

THE LITTLE MERMAID

An Animated Feature

screenplay by

Ron Clements and John Musker

songs by

Howard Ashman and Alan Menken

Fourth Draft  
July 9, 1987

FADE IN:

EXT. A ROUGH SEA - MORNING

A huge three masted ship is buffeted about on the choppy waters. The ship's burly crew of SAILORS are SINGING lustily as they batten down hatches and adjust rigging. Some FISHERMEN are hauling in nets at the sides of the boat and tossing fish into barrels.

SAILORS

I'LL TELL YOU A TALE OF THE BOTTOMLESS BLUE  
AND IT'S HEY TO THE STARBOARD HEAVE HO  
LOOKOUT LAD, A MERMAID BE WAITIN' FER YOU  
IN MYSTERIOUS FATHOM'S BELOW

I'LL SING YOU A SONG OF A GIRL FROM THE SEA  
AND IT'S HEY TO THE STARBOARD HEAVE HO!  
THE LOVELIEST LASS IN THE OCEAN IS SHE  
IN MYSTERIOUS FATHOMS BELOW

FATHOM'S BELOW! BELOW!  
FROM WHENCE WAYWARD WESTERLIES BLOW  
WHERE TRITON IS KING AND HIS MERPEOPLE SING  
IN MYSTERIOUS FATHOM'S BELOW...

A FISHERMAN picks up a large MACKEREL from the net which suddenly squirms out of the fisherman's hands and drops back into the ocean

EXT. UNDERWATER

We follow the mackerel as he SPLASHES down under the water. In contrast to the turbulence above, here it is quiet, calm, and peaceful. The frightened fish looks back up toward the water's surface and SHUDDERS, shaking off the horror of his ordeal. Then he takes off, swimming far away from the boat. Stirring ORCHESTRATION SWELLS and the TITLES BEGIN, as we follow the mackerel through a series of dazzling scenes of natural undersea life; sweeping panoramas of graceful mauve anemones, mystic WHALES, and the tiniest PILOT FISHES.

Suddenly a MERMAN zips through the scene. Then we see a MERMAID and another MERMAN. The screen is filled with MER PEOPLE. We follow the mackerel and the mer people as they enter a fantastic underwater city made up of numerous coral buildings decorated with mussel shells and pearls. One gigantic structure stands out. A magnificent palace. The TITLES CONCLUDE as the mer people swim toward the palace.

DISSOLVE TO:

## INT. PALACE CONCERT HALL

We see the various mer guests arriving in a huge, ornate auditorium. They are being seated by SEA HORSE USHERS. A dozen SWORDFISH uncross like honor guards as TRITON, the imposing Sea King enters the hall and takes his seat in the royal box. We TRUCK IN on a large stage with a curtain of shimmering anemones behind Triton.

DISSOLVE TO:

## INT. BACKSTAGE AREA

In a dressing area behind the curtain, six of the Sea King's beautiful, elegantly coiffed mermaid DAUGHTERS are loosening up VOCALLY while wardrobe LOBSTERS adjust sea shells on the girls heads. One of the daughters, ARISTA, looks around, perplexed.

ARISTA

Has anybody seen Ariel?

ANDRINA

I haven't seen her!

ALANNA

Neither have I...

AQUATA

You mean Ariel's not here?

ATTINA

How typical!

ARISTA

But it's almost time for...

SEBASTIAN, the fiercely dignified Jamaican crab musical director scampers over toward the meramids.

SEBASTIAN

Ahhh ladies! You are looking particularly effervescent dis afternoon!

ARISTA

Sebastian, have you seen...

SEBASTIAN

Andrina, remember to project from de diaphragm! Aquata, watch dat high "F"!

Aquata makes a vocal adjustment.

(CONTINUED)

CONT'D:

SEBASTIAN (cont.)  
Dat's better... Perfect! Ho ho,  
your father, he will be so proud!

Sebastian is interrupted by a MUSICAL INTRO CUE from onstage.

SEBASTIAN (cont.)  
We're on! Ladies, take your  
places! I want smiles! I want  
energy! I want my music to  
soar!

AQUATA  
But Sebastian...

SEBASTIAN  
Don't sit dere like barnacles!  
Move!!

The mermaids, looking nervous, quickly file out to the stage.

INT. CONCERT HALL

The lights in the auditorium dim and the audience becomes very quiet. A spotlight falls on Sebastian as he proudly makes his way to the front of the stage. The hall erupts with APPLAUSE. Sebastian bows to the Sea king, and with a flamboyant flourish, raises his baton high in the air. He hits a downbeat and the mer ORCHESTRA starts playing. The curtains part revealing the mermaids in an aquatic stage set.

MERMAIDS  
(singing)  
AH, WE ARE THE DAUGHTERS OF TRITON  
GREAT FATHER WHO LOVES US AND NAMED US WELL:  
AQUATA, ANDRINA - ARISTA, ATTINA  
ADELLA, ALLANA, AND ARIEL

The mermaids swim OFFSCREEN, as an elaborate multi-tiered arrangement of giant sea shells rises from the floor of the stage.

MERMAIDS (O.S., cont.)  
IN CONCERT WE HOPE TO ENLIGHTEN  
THE HEARTS OF THE MERFOLK WITH MUSIC'S SPELL ...

The bottom shell opens revealing Aquata. A light falls on her and she starts to SING.

AQUATA  
...AQUATA...

(CONTINUED)

CONT'D:

One by one, each of the mermaids are similiarly revealed as they join each other in HARMONY.

MERMAIDS  
 ANDRINA - ARISTA - ATTINA  
 ADELLA - ALLANA  
 AND THEN THERE IS THE YOUNGEST  
 IN HER MUSICAL DEBUT  
 OUR SEVENTH LITTLE SISTER,  
 WE'RE PRESENTING HER TO YOU  
 TO SING A SONG SEBASTIAN WROTE,  
 HER VOICE IS LIKE A BELL...

The top shell opens and a light falls on it.

MERMAIDS (cont.)  
 SHE'S OUR SISTER ARIE...

The shell is empty. Ariel is not there. Sebastian grimaces in horror. The audience GASPS in shock. All eyes shoot toward the Sea King. He is simmering in rage as bolts of energy CRACKLE from his trident. The entire hall begins to quake.

TRITON  
 (growling)  
ARIEL!!!

JUMP CUT TO:

EXT. GRAVEYARD OF SUNKEN SHIPS

ARIEL'S face pops out from behind a massive anchor jutting from a sandbank. She is a pretty, sixteen year old mermaid with hair as wildly untamed as her sisters' is neat. Ariel moves along stealthily through the dark, ominous area littered with the hulks of sunken ships.

FLOUNDER (O.S.)  
 Ariel! W-w-wait up!

Ariel looks back. Lagging behind is her friend FLOUNDER, a timid, overweight fish who speaks in a child-like stammer.

ARIEL  
 (whispering)  
 Flounder! Come on...

She gestures toward the hull of a large, decrepit ship.

FLOUNDER  
 (apprehensive)  
 I'm not g-g-goin in there!

(CONTINUED)

CONT'D:

                  ARIEL  
Flounder, don't be such a guppy!

                  FLOUNDER  
I'm n-n-not a guppy!

                  ARIEL  
Shhhh...

The two cautiously make their way through a narrow porthole. Flounder, because of his size gets stuck. He panics but Ariel helps him squeeze through.

INT. SUNKEN SHIP

Inside it is dark and creepy. Ariel swims toward a barred metal doorway with a beam propped up against it. Ariel peers through a tiny opening in the door.

                  ARIEL  
There's something in there...

Ariel manages to yank the beam free, then prys open the door enough for a grip. Flounder wedges in his bulk and pushes with his fins.

                  FLOUNDER  
                  (straining)  
We r-really shouldn't be doing  
this, Ariel! If your f-f-father  
ever found out...

                  ARIEL  
                  (straining)  
He's not going to find out!

The rusted hinges SNAP, the door bursts open, and Ariel and Flounder tumble backwards. They recover, scramble back to the doorway, and peer inside. Ariel's face lights up, enraptured, like she were seeing the Holy Grail.

                  ARIEL (cont.)  
                  (excited)  
Oh my gosh! Oh my gosh!

INT. ROOM - ARIEL'S P.O.V.

The room's hoard consists of some beat-up eating utensils, a pipe, an umbrella, and an old shoe.

                  ARIEL  
Have you ever seen anything this  
wonderful in your entire life?

(CONTINUED)

CONT'D:

Flounder excitedly shakes his head "nope!" Ariel happily rummages through the debris, examining each object carefully.

ARIEL (cont.)  
I can't believe it!! I don't have  
any of these yet!

Ariel picks up the umbrella and fiddles with it. She obviously has no idea what it is used for. Suddenly it opens and she draws back in surprise.

FLOUNDER  
C-c-come on... Ariel! You can  
look at this stuff later! D-don't  
you think we should get outta  
here?

Flounder hears a strange SOUND from outside. He freezes.

FLOUNDER (cont.)  
(whispering)  
D-d-did you hear something?

Ariel ignores Flounder as she begins stuffing her newfound objects into a pouch. Flounder slowly turns and looks out the doorway. A dark, ominous shadow passes over the outside area. Flounder panics.

FLOUNDER (cont.)  
A-A-Ariel!!

ARIEL  
Flounder, will you be quiet! I'm  
almost through...

FLOUNDER  
B-b-but...

Flounder, trembling with apprehension, hesitantly moves toward the doorway. He GULPS, and cautiously peers outside. Suddenly a huge open mouth filled with sharp, jagged teeth looms up in the doorway. This is GLUT, the great white shark. A humongous, living eating machine, as stupid as he is ferocious.

FLOUNDER (cont.)  
IT'S G1-G1-G1-Glut!!

Flounder reels back just as Glut's mouth violently SNAPS SHUT. Ariel grabs the pouch and narrowly avoids a lunge by Glut as he SLAMS into the hull. Debris goes flying as Ariel and Flounder zip out the cabin.

## INT. SHIP

Ariel SLAMS the metal door shut and bars it. Glut BURSTS right through the door. Ariel picks up an oar and swings it at Glut. Glut eats the oar. Ariel and Flounder start pushing objects between themselves and Glut to block his path. Some jewels, a french horn, a sea chest. The ravenous shark devours everything. Ariel and Flounder exit through the porthole. Once again, Flounder is stuck. She yanks him through.

## EXT. GRAVEYARD

Ariel and Flounder swim away from the ship. Glut EXPLODES through the porthole. Glut SNAPS at Flounder. He misses and gets a mouth full of sea weed. He angrily spits it out. Flounder tries to elude Glut by clutching on to Glut's tail fin. Glut finds it difficult to get to him. Flounder lets loose as Glut SNAPS and bites his own tail. Glut YELPS in pain.

Flounder ducks in the muzzle of an old cannon to hide. He gets stuck. Glut sees Flounder's tail sticking out the end of the muzzle. Licking his chops, Glut opens his mouth to bite off the muzzle.

Ariel topples a tall mast on top of Glut. The mast breaks and hits the cannon, POPPING Flounder like a cork. Ariel yanks Flounder away and takes off with Glut in hot pursuit.

Ariel and Flounder zip through the huge anchor. Glut zips through also but gets his muzzle wedged in the anchors ring. He struggles furiously but is unable to break free. Simmering with rage, he glares at Ariel and Flounder as they streak up toward the water's surface.

## EXT. WATER'S SURFACE - AFTERNOON

Ariel, clutching her pouch of objects, emerges at the top of the water and climbs onto some jutting rocks in the middle of the ocean. The weather is calm now and the sun is shining brightly. As Flounder pops his head out of the water, Ariel looks around, searching.

ARIEL  
(calling out)  
Scuttle! Scuttle!  
(shrugs)  
I guess he's not home yet.

SCUTTLE (O.S.)  
GANGWAY!!!

The two look up to see SCUTTLE, a scruffy looking, cockeyed seagull, coming in for a landing. He CRASHES and bounces on the rocks, then picks himself up. His head is tilted at a weird angle.

(CONTINUED)



CONT'D:

SCUTTLE (cont.)

No problem! No problem!

He KNOCKS his head straight. Ariel empties out her treasure of objects on the rocks in front of Scuttle.

ARIEL

Scuttle, look what we found!

FLOUNDER

M-more tr-tr-treasures from the  
h-h-human wor...

SCUTTLE

You think I don't know that,  
tubby? Yer forgettin' who yer  
talkin to here! I'm the world's  
greatest expert on humans!

Scuttle picks up the fork and begins examining it from different angles like a jeweler inspecting merchandise.

SCUTTLE (cont.)

Know everything there is to know  
about em! I've seen em, heard  
em, smelt em, flown over and under  
em all my life!

ARIEL

So what is it, Scuttle?

SCUTTLE

What is what?  
(looks at fork)  
Oh this!

ARIEL

What would a human use something  
like that for?

SCUTTLE

(studying fork)  
Hmmm... well, uh... Let me see  
here... This is... obviously...  
what humans refer to as a...a  
dingelhopper! Yeah! Humans use  
these to uh... to straighten their  
hair out! Like so...

He demonstrates. Using the fork as a comb, he runs it through Ariel's hair. Ariel takes the fork and imitates Scuttle's action, running the fork through her hair by herself.

(CONTINUED)

CONT'D:

ARIEL  
Like this?

SCUTTLE  
You got it, kiddo!

Ariel holds up the fork and looks at it reverentially.

ARIEL  
A dingelhopper!

Ariel picks up the shoe and hands it to Scuttle.

ARIEL (cont.)  
What about this? It looks like something mystical!

SCUTTLE  
(laughs gratingly)  
Don't go gettin' fanciful there, sweetie! This is a common item...  
(examining shoe)  
It's uh... mmmm... a Friggerzoid, of course! Humans use these to...  
to wash themselves!

Scuttle scoops water up inside the shoe and starts pouring it over himself. Ariel is fascinated. Flounder excitedly motions toward the pipe.

FLOUNDER  
Wh-what about th-th-that one?

SCUTTLE  
Keep your scales on, junior, I'm gettin' to that!  
(picks up pipe)  
This little baby's called a...  
snarfblatt! It's most commonly used to... to make music!

Scuttle puts the pipe in his mouth and blows through it. Nothing comes out but water.

SCUTTLE (cont.)  
(shaking the pipe)  
This particular snarfblatt is defective. But a well tuned snarfblatt can make music that'd charm the pants off a...

Ariel gets a look of panic on her face.

(CONTINUED)

CONT'D:

ARIEL  
 Music... ? The concert! Oh my  
 gosh! My father's going to kill  
 me!

She quickly gathers her objects and stuffs them back in the pouch.

ARIEL (cont.)  
 I'm sorry! I've gotta go!

She gives Scuttle a quick hug, dives into the water and she and Flounder swim away. She waves back.

ARIEL (cont.)  
 Thank you Scuttle!

SCUTTLE  
 (shouting back)  
 Anytime...

EXT. UNDERWATER

Ariel and Flounder swim past a dark, shadowy area. After they pass, from out of the shadows emerge two sinister shapes. They are FLOTSAM and JETSAM, two slimey Moray eels. We TRUCK IN CLOSE on the eel's glowing eyes. We can see Ariel, reflected in the eyes.

ANGLE ON ARIEL - EEL'S P.O.V.

A vision of Ariel swimming away is visible in a shimmering pool of light.

URSULA (O.S.)  
 Such a strange child... so unlike  
 her sisters... so foolish... so  
 vulnerable...

INT. WITCH'S SANCTUM - ANGLE ON THE WITCH

URSULA, the Sea Witch is observing the vision, through the eyes of her eel familiars, in her dark, dreary abode in the hollow of a whale's skeleton. She is an obese, heavily made up middle aged vamp, part woman, part squid.

URSULA  
 Flotsam! Jetsam! Keep an eye  
 on this one. She may prove to  
 be Triton's undoing...

CUT TO:

EXT. SEA KING'S PALACE

There are SOUNDS of SHOUTING from inside the palace.

INT. KING'S CHAMBER

The Sea king is angrily swimming back and forth in front of his throne. Ariel stands meekly in front of him with her head lowered. Flounder cowers behind Ariel while Sebastian watches from the sidelines.

TRITON

(shouting)

It's not just me you disappointed, young lady! What about your sisters? What about Sebastian? What about everyone who came to hear you sing?

