



SHREK THE THIRD

Based upon the book by
William Steig

Story by
Andrew Adamson

Screenplay by
Peter Seaman & Jeffrey Price
and
Chris Miller & Aron Warner

INT. MEDIEVAL TIMES THEATER - NIGHT

A familiar beam of light shines down. The beam of light descends onto a stage. Lightning flashes to reveal Prince Charming riding his valiant steed Chauncey across the open plains. The wind blows back his golden mane.

PRINCE CHARMING

Onward Chauncey, to the highest
room of the tallest tower! Where
my princess awaits rescue from her
handsome Prince Charming.

Lightning cracks. Thunder booms. Charming straddles a wooden hobby horse and gallops in place. A stage hand uses a bellow to blow air into Prince Charming's face. Another stage hand turns a crank that creates the moving background. In the orchestra, a man uses coconuts to create the sound effects of a galloping horse. Two more stage hands back stage create the cheap sound effects of thunder and lightning. A crudely constructed castle tower sits in front of a cheaply painted backdrop.

The Fairytale Creatures are sitting at a table in the audience.

GINGERBREAD MAN

This is worse than Love Letters! I
hate dinner theatre.

PINOCCHIO

Me too.

Pinocchio's nose grows as he is caught in the lie.

Prince Charming rides to the base of the tower.

PRINCE CHARMING

Whoa there, Chauncey!

He dismounts and sets his hobby horse on the ground. He strikes a dramatic pose.

A Princess leans from a tower window.

ACTRESS

Hark! The brave Prince Charming
approach-ith.

Prince Charming puffs his chest out.

PRINCE CHARMING
Fear not fair maiden! I shall slay
the monster that guards you and
take my place as rightful King.

An old couple at a table look confused.

OLD LADY
(to old man)
What did she say?

Prince Charming glares as the bored audience largely ignores him.

A man in a bad ogre costume comes onto the stage.

OGRE
Grrrrrrrr!

The crowd erupts into applause. The Fairytale Creatures cheer.

FAIRYTALE CREATURES
(cheering)
Woooo hoooo!!!

GINGERBREAD MAN
Yea! Shrek!

At first, Prince Charming is put off by the cheers for the Shrek-like beast. He pulls his sword and confronts the monster.

PRINCE CHARMING
Prepare foul beast to enter into a
world of pain with which you are
not familiar!

He is cut off as a waiter enters with a birthday cake.

WAITER
(singing)
Happy Birthday to thee.

PRINCE CHARMING
Do you mind?

Prince Charming hops out of the way when a chair lands on stage. It slides past him and bumps into the tower facade.

GINGERBREAD MAN
Do you mind? Bo-ring!

The audience laughs. Prince Charming glares at them and then tries to recover. He points his sword at the monster again. The tower facade starts to topple.

PRINCE CHARMING
(clears throat)
Prepare foul beast-

Prince Charming looks over his shoulder and sees the facade falling. He cringes.

The scenery slams against the stage, but Prince Charming is unharmed, perfectly framed in the princesses' window. The crowd laughs at the embarrassed Prince Charming. He shakes his mangled sword at the audience.

PRINCE CHARMING
(shaking his sword again)
Someday you'll be sorry.

HECKLER
(O.S.)
We already are!

They laugh again. Prince Charming throws down his sword, picks up his hobby horse and exits.

OGRE
Grrrrrrr!

The song and the laughter follow Prince Charming backstage.

INT. BACKSTAGE DRESSING ROOM - MOMENTS LATER

Prince Charming walks through a tunnel backstage that leads to a door. The door has a star with his name written on it. He opens it.

EXT. MEDIEVAL TIMES RESTAURANT - CONTINUOUS

Prince Charming sits at his broken vanity and sobs. His make-shift dressing room is in an alley way next to the theater.

Horses whinny as a carriage passes by. The castle of Far Far Away can be seen on the hill in the background. Prince Charming breaks down and cries.

He looks up and sees a picture of the Fairy Godmother taped to the vanity. "Don't stop believing! Mommy's Little Angel" is written on the picture.

PRINCE CHARMING
(heavy sobs)
Oh mommy.

He weeps again and then looks back at the picture. A determined change grows across his face.

PRINCE CHARMING
Oh, you're right. I can't let this
happen. I can't.

Prince Charming looks at the castle on the hill. His expression hardens. He stands and faces the castle. He holds his chin up high.

PRINCE CHARMING
I am the rightful King of Far Far
Away and I promise you this mother.
I will restore dignity to my
throne!

A big gust of wind blows a newspaper page across his face. He peels it off and looks at the headline. His eyes tense and narrow.

PRINCE CHARMING (CONT'D)
And this time, no one will stand in
my way!

In the newspaper is a picture of Shrek and Fiona waving to a crowd.

Prince Charming crumples up the newspaper in his fists.

EXT. CASTLE - MORNING

The camera booms down from the Far Far Away sign. The sun rises and the birds sing.

INT. SHREK AND FIONA'S BEDROOM - CONTINUOUS

The sun shines through the bedroom window as the camera pans over to Shrek and Fiona waking up.

SHREK
Good morning.

FIONA
Good morning.
(dreamy)
Oh... morning breath...

Shrek breathes in and smiles.

SHREK

(dreamy)

I know. Isn't it wonderful?

The bedroom doors fly open and Donkey and the Dronkeys rush in. The Dronkeys head right for Shrek and Fiona. Shrek cowers beneath the bedclothes.

DONKEY

(singing)

"Good morning! Good morning!"

Shrek sinks further into the blankets as the Dronkeys exuberantly lick him. Fiona is amused.

Donkey starts to sing "Good Morning" from *Singin' in the Rain* as he enters the room.

DONKEY

(singing)

"The sun is shining through! Good morning! Good morning.

(coming closer and closer to Shrek)

"To you!"

(to Shrek)

"And you!"

(to Dronkey)

And you!

The Dronkeys fly out of the room, knocking down everything in their path.

DONKEY

Oh, they grow up so fast.

Shrek, greatly annoyed, lifts his hand and snuffs out a little fire on the bed left behind by the Dronkeys.

SHREK

Not fast enough.

Puss leaps onto the bed.

PUSS

Okay. You have a very full day filling in for the King and Queen. There are several functions that require your attendance, sir.

SHREK

Great! Let's get started.

Shrek immediately pulls the covers up over his head and starts to snore.

DONKEY

C'mon, lazy bones, time to get movin'!

Donkey yanks the sheets off of Fiona and Shrek. He is surprised to see Shrek's bare legs.

DONKEY

Aaahhh! You know you really need to get yourself a pair of jammies.

Shrek sighs.

CUT TO:

INT. KNIGHTING CEREMONY - DAY

The camera pans down from a stained glass window. The song "Royal Pain" by the Eels plays in the background as the title: "Shrek The Third" is superimposed.

A large crowd has gathered to watch the knighting. Shrek walks down the aisle of the church.

Shrek walks up to the knight who seems a bit nervous.

Shrek takes a sword from Puss, but he doesn't have any idea what he is supposed to do with it. Shrek looks at Puss, who indicates how to knight a person with his own sword. Shrek starts to knight the knight.

SHREK

I knight thee...

Shrek accidentally stabs the knight.

SHREK

He-he. Ooh.

The crowd, Fiona, Puss and Donkey look on, shocked.

CUT TO:

EXT. BOAT DOCKS - DAY

Shrek and Fiona officiate at a boat christening for the Royal Navy.

Shrek is holding a bottle of champagne. He leans on the boat, accidentally pushing it down the ramp. Shrek throws the bottle at the boat and it punches an enormous hole in the side of the hull. The boat quickly sinks.

Shrek turns to find the patrons of Far Far Away shaking their heads as they leave.

CUT TO:

INT. DRESSING ROOM - DAY

Raul, the make-up specialist, tightens some aprons around Shrek and Fiona. Donkey, Puss and Raul stand in front of them.

DONKEY

Well, since you're filling in for one, you might as well look like a real King. Can somebody come in here and work on Shrek please?

Raul stares at Shrek. Shrek raises his eyebrow.

RAUL

(ahem)

I will see what I can do.

He unrolls a satchel full of different gardening tools.

Suddenly Shrek's arms and legs are strapped into a chair.

A man stands with his back to the camera and pulls on a rip cord as if he's holding a chain saw. VROOM! VROOM! He turns around to reveal a circular sander and starts to grind away at Shrek's gruesome toenails. Shrek cringes.

We see a close-up of Shrek's eye. A mascara brush comes into frame and pulls at Shrek's eyelash.

Fiona gets her nose hairs plucked.

FIONA

Ow!

Lipstick is applied to some lips. The camera pulls back to reveal that the lips are Shrek's.

A hand tries to tighten a zipper on Shrek's back. It keeps snagging on the skin until they finally rip it past and tighten up the zipper all the way.

A small sock is placed onto Shrek's foot. With a shoe horn, Shrek's foot is shoved into a small shoe. POP!

A collar is placed around Fiona's neck and her corset is tightened.

A drill comes into frame and tightens the rivet on Shrek's belt. A mole is placed on his cheek.

INT. BACKSTAGE - LATER

REVEAL: Shrek and Fiona standing awkwardly in outrageous Renaissance outfits.

Donkey gasps.

DONKEY

Oh!

Puss rolls his eyes.

PUSS

Yeah, wow.

Fiona is uncomfortable.

FIONA

Uh, is this really necessary?

RAUL

(to Shrek)

Ho, ho. Quite necessary, Fiona.

SHREK

I'm Shrek, you twit.

RAUL

Whatever.

PUSS

Okay peoples! This isn't a rehearsal. Let's see some hustle.

DONKEY

Smiles everyone, smiles!

Off-screen, the Master of Ceremonies announces the couples arriving at the party.

Fiona turns to Shrek and sees he is not in a good mood.

SHREK

I don't know how much longer I can
keep this up Fiona.

FIONA

I'm sorry Shrek, but can you please
just try to grin and bear it? It's
just until Dad gets better.

Shrek lets out another frustrated sigh.

FIONA

Shrek?

SHREK

Yeah.

FIONA

You look handsome.

SHREK

Ah. Come here, you.

She gives him a supportive smile. He relaxes and smiles back.

Fiona puckers up her lips and Shrek leans in for a kiss, but their bulky outfits prevent it.

Shrek and Fiona let out a huge breath of air.

SHREK

Oh, my butt is itching up a storm
and I can't reach it in this monkey
suit!

Shrek tries to scratch his butt but to no avail.

SHREK

Oh.
(whistle)
Hey you. Come here!

A man holding a ruby scepter walks over to Shrek.

SHREK

What's your name?

FIDDLESWORTH
Eh, Fiddlesworth, sir.

SHREK
Hoo hoo hooo. Perfect.

INT. BALLROOM - CONTINUOUS

The announcer introduces Shrek and Fiona.

MASTER OF CEREMONIES
Ladies and gentlemen, Princess
Fiona and Sir Shrek!

The audience claps. The curtain starts to open.
Fiddlesworth is scratching away at Shrek's butt.

SHREK
You've done it. Oh, a little over
to the left, yeah. That's great.

FIONA
Uh Shrek?

Fiddlesworth struggles to reach Shrek's itch. The crowd
looks on in horror. Fiona tries to get his attention.

SHREK
Ahh! All right, you got it...Oh
yeah, you're on it. Oh that's it!
Oh that's good!

FIONA
Shrek...

SHREK
Oh yeah! Scratch that thing! You
got it. You're on it. That's
great!

FIONA
SHREK!

Shrek and Fiddlesworth finally see the crowd. They both
freeze. Shrek laughs nervously.

Suddenly Shrek's belt buckle snaps off and hits Donkey in the
eye. He stumbles through the crowd screaming.

DONKEY
Ow!! My eye! My eye!

As he is stumbling, he grabs hold of a lady in the crowd.

WOMAN

What are you doing?

The woman pushes Donkey away. He falls, knocking over a guard holding an axe on his way down. The guard drops the axe. It flies past Puss, who is in the arms of a lady. The axe knocks over a vase. The vase flies up on stage and Fiona maneuvers to catch it. In flight, water spills out of the vase which causes Fiona to fall over.

Shrek's tuxedo bib slaps him in the face. The clasp holding Shrek's pants up breaks off. Shrek stands on stage with his pants around his ankles. He shuffles towards Fiona.

SHREK

Fiona!

He trips over his pants and hits a loose wooden plank on the stage. The plank flings up and sends Fiddlesworth flying through the air where his jacket slips over a banner pole, trapping him.

FIDDLESWORTH

Uhhh...
(wimper)

Shrek has reached Fiona who is still lying on the floor.

SHREK

Are you okay?

FIONA

Yeah. I'm fine.

Fiona's eyes suddenly widen.

Fiddlesworth's jacket rips and he falls onto a waiter carrying flaming skewers.

FIDDLESWORTH

Ahhhh!

The skewers fly through the air. Donkey stands up in frame with one eye half shut. The flaming skewers shoot by him and land in the curtains, setting them on fire. He blows one of the skewers out and takes a bite.

DONKEY

Oh! Shrimp! My favorite.

The fire causes a Far Far Away shield to detach from a wooden ceiling beam and fall onto the stage, breaking it in half.

The whole stage collapses in the middle. The buffet tables slide toward Shrek and Fiona at the other end and collide.

CRASH! BANG!

CUT TO BLACK:

INT. SHREK AND FIONA'S BEDROOM - NIGHT

The door to Fiona's room flies open.

SHREK

That's it! We're leaving!

Shrek storms in pulling bits of buffet food off his face.

FIONA

Honey, please calm down...

Shrek grabs the wig off of his head and throws it aside.

SHREK

Calm down? Who do you think we're kidding? I am an ogre! I'm not cut out for this, Fiona and I never will be.

Shrek wipes off his makeup with his shirt sleeve and flings his shirt to the floor. He falls onto the bed next to Donkey.

DONKEY

I think that went pretty well.

Shrek startles.

SHREK

Donkey!

Shrek picks him up and throws him out the door.

DONKEY

Aww, come on now Shrek!

Shrek slams the door shut.

Shrek turns back towards the bed and sees Puss reclining on his pillow.

PUSS

Some people just don't understand
boundaries.

Shrek picks Puss up by the scruff of his neck and tosses him outside the window. He shuts it. Puss sits sadly on the ledge, giving Shrek his sad-eyes routine. Shrek draws the blinds.

Shrek stomps over and falls back onto the bed. Fiona tries to calm him down.

FIONA

Just think... a couple more days,
and we'll be back home in our
vermin-filled shack, strewn with
fungus, filled with the rotting
stench of mud and neglect.

This thought calms him. Shrek takes in a long, deep breath and exhales. He smiles.

SHREK

Oh, you had me at "vermin-filled."

FIONA

And, uh... maybe even the pitter-
patter of little feet on the
floor...?

SHREK

(laughs)
That's right. The swamp rats will
be spawning.

FIONA

Uh, no... you know, what I was
thinking of is a little bit bigger
than a swamp rat.

SHREK

Donkey?

FIONA

No, Shrek. Um... what if -
theoretically -

SHREK

Yeah?

FIONA

They were little ogre feet?

SHREK

Oh.
(nervous laugh)

Shocked, Shrek falls off the bed.

He slowly emerges from behind the bed.

SHREK

Honey? Let's try and be rational about this. Have you seen a baby lately? They just eat and poop and they cry and then they cry when they poop and they poop when they cry...Now, imagine an ogre baby. They extra cry and they extra poop.

FIONA

Shrek.

She grabs his hands and looks deeply into his eyes.

FIONA

Don't you ever think about having a family?

Shrek takes her hand.

SHREK

Right now, you're my family.

There is a knock on the bedroom door. The door bursts open, revealing a Royal Page.

