrifying lake of molten lava. A single light shines in the window of the tallest tower. Dark clouds block out the blue sky above them. Thunder strikes and crows circling the castle can be heard. Its all very ominous.

SHREK: Sure, it's big enough, but look at the location. (laughs)

Shrek jumps over and approaches the bridge, with Donkey joining in behind him.

DONKEY: (chuckles along nervously) Uh, Shrek? Uh, remember when you said that ogres have layers?

SHREK: Oh, aye.

DONKEY: Well, I have a bit of a confession to make (Gasps, seeing the skeleton of a horse). 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: Oh 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 lake 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: (Nervously to himself) Okay, don't look down. Don't look down. Don't look down. Keep on moving. Don't look down.

Donkey steps through a rotting board, which falls down into the fiery lava below

DONKEY: 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.

Shrek tries to press on while Donkey tries to make his way back under Shrek.

DONKEY: Shrek, no! Wait!

SHREK: Just, Donkey - - Let's have a dance then, shall we? (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.

DRAGON'S KEEP - INTERIOR

The pair start making their way through the hallways of the dragon's dark and spooky keep. Shrek is wary, while Donkey is downright terrified. Only an occasional torch lights the way. The passages are littered with bones, armor, and weapons, presumably belonging to the many unsuccessful knights who tried to rescue the princess.

DONKEY: You afraid?

SHREK: No. But...SHHHHHH. (Shushes Donkey)

DONKEY: Oh, good. Me neither. (Get spooked 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.

Donkey crashes into a pile of knight remains, knocking over a skeleton whose helmet lands on Donkey's head. The skeleton head falls off and Donkey gasps.

SHREK: Donkey, two things, okay? Shut. Up. Now go over there and see if you can find any stairs (Grabs the helmet and puts it on).

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

SHREK: (Picking up pieces of armor) 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'.

Shrek, now disguised as a knight in shining armor walks off further into the castle. Donkey wanders off in the opposite direction, still talking to himself, and pushes his way through a giant set of doors.

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.

Behind a broken wall, a giant eye opens to see an unaware Donkey. Elsewhere, Shrek spots a light in the window of a tower.

SHREK: Oh! At least we know where the princess is, but where's the...

DONKEY: Dragon! Ahhhhhh!

Donkey screams and takes off running, narrowly dodging the dragon's fiery breath. The dragon chases after Donkey, stomping on the pile of knight remains in its way. Shrek turns around to see Donkey barreling towards him with the dragon close behind him.

SHREK: Donkey, look out!

Shrek manages to grab Donkey out of the way just as the dragon breathes another fireball. Donkey drops to the floor to avoid another fireball, which manages to singe the tuft of his tail. The dragon is just about to eat Donkey when Shrek grabs ahold of its tail.

SHREK: Got ya!

The dragon begins to swing its tail back and forth with Shrek still holding on, then launches him into the air. Shrek crashes through the roof of the tallest tower and into Fiona's room. Fiona wakes up and looks at him lying on the floor unconscious. The dragon now focuses its attention on Donkey, breathing fire at him and forcing him onto a stone bridge. The dragon knocks down portions of the bridge until Donkey is left staying on a lone pillar.

DONKEY: No. Oh, no, No! (the dragon growls) Oh, what large teeth you have! (the dragon roars) I mean white, sparkling teeth!

The dragon pauses, looks at him inquisitively, and then smiles. Donkey might just flatter his way out of becoming dragon food.

DONKEY: 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?

The dragon appears to be flattered by Donkey's compliments.

DONKEY: And you know what else? You know what else? You're-- You're--

The dragon leans forward and gazes at Donkey, revealing its long eyelashes and lipsticked mouth. Suddenly it was all clear to Donkey.

DONKEY: --a girl dragon! Oh, sure! I mean, of course you're a girl dragon. You're just reeking of feminine beauty.

The dragon flutters her eyes at him.

DONKEY: What's the matter with you? You got something in your eye?

Dragon blows a heart-shaped smoke ring at Donkey.

DONKEY: Ohh. Oh. Oh. Man, I'd really love to stay, but you know, I'm, uh...(coughs) I'm an asthmatic, and I don't know if it'd work out if you're gonna blow smoke rings and stuff. Shrek!

Dragon picks him up by the tail in her mouth and happily carries him off.

DONKEY: No! Shrek! Shrek! Shrek!

FIONA'S TOWER - INTERIOR

Shrek groans as he gets up off the floor and brushes debris off himself. His back is to a Princess Fiona, laying upright on the bed near the window. Though a bit startled, she is ecstatic to see her knight-in-shining armor. She straightens her dress, lays back down, and then quickly reaches over for bouquet of flowers off the side table. She lays back down and pretends to be asleep, clutching the bouquet to her breast. Shrek turns, takes note of the princess and walks across the room over to her. He bends down over Fiona and she puckers her lips. Shrek takes her by the shoulders and forcefully shakes her.

FIONA: Wha...Wha...

SHREK: Wake up!

FIONA: What?!