ARIEL

(softly)

I said I was sorry daddy...

TRITON

It would be different if this were the first time!

FLOUNDER

(jumping in)

B-but it wasn't her f-f-fault! Glut chased us and then this s-seagull was talking and...

Ariel gives Flounder a sharp look. He quickly covers his mouth, realizing he has said too much.

TRITON

Seagull...?

(realization)

You went up to the surface again, didn't you? DIDN'T YOU?

ARIEL

Daddy, when you were younger, didn't you ever...

TRITON

How many times have I warned you! The surface is dangerous! You could have been seen by a human barbarian!!

ARIEL

I was careful...

(CONTINUED)

CONT'D:

TRITON

(enraged)

Those fisheating monsters are everywhere! Spreading violence and destruction! Do you think I want to see my youngest daughter snared by some savage's fishhook!!

ARIEL

Daddy, the problem is...

TRITON

(shouting)

The problem? I'll tell you what the problem is, young lady! The problem is that I have six daughters who are proper Sea Princesses, who shoulder responsibility, who do what they're told, who make me proud to be their father... and then I have you...

Ariel stiffens, visibly hurt by this remark. She lowers her head, trying to fight back her emotions. She looks back up at her father and is about to say something.

TRITON (cont.)

Not another word! And I am never to hear of you going to the surface again! Is that clear?

Ariel is very upset. She turns away from Triton and quickly exits. Flounder follows. Triton's anger dissipates and he turns helplessly to Sebastian.

TRITON (cont.)

Am I wrong, Sebastian? Do you think I'm being too hard on her?

Sebastian looks nervous. He is on the spot. He shrugs and forces a smile.

SEBASTIAN

Your Majesty... Ariel... she is still very young. Perhaps...

TRITON

From now on, Ariel is your responsibility! I want you to watch over her and keep her out of trouble!

(CONTINUED)

CONT'D:

SEBASTIAN  
 But your Majesty... I am an  
artist, not a nursemaid! Dis  
 is...

Triton fires a little ZAP of energy at Sebastian's feet sending the crab scurrying out the chamber.

SEBASTIAN (cont.)  
 (frightened)  
 Yes, your Majesty!

INT. HALLWAY

GRUMBLING to himself, Sebastian approaches the door to Ariel's room and peers inside.

SEBASTIAN  
 Ariel...?

INT. ARIEL'S ROOM - SEBASTIAN'S P.O.V.

The room is empty. Sebastian enters and looks around. He swims up to the window and looks out.

EXT. OUTSIDE WINDOW - SEBASTIAN'S P.O.V.

Sebastian sees Ariel in the distance with Flounder. She takes the pouch of relics from him and the two furtively swim off together. Sebastian takes off after them.

EXT. OUTSIDE PALACE

Ariel and Flounder swim through a thick kelp forest. Sebastian follows from a distance.

EXT. GROTTO

Ariel arrives at her secret place, an encrusted undersea grotto. There is a large stone blocking the entranceway. Ariel and Flounder move the stone aside just enough to allow them to squeeze through. Then they move the stone back into place.

Sebastian approaches the stone. He attempts to squeeze through a narrow crack but finds himself stuck. He pulls and tugs desperately, then collapses in exhaustion.

SEBASTIAN (cont.)  
 (out of breath)  
 Oh dis is just grand!

Sebastian grabs on to a rock in front of him and using it as leverage, tries to pry himself free.

(CONTINUED)

CONT'D:

Suddenly, he SHOOTs free and bounces down the passageway, like a ball. He hits a wall and comes to rest outside an opening with light streaming from it. As he recovers, Sebastian looks down, and sees he is holding a telescope in his claws. He drops it in horror, as if he were holding a piece of excrement. He reels back into the opening. As he looks inside, his eyes open wide and his mouth drops open in horror and disbelief.

INT. GROTTO - SEBASTIAN'S P.O.V.

A recessed area inside the grotto is overflowing with a fantastic assortment of artifacts from the human world. These include a lantern, an hourglass, gold vases, maps, muskets, ropes, nets, a sword, a trumpet, candles, a concertina, etc. The grotto spirals up high, and at the top, there is a narrow opening, through which the moon, reflected through the water, is visible. This creates a glistening light shining down on the various objects. Ariel sadly removes her newfound collectables from her pouch. She looks them over and caresses them wistfully.

FLOUNDER

Ariel... are y-you okay!

ARIEL

(sighs)

Maybe he's right... Maybe there  
is something the matter with me...  
I just don't see how a world that  
could make such wonderful  
things... could be bad...

As Sebastian watches from behind a vase, Ariel SINGS to Flounder.

ARIEL (cont.)

LOOKIT THIS STUFF, ISN'T IT NEAT?  
WOULDN'T YOU THINK MY COLLECTION'S COMPLETE?  
WOULDN'T YOU THINK I'M THE GIRL  
THE GIRL WHO HAS EVERYTHING?

Flounder nods, causing a stream of bubbles, which Ariel waves away as she gestures toward other objects around her.

ARIEL (cont.)

LOOKIT THIS TROVE, TREASURES UNTOLD  
HOW MANY WONDERS CAN ONE CAVERN HOLD?  
LOOKING AROUND HERE YOU'D THINK  
SURE, SHE'S GOT EVERYTHING

(CONTINUED)

CONT'D:

I'VE GOT GADGETS AND GIZMOS APLENTY  
 I'VE GOT WHOZITS AND WHATZITS GALORE  
 YOU WANT THINGAMABOBS? I'VE GOT TWENTY  
 -- BUT WHO CARES? NO BIG DEAL  
 I WANT MORE

She moves toward a salt-stained Brueghelesque painting of peasants at a wedding. She touches it longingly. Sebastian ducks to avoid being discovered.

ARIEL (cont.)

I WANNA BE WHERE THE PEOPLE ARE  
 I WANNA SEE, WANNA SEE THEM DANCIN'  
 WALKIN' AROUND ON THOSE WHATDYACALL 'EM?  
 OH! FEET

FLIPPIN' YOUR FINS YOU DON'T GET TOO FAR  
 LEGS ARE REQUIRED FOR JUMPIN', DANCIN',  
 STROLLIN' ALONG DOWN A --  
 WHAT'S THAT WORD AGAIN? STREET

She's standing in the shaft of moonlight gazing up toward a glimmer of sky. Her face is bathed in the half-light.

ARIEL (cont.)

UP WHERE THEY WALK - UP WHERE THEY RUN  
 UP WHERE THEY STAY ALL DAY IN THE SUN  
 WANDERIN' FREE - WISH I COULD BE  
 PART OF THAT WORLD

Sebastian, is shocked by what he hears. As he examines the objects around him with puzzlement and disapproval, he gets a claw caught in a candelabra.

ARIEL (cont.)

WHAT WOULD I GIVE IF I COULD LIVE  
 OUTA THESE WATERS  
 WHAT WOULD I PAY TO SPEND A DAY  
 WARM ON THE SAND

BETCHA ON LAND THEY UNDERSTAND  
 BET THEY DON'T REPRIMAND THEIR DAUGHTERS  
 BRIGHT YOUNG WOMEN, SICK OF SWIMMIN'  
 READY TO STAND

AND READY TO KNOW WHAT THE PEOPLE KNOW  
 ASK 'EM M' QUESTIONS AND GET SOME ANSWERS  
 WHAT IS A FIRE AND WHY DOES IT  
 ... WHAT'S THE WORD ... BURN?

(CONTINUED)



CONT'D:

WHEN'S IT MY TURN? WOULDN'T I LOVE,  
 LOVE TO EXPLORE THAT SHORE UP ABOVE...  
 OUTA THE SEA, WISH I COULD BE  
 PART OF THAT WORLD

As the music plays out, Sebastian's attempts to disengage his claw from the candelabra cause it to topple. The resulting CRASH startles Ariel. She sees the crab.

ARIEL  
Sebastian!

Ariel draws back, and holds out her arms in a feeble attempt to keep him from noticing the relics. Flounder hides behind a concertina.

SEBASTIAN  
 (speechless)  
 Ariel! How could you...? Why  
 would you...? WHAT IS ALL DIS?!

ARIEL  
 It's... it's just my collection.

SEBASTIAN  
 Your collection? Hmph! Stones  
 is a collection! Shells is a  
 collection! Dis is... dis is...  
 (as if uttering the  
 forbidden)  
 ...human stuff! If your father  
 knew 'bout dis place he would...

FLOUNDER  
 (panicking)  
 Y-y-you're not gonna t-tell him,  
 are you?!

ARIEL  
 Please Sebastian! He would never  
 understand!

Ariel moves toward Sebastian. He draws away from her backing into a french horn. He jumps away from that as if he were expecting it to attack him. Sebastian desperately tries to calm himself, forces a smile, and speaks to Ariel as if she were a deranged mental patient.

SEBASTIAN  
 Ariel... child... you under a lot  
 of pressure down here... come  
 wid me... I take you home, get  
 you someting warm to drink and...

(CONTINUED)

CONT'D:

Suddenly, the chamber goes dark. Ariel, Sebastian and Flounder look up toward the opening at the top of the grotto. A dark shape is moving in front of the moon, blocking its light.

ARIEL (cont.)  
What do you suppose...?

Ariel starts to swim outside the grotto.

SEBASTIAN  
Ariel?

Sebastian frantically chases after her.

EXT. GROTTO

Ariel swims outside the grotto and sees the moon has been obscured by the underside of a huge ship. Bright colored lights flicker around it. Ariel, overwhelmed with curiosity, swims toward the water's surface. Sebastian emerges from the grotto and swims after her. Flounder follows.

EXT. OCEAN - EVENING

Ariel emerges on the surface of the water. In the distance she sees the huge three-masted ship from the beginning of the film. The colored lights Ariel saw are fireworks, EXPLODING dramatically in the skies. There are raucous sounds of MUSIC, SINGING and LAUGHING coming from the ship. Ariel stares at the ship, mesmerized. Sebastian and Flounder pop out of the water near Ariel.

SEBASTIAN  
Ariel! What are you...  
(notices ship)  
Jumpin' jellyfish!

As the flickering fireworks reflect off Ariel's awe inspired face, she starts toward the ship.

SEBASTIAN (cont.)  
(shouting after her)  
Ariel! Ariel, please! COME  
BACK!!

Ariel swims close to the hull of the ship. There is a lot of activity on the upper deck. Ariel grabs on to a rope and climbs up some rigging to get a better look. She peers out.

UPPER DECK - ARIEL'S P.O.V.

A group of SAILORS are huddled in a circle. From within the circle, they raise PRINCE ERIC high in the air.

(CONTINUED)

CONT'D:

Eric is eighteen, and strappingly handsome, with a self effacing manner. As his shaggy dog MAX excitedly dashes about the group, the sailors playfully toss Eric in the air and catch him.

ERIC  
(laughing)  
Cut it out, you guys... this is  
embarrassing!

Eric breaks away, grabs a fife, and starts PLAYING it in accompaniment to the sailor's SINGING and dancing. He is quite good.

ANGLE ON ARIEL

She can't take her eyes off Eric.

SCUTTLE (O.S.)  
(whistles)  
Hey there, kiddo! Quite a show,  
eh?

Ariel looks up and sees Scuttle flying above her.

ARIEL  
(whispering)  
Scuttle, be quiet! They'll hear  
you.

SCUTTLE  
Oh I get it...

He drops down to her side.

SCUTTLE (cont.)  
(whispering)  
...we're being secretive!

ARIEL  
(indicating Eric)  
I've never seen a human this close  
before...  
(entranced)  
He's very handsome, isn't he?

SCUTTLE  
I don't know about handsome...  
but the kid plays a mean  
snarfblatt!

(CONTINUED)

CONT'D:

ANGLE ON DECK

SIR GRIMSBY, Eric's dry, sardonic mentor, motions for the SINGING and dancing to stop.

GRIMSBY  
 Silence! Silence! It is now my honor and privilege to present our esteemed Prince Eric with a very special... very expensive... very large birthday present...

Two burly SAILORS haul out a heavy object wrapped in a tarp tied with bright colored birthday ribbon and a bow. Eric looks embarrassed.

ERIC  
 Aww Grimsby... you shouldn't have.

GRIMSBY  
 I know.

The sailors cut the ribbon and remove the tarp revealing a life-size marble statue of Prince Eric in an overly dramatic pose. Eric does not look thrilled.

ERIC  
 (weak smile)  
 It's uh... really something...

GRIMSBY  
 I commissioned it myself. Of course, I had hoped it would be a wedding present, but...

ERIC  
 (frowns)  
 C'mon Grim... Don't start!

Eric moves over to the side of the boat near the rigging Ariel is holding onto. In a panic, Ariel and Scuttle duck out of sight. Eric is only a few feet from Ariel as he stares out at the rolling waves.

GRIMSBY  
 Eric, It isn't me alone... The entire kingdom wants to see you happily settled down with the right girl...

(CONTINUED)

CONT'D:

ERIC  
 (wistful)  
 Oh, she's out there...  
 somewhere... I just... I just  
 haven't found her yet...

Ariel watches Eric, hanging, spellbound, on every word.

GRIMSBY  
 Perhaps you haven't been looking  
 hard enough.

ERIC  
 Believe me Grim, when I find her,  
 I'll know! Without a doubt!  
 It'll just, BAM... hit me... like  
 lightning!

There is a bright FLASH of LIGHTNING. Eric looks up, startled. Dark clouds are forming in the sky. A strong wind BLOWS through the scene.

SAILOR  
 (shouting)  
STAND FAST!! Secure the rigging!!

Eric and the crew scatter about to secure the ship.

ANGLE ON SEBASTIAN AND FLOUNDER

They are watching from the water. As the winds pick up, they are bounced up and down on the choppy waves.

ANGLE ON THE BOAT - SEBASTIAN'S P.O.V.

LIGHTNING illuminates the skies. A tremendous gale arises. The ship rocks violently on the choppy seas.

UPPER DECK

The sailors are reefing sails and battening down hatches. Eric is taking charge, helping wherever he can. Ariel and Scuttle are knocked off balance by the rocking of the boat.

SCUTTLE  
 (excited, shouting)  
 Winds from the east! One hundred  
 and sixty centimeters...with forty  
 per cent chance of...WOOHHH!

Scuttle is picked up by a fierce gust of wind. He flaps his wings frantically as he is raised high in the air. Ariel is thrown from the ship, SPLASHING into the water.

(CONTINUED)

CONT'D:

SCUTTLE (cont.)

(shouting)

It's a WHOPPER!!!

There is a tremendous FLASH of LIGHTNING followed by a deafening CRACK of THUNDER. The storm becomes even more violent. The ship is now bouncing furiously up and down on huge waves. Portions of the ship start to break apart.

ANGLE ON SEBASTIAN AND FLOUNDER IN THE WATER

The waves are picking them up and spinning them around in circles.

ANGLE ON THE DECK

The statue of Eric is overturned, rolling along the deck. Grimsby chases after it. Grimsby manages to grab it but, just then, LIGHTNING hits the mast of the ship. Grimsby gets pitched out into the sea. At the same time, the lightning has started a fire on the ship. Bedlam!

GRIMSBY

(shouting)

Help!

Eric looks down and sees Grimsby's plight. He grabs a plank and manages to get it out to Grimsby to hang on to. Suddenly the mast totally collapses. A heavy wooden beam slams into Eric's head. Eric is knocked unconscious and tumbles into the ocean.

GRIMSBY (cont'd)

(shouting)

Eric! ERIC!!!

Everything is falling apart. The sea and sky are very dark and we can only catch quick glimpses of what is happening in FLASHES of lightning. There is rapid, frenetic cutting.

Most of the crew have managed to climb into life boats. Ariel is desperately looking for Eric. In a FLASH of lightning she spots him. Ariel swims toward Eric. But in another FLASH, she sees it is only the statue of Eric. She looks around frantically and sees Eric sinking beneath the surface of the water.

Ariel desperately tries to get to Eric, dodging planks and debris right and left, as they CRASH around her.

(CONTINUED)

CONT'D:

ANGLE UNDERWATER

Everything is still and quiet down here, in contrast to the thundering activity above. Eric is sinking rapidly. Ariel reaches him, and pulls him back up to the surface.

ANGLE ABOVE WATER

Ariel, clutching Eric tightly, emerges on the surface of the turbulent waves. She heads toward a stretch of beach in the far distance.