Shrek springs up.

SHREK

Well, somebody better be dying.

CUT TO:

INT. KING'S ROOM - MOMENTS LATER

The camera pushes through a corridor that leads to the King's bedroom. The King is lying on his lily pad, coughing.

KING HAROLD

I'm dying.

The King inhales and launches into a violent coughing fit. Shrek looks a bit guilty about his last admission. The Queen comes to the King's aid and he settles down.

QUEEN

Harold.

KING HAROLD

Don't forget to pay the gardener,
Lillian.

The Queen is used to these kind of non-sequiturs.

QUEEN

Of course darling.

The King suppresses a few coughs. He turns to his daughter.

KING HAROLD

Fiona...

FIONA

Yes Daddy?

KING HAROLD

I know I've made many mistakes with
you.

FIONA

It's okay.

KING HAROLD

But your love for Shrek has taught
me so much.

Fiona smiles. The King addresses Shrek.

KING HAROLD

My dear boy, I am proud to call you
my son.

SHREK

And I'm proud to call you my
Frog... King Dad in-law.

Shrek smiles.

KING HAROLD

Now, there is a matter of business
to attend tooo...

The King starts wheezing and coughing. Eventually he stops.
They think he's dead. Puss solemnly removes his hat.

PUSS

The Frog King is dead.

Fiona starts crying. The King suddenly wakes up, coughing.

DONKEY

(to Puss)

Put your hat back on, fool.

KING HAROLD

Shrek, please come hither.

Fiona gives Shrek a look. Shrek walks over to the King.

SHREK

Yeah, Dad?

KING HAROLD

This Kingdom needs a new king. You and Fiona are next in line for the throne.

SHREK

Ooo. Next in line. Now you see Dad, that's why people love you. Even on your deathbed you're still making jokes.

The King stares at Shrek, stone-faced. Shrek leans in closer.

SHREK

Oh, come on Dad...an Ogre as King? I don't think that's such a good idea. There's got to be somebody else. Anybody?

KING HAROLD

Aside from you there is only one remaining heir.

Shrek brightens.

SHREK

Really!? Who is he, Dad?

KING HAROLD

His name is... is... is...

SHREK

What's his name? What's his name?

KING HAROLD

...is ...

Shrek leans in closer after each "is," waiting in anticipation. The King starts to hyperventilate.

FIONA

Daddy!

The King is dead. A fly comes out of his mouth and flies away.

Puss starts to take his hat off. The fly buzzes into frame. A tongue catches it. Puss puts his hat back on.

KING HAROLD

(chewing the fly)

His name is Arthur.

SHREK

Arthur?

KING HAROLD

(cough)

I know you'll do what's...

(exhaling)

riiiight...

He succumbs. The King really is dead now.

QUEEN

Harold!?

SHREK

Dad? Dad? Dad?

Donkey bows his head.

DONKEY

Do your thing, man.

Puss takes his hat off.

Fiona starts to cry and hugs Shrek. The weight of the King's request hits Shrek. He is in a state of shock.

We hold a moment on the Queen, Shrek, Fiona, Puss and Donkey to let the King's passing sink in.

DISSOLVE TO:

EXT. RODEO DRIVE - CONTINUOUS

The streets of Far Far Away are empty. People are closing up the shops on Rodeo Drive.

DISSOLVE TO:

EXT. CASTLE - CONTINUOUS

The knights of Far Far Away march toward the castle as the flag is lowered to half-masked.

EXT. POND - LATER

Close on a statue of the late King. Shrek, Fiona, the Queen, and all the Fairy-tale Creatures and Princesses have gathered for the funeral. The Queen sets an old shoe box ("Ye Olde Footlocker") on top of a lily pad and sends it floating out into the water.

An overhead shot shows the box floating through the lily pads. The camera tilts up to reveal a frog choir, singing "Live and Let Die." The Princesses, Donkey, Puss and the Fairy-tale Creatures all bow their heads solemnly.

Shrek puts his arm around Fiona.

The funeral has ended and the crowd begins to disperse. Shrek, Fiona and the Queen stand by the pond. The Queen sadly gazes at the pond.

DISSOLVE TO:

EXT. A BLUFF OVERLOOKING THE CASTLE - CONTINUOUS

The camera pulls back to reveal a cloaked figure, on horseback, overlooking the funeral. The figure removes his hood to reveal Prince Charming. He gives a smug smile, and rides off.

CUT TO:

EXT. POISONED APPLE BAR - NIGHT

Prince Charming rides up to the Poison Apple Bar.

INT. POISONED APPLE BAR - CONTINUOUS

Smoke wafts through the screen. The camera pans down to the top of a piano where an ashtray with a lit cigarette burns and a brandy sifter is filled with coins. The camera pans over to a Singing Witch who turns around to reveal a microphone in her hand. The Singing Witch starts to sing "I've Never Been To Me" by Nancy Wilson.

The bar is filled with various Fairy-tale Villains. Two pirates sit forlornly with their mugs. The Puppet Master takes a drink out of a beer mug. He is surrounded by a bunch of empty beer mugs.

Prince Charming enters the bar.

A group is gathered around Cyclops riding a medieval mechanical bull, hooting and hollering. The bull stops and the Villains turn to look at Prince Charming.

Prince Charming hangs his cape on a tree branch. The camera adjusts right to reveal the branch is actually one of the Evil Trees, who flings the cape to the floor. Everyone takes notice as Prince Charming walks through. Little Red Riding Hood is sitting on a pile of books at a table. Evil Dwarves glare in Prince Charming's direction. Prince Charming walks by a pair of witches (one is the Evil Queen from *Snow White*) playing pool. The Evil Queen scratches when she sees him and the pool ball goes flying into the Headless Horseman's neck. Prince Charming walks by the singing witch. He reaches the bar, pulls out a handkerchief, places it over the bar stool, and sits.

Prince Charming spots the bartender with her back to him. He clears his throat.

PRINCE CHARMING

What does a Prince have to do to
get a drink around here?

Mabel, the other ugly stepsister, rises up in front a poster with a smiling beer wench.

PRINCE CHARMING

Ah Mabel, why they call you an ugly
stepsister I'll never know.

He winks at her. She glares at him.

PRINCE CHARMING

Where's Doris, taking the night
off?

MABEL

She's not welcome here and neither
are you.

She spits into the mug and wipes it with a towel.

MABEL (CONT'D)

What do you want, Charming?

PRINCE CHARMING

Oh not much, just a chance at
redemption...

(laughs)

And a Fuzzy Navel.

Prince Charming stands up and turns to the bar patrons.

PRINCE CHARMING

And Fuzzy Navels for all my
friends!

Captain Hook rips his hook across the piano keys. The
singing witch bares her teeth. The witches break their pool
cues. The Puppet Master breaks his beer mug.

CAPTAIN HOOK

We're not your friends.

Prince Charming grows nervous.

The Villains all approach Prince Charming.

From behind the bar, Mabel grabs Prince Charming by his
shoulders and pins him on top of the bar.

PRINCE CHARMING

Ahh!

Captain Hook places his hook against Prince Charming's neck.

CAPTAIN HOOK

You don't belong here.

PRINCE CHARMING

You're right; oh, I mean you're
absolutely right, but I mean, do
any of us?

CYCLOPS

Do a number on his face!

PRINCE CHARMING
No, no, wait, wait, wait! We are
more alike than you think.

Prince Charming turns to the Evil Queen.

PRINCE CHARMING
Wicked Witch. The Seven Dwarves
saved Snow White and then what
happened?

EVIL QUEEN
Oh, what's it to you?

PRINCE CHARMING
They left you the un-fairest of
them all. And now here you are,
hustling pool to get your next
meal. How does that feel?

EVIL QUEEN
Pretty unfair.

Prince Charming begins to work the crowd.

PRINCE CHARMING
And you? Your star puppet abandons
the show to go and find his father.

PUPPET MASTER
I hate that little wooden puppet.

Prince Charming turns to Captain Hook.

PRINCE CHARMING
And Hook...

Prince Charming looks down at the hook.

PRINCE CHARMING (CONT'D)
... Need I say more?

Captain Hook backs off, feeling insecure about his appendage.

PRINCE CHARMING
And you! Frumpypigskin.

RUMPLESTILTSKIN
Rumplestiltskin.

PRINCE CHARMING
Where's that first-born you were
promised, hey?

Rumplestiltskin caresses a pacifier tattoo on his forearm.

Prince Charming gains more confidence as he confronts Mabel.

PRINCE CHARMING

Mabel, remember how you couldn't
get your little fat foot into that
tiny glass slipper?

Mabel sighs.

PRINCE CHARMING

Cinderella is in Far Far Away right
now, eating Bon Bons, cavorting
with every little last Fairy-tale
Creature that has ever done you
wrong.

Prince Charming now has everyone's attention.

PRINCE CHARMING

Once upon a time, someone decided
that we were the losers. But there
are two sides to every story. And
our side has not been told.

The crowd listens, rapt.

PRINCE CHARMING

So who will join me? Who wants to
come out on top for once? Who
wants their happily ever after?!

The crowd of villains cheer and starts getting rowdy. A bar
room brawl ensues. Prince Charming looks on, shocked. He
ducks out of the way of a flying liquor bottle. He smiles
nervously and lifts his fruity, Fuzzy Navel to drink.

CUT TO:

EXT. DOCKS - DUSK

The camera booms down from the lighthouse.

BLIND MOUSE #1

This way gents.

The blind mice stumble and fall trying to get down the steps
to the dock. The Fairy-tale Creatures and Dragon have
gathered to wish Shrek, Puss and Donkey a bon voyage as they
set off to retrieve Arthur.

On the docks, two Dronkeys chase a seagull as the camera pans over to Puss who breaks free of the embrace of a lady cat.

PUSS

It's out of my hands senorita, the winds of fate have blown on my destiny. But I will never forget you. You are the love of my life.

Off-screen, a cat meows and walks towards Puss.

PUSS (CONT'D)

As are you...

Camera pulls out to reveal more and more cats approaching Puss.

PUSS (CONT'D)

And you.

Puss starts walking away as two of the cats begin to engage in a cat fight. They are hissing at each other as Puss backs away from them and into another.

PUSS (CONT'D)

And, uh... hi. I don't know you, but I'd like to. I gotta go.

Puss runs out of frame. Cut to Dragon, who is talking to Donkey. Puss runs past them in the background. Dragon lets out a soft wail.

DONKEY

I know, I know... I don't want to leave you either baby, but you know how Shrek is. The dude's lost without me.

She gives him an understanding smile.

DONKEY

But don't worry. I'll send you airmail kisses everyday!

He blows her a kiss and she catches it. He looks down at his children, holding back tears.

DONKEY

Alright, be strong babies! Be strong. Now, Coco, Peanut, you listen to Mama, alright? And Bananas, no more roastin' marshmallows on your sister's head.

Bananas lets out a fiery sneeze.

DONKEY

Ah, that's my special boy. Oh,
come over here, all of you. Give
your Daddy a big hug!

The baby Dronkeys fly around their Daddy.

The Dronkey that Fiona is holding flies off to join Donkey
and the others.

Fiona nervously takes in a breath.

FIONA

Shrek, maybe you should just stay
and be King.

SHREK

Oh, c'mon, there's no way I could
ever run a kingdom. That's why your
cousin Arthur's the perfect choice.

FIONA

It's not that. No. It's, you
see...

SHREK (CONT'D)

And if he gives me any trouble,
I've always got persuasion and
reason.

(holds up his right fist)

Here's persuasion,

(holds up his left fist)

and here's reason.

Shrek chuckles. Fiona gives him a look. Shrek reassures her.

SHREK

Fiona, soon it's just gonna be you
and me and our swamp.

FIONA

(hesitant)

It's not going to be just you and
me.

The ship's fog horn sounds.

SHIP CAPTAIN

All aboard!

SHREK

It will be. I promise. I love
you.

He kisses her and joins Puss and Donkey on the boat.

He title proudly reads: H.R.M CRUSHING RESPONSIBILITY II

The boat sets sail. The Dronkeys spell out "We Love You
Daddy" with smoke in the sky.

FAIRYTALE CREATURES

Awwwwwwwww!

PIG #1

That's lovely.

Donkey waves to his kids, sobs.

DONKEY

Bye bye babies!

Fiona runs after the boat.

FIONA

Shrek!

Shrek leans against the rail, calling out to her.

SHREK

Yeah?

FIONA

Wait!

SHREK

What is it?

She smiles and takes a deep breath.

FIONA

I'm, I'm-

The Ship Captain blows a fog horn and cuts her off. Shrek
smiles back at her.

SHREK

(laughs)

I love you too honey!

FIONA

No... No, I said I'm pr-

The Ship Captain starts to blow again. Shrek grabs the horn and throws it overboard.

SHREK
You're what?!

FIONA
I said I'm pregnant!

The Fairy-tale Creatures behind Fiona cheer.

SHREK
(doesn't want to believe
his ears)
Uh... what was that?

FIONA
You're going to be a father!

SHREK
(nervous laugh)
That's great.

FIONA
Really? I'm glad you think so! I
love you.

Shrek smiles back at Fiona.

SHREK
Yeah...
(nervous laugh)
Me too... you...

Fiona smiles as the Queen places a hand on her shoulder.

Overjoyed at the news, Donkey pops up onto the railing.

DONKEY
I'm gonna be an Uncle. I'm gonna
be an Uncle! I'm gonna be an
Uncle!

PUSS
Oh, and you my friend are royally--

The fog horn blasts again as the boat disappears into the fog.

EXT. BOAT CABIN - NIGHT

The boat travels along in the open sea. Shrek is fast asleep as the boat travels through an estuary and beaches itself.

Shrek wakes up. He opens the cabin door.

SHREK
Ahhh. Home.

He smiles to himself. The boat has beached itself right outside of Shrek's swamp house.

He leaps off the boat.

SHREK
Woohoo!

EXT. SWAMP HOUSE - CONTINUOUS

Shrek takes a deep breath of swamp air.

SHREK
Ahh.

He skips and dances happily toward his house.

FIONA (O.S.)
Shrek!?

SHREK
Ooo.
(laughs)

INT. SWAMP HOUSE - CONTINUOUS

He sashays through the front door with his eyes closed, presenting himself.

SHREK
Fiona!

After a moment of silence, he opens his eyes, realizing that Fiona is not there.

SHREK
Fiona?

He looks around the room, puzzled. The door slams closed behind him.

A baby carriage rolls slowly into frame behind him. He turns slowly and sees the baby carriage covered with a blanket. Shrek removes the blanket, revealing a baby ogre, smiling innocently at him.

SHREK

Huh? Oh no.

The baby burps.

SHREK

(amused)

Better out than in, I always say.

Ha ha!

OGRE BABY

Hiccup!

This time the baby's burp turns into projectile vomit aimed directly at Shrek. Shrek puts his hand up to block the vomit, but to no avail. The baby continues to vomit, but eventually stops after completely soiling himself and Shrek. The baby looks like it's about to cry. Shrek raises his hands.

SHREK

No, no, no, no, no, no. Ha, ha.
It's okay. It's gonna be alright.

Shrek picks the baby up, smiling at it cautiously. He holds it awkwardly for a few seconds, then looks up and realizes that his house is filled with babies.

OGRE BABY

Da-Da!

Babies roll around his living room, tearing the fabric off his chair. The chair reclines, catapulting one of the babies onto Shrek's head. A standing lamp with a baby on top falls, and Shrek dives to catch him. Another baby is pulling the tablecloth, causing lethal knives to fly straight at him. Shrek snatches the baby away just before he is impaled. One of the babies strikes a match near the fireplace. Shrek runs over, picks up the baby and blows out the match. He takes a baby out of the cauldron.

