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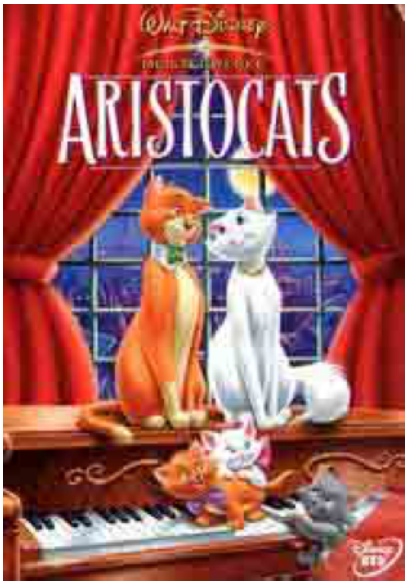

Madame Adelaide is a kind and very ~~***poor***~~ ***/ wealthy*** old lady who lives in ***Chicago*** **/** ***Paris*** at the beginning of the 20th century.

She shares her beautiful **home / husband** with her ***cat*** **/** ***dog***, Duchess, and Duchess's kittens, Toulouse, Berlioz and Marie.

These are not ordinary cats. They are ***clever*** **/** ***silly***, artistic *Aristocats*. Toulouse is a talented ***teacher*** **/** ***painter***, Berlioz plays the ***drums*** **/** ***piano*** and Marie wants to be a great ***film star*** **/** ***opera singer***.

One day Madame asks her ***lawyer*** **/** ***hairdresser*** to visit her. "It's time ***to have a tattoo*** **/** ***to make my will***," she says. "I wish to leave everything to my ***hated*** **/** ***beloved*** cats. For as long as they live, they will be cared for by ***Roquefort*** **/** ***Edgar***, my faithful butler. When the cats are gone, my ***love*** **/** ***fortune*** will go to him."

Downstairs in the ***kitchen /attic***, Edgar is listening to every word. He is ***glad*** **/** ***furious*** that he would have to wait for the cats to ***come back*** **/** ***die*** before he gets any ***food*** **/** ***money***. He decides to ***talk to*** **/** ***get rid of*** the cats as soon as he can. That evening he puts some ***sleeping pills*** **/** ***artificial sugar*** in their ***beer /milk***. "Here you are," says Edgar, setting down the ***bombs*** **/** ***bowls***. "My speciality - crème de la crème à la Edgar!" The cats and their ***grandfather*** **/** ***friend***, Roquefort the mouse, lap up every ***rock*** **/** ***drop***. The cats just manage to stagger to their ***basket*** **/** ***prison*** before they fall into a deep ***ocean*** **/** ***sleep***. That night, when Madame is ***at a party*** **/** ***in bed***, Edgar sneaks the cats' basket out to his ***jeep*** **/** ***motorbike***. He plans to take Duchess and the kittens to the ***moon*** **/** ***countryside*** and drown them!

Near a farm, just ***inside the town centre*** **/** ***outside Paris***, two dogs leap out at the ***airplane*** **/** ***motorbike***, giving Edgar a terrible ***fright*** **/** ***flight.***

As he ***takes off*** **/** ***swerves*** and goes rolling down a ***shopping mall*** **/** ***an embankment***, the cat's basket tumbles out of the ***streetcar*** **/** ***sidecar***. Edgar leaves it where it is. All he wants to do is to get ***his money*** **/** ***home*** safely before the ***cats*** **/** ***dogs*** attack him!

Next morning the *cats* ***fly*** **/** ***crawl*** out of their ***fish tank*** **/** ***basket***.
„Where are we, ***Mama*** **/** ***Thomas***?" Marie asks.

"And how did we get here?" asks Berlioz, looking round ***happily*** **/** ***in confusion***.
"I don't know, darlings," says Duchess, „but don't be frightened. ***Nothing*** **/** ***Everything*** is going to be all right!"

As Duchess wonders what to do, ***a dull donkey*** **/** ***an alley cat*** strolls by. He is ***swearing /singing***, "I'm Abraham Delacey... Giuseppe Casey. . . Thomas O'Malley the Alley Cat!" He gives ***friendly smile*** / ***a stupid grin*** when he sees Duchess and the kittens, and they smile back at him. When they tell O'Malley they are ***lost*** **/** ***great***, he immediately offers to help them ***find a new master*** **/** ***get back to Paris***.

