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!"

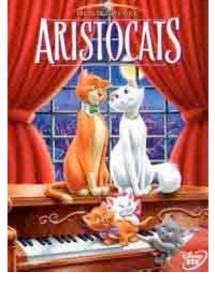
As Duchess wonders what to do, a dull donkey / an alley cat strolls by. He is swearing /singing, "I'm Abraham Delacey... Giuseppe Casey... Thomas O'Malley the Alley Cat!" He gives *friendly smile / a* stupid grin when he sees Duchess and the kittens, and they smile back at him. When they tell O'Malley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

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The Aristocats – The animated film



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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'Malley 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!