SHREK

Hey! Hey, hey, wait! Would ya?
No, no. Stop! Hey, hey, hey. No.

Shrek panics. A baby is knocking glass jars off the shelf. Shrek catches him before he crawls off of it. Shrek runs through the room picking up babies.

INT. SHREK'S BEDROOM - CONTINUOUS

After he has collected as many babies as he can, Shrek slides open the curtain to his bedroom.

SHREK

Huh?

He sees a baby sitting in his bed, smiling up at him. The baby shrugs.

OGRE BABY

Bubabatoo?

Suddenly, Shrek hears a loud rumble. He turns around. Babies start pouring out of the window and the fireplace. First there is one, then two, then thirty more follow. Hundreds of them start piling in.

Shrek makes a run for the doorway, but no matter how hard he runs, the doorway keeps getting farther and farther away! He keeps trying, hundreds of babies trailing behind.

INT. GRADUATION STAGE - CONTINUOUS

Finally, Shrek reaches the door and opens it. He slams it shut behind him and closes his eyes. Everything is quiet. He opens his eyes and finds himself on stage in front of his high school.

Shrek looks up to find a graduation cap on his head. The audience is full of ogre babies laughing at him. The camera pulls back to reveal Shrek standing at the podium, naked.

CUT TO:

EXT. BOAT DECK - DAWN, CONTINUOUS

Shrek's eyes pop open, he sits upright and tries to compose himself.

SHREK

Ahhhh! Oh, Donkey! Donkey, wake-up!

Donkey and Puss turn around, but they both have baby-ogre faces! Donkey makes a baby noise. As the camera zooms in, Donkey's eyes glow red and his teeth become sharp and pointy.

DONKEY
(with ogre baby head)
Da-da!

A fog horn blows. Shrek bolts upright again. Donkey and Puss wake up.

SHREK
Ahhhh!

He breaths heavily, trying to compose himself.

DONKEY
Shrek. Shrek, are you okay?

SHREK
Oh... I can't believe I'm going to be a father.

Donkey and Puss look at each other. He gets up and walks to the ship's railing.

SHREK
How did this happen?

PUSS
Allow me to explain. You see, when a man has certain feelings for a woman, a powerful urge sweeps over him...

SHREK
I know how it happened. I just can't believe it.

Shrek walks away.

Donkey leans over to Puss.

DONKEY
How does it happen?

Puss rolls his eyes at Donkey.

CUT TO:

Donkey sees Shrek at the back of the boat staring out at the distant horizon. He walks up next to his friend.

DONKEY
(singing)
And the cat's in the cradle and the silver spoon,
(MORE)

DONKEY (cont'd)
Little boy blue and the man in the
moon.

Shrek rolls his eyes.

DONKEY (CONT'D)
"When you coming home, son?" "I
don't know when,
But we'll get together then, Dad-"

Shrek cuts Donkey off.

SHREK
Donkey, can you just cut to the
part where you're supposed to make
me feel better?

Shrek slumps against the rail. Puss hops up on the railing
and whispers into Shrek's other ear.

PUSS
You know I love Fiona, Boss.
Right?
(confidentially)
But what I'm talking about here is
you, me, my cousin's boat, an ice-
cold pitcher of mojitos, and two
weeks of nothing but fishing.

Puss makes a "let's go fishing" gesture by casting an
imaginary rod into the ocean. Donkey is right there to
whisper in Shrek's other ear.

DONKEY
Man, don't you listen to him.
Having a baby is not going to ruin
your life.

SHREK
It's not my life I'm worried about
ruining. It's the kid's.

Donkey and Puss pause as Shrek rants.

SHREK
I mean...when have you ever heard
the phrase "as sweet as an...ogre"
or "as nurturing as...an ogre" Or
how 'bout..."you're gonna' love my
dad...he's a real ogre."

DONKEY

Okay, okay I get it! Nobody said it was going to be easy. But at least you got us to help you out.

SHREK

That's true.

He thinks for a moment.

SHREK

I'm doomed.

DONKEY

You'll be fine.

SHIP CAPTAIN

You're finished.

Everyone turns to look at the Captain who clears his throat.

SHIP CAPTAIN

Uh, with your journey.

He points to shore. A majestic castle stands proudly on a nearby bluff.

CUT TO:

EXT. WORCESTERSHIRE ACADEMY - DAY

Shrek, Puss and Donkey stand at the entrance to the castle.

Donkey reads the sign hanging over the entrance.

DONKEY

Wor-ces-ter-shireee. Now that sounds fancy.

SHREK

It's Worcestershire.

DONKEY

Like the sauce!? Mmmm... It's spicy!

The drawbridge to the castle lowers.

DONKEY

Oohh! They must be expecting us.

They start over the drawbridge.

A horse whinnies behind them. Shrek, Donkey, and Puss jump out of the way as a medieval school bus storms by. The kids on the back of the bus scream when they see Shrek.

DONKEY

What in the shista-shire kind of place is this?

Shrek suddenly looks concerned.

SHREK

Well, my stomach aches and my palms just got sweaty. Must be a high school.

DONKEY

High school?!

EXT. SCHOOL GROUNDS - CONTINUOUS

A group of cheerleaders practice.

CHEERLEADERS

Ready?! Okay! Where for art thou headed, to the top? Yeah we think so, we think so! And dost thou thinkest thine can be stopped? Nay we thinks not! We thinks not!

Shrek rolls his eyes and continues on, terrifying students as he walks through the courtyard.

FEMALE STUDENT #1

Ahhhhh!

The kid runs away quickly into the student parking lot where a bunch of different style horse-drawn carriages are parked. A carriage passes in front of Shrek that reads: "Caution - Student Driver."

DRIVERS ED INSTRUCTOR

All right Mr. Percival, just ease up on the reigns-

The carriage jolts forward and crashes off-screen.

Two stoner kids emerge from a medieval-style "VW" carriage.

VAN STUDENT

(cough, cough)

For lo bro, don't burn all my frankincense and myrrh.

DONKEY

I'm already starting to feel
nauseous from memories of wedgies
and swirlies!

PUSS

But how did you receive the wedgies
when you are clearly not the wearer
of the underpants?

DONKEY

Let's just say some things are
better left unsaid and leave it at
that.

He notices two female students discussing their love lives.

GUINEVERRE

So then I was all like "I'd rather
get the black plague and lock
myself in an iron maiden than go
out with you."

TIFFANY

Eh, totally.

Shrek approaches them.

SHREK

Pardon me...

They flee in terror.

GUINEVERRE

Eh! Totally ew-th!

TIFFANY

Yeah, totally!

A pair of dorky kids play a medieval, role-playing board
game.

GARY

Yes! I just altered my character
level to plus three superbability.

SHREK

Hi, we're looking for someone named-

GARY

Gee, who rolled a plus nine "dork"
spell and summoned the beast and
his quadrupeds.

XAVIER

Ha! Ha!
(snort)
Ah!

The students panics when his nose starts to bleed.

SHREK

I know you're busy "not fitting in"
but can either of you tell me where
I can find Arthur?

While Xavier tries to control the bleeding, Gary points towards the athletic field.

GARY

He's over there.

CUT TO:

EXT. JOUSTING RANGE - CONTINUOUS

In the distance, Shrek spots A BOLD KNIGHT atop his steed. He looks very impressive as he rears up ready to charge.

Shrek, Donkey and Puss arrive to see the beginning of the charge. It's an exciting back and forth.

Hooves pound on sand.

The Knight's eyes steady.

The horse rears majestically.

The opponent's eyes widen in fear.

The lance hits, and the opponent flies through the air and lands in front of Shrek, Puss and Donkey.

Shrek looks back at the victorious Knight. He removes his helmet revealing a strong handsome face. The Knight enjoys his victory.

KNIGHT (LANCELOT)

Ha ha! There is no sweeter taste
on thy tongue than victory!

JOCKS

Oy! Right! Ooo! Ooo! Ooo!

Shrek turns to Puss.

SHREK

Strong, handsome, face of a leader.
Does Arthur look like a King or
what?

Shrek steps forward.

TEENAGER (ARTIE)

Ow.

Shrek looks down, his foot planted square in the chest of
LANCELOT's opponent. Shrek steps back.

SHREK

Oh. Sorry.

The kid doesn't budge, his arms and legs still sprawled out
where he hit the ground.

TEENAGER (ARTIE)

Did you just say you were looking
for Arthur?

Shrek, Puss and Donkey turn back around.

PUSS

That information is on a need to
know basis.

DONKEY

It's top secret, hushity hush.

CUT TO:

EXT. JOUSTING RANGE - KNIGHTS AREA

The Knight commands his troops.

KNIGHT (LANCELOT)

Now gentlemen let's away... to the
showers!

JOCKS

Oy! Right! Ooo! Ooo!

Shrek approaches the Knight.

The Knight's horse rears up and he falls off. The horse
gallops off. The Knight looks up at Shrek in fear.

SHREK (CONT'D)

Greetings your majesty. This is your lucky day.

KNIGHT (LANCELOT)

So what for like are you supposed to be? Some kind of giant mutant leprechaun or something?

SHREK

Oh, ho, ho, ho. Giant mutant leprechaun... You made a funny.

Shrek scoops up the Knight, tosses him over his shoulder, ogre-style.

KNIGHT (LANCELOT)

Unhand me, monster!

SHREK

Stop squirming, Arthur.

KNIGHT (LANCELOT)

I'm not Arthur!

Shrek stops and holds Lancelot above his head. Lancelot tries to regain his dignity.

LANCELOT

I am Lancelot.

Lancelot points across the school yard.

LANCELOT

That dork over there is Arthur!

He points to the TEENAGE ARTHUR, skulking away across the school yard.

SHREK

Hey!

Artie turns his head briefly, but keeps on walking.

Shrek sighs and dumps Lancelot to the ground.

LANCELOT

Aaah.

Shrek storms off towards the school. Puss and Donkey catch up. One of the female students steps in front of Shrek.

GUINEVERRE

Ahem! This is like totally embarrassing, but my friend Tiffany thinkest thou vex her so soothly...

The other girls giggle.

GUINEVERRE

And she thought perchance thou would wanna ask her to the Homecoming Dance or something...

SHREK

Uh, excuse me?

GUINEVERRE

It's like whatever. She's just totally into college guys and mythical creatures and stuff.

She pops her gum.

CUT TO:

INT. HALLWAY - LATER

Shrek and Puss search the hallways, looking for Artie.

SHREK

Oh Arthur! Come out, come out wherever you are...

Off-screen we hear mumbling from inside a locker. Shrek and Puss look as Donkey pushes the locker door open. He has been stuffed inside. Off-screen we hear some students laughing.

DONKEY

Yeah, you better run, you little punk no good-niks, 'cause the days of "Little Donkey Dumpy Drawers" are over!

An "I Suck-eth" sign has been taped Donkey's butt.

Shrek spots students entering the Gymnasium. They approach a HALL MONITOR who stops them.

HALL MONITOR

Hold it...

Two mascot costumed students walk up to the hall monitor.

COSTUME STUDENT 1
We're here for the Mascot Contest.

COSTUME STUDENT 2
Grrrrr!

The Hall Monitor waves them in. Shrek gets an idea.

SHREK
(pleased with himself)
We're here for the Mascot Contest
too.

The Hall Monitor reaches out and starts painfully pinching and pulling Shrek's skin. Shrek tries to hide the pain.

HALL MONITOR
(suspicious)
This is a costume?

SHREK
(recovering)
Aaaiyyyy... worked on it all night
long!

The Hall Monitor lets his face snap back into place. Shrek struggles not to scream in agony. Hall Monitor is still suspicious.

HALL MONITOR
Looks pretty real to me.

PUSS
If it were real could I do this?

Puss's claws snap out one at a time like jack-knives and then Puss jabs all the claws deep into Shrek's butt.

DONKEY
Or this?

Donkey kicks Shrek hard in the groin with his hind legs. Shrek winces and sweats.

SHREK
(unbelievably strained)
He's right! If it were real that
would have been agonizingly
painful!

DONKEY
Now watch this....

SHREK
(interrupting; through
gritted teeth)
That's quite enough boys.

INT. GYMNASIUM - CONTINUOUS

Principal Pynchley presides over an assembly for the entire student body. He speaks through a megaphone.

PRINCIPAL PYNCHLEY
Thank you to Professor Primbottom
for his invigorating lecture on how
to just say "nay".

Two students are standing next to Pynchley. One is dressed up like a dragon and the other as a griffin.

PRINCIPAL PYNCHLEY
And now, without further ado, let's
give a warm Worcestershire-hoozah
to the winner of our "New Mascot"
contest... the--

Shrek bursts through the double-doors of the gym.

PRINCIPAL PYNCHLEY (CONT'D)
--ogre?

The students gasp as Shrek marches forward.

SHREK
That's right. I'm the new mascot.
So let's really try and beat the
other guys... at whatever it is
they're doing.

The band plays Smashmouth's "Rock Star."

PRINCIPAL PYNCHLEY
This is indeed all a bit
unorthodox.

Without breaking stride, Shrek grabs Principal Pynchley's megaphone.

SHREK
Now, where can I find Arthur
Pendragon?

The students all point... to the basketball hoop, where Artie hangs helplessly. Shrek, Donkey and Puss turn and look up and see the freshly wedgied student. The students laugh.

In the front row, Lancelot bumps fists with Bohort.

LANCELOT
Classic.

Donkey turns to Lancelot.

DONKEY
You should be ashamed of yourself.

LANCELOT
I didn't do it. They did.

Lance points to the D&D nerds. They are beside themselves with nasal laughter. Nosebleed boy starts bleeding again.

Shrek reaches up and pulls Artie down to eye level.

ARTIE
Please don't eat me.

STUDENTS
(chanting)
Eat him! Eat him!

Even Principal Pynchley gets caught up in the excitement.

PRINCIPAL PYNCHLEY
Eat him!
Shrek yanks on Artie and pulls him off the hoop.

SHREK
I'm not here to eat him.

STUDENTS
AWWW.

SHREK
It's time to pack up your
toothbrush and jammies. You're the
new King of Far Far Away.

ARTIE
What?

The students react with surprise and disbelief.

LANCELOT

Artie a King? More like the Mayor
of Loserville.

BOHORT

Nice one Lance!

They high five. The tuba player plays a Wha-wha-wha.

LANCELOT

Burn.

Everyone laughs.

ARTIE

Is this for real?

SHREK

Absolutely. Now clean out your
locker, kid. You've got a kingdom
to run.

ARTIE

So wait, I'm really the only heir?

Shrek pauses for just a moment, then...

SHREK

The one and only.

ARTIE

Give me just a second.

Artie turns back to the crowd and delivers a heartfelt
speech.

ARTIE

My good people, I think there's a
lesson here for all of us. Maybe
the next time you're about to dunk
a kid's head in a chamber pot,
you'll stop and think, hey, maybe
this guy has feelings. Maybe I
should cut him some slack. Because
maybe, just maybe... this guy's
gonna turn out to be, uh...I
dunno...a King! And maybe his
first royal decree will be to
banish everyone who ever picked on
him -- that's right, I'm looking at
you, jousting team.

Artie points and Lancelot and his buddies look horrified.

ARTIE

And Gwen... oh Gwen. I've always loved you.

GUINEVERRE

Ew.

ARTIE

Well good friends, it breaks my heart, but, enjoy your stay here in prison while I rule the free world baby!

SHREK

Alright, let's not overdo it.

ARTIE

I'm building my city people! On Rock and Roll!

SHREK

You just overdid it.

Shrek shoves the kid through the door.

ARTIE

Ow!

Shrek, Donkey, and Puss exit the gymnasium.