DISSOLVE TO:

EXT. BEACH

The storm has died down as Ariel drags the unconscious Eric onto the sandy beach. She gently lays him down. Ariel gingerly prods Eric, looking for some sign of life. Scuttle flies down to watch.

ARIEL  
(to Scuttle)  
Is... is he dead?

SCUTTLE  
Hard to say...

Scuttle goes over to Eric and looks him over carefully as if he were a doctor examining a patient. He opens one of Eric's eyes. He puts his ear to Eric's knee-cap.

SCUTTLE (cont.)  
Hmmm... Can't make out a heartbeat...

ARIEL  
(excited)  
No, look! He's breathing...

Ariel leans in closer to Eric, stroking his hair.

ARIEL (cont.)  
He's so beautiful...

Completely enraptured, she SINGS to Eric.

ARIEL (cont.)  
WHAT WOULD I GIVE TO LIVE WHERE YOU ARE?  
WHAT WOULD I PAY TO STAY HERE BESIDE YOU?  
WHAT WOULD I DO TO SEE YOU, SMILING AT ME?

(CONTINUED)

CONT'D:

We see the remaining storm clouds clear away as the sun begins to rise on the horizon. Sebastian, GASPING and bedraggled, weakly crawls onto the beach. Flounder is with him, hanging back in the water. Sebastian looks over at Ariel singing to Eric. His mouth drops open. He shakes his head in disgust. However he cannot help but be moved by her emotion. He softens.

ARIEL (cont.)

WHERE WOULD WE WALK? WHERE WOULD WE RUN?  
IF WE COULD STAY ALL DAY IN THE SUN  
JUST YOU AND ME - AND I COULD BE -  
PART OF YOUR WORLD

As Ariel continues SINGING, we focus on Eric's face. Slowly, his eyes start to flutter. Eric, with eyes still closed, smiles as if he is having a wonderful dream.

ARIEL (cont.)

WHAT WOULD I GIVE IF I COULD LIVE  
OUTA THESE WATERS  
WHAT WOULD I PAY TO SPEND A DAY  
HOLDING YOUR HAND...

Ariel slowly leans forward to kiss Eric. But then she draws back as she hears the sound of BARKING in the distance. Max, Eric's dog, scampers out from around some rocks. He sees Eric, YELPS excitedly, and runs over to him. Scuttle takes off. Ariel and Sebastian quickly dive back into the water just as Grimsby and the rest of the crew appear from around the rocks.

GRIMSBY (cont.)

ERIC!

Eric is coming to, rubbing his head in bewilderment. Max jumps on Eric and happily licks him. Grimsby gives Eric a big hug, then draws back, embarrassed by his uncharacteristic display of affection.

GRIMSBY (cont.)

You really delight in these  
sadistic strains on my blood  
pressure, don't you?

ERIC

(dazed)

...a girl... rescued me... she  
was...singing... she had... the  
most beautiful voice...

GRIMSBY

Eric I think you've swallowed a  
bit too much seawater! Up we  
go... That's a good boy!

(CONTINUED)



CONT'D:

The group starts to move off. Eric turns and looks back toward the ocean. He seems entranced.

ANGLE ON ARIEL

She gazes longingly at Eric from a jutting rock in the ocean some distance away. Scuttle is perched atop the rock. Sebastian and Flounder are in the sea below.

SEBASTIAN

...we just going to forget any  
of dis ever happened. De Sea King  
will never know. You won't tell  
him. I won't tell him! I will  
stay in one piece!

As Sebastian speaks, we see that Ariel is totally oblivious to what he is saying. She continues to stare longingly after the Prince.

ARIEL

(singing)

I DON'T KNOW WHEN - I DON'T KNOW HOW  
BUT I KNOW SOMETHING, STARTING RIGHT NOW  
WATCH AND YOU'LL SEE - SOMEDAY I'LL BE --  
PART OF YOUR WORLD

ANGLE ON FLOTSAM AND JETSAM

The Witch's eels watch Ariel from distant waters. Their eyes glow menacingly.

ARIEL ON ROCKS - WITCH'S P.O.V.

A vision of Ariel watching Eric is visible in a shimmering pool of light.

URSULA (O.S.)

My, my... the daughter of the  
great Sea King cavorting with a  
human...

ANGLE ON THE WITCH

She is observing the vision through the eyes of her eel familiars.

URSULA

How shocking! What would dear  
old daddy say?  
(bitterly)  
Serves him right! That miserable  
old tyrant!

(CONTINUED)

CONT'D:

She moves away from the vision and approaches a garden of hideous, snake-like living POLYPS growing out of the ground. As the witch approaches them, they stir with activity, grabbing at everything in sight. The Witch bends down and starts tending to the polyps as an old lady tends her garden.

URSULA

(smiles deviously)

Still... this little mermaid's situation seems ripe with possibilities...

(laughs)

Yes... I see a most brilliant future for this lovesick girl...

As she speaks, we PAN ALONG the polyps. They each have tiny faces, looking mute and helpless.

URSULA (cont.)

She would make such a charming addition to my little garden...

The polyps writhe in horror as the Witch LAUGHS diabolically.

FADE OUT:

FADE IN:

EXT. SEA KING'S PALACE - MORNING

We TRUCK IN on the palace.

INT. MERMAID'S BOUDOIR

The daughters of the Sea King are in the midst of their morning makeup ritual. They are brushing and fixing their hair, putting on makeup, and donning jewelry. Andrina is POUNDING on the doorway to a private dressing chamber.

ANDRINA

(shouting)

Ariel dear! Time to come out!  
You've been in there all morning!

ADELLA

We have to get dressed too, you know!

AQUATA

What is with her lately?

(CONTINUED)

CONT'D:

ATTINA

I know what you mean... mooning  
around with that giddy smile on  
her face...

ANDRINA

I asked her what was wrong... She  
wouldn't tell me anything!

ADELLA

Isn't it obvious? The girl's in  
love!

AQUATA

(shocked)

In love? How could...

They all HUSH as the door opens and Ariel enters. She looks dreamily happy, somewhat lost in her own world. She has uncharacteristically fixed up her hair and decorated it with a pretty sea shell. She is softly HUMMING the love song she sang to Eric and seems oblivious of her sisters as she swims past them. Ariel picks up a bouquet of colorful sea flowers and starts out of the room. Her sisters all look at each other, perplexed.

INT. PALACE HALLWAY

As Ariel leaves the boudoir she does not look where she is going and almost runs into her father.

ARIEL

(smiles warmly)

Morning, daddy...

She takes one of the flowers and places it behind his ear. Then she kisses him gently on the cheek and swims away, still HUMMING the love song. The King and his daughters watch her exit in stunned amazement.

ANDRINA

She's got it bad!

TRITON

What? What has she got?

AQUATA

Isn't it obvious, daddy? Ariel's  
in love!

TRITON

(thoughtfully)

Ariel... in love?

(CONTINUED)

CONT'D:

Triton mulls this around in his mind. Then gradually, he smiles, as if he rather likes the idea.

DISSOLVE TO:

EXT. SEA GARDEN

In a picturesque sea garden, Ariel is lounging on a rock, dreamily pulling petals off a flower. Sebastian is nervously pacing around her.

ARIEL

(to herself)

... He loves me... He loves me  
not... He loves me! I knew it!

SEBASTIAN

Ariel! Stop talking crazy!

Ariel excitedly starts swimming back and forth, getting carried away with her fantasy. Sebastian struggles to try and keep up with her.

ARIEL

I've got to see him again...  
tonight! Scuttle knows where he  
lives...

SEBASTIAN

(shouting)

Ariel, please! Will you get your  
head out of de clouds and back  
in de water where it belongs!

ARIEL

I'll swim up to his castle... then  
Flounder will splash around to  
get his attention and...

SEBASTIAN

Down here is your home! Ariel,  
listen to me! De human world...  
it's a mess!

Sebastian and Ariel move into a colorful area filled with coral, fish, and crustaceans.

SEBASTIAN (cont.)

I'm telling you... Life under de  
sea is better den anyting dey got  
up dere...

(sings)

(CONTINUED)

CONT'D:

DE SEAWEEED IS ALWAYS GREENER  
 IN SOMEBODY ELSE'S LAKE  
 YOU DREAM ABOUT GOIN' UP DERE  
 BUT DAT IS A BIG MISTAKE  
 JUST LOOK AT DE WORLD AROUND YOU  
 RIGHT HERE ON DE OCEAN FLOOR  
 SUCH WONDERFUL THINGS SURROUND YOU  
 WHAT MORE IS YOU LOOKIN' FOR?

As Sebastian sings, he is backed up by a lively crustacean steel band of CLAMS, LOBSTERS, etc. By using their shells for percussion they are able to create numerous sounds such as XYLOPHONES, BONGOS, and SHAKERS.

SEBASTIAN (cont.)  
 UNDER DA SEA - UNDER DA SEA  
 DARLIN' IT'S BETTER DOWN WHERE IT'S WETTER  
 TAKE IT FROM ME  
 UP ON DE SHORE DEY WORK ALL DAY  
 OUT IN DE SUN DEY SLAVE AWAY  
 WHILE WE DEVOTIN' FULLTIME TO FLOATIN'  
 UNDER DA SEA

Other fish join in, swimming in syncopated rhythms to the beat of the music.

SEBASTIAN (cont.)  
 DOWN HERE ALL DE FISH IS HAPPY  
 AS OFF THROUGH DE WAVES DEY ROLL  
 DE FISH ON DE LAND AIN'T HAPPY  
 DEY SAD CAUSE DEY IN DE BOWL  
 BUT FISH IN DE BOWL IS LUCKY  
 DEY IN FOR A WORSER FATE  
 ONEDAY WHEN DE BOSS GET HUNGRY  
 GUESS WHO GON' BE ON DE PLATE!

UNDER DA SEA - UNDER DA SEA  
 NOBODY BEAT US- FRY US AN' EAT US IN FRICASEE!  
 WE WHAT DE LAND FOLKS LOVE TO COOK  
 UNDER DA SEA WE OFF DE HOOK  
 WE GOT NO TROUBLES - LIFE IS DE BUBBLES  
 UNDER DA SEA

Ariel seems unpersuaded by Sebastian's arguments. The crab keeps trying.

(CONTINUED)

CONT'D:

SEBASTIAN (cont.)  
 UNDER DA SEA - UNDER DA SEA  
 SINCE LIFE IS SWEET HERE  
 WE GOT DE BEAT HERE NATURALLY  
 EVEN DE STURGEON AND DE RAY  
 DEY GET DE URGE 'N START TO PLAY  
 WE GOT DE SPIRIT - YOU GOT TO HEAR IT  
 UNDER DA SEA

DE NEWT PLAY DE FLUTE - DE CARP PLAY DE HARP  
 DE PLAICE PLAY DE BASS - AN' DEY SOUNDIN' SHARP!  
 DE BASS PLAY DE BRASS - DE CHUB PLAY DE TUB  
 DE FLUKE IS DE DUKE OF SOUL  
 DE RAY HE CAN PLAY - DE LING'S ON DE STRINGS  
 DE TROUT ROCKIN' OUT - DE BLACKFISH HE SINGS  
 DE SMELT AND DE SPRAT - DEY KNOW WHERE IT'S AT  
 AN' OH DAT BLOWFISH BLOW!

Flounder arrives on the scene. After momentarily getting caught up in the beat, he swims up to Ariel and WHISPERS in her ear. She lights up and swims off with Flounder. Sebastian doesn't even notice as the song builds to a big finish.

SEBASTIAN (cont.)  
 UNDER DA SEA - UNDER DA SEA  
 WHEN DE SARDINE BEGIN DE BEGUINE  
 IT'S MUSIC TO ME  
 WHAT DO DEY GOT? ALOTTA SAND  
 WE GOT A HOT CRUSTACEAN BAND  
 EACH LITTLE CLAM HERE KNOW HOW TO JAM HERE  
 UNDER DA SEA!  
 EACH LITTLE SLUG HERE CUTTIN' A RUG HERE  
 UNDER DA SEA!  
 EACH LITTLE SNAIL HERE KNOW HOW TO WAIL HERE  
 DAT'S WHY IT'S HOTTER UNDER DE WATER  
 YA WE IN LUCK HERE, DOWN IN DE MUCK HERE  
 UNDER DA SEA

Sebastian goes into a satisfied pose, as if he has indisputably made his point. He looks around for Ariel.

SEBASTIAN (cont.)  
 Ariel...? Ariel?  
 (sighs forlornly)  
 Ohhh... somebody got to nail dat  
 girls fins to de floor...

A sprightly MESSENGER SEAHORSE swims up to Sebastian.

(CONTINUED)

CONT'D:

MESSENGER  
 (out of breath)  
 Sebastian! I've been looking all  
 over for you! I've got an urgent  
 message from the Sea King!

SEBASTIAN  
 De Sea King?

MESSENGER  
 He wants to see you right away!  
 Something about Ariel!

A horrified expression of panic sweeps over Sebastian's face.

SEBASTIAN  
 (to himself)  
 He knows!

CUT TO:

EXT. SEA KING'S PALACE

INT. PALACE - HALLWAY

Sebastian is pacing back and forth in a hallway directly outside the Sea King's chamber. He is preparing to go in. He is a nervous wreck.

SEBASTIAN  
 (to himself)  
 Poor Ariel! What will he do to  
 her? What will he do to me?!  
 He'll fire me... dat's for sure!  
 ... No he won't fire me... He'll  
kill me! ... No... first he'll  
fire me, den he'll kill me...

TRITON (O.S.)  
 Come in, Sebastian.

SEBASTIAN  
 (to himself)  
 I mustn't overreact! I must  
 remain calm...

INT. TRITON'S CHAMBER

Triton is sitting at his throne, playfully fashioning a little holographic-like image of Ariel and a handsome merman together. He quickly dissipates the image and puts on a mock stern expression as Sebastian meekly enters.

(CONTINUED)

CONT'D:

SEBASTIAN  
(softly)  
Yes... your Majesty...?

TRITON  
Sebastian, I'm concerned about  
Ariel. Have you noticed she's  
been acting peculiar lately?

SEBASTIAN  
...peculiar...?

TRITON  
You know... mooning about,  
daydreaming, singing to  
herself... You haven't noticed?

Sebastian shrugs helplessly, afraid to say anything.

TRITON (cont.)  
(suppressing a smile)  
Sebastian, I know you've been  
keeping something from me.

SEBASTIAN  
(freezing)  
...k-keeping someting...?

TRITON  
(leading him)  
About... Ariel...?

SEBASTIAN  
(gulps)  
... Ariel...?

TRITON  
In... love...?

There is a long pregnant pause. Then suddenly Sebastian hurls himself at the King's feet in a hysterical frenzy.

SEBASTIAN  
(screaming)  
I TRIED TO STOP HER!!! SHE  
WOULDN'T LISTEN!! I TOLD HER TO  
STAY AWAY FROM HUMANS!! DEY ARE  
BAD!!! DEY ARE TROUBLE!! DEY...

The King's eyes light up. A volcanic rage starts to build inside of him.

(CONTINUED)



CONT'D:

TRITON  
Humans!! What about HUMANS?!!

In an instant, Sebastian realizes the King didn't know. Now he has let the cat out of the bag.

SEBASTIAN  
 (trying to cover)  
Humans? Who said anything about  
 humans... heh heh..

CUT TO:

EXT. ARIEL'S GROTTO

Ariel and Flounder swim toward the entrance. Together, they move the stone aside.

FLOUNDER  
 (excited)  
 Y-you'll see... It's a  
 s-surprise!!

They enter the grotto.

INT. PASSAGEWAY

Ariel and Flounder zip through the tunnel to her enclave.

ARIEL  
 Flounder, why can't you just tell  
 me what this is all ab...

As she turns the corner, she pulls up short. Her eyes light up. A big smile comes over her face.

ARIEL (cont.)  
 Oh... Flounder...

INT. GROTTO - ARIEL'S P.O.V.

The marble statue of Prince Eric has been placed among Ariel's other objects.

ARIEL (cont.)  
 Flounder, you're the best!

She gives him a big hug. Then she swims up to the statue and softly caresses it.

(CONTINUED)

CONT'D:

ARIEL

It looks just like him. It even  
has his eyes!

