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The Lion King

By Irene Mecchi

IN DARKNESS:

A Native African VOICE calls out in SONG.

FADE IN:

Dawn. The sun slowly rises over an African plain - full, brilliant. Native African VOICES respond in SONG. The SOLO VOICE continues, joined by the group.

CLOSE ON:

ANIMALS - alert to the sound: a RHINO, TOPEES, MEERCATS, a CHEETAH, several MARABOU STORKS. Another marabou stork enters frame. Intro SONG: "THE CIRCLE OF LIFE"

The stork takes wing.

EXT. VICTORIA FALLS

The rising sun lights the cascading water. The marabou storks fly across frame.

EXT. PLAIN WITH KILIMANJARO IN B.G.

ELEPHANTS walk along through the morning mist.

AERIAL SHOT - A RIVER

Flocks of airborne FLAMINGOS cast «shadows on the meandering waterway, below.

GAZELLES leap and run across a grassy plain.

EXT. A HILL

A MOTHER GIRAFFE crests the hill, followed by her baby, as the song lyric begins:

VOICE:

singing

FROM THE DAY WE ARRIVE ON THE PLANET

AND BLINKING STEP INTO THE SUN THERE'S MORE TO SEE THAN CAN EVER BE
MORE TO DO THAN CAN EVER BE DONE

The mother and child giraffes cross frame and reach a crest that overlooks a huge migration of animals. They lope down the hill to join them. We HOLD ON:

A TREE BRANCH where ants carrying leaves march across. RACK FOCUS to reveal:

ZEBRAS below, trotting in the same direction as the rest of the herds.

DOWN SHOT - GUINEA FOWL

waddle toward us, as dust reveals:

A HUGE ELEPHANT who crests an incline and lumbers toward us. The guinea fowl scamper ahead. One is almost stepped on by the elephant's huge hoof.

EXT. A STREAM

reflecting the morning sun. The reflection is shattered by ZEBRA who leap

into the water and cross, causing an explosion of shimmering droplets. In the b.g., AN ELEPHANT with birds perched on its head and tusks gives them safe passage across the stream. PAN to see the animals getting out of the stream and joining a SCREENFUL of animals, all walking in the same direction.

VOICE:

THERE'S FAR TOO MUCH TO TAKE IN HERE MORE TO FIND THAN EVER BE FOUND BUT THE SUN ROUTING HIGH THROUGH THE SAPPHIRE SKY KEEPS GREAT AND SMALL ON THE ENDLESS ROUND

The light changes. PAN to REVEAL:

EXT. PRIDE ROCK - CONTINUOUS

An impressive mountain: with many plateaus, levels and textures. It stands castle-like in the center of the Pride lands.

VOICE:

IT'S THE CIRCLE OF LIFE AND IT MOVES US ALL THROUGH DESPAIR AND HOPE THROUGH FAITH AND LOVE ON A PATH UNWINDING TILL WE FIND OUR PLACE IN THE CIRCLE THE CIRCLE OF LIFE

AERIAL SHOT - CONTINUOUS

WE TRACK in with a horn bill (ZAZU) who flies over the gathered animals and ANGLES up, up, up to the promontory.

He lands and bows regally to an O. S. character. He gestures with his wing, indicating that all is ready and reverently backs away.

ANGLE - MUFASA

The rising sun lights this regal, commanding lion (MUFASA) - who acknowledges Zazu with a warn nod.

REVERSE ANGLE:

Below, the animals are collected in a natural amphitheater.

WITH MUFASA:

Surveying the situation.

WITH THE ANIMALS

Gourds and on the top of a walking stick make their way through the crowd. An old baboon (RAFIKI) who carries the walking stick, hobbles out from the crowd, toward Pride Rock. There is mystery and humor to this old fellow as he ambles forward and scales the cliff.

EXT. EDGE OF PLATEAU - ABOVE

Rafiki's head pops up. He ambles to a standing position, goes right to Mufasa and gives him a hug. Mufasa beams. These guys obviously go way back. They turn and look at:

A LIONESS (SARABI) who has her newborn cub (SIMBA) nestled at her feet.

FULL SHOT:

Mufasa lovingly nuzzles Sarabi. Then he nuzzles the little cub.

MUSIC UNDER:

ANGLE - THE CUB

Rafiki looks at him. He shakes a gourds on his walking stick over Simba and they RATTLE. He cracks a gourd open and smears some goo on the little-guy's forehead. He takes a handful of dirt and sprinkles it over Simba. Simba SNEEZES. Mufasa and Sarahi, doting parents, think this is adorable.

RAFIKI ever-so-carefully lifts Simba and carries him to the promontory of Pride Rock. He holds the cub up for all to see.

The animals react with glee: ELEPHANTS trumpet; MONKEYS applaud and do somersaults; ZEBRAS stomp.

THE SKY:

A shaft of sunlight shines down through the clouds on the future king. THE ANIMALS bow and genuflect grandly.

SUMMIT OF PRIDE ROCK

Rafiki holds the cub high. Mufasa and Sarabi watch.

VOICE:

IT'S THE CIRCLE OF LIFE

AND IT MOVES US ALL

THROUGH DESPAIR AND HOPE THROUGH FAITH AND LOVE

ON A PATH UNWINDING

TILL WE FIND OUR PLACE

IN THE CIRCLE:

THE CIRCLE OF LIFE

MUSIC OUT.

TITLE CREDIT:

SEQ. 1.2 (SCAR, ZAZU, MUFASA)

FADE IN:

EXT. A ROCK SURFACE - A SHORT TIME LATER

A chameleon blends in with its terrain. Its eyes shift. It walks away. PAN DOWN the rock to reveal a shadow then a dark crevice.

DARKNESS:

Two little eyes dart erratically across FRAME. As b.g. becomes lighter, we realize that the eyes belong to a FIELD MOUSE.

EXT. SHADE TREE AREA - CONTINUOUS

As the field mouse scarpers, a huge lion paw THUDS into frame and traps the

mouse in its jail-like claws. PULL BACK TO REVEAL:

SCAR, a thin, angular lion with an attitude problem. He gingerly lifts the mouse by its tail and dangles it over his gaping mouth. Rather than eat the mouse. Scar rolls it through his paw the way a gambler rolls a coin.

SCAR:

Life's not fair. Yes -- You see, I shall never be king. And you shall never see another day. Adieu.

As Scar is about to eat the mouse, he HEARS:

ZAZU (O.S.)

Didn't your mother ever tell you not to play with your food?

SCAR:

Oh, Zazu. What do you want?

REVEAL Zazu, the horn bill we net in the opening scene. Zazu blends regal with ironic edge. He reveres his boss (King Mufasa) and disdains anyone he perceives to be a low-life cretin -- which is pretty much everybody but the King.

ZAZU:

I'm here to announce that King Mufasa's on his way. And you'd better have a good excuse for missing the ceremony this morning.

The little mouse escapes to freedom.

SCAR:

mock sad

Now look, Zazu. You've made me lose my lunch.

ZAZU:

You'll lose more than that when the king gets through with you. He's as mad as a hippo with a hernia.

Scar, licking his chops, advances on Zazu who backs away.

SCAR:

Ooooo. I quiver with fear.

ZAZU:

Now, Scar -- Don't look at me that way.

Scar continues stalking.

ZAZU:

Help!

Scar catches Zazu in his mouth. And CHOMPS his teeth shut. Mufasa enters, having witnessed what Scar just did.

MUFASA:

admonishing

Scar!

Scar, surprised, and with a bird bulge in his mouth:

SCAR:

Hmmm?

With that, Zazu's beak pokes out from Scar's lips. It looks like the mouth-within-a-mouth in "Alien."

ZAZU'S BEAK

Impeccable timing, Your Majesty.

MUFASA:

to a disobedient puppy

Drop him!

SCAR:

releasing Zazu

Plegh!

Zazu tumbles to the ground and shakes off.

SCAR:

to Mufasa

Why if it isn't my big brother, descending from on high to mingle among the commoners.

MUFASA:

Sarabi and I didn't see you at the presentation of Simba.

genuine

Is anything wrong?

SCAR:

insincere

That was today? Oh, I feel simply awful. Must have slipped my mind.

ZAZU:

Yes, well as slippery as your mind is, as the king's brother, you should have been first in line.

Scar nips at Zazu, who evades him.

SCAR:

I was first in line until the little hairball was born.

MUFASA:

That hairball is my son and your future king.

SCAR:

I shall practice my curtsy.

Scar abruptly turns to walk away. Mufasa calls after him:

MUFASA:

Don't turn your back on me, Scar!

Scar reels back around.

SCAR:

Oh, no, Mufasa. Perhaps you shouldn't turn your back on me.

MUFASA:

Is that a challenge?

Zazu ducks behind a rock.

SCAR:

pointed

Temper-temper.

butter wouldn't melt

A challenge? Oh, I wouldn't dream of it.

Zazu hops forward.

ZAZU:

Pity.

a beat

Why not?

SCAR:

Scar slinks away. Zazu and Mufasa watch him leave.

ZAZU:

There's one in every family, sire. Two in nine, actually. And they always manage to ruin special occasions.

As they walk off:

MUFASA:

What an I going to do with him?

ZAZU:

MUFASA:

good idea
Zazu!

ZAZU:

And just think. Whenever he gets dirty, you can take him out and beat him.
TIME DISSOLVE TO:

SEQ. 3:

TIME PASSAGE MONTAGE

EXT. AN ACACIA TREE - DAY

Glimmering in the sunlight then darkening as the sky clouds over. It starts to rain.

A FLAT PLAIN rain drenches the land. LIGHTNING FLASHES.

DISTANT MOUNTAINS the storm moves over the hills and plains, casting shadows.

DISSOLVE TO:

EXT. PRIDE ROCK - PRE-DAWN - MONTHS LATER

In the distance, Pride Rock in its pre-dawn splendor. Simba, now a full-grown cub, trots into:

INT. ROYAL CAVE - CONTINUOUS

SFX:

Simba, barely able to contain his excitement, bounds over to his sleeping parents, bumping affectionately against his father.

SIMBA:

Hey, Dad. Wake up! Dad!

Mufasa doesn't respond. Simba presses on, nudging his Dad. He tugs on Mufasa's ear and falls off, landing with an "Ooff!"

SIMBA:

Dad-Dad-Dad-Dad-Dad-Dad --

SARABI:

Your son is awake.

MUFASA:

Before sunrise, he's your son.

Simba pulls on Mufasa's tail and gets gently swatted out of frame. He runs in and head butts Mufasa:

SIMBA:

You promised!

Mufasa pops open one eye.

MUFASA:

Okay, okay. I'm up. I'm up.

SIMBA:

All-right!

SARABI:

Hon-ey --

She nudges him HARD. His eyes pop open.

MUFASA:

Okay! Okay!

PRIDE ROCK LONG SHOT - MINUTES LATER

Simba exits the cave, followed by his parents. He trots ahead then runs back to his mother. Sarabi gently nuzzles him and gives him a little push on his way.

Sarabi watches proudly as Mufasa and Simba head up Pride Rock.

EXT. PRIDE ROCK - CONTINUOUS

Mufasa and Simba look out over the Pride lands as the sun crests the far horizon, shooting yellow beams across the vast expanse.

MUFASA:

Simba, look:

Simba's eyes follow the horizon and grow wide.

SIMBA:

Wow.

As Simba moves around the plateau to survey his kingdom, we see the vistas he sees.

MUFASA (V.O)

A king's time as ruler rises and falls like the sun. One day the sun will set on my time here and will rise with you as the new king.

SIMBA:

And this will all be mine?

MUFASA:

Everything.

SIMBA:

in awe
Everything the light touches,
scanning horizon
What about that shadowy place?

MUFASA:

That's beyond our borders. You must never go there, Simba.

SIMBA:

But I thought a king can do whatever he wants.

MUFASA:

Mufasa exits the shot. Simba follows.

SIMBA:

wide-eyed
There's more?

MUFASA:

cautionary
Well, Simba --
PRIDE ROCK - VISTA SHOTS
Mufasa and Simba are dots on the horizon. They look out at the land in
harmony. Antelope leap and move along.
WITH SIMBA AND MUFASA
Simba is amazed and impressed by all that he sees around him.
MUFASA (V.O.)
Everything you see exists together in a delicate balance. As king you need
to understand that balance and respect all the creatures -- from the
crawling ant, to the leaping antelope.

SIMBA:

But, Dad, don't we eat the antelope?

MUFASA:

Yes, Simba. But let me explain.

MUFASA:

then:

When we die, our bodies become the grass, and the antelope eat the grass.

And so we're all connected in the great Circle of Life.
Simba considers this. Zazu flaps in and lands on a nearby rock.
SEQ. 3.1 (POUNCING)

ZAZU:

Good morning, Sire!

MUFASA:

Good morning, Zazu.

ZAZU:

Checking in with the morning report.

MUFASA:

Fire away!

Mufasa nods to Zazu to begin. Simba couldn't care less; he eyes a passing butterfly and lopes after it.

ZAZU:

The buzz from the bees is that, well -- the leopards are in a bit of a spot
--

Simba pounces toward the butterfly and misses. Mufasa notices, but Zazu drones on.

MUFASA:

to Zazu

Oh, really?

ZAZU (O.S.)

The baboons are going ape. Of course.

Mufasa notices Simba's leap for the insect and miss.

MUFASA:

whispering

What are you doing, son?

SIMBA:

Pouncing.

MUFASA:

Let an old pro show you how it's done.

ZAZU (O.S.)

The tick birds were picking on the elephants. I told the elephants to forget it, but they can't.

MUFASA:

Zazu, would you turn around?

ZAZU:

turning around

Yes, Sire.

pressing on

The cheetahs are hard up, but as I always say --

MUFASA:

whispering, to Simba

Stay low to the ground.

ZAZU:

-- Cheetahs never prosper.