CUT TO:

INT. LIBRARY - DAY

All the Princesses and Fairy-tale Creatures have gathered for Fiona's baby shower. A group of birds gently place a flowered wreath on Fiona's head. The Princesses all gaze at her.

PRINCESSES

(gasp)

Oh!

SNOW WHITE

Look at you!

RAPUNZEL

Wow!

SNOW WHITE

You look darling!

SLEEPING BEAUTY

Just precious! Look at her!

RAPUNZEL

So, have you had any cravings since you've been pregnant?

Fiona stands at the buffet table, stuffing her face with cakes, pies, and anything else she can get her hands on.

FIONA

(mouth full)

No, no, not at all.

She takes another bite.

FIONA

Do you smell ham?

SNOW WHITE

(singing)

Oooh! It's present time!

The birds and forest creatures all flock to Snow White. They chirp and hoot happily. Snow White looks annoyed.

CINDERELLA

Oh, Fiona, won't you please open mine first? It's the one in front.

Fiona reads the card.

FIONA

(reading)

"Congratulations on your new mess maker..." Oh, 'mess maker.'

(laughs)

"Hopefully this helps. Love, Cinderella."

Fiona opens it and pulls out a plastic baggy and pooper-scooper.

PRINCESSES

Oooo! Aaaah!

DORIS

Will you look at that!

SLEEPING BEAUTY

What is it?

CINDERELLA
It's for the poopies.

SLEEPING BEAUTY
Eww. Wait, babies poop?

RAPUNZEL
Everyone poops Beauty.

The Fairy-tale Creatures get excited.

PIG #2
Fiona...

PIG #1
Fiona! We all chipped in for a
little present too.

PIGS
Yah!

Pinocchio spins around, revealing a "Baby-Bjorn" with
Gingerbread Man inside.

GINGERBREAD MAN/PINOCCHIO
Ta dah!

PRINCESSES
Oooh.

GINGERBREAD MAN
You know the baby's gonna love it
because I do!

FIONA
Oh, you guys, that's so sweet.
Thank you.

Fiona turns to another present.

FIONA
Who's this one from?

SNOW WHITE
I got you the biggest one because I
love you the most.

The other girls scowl at her.

FIONA
(reading the card)
"Have one on me, love Snow White"

Fiona pulls the string, opening the box to reveal a dwarf.

FIONA
(confused)
Umm... what is it?

SNOW WHITE
Ha, haaa! He's a live-in baby-sitter.

NANNY DWARF
Where's the baby?

FIONA
You're too kind, Snow, but I can't accept this.

SNOW WHITE
Think nothing of it. I've got six more at home.

FIONA
What does he do?

CINDERELLA
The cleaning.

SNOW WHITE
The feeding.

NANNY DWARF
The burping.

FIONA
So what are Shrek and I supposed to do?

RAPUNZEL
Well, now you'll have plenty of time to work on your marriage.

FIONA
Gee thanks Rapunzel, and what's that supposed to mean?

RAPUNZEL
Oh, come on now, Fiona. You know what happens.

Cinderella prods beauty.

SLEEPING BEAUTY

(waking)

Huh? You're tired all the time...

SNOW WHITE

You'll start letting yourself go...

GINGERBREAD MAN

Stretch marks!

RAPUNZEL

Say goodbye to romance.

Dragon puts her head through the window.

DRAGON

Yort.

FIONA

Um sorry... but how many of you
have kids?

Doris wedges herself in on the couch.

DORIS

She's right. A baby is only gonna
strengthen the love that Shrek and
Fiona have. How did Shrek react
when you told him? Tell me!

Fiona smiles.

FIONA

Well, when he first found
out...Shrek said-

DRAGON

Roarr!

CUT TO:

EXT. SKY ABOVE FAR FAR AWAY - DAY

The Fairy-tale Villains are heading into town on flying
broomsticks. The Evil Trees are hanging underneath some of
the large broomsticks. Prince Charming is riding side saddle
with one of the witches.

PRINCE CHARMING (CONT'D)

(laughing)

Onward my new friends.

(MORE)

PRINCE CHARMING (CONT'D)
To our happily ever afters! Ha ha
ha ha ha!

A bug flies into his mouth.

PRINCE CHARMING
Gaa! Gulp! Ahhhh!

Prince Charming takes the bug out of his mouth.

PRINCE CHARMING
Now, bombs away!

From the sky, Prince Charming, Cyclops and the Evil Witches swoop down in "winged" formation on the broomsticks.

The Evil Trees are dropped like bombs. They pull their branches (i.e. rip cord) to activate their plumage as parachutes. Prince Charming and his army dive bomb towards Rodeo Drive.

EXT. RODEO DRIVE - CONTINUOUS

A POV shot of an Evil Witch flying over Rodeo Drive. People are diving out of her way.

The Evil Trees land, surrounding the shoppers, who flee in terror.

EVIL TREES
Ha ha ha ha ha ha!

A shadow falls over the child, and he looks up to reveal Captain Hook and the Headless Horseman on horseback.

CAPTAIN HOOK
Well, well, well. If it isn't
Peter Pan.

MOTHER
His name's not Peter!

CAPTAIN HOOK
Shut it, Wendy!

MOTHER
Ahhh!

Evil dwarves chase patrons from the "Ye Olde Booteria" shop. They replace a few letters on a store window and turn it into "Ye Olde HOOTERS."

The excited patrons race back in.

An Evil Knight scares the patrons of Farbucks away and then takes a seat to drink the unfinished coffee.

Another Villain throws a cart through a store window. Cyclops rips the stamps off some envelopes, puts the envelopes back in the mailbox and laughs.

CYCLOPS

Ha, ha, ha, ha!

The camera pans up to Prince Charming on the broomstick flying down Rodeo Drive.

PRINCE CHARMING

Enough pillaging! To the castle!

Prince Charming, on the broom, leads the Fairy-tale Villains up to the castle.

CUT TO:

EXT. CASTLE - CONTINUOUS

The Evil Witches surround the castle. Dragon takes down one of the witches flying by, but more Evil Witches circle her.

Fiona runs to the window.

The Evil Witches drop a metal net over Dragon. She struggles.

DRAGON

Roarrrr!

CUT TO:

INT. LIBRARY - CONTINUOUS

BANG! The Fairy-tale Creatures run to barricade the door.

The Three Pigs and Pinocchio push a dresser and other furniture in front of the door.

The Fairy-tale Creatures are fortifying the room. They brace themselves against the furniture.

GINGERBREAD MAN

(to Fiona)

You go and take care of the baby!

The Princesses panic.

SNOW WHITE
Everybody stay calm. We're all
going to die!

Doris slaps Snow White to calm her down.

SNOW WHITE
(whimper)

Fiona rushes to the fireplace and pushes it to one side,
revealing an underground passageway.

FIONA
Everyone in! Now.

INT. OUTSIDE LIBRARY DOOR - CONTINUOUS

Prince Charming commands the Villains.

PRINCE CHARMING
C'mon. Put some back into it
people!

The Villains use an Evil Tree as a battering ram. Cyclops
rides the tree like a mechanical bull.

CYCLOPS
Yee-haw! Ow.

INT. LIBRARY - CONTINUOUS

BOOM! The door is starting to give way.

FIONA
We don't have time. Now go!

QUEEN
Quickly ladies!

The Princesses go down the stairs.

GINGERBREAD MAN
We'll hold them off as long as we
can!

BOOM! There is a loud explosion and the door blows open.
Prince Charming and the Fairy-tale Villains enter. He spots
the Fairy-tale Creatures having a tea party.

PRINCE CHARMING
Where are Shrek and Fiona?

GINGERBREAD MAN
Name doesn't ring a bell.

PIG #1
Yah!

PIG #2
No bell!

The Fairy-tale Creatures go back to drinking their tea.

PRINCE CHARMING
I suggest you freaks cooperate with
the new King of Far Far Away.

GINGERBREAD MAN
The only thing you're ever gonna be
King of is "King of the Stupids."

Prince Charming snaps his fingers.

PRINCE CHARMING
Hook!

CAPTAIN HOOK
Right!

Captain Hook approaches Gingerbread Man.

CAPTAIN HOOK
Avast, ye cookie!

He raises his hook under Gingerbread Man's chin.

CAPTAIN HOOK
Start talkin'!

Gingerbread Man tries to hold strong, but passes out.

A montage of Gingerbread Man's life flashes before his eyes.

INT. BAKERY - DAY

A baker pulls some gingerbread cookies out of the oven. He
puts on the gum drop buttons and Gingerbread Man is born.

MUFFIN MAN
Gingy!

GINGERBREAD MAN

Papa!

INT. GINGERBREAD CLASSROOM - DAY

Gingerbread Man is attending school.

TEACHER

Settle down, now.

Gingerbread Man graduates.

EXT. ROAD TRIP - DAY

Gingerbread Man is driving in his car with the top down.

INT. MOVIE THEATER - NIGHT

Gingerbread Man is making out with his girlfriend at a movie.

EXT. CHURCH - DAY

Gingerbread Man and his bride run down the aisle as man and wife.

INT. FARQUAAD'S CASTLE - DAY

Gingerbread Man is locked in a jail. Farquaad pulls off his legs.

INT. GYM - DAY

Gingerbread Man is running on a treadmill, doing his rehabilitation.

EXT. WHEAT FIELD - DAY

Gingerbread Man is running through a wheat field.

CUT BACK TO:

INT. LIBRARY - CONTINUOUS

Gingerbread Man is still in a dream state singing.

GINGERBREAD MAN

(singing)

"On the Good Ship Lollypop,
It's a sweet trip,
To the candy shop,
Where the Bon Bons play,
On the sunny beach of Peppermint
Bay.."

Prince Charming becomes frustrated, he turns Pinocchio's head towards him.

PRINCE CHARMING

You! You can't lie. So tell me
puppet... Where is Shrek?!

Pinocchio thinks.

PINOCCHIO

(nervous)

Well, I don't know where he's not.

Prince Charming gets in Pinocchio's face.

PRINCE CHARMING

You're telling me you don't know
where Shrek is?

Pinocchio is still a little nervous.

PINOCCHIO

It wouldn't be inaccurate to assume
that I couldn't exactly not say
that is or isn't almost partially
incorrect.

Pinocchio thinks he has the upper hand.

PRINCE CHARMING

So you do know where he is!

PINOCCHIO

On the contrary, I'm possibly more
or less, not definitely rejecting
the idea, that in no way, with any
amount of uncertainty that...

PRINCE CHARMING

Stop it.

PINOCCHIO (CONT'D)

...I undeniably do or do not know
where he shouldn't probably be.

Captain Hook scratches his head, even the Three Little Pigs are frustrated.

PINOCCHIO

If that indeed wasn't where he
isn't. Even if he wasn't not where
I knew he was could mean that I
wouldn't completely not know where
he wasn't.

Gingerbread Man continues to sing his "Lollipop Song."

PIG #1

Oh, enough! Shrek went off to
bring back the next heir! Oh!

The pig realizes his admission and immediately covers his mouth. Pinocchio laughs nervously.

PRINCE CHARMING

He's bringing back the next heir?

PINOCCHIO

No!

Pinocchio's nose grows.

PRINCE CHARMING

Hook! Get rid of this new "*King*."

CAPTAIN HOOK

Right!

PRINCE CHARMING

But bring Shrek to me. I have
something special in mind for him.

PINOCCHIO

He'll never fall for your tricks!

Pinocchio's nose grows again.

WOLF

Oh boy.

CUT TO:

EXT. BOAT DECK - DUSK

The boat cuts through the open sea. Artie smiles as he watches Worcestershire shrinking away on the horizon.

ARTIE

I can't believe it... me a King?
I...I mean I knew I came from
royalty and all, but I just figured
everyone forgot about me.

He looks out to sea, disbelieving.

SHREK

Oh no, in fact, the King asked for
you personally.

Artie smiles.

ARTIE

Really? Wow! Look, I know it's not
all gonna be fun and games.

SHREK

It really is all fun and games,
actually. Sure, you have to knight
a few heroes, launch a ship or two.
By the way, make sure you hit the
boat just right with the bottle.

ARTIE

Boat with the bottle? Any idiot
can hit a boat with a bottle.

Shrek chuckles sheepishly.

SHREK

Well, I've heard it's harder than
it looks.

ARTIE

Whoa!! This is gonna be huge.
Parties, princesses, castles...
princesses.

DONKEY

It's gonna be great, Artie. You'll
be living in the lap of luxury.
They got the finest chefs around
waiting for you to place your
order.

Puss jumps up onto the railing next to Artie.

PUSS

And fortunately you'll have the
royal food tasters.

ARTIE
(intrigued)
Oh yeah? What do they do?

PUSS
They taste the food before the King
eats, to make sure it's not
poisoned.

ARTIE
Poisoned?

Shrek senses trouble and immediately steps in.

SHREK
Or too salty!

Shrek turns to Puss and Donkey, trying to shut them up.

DONKEY
(to Artie)
Don't worry about it. You'll be
safe and sound with the help of
your body guards.

ARTIE
Body guards?

PUSS
All of them, willing at a moment's
notice to lay down their own lives
out of devotion to you.

ARTIE
Really?

PUSS
Si, and the whole kingdom will look
to you for wisdom and guidance.

Behind Artie, Shrek mouths "shut-up" to Puss and Donkey.

DONKEY
Just make sure they don't die of
famine.

PUSS
Or plague.

DONKEY
Oh, plague is bad.

PUSS

The coughing, the groaning, the
festering sores.

Shrek interrupts with a mock laugh.

SHREK

Oh! Festering sores! Hey, you are
one funny kitty cat.

PUSS

What did I say?

SHREK

We don't want Artie here getting
the wrong idea.

Shrek motions to Artie, but he's gone. They all look around.

SHREK (CONT'D)

Uh, Artie?

The boat suddenly pitches to the right. Shrek braces
himself. Puss and Donkey tumble away.

ALL

Whoa!

Artie swings the wheel around, sending the boat back in the
direction of his school. Shrek works his way into the cabin
and gains control of the wheel. The drunken Ship Captain
slides by.

SHIP CAPTAIN

Whoa! Oh, there goes my hip.

SHREK

Artie!

Shrek turns the wheel the other way.

SHREK (CONT'D)

What are you doing?!

The boat veers again, heading back toward Far Far Away.
Artie falls to the ground and slides to the back of the boat.

A shuffle board stick slides next to Artie. He grabs it.

ARTIE

What does it look like?!

He jams it in the boat's wheel. The boat lurches.

He swings the boat back in the other direction. Shrek rises up and grabs the wheel and turns it.

SHREK

This really isn't up to you!

Artie falls underneath the wheel. He stands up shoving the wheel back the other way.

ARTIE

But I don't know anything about being King!

SHREK

You'll learn on the job!

Donkey and Puss roll across the deck.

DONKEY

Whoaaa!

Shrek grabs the wheel and swings it around. Artie yanks the wheel. They wrestle for control.

ARTIE

Sorry to disappoint you, but I'm going back!

SHREK

Back to what? Being a loser?!

As soon as the word leaves his lips, Shrek knows he's gone too far. Stung, Artie lets go of the wheel, leaving Shrek to yank hard on it. He pulls the steering column from the decking.

SHREK (CONT'D)

Now look what you did!

ARTIE

Look what I did? Who's holding the wheel chief?

Donkey climbs up onto the railing. He is seasick and is about to puke when he sees jagged rocks ahead.

DONKEY

(swallowing; then shouting)

Shrek!

Shrek desperately sets the wheel back down and tries to steer the ship clear of the rocks.

The camera pans past the boat. Off-screen we hear the boat crash into the rocks.

SHIP CAPTAIN (O.S.)

Land ho!