(playfully addressing  
the statue)

Why, Eric, run away with you...?  
This is all so sudden!

She LAUGHS and pirouettes, then freezes in mid action. Triton is standing at the grotto's entrance. He is red-faced with anger. Sebastian is with him, looking very uneasy. Flounder does a wild take when he sees the King and frantically hides behind a candelabra.

ARIEL

(shocked)

D-daddy!!

Triton speaks in a soft, quiet voice. Almost a whisper. His words are measured and controlled.

TRITON

I consider myself a reasonable  
merman... I set certain rules...  
and I expect those rules to be  
obeyed...

ARIEL

But daddy I...

TRITON

Is it true you rescued a human  
from drowning?

ARIEL

Daddy I had to!

TRITON

(building intensity)  
Contact between the human world  
and the mer world is strictly  
forbidden. You know that.  
Everyone knows that!

ARIEL

He would have died!

TRITON

One less human to worry about!

ARIEL

You don't even know him...

(CONTINUED)

CONT'D:

TRITON  
 (shouting)  
 Know him? I don't have to know  
 him! They're all the same...  
 spineless savage harpooning  
 fisheaters incapable of any  
 feeling or...

ARIEL  
 (shouting)  
 Daddy I love him!

Triton stops cold. His eyes blaze.

TRITON  
 (shouting)  
NO!!!

As the King yells, everything in the grotto RATTLES and SHAKES.  
 Glass SHATTERS. Sebastian winces. Triton paces the room in  
 a rage.

TRITON (cont.)  
 Have you lost your senses  
 completely! He's a human! You're  
 a mermaid! You can never be  
 together!

ARIEL  
 (almost in tears)  
 I don't care!

The King's fury builds to a tremendous intensity. Electrical  
 SPARKS shoot out of his trident.

TRITON  
 (shouting)  
 So help me Ariel, I am going to  
 get through to you! And if this  
 is the only way... SO BE IT!!!

Flounder dives for cover as Triton FIRES a bolt of energy at  
 the candelabra. It EXPLODES.

ARIEL  
 (shouting)  
Stop it!!

Triton is furiously FIRING bolts of energy right and left with  
 his trident. One by one, Ariel's relics are destroyed in a wild  
 fury of activity. Ariel is almost hysterical as she watches  
 her beloved objects DISINTEGRATE. Sebastian, and Flounder all  
 cower in fear.

(CONTINUED)

CONT'D:

Finally Triton takes dead aim at the statue of Prince Eric.

ARIEL  
(screaming)  
DADDY, NO!!!

BLAM! The statue SHATTERS into a million pieces. Ariel collapses, SOBBING uncontrollably. The Sea King, having fully vented his rage, quickly exits. Flounder timidly follows. Sebastian, wracked with guilt, slowly moves toward Ariel.

SEBASTIAN  
Ariel, I... I...

ARIEL  
(not looking up)  
...just go away!

Sebastian lowers his head and sadly makes his way out of the grotto. Ariel is left alone, SOBBING amidst the ruins of her collection. Her dreams are shattered. Her hope is destroyed. The camera TRUCKS BACK to a long shot, emphasizing Ariel's aloneness and her hopelessness. Then gradually, the tone shifts from sad to ominous as a sinister shadow moves over the scene.

ANGLE ON FLOTSAM AND JETSAM

The two moray eels are watching Ariel from the shadows in the grotto. Their eyes glow menacingly. They look at each other and smile sardonically. They slowly move out of the shadows.

FLOTSAM  
Poor child...

Ariel looks up, still teary eyed, and sees the two eels moving toward her. They circle around her.

JETSAM (cont.)  
Poor sssweet child...

FLOTSAM  
She hasss a very ssseriousss  
problem.

JETSAM  
If only there wasss sssomething  
we could do...

FLOTSAM  
But there iss sssomething...

(CONTINUED)

CONT'D:

ARIEL  
(frightened)  
Who... who are you?

As the eels speak, they keep darting at Ariel from opposite directions. Wherever she looks, they are somewhere else, keeping her off balance.

FLOTSAM  
Don't be ssscared... we  
repressent sssomeone who can help  
you...

JETSAM  
Sssomeone who can make all your  
dreamsss come true!

FLOTSAM  
Jussst imagine... you and your  
Princce... together... forever...

ARIEL  
I... I don't understand...

FLOTSAM  
Ursssula... hasss great powerssss!

ARIEL  
(gasps)  
The Sea Witch?!

Ariel pulls away from Flotsam and Jetsam in horror. She knows only too well the reputation of the Sea Witch.

ARIEL (cont.)  
(her mind racing)  
Why that's... I couldn't  
possibly... No! Get out of here!  
Leave me alone!

The eels look at each other for a moment, then start to exit.

FLOTSAM  
Sssuit yourssself...

Jetsam picks up a piece of Eric's statue in his coils. He looks at it in mock sympathy, then tosses it aside.

JETSAM  
It wasss only a sssuggesstion...

The eels continue exiting the grotto.

(CONTINUED)

CONT'D:

ARIEL

Wait!

The eels stop, on cue, and slowly turn back.

FLOTSAM & JETSAM

(in unison)

Yessss...?

ARIEL

(hesitantly)

Just tell me... How... how can  
Ursula help me?

The eels look at each other and smile deviously. They've got her hooked and they know it.

EXT. GROTTO

Flounder and Sebastian are gathered outside the grotto. Sebastian is wracked with guilt.

FLOUNDER

P-p-poor Ariel!

SEBASTIAN

I didn't mean to tell! It was  
an accident! De last ting I would  
do is hurt...

Sebastian sees Ariel exiting the grotto with Flotsam and Jetsam. Sebastian swims over to Ariel. Flounder follows.

SEBASTIAN (cont.)

Ariel! Where are you going?

Ariel does not break stride. She keeps swimming straight ahead, ignoring him. Sebastian swims in front of her, trying to get her attention.

SEBASTIAN (cont.)

Ariel!

Flotsam and Jetsam look back and glare at Sebastian.

FLOTSAM

Sssstay out of thiss!

JETSAM

It'sss none of your bussiness!

(CONTINUED)

CONT'D:

SEBASTIAN  
Ariel, What are you doing wid dis  
riff raff?

ARIEL  
I'm going to see Ursula.

SEBASTIAN  
(horrorified)  
De Sea Witch?

Sebastian frantically grabs on to Ariel's tail, trying to stop her.

SEBASTIAN (cont.)  
(shouting)  
Ariel no! She is a demon! A  
monster! She will...

ARIEL  
(angrily)  
Why don't you go tell my father?  
You're good at that!

Ariel pulls away from Sebastian, and swims on. Sebastian grimaces, strongly hurt by Ariel's remark.

SEBASTIAN  
But... but I...

Sebastian looks back and forth, unsure what to do. Then he turns to Flounder, decisively.

SEBASTIAN (cont.)  
Come on!

Sebastian takes off after Ariel. Flounder follows.

DISSOLVE TO:

EXT. WITCH'S DOMAIN

Ariel and the eels pass through an ominous area with HISSING underwater volcanoes, ROARING whirlpools, and peat bogs of BUBBLING mud. Hideous jagged toothed VIPERFISH hover threateningly. Finger-like sponges beckon Ariel onward. Sebastian, riding on Flounder, follows from a distance. Flounder is shaking with fear.

EXT. WITCH'S DOMICILE

Ariel and the eels arrive outside the huge whale skeleton, housing the Witch. Outside is the hideous garden of polyps grabbing for everything in sight.

(CONTINUED)

CONT'D:

The "Harold" polyp latches on to Ariel's fin. She draws back in revulsion and frantically manages to break free.

FLOTSAM & JETSAM

Thiss way...

The eels gesture toward the entrance of the skeleton. Ariel hesitantly makes her way inside. The eels follow from behind, blocking her exit. Sebastian and Flounder cautiously sneak up toward the entrance of the skeleton. They find an opening and peer inside.

INT. WITCH'S SANCTUM

Ariel enters with extreme trepidation. Ursula is reclining on her throne. Flotsam and Jetsam coil around her. She pets them softly.

URSULA

Flotsam... Jetsam... you divine little vipers... I see you've brought a customer....

(to Ariel)

Come in! Come in, my child! We mustn't lurk in doorways... It's rude... One might question your upbringing.

Ariel edges a little further into the room. The Witch moves slowly and threateningly toward Ariel, scrutinizing her. The Witch tilts back Ariel's face and runs her three inch ruby red fingernail along Ariel's white exposed neck.

URSULA (cont.)

My my how you've grown! The last time I saw you, you were scarcely a minnow...

She runs her fingers through Ariel's hair.

URSULA (cont.)

Is this how they're wearing their hair back at the palace nowadays? Of course I wouldn't know... I've been banished forever by your dear old Daddy. Reduced to living in this wretched hovel for all eternity!

Ursula turns away from Ariel, gesturing plaintively.

(CONTINUED)



CONT'D:

URSULA (cont.)

And for what? Because I was ambitious? Because I made a few pitiful attempts to elevate my station in life?

ARIEL

(coldly)

You tried to overthrow my father!

URSULA

(laughing)

Oh these things get so blown out of proportion... At any rate, I've reformed. I only do good these days...

The Witch abruptly shifts her manner and moves back toward Ariel. Her tone becomes businesslike.

URSULA (cont.)

Now then... You're here because you have a thing for this human... this Prince fellow... Not that I blame you. He is quite a catch, isn't he?

She leans in close to Ariel, nudges and winks at her flirtatiously. Ariel blushes.

URSULA (cont.)

Well, angelfish, the solution to your problem is simple... The only way to get what you want... Is to become a human yourself!

Ariel's eyes open wide as the implications of all this set in. Sebastian and Flounder also react. Sebastian is horrified.

ARIEL

Can you... do that?

URSULA

(laughing)

My dear sweet child! That's what I do! It's what I live for! To help unfortunate merfolk, like yourself! Poor souls with no one else to turn to...

(sings)

(CONTINUED)

CONT'D:

I ADMIT THAT IN THE PAST I'VE BEEN A NASTY  
THEY WEREN'T KIDDING WHEN THEY CALLED ME,  
WELL, A WITCH  
BUT YOU'LL FIND THAT NOWADAYS  
I'VE MENDED ALL MY WAYS  
REPENTED, SEEN THE LIGHT, AND MADE A SWITCH  
TRUE? YESSSS

AND I FORTUNATELY KNOW A LITTLE MAGIC  
IT'S A TALENT THAT I ALWAYS HAVE POSSESSED  
AND HERE LATELY -- PLEASE DON'T LAUGH --  
I USE IT ON BEHALF  
OF THE MIS-ER-ABLE, LONELY, AND DEPRESSED  
PATHETIC ...

POOR UNFORTUNATE SOULS -- IN PAIN, IN NEED  
THIS ONE LONGING TO BE THINNER,  
THAT ONE WANTS TO GET THE GIRL  
AND DO I HELP THEM? - YES INDEED

The witch conjures up a vision of some of her earlier customers.  
We see an overweight MERMAID, a nerdy MERMAN.

URSULA (cont.)  
THOSE POOR UNFORTUNATE SOULS  
SO SAD - SO TRUE  
THEY COME FLOCKING TO MY CAULDRON  
CRYING SPELLS, URSULA, PLEASE!  
AND I HELP THEM - YES I DO.

NOW IT'S HAPPENED ONCE OR TWICE  
SOMEONE COULDN'T PAY THE PRICE  
AND I'M AFRAID I'VE HAD TO RAKE 'EM CROSS THE COALS

She gestures toward her garden of polyps. We see the faces of  
the overweight mermaid and the nerdy merman in two of the  
polyps.

URSULA (cont.)  
YES, I'VE HAD THE ODD COMPLAINT  
BUT ON THE WHOLE I'VE BEEN A SAINT  
TO THOSE POOR UNFORTUNATE SOULS

The song breaks, with MUSIC continuing, as Ursula SNAPS her  
fingers and a mystical scroll, the contract, appears in her  
hands. Ariel attempts to read the scroll as Ursula explains  
the terms in rapidfire delivery.

URSULA (cont.)  
Here's the deal: I will make you  
a potion that will turn you into  
a human for three days. Got that?  
(more)

(CONTINUED)

CONT'D:

URSULA (Cont'd)

Three days. Now listen. This is important. Before the sun sets on the third day, you've got to get dear old Prince to fall in love with you. That is... he's got to kiss you. Not just any kiss. A special kiss. The kiss of true love. If he does kiss you... before the sun sets on the third day...you'll remain human... permanently. But if he doesn't... you turn back into a mermaid and...

(Her eyes light up)

You belong to me!

Sebastian bursts into the chamber.

SEBASTIAN

(shouting)

No, Ariel! Don't be stupid!!  
Don't listen to her! She'll...

Ariel is startled at the sight of Sebastian and Flounder. Flotsam and Jetsam immediately pounce on the crab and shut him up. Flounder is terrified.

URSULA

(smiling)

Have we got a deal?

ARIEL

(thoughtfully)

If I become human... I'll never be with my father or sisters again...

URSULA

That's right! But you'll have your man! Life's full of tough choices, isn't it?

(sings)

C'MON I KNOW YOU NEED A LITTLE MAGIC  
AND MAGIC IS MY SPECIALTY DE JOUR  
DON'T JUST STAND THERE LOOKING SICK  
WOULD I KID YOU? PLAY A TRICK?  
LIKE I TOLD YOU I DON'T DO THAT ANYMORE

The Witch removes several ingredients from inside a hinged fish jaw, like a Pez dispenser.

(CONTINUED)

CONT'D:

URSULA (cont.)

SO I THINK YOU OUGHT TO TAKE MY LITTLE BARGAIN  
 YES I THINK YOU OUGHT TO TAKE MY LITTLE DEAL  
 SURE IT'S HARD TO LEAVE YOUR LIFE  
 BUT YOU COULD BE A PRINCE'S WIFE  
 WHY DON'T YOU LET ME TAKE THAT DREAM  
 AND MAKE IT REAL?  
 OH, OH, OH ....

Ursula dumps the ingredients in a BUBBLING vat. She stirs the vat with her staff.

URSULA

Oh yes, I almost forgot... we haven't discussed the subject of payment. You can't get something for nothing, you know.

ARIEL

But I don't have any...

URSULA

I'm not asking much. Just a token really. A trifle. You'll never even miss it. What I want from you is... Your voice!

ARIEL

(taken aback)

My voice?!

URSULA

You got it, sweetcakes! No more talking... singing... zippo!

ARIEL

But without my voice... How can I...?

URSULA

You'll have your looks, your pretty face. And don't underestimate the importance of body language.

(sings)

THE MEN UP THERE DON'T LIKE ALOT OF BLABBER  
 THEY THINK A GIRL WHO GOSSIPS IS A BORE  
 YES ON LAND IT'S MUCH PREFERRED  
 FOR LADIES NOT TO SAY A WORD  
 AND AFTER ALL, DEAR, WHAT IS IDLE PRATTLE FOR?

(CONTINUED)

CONT'D:

THEY'RE NOT ALL THAT IMPRESSED WITH CONVERSATION  
 TRUE GENTLEMEN AVOID IT WHEN THEY CAN  
 BUT THEY DOTE AND SWOON AND FAWN  
 ON A LADY WHO'S WITHDRAWN  
 IT'S SHE WHO HOLDS HER TONGUE WHO GETS HER MAN

COME ON, YOU POOR UNFORTUNATE SOUL!  
 GO AHEAD - MAKE YOUR CHOICE  
 I'M A VERY BUSY WOMEN AND I HAVEN'T GOT ALL DAY  
 IT WON'T COST MUCH - JUST YOUR VOICE

YOU POOR UNFORTUNATE SOUL, IT'S SAD - BUT TRUE  
 IF YOU WANT TO CROSS A BRIDGE, MY SWEET,  
 YOU'VE GOT TO PAY THE TOLL  
 TAKE A GULP AND TAKE A BREATH  
 AND GO AHEAD AND SIGN THE SCROLL  
 FLOTSAM, JETSAM, NOW I'VE GOT HER  
 BOYS, THE BOSS IS ON A ROLL!  
 THIS POOR -- UN -- FOR -- TUNATE SOUL!

Ariel takes a deep breath, closes her eyes, and nods affirmatively. Instantly, Ariel's signature writes itself on the contract. The contract rolls itself up and magically disappears. The Witch begins her magic spell.