SIMBA:

to himself

Okay, stay low to the ground. Right, yeah.

ZAZU:

Uh -- What's going on?

MUFASA:

A pouncing lesson.

ZAZU:

auto pilot

Oh. Very good. Pouncing!

realizing

Pouncing? Oh, no, Sire. You can't be serious!

Mufasa gestures to Zazu to turn back around. While Zazu prattles on, Mufasa instructs his son:

ZAZU:

grumbling

This is so humiliating.

MUFASA:

whispering to Simba

Try not to make a sound.

Simba makes his way stealthily toward Zazu.

ZAZU:

What are you telling him, Mufasa? Mufasa? -- Simba?
Simba flies through the air and hits his target.

ZAZU:

Aaaaaakkk!

Mufasa laughs. Zazu dusts himself off.

MUFASA:

Ha-ha-ha That's very good!

A HOLE pops up from a hole in the ground.

MOLE:

Zazu!

ZAZU:

Yes?

MOLE:

News from the underground!

He whispers "BZZZ-BZZZ-BZZZ" in Zazu's ear.

MUFASA:

to Simba

Now next time --

ZAZU:

to Mufasa!

Sire, Hyenas! In the Pride lands!

MUFASA:

exiting

Zazu, take Simba home.

SIMBA:

Aw, Dad, can't I come?

MUFASA:

No, son.

Mufasa runs off.

WITH SIMBA AND ZAZU

SIMBA:

I never get to go anywhere.

ZAZU:

Oh, Young Master, one day you will be king. Then you can do whatever you want.

SIMBA:

That's not what my dad told me.

ZAZU:

Well, let old Zazu set you straight. You're going to have it all. You'll be -- Head Honcho! Top Banana! The Grahhhhnd Fromage --

SIMBA:

pumped up

All-right!

SEQ. 4 (SIMBA/SCAR)

EXT. SCAR'S SUNNING AREA - MINUTES LATER

Scar walks along a cliff's edge. He kicks a small rock off.

Simba, pumped up by Zazu's speech, runs into frame.

SIMBA:

Hey, Uncle Scar! Guess what?

SCAR:

I despise guessing games.

SIMBA:

undaunted

I'm gonna be king of Pride Rock!

SCAR:

underwhelmed

Oh goodie.

SIMBA:

My Dad just showed me the whole kingdom! And I'm gonna rule it all!

SCAR:

Yes. Well, forgive me for not leaping for joy. Bad back, you know.

Scar flops down and rolls away from Simba. But the undaunted cub comes back for more.

SIMBA:

Hey, Uncle Scar, when I'm king, what'll that make you?

SCAR:

A monkey's uncle.

SIMBA:

laughing

You're so weird.

SCAR:

You have no idea.

a beat

So your father showed you the whole kingdom, did he?

SIMBA:

Everything!

SCAR:

He didn't show you what's beyond that rise at the northern border?

SIMBA:

Well, no.

miffed

He said I can't go there.

SCAR:

And he's absolutely right. It's far too dangerous. Only the bravest of lions go there.

SIMBA:

defensive

Well, I'm brave. What's out there?

SCAR:

I'm sorry, Simba, I just can't tell you.

SIMBA:

Why not?

Scar puts his massive paw gently on Simba's head.

SCAR:

Simba, Simba. I'm only looking out for the well-being of my favorite nephew.

Simba squirms free.

SIMBA:

Yeah, right. I'm your only nephew.

SCAR:

a beat

Oops.

SIMBA:

An elephant what?

awed

Whoa!

SCAR:

Scar hugs Simba tight.

SIMBA:

No problem.

SCAR:

There's a good lad. You run along now and have fun.

Scar gives Simba a little boot to start him on his way. Then he calls to Simba:

SCAR:

And remember:

SEQ. 4.1 (SIMBA/NALA)

EXT. A SHELTERED AREA OF PRIDE ROCK - MINUTES LATER

Lionesses lounge in the shade. Sarabi is nearby on a small rock. We find a cute little cub, NALA, being given a bath (a cat kind of bath) by her mom, SARAFINA. Nala is not enjoying the experience as her mother's tongue more or less rearranges her face.

Simba trots in.

SIMBA:

Hey, Nala!

NALA:

flatly

Hi, Simba.

SIMBA:

Come on! I just heard about this great place!

NALA:

I'm kind of in the middle of a bath.

SARABI (O.S.)

And it's time for yours.

Sarabi picks up Simba by the scruff and lifts him up to the ledge she is on. She starts to lick/bathe him. He protests.

SIMBA:

Mo-om!

He tries to wriggle free.

SARABI:

Would you hold still?

SIMBA:

Mot, you're messing up my mane!

Sarabi continues to bathe him, cat-style. He reacts.

SIMBA:

Eww -- Yuck!

He wriggles free and falls off to the ground below. He stands up and gives himself a quick clean-up once-over, finishing up with his armpits.

SIMBA:

Okay, okay. I'm clean.

then

Can we go now?

NALA:

Where are we going, anyway? It better not be any place else.

SIMBA:

No, it's really cool.

SARABI:

So where is this "really cool" place?

SIMBA:

Oh --

lying

around the waterhole.

NALA:

unimpressed

The waterhole? What's so great about the waterhole--?

Trying to stake her take the bait.

SIMBA:

thru teeth

I'll show you when we get there.

NALA:

getting it

Ohhhh.

to Sarafina

Mon, can I go?

Sarafina looks to Sarabi for the verdict.

SARAFINA:

I don't know. Sarabi, what do you think?

SARABI:

Well --

SIMBA/NALA

thru cheesy grins

Pleeeez?

SARABI:

It's alright with me --

Simba and Nala sake a break for it.

SARABI:

As long Zazu goes with you.

Simba and Nala freeze in their tracks, crestfallen.

SIMBA:

Not Zazu.

DISSOLVE TO:

SEQ. 4.2 ("CAN'T WAIT TO BE KING")

EXT. A PLAIN - A SHORT TIME LATER

Zazu flaps on ahead of the two cubs, calling back:

ZAZU:

Step lively! The sooner we get to the waterhole, the sooner we can leave!

WITH SIMBA AND NALA

NALA:

So where're we really goin'?

SIMBA:

on the Q.T.

An elephant graveyard.

NALA:

Wow!

SIMBA:

Shhh --

indicating

Zazu --

NALA:

Right. How're we gonna ditch the dodo?

Simba raises an eyebrow, then grins and leans in to huddle. We hear the sounds of their conspiratorial WHISPERING:

Zazu sees them tete-a-tete and flies to them.

ZAZU:

Just look at you two! Little seeds of romance blossoming in the savannah! Your parents will be thrilled. What with your being betrothed and all.

SIMBA:

Be-what?

ZAZU:

You and Nala are betrothed! Intended! Affianced!

Simba and Nala look at each other, shrugging a "Huh?"

NALA:

Meaning--?

ZAZU:

One day you two are going to be married!

SIMBA:

I'm gonna marry her?

ZAZU:

No -- me. Yes "her." you chuckle headed little oik.

SIMBA:

Yuck!

NALA:

Eeuwww!

SIMBA:

I can't marry her. She's my friend.

NALA:

Yeah. It'd be too weird.

SIMBA:

Yeah. Forget it. We don't have to get married if we don't want to.
to Nala
Deal?

NALA:

Deal!

ZAZU:

Sorry to bust your bubble, but you two turtle doves have no choice. It's a tradition going back generations.

SIMBA:

Well, when I'm king, that'll be the first thing to do.

ZAZU:

Not so long as I'm around.

SIMBA:

In that case, you're fired.

ZAZU:

Nice try. But only the king can do that.

NALA:

Well, he's the future king.

SIMBA:

So you have to do what I tell you!

ZAZU:

Not yet, don't, you puny puff of pre-pubescent fuzz. And with an attitude

like that, I'm afraid you will be a pretty pathetic king, indeed!

SIMBA:

Not the way I see it!

SONG:

Simba pounces Zazu playfully:

SIMBA:

I'M GONNA BE A MIGHTY KING SO ENEMIES BEWARE!

Zazu jumps backwards up onto a log and falls into a knot-hole.

ZAZU:

I'VE NEVER SEEN A KING OF BEASTS WITH QUITE SO LITTLE HAIR

Zazu plucks a hair from Simba's nonexistent mane

Simba's head pops through a leafy bush

SIMBA:

He ROARS in Zazu's face, in the process, blowing/spitting in Zazu's eye.

Zazu grabs for something to blow his nose in, unaware he's tugged an elephant's ear:

ZAZU:

THUS FAR A RATHER UNINSPIRING THING

The elephant uses his trunk like a golf club and knocks Zazu out of frame. He bounces across a stream, like a skipping stone. A reflection of flamingos shatters and the birds burst into flight.

Simba and Nala race in.

SIMBA:

OH I JUST CAN'T WAIT TO BE KING!

Zazu wades through, holding up his feathers like an old aunt holding up her skirt at the beach.

ZAZU:

talking

You've rather a long way to go, young master, if you think I'm going to stand by while you run around like a snot-nosed --

Simba and Nala trade off Baking faces behind Zazu's back when Zazu turns to look at one, the other is staking the rude face. He finally catches them in the act. They run circles around the old bird and leave him behind in a puddle.

SIMBA:

singing

NO-ONE SAYING DO THIS -
NO-ONE SAYING BE THERE
NO-ONE SAYING STOP THAT -
NO-ONE SAYING SEE HERE -
FREE TO RUN AROUND ALL DAY -
FREE TO DO IT ALL MY WAY

ZAZU:

speaking

When I said that I -
What I meant was that the -
What you don't realise is that sometimes -
Now see here!
That's definitely out -
Zazu ducks to avoid an ostrich running through frame. Simba and Nala ride ostriches that run away from Zazu.
He flies off, reaching the ostrich-riding cubs, and while flying backwards, talks in their face:

ZAZU:

I THINK IT'S TIME THAT YOU AND I ARRANGED A HEART TO HEART
He CRASHES into a rhino rump and is flattened. The kids race by:

NALA:

KINGS DON'T NEED ADVICE FROM LITTLE HORN BILLS FOR A START.
Zazu falls to the ground and sits on a little perch unaware that he is floating on a log down a stream, headed for a waterfall:

ZAZU:

IF THIS IS WHERE THE MONARCHY IS HEADED, COUNT ME OUT OF SERVICE, OUT OF AFRICA, I WOULDN'T HANG ABOUT
Zazu disappears over the waterfall. He flies back up, irked:

ZAZU:

THIS CHILD IS GETTING WILDLY OUT OF WING
Zebra stripes fill the screen.

SIMBA:

OH I JUST CAN'T WAIT TO BE KING!
Simba and Nala are saluted by two lines of Zebras. Zazu cones flapping after them, and the Zebras trap him between their legs.
Simba and Nala zip in and out of animals' legs. Zazu tries to catch them.

Their heads pop in and out from behind legs.

Simba stands on a giraffe's head. He orders the animals. They obey. Zazu gets caught underfoot.

SIMBA:

singing

EVERYBODY LOOK LEFT -

EVERYBODY LOOK RIGHT

EVERYWHERE YOU LOOK I'M --

ZAZU:

screaming

Aaaaaaa...eek

Oooooo...Ow

Giraffes stand in a semi-circle. Simba steps from head to head like he's moving across stepping stones.

Now it's a cacophony of animal movement, all building African "Bushy" Berkley style until Zazu gets caught between two animals' rear ends.

SIMBA:

singing

STANDING IN THE SPOTLIGHT

ZAZU:

screaming

Not yet!

Simba whispers to a hippo, who whispers to a giraffe, who whispers to a monkey:

SIMBA:

Ditch the Dodo.

Zazu gets nabbed by the monkeys, and take him up into a tree.

Alligators open their mouths, revealing the birds inside are singing.

ANIMAL CHORUS:

LET EVERY CREATURE GO FOR BROKE AND SING LET'S HEAR IT IN THE HERD AND ON THE WING IT'S GONNA BE KING SIMBA'S FINEST FLING

Giraffes toss Simba and Nala into the air "Beach Blanket Bingo"-style.

Zazu is being held captive by a monkey family.

Simba and Nala are at the top of a '40s-style sculptured stack of animals.

Poor Zazu is supporting the whole mass. He can't balance any longer. The sculpture starts to wobble, sending Simba and Nala flying.

SIMBA:

OH I JUST CAN'T WAIT TO BE KING'

Finally free of Zazu, Simba and Nala make their break for it, as the tower of animals tumbles.

SIMBA:

OH I JUST CAN'T WAIT TO BE KING!

All that remains is one very plump rhino. From below it WE HEAR:

ZAZU (V.O.)

I beg your pardon, Madam. Get off!

meekly

Simba? Nala?

SEQ. 5 (HYENA CHASE)

EXT. TOP OF A RIDGE - DAY

Simba and Nala run in LAUGHING at their success. They are jubilant.

SIMBA:

All-right! It worked!

NALA:

We lost him!

They "High Five" each other.

SIMBA:

I am a genius!

NALA:

Hey, genius -- it was my idea!

SIMBA:

Yeah, but I fullled it off!

NALA:

With me.

SIMBA:

Oh yeah?!

Simba playfully leaps for Nala and they tussle. She flips him. He lands with a THUD! on his back and tries to get up, but Nala holds him there a beat.

NALA:

Pinned ya!

SIMBA:

Hey, let me up!

She does. He tries to flip her. She flips him again and they tumble down the hill until --

EXT. ELEPHANT GRAVEYARD - CONTINUOUS

Nala lands on top of Simba.

NALA:

Pinned ya again!

They are suddenly interrupted by GEOTHERMIC STEAM PLUMES.

BOTH:

Gasp!

The steam clears, revealing:

AN ELEPHANT SKULL huge, terrifying. Simba and Nala both let out GASPS of joy.

BOTH:

Whooooa!

SIMBA:

This is it! We made it!