EXT. BEACH - DUSK

Shrek, holding Puss and Donkey, staggers onto a small beach. He glares at Artie who pulls himself out of the surf. Shrek drops Puss and Donkey.

Puss, tired of being wet, shakes himself vigorously. His fur puffs up into a fro. He drops his head in shame.

PUSS

How humiliating...

SHREK

Oh, nice going, Your Highness.

ARTIE

Oh, so now it's "Your highness?"
What happened to "loser?" Huh?

SHREK

Hey, if you think this is getting
you out of anything, well it isn't.
We're heading back to Far Far Away
one way or another, and you're
gonna be a father!

Artie raises an eyebrow. Puss and Donkey stare at Shrek uncomfortably.

ARTIE

What?

DONKEY

(clearing his throat)
A-hem. You just said father...

SHREK

You're... I said king. You're
gonna be King!

ARTIE

(imitating Shrek)
"You're gonna be King!" Yeah
right.

Artie shakes his head and marches down the beach toward a path into the woods.

SHREK

Where do you think you're going?

ARTIE

Far Far Away... from you!

SHREK

You get back here young man and I mean it!

Artie keeps climbing.

PUSS

Uh boss, I don't think he's coming back and maybe it's for the best. He is not exactly king material.

Shrek looks towards Artie.

DONKEY

When were you planning on telling him that you were really supposed to be King?

SHREK

Oh c'mon, now why would I do that? Besides, he'll be ten times better at it than me.

Shrek starts off after Artie. Donkey jumps in front of Shrek.

DONKEY

Hey, woah ho ho, Shrek. Then you're gonna have to change your tactics if you want to get anywhere with this kid.

Beat.

SHREK

You're right, Donkey.

Shrek picks up a piece of driftwood.

SHREK

What about this?

Donkey shakes his head in disgust.

DONKEY

Shrek!

Shrek tosses the log.

SHREK

Oh c'mon. It's just a joke.

(laughs)

Still...

Shrek walks off, trying to catch up to Artie.

EXT. FOREST - MOMENTS LATER

Artie marches up the mountain trail.

Shrek thinks for a moment and then tries a different tactic with the kid. He catches up to Artie.

SHREK

Listen Artie...

Artie looks back over his shoulder. He sees Shrek and just keeps going.

SHREK (CONT'D)

If you think this whole mad scene ain't dope, I feel you dude. I mean, I'm not trying to get up in your grill or raise your roof or whatever, but what I am screaming is, yo, check out this kazing thazing bazaby.

Puss and Donkey glance at each other. Artie notices a cottage in the distance and heads toward it.

SHREK

I mean, if it doesn't groove or what I'm saying ain't straight trippin', just say, oh no you didn't, you know, you're gettin' on my last nerve. And then I'll know it's... then I'll know it's whack--

Passing a tree, Artie nonchalantly releases the branch, striking Shrek square in the face and takes off running.

EXT. MERLIN'S CAMP -- CONTINUOUS

A boiling soup pot sits over a fire in front of a small shack. Artie charges though, pounding desperately on the door.

ARTIE
SOMEBODY HELP! I'VE BEEN KIDNAPPED
BY A MONSTER TRYING TO RELATE TO
ME!

SHREK
Artie! Wait!

Shrek, Puss, and Donkey run into the camp.

ARTIE
C'mon! C'mon! Help! Help!
Hello?

Suddenly, a burst of light shoots through a candle box that is hung on the door. A bright, colorful image of an old wizard's head is projected out. Donkey is terrified.

DONKEY
AHHHH!

WIZARD HEAD (MERLIN)
Greetings cosmic children of the
universe, and welcome to my
serenity circle!

Shrek watches.

WIZARD HEAD (MERLIN)
Please leave any bad vibes outside
the healing vortex. And now
prepare ...

With a "FZZZZT" and a "BLOOP", the image disappears.

The door opens and a tiny old man, Merlin, comes out.

MERLIN
I knew I should of gotten that
warranty!

Merlin smashes the security device with his little fist and is promptly zapped in the head.

MERLIN

AHH! Ow, ow, ow, ow, ow.

ARTIE

Mr. Merlin?

SHREK

You know this guy?

ARTIE

Yeah. He was the school's magic teacher until he had his nervous breakdown.

MERLIN

Uh, technically I was merely a victim of a level three fatigue, and at the request of my therapist and the school authorities, I have retired to the tranquility of nature to discover my divine purpose.

Merlin smacks a fly that has landed on his head.

Shrek and Artie stare in astonishment.

MERLIN

Now, can I interest anyone in a snack or beverage?

SHREK

Uh, no.

Merlin offers up a baking dish full of rocks.

MERLIN

Sure you don't wanna try my famous rock au-gratin?

Merlin takes a bite and chews loudly. His gums are bleeding from eating rocks.

MERLIN

It's organic!

They both stare at him uncomfortably.

SHREK

Oh, thanks, I just ate a boulder on the way in. What we need are directions back to Far Far Away.

ARTIE

What's with the "we"? Who said I was going with you?

SHREK

Oh, I did. Cause there's a lot of people counting on you so don't try and weasel out of it.

ARTIE

If it's such a great job, why don't you do it?

SHREK

Understand this kid, it's no more Mr. Nice Guy from here on out!

ARTIE

Oh, so that was your "Mr. Nice Guy?"

SHREK

I know, and I'm gonna miss him.

ARTIE

You know what? Why don't you go terrorize a village and leave me alone?

SHREK

Oh, is that some kind of crack about ogres? You get your royal highness to Far Far Away before I kick it there.

(to Merlin)

Now which way am I kicking?

MERLIN

Oh, I could tell you. But since you're in the midst of self-destructive rage spiral it would be karmic-ly irresponsible.

SHREK

Self-destructive ra...

(to Merlin)

Look, are you gonna help us or not?

MERLIN

Most definitely, but only after you take the journey to your soul.

SHREK

Yeah, I don't think so.

MERLIN

Look pal, it's either that or some primal scream therapy.
Ahhhhhhhhhh!

Shrek grabs Merlin's mouth and closes it.

SHREK

Alright, alright... journey to the soul...

CUT TO:

EXT. MERLIN'S CAMP - LATER

A fire blazes.

Merlin throws a handful of dirt into the fire, it flares.

MERLIN

Now all of you, look into the "Fire of Truth" and tell me what you see!
Yah! Ha!

(Wild war cry)

Woo-looo-looo-looo!

He points at the smoke and it starts to form objects (i.e. Rorschach inkblots).

Puss and Donkey, excited, sit by the fire.

DONKEY

Ooo! Charades! Okay, I see a dutch fudge torte with cinnamon swirls.

MERLIN

Okay. Monster, go for it.

Shrek glances at the fire. The stroller from his nightmare begins to take shape in the smoke. He blows the image away. He covers his fear and changes the subject.

SHREK

I see a rainbow pony.

MERLIN
Excellent work!
(then)
Now! The boy!

ARTIE
This is lame.

Merlin whacks Artie on the back of the head.

ARTIE
Ow!

MERLIN
You're lame! Now just go for it.

He tosses more dirt and flames burst up. Artie studies it.

ARTIE
Okay. There's a baby bird and a
father bird sitting in a nest.

Merlin starts beating a drum. Artie's expression starts to change as he stays focused.

MERLIN
Yes! Stay with it! Stay with it!

ARTIE
Wait, the dad just flew away. Why
did he leave the little bird all
alone?

Shrek starts to take this in as he watches. Artie gets more worked up.

ARTIE
It's trying to fly, but it doesn't
know how to. It.. it's gonna fall!

Suddenly, Artie catches what he said. As the smoke drifts away, he looks and sees everyone else staring back at him, stunned.

MERLIN
Whew, proper head case you are,
aren't you? Really messed up.
Whoa.

Merlin goes back inside. They all stare at Artie.

ARTIE

Yeah, yeah, okay. I get it. The
bird's me. My dad left. So what?

Donkey gives Shrek a nudge to go over and talk to Artie.
Shrek hesitates and Donkey insists.

SHREK

(clears throat)
Look Artie...um-

Just as he's about to get going, "That's What Friends Are
For" starts playing loudly from Merlin's security device
drowning out any conversation. They all turn toward the
shack where Merlin peeks out.

MERLIN

(loud, over the music)
Just thought I might help set the
mood! Y'know for your big heart to
heart chat!

Everyone stares at him.

He sheepishly turns off the device and shuts the door. It's
quiet again.

SHREK

I know what it's like to not feel
ready for something.

Artie looks at him.

SHREK

Even ogres get scared...you know,
once in a while.

ARTIE

I know you want me to be king, but
I can't. I'm not cut out for it and
I never will be, alright?

Shrek takes this in.

ARTIE (CONT'D)

Even my own dad knew I wasn't worth
the trouble. He dumped me at that
school the first chance he got and
I never heard from him again.

SHREK

My dad wasn't really the fatherly type either.

ARTIE

Well, I doubt he was worse than mine.

SHREK

Oh yeah? My father was an ogre. He tried to eat me.

Artie looks at Shrek.

SHREK

Now, I guess I should have seen it coming. He used to give me a bath in barbecue sauce and put me to bed with an apple in my mouth.

Artie chuckles at this.

ARTIE

Okay... I guess that's... pretty bad.

Artie laughs and then pokes at the fire.

SHREK

You know, it may be hard to believe what with my obvious charm and good looks, but people used to think that I was a monster. And for a long time, I believed them.

Artie looks up at Shrek.

SHREK (CONT'D)

But after awhile, you learn to ignore the names that people call you and you just trust who you are.

Artie gently pokes at the embers with a stick for a moment.

ARTIE

You know, you're okay, Shrek.

He tosses the stick into the fire.

ARTIE

You just need to do a little less yelling and use a little more soap.

SHREK

Thanks Artie.

ARTIE

The soap's because you stink.
Really bad.

SHREK

Yeah. I got that.

The camera slowly booms up and away from the group as the fire continues to burn.

CUT TO:

INT. SEWER CATACOMBS - CONTINUOUS

The Princesses, Fiona and the Queen are surrounded by darkness as they tiptoe down the steps and into the catacombs below the castle.

They round a corner and step onto a ledge with Fiona leading the way, holding a torch.

CINDERELLA

Oh this place is filthy. I feel
like a hobo.

Fiona tries to keep her frustration in check.

SNOW WHITE

I'm sorry but this just isn't
working for me.

Sleeping Beauty, still being carried by Doris, wakes up.

SLEEPING BEAUTY

Everything's always about you,
isn't it? It's not like your
attitude is helping, Snow.

SNOW WHITE

Well maybe it just bothers you that
I was voted fairest in the land.

RAPUNZEL

You mean in that rigged election?

SNOW WHITE

Oh, give me a break.
(gesturing toward hair)
(MORE)

SNOW WHITE (cont'd)
"Rapunzel, Rapunzel, let down thy
golden *extensions!*"

QUEEN
Ladies, let go of your petty
complaints and let's work together.

Snow White and Rapunzel share an indignant look.

Fiona travels deeper into the catacombs. The other
Princesses follow.

SNOW WHITE
So I guess the plan is we just
wander aimlessly in this stink hole
until we rot.

FIONA
No, we're gonna get inside and find
out what Charming's up to.

DORIS
I know he's a jerk and everything,
but I gotta admit, that Charming
makes me hotter than July.

SLEEPING BEAUTY
Ew!

RAPUNZEL
Ugh.

Finally, Fiona spots what she was looking for.

FIONA
That's it!

Fiona, the Queen and the Princesses run towards a long ladder
and climb up through a grate into the main castle courtyard.

EXT. CASTLE GROUNDS - CONTINUOUS

They peer around a corner and see the construction of an
outdoor theater is underway. Two stagehands walk by carrying
a large dragon set piece. Evil dwarves are busy painting the
set. The finishing touches are put on the stage tower.

The Princesses hug the wall as a group of guards march by.

Rapunzel takes off in the other direction, and signals the
Princesses to follow her.

RAPUNZEL
Come on, this way!

FIONA
Rapunzel. Wait!

Fiona and the Princesses race after Rapunzel. They spot her sprinting into the castle and follow her. They burst through the doors and see Prince Charming holding Rapunzel by the arm.

FIONA
Charming, let go of her.

A large group of armed Far Far Away Guards surround them.

Prince Charming smiles at Fiona.

PRINCE CHARMING
But why would I want to do that?

RAPUNZEL
Grrrr!

PRINCE CHARMING
Woof!

He looks back at Rapunzel lovingly, and the two share a long kiss. Fiona and the other Princesses are shocked.

FIONA
What?

PRINCE CHARMING
Say hello ladies, to the new Queen
of Far Far Away.

Cinderella claps excitedly.

CINDERELLA
Yaaaaaaaaay!

The Princesses stare her down.

FIONA
Rapunzel, how could you?

RAPUNZEL
Jealous much?

Prince Charming eyes up the Princesses.

PRINCE CHARMING

Soon you'll be back where you started... scrubbing floors or locked away in towers; that is, if I let you last the week.

RAPUNZEL

But Pooky, you promised you wouldn't hurt them!

PRINCE CHARMING

Not here, "kitten whiskers." Daddy will discuss it later. Now forgive us, we have a show to put on.

FIONA

Shrek will be back soon Charming, and you'll be sorry.

He stops and flashes a sadistic smile.

PRINCE CHARMING

Sorry? Don't you realize --once Shrek sets foot in Far Far Away he's doomed?

Prince Charming leads Rapunzel out. She looks back at them apologetically. Everyone wears a look of defeat.

The guards march them off.

Fiona and the princesses are locked away in a prison cell. Fiona looks through the bars of the cell, feeling helpless.

CUT TO:

EXT. WOODS OUTSIDE OF FAR FAR AWAY - DAY

Shrek startles awake. He sits up and scratches his head, looking around. He realizes it's morning.

Behind him a peaceful bird lands on a tree branch. Suddenly, the tree branch that was holding the bird flicks it off.

Shrek senses the movement behind him and turns around to find everything is normal. He turns back around to wake up everyone.

The trees start to advance toward Shrek.

The log Artie is sleeping on suddenly sits up, knocking Artie, who is still asleep, to the ground.

ARTIE

Ow!

The tree turns around to reveal an Evil Tree. Donkey finally wakes up.

DONKEY

Ahhh!

The Evil Trees continue to advance. A piano is heard. The trees part and Hook is revealed to be playing the piano.

The music builds to a dramatic finale. Captain Hook turns away from his keys and faces them.

DONKEY

Look out! They've got a piano!

CAPTAIN HOOK

Kill 'em all. Except the fat one.

He stares hard at Shrek and aims his hooked prosthetic.

CAPTAIN HOOK

King Charming has something special in mind for you, ogre.

Shrek is perplexed.

SHREK

"King Charming?"

CAPTAIN HOOK

Attack!

Pirates charge forward, swinging in from the tree branches.

PIRATES

AAAARGH!

One lands and gets his peg-leg stuck in the ground.

The pirates close in. Shrek grabs one and throws him to the side.

One pirate raises his sword and prepares to swing at Artie.

SHREK

Artie, Duck!

Shrek pushes Artie's head down and the sword narrowly misses him. The pirate prepares to swing again and Shrek lifts Artie above his head.

Still in the air, Artie uses both legs to kick the pirate to the ground. Shrek and Artie share a satisfied look.

A pirate charges Donkey.

DONKEY

Ahhh!

Puss draws his sword and begins fighting off the pirate, protecting Donkey.

CAPTAIN HOOK

Ha-ha! Argh!

PIRATES

Argh! Argh!

The camera pans across the back of the piano to reveal Merlin happily playing along with Captain Hook. He notices and rudely elbows Merlin out of the way.