URSULA (cont.)

BELUGA! SEVRUGA! COME WINDS OF THE CASPIAN SEA!  
 LARYNXIS, GLOSSITIS ET MAX LARYNGITIS  
 LA VOCE TO ME!

She stirs her concoction with her staff. Strange mist rises. The Witch orders Ariel to sing. Ariel is hesitant. The Witch turns on her and sadistically hisses "SING!!" Ariel starts SINGING haltingly.

The Witch magically creates a set of glowing hands that metamorphosize out of the steam and smoke. The hands drift toward Ariel. They slowly encircle her, then drift down to her open mouth and, with a horrible wrench, they pull away. We still hear Ariel's VOICE, but it is represented by a pulsating colored orb of light which the hands grasp. Ariel grabs for her throat, and doubles over. Her voice continues SINGING as if nothing happened. The hands seal the voice in a nautilus shell.

A magical glow emerges from the potion and engulfs Ariel. Her tail starts to vibrate. She winces. With a sharp convulsion, her tail splits in two. It starts to metamorphose into legs. Ariel is now silhouetted against the glowing light as she completely assumes human form. Suddenly Ariel realizes that she can no longer breathe underwater. As she flails around madly, it is clear she can no longer swim either. Sebastian and Flounder quickly go to her and grab her. While the Witch CACKLES madly they frantically whisk her up to the water's surface as the music hits its final crescendo.

EXT. WATER'S SURFACE - MORNING

As the music subsides, Ariel breaks the surface of the water. She grabs a piece of floating debris from a shipwreck as she GASPS for air. Sebastian and Flounder emerge also. Helping Ariel stay afloat, they start swimming and pushing the debris along the water, trying to reach land.

DISSOLVE TO:

EXT. ERIC'S PALACE - AFTERNOON

This is a beautiful fairytale seacoast palace on a hill jutting down into the ocean. As we TRUCK IN on the palace battlements we hear the haunting strains of a fife playing a melancholy version of Ariel's love song "Part of Your World."

EXT. BATTLEMENTS

Eric is sitting forlornly atop a wall, playing the song on his fife, while gazing longingly out toward the ocean. Max is lying by his side. Max looks over at Eric sympathetically. He perks up and licks Eric playfully, trying to bring him out of his depression. It has no effect and Max sinks back down into a forlorn attitude, mirroring Eric.

PALACE BALCONY

Sir Grimsby and CARLOTTA, Eric's matronly chambermaid are watching Eric. They look very concerned.

CARLOTTA

I don't know what's come over him!  
It just pains me to see Eric  
withering away like this!

GRIMSBY

Ever since the shipwreck...  
doesn't eat... doesn't sleep...  
hasn't made fun of my appearance  
for days. He just sits there...  
pining for some mysterious singing  
maiden who doesn't even exist...

EXT. BEACH

We TRUCK IN on a lonely stretch of beach some distance away from the palace. Ariel, soaked, bedraggled and covered with seaweed, is collapsed on the sand. Sebastian is by her side, PANTING heavily while Flounder watches from the water.

Ariel woozily sits up. She stares with absolute fascination at her two brand new human legs. She holds her foot up to her face. She wiggles her toes. Her mouth drops open in total amazement.

(CONTINUED)

CONT'D:

SCUTTLE (O.S.)  
 (shouting)  
 Well, land 'o goshen, look at  
you!!

Ariel looks up and sees Scuttle approaching. He CRASH lands in the sand, recovers, stops, and cocks his head curiously. He stares at Ariel, intently scrutinizing her.

SCUTTLE (cont.)  
 There's something different...?  
 ...Don't tell me!

He walks around Ariel, looking her over carefully.

SCUTTLE (cont.)  
 I know! You dyed your hair!

Ariel shakes her head no. Sebastian rolls his eyes in exasperation.

SCUTTLE (cont.)  
 You lost weight?

Once again she shakes her head.

SCUTTLE (cont.)  
 Hmmmmmm... No hints, I'll get it,  
 you...

Sebastian can't stand it anymore.

SEBASTIAN  
 (exploding)  
 SHE'S GOT LEGS, YOU IDIOT!! She  
 traded her voice to de Sea Witch  
 and GOT LEGS!! Jeez, mon...

SCUTTLE  
 I knew that!

FLOUNDER  
 Ariel's been turned into a  
 h-h-human! She's gotta make the  
 Prince fall in love with her and  
 k-k-kiss her...

Ariel attempts to stand on her feet. She accomplishes this with a great deal of difficulty.

(CONTINUED)

CONT'D:

SCUTTLE

A human, eh? Yeah... Yeah... You could pass as a human!

(looks at sea weed)

Except for that outfit. Forget it!! Humans haven't dressed that way in years!

Scuttle looks around and spots the pile of rubble that has washed up onto the beach. He lights up.

SCUTTLE (cont.)

Yeah!!

Scuttle frantically digs in the rubble, pulling out tattered pieces of sail and other junk.

EXT. BATTLEMENTS

Eric is continuing to stare sadly out at the ocean with Max by his side.. Suddenly Max perks up. He SNIFFS a few times. He has picked up a scent. He starts off, following it.

EXT. BEACH - ANGLE ON ARIEL

She is now wearing an absolutely hideous conglomeration of tattered sail, rope, and assorted debris which Scuttle has fashioned to assimilate a dress. Ariel beams as Scuttle WOLF-WHISTLES.

SCUTTLE

Yeah! Yeah, I like it! Sweetie it's you!

Sebastian turns up his nose in disdain.

SEBASTIAN

We want de Prince to kiss her, not hide from her!

SCUTTLE

(to Ariel)

Let's see you move around a little!

Ariel very stiffly puts one foot out in front of her. She pauses. Then she attempts to bring the other foot around. She loses her balance and almost steps on Sebastian. Ariel slips, PLOPS to the ground and SPLATTERS sand all over Sebastian. He shakes off the sand in a huff.

(CONTINUED)



CONT'D:

SCUTTLE

Tsk... tsk...tsk... that's just  
not going to cut it! Come on,  
kiddo... Up! Up! On your feet!  
Let an expert show you how to  
perambulate!

SEBASTIAN

Dis I gotta see.

Ariel stands up. Scuttle takes center stage in an area in front of her.

SCUTTLE

(demonstrates)

Now uh... bipedal locomotion is  
a piece o' cake! All you gotta  
do is shift the, uh...  
quasi-directional  
whatchamacallits... Like so...

Scuttle attempts to imitate a person walking. It is a cockeyed version, looking like a cross between Mae West and Frankenstein. Sebastian shakes his head in embarrassment.

SCUTTLE (cont.)

You try it, Ariel!

Ariel does a pretty good job of imitating Scuttle and, if anything, looks even more ridiculous. Finally Sebastian can stand it no longer.

SEBASTIAN

(shouting)

No! No! No! No! Ariel, don't  
listen to dis birdbrain! He don't  
know...

They are interrupted the sound of ferocious BARKING in the distance. They all turn and see Max running straight at them. They are all terrified of the dog, particularly Sebastian, since Max seems to be zeroing in on him.

SEBASTIAN

(shouting)

Get back!! Go Away!!

Sebastian scampers up into a pocket in Ariel's dress, trying to hide. Max pursues him. Frightened, Ariel frantically staggers away from the dog, climbing on to some rocks. She has difficulty, slipping and sliding.

(CONTINUED)

CONT'D:

ERIC (O.S.)  
 (shouting)  
Max! Quiet Max! Here, boy!

ANGLE ON ERIC

He is approaching in the distance. Max immediately stops barking and happily runs back to Eric, jumping up and down and licking his face.

ERIC (cont.)  
 What's gotten into you, fella?

He stops short as he sees Ariel on the rocks.

ERIC (cont.)  
 Oh... I see...

Eric approaches Ariel. She turns away from him, embarrassed that her hair is drenched and covered with seaweed and she looks so tattered. Eric's manner is friendly and gentle.

ERIC (cont.)  
 I'm awfully sorry, miss... did  
 this knucklehead scare you? He's  
 harmless, really.

Sebastian timidly peeks out from Ariel's pocket. Max notices and goes for him. Sebastian does a take and ducks back inside.

ERIC (cont.)  
 Max, get down!! Stay...

Max settles down, but won't take his eyes off that pocket. Eric notices Ariel's tattered condition.

ERIC (cont.)  
 Gee... you've really been through  
 something. Are you okay?

Ariel nods and hesitantly takes Eric's hand as he helps her to her feet. Eric stares at her intently, transfixed. There is something he finds strangely compelling about her.

ERIC (cont.)  
 (hopefully)  
 Do I... do I know you from  
 somewhere? Have... have we  
 ever met?

Ariel opens her mouth to reply, forgetting she has lost her voice. Nothing comes out. She lowers her head.

(CONTINUED)

CONT'D:

ERIC (cont.)  
You can't speak?

Ariel, embarrassed, shakes her head no. Eric's hopeful smile flickers out and his face sinks, disappointed.

ERIC (cont.)  
Oh... Then... I guess we  
haven't met.  
(shaking it off)  
Well the least I can do is make  
amends for this maniac here.  
C'mon... we'll get you fixed up.

As Scuttle and Flounder watch from the distance, Eric, Ariel and Max go off in the direction of Eric's palace. Ariel gapes at the palace in awe.

DISSOLVE TO:

INT. PALACE HALLWAY

In a lavishly decorated palace hallway, Eric is talking to Grimsby and Carlotta while Ariel, overwhelmed with curiosity, looks around the room. She stares in fascination at the glittering crystal chandeliers hanging from a towering ceiling, the immense sculptures and paintings, rich carpets, huge fireplace, and a gigantic winding flight of stairs.

ERIC  
...well I don't actually know her  
name. She doesn't speak.

GRIMSBY  
Looks to me as if the girl just  
washed up from a shipwreck...  
She's obviously in a state of  
shock.

Ariel, mouth hanging open, hesitantly peers up the long flight of stairs to see where they go.

CARLOTTA  
(gasps)  
A shipwreck! Why that's horrible!  
Poor thing!

Carlotta puts her arm around Ariel and starts to whisk her out of the room.

(CONTINUED)

CONT'D:

CARLOTTA (cont.)

(warmly)

Come with me honey! I'll get you out of those hideous rags, clean you up, and find you something to eat!

DISSOLVE TO:

INT. PALACE BATH CHAMBER

In a large ornate bathroom, Carlotta is running a bubble bath for Ariel who is settling herself in the hot bubbly water. Ariel is intrigued by the bubbles. Carlotta holds Ariel's tattered dress away from her with disdain.

CARLOTTA

I'll just... I'll just get this washed for you, dear!

Carlotta exits with the dress. Ariel sees some of Eric's clothes laid out on the floor near the tub. She looks at a pair of shoes and lights up with recognition.

INT. LINEN CLOSET

Carlotta stuffs Ariel's dress into a hamper. Sebastian is still in the pocket, getting squished.

SEBASTIAN

(wincing)

OOOFF!! ... Will you... Madame, please!!

Carlotta picks up some towels and heads back into the bath chamber.

INT. BATH CHAMBER

Carlotta enters, unfolding a towel.

CARLOTTA

There now... we just have to...

Carlotta stops in surprise. Ariel is using Eric's shoe to pour water over herself, just the way Scuttle showed her. Carlotta gently takes the shoe away from Ariel. Ariel looks sheepish, but Carlotta shrugs it off, and starts merrily shampooing Ariel's hair.

## INT. LINEN CLOSET

Slowly the lid of the hamper opens a crack as Sebastian timidly peeks out to see if the coast is clear. He reacts sharply as two SERVANT GIRLS enter the room.

## SERVANT GIRL

That batch over there goes next.

Sebastian ducks back down, closing the lid, as the girls pick up the hamper and carry it into the laundry room.

## INT. LAUNDRY ROOM

The girls dump the contents of the hamper into a large vat of soapy water. They start washing the clothes, never noticing poor Sebastian. The crab is jolted back and forth as they stir the clothes around and plunge them in and out of the water. He gets scrubbed against the washboard, swallows a lot of soap, and barely escapes going through the wringer. Finally Sebastian manages to crawl out of the vat and drops to the floor. He is continuously BELCHING up soap bubbles as he quickly makes his way out of the laundry room.

## INT. PALACE HALLWAY

Sebastian emerges into a vast, empty hallway. He shakes off the soap and BELCHES some more bubbles.

## SEBASTIAN

Dis is madness!

The tiny crab makes a beeline, scampering down the immense hallway. A young MAID enters, carrying a tray of dishes. She sees the crab, lets out an ear shattering SCREAM, and drops her tray. The dishes break in a thundering CRASH. Sebastian almost has a heart attack and scampers along the floor even more frantically. As the maid continues to SCREAM, Sebastian climbs up to the ledge of an open window and hurls himself out.

## EXT. PALACE COURTYARD - DUSK

Sebastian hits the ground hard. He recovers groggily, rubbing his head.

## SEBASTIAN

(moans)

What a day I am having!

Sebastian hears Max, BARKING loudly. He looks up and sees the dog running straight at him. Sebastian takes off, with Max hot on his heels.

(CONTINUED)

CONT'D:

SEBASTIAN (cont.)  
 (shouting)  
 Down! Down boy!! Stay away from  
 me you... you shark with fur!!!

Sebastian clings to some vines growing along a wall of the palace and furiously scampers up them. Max is left on the ground, BARKING loudly. Sebastian makes his way toward a small open window and climbs onto the ledge. He looks back down at Max, sticks out his tongue, then jumps through the window.

INT. PALACE KITCHEN

Sebastian lands on a large wooden table. He staggers upright and looks around. His eyes open wide as they dart around the room. Several dead chickens are hanging upside down. Some dead fish are on a counter. LOUIS, an overweight, exuberant French chef is sharpening knives to a razor's edge and boiling water to a frenzy.

SEBASTIAN  
 (whispering)  
Oh... my... God!!!

INT. PALACE DINING ROOM

Grimsby is seated at a long table in a huge, expansive dining hall. He is puffing on a pipe. Eric is staring glumly out a window at the ocean.

GRIMSBY  
 Eric, be reasonable! Young ladies  
 just don't go around rescuing  
 people in the middle of the ocean  
 then fluttering off into oblivion  
 like some...

ERIC  
 I'm telling you Grim, she was  
real! If only I could...

Carlotta appears at the doorway. She is holding Ariel's hand, trying to pull her into view. Ariel is hanging back outside the door.

CARLOTTA  
 Come on, honey! Don't be shy!

Ariel enters the dining room. She has been bathed and cleaned up, she is wearing a very pretty dress, and her hair has been fixed. Grimsby rises out of his seat, taken aback at the sight of Ariel.

(CONTINUED)

CONT'D:

GRIMSBY

Eric, isn't she a vision?

Eric turns away from the window and looks at Ariel. He lights up, impressed.

ERIC

Uh... you look very nice...

Ariel beams at Eric's attention. Eric looks uneasy. He is drawn to Ariel but wants to fight this impulse. He turns away from Ariel and looks back out the window.

ERIC

Um... I'm sorry I'm really not very hungry. I think I'll skip dinner...

(to Ariel)

If... if you'll excuse me...

Eric starts to leave. Ariel's face falls, disappointed.

GRIMSBY

Eric! We have a guest! Now I insist you sit down and dine with us like a civilized human being!

Eric shrugs and obediently sits down at the table.

GRIMSBY (cont.)

That's better.

(to Ariel)

You'll have to excuse him, my dear. His manners are on holiday, of late.

Grimsby takes Ariel's hand and seats her next to him. Ariel isn't sure what to make of the elegant place setting in front of her. Her eyes go to the fork. This strikes a chord of recognition. She picks up the fork and starts running it through her hair, in the manner Scuttle showed her earlier. She stops as she notices everyone staring at her strangely. She quickly puts the fork back down on the table. Feeling awkward, she turns toward Grimsby. She stares, amazed at the pipe in his mouth with smoke coming out of it.

GRIMSBY (cont.)

(uneasy)

Uh... do you like it? It is a rather fine piece of work...

He hands the pipe to Ariel. She examines it curiously, remembering the pipe Scuttle had used earlier.