SHREK: Are you Princess Fiona?

FIONA: I am... (smiling) awaiting a knight so bold as to rescue me.

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

Shrek turns to leave and Fiona quickly sits upright.

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

She tosses the bouquet and lays back down, swooning.

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

Shrek walks back, yanks Fiona's arm. and hauls her out of bed and towards the door.

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

Shrek yanks on the door handle only for it to snap off.

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

FIONA: Mm-hmm.

Fiona screams as Shrek suddenly smashes the door down with his shoulder, still holding onto her arm. He rushes down the tower's staircase with Fiona in tow and grabs a torch.

FIONA: But we have to savor this moment! You could recite an epic poem for me.

DRAGON'S KEEP - INTERIOR

Shrek and Fiona cross the bridge connecting the tallest tower to the rest of the castle.

FIONA: A ballad? A sonnet! A limerick? Or something!

Fiona pulls her arm from Shrek's grip. They stop for a moment as Shrek figures out which direction to go.

SHREK: I don't think so.

FIONA: Well, can I at least know the name of my champion?

SHREK: Uh, Shrek.

FIONA: Sir Shrek.

She smiles, clears her throat, and holds out a handkerchief.

FIONA: I pray that you take this favour as a token of my gratitude.

SHREK: Thanks!

Shrek regards the handkerchief curiously and wipes off his sooty face with it, blackening it. He hands it back to an appalled Fiona, but before she can react, they are startled by the dragon's roar and she drops it to the floor.

FIONA: You didn't slay the dragon?!

SHREK: It's on my to-do list, now come on!

Shrek grabs Fiona once again and takes off running towards the direction of the dragon's roar.

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 flames!

He gestures at the skeleton of a knight laying against the wall, a charred outline of a man burned into the stone behind it.

FIONA: That's not the point! Ugh!

Fiona pulls her arm free from Shrek and stops running. Shrek pauses to look around and heads for a set of wooden doors.

FIONA: Wait--where are you going? The exit's over there!

She points her arm to her left and Shrek turns around.

SHREK: Well, I have to save my ass.

FIONA: Ugh. What kind of knight are you?

SHREK: One of a kind.

THRONE ROOM

Shrek quietly pushes open the doors, stepping out onto a balcony of large spacious room. In the center of the room, Dragon has Donkey wrapped up on her tail. Dragon sits on a floor littered with a horde of gold coins and jewels.

DONKEY: Slow down. Slow down, baby, please. Look I believe it's healthy to get to know someone over a long period of time. Just, just call me old-fashioned. I don't want to rush into a... a physical relationship. I'm not...not emotionally ready for a commitment of, uh, this, uh -- "magnitude" really is the word I'm looking for. Magnitude.

Dragon gently caresses Donkey with a single claw.

DONKEY: Hey, that is unwanted physical contact. Hey, what are you doing?

Dragon looks up at the chandelier hanging above them and gently lights its candles with her fire breath.

DONKEY: Okay, okay. 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 friends or maybe even pen pals. Y'know cause I'm on the road a lot, but I just love receiving cards to read --

Shrek jumps off the balcony, grabbing a chain connected to the chandelier. The chain does not hang low enough for him to be able to grab Donkey and he swings over Dragon. The chain swings back and he is left dangling above her.

DONKEY: Oh y'know I'd, I'd really love to stay, but -- (Dragon tugs at Donkey's tail with her mouth)

DONKEY: Hey. hey don't do that! That's my tail! That's my personal tail. You're gonna tear it off. I don't give permission to-- hey! What are you gonna do with that?

Dragon purses her lips and gets ready to kiss Donkey. Shrek looks up and spots that the chain is jammed above him. He starts shaking it to try and relapse it from the pulley. Suddenly the pulley comes loose and Shrek starts falling.

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

Shrek lands on Donkey and bumps him out of Dragon's grasp just as she is about to kiss him, and she instead kisses Shrek's butt. She opens her eyes and roars. Shrek lets go of the chain and the chandelier falls onto her head, which acts as a collar around her neck. She roars again and Shrek and Donkey take off running. They dodge a blast of fire from Dragon. Shrek grabs Donkey in one arm and then grabs Princess Fiona, who has wandered into the room, with the other arm 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 gasp as Shrek suddenly stops, having reached the end of the balcony Shrek spots a fallen column that has formed a sort of slide. He jumps on it just as Dragon tries to bite them and slides down it. Unfortunately there is a crack in the stone and it hits Shrek right in the groin. His eyes cross and as he reaches the bottom of the slide, he groans and stumbles off. Dragon chases after them, the chain of the chandelier still unraveling. They are chased by Dragon through a large hall, her chain looping itself around multiple stone pillars as Shrek zigzags around them. Dragon ends up in front of them and breathes fire. Shrek dodges the fire and runs away, leaping over several rows of chains. He comes to a halt.

SHREK: Okay, you two, head for the exit! (setting down Donkey and Fiona) I'll take care of the dragon.

Shrek grabs a sword lodged in the floor and sticks it through a link in the chain and deep into the floor. Shrek catches up with Donkey and Fiona, who are waiting near the exit.