NALA:

impressed

Wow! It's really creepy.

SIMBA:

Yeah. Isn't it great?!

NALA:

conspiratorial

We could get in big trouble.

SIMBA:

gleeful

I know.

NALA:

I wonder if its brains are still in there.

SIMBA:

C'mon, let's go check it out.

Simba is about to climb in one of the eye sockets. Zazu swoops in to chide:

ZAZU:

SIMBA:

Oh, man --

ZAZU:

We're way beyond the boundary of the Pride Lands.

SIMBA:

Look. Banana-Beak is scared!

ZAZU:

It's Mister Banana-Beak to you, Fuzzy.

sternly

And right now we are all in very real danger.

SIMBA:

bravado

Danger? Ha! I walk on the wild side. I laugh in the face of danger.

swagger

Ha-ha-ha-ha-ha!

From inside the skull (and much louder), hideous HYENA LAUGHING follows rapid-fire:

HYENA VOICES:

HEE-HEE-HEE-HEE-HEE!!!

Simba, Nala and Zazu react to the sound then the sight of THREE HYENAS slinking oozily out of the skull's eyes: BANZAI, a male hyena; SHENZI, a female hyena; and a third hyena, ED – who doesn't speak but just LAUGHS. (He's the Harpo of hyenas) They are three punks who get tripped up in their own laughs. They slink around the cubs.

SHENZI:

Well, well, well, Banzai. What have we got here?

BANZAI:

Hmmm -- I don't know, Shenzi. What do you think, Ed?

Ed LAUGHS his signature laugh.

ED:

Hee-hee-hee.

BANZAI:

Just what I was thinkin'. trespassers. A trio of trespassers.

ZAZU:

Zazu starts to fly, to lead the cubs to safety, but Shenzi slaps at Zazu's tail feathers, pinning him to the ground.

SHENZI:

Whoa-whoa -- Wait, wait, wait. We ain't been properly introduced.
Freeing his tail feathers:

ZAZU:

proudly
I, madam, am the king's majordomo.

SHENZI:

Whoo-weee! A Major Dumbo!

BANZAI:

circling Simba
And that would make you --

SIMBA:

puffed up
The future king.
Royally mocking him:
BANZAI/SHENZI
Oooooo -- ooooo -- king!

SHENZI:

Then I guess we have to give you the royal treatment!

SIMBA:

Puh. You can't do anything to me.

ZAZU:

Er -- technically, they can. We are on their land.

SIMBA:

to Zazu
But they sneak onto our land all the time!

SIMBA:

to hyenas

My dad told me about you. You're nothing but slobbering, mangy, stupid poachers!

ZAZU:

whispering

Ix-nay on the oopid-stay.

BANZAI:

Hey! Who you callin' "oopid-stay"?

ZAZU:

Oh, my-my-my. Look at the sun. Time to go.

The hyenas block Zazu, Nala and Simba, then circle, licking their chops.

SHENZI:

suddenly folksy

What's the hurry? We'd love you to stick around for dinner.

BANZAI:

Yeah. We could have whatever's "lion" around.

amused

Get it? Lion around!

laughing

Heh-heh-heh.

ED:

Heh-heh-heh-heh-heh-heh.

BANZAI:

Oh, man! I don't know when the last time was I had lion cubs!

Banzai grabs Simba's tail, Ed goes to bite it, but Simba slaps him away.

SIMBA:

Hey!

SHENZI:

Wait-wait-wait! I'm having the lion cubs.

While the hyenas are wrapped up in their argument, Simba, Nala and Zazu sneak away, unnoticed.

BANZAI:

You will not. You can have the bird.

Ed notices the exit and frantically tries to get Banzai and Shenzi's attention.

SHENZI:

Don't you give me the bird!

BANZAI:

Alright-alright! We'll split the bird. But I get the wings.

SHENZI:

Oh, sure. And I get stuck with the bill.

Ed is between them, acting out the exit of Simba et al, vocalizing like a dog whimpering.

ED:

Uh-uh-uh-uh-uh-

BANZAI:

Okay, we'll split the bill.

He's in Shenzi's face, trying to get her attention:

ED:

Uh-uh-uh-uh-uh-

SHENZI:

to Ed

What???

Banzi sees the fleeing trio.

BANZAI:

Hey! Did we order this dinner to go?

SHENZI:

No. Why?

BANZAI:

'Cause there it goes!

Sure enough, our three are some distance away, beating a hasty retreat.

SHENZI:

Get 'em!

The hyenas chase their dinner.

WITH THE CUBS racing from their pursuers. Simba notices Zazu isn't with them.

NALA:

Did we lose 'em?

SIMBA:

Where's Zazu?

WITH THE HYENAS:

LAUGHING, holding Zazu by his wings, like he's a puppet marching toward a thermal vent:

BANZAI:

So the little majordomo bird hippity-hopped all the way to the birdie boiler.

ZAZU:

panicked

Oh, no! Not the birdie boiler!

ZOOM! A plume of steam LAUNCHES Zazu out of frame. He screams:

ZAZU:

Aaaaaaa!

SHENZI:

Bye-bye, birdie!

HYENAS:

Hee-hee-hee-hee-hee-hee-hee!

Simba calls to them:

SIMBA:

Why don't you pick fen somebody your own size!

SHENZI:

Great idea!

[ALTS:

SIMBA:

Oops!

WITH SIMBA AND NALA

Running.

A THERMAL VENT:

shoots up like a curtain. The cubs put on the brakes. Then the hyena trio appears.

SHENZI/BANZAI/ED (TOGETHER)

Boo!

The cubs scramble away, running toward:

A HUGE ELEPHANT SKULL

They scale it. It is very slippery. They can't get footing. The cubs fall off and slide, down in a long, long, long spine that hangs down a steep incline.

SIMBA/NALA

screaming

Aaaaaaaa!

THE CUBS land in a bone pile. They dash up a hill covered in bones.

TOP OF HILL:

Nala slips. She can't gain her footing. She panics.

NALA:

Simba! Help me!

SIMBA runs and SWIPES SHENZI. She sees red and YOWLS:

SHENZI:

Owww!

She chases after Simba.

THE CUBS race along. Their path is blocked:

ANGLE - A DEAD END

The cubs' only option is to climb an elephant carcass. As they do, the dry bones give way. Simba and Nala fall. The rib cage SNAPS DOWN, imprisoning them behind bone bars.

The Hyenas menace toward them, LAUGHING. Simba and Nala tremble in fear.

BANZAI:

wild laugh

Ha-ha-ha-ha-ha-ha-

then;coldly

Here, kitty-kitty-kitty --

Simba musters all his courage and tries to roar. All that comes out is a pathetic squeak.

SIMBA:

rr-rr--?

SHENZI:

mocking

That was it?

laughing

Ah-ha-ha-ha. Do it again! Come on.

The hyenas LAUGH menacingly. Simba tries desperately to roar again, but all that comes out is:

SIMBA:

rrr --

His meek little 'rrr' suddenly EXPLODES in an O.S.:

A LION'S VOICE (O.S.)

ROAR!

The Hyenas freeze.

SHENZI & BANZAI

Huh?

WHAM! A huge lion paw sweeps INTO FRAME, sending the hyenas flying. Reveal Mufasa. The hyenas cower.

SHENZI:

Ow! Hey! Ouch!

BANZAI:

Hey! Ow! Oh! Ouch! Stop! Please!

MUFASA:

Silence!

a beat

If you ever come near my son again --

SHENZI:

Son? Son? This is your son? man, we didn't know.

SHENZI:

to Banzai

Did you know that?

BANZAI:

Me? No. Did you?

SHENZI:

exasperated

No. Of course not.

They both turn to Ed:

BANZAI/SHENZI (TOGETHER)

Ed?

Ed nods "yes" and WE HEAR:

SFX:

MUFASA:

ROAR!

BANZAI:

Toodles!

The Hyenas run off, YIP-YIP-YIP-YIPPING.

SIMBA:

Dad -- I --

MUFASA:

You deliberately disobeyed me!

SIMBA:

Dad, I'm -- I'm sorry.

MUFASA:

fuming

Let's go hone.

Mufasa leads the way, Zazu flapping behind him. PAN TO REVEAL: Simba following, hangdog. Nala is with him and shoots him an "It's okay" look, adding:

NALA:

whispered

I thought you were very brave.

He just continues on, his head drooped.

ANGLE - A ROCKY LEDGE ABOVE THEM

Reveal Scar's shadow. He's taking this all in. It turns away and slinks out of frame.

SEQ. 6 (SIMBA & PAD)

EXT. PRIDE LANDS - SUNSET

Mufasa walks ahead, leading Simba, Zazu and Nala hone. Simba has a dejected look as he tries to keep up.

MUFASA (O.S.)

sternly

Zazu!

Zazu flaps forward to the king.

WITH MUFASA AND ZAZU

ZAZU:

Sire, I feel simply awful about this --

a beat

Although I must point out that babysitting --

MUFASA:

interrupting

It wasn't your fault.

ZAZU:

-- is not part of my -- I beg pardon?

MUFASA:

I said, it wasn't your fault.

ZAZU:

taken aback

Oh. Well. Yes. Of course.

MUFASA:

Zazu! Take-Nala home. I have to teach my son a lesson.

SIMBA hears this and sinks into the grass.

WITH ZAZU AND MUFASA

ZAZU:

Very good, Sire.

Zazu nods and flies to the cubs.

WITH ZAZU AND THE CUBS

ZAZU:

Come, Nala.

to Simba

Simba --

Very stiff-upper-lip:

ZAZU:

RAF Commander

Good luck.

Zazu and Nala take off. Simba doesn't move.

MUFASA:

calling

Simba!

SIMBA edging closer to his father. His little paw lands in one of the enormous paw prints Mufasa left. His is dwarfed by Mufasa's immense print.

WITH SIMBA AND MUFASA

Simba sits beside his dad.

MUFASA:

Simba, I'm very disappointed in you.

SIMBA:

I know. I'm sorry.

MUFASA:

sternly

You could have been killed! And what's worse, you put Nala in danger!

Mufasa turns to see the little cub cowering in fear. Simba starts to cry as he speaks:

SIMBA:

I was just trying to be brave, like you.

MUFASA:

I'm only brave when I have to be. Simba --

softening

being brave doesn't mean you go looking for trouble.

SIMBA:

But you're not scared of anything.

MUFASA:

I was today.

SIMBA:

You were?

MUFASA:

Yes. I thought I might lose you.

SIMBA:

Oh. I guess even kings get scared, huh?

Mufasa pulls Simba close.

MUFASA:

C'mere, you.

Then he starts to tickle his cub. Both romp, LAUGHING and GROWLING playfully.

MUFASA/SIMBA

Ha-ha-ha -- grfff -- ha-ha --

They stop. There is a moment:

SIMBA:

Dad?

MUFASA:

Hmm?

SIMBA:

We're pals, right.

MUFASA:

Right.

SIMBA:

And we'll always be together. Right?

MUFASA:

Simba, let me tell you something my father told me: Look at the stars.
Simba looks up.

MUFASA:

The great kings of the past look down on us from those stars.

SIMBA:

Really?

MUFASA:

Yes. So whenever you feel alone, just remember that those kings will always
be there to guide you.

a beat

And so will I.

They stare at the stars in silence, dwarfed by the infinity that surrounds
them.

SEQ. 7 ("BE PREPARED")

EST. SHOT - HYENA LAIR - NIGHT

BANZAI (O.S.)

Oh, man. That lousy Mufasa. I won't be able to sit for a week.

Ed LAUGHS wildly.

ED (O.S.)

Hee-hee-hee!

WITH SHENZI, BANZAI AND ED

still licking their wounds but Ed LAUGHS. Banzai rubs his butt.

BANZAI :

It's not funny, Ed.

Ed LAUGHS even harder.

ED :

HEE-HEE-HEE.

BANZAI :

Hey, shut up!

Ed is HYSTERICAL.

ED :

HEE-HEE-HEE-HEE-HEE-HEE!

Banzai pounces on him, and they fight.

MISC. GRUMBLING, GROWLING, GNASHING OF TEETH.

SHENZI :

Banzai, will you guys knock it off?

They stop fighting. Ed idiotically chews his own leg. Saliva hangs from Banzai's jaw.

BANZAI :

He started it.

SHENZI :

Look at you guys! No wonder we're dangling at the bottom of the food chain.

BANZAI :

Oh, man, I hate dangling.

SHENZI :

Yeah. If it weren't for those lions, we'd be running the joint.

BANZAI :

Nan, I hate lions.

SHENZI :

They're pushy.

BANZAI :

And hairy.

SHENZI :

And stinky.

BANZAI:

And, man, are they --

SHENZI/BANZAI (TOGETHER)

uggg-lee!

All LAUGH and enjoy themselves.

ANGLE - SCAR

on the upper ridge and callin down:

SCAR:

Oh, surely we lions are not all that bad.

FULL SHOT:

All GASP until they recognize Scar. Then they HEAVE SIGHS of relief.

BANZAI:

underwhelmed

Oh, Scar. It's just you.

SHENZI:

whew

Yeah, we were afraid it was somebody important.

SCAR:

coldly

I see.

BANZAI:

You know, Like Mufasa.

SCAR:

Uh-huh,

BANZAI:

Now that's power.

SHENZI:

Tell me about it. I just hear that name, I shudder.

BANZAI:

playing along

"Mufasa."

SHENZI:

shuddering
Brrrrrr!
then, rapidly
Do it again!

BANZAI:

"Mufasa!"

SHENZI:

shuddering
Brrrrrrr!
Ed laughs wildly.

ED:

Hee-hee-hee-hee-hee.

BANZAI/

"Mufasa-Mufasa-Mufasa!"

Shenzi goes wild, gleefully SHUDDERING and SHIVERING:

SHENZI:

Burrrrrr-burrrrr-burrrrr. It just tingles me!
Ed laughs louder.