(CONTINUED)

CONT'D:

She puts the pipe in her mouth and BLOWS hard. Smoke and soot EXPLODE in Grimsby's face. Grimsby frowns, deadpan, his face covered with soot. Ariel wants to die. She is horribly embarrassed. Eric CHUCKLES in spite of himself.

ERIC

Grim, you've never looked better!

Ariel smiles, encouraged she has at least managed to get Eric's attention.

CARLOTTA

(laughing)

Why Eric! That's the first time  
I've seen you smile in weeks!

Grimsby, wiping the soot from his face, observes Eric's reaction thoughtfully.

ERIC

Carlotta, what's for supper?

CARLOTTA

Oh, you're gonna love it! Chef's  
been fixing his specialty...  
Stuffed Crab!

At the mention of crab, Ariel looks concerned.

INT. KITCHEN

Sebastian is hiding behind a bottle of wine as Chef Louis merrily continues his preparations for the meal. To Sebastian, the table becomes a gigantic obstacle course as he attempts to weave his way across it without being seen. He quickly runs out from behind the wine bottle and darts behind a bowl of cream.

LOUIS

(singing to himself)

LES POISSONS, LES POISSONS

HOW I LOVE LES POISSONS

LOVE TO CHOP AND TO SERVE LITTLE FISH!

FIRST I CUT OFF ZERE HEADS ZEN I PULL OUT

ZERE BONES

AH MAIS OUI. CA C'EST TOUJOURS DELISH!

LES POISSONS, LES POISSONS

HE HE HE HAW HAW HAW

WIZ ZE CLEAVER, I HACK ZEM IN TWO

I PULL OUT WHAT'S INSIDE AND I SERVE IT UP FRIED

GOD I LOVE LITTLE FISHIES, DON'T YOU?

(CONTINUED)



CONT'D:

Sebastian ducks underneath some leaves of lettuce. He just misses being noticed. Covered by the lettuce, he inches along the table. The lettuce appears to be moving by itself.

LOUIS (cont.)  
 HERE'S SOMETHING FOR TEMPTING ZE PALETTE  
 PREPARED IN ZE CLASSIC TECHNIQUE  
 FIRST YOU POUND ZE FISH FLAT WITH A MALLETT  
 ZEN YOU SLASH THROUGH ZE SKIN  
 GIVE ZE BELLY A SLICE  
 ZEN YOU RUB SOME SALT IN  
 CAUSE ZAT MAKE IT TASTE NICE...

Louis picks up the lettuce, and throws it in the pot. Sebastian freezes. He has been exposed.

LOUIS  
 Zoot alors! Ah have meessed one!

Louis picks up Sebastian, who remains absolutely motionless. The poor crab is helpless as Louis starts to marinate him in a foul-smelling sauce.

LOUIS (cont.)  
 SACRE BLEU, WHAT IS THIS?  
 HOW ON EARTH COULD I MISS  
 SUCH A SWEET LITTLE SUCCULENT CRAB  
 QUELLE DOMAGE! WHAT A LOSS!  
 HERE WE GO! IN ZE SAUCE!  
 NOW SOME FLOUR I THINK, JUST A DAB!

Louis dips him in flour and sprinkles him with salt and pepper. It is all Sebastian can do to keep from sneezing. Sebastian pulls back inside his shell. But then Louis starts stuffing the shell with tomatoes, peppers and onions.

LOUIS (cont.)  
 NOW I STUFF YOU WITH BREAD  
 IT DON'T HURT 'CAUSE YOU'RE DEAD  
 AND YOU'RE CERTAINLY LUCKY YOU ARE,  
 CAUSE ITS GONNA BE HOT  
 IN MY BIG SILVER POT  
 TODLEOO MON POSSOIN, AU REVOIR!

Louis tosses the terrified Sebastian into the boiling pot. Sebastian just barely manages to straddle the pot and leaps off, plopping back on to the table.

LOUIS  
 What eez thees?

Louis picks up the crab shell and carefully peers inside. Suddenly Sebastian shoots out and SNAPS Louis' nose hard.

(CONTINUED)

CONT'D:

Louis YELPS. Sebastian drops back on the table and begins running around in a frenzy. Louis lunges for him but misses and his hand goes into a sizzling pan. Louis SCREAMS in pain.

Louis picks up his cleaver and starts furiously CHOPPING at Sebastian. The crab frantically dodges. Sebastian grabs a pastry tube of cream, and SQUIRTS it in Louis' face. Sebastian jumps to the floor. Louis goes after him, tripping, bumping into things, and knocking things over, in a wild, frantic chase.

INT. DINING ROOM

Eric, Grimsby, Ariel and Carlotta hear the SOUND of incredible racket coming from the kitchen. They look at each other, perplexed.

CARLOTTA

I think I'd better go see what  
Louis is up to...

She exits the dining room.

INT. KITCHEN

Carlotta enters the kitchen and reels back in shock. The place is in shambles. Food is strewn about. Pots and pans are knocked over. A disheveled Louis, maniacally brandishing his cleaver, is crawling around on the floor under the table.

LOUIS

Come out you leettle peepsqueak  
and fight like a man!!

CARLOTTA

(shouting)

Louis!!

Louis reacts to her shouting and BUMPS his head on the table.

CARLOTTA (cont.)

What are you doing?

LOUIS

Ah was just... um, er... I... I  
am sorree, madame...

She shakes her head in exasperation, picks up a tray of appetizers and whisks out of the room. Louis rubs his head, looking around the room in befuddlement.

## INT. DINING ROOM

Carlotta briskly enters the dining room and sets covered dishes in front of Eric, Ariel, and Grimsby. Carlotta rushes back into the kitchen. Eric and Grimsby remove the covers from their appetizers.

GRIMSBY

(slyly)

You know Eric, perhaps our young guest might enjoy seeing some of the sights of the kingdom. Something in the way of a tour...?

ERIC

(hesitating)

Uh... Gee, Grim... I don't think so... I mean, really... I...

GRIMSBY

You can't spend all your time moping about! You need to get out! Do something! Have a life! Get your mind off...

ERIC

(resigned)

Okay, okay... I'll ask her...

Ariel lifts the lid from her dish. She does a sharp "take" as she sees Sebastian hiding in the dish.

SEBASTIAN

(whispering)

Shhhhh...!!

Eric turns to Ariel. She quickly lowers the lid to her dish and smiles at him.

ERIC

(to Ariel)

What do you say...? You want to humor this guy and let me give you the grand tour of my kingdom tomorrow?

Ariel nods enthusiastically.

GRIMSBY

Wonderful! Now let's eat before this crab wanders off my plate!

Ariel's dish jostles with a sharp CLINK. Eric and Grimsby look over. She clamps her hand down firmly on the lid.

DISSOLVE TO:

## EXT. PALACE COURTYARD - EVENING

Ariel, with a dreamy smile on her face, is leaning out her bedroom window overlooking the courtyard. We TRUCK DOWN and see she is watching Eric, in the courtyard, playing "fetch the stick" with Max. Eric looks up and sees Ariel. He waves. Ariel, embarrassed to be caught staring, quickly pulls away from the window. Eric smiles at her sudden departure and continues to watch her window for a moment. But then his smile fades and is replaced by a troubled look. He turns and stares sadly out at the ocean.

## INT. ARIEL'S BEDROOM

Ariel, dressed in a nightgown, is warily climbing into a plush feather bed that has been made up for her.

SEBASTIAN (O.S.)

...Dis has to be, widout a doubt,  
de single most humiliating day  
of my life!

## ANGLE ON SEBASTIAN

He is on a stand next to the bed. He is a gooey mess, still covered with flour, sauce, and bits of lettuce. He is struggling, trying to clean himself off.

SEBASTIAN

(fuming)

Dat overstuffed barbarian! I'd  
like to marinate him! My mother  
never raise her little Sebastian  
to be an appetizer!

(sighs)

What did I tell you, Ariel... De  
human world... it's a nightmare!

## ANGLE ON ARIEL AND SEBASTIAN

Ariel snuggles into the featherbed. This is a new experience for her, and she decides she rather likes it. She tries the pillow under her feet, then under her head.

SEBASTIAN

But would you listen to me? No...  
you just have to find dese tings  
out for yourself!

We move away from Ariel and TRUCK IN close on Sebastian.

SEBASTIAN (cont.)

You only got two days left! How  
you gonna get dat boy to kiss you?

(more)

(CONTINUED)

CONT'D:

SEBASTIAN (Cont'd)  
 He not even interested! I tink  
 we ought to forget dis whole ting,  
 catch de next tide home and...

Sebastian turns and sees Ariel sound asleep on the bed with a contented smile on her face. Sebastian shakes his head, crawls up to her, and pulls her covers up snugly around her.

SEBASTIAN (cont.)  
 You are hopeless, child... You  
 know dat? Completely hopeless...

DISSOLVE TO:

EXT. SEA KING'S PALACE

The little messenger seahorse swims briskly in the direction of the palace.

INT. KING'S CHAMBER

The Sea King is swimming back and forth in front of his throne. He looks worried and upset. The mood of the scene is somber and brooding. The messenger fish enters the chamber. The King looks at him hopefully.

TRITON  
 Any word...?

MESSENGER  
 No, Your Majesty... we've searched  
 everywhere. We've found no trace  
 of your daughter or Sebastian...

Triton turns his back to the messenger and leans heavily on his throne. Silent.

MESSENGER (cont.)  
 Your Majesty...?

TRITON  
 (hoarsely)  
 Keep looking...

MESSENGER  
 Yes Sir...

The messenger quickly exits. Triton slowly slumps into his throne and buries his head sorrowfully in his hands.

DISSOLVE TO:

## EXT. ERIC'S PALACE - MORNING

It is a bright, sunny, beautiful morning. Ariel and Eric are in a colorful horsedrawn carriage departing the palace. Grimsby and Carlotta wave to them from the courtyard. Sebastian hides in Ariel's pocket while Scuttle soars above them and Flounder watches from the oceanfront, swimming to keep up.

## EXT. PRINCE'S VILLAGE - AFTERNOON

Eric and Ariel are touring Eric's quaint fairytale village. The carriage is moving at a rapid clip and the village is alive with activity. Ariel excitedly darts from window to window, not wanting to miss anything. She observes the picturesque buildings and quaint shops. The food VENDORS with delicious fruits and pastries. The CHILDREN playing in the street. It is all a wondrous new world to her, overflowing with things she has never seen before. Eric watches her unbridled delight and is amused and impressed by her.

DISSOLVE TO:

## EXT. LAGOON - SUNSET

Ariel and Eric are riding in a small rowboat in a picturesque lagoon. The mood is quiet, peaceful and romantic. Eric is rowing. Ariel is sitting away from him on the other side of the boat. They both look nervous. Ariel examines her reflection in the water. She fiddles with her hair, trying to look more alluring. She glances over at Eric but he doesn't seem to notice. She looks away, disappointed.

## ANGLE ON SCUTTLE AND FLOUNDER

They are anxiously watching from a distance.

SCUTTLE

Nothing's happening!

FLOUNDER

C-c-c-ome on! K-kiss her! Why don't you kiss her!

SCUTTLE

Two days gone and that boy ain't puckered up once! This calls for a little vocal romantic stimulation...

## ANGLE ON ARIEL AND ERIC

Scuttle flies into the scene, perches on a branch above Ariel and Eric and starts CHIRPING loudly. He has a terrible singing voice, shrill and grating. Eric looks around.

(CONTINUED)

CONT'D:

ERIC  
(wincing)  
Boy... somebody should find that  
poor animal and put it out of its  
misery!

Ariel look up at Scuttle. The bird looks back down and gives her a conspiratorial wink as if to say, "Just leave things to me." Ariel gestures to Scuttle, "No! Knock it off!" Sebastian, in Ariel's pocket, is covering his ears in agony.

SEBASTIAN  
(to himself)  
I am surrounded by amateurs!

He rolls his eyes in exasperation and jumps off the rowboat into the lagoon. Scuttle notices him, stops singing, and watches curiously.

LAGOON - UNDERWATER

The lagoon is teeming with a vast assortment of colorful fish and sea creatures. Sebastian corrals them all together. He grabs a makeshift baton and starts leading the group into a calypso-type, ROMANTIC SERENADE.

SEBASTIAN  
(under his breath)  
You want sometin' done you got  
to do it yourself...  
(to the creatures)  
First we got to create de mood.  
Percussion...  
(a rhythm starts)  
Winds... Strings...  
(more fish join in)  
Words...  
(sings)  
DERE YOU SEE HER  
SITTING DERE ACROSS DE WAY  
SHE DON'T GOT A LOT TO SAY  
BUT DERE'S SOMETHIN' ABOUT HER  
AND YOU DON'T KNOW WHY - BUT YOU DYIN' TO TRY  
YOU WANNA KISS DE GIRL

ABOVE WATER

Eric looks around; confused.

ERIC  
(to Ariel)  
Do you hear that?

(CONTINUED)

CONT'D:

Ariel shrugs as if to say, "I didn't hear anything." Eric gazes at Ariel. She looks radiant in the late afternoon sunlight. He starts to move closer. She looks up at him hopefully.

SEBASTIAN  
 (to sea creatures)  
 Sing with me now...  
 (they join in)  
 YES, YOU WANT HER  
 LOOK AT HER, YOU KNOW YOU DO  
 POSSIBLE SHE WANT YOU TOO  
 DERE IS ONE WAY TO ASK HER  
 IT DON'T TAKE A WORD - NOT A SINGLE WORD  
 GO ON AN KISS DE GIRL

Eric pulls back and resumes rowing. Ariel sinks back down.

SEBASTIAN (cont.)  
 SHA LA LA LA LA - MY OH MY  
 LOOK LIKE DE BOY TO SHY  
 AIN'T GONNA KISS DE GIRL  
 SHA LA LA LA LA - AIN'T DAT SAD  
 AIN'T IT A SHAME, TOO BAD  
 HE GONNA MISS DE GIRL

Eric leans toward Ariel again.

ERIC  
 You know... If you're gonna be  
 staying around here... I'm gonna  
 have to think of something to call  
 you...  
 (thinks a bit)  
 Let's see... I could call you  
 Marina because you came from the  
 ocean...

ANGLE ON SEBASTIAN IN WATER

He rolls his eyes at the corniness of this.

ANGLE ON ERIC AND ARIEL

ERIC (cont.)  
 Or maybe Sandra because we found  
 you on a sandy beach... Or  
 maybe...

Exasperated, Sebastian pokes his head out of the water for a split second.

(CONTINUED)



CONT'D:

SEBASTIAN  
(shouting in a whisper)  
Ariel!! Her name is Ariel!!!

ERIC  
What was that?

Ariel shakes her head.

ERIC (cont.)  
I thought I heard the word  
Ariel...  
(to himself)  
Ariel... that's kind of pretty!  
Would you like me to call you  
Ariel?

Ariel nods emphatically.

ERIC (cont.)  
Okay... Ariel...

The two smile at each other as Sebastian and the other creatures resume the serenade.

SEBASTIAN  
NOW'S YOUR MOMENT  
FLOATIN' IN A BLUE LAGOON  
BOY YOU BETTER DO IT SOON  
NO TIME WILL BE BETTER  
SHE DON'T SAY A WORD - AND SHE WON'T SAY A WORD  
UNTIL YOU KISS DE GIRL

Flounder starts gently rocking the boat. Birds and insects CHIRP. The whole lagoon, all of nature, seems to join the serenade.

SEBASTIAN (cont.)  
SHA LA LA LA LA LA - DON' BE SCARED  
YOU GOT DE MOOD PREPARED  
GO ON AN KISS DE GIRL

SHA LA LA LA LA LA - DON'T STOP NOW  
DON'T TRY TO HIDE IT HOW  
YOU WANNA KISS DE GIRL

Eric takes Ariel's hand and looks deeply into her eyes.

(CONTINUED)

CONT'D:

SEBASTIAN (cont.)  
 SHA LA LA LA LA - FLOAT ALONG  
 AND LISTEN TO DE SONG  
 DE SONG SAY KISS DE GIRL  
 SHA LA LA LA LA - DE MUSIC PLAY  
 DO WHAT DE MUSIC SAY  
 YOU GOTTA KISS DE GIRL

Eric slowly leans forward. He is about to kiss Ariel. She and her animal friends light up hopefully. This could be it. This is the moment Ariel's been waiting for.