SHREK: Run!

They sprint as fast as they can out of the castle and onto the rickety bridge as Dragon breathes a huge fireball behind them. As they reach the middle of the bridge the fire burns the bridge and it snaps in half. They hang onto the bridge as they are swung to the other side. Donkey, unable to grab on, falls off but Shrek catches him by the tail. Fiona screams in terror as Dragon flies over the boiling lava to get them. Suddenly the chandelier jerks Dragon back, the sword having lodged itself into a stone column and getting the chain stuck. The group quickly climbs up to safety. Dragon lets out a defeated cry, then gives a sad whimper.

VOLCANO - EXTERIOR

The first to climb out, Fiona gracefully slides down to the bottom of the volcano hill.

FIONA: You did it! You rescued me! You're amazing.

Behind her Donkey tumbles his way down the hill.

FIONA: You're -- you're wonderful. You're...

She turns to see Shrek slide down the hill and crash into Donkey.

FIONA: A little unorthodox I'll admit. But...thy deed is great, and thine heart is pure. I am eternally in your debt.

DONKEY: Ahem...

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

She reaches down, squeezing Donkey's face.

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

Donkey blushes, causing Fiona to chuckle and Shrek to roll his eyes.

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

Donkey gasps and makes eye contact with Shrek.

SHREK: Uh, no.

FIONA: Why not?

SHREK: I...I have helmet hair.

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

SHREK: Oh, no, you wouldn't -- st.

FIONA: But, how will you kiss me?

SHREK: What?

Shrek backs away and bumps into a tree stump.

SHREK: (to Donkey) That wasn't in the job description.

DONKEY: Maybe it's a perk! (Suggestively raises his eyebrows)

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.

They both give Fiona a wide-eyed look.

DONKEY: Hmm? With Shrek? You think --who, whoa, wait a sec. You think that Shrek is your true love?

FIONA: Well...yes.

Fiona sheepishly smiles at Shrek. Donkey and Shrek turn to each other and burst out laughing.

DONKEY: You think Shrek is your true love!

FIONA: (Annoyed) 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.

Shrek takes off his helmet and reveals his ogre self. Fiona looks at him blankly, confused but not frightened. Shrek awkwardly grins.

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! (walks off)

SHREK: Princess, I was sent to rescue you by Lord Farquaad, okay? He's the one who wants to marry you.

The mention of this Lord Farquaad prompts Fiona to turn around in surprise.

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

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

Shrek turns and removes what little armor is still left attached to him.

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

DONKEY: Well, so much for noble steed.

SHREK: Look princess 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.

Fiona sits down determinedly on a nearby rock.

SHREK: Hey! I'm no one's messenger boy, all right? (Advancing toward her) I'm a delivery boy.

FIONA: You wouldn't dare.

Shrek picks Fiona up and slings her over his shoulder like a bag of potatoes.

FIONA: Agghh! Put me down! Aggghh!

SHREK: You comin', Donkey?

DONKEY: Oh, yep! I'm right behind ya.

Fiona is now kicking and screaming.

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

Fiona smacks Shrek on the back of the head and screams in frustration.

WOODS

Hours have passed and Fiona has calmed down. She hangs limply while Shrek carries her and Donkey walks behind them.

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? How do you do that?

FIONA: You just tell her she's not your true love. Everyone knows what happens when you find your...

Shrek cuts her off with a deliberate, bouncing readjustment.

FIONA: Hey! The sooner we get to Duloc the better.

DONKEY: Oh 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.

Shrek dumps Fiona to the ground unceremoniously and heads to a nearby pond to wash up.

SHREK: Men of Farquaad's stature are in...short supply.

He chuckles and Donkey joins in.

DONKEY: I dunno, Shrek. There are those who think...little of him.

They laugh even harder.

FIONA: Stop it. Stop it, both of you. You're just jealous that 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: Tomorrow?

Panic-stricken, Fiona looks back fearfully at the setting sun.

FIONA: 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 definitely starting to sound good.

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

Fiona jumps in front of Shrek, blocking him.

FIONA: I need to find somewhere to camp-now!

Both Donkey and Shrek's ears lower, taken aback by her outburst.

CLIFFSIDE

A few minutes later, Shrek is rolling a large boulder away from the mouth of a cave.

SHREK: Hey! Over here!

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

Fiona turns her attention away from the setting sun.

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

SHREK: Homey touches? Like what?

He hears a huge ripping sound and looks over at Fiona, who has torn the bark off of a tree with her bare hands.

FIONA: A door. Well, gentlemen, I bid thee good night.

She enters the cave and puts the bark door up behind her.

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

FIONA: I said good night!

Shrek looks at Donkey for a second and then reaches to move the boulder back in front of the entrance.

DONKEY: Shrek, what are you doing?!

SHREK: (laughs) I just--you know -- Oh, come on. I was just kidding.

CLIFFSIDE - NIGHT

Later that night Shrek and Donkey are sitting around a campfire. They gaze 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. (chuckles)

DONKEY: Alright now I know you're making this up.