Duchess and the kittens follow their ***new*** **/** ***old*** friend along a ***motorway*** **/** ***railway line***. The kittens race ahead across a ***cloud*** **/** ***bridge***. Suddenly they hear a train ***whistle*** **/** ***whisper***. "***Careful*** **/** ***Don't worry***, children!" Duchess warns. But it is too ***early*** **/** ***late***. The train knocks Marie off the bridge and ***upwards to the sky*** **/** ***into the river far below***. Without a moment's hesitation, O'Malley dives in and ***rescues*** **/** ***drowns*** the terrified kitten.

All that day and into the night the little band of ***cats*** / ***rats*** trudge on. By the time they reach ***Berlin*** **/**

Paris, they are exhausted. It is ***very / still*** a long way to Madame's house, so O'Malley invites ***Edgar / Duchess and the kittens*** to spend the night at his home. But when they get there, they find that O'Malley already has ***prisoners / visitors*** - a group of ***angels / alley cats***, led by his ***teacher / friend***, Scat Cat, are ***playing / listening to*** jazz music. The whole building seems to ***burn down / be swinging to*** the beat! The kittens forget their ***homework / tiredness*** and join in the fun. Berlioz helps play ***the piano / cards***, Toulouse keeps time to the music, and Marie ***loses / sings at the top of*** her voice. Even Duchess couldn't resist joining in too. She and O'Mailey ***sleep / dance*** happily until midnight.

Later, when the jazz band has left and the kittens are ***at home / asleep***, O'MaIley and Duchess sit together in the ***swimming pool / moonlight***. „I wish you didn't have to go," O'Mailey says to Duchess. "And ***the kittens / my friends*** - they need a sort of... well... a father, don't they?" Duchess wishes she could stay too. But she has to think of ***Madame / Edgar***.
„I'm sorry," she tells O'Malley ***happily / sadly***. "We must go ***home /swimming*** tomorrow."

Next morning O'Malley escorts Duchess and the ***postman / kittens*** home. As the kittens ***miaow / knock*** at the door, Duchess and Malley say ***hallo / goodbye***.

"I'll never ***love / forget***, you, Thomas O'Malley", Duchess says.

Edgar is in the ***cinema / kitchen***, celebrating his victory with a bottle of ***milk / champagne***, when he hears the kittens. „It can't be them!" he exclaims. "It isn't fair!" He runs ***upstairs / away*** to stop them before Madame ***realises / forgets*** they are back.

As the cats come through the ***door / church***, a ***sack / crown*** comes down over their heads. Edgar takes the sack out to the barn and puts it in a trunk that is being sent to ***London / Timbuktu***.

Roquefort the ***mouse / tiger***, who has come out to ***welcome / fight*** the cats, sees everything. He dashes outside and catches up with O'Malley. "Duchess and the kittens in ***China / trouble***?" asks Malley. "I'm on **my way / a diet**! But I'll need help. Get Scat Cat and the alley cats." And he tells Roquefort how to ***find / fight*** them.

Roquefort is ***scared / happy*** of meeting these strange cats all by himself - but he would do anything to ***rescue / forget*** his friends. He runs off as ***quickly / slowly*** as he can. At first the alley cats tease Roquefort and threaten to ***steal his money/eat him***, but at the mention of O'Malley's name they all ***run off / agree to help***.

"Follow me!" / "You fools!" cries Roquefort, as he leads Scat Cat and the alley cats to ***the Eiffel Tower / Madame's house***.

Edgar has trapped O'Malley in the ***barn / bedroom*** with a pitchfork. The alley cats storm in, hissing, ***singing / biting*** and scratching.

While the cats deal with Edgar, Roquefort manages to get to undo the padlock on the ***treasure chest / trunk*** . As soon as O'Malley has helped Duchess and the kittens to get out, the cats ***shove / invite*** Edgar inside.

In a few minutes the ***police car / delivery van*** arrives for the trunk, and Edgar is on his way to Timbuktu!

Madame Adelaide is so happy to have Duchess and ***her butler / the kittens*** back. She is delighted to meet O'Malley. "He' s so ***bad / handsome***," she says.

Madame decides to keep O'Malley in the family and sets up a home for all ***the butlers / alley cats*** of Paris. From then on, all cats are treated as ***mean / special***, wonderful Aristocats!