A pirate runs at Shrek, only to be tripped by Artie. The pirate bounces off Shrek's belly.

CAPTAIN HOOK

Ready the plank!

A wooden board is thrown on a stump, creating a makeshift "plank." The pirates back Shrek onto the plank.

Several pirates with swords force Shrek onto the plank. He is backed up to the edge of the plank and falls into a waiting treasure chest below. Several pirates try to shut the lid on him.

Puss, Donkey and Artie are trying to hold off the Villains. Suddenly, two Evil Trees come into frame and scoop Puss, Donkey and Artie up in a net.

The pirates aim the cannon at Puss, Donkey and Artie. Artie starts to panic. Puss extracts his claws and tries to cut through the netting.

The cannon fuse is lit.

Shrek bursts open the treasure chest and stands up with the chest still stuck to his behind.

DONKEY

Shrek!

ARTIE

Help!

Shrek sees the lit fuse and quickly formulates a plan. He grabs two pirates and shoves them into the treasure chest. He tosses the chest onto the other end of the plank and catapults himself over to the cannon. At the last second, Shrek is able to aim the cannon in the opposite direction. The cannon fires and hits Captain Hook's piano, blowing it into pieces.

Realizing their defeat, the Evil Trees drop the netting that holds Donkey, Puss and Artie. The Evil Trees and Pirates take off running.

Captain Hook turns and sees his army running off. He shakes his hook in the air.

CAPTAIN HOOK

Ya cowards!

SHREK

What has Charming done with Fiona?

CAPTAIN HOOK

She's gonna get what's coming to her.

He raises his hook threateningly but it gets caught on an Evil Tree's branch and is dragged away with the rest of the Villains.

CAPTAIN HOOK

Ahhh.

(yelling back)

And there ain't nothing you can do to stop him!

TIGHT ON SHREK, filled with worry. Nothing else matters to him now.

Artie, Puss, and Donkey run over to Shrek.

PUSS

We've got to save her!

DONKEY

But she's so far far away!

Shrek thinks for a moment.

SHREK

Get yourself back to Worcestershire, kid.

ARTIE

No, Shrek. Hold on a second. I've got an idea.

EXT. MERLIN'S CAMP - CONTINUOUS

Merlin is sitting cross-legged, deep in meditation. Artie approaches him.

MERLIN

(chanting)

I'm a buzzing bee, buzz, buzz, buzz...

ARTIE

Mr. Merlin, they need a spell to get them...I mean, us, back to Far Far Away.

Merlin stops meditating and looks out of the corner of his eye at Artie.

MERLIN

(getting up)

Forget it. I don't have that kind of magic in me anymore, kid. How about a hug instead? Hmm? That's the best kind of magic.

Artie tries a new approach.

ARTIE

Mr. Merlin please. I know you can do it-

MERLIN

I said, forget it!

ARTIE

But-

Merlin turns and starts to walk away muttering under his breath.

MERLIN (CONT'D)

Mumble, grumble, interrupt my healing. Mumble, mumble.

Artie thinks for a moment, staring at Merlin. Artie starts to sob. Merlin stops and turns around.

MERLIN

Oh. What, what's with you?

Artie continues to cry.

ARTIE

It's just so hard. You know? They really need to get back 'cause their kingdom's in trouble 'cause there's a really bad man and it's just so hard...

Merlin is visibly uncomfortable.

MERLIN

C'mon, take it easy.

Artie's blubbering becomes frustrated and unpredictable.

ARTIE

No! I don't think you understand! There's a mean person doing mean things to good people-

SHREK

Oh, have a heart old man!

Artie grabs him, now desperate.

ARTIE

And they really need your help to get them back! So why won't you help them?

MERLIN

Oh.

Artie speaks one last, indecipherable line.

Merlin is stunned. He doesn't know what to do.

MERLIN

Uh, Okay... I'll go and get my things.

Merlin goes into his cave. Artie immediately recovers. Shrek is impressed.

ARTIE

Piece of cake.

SHREK

Well, well, well. You want some
eggs with that ham?

Shrek smiles.

Merlin returns holding a spell book.

MERLIN

Now, I am a little rusty, so there
could be some side effects.

DONKEY

Side effects!?

MERLIN

Don't worry, whatever it is, no
matter how excruciatingly painful
it may be, it'll wear off
eventually... I think.

Merlin cracks his knuckles. A bolt of lighting shoots out
his hands and blows up a rock next to Donkey.

DONKEY

Ah!

MERLIN

Oops.

Donkey and Puss shoot Shrek a pleading look.

DONKEY

Are you sure this is a good idea?

SHREK

Look, if Artie trusts him, that's
good enough for me. Even if his
robe doesn't quite cover his-

MERLIN

Alacraticious expeditious, a zoomy
zoom zoom. Let's help our friends
get back, um... soon!

Magic rays shoot out of Merlin's fingers. Shrek, Puss,
Donkey and Artie disappear in a puff of smoke.

MERLIN

Woah! It worked!

CUT TO:

EXT. SOMEWHERE IN THE WOODS - CONTINUOUS

They reappear and fall out of the sky and bounce through the canopy of a large apple tree. They ping-pong through the foliage and land in a heap at the base of the tree.

DONKEY
(moan and groan)

Donkey adjusts himself, feeling hung over.

DONKEY (CONT'D)
(in Puss' body)
Oh man, I haven't been on a trip
like that since college.

SHREK
Donkey?

DONKEY
(in Puss' body)
What? Is there something in my
teeth?

Donkey's eyes widen. He realizes his voice is coming out of Puss' body.

DONKEY
(in Puss' body)
Huh? What the?
(gasp)
Oh no!

Donkey (in Puss' body) grabs Puss' hat. He looks down at Puss' boots. His tail begins to twitch.

DONKEY
(in Puss' body)
I've been abracadabra'd into a
fancy feasting second rate
sidekick.

Puss (in Donkey's body) falls from a tree next to Donkey (in Puss' body).

PUSS
(in Donkey's body)
At least you don't look like some
kind of bloated roadside piñata.
You really should think about going
on a diet!

DONKEY
(in Puss' body)
Yeah, and you should think about
getting yourself a pair of pants!
I feel all exposed and nasty.

Both Shrek and Artie stare at them. A strained smile pasted to their faces. They burst out laughing.

Donkey joins Puss, both of them scowling.

DONKEY
(in Puss' body)
Oh, so you two think this is funny?

Puss is fuming.

Shrek and Artie regain their composure.

ARTIE
(snickers)
I'm really sorry guys.

SHREK
Don't be! You got us back kid.

Shrek motions to Far Far Away, just a few miles ahead of them. He turns back to Artie.

Artie smiles.

Donkey takes a few awkward steps in Puss' body.

DONKEY
(in Puss' body)
Ow, ow, ow, ow, ow. How in the
Hans Christian Andersen am I
supposed to parade around in these
goofy boots?

PUSS
Be very careful with those - HEE
HAW!

Puss is shocked by this. He tries to recover.

PUSS
They were made in Madrid by the
finest- HEE HAW!

DONKEY
(in Puss' body)
Oh, you'll learn to control that.

TIME CUT TO:

EXT. ENTRANCE TO FAR FAR AWAY - AFTERNOON

Shrek, Puss (in Donkey's body), and Artie rush past a welcome sign to the town that has been boarded over so it now reads "Go Go Away."

Donkey (in Puss' body) struggles to walk. His tender new feet hurt in their tiny boots.

DONKEY
Seriously man, you need some
comfort inserts or arch supports or
something.
(noticing Rodeo Drive)
Woah!

Inside the kingdom, Rodeo Drive is trashed. There is graffiti everywhere.

Suddenly a carriage driven by Evil Witches comes zooming down Rodeo Drive.

EVIL WITCHES
Woohoo!!

The carriage zips around a corner on two wheels. A drunken Evil Dwarf is almost hit by the carriage while crossing the street.

Shrek is shocked by what he sees.

A crash is heard off-screen.

EVIL DWARF #1
Hey... watch it I'm walking here...
and I'm gonna keep going...

A large explosion is heard off-screen while Little Red Riding Hood pick pockets the Evil Dwarf.

A carriage wheel on fire rolls by a marionette theatre with Pinocchio dancing in it.

SHREK
Pinocchio?

PINOCCHIO

Shrek!

Shrek and the rest rush over as the curtain starts to go down on Pinocchio. He presses his puppet hands against the glass.

SHREK

Pinocchio!

PINOCCHIO

Help me!

SHREK

What's happened?

PINOCCHIO

Charming and the Villains have taken over everything! They attacked us but Fiona and the Princesses got away. And now she's-

The time has run out. The cheesy music stops as the curtain goes down.

SHREK

She's what?! She's what!?

Shrek looks at the marionette theatre and sees how much it costs per show.

SHREK

(turns to Puss in Donkey's body)
Puss, loan me five bucks!

DONKEY

C'mon Puss, you heard the man, help a brother out.

PUSS

(in Donkey's body)
Do you see any pockets on me?

DONKEY

(in Puss' body)
Hold on a second.

Donkey (in Puss' body) removes his boot, he turns it over and a bag of money falls onto the ground.

DONKEY
(in Puss' body)
Aha!

Donkey (in Puss' body) tosses the money to Shrek.

PUSS
(in Donkey's body)
I had no idea ...really ...I swear.

Shrek quickly dumps the change into the machine. The music starts and the curtain goes up again and Pinocchio dances.

SHREK
Quick, Pinocchio. Where is Fiona?

PINOCCHIO
Charming's got her locked away some
place secret. You gotta find him!
He's probably getting ready for the
showwww---

The curtain goes down again.

SHREK
Wait, wait, wait! Pinocchio! What
show?

Pinocchio's hand comes out from under the curtain and points to a poster on the wall. Puss reads the poster out loud.

PUSS
(reading the poster)
It's A Happily Ever After, After
All!

SHREK
Shrek's final performance.

The picture shows Charming, sword raised in the air, with his foot pinning Shrek, tongue sticking out of his mouth, to the ground.

DONKEY
(in Puss' body)
Whoa, Shrek! You didn't tell us
you were in a play.

SHREK
Well I guess I've been so busy I
forgot to mention it!

GUARD #1 (O.S.)
It's the ogre! Get him!

Shrek turns and sees a large group of Charming's royal knights, armed and ready. They drive them back into the alley. Puss (in Donkey's body) steps forward.

PUSS
(in Donkey's body)
Don't worry, Jefe. I got this.

He whips his head towards the oncoming guards. His eyes are large and sweet. His lips pout. The guards are momentarily hypnotized by his cuteness, until they realize they're staring at a donkey.

The guards recoil.

GUARD #2
Ugh! Kill it!

Puss (in Donkey's body) immediately retreats.

Artie glances at the theater poster on the wall and steps forward, confronting the guards.

ARTIE
Look, don't you know who he thinks
he is? How dare you?

Shrek picks up on his plan.

SHREK
Donkey, we're dealing with
amateurs.

The guards are confused. Artie tears the poster off the wall. Shrek glances at Artie, who steps forward, yanking the poster off the wall.

ARTIE
He's a star people! Hello?! I'm so
sorry about this Mr. Shrek.

SHREK
I'm gonna lose it!

ARTIE
I assume you have everything ready
for tonight! You did get the list
for the dressing room?

Donkey marches in.

DONKEY

(in Puss' body)

Yeah, the breakfast croissants
stuffed with seared sashimi tuna.
Oh, and please tell me you at least
have the saffron corn with the
jalapeno honey butter cause our
client cannot get into his proper
emotional state without his
jalapeno honey butter.

SHREK

I just lost it!

GUARD #1

Uh...Maybe they should talk to
Nancy in Human Resources.

Shrek pushes the guards aside and continues on towards the castle.

PUSS

(in Donkey's body)

Oh, we'll have much to say to
Nancy, I promise!

The guards look at each other nervously.

CUT TO:

INT. COURTYARD STAGE - DAY

A group of enchanted trees work on through their dance number.

Two dwarfs on bungee chords helplessly swing back and forth in the rear of the stage.

The camera lands on Prince Charming reading his lines next to a Shrek stand in.

PRINCE CHARMING

(reading his lines from a
script)

With this sword, I do- No.

He starts the line over.

PRINCE CHARMING

With this sword, I do smote thee!

Without looking, Prince Charming stabs the stand in, who falls to the ground.

PRINCE CHARMING
(to himself))
Is that the right word? "Smote?"
"Smooote." Is that even a word
actually? Maybe I should just
smite him.

Unseen stage hands drag the stand-in away.

PRINCE CHARMING
Let's try this again. Now...

Stagehands shove another stand in onto the stage beside Prince Charming.

PRINCE CHARMING
(playing the scene out
quietly)
Shrek attacks me, I pretend to be
afraid.
(he fake screams)
Ooh!!!

Prince Charming does a quick mime of being afraid and chuckles.

PRINCE CHARMING
I say...
(he riffles through pages)
"Finally the Kingdom will get the
happily ever after they deserve,
die Ogre", blah, blah, blah...

Without looking he stabs stand in #2. He falls to the ground. Prince Charming is still frustrated.

PRINCE CHARMING
Oh! It just doesn't feel real
enough yet!

He throws the sword to the ground and turns toward the dancing villains who are staring at him.

PRINCE CHARMING
Who told you to stop dancing?!

CYCLOPS
Uh... Wink and turn, wink and turn.

He throws the script on the ground and notices the stand-in.

PRINCE CHARMING

And what are you laying around for?
Get up! Honestly.

Prince Charming storms off.

CUT TO:

INT. CHARMING'S DRESSING ROOM -- MOMENTS LATER

Prince Charming storms into his colossal gold leafed dressing room, its walls covered with posters of inspirational sayings and portraits of Prince Charming in different acting roles.

Slamming the door, he plops down in his throne chair in front of a dressing table and large 3-way mirror. A statuette of his mother is on the vanity. He looks at it intently.

PRINCE CHARMING

Our happily ever after is nearly complete, mummy. And I assure you, the people of this kingdom will pay dearly for every second we've had to wait.

Charming adjusts the mirror, revealing a reflection of Shrek standing in the doorway. Artie, Puss and Donkey stand along side him.

Prince Charming quickly stands up and faces Shrek.

SHREK

Break a leg. Or, on second thought, let me break it for you.

He walks across the room as Prince Charming backs against his dressing table.

Prince Charming fumbles behind his back and pushes a button under the counter.

PRINCE CHARMING

Thank goodness you're here. I was beginning to think you might not make it back in... time.

Shrek picks him up by the front of his shirt and scowls.

SHREK

Where's Fiona?

PRINCE CHARMING

Don't worry. She and the others
are safe. For now.

Shrek strengthens his grip.

Suddenly, a group of guards burst into the room and quickly surround Shrek, Artie, Puss and Donkey.

ARTIE

Ow.

Prince Charming smiles.

Shrek looks around and realizes he's beat. He drops Charming with a thud.

Prince Charming brushes himself off as the guards surround Shrek.

Prince Charming walks over to Artie. A smile grows across his face.

PRINCE CHARMING

Let me guess... Arthur?

Artie looks indignant. He raises himself up.

ARTIE

It's Artie, actually.

PRINCE CHARMING

This boy is supposed to be the new
King of Far Far Away?

Laughing, Prince Charming draws his sword and holds it up to Artie's neck.

PRINCE CHARMING

How pathetic! Now, stand still so I
won't make a mess.

Shrek steps in.

SHREK

Charming, stop! I'm here now, you
got what you wanted. This isn't
about him.

Artie is confused.

ARTIE

Then who's it about? I'm supposed to be King, right?

Shrek hesitates and then gathers himself.

SHREK

You weren't really next in line for the throne, okay? I was.

ARTIE

But you said the King asked for me personally.