SHREK: No, look.

Shrek traces the constellation with his finger.

SHREK: There he is, and there's the group of hunters running away from his stench.

DONKEY: Man that ain't nothin' but a bunch of little dots.

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

Shrek glances over to see if Donkey understands him, but is met with a blank look.

SHREK: Forget it.

DONKEY: 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 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.

He turns his back to Donkey

DONKEY: You cut me deep, Shrek. You cut me real deep just now.

Donkey walks over to face Shrek.

DONKEY: You know what I think? I think this whole wall thing is just a way to keep somebody out.

SHREK: No, do ya think? (

Shrek turns away again.

DONKEY: Are you hidin' something?

SHREK: Never mind, Donkey.

He lies on his back. Donkey leans over him.

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? (turns)

DONKEY: Why are you blocking?

SHREK: I'm not blocking! (turns)

DONKEY: Oh, yes, you are.

SHREK: Donkey, I'm warning you...

DONKEY: Who you trying to keep out?

Shrek gets on his feet and faces Donkey.

SHREK: Everyone! Okay?!

DONKEY: Oh, now we're gettin' somewhere.

Unseen by either of them, Fiona was peeking around the cave door, eavesdropping on the conversation.

SHREK: Oh! For the love of Pete!

Shrek walks over to the edge of the cliff and sits down.

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

Hidden in the shadows of the cave, Fiona's eyes were sympathetic. She closes the door. Donkey stares silently at Shrek for a moment and then sits down beside him.

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 Annoying.

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

SHREK: That's the moon.

DONKEY: Oh, okay.

DULOC - FARQUAAD'S BEDROOM

Farquaad's room is filled with items prepared for his wedding, including crowns and wedding outfits for him and Fiona. Mama Bear is now a taxidermized rug. Soft music plays in the background. Farquaad lays in bed with the Magic Mirror set up at the foot of the bed.

FARQUAAD: Again, show me again.

We hear the sound of tape rewinding.

FIONA: Mirror, mirror, show her to me. Show me the princess.

MIRROR: Hmph.

The Mirror reluctantly rewinds and begins to play again from the beginning, displaying the image of Fiona waiting in her tower.

FARQUAAD: Ah...perfect.

Farquaad looks down and pulls the sheet up to cover himself as the covers rise.

CLIFFSIDE - MORNING

Fiona walks out of the cave and glances at Shrek and Donkey who are still sleeping. She wanders off into the woods, marveling at the nature, and begins to sing. A bluebird flies over to join in her song. She hits higher and higher notes and the bird struggles to keep up with her. Fiona hits a high, horrible note that causes the bird to explode. Fiona looks guilty, but she eyes the eggs that the bird left behind. A little later, Fiona is now frying the eggs over the campfire using a rock skillet. Shrek wakes up, smells the foods, and takes note of Fiona. Donkey is talking to himself in his sleep.

DONKEY: 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. Ummm... how do you like your eggs?

DONKEY: Oh, good morning, Princess!

SHREK: 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. I mean, after all, you did rescue me.

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

SHREK: Uh, thanks.

Donkey sniffs the eggs and licks his lips.

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

Fiona walks off, seemingly in a better mood than yesterday.

SHERWOOD FOREST

The three continue their journey back to Duloc through the woods. Shrek lets out a loud belch.

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, stopping Shrek and Donkey in their tracks.

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.

She smiles and then continues walking, singing softly. Suddenly from out of nowhere, a man swings down and swoops Fiona away.

UNKNOWN: La liberte! Hey!

SHREK: Princess!

The princess and the unknown man land on a limb high above in the trees It is none other than Monsieur Hood, also known as Robin Hood. Fiona breaks away from Hood, who has his hand around her waist.

FIONA: Oh! Wait wait--what are you doing?!

MONSIEUR HOOD: Be still, mon cherie, for I am your savior! And I am rescuing you from this green...

Hood brings Fiona's hand to his chest, and then carpets Fiona's arms with kisses as she pulls back in disgust.

MONSIEUR HOOD: ...beast.

His smile is only met with annoyance, which confuses him.

SHREK: Hey! That's my princess! Go find your own!

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

Fiona gives Hood a one-handed push and jams her finger into his chest.

FIONA: Look, pal, I don't know who you think you are!

MONSIEUR HOOD: Oh! Of course! Oh, how rude. Please let me introduce myself.

He cups his hands and calls into the woods.

MONSIEUR HOOD: Oh, Merry Men! (laughs)

Suddenly an accordion begins to play and the Merry men pop out from the bushes. They begin to sing along with Monsieur Hood.

MERRYMEN: Ta, dah, dah, dah, whoo.

MONSIEUR HOOD: I steal from the rich and give to the needy.

MERRYMAN: He takes a wee percentage,

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

MERRYMEN: What a guy, Monsieur Hood.

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

MERRYMEN: What he's basically saying is he likes to get...

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

MERRYMEN: That's bad. That's bad. That's bad!