SEBASTIAN (cont.)  
 KISS DE GIRL  
 YOU WANNA KISS DE GIRL  
 YOU GOTTA KISS DE GIRL  
 GO ON AND KISS DE GIRL

The Prince leans in closer. Closer. But this causes the boat to tip too far. Ariel is on the verge of falling out. Eric reaches for her, throwing things even more off balance. He tries to correct, but this starts a chain reaction culminating with the entire boat overturning. Eric and Ariel go SPLASHING into the water.

Eric LAUGHS good naturedly but then he sees Ariel can't swim as she flails around in the water. Eric swims over to her and grabs her.

ERIC  
 Hang on!... I've got you!

Eric picks her up in his arms and carries her onto some rocks at the water's edge. Sebastian, Flounder and the other creatures deflate, disappointed the romantic mood has been broken.

As Eric looks at himself, soaking wet, it reminds him of the shipwreck. He gets a strange look on his face. Ariel senses the change, and moves toward him with an expression that says "What's wrong?" Eric turns away from her.

ERIC (cont.)  
 Ariel, we uh... we'd better get  
 back.

Eric climbs to his feet and helps her up, not looking at her directly.

ANGLE ON FLOTSAM AND JETSAM

They are watching this scene from the distant marshes.

(CONTINUED)

CONT'D:

ANGLE ON ERIC AND ARIEL - WITCH'S P.O.V.

We see a vision of Eric and Ariel leaving the lagoon in the Witch's shimmering pool of light.

URSULA (O.S.)

That was a close one... too close!  
The little tramp! She's better  
than I thought!

The witch's staff PLUNGES into the pool, obliterating the vision.

INT. WITCH'S DOMICILE

She is visibly upset as she angrily grabs various concoctions and tosses them into the pool. Around her neck she is wearing the nautilus shell, containing Ariel's voice.

URSULA

But she's not going to get away  
from me that easily! This one's  
too important!

The Witch stirs up the ingredients in the pool. They BUBBLE and FLARE UP, creating a magical mist.

URSULA (cont.

(vicious)

Triton's daughter will be mine!  
And then I'll make him writhe!  
I'll see him wriggle like a worm  
on a hook!

She scoops up a handful of the potion from the pool and swallows it. She SCREAMS and doubles up in agony. We see her silhouette transforming through the mist.

DISSOLVE TO:

EXT. PALACE BATTLEMENTS - EVENING

Eric is sitting forlornly on the palace battlements, staring out to sea. He looks troubled, obviously weighing a great deal in his mind. There is a layer of fog rolling in on the horizon creating a somber, eerie atmosphere. Max is beside Eric, asleep. Eric looks up at Ariel's bedroom window. He sees her silhouette pass by. He pauses for a moment. Then he turns and looks out to sea again. He takes his fife, and sadly plays a few notes of Ariel's love song. He lets out a heavy SIGH, unsure what to do. He looks back up at Ariel's window. Gradually, his expression changes from one of confusion to resolve. He has made up his mind.

(CONTINUED)

CONT'D:

He stands up in a determined gesture and hurls the fife out into the ocean. Then he turns and starts toward Ariel's window.

Suddenly, a familiar SOUND echoes faintly in the distance. Eric stops and listens intently. He hears Ariel's voice, SINGING her love song, "PART OF YOUR WORLD", just as it was sung earlier when he was rescued. He looks out over the parapet.

ANGLE ON THE BEACH - ERIC'S P.O.V.

Through the fog, Eric can make out the silhouette of a maiden, walking along the beach. The maiden is SINGING the song.

ANGLE ON ERIC

His eyes widen. He is entranced by the song. Mesmerized, he starts down toward the maiden.

DISSOLVE TO:

EXT. ERIC'S PALACE - MORNING

It is a bright, sunny morning. Scuttle is excitedly flying toward the palace.

INT. ARIEL'S BEDROOM

Ariel is asleep in her bed with a happy smile on her face. She is dreaming of romance with Eric. Sebastian is also asleep, on the stand beside the bed, SNORING loudly. Scuttle swoops through the window and enters the bedroom.

SCUTTLE

(shouting)

Ariel! Wake up!! WAKE UP!!!

Sebastian wakes up with a jolt in reaction to Scuttle's screaming. Scuttle flies over to Ariel and frantically pulls at her clothes and her hair. She wakes up groggily.

SCUTTLE (cont.)

I just heard the news!  
 Congratulations, kiddo! We did  
it!

Ariel stares at the seagull blankly.

SEBASTIAN

What is dis idiot babbling about?

(CONTINUED)

CONT'D:

SCUTTLE

(winking conspiratorily)  
Right! As if you two didn't know!  
The whole town's buzzin' about  
the Prince gettin' himself hitched  
this afternoon!

Sebastian and Ariel both look at each other, astonished.  
Scuttle shakes Ariel's hand.

SCUTTLE

You crazy kidders! Just wanted  
to wish you luck! Catch ya  
later... Wouldn't miss it!

Scuttle takes off out the window leaving a perplexed Ariel and Sebastian. Ariel lights up hopefully. Could this mean her dream might actually be coming true? Suddenly they hear Eric's voice shouting from downstairs.

ERIC (O.S.)

Ariel! Ariel, come down here!  
I've got something to tell you!

Ariel beams, her heart leaping. She gives Sebastian a big kiss, grabs a robe and happily runs out the door. Sebastian hurries after her.

PALACE HALLWAY

Ariel comes dashing down the long flight of stairs with a big smile on her face. But then she stops dead in her tracks. Eric is with a very beautiful, dark haired MAIDEN. Grimsby and Carlotta are standing toward the back of the room, looking somber. As Eric speaks, there is something odd about his manner. He seems almost as if he were in a hypnotic trance. The maiden clings tightly to Eric.

ERIC

Ariel I... I'd like you to meet  
Vanessa... She... saved my life  
a few weeks ago. I've been trying  
to find her ever since...

The maiden smiles sweetly at Ariel. Ariel draws back in shock and confusion. How can this be? Sebastian watches from the staircase. He is also perplexed.

ERIC (cont.)

We're... we're going to be  
married... on board ship at  
sea... this afternoon...

(more)

(CONTINUED)

CONT'D:

ERIC (Cont'd)  
at sunset. I... I want you to  
be there, Ariel... I...

Ariel is crushed. She shakes her head in disbelief. Her whole world is collapsing around her. She looks over at Grimsby and Carlotta. They are obviously distressed about the situation but there is nothing they can do. Angry and confused, trying to fight back her tears, she reels away from Eric and races out of the room.

ERIC (cont.)  
Ariel... ?

Eric starts after Ariel but the maiden gently pulls him back. She kisses him sweetly. Unseen by anyone but the audience, a diabolical smile crosses her face. The scarf around her neck slips slightly and we see the nautilus shell, with Ariel's voice, hanging around her neck.

DISSOLVE TO:

EXT. SEAPORT - AFTERNOON

The brightly decorated wedding ship is departing the harbor. It's passengers include Eric and the maiden, Grimsby and Carlotta, Max, and the wedding party. The sun is looming brightly in the sky.

EXT. DOCK

Ariel is sitting on a platform on the dock, watching the wedding ship depart in the distance. Her bare feet dangle in the water. She looks very sad and forlorn. Her heart is broken. Flounder nuzzles up to Ariel in a comforting gesture. Sebastian leans over to her, overcome with emotion.

SEBASTIAN  
(on the brink of tears)  
What can I say! Humans are slime!  
Dere is no doubt about it!

Ariel forces a smile and gently pets Sebastian. Then, as she looks wistfully at her reflection in the water, we hear a faint reprise of "Life Under the Sea" in a melancholy strain. She sees a school of fish swim by and seems lost in thought about the world she left behind. She gazes out at the departing wedding ship which is now just barely visible on the edge of the horizon. She looks up at the sun.

(CONTINUED)

CONT'D:

ANGLE ON THE SUN - ARIEL'S P.O.V.

It is low in the sky. Sunset is not far off. We hear the voice of Ursula reciting her conditions echoing in Ariel's mind.

URSULA (cont.)  
 ...before the sun sets on the  
 third day... the third day... the  
 third day...

EXT. WEDDING SHIP AT SEA

Scuttle is happily flying toward the wedding ship. He reacts, puzzled, as he hears the sound of Ariel's SINGING, coming from the ship. He flies down to investigate. The voice is emanating from a porthole in the lower deck. Scuttle peers inside.

INT. SHIP'S CABIN - SCUTTLE'S P.O.V.

The maiden is alone in the cabin donning a beautiful wedding dress. She is singing a variation of the Witch's song "POOR SOULS".

URSULA  
 WHAT A LOVELY LITTLE BRIDE I'LL MAKE  
 MY DEAR I'LL LOOK DIVINE  
 THINGS ARE WORKING OUT ACCORDING TO MY  
 ULTIMATE DESIGN  
 SOON I'LL HAVE THAT LITTLE MERMAID  
 AND THE OCEAN WILL BE MINE...

She LAUGHS as she passes in front of a mirror. Scuttle's eyes widen. The reflection in the mirror is that of...

SCUTTLE  
 (gasps)  
The Sea Witch!!

EXT. OUTSIDE PORTHOLE - ANGLE ON SCUTTLE

Scuttle is completely flustered. He flies around in ten different directions at once.

SCUTTLE  
 Oh no!! She's gonna... Somebody's  
 gotta... What am I gonna... I've  
 gotta...  
 (screeches loudly)  
ARIELLLL!!!

Scuttle takes off, flying in a wild frenzy back to shore.

EXT. DOCKS

Ariel is still with her friends sitting on the dock.

SCUTTLE  
(screaming)  
Ariel!!

They look up and see Scuttle circling overhead. Scuttle spots them and crashlands on the dock next to Ariel.

SCUTTLE (cont.)  
(out of breath)  
Ariel... the Prince... he's...  
he's not marrying you!!

SEBASTIAN  
We know dat, you dodo!

SCUTTLE  
I... I was flying... looked in  
the porthole... I saw... I saw  
... I saw... I saw... I saw...

Sebastian WHACKS the gull sharply on his beak.

SCUTTLE  
... THE SEA WITCH!!! The Prince  
is marrying the Sea Witch in  
disguise!!

They all react in shock and surprise.

SEBASTIAN  
Are you sure about dis?

SCUTTLE  
Have I ever been wrong?

Ariel looks out to sea. The boat is just barely visible on the horizon.

FLOUNDER  
Wh-what are we g-gonna do?!

Sebastian looks around desperately. He spots a barrel tied to a post. He SNAPS the rope with his claws. The barrel tumbles into the ocean, floating on the surface.

SEBASTIAN  
Ariel! Grab on to dat!

Ariel jumps into the water, holding on to the barrel to stay afloat. Sebastian dives in after her. He grabs the rope and thrusts it at Flounder.

(CONTINUED)



CONT'D:

SEBASTIAN (cont.)  
Flounder! Get her to dat boat  
as fast as your fins can carry  
you!

FLOUNDER  
(nodding)  
R-r-right!

Flounder takes off, pulling the barrel, with Ariel on top, in the direction of the boat.

SEBASTIAN  
I got to get de Sea King! He got  
to know 'bout dis!

SCUTTLE  
What about me?

SEBASTIAN  
You got to find some way to stall  
dat wedding!

Sebastian swims off. Scuttle flies around nervously.

SCUTTLE  
Stall the wedding? How do I...  
What can I...

Scuttle lights up as he gets an idea. He immediately flies off, emitting a strange CAWING, horn-like sound that resembles a military call to arms.

ANGLE ON THE SUN

It is now beginning to set over the horizon.

EXT. WEDDING SHIP

On the upper deck of the ship, the wedding ceremony is beginning. The MINISTER, an extremely elderly gentleman, is standing at a podium at the front of the ship. There is a great deal of pomp and circumstance. Some buglers blow a FANFARE, and everyone quiets down. A group of musicians begin a variation of a WEDDING MARCH.

The maiden, looking resplendent in the beautiful wedding dress, starts down the aisle. Eric follows, dressed to the hilt, still with a slightly dazed look on his face. Grimsby, Eric's best man, walks in behind him. Eric and the maiden take their place in front of the podium.

(CONTINUED)

CONT'D:

MINISTER  
 (speaking very slowly  
 and deliberately)  
 We are... gathered... here  
 today...

EXT. SKY ABOVE OCEAN

Scuttle is soaring through the skies, SHRIEKING out his call to arms at a fever pitch.

ANGLE ON TURTLE

A SEA TURTLE pokes his head out of the water.

TURTLE  
 Sounds like an emergency!

Scuttle swoops down over the turtle, emitting his YELL. The turtle takes off after Scuttle.

ANGLE ON OTTERS

Scuttle flies by a group of OTTERS, sunning themselves on rocks. When they hear his call they perk up, start clapping their paws excitedly, and dive into the water.

ANGLE ON BEACH

Scuttle soars past a long beach crowded with sea creatures. They all respond to his call to action. Some LOBSTERS and a STARFISH hurry into the water. A group of SEA GULLS all take off, flying in formation behind Scuttle.

EXT. ARIEL AND FLOUNDER ON WATER'S SURFACE

Ariel is grasping on to the barrel as Flounder pulls. The wedding ship looms in the distance. Even though Flounder is flapping his fins like mad, the barrel is creeping along.

EXT. UNDERWATER

Glut the shark is sauntering menacingly through the water. He looks up and notices the underside of Ariel and Flounder as they soar by. Glut licks his chops and starts after them.

EXT. WATER'S SURFACE

Flounder is tiring.

FLOUNDER  
 (out of breath)  
 I... I can't do it...

(CONTINUED)

CONT'D:

Glut's shark fin emerges on the surface of the water. He is running on a parallel track with Ariel and Flounder. He is closing fast. Ariel notices the shark fin. She tries to get Flounder's attention, but can't make a sound.

FLOUNDER (cont.)

This b-barrel is too heavy...

Ariel yanks hard on the rope, turning Flounder's head just as Glut looms out of the water, mouth open wide. Flounder does a wild take as Glut SLAMS into them. Ariel is knocked off the barrel, flailing in the water.

EXT. WEDDING SHIP

The wedding ceremony is progressing. The maiden is getting anxious, wishing the minister would pick up the pace. She looks at the sun. It is now halfway set.

MINISTER

(to Eric)

...keep thee only unto her...so  
long as you both... shall live?

Eric hesitates. The maiden looks in his eyes, compelling him.

ERIC

I... I do...

EXT. WATER'S SURFACE

Ariel is desperately clutching the barrel while Glut, mouth open hungrily, moves in for the kill. Flounder knows he has to do something. Then he gets an idea. He takes a big GULP and summons all his courage. As Glut closes in on Ariel, suddenly Flounder shoots out of the water right in front of Glut's face, waving his fins and sticking out his tongue. Glut frowns angrily, turns away from Ariel, and starts chasing Flounder. Flounder lures Glut through the loop of the rope to the barrel. Glut is lassoed by the rope. Flounder tears off after the ship. Glut pursues Flounder, dragging Ariel along the water in the process.

ANGLE ON THE SUN

It is now barely visible over the horizon.

EXT. WEDDING SHIP

The ceremony is continuing.

MINISTER

...As long as you both shall live?

(CONTINUED)

CONT'D:

MAIDEN  
(with just a hint of  
arrogance)

I do!

EXT. WATER'S SURFACE

Flounder, with Glut right behind him, approaches the ship. Ariel quickly jumps off the barrel and grabs on to the rigging. She is exhausted and barely able to hang on. Glut stays on the heels of Flounder. Flounder swims over toward the barrel. For the first time, we see the word, "GUNPOWDER", painted on the barrel. Flounder desperately shoves the barrel into Glut's open mouth, then dives for cover. Glut is about to bite down on the barrel.

EXT. WEDDING SHIP

There is a loud offscreen EXPLOSION momentarily rocking the boat. A shower of water cascades onto the deck. Then the bent up french horn we saw Glut swallow earlier clunks down amidst the startled wedding party.

MINISTER  
(recovering)  
Uh... where was I? Oh yes...  
(clears his throat)  
Then... by the power vested in  
me... I hereby... pronounce...  
you... man... and...