SHREK

Not exactly.

ARTIE

What's that supposed to mean?

Shrek becomes defensive.

SHREK

Look, I said whatever I had to say, alright! I wasn't right for the job, I just needed some fool to replace me, and you fit the bill. So just go!

Artie is stunned.

ARTIE

You were playing me the whole time.

Shrek fights back tears as he punishes Artie more.

SHREK

You catch on *real* fast kid... Maybe you're not as big of a loser as I thought.

Puss (in Donkey's body) is about to interject when Donkey (in Puss' body) covers his mouth and signals him to stay quiet.

ARTIE

You know, for a minute there, I actually thought you -

PRINCE CHARMING

What? That he cared about you? He's an ogre. What did you expect?

Prince Charming signals the guards to release Artie. He stares at Shrek one last time and heads out.

Shrek lowers his head in shame.

PRINCE CHARMING
You really do have a way with
children, Shrek.

Prince Charming smiles and the guards lead Shrek off.

INT. HALLWAY OUTSIDE CHARMING'S DRESSING ROOM:

Shrek is led by the guards down the hallway.

EXT. CASTLE GATE:

The scene cross-dissolves to Artie's back as he walks away from the castle. He gives one last look back, and angrily storms away.

INT. DUNGEON:

Shrek's ankles and wrists are shackled. Shrek pulls on his chains. He sadly looks out the cell window.

INT. PRISON:

The scene cross-dissolves to another prison window. Fiona comes to the window of her prison cell. She stares sorrowfully at the castle in the distance.

INT. FAR FAR AWAY PRISON CELL - DAY

All of the Princesses, the Queen and Fiona are locked up in the same prison cell.

Cinderella is frantically scrubbing a spot on the floor to a shine.

Fiona looks out the cell window towards the castle in the distance. Behind her, Snow White paces around, complaining.

SNOW WHITE
Had we just stayed put like I
suggested, we could be sipping tea
out of little heart-shaped cups...

CINDERELLA

Yeah... yeah, heart shaped cups.

SNOW WHITE

Eating crumpets smothered with
loganberries.

CINDERELLA

Yeah... loganberries.

SNOW WHITE

Shut up Cindy.

CINDERELLA

Yeah, shut up.

Cinderella looks down at her reflection in the floor.

CINDERELLA (REFLECTION)

No! You shut up!

CINDERELLA

Just stay out of this!

SNOW WHITE

Who cares who's running the kingdom
anyway?

FIONA

I care.

Fiona steps forward and challenges them.

QUEEN

And you should all care too.

Suddenly, the cell door flies open. Donkey and Puss (in each other's bodies) are tossed in as the door is slammed behind them.

PUSS

(in Donkey's body)
Hey, hey, hey, hey.

DONKEY

(in Puss' body)
Yeah, and I have your badge number,
"Tin Can-"

Puss, in Donkey's body, hisses and arches his back like a cat.

FIONA (O.S.)
Donkey?!

DONKEY
(in Puss' body)
Princess?!

FIONA
Puss?!

PUSS
(in Donkey's body)
Lo siento, Principessa, but I am
Puss, stuck here inside this
hideous body.

DONKEY
(in Puss' body)
And I'm me!

FIONA
But you're-

DONKEY
(in Puss' body)
I know, I know. Everything's a
little fruity in the loops right
now. But what happened is, we went
to high school, the boat crashed,
and we got "bippity-bopity-booped"
by the "Magic Man."

DORIS
You poor sweet things.

CINDERELLA
I don't get it.

SNOW WHITE
The cat turned into a little horse
that smells like feet. What's to
get?

SLEEPING BEAUTY
(waking up)
Huh? Who dat?

FIONA
Where's Shrek?

DONKEY

Charming's got him, Princess. And he plans on killing Shrek tonight in front of the whole kingdom.

Fiona's lets out a breath.

FIONA

Alright everyone, we need to find a way out, now.

The Princesses nod in agreement.

SNOW WHITE

You're right.
(to the other Princesses)
Ladies, assume the position!

Sleeping Beauty falls asleep standing up. Snow White quickly assumes her position by lying down and puckering her lips. Cinderella dusts off a spot, sits down and crosses her legs.

FIONA

What are you doing?

SLEEPING BEAUTY

Waiting to be rescued.

FIONA

You have got to be kidding me.

SNOW WHITE

Well, what do you expect us to do?
We're just four...
(notices Doris)
I mean, three, super hot princesses, two circus freaks, a pregnant ogre and an old lady.

The Queen smiles and then casually walks by the Princesses.

QUEEN

Hmmm. Excuse me. Old lady coming through.

She walks right up to the brick wall, takes a deep breath and lets out a yell.

QUEEN

Hiiyyyiiiaaaaah!

She head-butts a hole right through the brick wall. Fiona and the Princesses are impressed.

PRINCESSES/PUSS/DONKEY

Whoa.

FIONA

Mom!?

QUEEN

Well, you didn't actually think you got your fighting skills from your father, did you?

Fiona beams at her mother and then turns to the Princesses.

Snow White points to another wall behind them.

SNOW WHITE

Excuse me, I think there's still one more.

The Queen turns and sees the another wall barring their way.

QUEEN

Hmmmm.

The Queen hurries to the other wall.

QUEEN

Hiiiiyah!

It crumbles, revealing the outside. The princesses wince.

Fiona approaches her mother.

The Queen turns around, this time a little woozy, singing softly to herself.

FIONA

Why don't you just lie down?

The Queen continues to sing to herself as she walks away.

Fiona turns to the others.

FIONA

Okay girls, from here on out, we're gonna take care of business ourselves.

Snow thinks for a moment and then glances at the other Princesses. They nod.

Snow looks determined. She rips off a sleeve, revealing a Dopey tattoo.

Sleeping Beauty tears the bottom of her dress.

The Queen puts lipstick smudges under her eyes (a la a football player).

Cinderella sharpens the heel of her glass slipper.

Doris burns her bra.

The Princesses place their hands over Fiona's. Puss and Donkey's hands come in last.

CUT TO:

EXT. COURTYARD STAGE - CONTINUOUS

Captain Hook replaces his "hook" appendage with a "baton" and taps it on the score in front of him.

ANNOUNCER

Ladies and gentlemen. The Far Far
Away Theatre at the Charming
Pavilion is proud to present: "It's
a Happily Ever After, After All."

The camera pulls back from a playbill that reads: "It's a Happily Ever After, After All - Starring Prince Charming as himself."

Two intimidating Evil Knights are handing out the playbills and are using spears to usher people into their seats.

EVIL KNIGHT #1

Enjoy your evening of theatrical
reverie, citizen! Oy! No food or
beverages in the theatre! Hey!

The orchestra begins to warm up.

EXT. STAGE

The camera follows Rumpelstiltskin as he hurries from the stage to backstage.

INT. BENEATH THE STAGE - NIGHT

SHREK stands atop a wooden platform, like a beaten man. Cyclops is binding his arms and legs with heavy chains attached to the floor.

He pulls the chains tight.

SHREK

Oww, easy.

CYCLOPS

Sorry. I guess I was just showing off for the little one.

SHREK

Huh?

CYCLOPS

It's "Bring your kids to work day."
C'mere beautiful.

Cyclops motions to the shadows.

CYCLOPS' DAUGHTER walks out from the shadows. She looks like Cyclops with long hair and skirt.

Shrek recoils.

SHREK

Well... she's got your eye.

Cyclops picks her up and embraces her.

CYCLOPS

Who woulda thought a monster like me deserves something as special as you?

They touch foreheads affectionately.

Shrek looks at the two of them and then gets a determined look on his face.

CUT TO:

EXT. CASTLE GARDENS

The camera booms down into some trees just outside of the castle. Fiona and the Princesses appear behind a log. Two Evil Trees guard the castle gate. Fiona uses a duck call to signal Snow White. She skips down the path toward a side entrance, where two Evil Trees are standing guard. Snow White stops in front of them, singing our version of: "Animal Friends/With A Smile."

SNOW WHITE (O.S.)
(singing)
"Ahh ha ha ha ha haa."

The birds answer her in song.

SNOW WHITE
(singing)
"Ahh ha ha ha haa."

The birds answer again.

SNOW WHITE
(singing)
"Ha ha ha ha haaaa.
Little birdies take wing,
flitting down from the trees they
appear, and to chirp in my ear."

All the forest creatures flock to her.

SNOW WHITE
(singing)
"All because I sing.
Ahh ha ha ha ha haa."

More forest creatures flock to Snow White.

SNOW WHITE
(singing)
"Ahh ha ha ha ha haa."

The Evil Trees stare in amazement.

SNOW WHITE
(singing)
"Ha ha ha ha ha haaaaaaa!"

Suddenly Snow White's face changes. She transitions into Led Zeppelin's "Immigrant Song."

SNOW WHITE
Ahhaha!! Ahhaha!!!

All the animals turn and attack the trees. Fiona and the Princesses charge forward.

FIONA
Move it! Go! Go! Go!

CUT TO:

EXT. FAR FAR AWAY ZOO - CONTINUOUS

Donkey and Puss (in each other's bodies) run through front gates of the Far Far Away Zoo.

The Dronkeys are held captive in the zoo. Donkey (in Puss' body) busts open their cage.

DONKEY
(in Puss' body)
My babies!

The Dronkeys fly over to Puss (in Donkey's body) and hug him.

PUSS
(in Donkey's body)
Help! Ow!

DONKEY
(in Puss' body)
Hey!

CUT TO:

EXT. CASTLE GARDENS - CONTINUOUS

The Princesses run toward the castle. Doris punches through the lock to open the gates.

As they enter the castle grounds, a group of guards runs towards them. Cinderella takes out a couple of them with her boomerang crystal slipper. Sleeping Beauty falls to the ground, asleep. The guards trip over her body.

Doris runs up to the foot of a canopy and takes a knee. The Princesses use Doris as a step to leap onto the canopy and over the castle wall.

CUT TO:

EXT. RODEO DRIVE - CONTINUOUS

Donkey and Puss (in each other's bodies) break Pinocchio out of his marionette theatre.

CUT TO:

EXT. BAKERY - MOMENTS LATER

Gingerbread Man is locked inside a bakery display case. Donkey and Puss arrive (in each other's bodies). Donkey (in Puss' body) awkwardly tries to cut the glass open with his claws. Puss (in Donkey's body) intervenes, quickly bashing a hoof through the glass. They pull Gingerbread Man out of the case.

CUT TO:

EXT. CASTLE ROOFTOP - CONTINUOUS

Fiona leads the Princesses and Queen, as they stealthily creep along the rooftop.

CUT TO:

EXT. CASTLE ROOFTOP - CONTINUOUS

Fiona peers around a corner and sees two guards blocking their path. She gets an idea.

The Guards turn around to find a leg sticking out. They "ooh" and "aah" as they approach the leg. The camera pans up to reveal Doris.

DORIS

Hey. How's it going?

She kicks the guards to the ground, and they take off running.

CUT TO:

EXT. FAR, FAR AWAY CASTLE- LATER

Donkey, Puss, (still in each other's bodies) and the rescued Fairy Tale Creatures run toward the castle.

Donkey and Puss peek out from behind a bush.

PUSS

(in Donkey's body)

"O" to the "K." The coast has cleared.

Donkey turns to address the Fairy Tale Creatures behind him.

DONKEY

(in Puss' body)

All right people, let's do this thing! Go Team Dy-No-Mite!!

PINOCCHIO

I thought we agreed we would go by the name of "Team Super Cool."

GINGERBREAD MAN

As I recall it was "Team Awesome."

WOLF

I voted for "Team Alpha Wolf Squadron."

DONKEY

Alright! Alright! Alright! From henceforth we are to be known as "Team Alpha Super Awesome Cool Dynamite Wolf Squadron."

The Three Pigs notice something.

PIG #1

Ach to Lieber! There is some strange little girl over there staring at us!

Donkey, in Puss' body, turns to look. Artie is staring at the strange crew.

DONKEY

(in Puss' body)

Artie!

Artie turns and walks away. Puss, in Donkey's body, runs to stop him.

PUSS

(in Donkey's body)

Wait, wait, wait, wait wait. Hey! Where is the fire, Senor?

Artie pushes Puss (in Donkey's body) out of the way.

ARTIE

Oh please, don't act so innocent. You both knew what was going on the whole time and you kept it to yourself.

Artie starts to storm away.

DONKEY
(in Puss' body)
Artie, it's not like it seems.

ARTIE
It's not? I think it seems pretty
clear. He was using me. That's
all there is to it.

Artie starts to walk off.

DONKEY
(in Puss' body)
Using you? Man, you really don't
get it!

PUSS
(in Donkey's body)
Shrek only said those things to
protect you!

This stops Artie in his tracks.

DONKEY
(in Puss' body)
Charming was going to kill you
Artie. Shrek saved your life.

Artie realizes the truth and is suddenly concerned for his
friend.

CUT TO:

EXT. COURTYARD STAGE

The lights dim.

The curtain rises.

INT. BACKSTAGE - CONTINUOUS

Rumplestiltskin orders for the spotlight.

RUMPLESTILTSKIN
Cue the spot!

EXT. COURTYARD STAGE - CONTINUOUS

A spotlight comes up on Rapunzel, singing in a tower while
the Fairy-tale Villains play their roles below.

RAPUNZEL

(singing)

"I wait alone up here.
I'm trapped another day.
Locked up here - please set me
free.
My new life I almost see,
A castle, you and me.
Yes, a castle you and me..."

Audience members look at each other in confusion; is this
crap for real?

Raul, the make-up artist, cries in the audience.

From the audience a knight holds up a candle.

Up in the rafters, Rumpelstiltskin cues the Cherubs.

RUMPLESTILTSKIN

Cherubs!

The Cherubs (Evil Dwarves) are lowered onto the stage by a
rope and pulley system.

A spotlight appears on stage. From underneath the stage a
clamshell rises and opens to reveal Prince Charming on
horseback.

PRINCE CHARMING

(singing)

"Tis I! Tis I!
Upon my regal steed!
Princess, my love,
at last you shall be freed!"

The Cherubs drop rose petals onto Prince Charming and the
clamshell. Prince Charming and his steed, Chauncey, jump out
of the clamshell.

PRINCE CHARMING

(singing)

"I'm strong and brave,
and dashing my way there!
With speed! With might!
With soft and bouncy hair!"

Prince Charming begins to make his way over to the tower.

PRINCE CHARMING

(singing)

"Through the blistering desert..."

Prince Charming chops the head off of the flying griffin puppet.

EVIL TREES
(singing)
"Hot!"

Prince Charming dismounts, casually chops the head off of the sea serpent and crosses the sea.

PRINCE CHARMING
(singing)
"Across the stormiest sea."

EVIL DWARFS
(singing)
"Wet!"

He makes his way to dry land. He weaves in and out of the Evil Trees, who are playing the part of a forest.

PRINCE CHARMING
(singing)
"Facing creatures so vile!"

FAIRY-TALE VILLAINS
(singing)
"Foul!"

He casually cuts off the head of a wooden cut-out reindeer and shoves a villain in a bear costume out of the way.

PRINCE CHARMING
(singing)
"So you can gaze upon me!"

Prince Charming has made his way up the stairs at the bottom of Rapunzel's tower.

RAPUNZEL
(singing)
"I knew you'd come for me.
And now we finally meet."

PRINCE CHARMING
(singing)
"I knew you'd wait.
And from my plate of love you'd
eat."

There is a loud flash and a loud growling is piped through the sound system and flares go off as a trap door opens in the stage floor. Prince Charming hams it up for the audience, putting his hand to his ear.

INT. BACKSTAGE - CONTINUOUS

Rumplestiltskin cues Mabel.