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

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

Fiona, still up in the tree, looks down. Her expression changes from confusion to horror as Monsieur Hood sings the last line:

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

Fiona swings down from the tree limb and kicks Monsieur Hood in the head, knocking him unconscious. She lands with a back flip in front of Shrek and Donkey.

FIONA: Man, that was annoying!

Shrek looks at her in admiration.

MERRYMAN: Why, you little-- (

The Merry Man shoots an arrow at Fiona but she ducks out of the way. The arrow flies past her and towards Donkey, who jumps into Shrek's arms to get out of the way. Fiona demonstrates her martial arts skills and easily defeats up every last Merryman. The Merryman are left on lying on the ground and Fiona walks away. Fiona looks a little embarrassed as she smoothes out her dress and regains her composure.

FIONA: Uh, shall we?

SHREK: Hold the phone.

Taken aback, Shrek drops Donkey and begins walking after Fiona.

SHREK: 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 just blushes.

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

Fiona points downwards at a small arrow jutting out of Shrek's behind.

SHREK: What? Oh, would you look at that?

FIONA: Oh, no. This is all my fault. I'm so sorry.

Shrek lightly tugs at the arrow but stops, wincing in pain. Donkey catches up to them.

DONKEY: Why? What's wrong?

FIONA: Shrek's hurt.

DONKEY: Shrek's hurt! Shrek's hurt?!

Donkey, frantic, begins to scamper around hysterically.

DONKEY: 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 your legs elevated! Turn your head and cough! Does anyone know the Heimlich?!

Fiona grabs Donkey's head and pulls it down to her.

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.

Donkey begins to head in a random direction into the forest.

DONKEY: And if you see a long tunnel, stay away from the light!

SHREK & FIONA: Donkey!

DONKEY: Oh, yeah. Right. Blue flower, red thorns. Blue flower, red thorns...

Donkey marches off, still chanting, until he is out of earshot.

SHREK: What are the flowers for?

FIONA: For getting rid of Donkey.

SHREK: Ah...

Shrek's confused look turns into a big grin.

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

Fiona grabs hold of the arrow and begins to pull. Shrek yelps and jumps away.

SHREK: Ow! Hey! Easy with the yankin'!

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

SHREK: No, it's tender.

As they continue to talk Fiona keeps grabbing after the arrow as Shrek dodges her attempts.

FIONA: Now, hold on.

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

FIONA: Don't move.

SHREK: Look, time out.

Shrek puts his entire hand over Fiona's face, stopping her in her tracks.

FIONA: Would you...

She takes Shrek's hand off her face.

FIONA: Okay. What do you propose we do?

SHERWOOD FOREST - ELSEWHERE

Deeper in the woods, Donkey is hurriedly searching for the 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.

Suddenly he hears a far out yell from Shrek.

SHREK: Owwww!

DONKEY: Hold on, Shrek! I'm comin'!

Donkey rips a flower off a nearby bush, which happens to be a blue flower with red thorns, and takes off running.

SHERWOOD FOREST - CLEARING

Back in the clearing, Shrek is laying on the ground facedown, while Fiona stands over him, using both hands to try to remove the arrow.

SHREK: Ow! Not good.

FIONA: Okay. N--Okay. I can nearly see it...It's just about...

SHREK: Ow! Ohh!

He rolls over, knocking Fiona off her feet and causing her to land on top of him. For a moment they stare into each other's eyes.

DONKEY: Ahem.

They are both startled by Donkey's interruption. Donkey, with the flower dropped at his feet, gives them a suggestive look.

SHREK: Nothing happened.

Shrek pushes Fiona off him and rolls over to face Donkey.

SHRK: 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 quickly rips the arrow out of Shrek's butt with one great pull.

Shrek: Uggghhh!

He turns to look at Fiona, who playfully shakes the arrow back and forth with a coy smile.

SHREK: Ow!

DONKEY: Hey, what's that? (chuckling) That's...is that blood?

Donkey faints and falls into a pile of leaves. Shrek picks him up and throws him over his shoulder, and the three continue on their journey. There is a montage of scenes as the group heads back to Duloc.

The group comes to a river with no path across, though it is clearly shallow enough to walk over. Shrek climbs to the top of a tree, using his weight to cause the tree to bend over the river and form a bridge.

Fiona crosses first and lays a hand on Shrek's back when she gets to the other side. Shrek grins and gets up while Donkey is still crossing, launching him back to the other side. In a field, Shrek swats away at a swarm of flies following him. Fiona grabs a nearby spiderweb from a tree branch and runs through the field, swinging it around to catch the bugs. She spins the branch to form a sort of cotton candy, and hands it to Shrek as a treat. As he walks off biting it, she licks her fingers. Shrek catches a frog and blows it up like a balloon to give to Fiona. Fiona catches a snake, blows into its mouth, fashions it into a balloon animal and presents it to Shrek. Fiona starts a playful shoving match with Shrek, with Shrek ultimately flinging her into the bushes. She throws a twig at him as they both laugh, letting go of their balloons. Donkey jumps after them.