Suddenly there is the sound of loud CAWING, echoing from above. Everyone looks up to see Scuttle and his battalion of seagulls invading the ceremony. People turn to the sides of the boat where an army of sea creatures, otters, turtles, lobsters, etc., have climbed up rope and rigging and are plopping on to the deck amidst the flabbergasted wedding party. They completely disrupt the ceremony in a wild comic frenzy of activity.

The animals zero in on the maiden bride. The sea gulls are pulling her hair. Some lobsters snap at her tush. Enraged, she angrily knocks them away.

MAIDEN  
(shouting viciously)  
Get away from me you slimy  
little...

She realizes she has let down her guard and is no longer the picture of sweetness and innocence. Eric looks at her strangely. Immediately she reassumes her former attitude and clings to Eric.

(CONTINUED)

CONT'D:

MAIDEN (cont.)

(meekly)

Oh Eric! Eric I'm frightened!

Eric starts fighting off the creatures, defending his bride-to-be. Scuttle realizes he's got to find some way to reveal to Eric the true identity of the maiden. He gets an idea. He flies down to the lower deck of the ship.

INT. MAIDEN'S CABIN

Scuttle flies into the cabin and grabs the mirror off the wall. It is heavy and he has difficulty maneuvering with it. He exits the cabin, carrying the mirror.

EXT. UPPER DECK

Scuttle emerges on to the upper deck clinging to the heavy mirror. He starts toward the maiden. But just as Scuttle is about to get the mirror into position, he SLAMS into a beam and drops the mirror. It SMASHES to the floor. The maiden smiles, relieved. But then, as the Prince looks down toward the floor, his eyes open wide. The invasion of the sea creatures has caused the floor of the deck to be covered with water. Eric can see the reflection of the maiden in the water. Only it is not the maiden. It is the the Sea Witch. The shock breaks the effect of the maiden's spell. Eric draws away from the maiden in horror.

MAIDEN

Eric... what's wrong?

The maiden reaches forward to embrace Eric. He pushes her away. Suddenly Grimsby points toward the opposite side of the boat.

GRIMSBY

(shouting)

Look!

Everyone looks in the direction Grimsby is pointing. They all GASP and then a HUSH comes over the crowd. Ariel has finally managed to climb on to the deck. She is soaked and bedraggled and on the verge of collapse. She starts to faint. Eric rushes over to her.

MAIDEN

(shouting)

Eric, get away from her!

Eric embraces Ariel and cradles her in his arms.

(CONTINUED)

CONT'D:

MAIDEN (cont.)

Eric...  
 (in Ursula's voice)  
 Eric, stop!!

Everyone reacts in shock as the maiden's youthful voice changes to the low croaky voice of the Sea Witch. The maiden quickly covers her mouth with a reaction that says, "Did that come out of me?"

Eric looks deeply into Ariel's eyes. The emotions well up inside of him. He slowly leans forward, about to kiss her.

MAIDEN  
 (in Witch's voice,  
 screaming)

NO!!!

ANGLE ON THE SUN

The last rays of sunlight disappear over the horizon. The reflection of the light on the water disappears.

UPPER DECK

Ariel can feel her body starting to change. She gets a panicked look on her face and pulls away from Eric.

ERIC  
 What's wrong?

MAIDEN  
 (in Witch's voice,  
 laughing)  
 You're too late! You're too late!!

Ariel frantically breaks away from Eric and dives into the water, just as the lower half of her body begins to glow magically and she changes back into a mermaid. Eric observes this transformation in wide eyed disbelief. The Witch's offscreen voice is CACKLING victoriously. Everyone turns to look back in the direction of the maiden. They are horrified as the maiden transforms into the Sea Witch and dives into the sea.

EXT. UNDERWATER

In a furious chase, the Witch pursues the little mermaid through the ocean depths.

(CONTINUED)

CONT'D:

URSULA  
 You can't get away, angelfish!  
 You're mine now!

Flotsam and Jetsam spring into view, swimming tailgunner fashion, on each side of the Witch.

URSULA  
 (shouting)  
 Flotsam! Jetsam! Get her!!

Flotsam and Jetsam zoom after Ariel.

EXT. UNDERWATER KELP FOREST

Sebastian has rounded up the Sea King and the two of them are racing to the rescue.

EXT. WATER'S SURFACE

Eric is in a small rowboat, frantically searching for Ariel.

ERIC  
 (calling out)  
Ariel! ... Ariel, where are you?

Suddenly Flounder springs out of the water and makes excited SQUEALING NOISES at Eric.

ERIC (CONT.)  
 (startled)  
 You... you know where she is?

Flounder nods and SQUEALS emphatically. Eric follows Flounder from the boat..

EXT. UNDERWATER CORAL REEFS

Ariel, chased by Flotsam and Jetsam, ducks in and out of a maze of coral reefs. The two eels are about to grab Ariel. Quickly she uncorks a steam jet and dodges as the eels go spraying out of the scene. For a moment it looks like she is in the clear. Suddenly, Flotsam and Jetsam spring up on each side of her. She is surrounded. They close in. The only direction Ariel can move is upward. She rapidly swims toward the surface.

EXT. OCEAN'S SURFACE

Ariel's head shoots out of the water. In the distance, Eric and Flounder see her. Then Ariel is forcefully yanked back down into the water as Flotsam and Jetsam get their coils around her.

EXT. UNDERWATER CORAL REEFS

Flotsam and Jetsam wrap themselves tightly around Ariel. She is trapped, unable to move. The Sea Witch closes in on Ariel. Ariel struggles helplessly.

URSULA

Tsk...tsk...tsk... Poor little Princess. Don't be frightened...  
(smiles deviously)  
It's not you I'm after. You're merely the bait! I've got a much bigger fish to...

Suddenly a BOLT of ENERGY fires past her.

TRITON (O.S.)

Ursula stop!

Ursula whirls and sees Triton approaching with Sebastian beside him. He is pointing his trident at her. She smiles sardonically.

URSULA

Why, King Triton! How are you?  
It's been such a long time, hasn't it?

The King raises his trident.

TRITON

Let my daughter go!

URSULA

Kill me if you like! But I'll take this little minnow with me! She's mine now! We made a deal...

Ursula FLASHES Ariel's contract in front of Triton. He glares at it and angrily FIRES a bolt of energy full force at the contract. The energy DISSIPATES leaving the contract intact.

URSULA (cont.)

(laughing)

You see! It's all fair and square and completely unbreakable, even for you!

The Sea King stops, immobile. Ursula turns to Ariel, but then hesitates and looks slyly back at the Sea King.

URSULA (cont.)

'Course I always was a girl with an eye for a bargain...

(more)

(CONTINUED)



CONT'D:

URSULA (Cont'd)  
The daughter of the great Sea King  
is a very precious commodity...

She saunters up toward the Sea King with a flirtatious attitude.  
She playfully pinches his cheek.

URSULA (cont.)  
...But I might be willing to make  
an exchange... For someone even  
better...

Sebastian gets a horrified look on his face as he realizes what  
she is up to. Ariel realizes also. Ariel shakes her head  
vehemently as if to say "No, father! Don't do this!" She  
furiously struggles, in the grip of Flotsam and Jetsam.

EXT. WATER'S SURFACE

The waters are becoming more turbulent as Flounder and Eric try  
to reach the spot where they saw Ariel. There are ominous  
RUMBLES of THUNDER in the sky.

EXT. UNDERWATER CORAL REEFS

The Sea Witch and the King are in the midst of working out their  
agreement. There is a heavy solemnity hanging over the  
proceedings.

TRITON  
(measured)  
... You will agree that none of  
my daughters will be harmed in  
any way?

URSULA  
(anxious)  
Fine! Fine! I won't touch a hair  
on their precious little noggins!  
Now, do we have a deal?

The Sea King nods solemnly. Instantly, Ariel's contract  
rewrites itself, replacing Ariel's signature with Triton's.  
As Ariel and Sebastian watch in horror, the Witch raises her  
arms, preparing to perform her snake spell on the Sea King.  
The waters around them begin swirling, turning into whirlpools  
illuminated by bright FLASHES of magical light.

EXT. WATER'S SURFACE

Eric's boat is bouncing on the turbulent waves. Storm clouds  
are forming in the night sky and the winds are accelerating.

(CONTINUED)

CONT'D:

Eric looks down and can see the bright FLASHES of light beneath the water's surface. He grabs a harpoon from out of the boat, takes a deep breath and plunges into the water.

EXT. UNDERWATER CORAL REEFS

At the spot where Triton had been we see a glowing ball of magical light. The light dissipates revealing a hideous polyp, writhing helplessly in the ground. Triton's crown and trident lay to its side. Ariel and Sebastian are aghast. Ursula puts on the crown and picks up the trident.

URSULA

(laughing hideously)

Dear Triton! I hope you'll enjoy  
the garden as much as I'll enjoy  
the palace!

ANGLE ON ERIC AND FLOUNDER

Eric, grasping his harpoon, is holding his breath while treading water. He sees Ursula LAUGHING in the distance beside Ariel in the coils of Flotsam and Jetsam. He starts toward them.

ANGLE ON URSULA

She turns and sees Eric.

URSULA

Well, well... If it isn't lover  
boy! How perfect!

Ursula smiles gleefully and points the trident at Eric. She FIRES a bolt of energy. He is just barely able to dodge it. She HOWLS delightedly and FIRES several times in rapid succession. Eric keeps frantically dodging. Then he whirls, raises up, and hurls his harpoon at Ursula. It grazes her shoulder. She grabs her arm, wincing in pain, then turns on him, enraged.

URSULA

(shouting)

Why you little fool!

Ursula FIRES a tremendous bolt. Once again, Eric barely dodges as the rocks behind him EXPLODE. Eric is tiring and running out of breath. He desperately tries to swim toward the surface of the water before he passes out.

While the Triton polyp watches helplessly, Flotsam and Jetsam let go of Ariel and take off after Eric. Sebastian and Flounder jump into the fray, trying to help the Prince.

(CONTINUED)

CONT'D:

As Ursula prepares to fire again, Ariel leaps at her pulling on the Witch's fins with all her strength.

Flotsam and Jetsam latch on to Eric and start pulling him back down. Flounder and Sebastian battle the eels. Sebastian frantically SNAPS at them with his claws while Flounder gives the eels a couple of sharp WHACKS in the head. The eels let loose of Eric.

Ursula knocks Ariel away and prepares to take another blast at Eric. Ariel SLAMS back into her and the shot goes awry, hitting Flotsam and Jetsam. The two eels SHRIEK as they instantly disintegrate. Now Ursula is consumed with rage. She takes off after Eric as he approaches the surface.

EXT. WATER'S SURFACE

There is a violent storm with THUNDER, LIGHTNING, fierce WINDS and RAIN. Eric emerges near his boat, GASPING for air. He hurls himself into the boat just as Ursula BURSTS out of the water. Eric grabs another harpoon and prepares to thrust it at the Witch. Ursula FIRES and the boat is hit, EXPLODING. Eric is shot back into the water. His harpoon goes flying.

Ursula, insane with anger, moves in on the dazed Eric. She points the trident and prepares to fire point blank at him. Ariel SLAMS into Ursula again and the trident is knocked out of the Witch's grasp. Ursula violently slings Ariel into a coral rock formation. Ariel hits her head hard and loses consciousness.

Ursula, eyes blazing, reels back toward Eric. He is going for the trident. He is about to grasp it when Ursula furiously leaps at him, smothering him in her fishy appendages. While Eric frantically struggles in her grasp, she viciously drags him back down into the drink.

EXT. UNDERWATER

As Sebastian tries to retrieve the trident, Ursula is simultaneously drowning and strangling Eric. She is consumed with rage. Eric is near death, but with one last ditch burst of energy, he is able to wrench his arm free and grab the trident from Sebastian. He FIRES. The Witch is hit with a tremendous BOLT of ENERGY. She lets out a blood curdling SCREAM and slowly dissolves into dark, black foam. The only thing left of her is the nautilus shell containing Ariel's voice, which sinks toward the floor of the ocean.

Eric passes out, completely drained. Sebastian and Flounder go to him and help him back up toward the surface.

(CONTINUED)

CONT'D:

ANGLE ON NAUTILUS SHELL

It HITS the ocean floor and breaks open, releasing the glowing light of Ariel's voice.

ANGLE ON ARIEL

She is sprawled on the ocean floor, groggily starting to come to. The glowing light moves over to her and passes inside of her. Her eyes widen and she touches her throat.

EXT. SEA WITCH'S DOMAIN

We see the death of the Witch is having a magical effect on everything under her control. The ground around her domain starts to VIBRATE. The whale's skeleton and pool of light CRUMBLE into dust. A magical GLOW passes over the garden of polyps. They transform into happy, healthy mer folk again. Even Harold is back to his old self.

EXT. CORAL REEFS

A magical GLOWING LIGHT transforms the Triton polyp. Once again he is back to his original regal form.

EXT. BEACH

Sebastian pulls Eric onto the edge of the beach. Flounder helps. Then Sebastian and Flounder quickly dive below the water's surface.

EXT. UNDERWATER

Triton and Ariel tightly embrace, overcome with emotion. Sebastian and Flounder swim over to them.

TRITON

(softly)

It's alright, sweetheart... It's alright...

ARIEL

Oh, daddy! Daddy, I'm sorry!  
I love you so much!

Sebastian and Flounder look at each other, amazed that Ariel has gotten her voice back. Ariel warmly hugs her father, smiling happily. But then, very gradually, her smile fades. A sad look comes over her face as she remembers her lost Prince. Her gaze slowly drifts up toward the surface of the water.

DISSOLVE TO:

EXT. BEACH

Eric is lying unconscious at the edge of the beach. He starts to stir slightly.

ANGLE ON ARIEL

She is watching Eric longingly from a rock, out in the water, a short distance from the beach. This scene parallels the earlier scene when Ariel had saved Eric's life and was watching him from the water.

ANGLE ON TRITON AND SEBASTIAN

They surface and observe Ariel. Triton watches his daughter, then looks back toward Eric, the object of her heart's desire. Triton observes them for a long beat. He looks thoughtful. He turns toward Sebastian.

TRITON

That... that human saved my  
life...

The Sea King SIGHS. He is on the verge of making a monumental decision. He looks over at Sebastian with an attitude that says, "Should I?" Sebastian understands and nods pleadingly. The Sea King looks back at his daughter and smiles. He gestures and a magical glow comes out of his trident.

ANGLE ON ARIEL

The magical glow engulfs Ariel, shimmering brightly.

ANGLE ON ERIC

He shakes his head a bit. He is starting to regain consciousness. Suddenly he hears Ariel's voice SINGING.

ARIEL (O.S.)

NOW WE CAN WALK

NOW WE CAN RUN

NOW WE CAN STAY ALL DAY IN THE SUN

Eric sees Ariel coming toward him, once again in human form. She kneels down beside him and takes his hand. The two embrace and kiss passionately. The camera TRUCKS IN tight on the couple kissing.

DISSOLVE TO:

EXT. WEDDING SHIP DAY - DAY

We pull back from the couple kissing and see that it is now a wedding kiss aboard ship. The couple have just been pronounced man and wife.

(CONTINUED)

CONT'D:

The entire wedding party aboard the ship, including Carlotta and Sir Grimsby, are all APPLAUDING and CHEERING jubilantly. Max encircles them excitedly. Sebastian and Chef Louis, now the best of friends, are sitting beside each other happily swaying to the music.

As the CAMERA continues PULLING BACK we see that surrounding the ship, in the water, are Ariel's father, sisters, Harold, and other mer folk, Flounder, and other sea creatures. Scuttle is soaring above the ship. Everyone is APPLAUDING happily. The fish are bouncing up and down on the water and CLAPPING their fins together.

Back on ship, Sebastian's blissful smile fades as he looks up and sees Chef Louis coming right at him, brandishing a big, shiny knife. Sebastian's eyes roll into his head and he faints as WHOOSH, the knife comes down. Pulling back, we see Louis has just cut a piece of wedding cake directly below Sebastian's perch. Sebastian recovers and smiles weakly as Louis offers him some cake.

Ariel tosses her bridal bouquet out into the ocean. Triton picks it up. He looks up at his daughter with an expression of both happiness and sadness. She returns his look. Triton and all the sea characters wave to Ariel and Eric as the ship departs, moving against the horizon. We pull back to an extreme long shot as a stirring chorus does a final reprise of "PART OF YOUR WORLD."

FADE OUT.

THE END