SCAR:

under his breath
I an surrounded by idiots.

BANZAI:

Now you. Scar -- You're one of us. You're our pal.

SCAR:

with loathing
Charmed.

SHENZI:

Ooh, I like that. He's not king, but he's still so proper.

BANZAI:

Hey, did'ja bring us anything to eat, Scar old buddy, old pal?
Did'ja-did'ja-did'ja?
Scar considers what to do with the scrap of carrion he's carryin'.

SCAR:

I don't think you really deserve this. I practically gift-wrapped those

cubs for you, and you couldn't even dispose of them.
He tosses them the hunk of meat. They dive into it, voraciously. SOUNDS OF CHEWING, MUNCHING, SLURPING. They speak with their mouths full.

SHENZI:

Well, ya know, it wasn't like they was exactly alone. Scar.

BANZAI:

Yeah, what were we supposed to do, kill Mufasa?

SCAR:

a beat

Precisely.

The hyenas just keep on eating. More SOUNDS OF their CHEWING, MUNCHING, SLURPING. As --

SONG:

Scar jumps down, scattering hyenas as he lands. He walks through the steam vents.

SCAR:

I KNOW THAT YOUR POWERS OF RETENTION

He circles Ed and whacks the bone out of his mouth. Ed stands at attention. Scar continues circling Ed.

SCAR:

ARE AS WET AS A WARTHOG'S BACKSIDE BUT THICK AS YOU ARE, PAY ATTENTION MY WORDS ARE A MATTER OF PRIDE

Scar waves his paw in front of Ed's glazed-over eyes.

SCAR:

IT'S CLEAR FROM YOUR VACANT

EXPRESSIONS:

THE LIGHTS ARE NOT ALL ON UPSTAIRS

Two hyenas stare down from a ledge and share a joke.

SCAR:

BUT WE'RE TALKING KINGS AND SUCCESSIONS EVEN YOU CAN'T BE CAUGHT UNAWARES

Scar startles the bejesus out of the two hyenas who fall down and land on steam vents. Scar exits and the steam vents erupt, sending the hyenas into orbit. Then back into frame.

Scar appears in frame and dances up a ramp.

SCAR:

SO PREPARE FOR THE CHANCE OF A LIFETIME BE PREPARED FOR SENSATIONAL NEWS A SHINING NEW ERA IS TIPTOEING NEARER

He tiptoes to a higher level. Shenzi asks:

SHENZI:

And where do we feature?

He pinches her cheek.

SCAR:

Just listen to teacher I KNOW IT SOUNDS SORDID BUT YOU'LL BE REWARDED WHEN AT LAST I AM GIVEN MY DUES! AND INJUSTICE DELICIOUSLY SQUARED BE PREPARED!

He mounts to a higher level, kicking bone-chewing Ed, who bumbles down the rocks and crashes in a bone pile.

BANZAI:

Yeah! Be prepared. We',ll be prepared!

confused

For what?

Scar sits on a rock pinnacle.

SCAR:

For the death of the King.

BANZAI:

Is he sick?

SCAR:

throttling him

No, fool! We are going to kill him. And Simba, too.

He drops Banzai, who falls out of frame and back into frame between Shenzi and Ed.

SHENZI:

Great idea! Who needs a king?

ALL HYENAS:

chanting

NO KING, NO KING! LA LA LA LA LA!

The-hyenas dance around and sing like idiotic children. Scar is on a ledge above them.

SCAR:

Idiots! There will be a King!

BANZAI:

But you said --

SCAR:

I will be King! Stick with me and you'll never go hungry again!

Scar towers over a gathering throng of hyenas.

BANZAI & SHENZI

Yay, all right! Long live the King!!

Hyena CHEERING, steam fills the screen.

ALL HYENAS:

laughing

Ha-ha-ha-ha-ha-ha!

The steam evaporates, revealing rows of jackbooted, goose stepping storm trooper hyenas.

Scar observes from above. Their shadows cross his face.

HYENAS:

singing

IT'S GREAT THAT WE'LL SOON BE CONNECTED WITH A KING WHO'LL BE ALL TIME
ADORED

SCAR:

OF COURSE, QUID PRO QUO, YOU'RE EXPECTED TO TAKE CERTAIN DUTIES ON BOARD
draws a murderous claw across his throat

THE FUTURE IS LITTERED WITH PRIZES AND THOUGH I'M THE MAIN ADDRESSEE THE
POINT THAT I MUST EMPHASIZE IS

Leaping into the midst of the hyenas.

SCAR:

YOU WON'T GET A SNIFF WITHOUT ME!

The ground begins to crack open.

SCAR & SHENZI & BANZAI

SO PREPARE FOR THE COUP OF THE CENTURY

More steam vents shoot up as the earth shakes and splits. Scar leaps onto a
pillar of, rock, which begins to rise.

SCAR:

BE PREPARED FOR THE MURKIEST SCAM METICULOUS PLANNING TENACITY, SPANNING
DECADES OF DENIAL IS SIMPLY WHY I'LL BE KING UNDISPUTED RESPECTED, SALUTED
AND SEEN FOR THE WONDER I AM

HYENAS:

OOOOOO, LA-LA-LA! WE'LL HAVE FOOD! LOTS OF FOOD WE REPEAT ENDLESS MEAT
AAAAAAAHAH! AAAAAAAAHAH! AAAAAAAAHAH!

While Scar and his pillar of rock continues to thrust up out of the
surrounding ground, the hyenas dance demonically.

SCAR:

YES MY TEETH AND AMBITIONS ARE BARED
BE PREPARED!

SCAR & HYENAS

YES OUR TEETH AND AMBITIONS ARE BARED BE PREPARED!

Hyenas dance and dismember skeletons. One hyena plays the vibes on a rib
cage.

On Scar's evil laugh, we pull back, through the length of a rib cage, and
see him ranting atop his pillar, high above the whole, lurid, Hieronymus
Bosch carnival-in-hell.

SEQ. 10 (STAMPEDE/MUFASA'S DEATH)

EXT. PLATEAU - THE FOLLOWING DAY

Two dots are down below in a tremendous gorge.

SCAR (O.S.)

Now you wait here. Your father has a marvelous surprise for you.

SIMBA (O.S.)

What is it?

EXT. FLOOR OF THE GORGE - A SHORT TIME LATER

Scar is with Simba under a tree. Simba sits on a rock.

SCAR:

If I told you, it wouldn't be a surprise now, would it?

SIMBA:

sweetly shrewd

If you tell me - I'll still act surprised.

SCAR:

tsk-tsk-tsking

You are such a naughty boy.

SIMBA:

man-to-man

Come on, Uncle Scar --

SCAR:

No-no-no. This is just for you and your dad. You know, a sort of father-son
thing.

SCAR:

a real pal

Well, I'd better go get him.

SIMBA:

I'll go with you!

SCAR:

No!

sweetly

No, no.

Scar starts to go.

SCAR:

Just stay on this rock. You wouldn't want to end up in another mess like you did with the hyenas.

SIMBA:

You know about that?

SCAR:

Simba -- everyone knows about that.

Simba looks mortified.

SIMBA:

Really?

SCAR:

SCAR:

a beat

Now be a good lad and prove you can do one thing right: Stay on this rock and wait for your surprise.

SIMBA:

Right!

Scar starts to leave. Simba calls:

SIMBA:

Hey, Uncle Scar, will I like the surprise?

Scar turns back to Simba.

SCAR:

Simba, it's to die for.

Scar trots off. Simba centers himself on the rock, looks around for his father. He waits.

EXT. A LEDGE ABOVE - CONTINUOUS

A herd of hundreds of WILDEBEEST grazes- Thru their legs we see Shenzi, Banzai and Ed.

We hear a stomach RUMBLE.

WITH THE HYENA TRIO

Shenzi glares at Banzai.

SHENZI:

Shut Up!

BANZAI:

I can't help it. I'm so hungry -- I gotta have a wildebeest.

SHENZI:

Stay put.

BANZAI:

Can't I just pick off one of the little sick ones?

SHENZI:

No! We wait for the signal from Scar .

WITH SIMBA - CONTINUOUS

A chameleon enters frame left, crawling on a long branch. The chameleon's weird eye movement catches Simba's attention. They eye each other. As the chameleon climbs from the branch onto the rock, Simba reaches for it. He misses the chameleon and gets hit with the branch. The chameleon moves across a black part of the rock and turns black. Simba steps off the rock. He holds a leaf over the funny creature which makes it turn green. Simba LAUGHS.

ANGLE - SCAR

giving the signal.

WITH THE HYENAS:

SHENZI:

Look! There he is! Let's go.

They slink toward the grazing wildebeest.

WITH SIMBA:

He holds his paw near the chameleon, who changes color as it crawls up Simba's arm. It nears Simba's face and bites him on the nose. He recoils,

YELPING:

SIMBA:

Yeee-owwww!

SOUND:

THUNDERING of hundreds of wildebeest approaching.

ANGLE - TOP OF THE GORGE

WILDEBEEEST cascade down into the gorge, running directly toward Simba.

WITH SIMBA:

Simba sees the WILDEBEEEST flood down into the gorge, a STAMPEDE that thunders directly toward him.

Simba runs for his life.

WITH THE STAMPEDE

The Hyena Trio nips at the hooves of the Wildebeest as the final group approaches the edge of the ridge and spills put of sight over and down into the gorge.

WITH SIMBA:

running deeper into the gorge.

EXT. TOP OF GORGE - ANOTHER VANTAGE POINT - CONTINUOUS

Zazu, riding along on Mufasa's back^, notices dust rising from below in the gorge.

ZAZU:

Look, Sire! The herd is on the move.

MUFASA:

Odd --

Scar emerges from the bluff below, calling to his brother:

SCAR:

Mufasa! Quick! Stampede! In the gorge! Simba's down there!

MUFASA:

Simba?

WITH SIMBA:

Running full out. Barely ahead of the wildebeest. Simba scurries up to the branch of a dead tree.

WITH MUFASA, ZAZU AND SCAR

ZAZU:

I'll fly ahead, Sire!

ZAZU'S POV - FLYING

looking down, over the herd, he sees Simba clinging to a branch. Simba frantically calls:

SIMBA:

Zazu! Help me!

ZAZU:

Your father is on the way! Hold on!

SIMBA:

Hurry!

WITH MUFASA AND SCAR

They leap down onto a lower ledge. Zazu zooms in, directing Mufasa's attention toward Simba.

ZAZU:

There! On that tree.

MUFASA:

calling

Hold on, Simba!

WITH SIMBA:

The branch he's clinging to starts to give way. It dips.

SIMBA:

Aaaaah!

Simba tries more desperately to hold on.

WITH MUFASA:

WE TRUCK with Mufasa as he plunges into the gorge and battles his way upstream through the oncoming wildebeest.

WITH ZAZU AND SCAR

From their vantage above the gorge. Zazu hovers.

ZAZU:

Scar, this is awful! I'll go back for help.

Scar BATS Zazu against a rock. SPLAT! Zazu's out cold.

ZAZU:

Uuumph!

ANGLE - SIMBA

as a wildebeest CRASHES into the branch he clings to. Simba flips into the air.

MUFASA leaps in and catches his son. Mufasa carries Simba and runs. A wildebeest hits him, and Simba tumbles out of Mufasa's mouth, into the midst of the herd.

SIMBA dodges wildebeest. Mufasa races in and pulls Simba out.

FULL SHOT:

Mufasa runs and places Simba on a ledge above the trouble.

Simba is safe. But a wildebeest knocks Mufasa back into the flow. Mufasa disappears under the army of galloping wildebeest.

MUFASA:

Ahhh! Ohhh!

SIMBA:

Dad!

Mufasa is out of Simba's view, so he does not witness the following:

WITH THE STAMPEDE

Mortally wounded, Mufasa makes a valiant leap up a steep incline. He climbs up loose rock that gives way. He struggles up the incline and climbs just beneath a rocky overhang. He digs his claws in and dangles.

ANGLE - SCAR

looking down at his brother, who clings for his life.

MUFASA:

Calls to Scar:

MUFASA:

Scar, help me! Brother -- help me?

SCAR AND MUFASA:

Unmoved, Scar glares at Mufasa. Hold a beat. Then Scar DIGS his claws into Mufasa's forearms, pulls him closer and whispers:

SCAR:

Long live the King.

Scar releases his grip. Mufasa slides down the steep incline to his death.

SIMBA runs over the rise JUST IN TIME TO SEE Mufasa disappear into the thundering wildebeest. He does not see Scar. He cries:

SIMBA:

Noooooooooo!

Simba runs down into the dust-filled gorge.

IN THE GORGE:

Still choked with dust kicked up by the stampede. Simba searches for his father.

SIMBA:

Dad!?

He hears a SOUND and turns to look:

SIMBA:

Dad?

But it is only a stray Wildebeest that runs off. Its movement draws Simba's gaze to the form of his lifeless father.

ANGLE - MUFASA

Simba rushes to his father.

He nuzzles him.

SIMBA:

panic building

Dad?

Nothing. Again.

SIMBA:

sore panic

Dad? Cone on.

He tries to raise Mufasa's powerful am. It flops to the ground. Panicked, Simba runs away a few paces.

SIMBA:

calling

Help! Somebody! Anybody?

Then he runs back to his dad.

SIMBA:

more panic

Dad, you gotta get up. Come on, Dad, stop playing. Dad, we gotta go home. Please?

He isn't sure what to do. He starts to SOB, moves very close to Mufasa and then nuzzles his father and lies down beside the great lion. We hold on SOBBING Simba.

ANGLE - SCAR

emerging through the settling dust.

WITH SIMBA:

SOBBING into his father's mane. Scar looms over him and takes advantage of the moment.

SCAR (O.S.)

Simba.

FULL SHOT:

SCAR:

What have you done?