WINDMILL - EXTERIOR

After breaking out of the forest, the group arrives onto a small rise where an old, ruined windmill stands. The fields of Duloc stretch out before before, and further in the distance stands the Duloc Castle.

SHREK: There it is, princess. Your future awaits you.

FIONA: That's Duloc?

Fiona stands with her arm on Shrek's, but Donkey butts in-between them. They both shrug at each other.

DONKEY: Yeah, I know. You know, Shrek thinks Lord Farquaad's compensating for something, which I think means he has a really...

Shrek interrupts Donkey by stepping on his foot, causing him to fall to the ground in pain. Fiona gives Shrek a suspicious look.

DONKEY: Oww!

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, he doesn't look so good.

Nothing seems to be wrong with Donkey. Shrek smiles knowingly at Fiona.

DONKEY: What are you talking about? I'm fine.

Fiona kneels down and takes Donkey's head in her arms.

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

Donkey sharply leans his head to the side, letting off a loud crack.

DONKEY: Ow! See?

Shrek and Fiona give each happy looks, having made up an excuse to stall for time.

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

FIONA: I'll get the firewood.

Shrek and Fiona both walk off in separate direction

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.

WINDMILL - EXTERIOR - EVENING

Shrek has built a fire and is cooking something on a spit 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.

Fiona smiles, but it quickly fades as she looks off at Duloc in the distance.

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 is now intently looking at Shrek, smiling.

FIONA: Hmmm, I'd like that.

They gaze into each other's eyes longingly.

SHREK: Um...princess?

FIONA: Yes...Shrek?

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

Shrek points to her last piece of food. Fiona, expecting a different question, removes the weedrat while Shrek is annoyed by the words that couldn't come out. Fiona hands it to Shrek and he grabs onto her hand. The two slowly lean towards each other. Donkey interrupts the moment.

DONKEY: Man, isn't this romantic? Just look at that sunset.

Shrek and Fiona are both startled out of their moment. Fiona's mood changes and she sits up to abruptly face the sunset.

FIONA: Sunset?! Oh, no! I mean, it's late. I-It's very late.

She begins backing up toward the windmill.

SHREK: What?

DONKEY: Wait a minute. I see what's goin' on here.

Fiona looks at Donkey and freezes with panic.

DONKEY: 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.

She smiles as she turns around to walk up the windmill's steps. She breathes a sigh of relief.

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 groans and Fiona chuckles.

FIONA: Good night.

SHREK: Good night.

Fiona goes inside the windmill, gives Shrek a look, 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 trots over to Shrek as he kneels by the fire and fiddles with one of the spits.

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.

Shrek tosses the spit aside and trudges away,

DONKEY: Hey, where you goin'?

SHREK: To get...more firewood.

Donkey looks suspiciously over at the large pile of firewood already piled up. Shrek sits on the hill and gazes out at Duloc until nightfall.

WINDMILL - EXTERIOR - NIGHT

Donkey opens the door to the windmill and steps in. The abandoned windmill is filled with shadows and cobwebs. All is quiet and Fiona is nowhere to be seen.

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

A group of birds flocks out the top of the roof, startling Donkey. He continues on.

DONKEY: Princess?

A hand grips the rungs of a ladder.

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

Fiona looks at Donkey, cloaked in shadows, from up above on a platform. She tries to sneak away, but a wood plank breaks and she falls down with a crash. She screams and lands on a sack of flour, launching a cloud of flour into the air. Donkey is frozen with fear, unable to tell who the figure is.

DONKEY: Aah!

FIONA: No, no!

DONKEY: No, help!

FIONA: Shh!

An ogress emerges from the cloud of flour, approaching Donkey.

DONKEY: Shrek! Shrek! Shrek!

FIONA: No, it's okay! It's okay!

DONKEY: What did you do with the princess?!

FIONA: Donkey, shh! 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: (Covering Donkey's mouth) Shh.

DONKEY: (Muffled) Shrek!

FIONA: This is me.

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

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

FIONA: I'm ugly, okay?

DONKEY: Well, yeah! Well 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.

Fiona leans over a barrel filled with water, looking at her reflection.

FIONA: "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: Aww, 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!

Fiona smacks her reflection in the water, which splashes water onto Donkey.

FIONA: 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.

She holds her head and begins to cry.

DONKEY: All right, all right. Calm down. Look, it's not that bad. You're not that ugly. Well, ok, 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 ogre. And Shrek...well...you got a lot in common.

FIONA: Shrek?

WINDMILL EXTERIOR

Shrek is walking towards the windmill with a sunflower in his hand, talking to himself.

SHREK: 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: 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, misunderstanding the conversation's meaning.

FIONA: My only chance to live happily ever after is to marry my true love. Don't you see, Donkey? That's just how it has to be.

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

WINDMILL INTERIOR

FIONA: It's the only way to break the spell.

DONKEY: Well you at least gotta tell Shrek the truth.

Donkey walks over to the door.

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.