Mabel is growling through a megaphone backstage.

MABEL

Roar! Roar!

Three Evil Witches turn a lever and an Evil Dwarf blows some steam with a billow.

EXT. COURTYARD STAGE - CONTINUOUS

A large, imposing shadow grows onstage. The silhouette fades, revealing a shackled Shrek on stage. He pulls at his chains as he notes the audience and views the spectacle before him.

INT. AUDIENCE - CONTINUOUS

A crowd of fans, with "SHREK" written on their stomachs, cheer. One of the fans is hit with an arrow. They promptly sit down.

PRINCE CHARMING

(singing)

"Who is this terrible ugly fiend
who so rudely intervened?"

Pirates and Evil Knights dance in from the wings.

FAIRY-TALE VILLAINS

(singing)

"Will Charming fight? Or will he
flee?"

RAPUNZEL

(singing)

"Oh please, rescue me!"

FAIRY-TALE VILLAINS

(singing)

"From this monstrosity!"

Prince Charming takes a dramatic pause and sings in an ultra-high voice of a castrato.

PRINCE CHARMING
(singing)
"Fear thee not Honey Lamb!
I will slice this thing up like a
HAM!"

SHREK
Oh boy.

Prince Charming relishes the moment, pulling out his sword and aiming it at Shrek's chest. Prince Charming's voice climbs even higher.

PRINCE CHARMING
You are about to enter
a world of pain with which you are
not-
(singing)
"FamiliaAAAAAAR!"

He holds the last, highest note. Shrek winces. Goblets, eye glasses, a glass tiara and glass pearls all break in the audience.

Prince Charming smiles. Shrek looks at him with contempt.

SHREK
Well it can't be anymore painful
than the lousy performance you're
giving.

The audience laughs at Shrek's remark. Prince Charming is thrown by their reaction.

From a trap door underneath the stage Rumpelstiltskin tries to help Prince Charming out by feeding him his next line.

RUMPLESTILTSKIN
"Prepare foul beast."

He clears his throat and tries to get back into character.

PRINCE CHARMING
(singing)
"Prepare foul beast, your time is
done."

SHREK
Oooh, if you don't mind could you
kill me, and then sing?

The audience laughs. Prince Charming gets in Shrek's face.

PRINCE CHARMING

Be quiet!

SHREK

Oh, come on, I'm just havin' fun with ya. That's actually a very nice leotard.

PRINCE CHARMING

Thank you.

SHREK

Do they come in men's sizes?

The audience laughs again.

HOOK

He, he. Now that be funny.

The crowd laughs again. Shrek smiles, enjoying how he's screwing up the show. Prince Charming is furious.

PRINCE CHARMING

ENOUGH!

The crowd falls silent.

Prince Charming turns back to Shrek.

PRINCE CHARMING

Now you'll finally know what it's like to have everything you've worked for, everything that's precious to you taken away.

Prince Charming raises his sword.

PRINCE CHARMING (CONT'D)

Now you'll know how I felt.

Suddenly a fireball hits the blade, melting it.

PRINCE CHARMING

Ahhhhh!

Another huge fireball spreads across the sky as Dragon flies above the theater. The Dronkeys follow behind her.

DRAGON

Roar!

The Queen head-butts through one of the backdrops, with Sleeping Beauty and Doris. Snow White flies in behind them with the help of her woodland creatures ("Crouching Tiger, Hidden Dragon" style). Cinderella runs on stage equipped with a mop as her weapon. Together, the Princesses strike fierce poses and stand next to Shrek.

The audience applauds.

Suddenly the front door of the "swamp house" set crashes to the floor, revealing Fiona.

FIONA

Hi honey! Sorry we're late. You okay?

SHREK

Much better, now that you're here.

AUDIENCE

Awwwwwww!

The audience applauds. Shrek turns to Prince Charming raising his shackled wrists.

SHREK

So Charming, you wanna let me out of these so we can settle this ogre to man?

Prince Charming considers this for a second.

PRINCE CHARMING

Oooh, that sounds fun. But I have a better idea!

Prince Charming strikes an imperious pose and claps his hands. Cyclops suddenly emerges from the trap door, knocking Puss and Donkey down. He approaches them menacingly.

The witches fly in and threaten the princesses with their brooms. The Evil Queen rises up behind the Queen and puts a knife to her throat.

The Evil Dwarves grab The Three Pigs. Gingerbread Man is suddenly surrounded by many Evil Knights. He poops out a gum-ball.

Dragon starts to move forward only to find herself surrounded by crossbows. A bunch of pirates grab Fiona and tie her up.

SHREK

Fiona!

FIONA

No! Let go of me!

Shrek struggles to free himself of the chains, but it's no use.

Prince Charming's eyes narrow.

PRINCE CHARMING

You will not ruin things this time
ogre.

(to villains)

Kill it!

Prince Charming signals to the villains to attack Shrek. As the villains advance towards Shrek, a spotlight shines in their eyes, stopping them in their tracks.

ARTIE

Everybody stop!

PRINCE CHARMING

(exasperated)

Oh, what is it now?

SHREK

Artie?

Artie jumps from the spotlight.

Artie lands clumsily on a hanging cloud.

Artie leaps awkwardly from cloud to cloud. The audience stares in awe.

After one last leap, he swings down on the Cherub's cable, sending the little person up in the air.

Artie lands on the stage in between the Villains and Shrek. He stands facing the Villains.

ARTIE

Who really thinks we need to settle
things this way?

The Evil Knights think about it and raise their hands. The other Villains follow suit.

ARTIE

You're telling me you just want to
be Villains your whole lives?

This gives the Villains pause.

CAPTAIN HOOK

But we are Villains. It's the only thing we know.

ARTIE

Didn't you ever wish you could be something else?

The Villains aren't convinced.

EVIL TREE #2

Well, it's easy for you to say. You're not some evil enchanted tree.

PRINCE CHARMING

You morons! Don't listen to him! Attack them-

Another Evil Tree covers Prince Charming's mouth and then motions to Artie.

EVIL TREE #1

What Steve's trying to say here is that it's hard to come by honest work when the whole world's against you.

EVIL TREE #2

Right, thanks Ed.

ARTIE

Okay, fair enough. You're right. I'm not a talking tree. But, ya know, a good friend of mine once told me that just because people treat you like a villain, or an ogre...

Artie shares a look with Shrek.

ARTIE

... or just some loser...

The Fairy-tale Villains listen intently.

ARTIE (CONT'D)

...it doesn't mean you are one.

The Evil Tree tightens his grip as Prince Charming struggles to break free.

ARTIE (CONT'D)

The thing that matters most is what
you think of yourself.

Artie commands the stage.

ARTIE (CONT'D)

If there's something you really
want, or there's someone you really
want to be, then the only person
standing in your way ...is you.

Artie points at Rumpelstiltskin directly in front of him.
Rumpelstiltskin is alarmed.

RUMPLESTILTSKIN

Me?

OTHER PIRATES

Get 'im lads!

ARTIE

No, no, no! What I mean is: each
of you is standing in your own way!

VILLAINS

Oooooooh!

The Headless Horseman breaks through the crowd.

HEADLESS HORSEMAN

I've always wanted to play the
flute.

The Fairy-tale Villains and Creatures look at each other.
The Evil Queen steps up.

EVIL QUEEN

I'd like to open up a spa in
France.

The Villains nod in agreement.

CAPTAIN HOOK

I grow daffodils!

Complete silence as everyone stares at Hook.

CAPTAIN HOOK

And they're beautiful!

Captain Hook looks thoughtfully at his sword, then throws it
down.

The pirates throw theirs down, followed by the witches and Evil Knights. The evil knight holding Pinocchio is thinking about it when Pinocchio reaches over and takes the ax from him. The weapons pile up in the middle of the stage. Everyone else cheers and starts to mingle, introducing themselves and shaking hands.

Gingerbread Man high fives with an Evil Knight. Fiona is untied.

Mabel walks up to Doris and lightly punches her on the jaw. Doris returns the sign of affection by punching Mabel in the jaw, but a bit too hard, sending her falling to the ground.

Suddenly, Prince Charming kicks himself free of the Evil Tree and charges them. He grabs a sword from the discard pile and raises it up, his aim set at Artie.

PRINCE CHARMING

Aaaahhhh!

Despite his fear, Artie faces Prince Charming bravely. As Prince Charming charges, Shrek finds the strength to break his chains. Just before Prince Charming strikes, a chain whips into frame, wrapping around the sword. Shrek pulls Prince Charming around in a circle, away from Artie. Furious, he charges Shrek and stabs him with the sword. Charming lets go and Shrek stumbles back with the weapon impaled in him, and falls to the floor, groaning.

Prince Charming beams, and laughs. He turns to the audience.

PRINCE CHARMING

A new era finally begins!

The audience cowers.

Shrek looks up smiling and nods at Fiona and Artie.

PRINCE CHARMING

Now, all of you, bow before your king!

Shrek casually rises up behind him and clears his throat.

SHREK

Ah-hem.

Charming turns around. Shrek lifts his arm revealing that he was never really stabbed.

SHREK (CONT'D)

You need to work on your aim.

Charming is stunned.

PRINCE CHARMING

This was supposed to be *my* happily
ever after.

Prince Charming is paralyzed. Shrek drops the sword and grabs him by the shirt-front, lifting him off of his feet.

He winces, but is still defiant.

SHREK

Well I guess you need to keep
looking...

Shrek looks at Fiona and at his friends and smiles.

SHREK

...cause I'm not giving up mine.

Shrek sets Prince Charming down and signals DRAGON. She casually tips the tower over with her tail. A shadow falls over Prince Charming. He turns and sees the tower falling toward him, his body perfectly framed up in the princesses's window.

PRINCE CHARMING

Mommy?

It crashes down and he's trapped inside.

As the dust clears, the crown rolls across the stage. Artie stops it with his foot and slowly picks it up.

SHREK

It's yours if you want it, you
know, but this time it's your
choice.

Artie considers it.

He looks at Shrek, who is smiling proudly at him.

Artie turns to the audience and holds out the crown to them. They cheer him.

Artie places the crown on his head. The crowd goes nuts. In the audience, Raul sobs with joy.

ALL

Ar-tie! Ar-tie! Ar-tie! Ar-tie!

Everybody cheers as the Fairy-tale Creatures and Villains put Artie up on their shoulders and carry him off. Donkey and Puss, still in each other's bodies, watch as Artie gets carried away.

In a puff of smoke, Merlin suddenly appears. He looks around confused, clutching his show ticket.

MERLIN

Uh, excuse me, that's my seat.

Suddenly he is thrown back against the front of the stage as Donkey and Puss confront him.

PUSS

(in Donkey's body)

Okay, senor hocus-y pocus-y. The time has come to rectify some wrongs!

DONKEY

(in Puss' body)

Although I have been enjoying these "cat baths."

PUSS

(in Donkey's body)

Please say you didn't.

MERLIN

Uh... alright, alright...look..

Merlin rubs his hands together.

MERLIN

You're gonna feel a little pinch, and possibly some lower intestinal discomfort, but this should do the trick.

Merlin rolls up his sleeves, and prepares to make with the magic. He lets loose with a bright burst of magic. It takes a moment for Donkey and Puss to recover. They eye each other cautiously.

PUSS

Are you..?

Donkey lifts his hoof and inspects it carefully.

DONKEY

I'm me again!

Puss checks out his own paws.

PUSS
And I am not you!

Donkey and Puss give each other a big hug.

DONKEY
Alright!

The two of them turn and walk away together.

Merlin is behind them, smoking fingers and all. Suddenly his eyes grow wide.

MERLIN
Oops. Ah, never mind.

We see that Donkey still has Puss' tail and Puss had Donkey's. Merlin slips away.

Shrek and Fiona watch Artie in the distance.

SHREK
What'd I tell ya? I think the kid's going to be a great King.

FIONA
Well, for what it's worth, you would have too.

Shrek smiles, and touches Fiona's belly.

SHREK
I have something much more important in mind.

They kiss.

The camera pulls back to see everyone celebrating around Shrek and Fiona as they kiss.

DISSOLVE TO:

EXT. SWAMP HOUSE - MORNING

A wide-shot of a sunny morning in the swamp.

INT. SWAMP HOUSE - CONTINUOUS

Shrek grabs a "gourd" bottle and creates an ogre shake out of slug juice, eye balls and worms. He walk over to join Fiona by the fire.

SHREK

Ah, finally.

Shrek gives Fiona the "gourd" bottle and she places a nipple on it. Two ogre babies crawl up onto Fiona's lap.

OGRE BABIES

Da da.

A third ogre baby appears at Shrek's feet. He bends down to pick him up.

One big happy family of five. Shrek laughs and gives the babies and Fiona a hug.

The front door opens up to reveal Puss and Donkey.

DONKEY

Hey! I smell Shrek Jr.

The Dronkeys come swarming in behind Donkey. Dragon peers in through the door.

Shrek with a safety pin in his mouth is doing his best at changing diapers. He twists the diaper around and the baby goes flying off screen and lands in a diaper that Fiona is holding. She smiles at Shrek.

The swamp house is overrun with Dronkeys, ogre babies and dirty diapers.

Puss sits next to an ogre baby that has a pacifier in his mouth. He takes the pacifier out of his mouth, shoves it in Puss' mouth and gives Puss a big hug. Another baby comes crawling into frame and starts to tug on Puss' tail. A tug of war ensues.

The ogre babies are bathing in a pot of water (a la a beat from the Nightmare scene). One of the babies farts in the water as Shrek comes in and scoops them up. Shrek laughs.

Donkey is playing "peek-a-boo" with his ears. A baby ogre laughs.

DONKEY

Peek-a-boo. Peek-a-boo.

A baby ogre pulls ear wax from Shrek's ear. The baby uses the wax to draw squiggly lines on a piece of paper.

QUEEN

Bouncy, bouncy, bouncy boy.

The Queen is bouncing a baby ogre on her lap. The baby pukes and the Queen smiles.

There is a knock at the door. Donkey is laying on the floor holding a bottle with all four hooves, drinking the milk.

Shrek grabs the bottle out of Donkey's mouth.

DONKEY

Hey.

Shrek opens the front door to reveal the Dwarf.

NANNY DWARF

Where's the baby?

Shrek puts a bottle into the Dwarf's mouth and slams the door.

CUT TO:

EXT. SWAMP HOUSE - DAY

Fiona slides one of the babies down a "slip 'n slide" made out of mud shot from geysers. Shrek slides down himself. The babies scramble out of the way as Shrek slides by, spraying mud everywhere.

CUT TO:

INT. SWAMP HOUSE - EVENING

Shrek and Fiona are diapering two of the babies in perfect unison. They continue diapering, Fiona holds up the third baby and Shrek holds up an unhappy, diapered Puss.

Shrek grabs a gourd bottle off of a shelf. He tosses it to Fiona.

Fiona stands holding one baby over her shoulder. She catches the gourd thrown to her, twirls it around (a la Tom Cruise in *Cocktail*), lifts up her leg where another baby is perched on her foot and puts the gourd in the baby's mouth.

Shrek is burping a baby over his shoulder. The baby burps. Fiona has a baby over her shoulder and the baby burps. A Dronkey sitting on a chair does a flame-belch and an ogre baby crawling by farts which causes a flame thrower effect into the fireplace.

Shrek and Fiona tuck all the babies into bed.

SHREK

Well, what shall we do now?

CUT TO:

INT. SHREK AND FIONA'S BEDROOM - NIGHT

Shrek and Fiona are sound asleep, snoring.

DISSOLVE TO:

EXT. SWAMP HOUSE - CONTINUOUS

A baby starts to cry.

SHREK

(sighs)

I got it.

The camera trucks out.

THE END