SIMBA:

sob/explaining

There were wildebeests -- He tried to save me -- It was an accident. I didn't mean for it to.

SCAR:

Of course you didn't, No one ever means for these things to happen. But the king is dead, If it weren't for you, he'd still be alive. Oh, what will your mother think?

Simba sobs harder.

SIMBA:

SCAR:

Run away, Simba. Run! Run away and never return.

Simba tears off. We FOLLOW HIM.

WITH SCAR as Shenzi, Banzai and Ed emerge from the dust.

SCAR:

Kill him.

Shenzi and Banzai take off. Ed follows.

EXT. BOX CANYON - CONTINUOUS

Simba runs in and evades the hyenas.

TRACKING WITH THE HYENAS

Following Simba who runs to a cliff wall and climbs into a crevasse.

They're right on his tail.

WITH SIMBA:

He realizes he's being chased by the hyenas.

Reaching the edge. It drops off to a flat plain that folds out to the horizon. Simba has to make a choice. He leaps over the edge and rolls uncontrollably down to the bottom.

WITH THE HYENA TRIO

Jumping over the same ledge.

WITH SIMBA:

Landing in thorny brush. Simba GASPS and GROANS.

WITH THE HYENAS:

bouncing down the hill, slavering, YIPPING, realizing what they're headed for. Their eyes bug. SFX: SLAMMING ON BRAKES sound as the Hyenas SCREECH to a stop.

HYENAS:

Whoa -- whoa -- WHOA!

SFX:

thorny brush with an OOFF! He bounces back up, HOWLING. He's covered with thorns.

BANZAI:

Eeeeyiiike!! Yike-yike-yike! Ow-oooo-eeee!
Shenzi and Ed think this is hysterical and LAUGH.

SHENZI AND ED:

laughing
Hee, hee, hee!
ANGLE - SIMBA RUNNING OFF
running flat out.

WITH THE HYENAS:

They're separated from Simba by the heavy, painful thicket.
Shenzi orders Banzai:

SHENZI:

Hey! There he goes!

BANZAI:

So go get his.

SHENZI:

No way I'm going in there.
muttering
What you want me to cone out looking like you, cactus-butt?

BANZAI:

But we gotta finish the job.

SHENZI:

Well, he's as good as dead out there, anyway. And if he does come back, we'll kill him.

BANZAI:

Yeah.

yelling to Simba

You hear that? If you ever come back - we'll kill you!

BANZAI'S ECHO

Kill you! Kill you! Kill you! Kill you!

5!

ANGLE - THE FLATLANDS

WE HEAR the hyenas WICKED LAUGHS ECHO across the wasteland. In the far distance, WE SEE young prince Simba run for his life.

SEQ. 8 (SCAR LIES TO THE PRIDE)

EXT. PRIDE ROCK - SUNDOWN

Scar wipes a tear from his eye.

SCAR:

All that I have I would gladly give not to be here today. Mufasa's death is a terrible tragedy. But to lose Simba -- who had barely begun to live? For me, it is a deep, personal loss.

The lionesses grieve. Zazu wipes a tear from his eye. Nala buries her face against her mom.

SCAR:

So it is with a heavy heart that I assume the throne.

a beat

We must never forget the great Mufasa and our beloved Simba, and the brave deed that was done this day -- Yet out of the ashes of this tragedy, we shall rise to greet the dawning of a new era -- A new order of peace and prosperity --

Shadows of hyenas appear on Pride Rock. A dazed Zazu squawks:

ZAZU:

Oh my Hyenas!

The lionesses mourning turns to fear, murmuring "hyenas!"

SARABI:

Scar! Do something!

SCAR:

ignoring it

-- A new order of peace and prosperity in which lion and hyena come together in a great and glorious future!

From all corners of the Pride lands, an serpentine invasion of hyenas creeps onto the land. The lionesses are silent.

FADE TO BLACK:

SEQ. 9 (SIMBA'S EXILE/TIMON & PUMBAA)

EXT. DESERT - DAY

Simba crosses the parched sand. He slips down a sand dune.

TIME DISSOLVE TO:

EXT. FARTHER INTO DESSERT - LATER

A sand storm fills the screen. Simba emerges, fighting against the strong winds.

TIME DISSOLVE TO:

EXT. EDGE OF SAVANNAH - DAY

Simba, looking near death, trudges across the hot, dry inhospitable wastes. Heat waves distort what we see. A shadow passes over Simba. He looks up TO SEE:

ANGLE - SKY

A half dozen BUZZARDS fly high in the heat-white sky.

WITH SIMBA:

The effort was too much. His knees buckle and he falls to the ground in a faint.

BUZZARDS' POV - CIRCLING

Looking down at Simba.

WITH SIMBA:

Coming to, then slowly continuing his march on.

The buzzards encircle the cub. He puts up a valiant fight, but it's too much for his weakened condition. He faints. The buzzards are about to dine when WE HEAR:

TIMON:

Eeeee-yaaaaa!

In gallops a lumpy, big-hearted, perceptive but slow-witted warthog (PUMBAA). Riding on his back, his trusty, hyper pal, a meerkat (TIMON). They charge the buzzards - who scatter.

BUZZARDS:

chaotic squawking

Ack-ack-ack-ack-ack-ack.

Simba is still out cold. Pumbaa trots over to him.

TIMON:

yelling

Get out-get out-get out of here!

PUMBAA:

I love this! Bowlin' for Buzzards!

TIMON:

laughing

Ha-ha-ha! Gets 'en every time. Okay, let's go!

Pumbaa checks out Simba. He's a little shaken up.

PUMBAA:

re cub

Uh-oh.

calling

Hey, Timon, ya better come look.

As Timon dashes over --

PUMBAA:

I think it's still alive.

Then Timon approaches very gingerly.

TIMON:

Ooooo.

then:

Alrightie -- What do we have here?

lifting a paw

Jeeze, it's a lion! Run, Pumbaa! Move it!

Timon scrambles up Pumbaa for safety.

PUMBAA:

Aw, Timon -- It's just a little lion. Look at him. He's so cute and all alone. Can we keep him?

TIMON:

Pumbaa, are you nuts? You're talking about a lion! Lions eat guys like us!

PUMBAA:

Aw, we can't turn our backs on him.

TIMON:

Wanna bet? Who's the brains in this outfit?

PUMBAA:

stumped

Uhhhhhhhh --

TIMON:

My point exactly!

Timon zips over to the unconscious Simba to demonstrate:

TIMON:

Look at him:

lifts an eyelid

Shifty little eyes --

lifts Simba's lip to reveal teeth

Sharp fangs -- He's a carnivore!

PUMBAA:

Oh, come on, Timon.

TIMON:

Read my lips:

PUMBAA:

But he's so little.

TIMON:

He's gonna get bigger!

PUMBAA:

Maybe he'll be on our side.

TIMON:

That's the stupidest thing I ever heard. The things that come out of your mouth!

light bulb

Hey! I've got it! What if he's on our side?

resolved

Ya know, havin' a lion around might not be such a bad idea!

PUMBAA:

So we're keepin' him?

Pumbaa scoops Simba up and carries him toward the jungle.

TIMON:

Pffft! Of course! Keep up with the program. Phew! I'm burnin' up. Let's go hit the waterhole, Pumbaa. I need a drink.

DISSOLVE TO:

EXT. EDGE OF JUNGLE

Timon and Pumbaa watch:

UNCONSCIOUS SIMBA - CLOSE

His eyelids flutter open.

FULL SHOT:

TIMON:

You okay, kid?

SIMBA:

disoriented

I -- guess so.

PUMBAA:

You nearly died.

TIMON:

I saved you.

Pumbaa snorts at him.

TIMON:

TIMON:

adding

Well, Pumbaa helped. A little.

SIMBA:

Thanks for your help.

Simba gets up and starts to leave. Timon calls after him:

TIMON:

Hey, where ya goin'?

SIMBA:

Nowhere.

Simba looks forlorn as he walks away.

TIMON:

Gee. He looks blue.

PUMBAA:

I'd say brownish-gold.

TIMON:

No-no-no. I mean he's depressed.

PUMBAA:

Oh.

to Simba

Kid, what's eatin' ya?

TIMON:

to Pumbaa

Nothin'. He's at the top of the food chain.

no response

Ha-ha-ha --

fading

Ha-ha-food chain --

fading

Ha-ha -- Yeah --

then:

So! Where ya from?

SIMBA:

Doesn't matter.

TIMON:

elated

Ah, you're an outcast!

SIMBA:

What?

TIMON:

An outcast. That's great! So're we!

PUMBAA:

Whad'ja do, kid?

SIMBA:

Something terrible. But I don't want to talk about it.

TIMON:

Good! We don't want to hear about it.

PUMBAA:

going to Simba

Ya know, kid, in times like this my buddy Timon here says: you gotta put your behind in your past.

confused

Uhhh -- I mean --

TIMON:

interrupting

No-no-no! Amateur! Lie down before you hurt yourself.

to Simba

It's:

at a time. No past, no future. Hakuna Matata!

SIMBA:

What?

PUMBAA:

slowly

Ha-ku-na Ma-ta-ta.

explaining

It means "no worries."

TIMON:

testimonial

Yup. Two little words that'll change your life.

SIMBA:

Really?

TIMON:

Uh-huh. They changed mine.

SEQ. 9.1 (SONG:

Out of nowhere, a bright spotlight shines on Timon. Very dramatically Timon talks his testimonial. Then segues into song where he demonstrates how he

didn't conform with the meercat colony he lived in.

TIMON:

WHEN I WAS A YOUNG MEERCAT

PUMBAA:

WHEN HE WAS A YOUNG MEERCAT

TIMON:

I WAS WORKIN' IN THE COLONY PAYIN' MY DUES ACCEPTIN' WITHOUT QUESTION THE
PREVAILING VIEWS THAT A MEERCAT'S LIFE WAS ONE LONG GRIND

PUMBAA:

THAT SOUNDS ROUGH

TIMON:

DIGGIN HOLES, STANDIN' GUARD TILL IT CROSSED MY MIND

TIMON PUMBAA:

I WAS WRONG:

(HE WAS WRONG)

AND ALL ALONG:

(ALL ALONG)

ALL THAT I NEEDED

(WHAT DID 'JA NEED?)

WAS TO HAVE HEEDED

(SING IT, TIMON)

CHORUS:

HAKUNA MATATA! WHAT A WONDERFUL PHRASE HAKUNA MATATA! AIN'T NO PASSING
CRAZE

PUMBAA:

DITTO!

CHORUS:

IT MEANS NO WORRIES AND THE REST OF YOUR DAYS TAKE OUR PROBLEM-FREE
PHILOSOPHY HAKUNA MATATA!

SIMBA:

Hakuna Ma-- Does that really work?

TIMON:

Ha-ha-ha. Oh does it work? Oh that's rich. Oh, Pumbaa, tell him.

PUMBAA:

Pumbaa launches into his tail of woe -- showing how his special aroma made him an outcast.

PUMBAA:

singing

WHEN I WAS A YOUNG WARTHOG

TIMON:

WHEN HE WAS A YOUNG WARTHOG

PUMBAA:

I FOUND MY AROMA LACKED CERTAIN APPEAL
I COULD CLEAR THE SAVANNAH AFTER EVERY MEAL
I'M A SENSITIVE SOUL THOUGH I SEEM THINK-SKINNED
AND IT HURT THAT MY FRIENDS NEVER STOOD DOWNWIND

PUMBAA:

AND OH THE SHAME TRIED CHANGIN' MY NAME

TIMON:

OH HE WAS ASHAMED
YOU CAN'T REMEMBER THE ONE YOU'VE GOT
AND I GOT DOWNHEARTED EVERY TIME THAT I --
Timon "shushes" Pumbaa.

TIMON:

Hey! Pumbaa! Not in front of the kids!

PUMBAA:

Oh. Sorry.

[ALT:

CHORUS:

HAKUNA MATATA! WHAT A WONDERFUL PHRASE HAKUNA MATATA! AIN'T NO PASSING
CRAZE IT MEANS NO WORRIES FOR THE REST OF YOUR DAYS TAKE OUR PROBLEM-FREE
PHILOSOPHY HAKUNA MATATA!

While MUSIC noodles:

EXT. JUNGLE - A SHORT TIME LATER

Timon and Pumbaa lead Simba through the lush surroundings.

TIMON:

Well, kid, are you with us?

SIMBA:

I guess so.

TIMON:

Then right this way!

Timon pulls back a huge leaf, revealing Timon and Pumbaa's bachelor pad. It is a jungle paradise.

TIMON:

Welcome to our humble home.

SIMBA:

You live here?

TIMON:

We live wherever we want.

PUMBAA:

Yup! Hone is where your rump rests.

EXT. ANOTHER PART OF THE JUNGLE - MOMENTS LATER

Timon stands next to a log. Pumbaa BURPS.

PUMBAA:

burping

Urrrrp -- Gee, I'm starved!

SIMBA:

I'm so hungry, I could eat a whole zebra!

TIMON:

We're fresh out of zebra.

SIMBA:

Any antelope?

TIMON:

Nuh-uh.

SIMBA:

Hippo?

TIMON:

No, no. Listen kid, if you're gonna live with us, you're gonna have ta eat like us.

Timon gestures to the log:

TIMON:

This looks like a good spot to rustle up some grub.

They lift a log, revealing millions of insects. Timon scoops up some.

SIMBA:

What's that?

TIMON:

A grub. What's it look like?

Timon pops the grub in his mouth. Simba recoils in disgust.

TIMON:

Mmmm! Tastes like chicken.

Pumbaa slurps a big wormy thing, consenting:

PUMBAA:

Slimy, yet satisfyin'.

a beat

You're gonna love it here.