Donkey steps outside and talks to himself

DONKEY: I just know before this is over, I'm gonna need a whole lot of serious therapy. Look at my eye twitchin'.

Fiona opens the door and watches him walk away. She looks down and spots the sunflower left by the door. She picks it up and looks around, then heads back inside and closes the door. Donkey falls asleep by the fire outside.

WINDMILL INTERIOR - MORNING

Donkey is asleep. Fiona is still awake, plucking at petals from the sunflower.

FIONA: I tell him, I tell him not. I tell him, I tell him not...

Fiona picks the last petal off the sunflower, smiling.

FIONA: I tell him! Shrek!

She opens the door and steps outside.

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

Fiona looks around for Shrek only to see Donkey sleeping. She sees the rising sun, and as the sun crests the sky, she turns back into a human. She looks up again to see Shrek stomping towards her. She hurries over to him.

FIONA: Shrek! Are you all right?

She puts her hand on his arm, but he nudges it away and walks past her.

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.

Shrek sits down on the steps of the windmill and faces Fiona.

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, tears welling in her eyes. Shrek looks past her and spots a group approaching.

SHREK: Ah, right on time. Princess, I've brought you a little something.

Shrek gestures towards the group and Fiona stands with her mouth wide. Farquaad arrives on horseback, appearing taller than usual, along with an escort of guards. Donkey wakes up with a yawn as the guards march by.

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

One of the guards looms over him and he begins to scurry away, muttering to himself.

DONKEY: Who said that? Couldn't have been the donkey.

Farquaad stops his horse in front of Fiona.

FARQUAAD: Princess Fiona.

SHREK: 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.

Shrek snatches the deed out of the hands of a guard and walks away. Fiona is put off by this exchange. She reverts her attention back to the long-awaited Lord Farquaad.

FARQUAAD: 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: Lord Farquaad? Oh, no, no. Forgive me, my lord, for I was just saying a short...

Farquaad snaps his finger and is lifted off his horse by his guards. Left behind on the horse is a large set of gauntlets and a pair of leg extenders that reached down to the stirrups, which made him look so tall on the saddle. and set down in front of her. Standing at the height of four and a half feet, he is much shorter than Fiona. Her look turns from nervousness to bemusement, and she awkwardly smiles.

FIONA:...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.

Shrek, still standing nearby with his back turned, is hurt by the comment. Donkey watches this exchange with a curious look on his face.

FARQUAAD: Princess Fiona, beautiful, fair, flawless Fiona. I ask your hand in marriage.

Farquaad gets down on one knee and takes Fiona's hand, pulling her down sharply.

FARQUAAD: Will you be the perfect bride for the perfect groom?

Fiona makes eye contact with Shrek before he turns away. Her sad look turns to bitterness.

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

FARQUAAD: Excellent! I'll start the plans, for tomorrow we wed!

FIONA: No!

Shrek spins back around with a hopeful look on his face while Fiona tries to regain her composure.

FIONA: 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!

Farquaad snaps his fingers and is lifted onto his horse by his guard. The guard offers Fiona assistance, but she looks up onto the saddle on her own.

FARQUAAD: There's the caterer, the cake, the band, the guest list. Captain, round up some guests!

Fiona, Farquaad, and his guards set off towards Duloc. Fiona gives Shrek one last spiteful look.

FIONA: Fare thee well, ogre.

Donkey catches up to Shrek as he is walking away.

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-- I talked to her last night... She's --

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-- I wanna 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. You know what? You thought wrong! (stomps off)

DONKEY: Shrek.

Montage of different scenes. Shrek arrives back home. The swamp is a mess but the fairytale creatures are gone. Fiona is being fitted for her wedding dress. Shrek throws a sunflower into the fireplace. Farquaad proudly tries on his crown. Fiona stares at her wedding cake, pushing down a figure of Farquaad to show his actual height. She notices a suit of armor that reminds her of Shrek. Donkey stops by a river where he finds Dragon crying, both of them happy to see each other. Shrek and Fiona both try to eat dinner but start crying.

SHREK'S HOME

Shrek is sitting at the dinner table when he hears a sound outside. He goes outside to investigate, and sees Donkey assembling a line of branches and small rocks.

SHREK: Donkey? 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 starts pulling down the wall and picks up a large branch. Donkey butts his head against it and the two struggle over it.

SHREK: Back off!

DONKEY: No, you back off.

SHREK: This is my swamp!

DONKEY: Our swamp!

SHREK: Let go, Donkey!

DONKEY: You let go!

SHREK: Stubborn jackass!

DONKEY: Smelly ogre.

SHREK: Fine!

Shrek suddenly lets go of the branch, tripping Donkey over, and he walks away.

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

SHREK: Well, I'm through with you!

Donkey starts following him.

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!

Just as Shrek nears the door to his home, Donkey jumps in front of him. Shrek walks in another direction.

DONKEY: 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 stabbing me in the back!

Shrek enters the outhouse and slams the door behind him.

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

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: 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.

After a brief silence, Shrek comes up of the outhouse.

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

Donkey turns his back to Shrek.

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?

Donkey turns his head back to raise his eyebrow, and then looks away again. Shrek sighs.

SHREK: 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 and Donkey shake on it.

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.

Donkey whistles loudly, and Shrek looks up to see Dragon flying overhead.

SHREK: Donkey?!

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

SHREK: (laughs) Aw, come here, you.

Shrek scratches Donkey on the head.

DONKEY: All right, all right. Don't get all slobbery. 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.

Shrek climbs up the chain still slung around Dragon's neck. Dragon lifts Donkey up with her hand. They take off, soaring through the clouds and to Duloc.

DULOC CATHEDRAL - INTERIOR

The church is packed with citizens. Fiona and Farquaad are standing at the altar as the priest conducts the ceremony. Thelonius stands nearby, holding a pillow on which rests the two wedding rings. Men with prompter cards hold up cards that say 'Revered Silence'.

BISHOP: People of Duloc, we gather here today to bear witness to the union....

Fiona glances nervously at the window, noticing the sun slowly dropping toward the horizon.

FIONA: Um-

BISHOP: ...of our new king...

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

Farquaad chuckles then motions to the bishop to indulge Fiona.

FARQUAAD: Go on.

DULOC CATHEDRAL - EXTERIOR

A large group of guards stand outside the cathedral on watch. Suddenly Dragon lands nearby and the guards flee in terror. Dragon looks back at Donkey after him and Shrek climb off of her back.

DONKEY: Go ahead, have some fun. If we need you, I'll whistle. How about that?

Dragon smiles, and nods, and takes off towards the town streets. Shrek runs for the cathedral doors but Donkey hurries to get in his way.

DONKEY: Shrek, wait, wait! Wait a minute! 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. 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!

DONKEY: Hey, wait. What are you doing? Listen to me!

Shrek pushes past him but Donkey pins him against the door.

DONKEY: Look, you love this woman, don't you?

SHREK: Yes.

DONKEY: You wanna hold her?

SHREK: Yes.

DONKEY: Please her?

SHREK: Yes!

DONKEY: (singing) "Then you got to, got to try a little tenderness". (talking) 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.

INTERIOR

As the bishop talks we see Donkey through one of the windows as Shrek tosses him up so he can see.

BISHOP: And so, by the power vested in me...

EXTERIOR

SHREK: What do you see?!

DONKEY: The whole town's in there.

BISHOP: I now pronounce you husband and wife...

DONKEY: They're at the altar!

PRIEST: ...king and queen.

DONKEY: Mother Fletcher! He already said it.

SHREK: Oh, for the love of Pete!

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

INTERIOR

Fiona and Farquaad are leaning in to kiss, but are interrupted when Shrek bursts through the doors. They both turn to see him running down the aisle.

SHREK: I object!

FIONA: Shrek?

Fiona initially looks happily surprised to see him, but quickly becomes upset. The bishop gasps, shuts his book, and quietly slinks off.

FARQUAAD: Oh, now what does he want?

The whole congregation gasps as they see Shrek walk ahead towards the altar. They respond positively to him and begin to do "the wave".

SHREK: Hi, everyone. Havin' a good time, are ya? I love Duloc, first of all. Very clean.

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: Oh, now you wanna talk? It's a little late for that, so if you'll excuse me--

She leans over to kiss Farquaad but Shrek pulls her away by the hand.

SHREK: But you can't marry him!

She frees her hand from his grip.

FIONA: And why not?

SHREK: Because--because he's just marrying you so he can be king!

The crowd gasps.

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...

Fiona is taken aback by this.

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

Farquaad gestures to the man with the prompter card holds up a card that says 'Laugh'. The whole congregation laughs.

FARQUAAD: An ogre and a princess! (laughs)

Shrek looks back at the laughing crowd and then down at the floor, dejected.

FIONA: Shrek, is this true?

Just as Shrek opens his mouth to speak--

FARQUAAD: Who cares?! It's preposterous! Fiona, my love, we're but a kiss away from our "happily ever after." Now kiss me!

Farquaad holds Fiona's hand, puckers his lips, and leans toward her. She looks down at him with disgust, and then averts her attention to the window. The sun is just about to set.

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

Fiona backs up and gives Shrek a sheepish smile. As the sun sets, she changes into her ogre self. The crowd gasps and one person faints. Shrek stares at Fiona in astonishment, and then grins.

SHREK: Well, uh, that explains a lot!

Fiona locks eyes with Shrek and smiles.

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

A large amount of guards run in and grab ahold of Shrek and Fiona.

FARQUAAD: Get them! Get them both!

FIONA: No, no! Shrek!

Shrek and Fiona try to grab each other's arms but are pulled away from each other. Farquaad grabs ahold of his crown and puts it on.

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!

FARQUAAD: Kill him if you have to--but get him!

Shrek angrily fights back and knocks out a few of the guards, but they are able to subdue him through sheer numbers.

FARQUAAD: 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: And as for you, my wife!

Farquaad pulls out a dagger and holds it to Fiona's throat.