While Timon collects a sampler of bugs which he eats and places on a leaf he uses as an attractive serving tray:

TIMON:

This is the great life -- No rules, no responsibilities --

TIMON:

re a bug

Oooo -- The little cream-filled kind.

to Simba

And best of all, no worries!

to Simba

Well, kid? --

Timon offers Simba the platter of bugs. He thinks a moment. Then caves:

SIMBA:

Oh well -- Hakuna Matata!

Simba eats a bug. Not bad.

TIMON:

That's it! Hakuna Matata.

ALL THREE:

Hakuna Matata.

During the final chorus, the trio dances and plays through various landscapes. In each one we see Simba has grown, until he is a mane-toting adolescent.

CHORUS:

speaking

HAKUNA MATATA!

HAKUNA MATATA!

HAKUNA MATATA!

HAKUNA MATATA!

HAKUNA MATATA!

IT MEANS NO WORRIES FOR THE REST OF YOUR DAYS

TAKE OUR PROBLEM-FREE PHILOSOPHY

Pumbaa scats while Timon sings

HAKUNA MATATA!

HAKUNA MATATA!

HAKUNA MATATA!

HAKUNA MATATA!

HAKUNA MATATA!

HAKUNA:

SEQ. 9.2 (UNDER THE STARS)

EXT. JUNGLE - NIGHT

At the close of the song, we find Timon, Pumbaa and adolescent Simba lying on their backs under the night sky, looking up at the stars. It's like a campfire scene with campfire buddies.

They are silent for a moment. Then out of the blue:

PUMBAA:

wondrous

Timon?

TIMON:

Yeah?

PUMBAA:

Ever wonder what those sparkly dots up there are?

TIMON:

Pumbaa, I don't wonder. I know.

PUMBAA:

Oh. What are they?

TIMON:

They're fireflies. Fireflies that got stuck up on that big bluish black thing.

PUMBAA:

Oh, gee, I always thought they were balls of gas, burning billions of miles away.

TIMON:

Pumbaa, with you everything's gas.

PUMBAA:

Simba, what do you think?

SIMBA:

Well -- uh -- Nah!

PUMBAA:

Aw, c'non, Simba. We told you ours.

SIMBA,

Na --

TIMON:

C'mon. Give. Give.

PUMBAA:

Come on. We told 'ja ours. Please?

SIMBA:

Well -- somebody once told me the great kings of the past are up there watching over us.

PUMBAA:

Really?

TIMON:

Ya mean a bunch of royal dead guys are watchin' us?

Timon laughs it off.

TIMON:

Ha-ha-ha-ha -- That's the craziest thing I ever heard!
Everybody LAUGHS uproariously.

TIMON:

Who told you something like that?

SIMBA:

laughing

Ya. Pretty dumb, huh?

FULL SCREEN - STARRY SKY

pan down to:

SIMBA:

Atop a nearby hill, he gazes up at the starry sky, a distant look in his eye. Then he asks:

SIMBA:

Are you really there?

There is no response. He SIGHS and then tries to block it all out with his "mantra:"

SIMBA:

Hakuna Matata.

He flops down. The force of the impact sends milkweed airborne across the night sky.

EXT. THE JUNGLE CANOPY - CONTINUOUS

The airborne pieces of milkweed travel through the air.

SEQ. 12 (RAFIKI GETS SIMBA)

POLLEN moves across the landscape, finally approaching a tree.

EXT. JUNGLE - CONTINUOUS

An baboon HAND POPS into frame. It collects the wind-borne objects and snaps shut. REVEAL

RAFIKI the wise old baboon we met at Simba's Presentation sits in the branch of a tree. He clutches what he's just caught and dives down into the tree.

INT. RAFIKI'S CAVE - CONTINUOUS

Rafiki takes a hollow tortoise shell and tosses in what he just collected. He cracks open a gourd. As he "reads" the contents, he idly takes a bite out of one half of the gourd.

He takes a good long look at the contents of the shell, MUMBLES and then LAUGHS.

RAFIKI:

Simba!

He goes to a painting of a lion cub that has the same marking on his forehead that Rafiki placed on Simba at his Presentation.

RAFIKI:

Simba --

He scurries to get his walking stick. Then he returns to the wall painting and smears something from one of his gourds around the head of the cub. Now the cub has a mane. Rafiki laughs joyfully.

RAFIKI:

It's time.

He grabs his walking stick and runs out.

SEQ. 15 (SIMBA AND NALA REUNITE)

EXT. EDGE OF THE JUNGLE - DAY

Timon and Pumbaa walk toward us, singing: (SONG: "THE LION SLEEPS TONIGHT")

PUMBAA:

A MEEH:

A WEP:

A WEEM:

A WEP:

TIMON:

IN THE JUNGLE, THE MIGHTY JUNGLE, THE LION SLEEPS TONIGHT.

PUMBAA:

A WEEM:

A WEP:

A WEEM:

A WEP:

Punbaa notices a fat, juicy bug and follows it out of frame.

TIMON:

IN THE JUNGLE, THE MIGHTY JUNGLE, THE LION SLEEPS TONIGHT.
Timon doesn't hear Pumbaa's bass line. But he's lost in his own groove.

TIMON:

I can't hear ya, buddy.

a beat

Back me up.

singing

AH WHEEE-EEE-EEE-EEE-EEE AH PUMBAAH MUH WAY AH WHEEE-EEE-EEE-EEE-EEE AH
PUMBAAH MUH

realizing he's gone

Pumbaa? Pumbaa?

EXT. A TREE TRUNK - CONTINUOUS

Still HUMMING the "Ah-Whee-Muh-Way" tune, Pumbaa stalks the bug.

PUMBAA:

humming

Mm-mm-mm-mm-mm-mm.

It lands on a tree stump. Pumbaa quickly hides behind a tree. Then he cautiously stalks the bug and gets stuck over the stump. He hears a CRACK in the distance. He listens, then calls:

PUMBAA:

Timon?

There is no response, so he resumes his bug hunt. He comes eye to eye with the bug.

PUMBAA'S POV

Rack Focus to reveal:

A YOUNG LIONESS IN THE BRUSH

REVERSE ANGLE - ON PUMBAA

Scared to death. The lioness leaps into frame. A chase ensues, Pumbaa SQUEALING in fear. They run toward the jungle.

EXT. JUNGLE - CONTINUOUS

The lioness chases Pumbaa around a tree.

PUMBAA:

Squeeeeeeal!

WITH TIMON who hears the squeal.

TIMON:

calling

Pumbaa? Pumbaa?

THE CHASE:

Pumbaa runs under an arched root. His butt is too big to get through, so he gets stuck. Timon runs into frame.

TIMON:

to Pumbaa

Hey, what's goin' on?

PUMBAA:

She's gonna eat me!

TIMON:

Huh?

trying to free f him

Urfff! Why do I always have to save your --

Timon SEES the Lioness leaping for them. He freezes, screaming:

TIMON:

Aaaaa.

As the Lioness leaps, Simba (now an adolescent) jumps into frame and knocks her down. Timon takes a peek and sees the lions face off.

TIMON:

to Pumbaa

Don't worry, buddy. I'm here for you. Everything's gonna be okay.

PUMBAA:

Hey, what's happenin'?

Timon calls out:

TIMON:

He's got her. Oh no! She's got him. Wow! Check out that move. He's movin' like a champ. Get her! Bite her head!

a beat

Oh, ow! That's gotta hurt. Go for the jugular. The jugular!

to Pumbaa

See, I told ya he'd come in handy.

With that, Nala flips Simba on his back and pins him to the ground, the same way she did as a cub. She holds Simba there a beat. Simba thinks he recognizes her.

SIMBA:

Nala?

Nala backs away in fear/shock.

SIMBA:

It's me, Simba.
She steps back, unsure.

NALA:

Simba?
Simba gives her a reassuring smile. Nala realizes it is Simba and screams with amazement/glee:

NALA:

Aaaaaa!
Timon and Pumbaa witness this in disbelief. Dialogue overlaps.

NALA:

How did you--?

SIMBA:

How did you--? Where did you--?
a beat
WOW!!!

NALA:

Where did you come from?
Simba gets tongue-tied, falters, finally saying:

SIMBA:

It's great ta see ya!

NALA:

Oh, it's great to see you.

TIMON:

Hey! What's goin' on here?

SIMBA:

What are you doing here?

NALA:

What do you Bean what am J doing here? What are you doing here?

SIMBA:

I live here!
Timon tries again.

TIMON:

HEY! WHAT'S GOIN' ON HERE?

SIMBA:

Timon, this is Nala. She's my best friend.

TIMON:

Friend? Friend??!

SIMBA:

Yeah.

calling

Hey, Pumbaa!

Pumbaa extricates himself from the root with a POP!

SIMBA:

Come over here.

introducing

Nala, this is Pumbaa. Pumbaa, Nala.

PUMBAA:

Pleased to make your acquaintance!

NALA:

The pleasure's all mine.

TIMON:

Yeah, it's nice to m--

stopping himself

Whoa, whoa, whoa! Time out! Let me get this straight. You know her. She knows you. But she wants to eat him. And everybody's okay with this? Did I miss something?

SIMBA:

Relax, Timon.

There is a moment.

NALA:

Wait 'til everyone finds out you've been here all this time! And your mother! What will she think?

Simba looks panic-stricken.

SIMBA:

She doesn't have to know. Nobody has to know.

NALA:

Of course they do! Everyone thinks you're dead.

SIMBA:

They do?

NALA:

Yes. Scar told us about the stampede.

SIMBA:

cagey/suspicious

What else did he tell you?

NALA:

What else matters? You're alive! And that means --

oh, my God

you're the king!

Simba is taken aback. Timon leaps up:

TIMON:

"King?"

"oh, go on"

Pffffff! Lady, have you got your lions crossed!

NALA:

No, he is the rightful king.

Pumbaa believes and is in awe. He moves respectfully toward Simba.

PUMBAA:

The king! Your Majesty --

Pumbaa bows reverently and kisses Simba's paw.

SIMBA:

Stop it --

PUMBAA:

I gravel at your feet.

TIMON:

It's not "gravel", it's grovel. And don't! He's not the king.

to Simba

Are ya?

SIMBA:

No.

NALA:

Simba!

SIMBA:

No, I'm not the king. Maybe I was gonna be -- But that was a long time ago.
upbeat
Look. Things change. I'm finished with all that. I don't think about it any
more.

TIMON:

Let me get this straight. You're the king and you never told us?

SIMBA:

Remember, Timon, "Put your past behind you?"

TIMON:

Well this is different!

SIMBA:

Look, Timon. I'm still the sane guy.

TIMON:

But with power!

SIMBA:

Stop it. I'm not a king.

PUMBAA:

atta boy

Yes you are!

TIMON:

And we're all in this together.

NALA:

to Timon/Pumbaa

Could you guys excuse us for few minutes?

TIMON:

Hey, whatever she has to say, she can say it in front of us. Right, Simba?

Simba gestures for them to leave.

SIMBA:

Maybe you better go.

Timon throws up his arms and stomps off with Pumbaa.

TIMON:

fuming to Pumbaa

Ya think ya know a guy --

PUMBAA:

Come on, Timon. After all, he is the king.

TIMON:

And what are we? The short subjects!

WITH SIMBA AND NALA - CONTINUOUS

Simba looks at the duo exiting, commenting:

SIMBA:

Timon and Pumbaa -- You'll learn to love 'em.

The reality of the situation finally hits Nala. She looks at Simba, and her eyes well up with tears. Simba has never dealt with anything like this; so he isn't sure of what to do.

SIMBA:

What? What is it?

NALA:

It's like you're back from the dead. You don't know how much this could mean to everyone -- what it means to me.

Overcome with emotion, Nala turns-away, embarrassed by her tears. Now Simba is at even more of a loss.

SIMBA:

Hey, it's okay.

NALA:

then:

I've really missed you.

SIMBA:

I've missed you, too.

There is a moment between them.

SEQ. 15.1 (COMIC LOVE SONG)

ANGLE - TIMON & PUMBAA

Spying on Simba and Nala from behind a fem.

TIMON:

I tell ya Pumbaa, this stinks.

PUMBAA:

Oh. Sorry.

TIMON:

Not you. Them. Him; her; alooone.

PUMBAA:

What's wrong with that?

While Simba shows Nala around in a series of lush, romantic settings, Timon and Pumbaa comment:

TIMON:

to Pumbaa

IF I SAID I LOVED YOU

PUMBAA:

HAD YOU ON MY BRAIN

PUMBAA:

Timon pinches Pumbaa's cheeks. Pumbaa pulls away. Timon climbs on Pumbaa's back and perches on his head.

TIMON:

to Pumbaa

It would mean a ROMANTIC atmosphere HAD RENDERED ME INSANE

PUMBAA:

Timon jumps off Pumbaa's nose to clarify.

TIMON:

TO PUMBAA:

THAT'S ONLY AN EXAMPLE IT DON'T APPLY TO US (PUMBAA: Phew!)

LONG SHOT - NALA AND SIMBA

PUMBAA:

BUT OVER THERE IT'S A DIFFERENT STORY

TIMON:

AND ONE WE MUST DISCUSS
ANGLE - TIMON AND PUMBAA
singing their lament.

BOTH:

OH CAN YOU FEEL THE LOVE TONIGHT? ALL THE SIGNS ARE THERE

PUMBAA:

SOME FIREFLIES AND TONS OF TENDERNESS

TIMON:

DISASTER IN THE AIR
LONG SHOT - SIMBA AND NALA AT THE WATERFALL

TIMON:

AND IF HE FALLS IN LOVE TONIGHT

(PUMBAA:

IT CAN BE ASSUMED

(PUMBAA:

Timon hides behind a tree on the bank. Pumbaa slides down the tree into
frame. Nala and Simba weave in and out of the waterfall.

TIMON:

HIS CAREFREE DAYS WITH US ARE HISTORY

BOTH:

IN SHORT OUR PAL IS DOOMED
They hug and burst into tears.

TIMON/PUMBAA

Waaaaaaa --

SEQ. 15.3 (SIMBA & NALA ARGUE)

EXT. JUNGLE WITH SIMBA AND NALA - CONTINUOUS

SIMBA:

very "up"
Isn't this a great place? Nala, you're gonna love it here.

NALA:

It is beautiful --
a beat

But I don't understand something. You've been alive all this time. Why didn't you come back to Pride Rock?

SIMBA:

very casual

Well, I just needed to get out on my own -- live my own life. And I did! And it's great!

NALA:

We've really needed you at home.

SIMBA:

No one needs me.

NALA:

Yes we do. You're the king.

SIMBA:

Nala, we've been through this. I'm not the king. Scar is.

NALA:

Simba, he let the hyenas take over "the Pride lands.

SIMBA:

genuine

What?

NALA:

I didn't know how to tell you. Everything's destroyed. There's no food, no water. Simba, if you don't do something soon, everyone will starve.

SIMBA:

I can't go back.

Simba starts to exit. Nala goes to him.

NALA:

Why?

SIMBA:

You wouldn't understand.

NALA:

What wouldn't I understand?

SIMBA:

No, no, no -- It doesn't matter. Hakuna Matata.

NALA:

What?

SIMBA:

Hakuna Matata. It's what I learned out here. Sometimes bad things happen.

NALA:

interrupting

Simba --

SIMBA:

driving on

and there's nothing you can do about it. So why worry?

Simba turns away from Nala.

NALA:

Because it's your responsibility!

a beat

Simba, doesn't the Pride mean anything to you? Doesn't your mother mean anything to you?

He turns to her:

SIMBA:

What about you? You left.

NALA:

I left to find help. And I found you! Don't you understand? You're our only hope.

SIMBA:

Sorry.

NALA:

What's happened to you? You're not the Simba I remember.

SIMBA:

You're right. I'm not. Now are you satisfied?

NALA:

No. Just disappointed.

SIMBA:

You know, you're starting to sound like my father.

NALA:

Good. At least one of us does.

SIMBA:

Listen! You think you can just show up and tell me how to live my life? You don't even know what I've been through.

Simba turns and leaves. Infuriated, Nala calls:

NALA:

Then tell me!

SEQ. 16 ("TO BE OR NOT TO BE"/REFLECTING POOL/MUFASA'S GHOST)

EXT. JUNGLE - NIGHT - A SHORT TIME LATER

Lost in thought, Simba sits on a rock and stares up at the twinkling sky.

SIMBA:

I don't care what anybody says. I won't go back. What would it prove, anyway? It won't change anything -- You can't change the past.

re stars

You told me you'd always be there for me -- but you're not. There's nothing out there. There's nothing to believe in anymore. Nothing. Nothing.

He sits quietly. He is interrupted by an odd little tune.

RAFIKI'S VOICE

singing

Up in a nearby tree, he sees the silhouette of a figure - whose angles match those of the gnarled branches. Simba moves away in search of solitude.

EXT. FALLEN TRUNK - MOMENTS LATER

Simba rests on a fallen tree trunk that bridges a stream which reflects the stars and Simba's melancholy look.

SIMBA:

Sigh--

PLOP! a stone lands in the water below. Then:

RAFIKI'S VOICE

singing

Simba calls up.

SIMBA:

Come on! Will ya cut it out?
Simba walks away again. Rafiki follows.

RAFIKI:

Can't cut it out. It'll grow right back!

SIMBA:

Would you stop following me?
Rafiki continues to shadow him.

SIMBA:

Who are you?
Rafiki cones right up to Simba.

RAFIKI:

The question is:

Simba thinks a moment.

SIMBA:

a sigh, then:

I thought I knew. Now I'm not so sure.

RAFIKI:

I know who you are. Shhh -- Come here. It's a secret.
Simba leans his ear toward Rafiki.

RAFIKI:

singing

While Rafiki continues singing:

SIMBA:

Enough already!
a beat
What is that supposed to mean, anyway?

RAFIKI:

It means you're a baboon, and I'm not!
laughing
Hee-hee-hee.

SIMBA:

I think you're a little confused.

Simba begins to exit. Rafiki's finger pokes Simba in the nose.

RAFIKI:

Wrong! I'm not the one who's confused. You don't even know who you are.

SIMBA:

And I suppose you know?

RAFIKI:

Sure do. You're Mufasa's boy. Bye.

Simba is in shock. Rafiki scoots away. Simba chases after him.

SIMBA:

Hey! Wait!

LONG SHOT - PLAINS

Simba's silhouetted form races up the hill.

EXT. HILL TOP - LATER

Rafiki sits calmly, guru-style on the top of a hill. Huffing and puffing, Simba finishes his climb up to Rafiki.

SIMBA:

You knew my father?

RAFIKI:

Correction. I know your father.

SIMBA:

I hate to tell you this, but my father died a long time ago.

RAFIKI:

Nope. Wrong again.

Rafiki walks toward thick jungle underbrush, calling back to Simba,

RAFIKI:

He's alive! I'll show him to you. You follow old Rafiki. He knows the way. Rafiki disappears through a small opening of a bower. Simba goes over and looks in. He considers a moment, then disappears inside.

INT. JUNGLE - NIGHT

Dark, dense foliage. Simba tries to keep up with agile, fast-moving Rafiki who calls back:

RAFIKI:

Hurry up! Don't dawdle! Mufasa's waiting!

Rafiki dashes through the trees, hanging branches and vines. Simba has a hard time following.

SIMBA:

Hey! Whoa! Wait! Wait a second! Would you slow down!

RAFIKI:

Come on-come on!

ASANTE SANA. SQUASH BANANA. WE WE NUGU. MI MI APANA.

SIMBA:

Wait. Will you wait? Wait a second.

Rafiki seems to be gone. Simba presses on through the thick underbrush. He looks up and sees Rafiki in a tree. Then Rafiki is gone. Baffled, Simba continues on until:

Rafiki's hand pushes up in Simba's face.

RAFIKI:

Stop!

Rafiki approaches a curtain of tall reeds. He parts them, directing Simba:

RAFIKI:

Shhhh -- Look down there.

EXT. REFLECTING POOL - NIGHT

Simba anxiously, cautiously looks in a pool of water. He sees the REFLECTION OF A LION.

SIMBA:

That's not my father. It's just my reflection.

RAFIKI:

No --

Rafiki directs Simba's line of vision.

RAFIKI:

Look harder --

ANGLE - REFLECTING POOL

The lion reflection changes to a reflection of Mufasa's image. Simba gasps.

RAFIKI:

You see -- He lives in you.

MUFASA:

Simba --

Simba looks up to see where the Voice is coming from. He knows it belongs to his dad. Something magical starts to happen: The image of Mufasa begins to build itself. At first it is frightening.

SIMBA:

Father?

MUFASA:

Simba, have you forgotten me?

SIMBA:

No! How could I?

The ghost's presence starts to become the atmosphere - big, colorful, full of magic light.

MUFASA:

You have forgotten who you are, and so, have forgotten me.

The vision becomes more warm and loving.

MUFASA:

Look inside yourself, Simba. You are more than what you have become. You must take your place in the Circle of Life.

We are now comfortable with the image.

SIMBA:

How can I go back. I'm not who I used to be.

MUFASA:

Remember who you are -- You are my son and the one true king.

The vision starts to fade.

MUFASA:

Remember who you are --

fade --

SIMBA:

No! Please! Don't leave me!

fade --

MUFASA:

Remember --

fade --

SIMBA:

Father --

MUFASA:

Remember -- Remember --

The vision is gone.

PULL BACK to show Simba under a huge field of stars.

SEQ. 17 (WHO'S THE MONKEY?)

EXT. JUNGLE GLADE - LATER THAT NIGHT

We hear:

ANGLE - TIMON AND PUMBAA

SNORING continues. Timon rises and falls from frame WIDEN TO REVEAL: Timon is curled up on Pumbaa's tummy and rises and falls with each of Pumbaa's SNORES.

FULL SHOT:

Nala enters frame and nudges Timon. Timon smiles.

NALA:

Psst -- Wake up.

Timon opens his eyes drowsily and sees:

A HUGE LIONESSE FACE looming over him.

FULL SHOT:

Timon leaps out of frame. He SCREAMS in fear:

TIMON:

Aaaaa!

Pumbaa awakens and catches Timon's panic and SCREAMS with Timon:

PUMBAA & TIMON (TOGETHER)

Aaaaaa!

Nala tries to calm them.

NALA.

It's okay. It's okay. It's me.

They stop screaming.

TIMON:

Don't ever do that again.

under breath

Carnivores. Oy!

NALA:

Have you guys seen Simba?

TIMON:

I thought he was with you.

NALA:

He was. But now I can't find him. Where is he?

PUMBAA:

I don't know.

TIMON:

He's gotta be someplace.

From up in a nearby tree, comes Rafiki's LAUGH.

RAFIKI:

Ha, ha. Ha, ha.

then

You won't find him here. The king has returned.

NALA:

amazed/excited

I can't believe it. He's really gone back.

TIMON:

Gone back? What do you mean?

to Rafiki

Hey!

But Rafiki is gone.

TIMON:

What's goin' on here? Who's the monkey?

NALA:

Simba's gone back to challenge Scar.

TIMON:

Who?

NALA:

Scar.

PUMBAA:

Who's got a scar?

NALA:

No-no-no -- It's his uncle.

TIMON:

The monkey's his uncle?

NALA:

No. Simba's gone back to challenge his uncle to take his place as king.

TIMON A PUMBAA/ TOGETHER

dawning

Ohh-hhh --

TIMON:

panicked

You mean Simba's marchin' off into the jaws of death?

sobbing

Oh, Simba -- My pal-- My buddy --

TIMON:

angry

That:

NALA:

You don't understand, Timon.

TIMON:

I don't understand? I don't understand? Youuu don't understand.

Nala starts to leave.

TIMON:

Hey! Where are you goin'?

NALA:

I'm going with him.

PUMBAA:

I'm goin', too.

TIMON:

Not you, too!

PUMBAA:

Yup! It's about responsibility.

TIMON:

world crashing

But what about Hakuna Matata?

PUMBAA:

Timon, there comes a time in life - when one must take fate into one's own hands. And like Simba, who marches off into the face of death, I too, go to meet my destiny, as his faithful friend.

Pumbaa exits. Timon thinks a beat, then rants;

TIMON:

Fine! Good! Who needs ya!

kid-like

Now I'm king of the jungle!

looks around

Where's my scepter?

SEQ. 17.1 (PRE-BATTLE BONDING)

CLOSE-UP - SIMBA'S FEET

running across desert.

LONG SHOT - SAND DUNE

As Simba crosses, a breeze erases his tracks.

FULL SHOT - SUN DOWN ANGLE - SIMBA

running across cracked earth. His shadow is huge.

SIMBA crests a rise, races downhill and exits. Large storm clouds roll in behind him.

CLOSE-UP - GROUND

Simba's paw enters frame. TRUCK OUT to see Simba walk through the desolate land.

EXT. CLIFF

Simba enters to see:

EXT. SAVANNAH - DUSK

Parched earth. The horizon filled with a sea of dried bones. No plant life. In the distance - Pride Rock.

REVERSE ANGLE - SIMBA

horrified at the devastation.

SIMBA:

What has he done? What have I done?

Nala enters frame and stops near Simba.

SIMBA:

Nala --

NALA:

Simba --

They nuzzle. The enormity of Simba's task hits him.

SIMBA:

This isn't going to be easy.

NALA:

We'll see it through to the end. Together.
There is a moment.

SIMBA:

from their youth
Deal?

NALA:

Deal.
Pumbaa trots in.

PUMBAA:

Deal me in, too!

SIMBA:

Pumbaa?!

PUMBAA:

At your service, Your Kingship!
speech time
I don't know what's gonna happen out there -- All I know is we're goin'
into this thing together!
Timon trots in.

TIMON:

Not without me, ya won't.
SIMBA/NALA/PUMBAA (TOGETHER)
Timon?!!

TIMON:

What? You think I'm gonna let you get killed without my help

then:

Okay, Your Worship.
saluting
What'll it be?

SIMBA:

I'm thinkin' I'm 'thinkin'.
And they all head toward Pride Rock.

SCAR:

exasperated
Oh -- must I do everything.
Scar exits.

ANGLE - A ROCK

Two hyenas in f.g. fight over a bone. One of them flies against the rock.
Simba, Nala, Timon and Pumbaa peek out, surveying the area. Timon is having
second thoughts.

TIMON:

Jeeze, look at all those -- teeth. Are you sure this is such a good idea?
The hyena gets up. Everybody ducks behind the rock but Timon. Simba's paw
POPS UP into frame and pushes Timon down behind the rock, just as the hyena
looks up. The hyena exits.
The quartet's heads pop up.

TIMON:

Maybe we should try this tomorrow.

PUMBAA:

Timon!
There is a beat. Simba assesses the situation. He nods:

SIMBA:

Now.

TIMON:

Oh well, Hakuna Ma --
throwing arms up
Forget-about-it!

LONG SHOT:

Hyenas everywhere.

ANGLE - A ROCK

Timon and Pumbaa soft-shoe into frame. They "play" vaudeville-style to a
sea of hyenas whom they pretend aren't there. Timon tries his best to mask
his jitters.

TIMON:

Say, Pumbaa -- haven't you put on a few pounds?

SEQ. 18 (SIMBA ARRIVES AT PRIDE ROCK)
WIDE SHOT ~ PRIDE ROCK (LATE AFTERNOON)

Truck in past a hoard of hyenas.

INT. SCAR'S CAVE - DAY - CONTINUOUS

Scar reclines, gnawing on a bone. A bedraggled Zazu, imprisoned under an animal rib cage, PATHETICALLY SINGS.

ZAZU:

singing

NOBODY KNOWS THE TROUBLE I'VE SEEN NOBODY KNOWS MY SORROW

SCAR:

Oh, Zazu, lighten up. Sing something with a little bounce in it!

Zazu looks miffed, then finally gives it the old college try, but without much conviction.

ZAZU:

singing

IT'S A SMALL WORLD AFTER ALL

IT'S A SMALL

SCAR:

No! Anything but that!

Zazu starts again, deadpan.

ZAZU:

singing

I'VE GOT A LOVERLY BUNCH OF COCONUTS (DEEDLE-DEE) THERE THEY ARE A STANDING
IN A ROW, (BUMP-DA-BUMP) BIG ONES, SMALL ONES

SCAR/ZAZU (TOGETHER)

SOME AS BIG AS YOUR HEAD

GIVE EM A TWIST A FLICK OF THE WRIST

ZAZU:

under breath

I would never have had to do this for Mufasa.

Scar leaps off his pedestal.

SCAR:

exploding

What?

ZAZU:

meekly

Nothing.

SCAR:

livid

You know the law! Never, ever mention that name in my presence, an the king!

ZAZU:

back pedaling

Yes, Sire. You are the king,
vamping

I -- uh -- only mention it to -- illustrate the differences in your royal managerial approaches.

SCAR:

Oh -- Go on.

ZAZU:

Well --

"Mu-fa-sa"

ironic butter-up

was a great king. But you, Sire -- you re-define the word "king."

SCAR:

savoring it

-- Continue --

ZAZU:

Only you could rule the Pride as., only -- you -- do.
Shenzi, Banzai and Ed run-in.

SHENZI:

Hey, Boss!

BANZAI:

We got a bone to pick with you.

SCAR:

Oh.

to Zazu

Just when you were warming up.

aloof, to hyenas

What is it?

SHENZI:

chummy

Scar, you know we love you, and you're the kingliest of kings, but there is one teensie problem.

urgent

It's dinner time, and we done run outta entrees.

BANZAI:

Yeah. And there's no food, either.

SHENZI:

Well, how about it, Scar?

SCAR:

I'm the king, not the cook!

BANZAI:

under his breath

And I thought things were bad under Mufasa.

SCAR:

exploding

what did you say?

BANZAI:

I said "Mu-""

Shenzi shoves him.

BANZAI:

-- urf. I said "Que pasa!"

SCAR:

Good.

SHENZI:

Yeah. But we're still hungry.

SCAR:

It's the lionesses job to do the hunting!

BANZAI:

Yeah. But they won't go hunt.

SHENZI:

Make 'em. You're the big cheese.

BANZAI:

Whose got some cheese?

PUMBAA:

You noticed!

TIMON:

Why, I bet you could feed a family of four!

PUMBAA:

At least!

a beat

Picture me rollin' in butter. Roley-poley, roley-poley, roley-poley.

WITH SIMBA AND NALA - CONTINUOUS

As the hyenas' attention is diverted by Timon and Pumbaa, they pass behind them.

WITH TIMON AND PUMBAA - CONTINUOUS

TIMON:

Okay, my roley-poley buddy, I say it's time we turn into FAST FOOD!

And they run off, pursued by the hyenas.

WITH SIMBA as he hears:

SCAR (O.S.)

calling

SA-RAAA-BIIII!!!!!!!!!!!!!!

SCAR'S ECHO

Sarabi-Sarabi-Sarabi!!!

SIMBA'S POV

Of Sarabi walking the gauntlet from the back of the crowd to the front, head held high. Nobody moves. The hyenas stare at her ominously. An eerie wind WHOOSHES across the plain.

WITH SCAR AND SARABI

The wind whips Scar's mane. Lightning strikes in the distance.

SARABI:

Yes, Scar?

SCAR:

Where is your hunting party? They're not doing their job.

SARABI:

Scar, there is no food. The herds have moved on.

SCAR:

No! They're just not looking hard enough.

SARABI:

It's over, Scar. There is nothing left. We have only one choice. We must leave Pride Rock.

SCAR:

We're not going anywhere.

SARABI:

Then you are sentencing us to death.

SCAR:

Then so be it.

SARABI:

You can't do that.

SCAR:

I am the king, and I can do whatever I want!

SARABI:

If you were half the king Mufasa was, you would never do --

SCAR:

I AM TEN TIMES THE KING MUFASA WAS!

Scar strikes Sarabi, and she falls.

SCAR'S ECHO

Mufasa-Mufasa-Mufasa --

Heat lightning flashes. The thunder becomes a ROAR.

SEQ. 19 (THE FIGHT)

EXT. PRIDE ROCK - DUSK

The ROAR continues. Heat lightning illuminates the shadowy FIGURE of a LION. It is Simba, who has witnessed Scar's treachery. Simba charges down the rock.

SCAR skitters away in fear:

SCAR:

Mufasa? -- No! -- It can't be. You're dead! Go away. Go! Leave me alone! Simba stands near his mother. Sarabi lifts her head, unsure of who the stranger is.

SARABI:

groggy
Mufasa?

SIMBA:

No. It's me.

SARABI:

weakly
Simba -- You're alive.

SIMBA:

I'm home.
Scar regains his confidence.

SCAR:

Simba!
nervous laugh
Simba. I'm a little surprised to see you --
glares at hyenas
alive.
ANGLE - SHENZI, BANZAI & ED

HYENA TRIO:

Gulp!
And they duck behind a rock.
WITH SIMBA AND SCAR
Simba silently stalks Scar, who backs away. Scar tries to hold him off:

SCAR:

Stroke of bad timing your showing up when you did.

SIMBA:

I'd say I'm right on time.
Simba lunges at Scar. They tussle. Scar gets away.

SCAR:

Oh, Simba -- You must understand. The pressures of ruling a kingdom --

SIMBA:

interrupting
Are no longer yours.
Simba leaps for him again.

SIMBA:

Step down, Scar.

SCAR:

patronizing

Oh. Well, I would, of course. But there is one little problem.

WE HEAR eerie laughter of the hyenas.

HYENAS (O.S.)

Hee-hee-hee-hee.

ZIP PAN:

TONS OF HYENAS rush in, LAUGHING violently. They are all over Simba, who desperately tries to fight them off.

ANGLE - SARABI

SARABI:

Simba!

SURROUNDING FLATLAND - CONTINUOUS

Lightning strikes closer to Pride Rock, igniting the land.

WITH SCAR AND SIMBA

The hyenas pulverize Simba. Scar finally shouts an order:

SCAR:

Enough!

The hyenas immediately stop and part down the center.

Scar coolly walks through the parted crowd, toward Simba, who is weakened by his injuries and dangerously near the edge of the promontory. Simba struggles to keep from sliding off the rock to his death. Loose stones give way, causing him more trouble. Scar looms in for the kill.

SCAR:

Poor pathetic Simba. Ever since you were a cub, wherever you went, disaster followed.

SIMBA:

Step down. Scar.

SCAR:

Always rushing headlong into trouble -- But "Daddy" was always there to save you. As I recall, "Daddy" died trying to save you.

SIMBA:

It was an accident.

SCAR:

And that's why you ran away?
to Sarabi
Not very kingly, eh, Sarabi?

SIMBA:

I was wrong.

SCAR:

Simba slips back off the promontory and SCREAMS:

SIMBA:

Aaaaaa!
He dangles off the edge of the rock, his claws losing their hold with each passing second.
Simba doesn't know it, but he is in the exact same position his father was before his death. Scar savors the moment.

SCAR:

Now this looks familiar. Where have I seen this before? Let me think --
brightening
Oh, yes -- I remember! That's just the way your father looked before I killed him.
Simba ROARS and leaps for Scar, hitting him like a freight train. They fight. Simba flips Scar. The hyenas freeze while and Simba holds Scar down:

SIMBA:

You killed him! All this time, I hated myself -- when you're the one who did it!
Scar calls to his army:

SCAR:

Help me, you idiots!
Scar's legions rally around him. Scar and Simba fight through the crush of hyenas.

WE HEAR:

ZIP PAN TO:

NALA AND THE LIONESSES
ready to leap into the fight.
ANGLE - THE HYENAS

bug-eyed, as the lionesses run in and start driving them off. One hyena gets tossed airborne. It is Banzai.

WITH BANZAI:

airborne -- He flies in:

INT. SCAR'S CAVE - CONTINUOUS

He crashes into Zazu's ribcage prison, smashing it, freeing Zazu.

EXT. CAVE - MOMENTS LATER

Banzai runs out with Zazu WILDLY PECKING him. Banzai screams in pain:

BANZAI:

Ow! Oo! Ow! Oo! Ow! Oo! Ow! Oo!

Ed runs to help Banzai.

WITH BANZAI AND ED

They've got Zazu. Banzai leers:

BANZAI:

Hasta la vista, Birdie!

REVERSE ANGLE:

Timon, aboard a charging Pumbaa, runs in, war whooping:

TIMON:

Eeeee-yaaaaa!

TOP OF HILL:

Pumbaa and Timon butt the hyenas off the cliff.

BANZAI AND ED - LONG SHOT

catapulting through the smokey sky. As they tumble:

ED:

Hee-hee-hee-hee-hee!

BANZAI:

It's not funny, Ed.

WITH TIMON, PUMBAA AND ED

Watching the hyenas fly toward a flaming tree.

BANZAI AND ED hit the burning tree.

WITH SIMBA Breaking free of the fighting hyenas.

Simba looks around the area. There is no sign of Scar.

LIGHTNING FLASH reveals Scar, sneaking up Pride Rock.

SIMBA runs after Scar, through flames and smoke up the steep incline.

EXT. TOP OF PRIDE ROCK - MOMENTS LATER

Simba emerges from a wall of flame, his mane smoking.

SIMBA:

Murderer!

EXT. TOP OF PRIDE ROCK - DUSK

Scar cowers at the edge of the promontory. Simba stalks him.

ANGLE - SHENZI

Unseen by both Scar and Simba, she creeps up behind them.

ANGLE - SIMBA AND SCAR

Scar tries to calm Simba by being his same old, in-control, manipulative self.

SCAR:

Simba, you don't understand. It wasn't me. I didn't kill your father. It was the hyenas. They're evil. They'll stop at nothing. I was outnumbered. I had to say that.

ANGLE - SHENZI

Reacting to the betrayal. That's it. She's gone.

WITH SIMBA AND SCAR

Simba is neutral. We aren't sure what he thinks about Scar's new information.

SCAR:

Simba-Simba, they are the enemy, I am your family. Now that you're back -- Together, we can defeat them! We'll start right now! Come, come -- Tell me -- What shall I do?

Old advice resonates:

SIMBA:

Run away, Scar. Run. Run away and never return.

Simba lets Scar up. Scar starts to slink off.

SCAR:

Yes. Of course. As you wish -- Your -- Majesty.

Scar LUNGES for Simba. Simba moves quickly and flips him with the signature "Nala flip" -- sending Scar over the edge of Pride Rock.

ANGLE - BASE OF PRIDE ROCK

Scar lands in the smoldering embers. He sees:

ANGLE - PACK OF HYENAS

emerging from the flames, walking toward Scar, YIPING:

HYENAS:

Hee-hee-hee-hee-hee-hee-hee!

SCAR smiles.

SCAR:

My friends.

The number of hyenas increases. Their LAUGHTER becomes an eerie/menacing choir.

HYENAS:

Hee-hee-hee-hee-hee-hee-hee-hee-hee-hee-hee-hee-hee-hee-hee-hee!

THE HYENAS eyes glaring, advance on Scar.

SCAR his eyes widen; his smile melts into a look of horror.

SCAR:

No! No! No!

HYENAS:

Hee-hee-hee-hee-hee-shee-hee-hee-hee-hee-hee-hee-hee-hee-hee-hee.

ANGLE - SHADOW ON THE WALL

SCAR:

Aaaaaaaa!

HYENAS:

Hee-hee-hee-hee-hee-hee-hee-hee-hee-hee-hee-hee-hee.

FULL SHOT:

Flames spread closer and closer and fill the screen, until the laughter is extinguished.

SEQ. 20 (EPILOGUE/CIRCLE OF LIFE REPRISE)

MUSIC:

LONG SHOT - PRIDE ROCK - MOMENTS LATER

Rain falls, drenching the flames.

NALA helps Sarabi up.

TIMON, PUMBAA AND ZAZU stand with the lionesses. Nala and Sarabi reunite.

All look up to see:

SIMBA Limping, slowly making his way through the rain up Pride Rock.

SIMBA - CLOSE

looks out over his kingdom.

SUMMIT OF PRIDE ROCK - CONTINUOUS

Simba lets out a magnificent ROAR.

LIONESSES look up from below and answer back with JOYOUS ROARS.

PRIDE ROCK - LONG SHOT

rainy, grey. In the foreground, an acacia tree blackened and damaged by the fire.

MATCH DISSOLVE TO:

PRIDEROCK - LONG SHOT

brilliant, flourishing. In the foreground, the acacia tree in full bloom. Herds of animals have gathered.

SUMMIT OF PRIDE ROCK - CONTINUOUS

Simba looks out over his kingdom. He turns and looks at:

FULL SHOT:

Rafiki, Sarabi and Nala -- who cradles their newborn CUB. Nala and Simba nuzzle.

ZAZU presents Timon and Pumbaa, who approach the newborn cub and bow reverently.

FULL SHOT:

Timon presents a banana leaf-wrapped gift to the newborn. It is a bug, that promptly flies away. Darn.

Simba laughs.

RAFIKI anoints the newborn cub with goop from his gourds.

FULL SHOT:

Rafiki sprinkles dust over the cub. The cub SNEEZES. So does Simba. Nala gives Simba an affectionate look and a kiss.

Rafiki ever so carefully picks up the newborn cub. Rafiki and Simba share a glance. Then Simba and Nala.

SUMMIT OF PRIDE ROCK

Rafiki carries the cub to the edge of Pride Rock.

Rafiki holds the cub up for all to see.

FADE TO BLACK:

THE END: