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MY LITTLE PONY

"A Bird in the Hoof"

EP022

Written by

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TEASER

EXT./INT. FLUTTERSHY'S HOUSE - DAY

Open on FLUTTERSHY in her home, finishing up healing an injured little (non- speaking) MOUSE. He has a tiny CAST on his leg, and Fluttershy is "checking him out of the hospital," so to speak, using her NOSE to nudge him along the floor in a teensy WHEELCHAIR towards his (non-speaking) MOUSE FAMILY who are eagerly waiting for him at their MOUSE HOLE in the wall.

1 FLUTTERSHY
There you go, Mr. Mousey. Now you stay off that leg and do everything I told you, and it'll be just like new in no time at all.

The Mouse <SQUEAKS> once in gratitude. Fluttershy smiles a shy, gosh-it-was-nothing smile.

2 FLUTTERSHY (CONT'D)
Aw, you're welcome. Happy to be able to help.

Just as Fluttershy turns away from the mouse hole, her (non-speaking) pet white RABBIT, ANGEL, comes hopping in and holds up a STOPWATCH, ala the White Rabbit from *Alice in Wonderland*, and POINTS at it frantically. Fluttershy has no idea what Angel is so worked up about.

3 FLUTTERSHY (CONT'D)
(guessing)
You found a watch?

Angel furiously shakes his head NO, and MIMES with his ARMS as if they are the arms on a watch face.

4 FLUTTERSHY (CONT'D)
(guessing)
You... want to be a watch?

Angel shakes his head NO again, and RUNS in place.

5 FLUTTERSHY (CONT'D)
(guessing)
You're running... running out of time? No. You're... late?

Angel NODS eagerly, runs in place, and gestures repeatedly towards the door.

Outside, a clock tower <CHIMES> marking the hour. Hearing this, Fluttershy's EYES WIDEN as she remembers.

6 FLUTTERSHY (CONT'D)
I'm late! For a very important date! The big brunch for Princess Celestia at Sugar Cube Corner!

Angel touches his nose indicating she got it. Then he collapses exhausted, wiping his brow.

Fluttershy scrambles to get herself ready to go. She rushes back and forth through the frame, PACING in a frenzy more than actually accomplishing anything.

7 FLUTTERSHY (CONT'D)
(frantic)
The Princess is here in Ponyville for a party. And we all promised we'd be there. But I'm not there! Do I look alright? Do I need to bring anything? Maybe I shouldn't go.

From OFF-SCREEN, a <ROYAL FANFARE> announces the Princess' arrival.

8 FLUTTERSHY (CONT'D)
Ah! It's starting! I'm missing it!

Fluttershy whooshes past exhausted Angel and out the front door.

Hold on Angel for a BEAT, then Fluttershy whooshes back in to thank her helpful little friend. Even in a rush, Fluttershy has good manners.

9 FLUTTERSHY (CONT'D)
Thanks, Angel.

Fluttershy exits again. A BEAT. Then she comes back.

10 FLUTTERSHY (CONT'D)
(babbling)
I mean, if you hadn't reminded me, I might have never remembered. And then I'd wouldn't be there. And everypony would be wondering where I was, and-

Angel frantically gestures again for Fluttershy to get going already!

11 FLUTTERSHY (CONT'D)
Oh, right! I'm late!

She bolts back out the door, leaving Angel waving BYE-BYE.

Another BEAT. Then we hear the sound of Fluttershy's O.S. FOOTSTEPS approaching again. Angel SLIDES the LOCK closed on the door. We hear O.S. Fluttershy RATTLE the locked door.

12 FLUTTERSHY (CONT'D)
Okay, then. See you later.

Angel wipes his brow, smiling.

FADE TO BLACK.

END OF TEASER

MAIN TITLES

ACT I

EXT. SUGAR CUBE CORNER - DAY

Outside the DOORWAY, the Princess' ROYAL GUARDS, TWO big burly intimidating PEGASUS CLYDESDALES in SHINING ARMOR, silently flank the entrance to the party.

13 PONIES (O.S.)
<party wallah>

RAINBOW DASH, curious, peeks out the doorway then sidles up between the guards. She strikes a POSE just like theirs, her own wings and physique adorably tiny in comparison.

14 RAINBOW DASH
So... What do I have to do to get to be one of the Princess' royal guards, anyway? Is the pay good?

But the two clydesdales don't say a word. They don't even blink. They just stand there on alert like the famously stoic guards at Buckingham Palace.

15 RAINBOW DASH (CONT'D)
Hellooo...? Anybody hooome?

No reaction.

A MISCHIEVOUS GRIN spreads across Rainbow's face.

She then proceeds to pop up right in the face of each guard, making one extremely SILLY FACE after another, trying to make the expressionless guards crack.

16 RAINBOW DASH (CONT'D)
<tongue waggles>, <motorboat sounds>, <raspberries>

Nothing.

Rainbow drops her final silly expression.

17 RAINBOW DASH (CONT'D)
(impressed)
Ooo... you're good. (beat) Too good. I'm bored.

Unable to get any reaction at all out of the guards, Rainbow gives up and goes back inside

Just as Fluttershy arrives, out of breath.

18 FLUTTERSHY
Whew! Made it.

She starts to step between the two guards to enter the party.

Suddenly, the silent, motionless guards spring to life with military precision, CROSSING THEIR WINGS like spears/flags in front of Fluttershy, blocking her path!

19 FLUTTERSHY (CONT'D)
<gasp of surprise>

20 GUARD #1
Halt!

21 GUARD #2
Who goes there?

22 FLUTTERSHY
(timidly)
<gulp> No one. Never mind. I'll go home.

But TWILIGHT pops her head out from inside the party and addresses the guards.

23 TWILIGHT
It's alright, sirs. She's on the list.

Again with military precision, the two clydesdales stand down, UNCROSSING their wings in UNISON, and resume their posts in stoic silence.

Timid Fluttershy is relieved to be welcomed in by a familiar face.

24 FLUTTERSHY
Thanks, Twilight.

Twilight ushers Fluttershy inside.

25 TWILIGHT
I'm so glad you could make it, Fluttershy! Everypony's been wondering where you were. It wouldn't be same without you.

INT. SUGAR CUBE CORNER - DAY - CONTINUOUS

26 PONIES
<party wallah>

Inside the sweet shop, the brunch party consists of TEA, dainty FINGER SANDWICHES, and delicate DESSERTS. There are no chairs at the tables: the PONIES are all standing to eat.

Proprietors, CUPCAKE and CARROT CAKE, bustle about serving the party guests - PINKIE PIE, APPLE JACK, RARITY, RAINBOW DASH, and SPIKE - paying special attention to the guest of honor, PRINCESS CELESTIA.

Just behind the Princess is an ornate GILDED BIRDCAGE which appears to be empty until our attention is called to it later.

As Carrot Cake hustles by, tray of creme brulées balanced on his head, SPIKE helps out by BREATHING FIRE on it.

27 CARROT CAKE
How is everypony doing? Good? Good.

28 CUPCAKE
Anything else we can get for you, dearies? Er, I mean, esteemed guests?

As Twilight walks Fluttershy over to the table, it's clear Twilight is anxious that this party goes well.

29 FLUTTERSHY
Sorry I'm late. I had to finish taking care of a patient first.

30 TWILIGHT
Oh, you and your tender-loving-care of little animals. I just know Princess Celestia is going to love that about you. I mean, I hope she will. I mean, of course she will!

31 FLUTTERSHY
Wow, Twilight, I thought I was the only one who got nervous at social gatherings.

32 TWILIGHT
It's not that. I just want the Princess to approve of my friends.

33 FLUTTERSHY
But she's met us all before.

34 TWILIGHT
And read about you in my letters. But this is the first time she's spent any real time with you. I want everypony to make a good impression.

35 FLUTTERSHY
Well, I'm sure you have nothing to worry about. Besides, it's just a *casual* get-together, right?

But when Fluttershy takes her place at the table she shocked to see that Twilight's worries are actually very well-founded:

RARITY is waaay OVERDRESSED for this "casual get together," wearing her formal evening gown from "Dress for Failure." Rarity can't relax and have a good time at the luncheon, because she is totally paranoid about anything happening to her dress! She spins around to avoid perceived dangers coming at her dress from all directions.

36 RARITY
Don't touch me! Watch the dress! Careful, you're going to spill that on me!

Cupcake passes by with a tray full of delectable snacks balanced on her head, which catches Rarity's attention.

37 RARITY (CONT'D)
Mmm, that looks delicious. What is it?
(switches gears)
Does it stain?! Keep it away from me!

Twilight looks mortified.

38 FLUTTERSHY
Or perhaps not that casual.

Fluttershy then looks in the other direction and sees that APPLEJACK is so worried about making a false move in her table manners that she has not touched anything on her plate. With a big ole NAPKIN tied around her neck, Applejack makes a few TENTATIVE MOVES towards taking a NIBBLE out of the various food items on the table in front of her, but she stops herself each time, unsure how to proceed.

39 APPLEJACK
What's the difference twixt a salad plate and a dessert plate again? Aw, never mind. I'm not hungry.

Twilight looks even more mortified.

40 FLUTTERSHY
It's okay, Twilight. So your friends' manners aren't perfect. I doubt the Princess will even notice.

Just then, PINKIE PIE comes BOUNCING through Fluttershy's line of sight, unusually hyper even for her from eating so many of the sugary confections.

41 PINKIE PIE
Woo hoo! Cupcakes! Candies! And pies! Oh, my!

Pinkie Pie pops up close to the dessert tray on the table, mesmerized, her PUPILS wide with delight.

42 PINKIE PIE (CONT'D)
Sooo... many... sprinkles...

Then she peeks up next to a CHOCOLATE FOUNTAIN surrounded by pieces of fruit, her eyes dancing along the flowing chocolate tiers.

43 PINKIE PIE (CONT'D)
Chocolate fountain-y goodness...

Then Pinkie Pie's face pops up dangerously close to the SWIRLY PINK FROSTED CUPCAKE on the Princess' own plate.

44 PINKIE PIE (CONT'D)
You gonna eat that?

Celestia doesn't even have time to react before Pinkie Pie gulps it down.

45 PINKIE PIE (CONT'D)
<gulp>

Carrot Cake and Cupcake rush in to take care of the situation! Cupcake SWEEPS Pinkie Pie away with a MOP like she's cleaning up a spill.

46 PINKIE PIE (CONT'D)
Hey!

Carrot Cake replaces a NEW CUPCAKE in front of the Princess and bows.

47 CARROT CAKE
A thousand pardons, Your Majesty.

48 PRINCESS CELESTIA
That's quite all right. Thank you.

Carrot Cake watches the Princess take a bite of her new cupcake then dip her head down to the table and take a dainty SIP from her TEA CUP.

49 PRINCESS CELESTIA (CONT'D)
<sip>

Cupcake's head whips around on ALERT.

50 CUPCAKE
(bellows)
Empty teacup at 4 o'clock!

51 CARROT CAKE
I see it, honey bun!

Without hesitation, Carrot Cake SWOOPS in and refills the Princess' tea cup, then steps back respectfully. Celestia is caught by surprise.

52 PRINCESS CELESTIA
Oh! Uh, thank you.

53 CARROT CAKE
Not at all, Your Highness.

Celestia dips her head again and takes another dainty sip from her tea cup.

54 PRINCESS CELESTIA
<sip>

This time it is Cupcake who SWOOPS in and refills it, then steps away respectfully bowing.

55 PRINCESS CELESTIA (CONT'D)
(amused)
Thank you again.

56 CUPCAKE
But of course, Your Majesty.

Every single sip of tea the Princess takes, Carrot Cake and Cupcake switch off immediately refilling her cup.

57 PRINCESS CELESTIA
<sip>

Refill.

58 PRINCESS CELESTIA (CONT'D)
<sip>

Refill.

With a PLAYFUL SMILE, Princess Celestia leans forward AS IF she is going to take another sip, but STOPS SHORT and does not! Carrot Cake, still in the rhythm of things, REFILLS her still-full tea cup and it OVERFLOWS.

59 PRINCESS CELESTIA (CONT'D)
(good naturedly)
Gotcha!

Despite Celestia's good humor, Twilight SHRINKS in her "chair", mortified at how things are going.

TWILIGHT
<whimper>

Fluttershy motions to reassure Twilight, but before she can say a word she is caught off guard by Celestia addressing her directly.

60 PRINCESS CELESTIA
And what about you, dear -
Fluttershy, is it?

61 FLUTTERSHY
Me? Yes, Your Highness.

Fluttershy CURTSIES politely to the Princess. She wants to be sure to make an extra good impression on Celestia, for Twilight's sake.

Twilight, watching, smiles approvingly.

62 PRINCESS CELESTIA
I understand from Twilight Sparkle's correspondence that you enjoy tending to the needs of woodland creatures.

63 FLUTTERSHY
Yes, I *love* to take care of animals.

64 PRINCESS CELESTIA
As do I.

Fluttershy looks over to Twilight who smiles and eggs her on.

65 FLUTTERSHY
That's wonderful, Your Majesty.

66 PRINCESS CELESTIA
As Princess, I care deeply about all creatures great and small-

67 PHOEBE (O.S.)
<smoker's cough>

Fluttershy tries to respectfully keep her eyes on the Princess as she speaks, but cannot help but be DISTRACTED by a COMICALLY OVER-THE-TOP, PATHETIC, FUNNY, GROSS, SILLY, GAGGING COUGH emanating from the seemingly empty BIRD CAGE just behind the Princess, punctuating her comments.

68 PRINCESS CELESTIA
Nothing means more to me than the well-being of all my subjects-

69 PHOEBE (O.S.)
<haaack>

Fluttershy's EYES dart back and forth from the Princess to the BIRD CAGE.

The creature doing the coughing stands up in the cage revealing itself: This is the Princess' pet bird, PHOEBE, a SCRAWNY, DODO-like BIRD, sickly-looking with PATCHY-feathers.

She seems entirely out of place in her GILDED CAGE which RATTLES every time she coughs.

70 PRINCESS CELESTIA
Ah, Phoebe, my pet. You're awake. Do say hello to our gracious hosts.

71 PHOEBE
<haaack>

Fluttershy can't take her eyes off the poor pathetic bird.

72 FLUTTERSHY
(aghast)
Oh... my...

73 PRINCESS CELESTIA
She is quite the specimen, isn't she?

74 FLUTTERSHY
(sputtering)
I... I...

Fluttershy glances over at Twilight, and not wanting to say anything to make a bad impression on the Princess, continues:

75 FLUTTERSHY (CONT'D)
(truthfully)
I've never seen anything like it.

76 PHOEBE
<haaack>

Just then, one of the armored guards comes in and leans down to say something to the Princess.

77 GUARD #1
<whisper-mumbles>

78 PRINCESS CELESTIA
(to Guard #1)
Really? Well, if I must.

Celestia steps back from the table and addresses the room.

79 PRINCESS CELESTIA (CONT'D)
I'm sorry, everypony. I am afraid I have to cut the party short. The Mayor has requested an audience with me. Royal duty calls. Thank you for a wonderful time. It's been a joy getting to know you all better.

Everypony BOWS their heads as the Guard escorts the Princess out to <ROYAL FANFARE>.

Once the Princess has left the building, the ponies all raise their heads.

Applejack lets out a <SIGH> of relief.

80 APPLEJACK
Whew! Now I can eat something! I'm starved!

Just as Applejack finally starts to DIG IN, Carrot Cake SWOOPS IN and clears her plate.

Because the guest of honor has left, the party now breaks up: PONIES begin to courteously FILE OUT the door.

But Pinkie Pie CARTWHEELS and BOUNCES her way out the door.

81 PINKIE PIE
Wheee! <laughter>

Rarity stays well clear of the WILDLY RICOCHETING Pinkie Pie and everypony else, not wanting her to risk getting anything on her gown. She BACKS AWAY SLOWLY like a gunslinger in the old west.

82 RARITY
Stay right where you are! All I want is a clear path to the exit. Nobody move and my dress won't get hurt! Stay back! Back, I say!

Applejack moseys out with a STACK of SNACKS precariously balanced on her NOSE.

After everypony has left, Twilight leans on SPIKE with a <SIGH> of relief.

83 TWILIGHT
<sigh> Well, Spike, I don't know for sure how things went with the Princess, but at least no big disasters happened....

SWISH PAN TO:

Unnoticed by Twilight, Spike, or anypony else, the BIRD CAGE door is hanging OPEN - and it's EMPTY!

FADE TO BLACK.

END OF ACT I

ACT II

EXT./INT. FLUTTERSHY'S HOUSE - DAY

OPEN ON Fluttershy entering her home with the Princess' pet bird.

84 FLUTTERSHY
You poor little thing! How did you ever get in such a state!

She puts the bird down on a comfy pet pillow. It looks horrible.

FLUTTERSHY (CONT'D)
Don't you worry, Phoebe. I'll nurse you back to health. As a favor to the Princess who is obviously just far too busy to care for you properly.

85 PHOEBE
<haaack>

Phoebe TOPPLES over to the left. Fluttershy nudges her back up straight.

86 FLUTTERSHY
I'm sure the Princess will appreciate the help.

87 PHOEBE
<haaack>

Phoebe TOPPLES over to the right.

88 FLUTTERSHY
Oh my! We'd better get you to bed right away.

Fluttershy tenderly tucks Phoebe into an adorable little BED.

89 FLUTTERSHY (CONT'D)
There.

Fluttershy places a THERMOMETER in Phoebe's beak.

With the BLANKET up to her neck, Phoebe turns BEET RED, starts SWELTERING profusely, and the THERMOMETER in her mouth fills up with RED all the way to the top like a carnival strongman game.

90 FLUTTERSHY (CONT'D)
<gasp>

Fluttershy hurries to pull off the blanket and places an ICE PACK on Phoebe's head.

The bird's color immediately changes from RED to BLUE, she starts SHIVERING uncontrollably, her teeth <CHATTER>, and the mercury in the THERMOMETER drops all the way down, sounding like a <SLIDE WHISTLE>.

91 FLUTTERSHY (CONT'D)
<gasp>

Fluttershy quickly takes the ICE PACK off and pulls the covers back over the bird - who turns BEET RED again and the THERMOMETER goes UP.

Fluttershy pulls the covers off and puts the ICE PACK back on - Phoebe turns BLUE and the THERMOMETER drops down.

Up/red, down/blue. Up/red, down/blue. Up/red a final time. The top of the thermometer trembles and explodes

Flustered Fluttershy just can't seem to make her patient comfortable.

92 FLUTTERSHY (CONT'D)
This is far worse than I thought.
What you need is some medicine.
Stat!

93 PHOEBE
<haaack>

A bunch of Phoebe's FEATHERS FALL OFF.

JUMP CUT TO:

<u>INT. FLUTTERSHY'S HOUSE - A FEW MINUTES LATER</u>

94 FLUTTERSHY
Here you go, Phoebe. This will fix
you right up.

Fluttershy places a SINGLE COLORFUL PILL on a platter in front of Phoebe, who sniffs it then turns her nose up at it.

95 FLUTTERSHY (CONT'D)
Doctor Fluttershy expected that.

Fluttershy then pours a big PILE of BIRDSEED over the pill.

Phoebe pecks away at the pile like a JACKHAMMER. Fluttershy smiles.

96 FLUTTERSHY (CONT'D)
Always works.

Reveal that Phoebe has devoured the entire mound of birdseed but left the one PILL!

97 FLUTTERSHY (CONT'D)
Almost always.

98 PHOEBE
<haaack>

Another bunch of Phoebe's FEATHERS FALL OFF.

JUMP CUT TO:

INT. FLUTTERSHY'S HOUSE - LATER

Fluttershy prepares to FEED Phoebe some homemade SOUP. She blows on the BOWLFUL to cool it.

99 FLUTTERSHY
There's nothing like homemade soup to cure what ails you. Okay, Phoebe. Open wide...

Fluttershy nudges the BOWL toward Phoebe, who clamps her mouth SHUT and turns her head to the side like a baby.

100 FLUTTERSHY (CONT'D)
(patiently)
Come on, now. You're not going to get better if you don't cooperate.

Fluttershy pretends to eat from the BOWL herself then nudges it toward Phoebe again.

101 FLUTTERSHY (CONT'D)
Mmm! See? It's delicious. Good and good for you. Num num.

But the bird keeps TURNING her head again away from the bowl, further and further in the same direction, around and around and around.

102 FLUTTERSHY (CONT'D)
Here comes the choo choo train. Chugga-chugga, chugga-chugga. Woo woo!

Fluttershy diligently chases Phoebe's mouth with the bowl, until the bird's neck is CORKSCREWED.

103 PHOEBE
<comical strangled cough>

Phoebe's head UNWINDS back around. Her neck has several kinks and bends.

Now DIZZY, the bird teeters for a moment then face plants.

Fluttershy, taken aback, remains calm.

104 FLUTTERSHY
Oh, dear. Don't worry, Phoebe. I know what will make you feel better. Wait right here. I have just the thing.

105 PHOEBE
<haaack>

Another bunch of Phoebe's FEATHERS FALL OFF.

JUMP CUT TO:

INT. FLUTTERSHY'S HOUSE - LATER

Fluttershy enters with another bird, HUMMINGWAY: healthy, colorful, vibrant, and full-of-life.

106 FLUTTERSHY
Look, Phoebe. I brought a fellow feathered friend by to cheer you up. Hummingway here was sick once too, but he let me help him, and got better in no time. Didn't you, boy?

107 HUMMINGWAY
<chirps sweetly>

108 FLUTTERSHY
Say hello to your new friend Phoebe.

Fluttershy places the other, much smaller bird next to Phoebe, who looks dreadful in comparison.

109 HUMMINGWAY
<chirps sweetly>

110 FLUTTERSHY
Aw. Look. I think he likes you.

Fluttershy and Hummingway proceed to <SING> a happy little wordless call-and-response to each other, ala Snow White with her bluebird or Mary Poppins with her robin.

111 FLUTTERSHY (CONT'D)
(cheerful sing-song)
Ah HA-ha HA-ha...

112 HUMMINGWAY
<mimics cheerful sing-song in CHIRP form>

113 FLUTTERSHY
(cheerful sing-song)
Ah ha HA ha-ha...

114 HUMMINGWAY
<mimics cheerful sing-song in CHIRP form>

115 FLUTTERSHY
Your turn now, Phoebe. Go ahead. You can do it.
(cheerful sing-song)
Ah HA-ha HA-ha...

116 PHOEBE
<long breathy haaack>

Another bunch of Phoebe's FEATHERS FALL OFF.

Hummingway slowly takes a STEP away from Phoebe.

Fluttershy tries to be encouraging.

117 FLUTTERSHY
Um, good try?

JUMP CUT TO:

INT. FLUTTERSHY'S HOUSE - LATER STILL

Phoebe now has a little TOWEL wrapped around her waist and another one around her head.

118 FLUTTERSHY
I know what will clear up that tickle in your throat - a humidifier.

Fluttershy presses a BUTTON on the humidifier with her nose, and the room immediately fills up with STEAM.

Fluttershy takes a DEEP BREATH.

119 FLUTTERSHY (CONT'D)
<deep breath> Ah... Refreshing. How's that feeling now for you, Phoebe? Better?

Phoebe takes a DEEP BREATH.

120 PHOEBE
<deep breath>

Fluttershy smiles and her eyes widen hopefully. This could be it!

121 PHOEBE (CONT'D)
<quick funny hack>

Fluttershy droops.

FLUTTERSHY
Oooh.

She's discouraged, but she's not giving up!

122 FLUTTERSHY (CONT'D)
That's okay. I know lots of other ways to take care of you. Don't worry. You're going to get better. How about -

JUMP CUT TO:

QUICK MONTAGE:

- CANDLES and BEADS and other hippy dippy accoutrements.

123 FLUTTERSHY (CONT'D)
Aroma therapy?

FUMES waft through the air and into Phoebe's nostrils.

Phoebe immediately SWELLS up.

JUMP CUT TO:

- Phoebe (back to normal) in BUBBLE BATH.

124 FLUTTERSHY (CONT'D)
Warm bath?

Phoebe SHRIVELS up like a wrinkled prune.

JUMP CUT TO:

- Phoebe (back to normal), as Fluttershy puts just ONE LITTLE DAB of OINTMENT on her.

125 FLUTTERSHY (CONT'D)
Ointment?

PIMPLES comically ERUPT all over Phoebe.

JUMP CUT TO:

- CLOSE ON Fluttershy wearing a DOCTOR'S HEAD MIRROR and SCRUBS, working feverishly as if operating. She calls out to ANGEL who's right by her side, handing her each thing she asks for. Fluttershy uses each tool with her mouth, then puts it down to call for the next.

126 FLUTTERSHY (CONT'D)
Scalpel.
(beat)
Surgical tape.
(beat)
Feathers.

We hear the sound of TAPE being <RIPPED> by the scalpel.

127 FLUTTERSHY (CONT'D)
Hang in there, Phoebe. I'll save you.

Angel DABS the BEADS of SWEAT on Fluttershy's brow.

WIDEN TO REVEAL Phoebe, with some of her FEATHERS now TAPED haphazardly back onto her body.

128 PHOEBE
<haaack>

Her feathers don't fall off now, but she looks terrible.

Fluttershy takes off her scrubs.

129 FLUTTERSHY
Oh, Phoebe! I thought it would be easy to nurse you back to health. But I've tried everything I know. And look at you - you're worse than ever!

It's true. Phoebe looks totally haggard.

130 FLUTTERSHY (CONT'D)
How can I give you back to the Princess like this?

Suddenly, there's a <KNOCK> at the front door!

Fluttershy freezes.

Then, slowly she <CREAKS> open the door, revealing TWILIGHT!

131 TWILIGHT
Hi, Fluttershy. I just wanted to drop bye and say thank you sooo very much for making such a good impression on the Princess today- <gasp>

Twilight is shocked to see Phoebe in Fluttershy's house - and looking even more decrepit than ever!

132 PHOEBE
<haaack>

133 TWILIGHT
What is Celestia's pet doing here?

134 FLUTTERSHY
I couldn't leave the poor thing there! She needed my help.

Twilight shakes her head.

135 TWILIGHT
Oh, no, no, no, no, no. This is bad.

136 FLUTTERSHY
How could I just walk away and not do anything?

137 TWILIGHT
But she doesn't belong to you.

138 FLUTTERSHY
I had to do something!

139 TWILIGHT
Without telling anypony? Without asking permission?

140 FLUTTERSHY
But...

141 PHOEBE
<haaack>

142 TWILIGHT
I know you had good intentions, but you have got to return the Princess' pet.

143 FLUTTERSHY
But...

144 PHOEBE
<haaack>

145 TWILIGHT
It wasn’t right to take her and you know it.

146 FLUTTERSHY
But...

147 PHOEBE
<inhales>

HOLD ON Phoebe, waiting for her to <HACK> again. The ponies wait for it, wait for it. But nothing happens.

148 FLUTTERSHY
<sigh> You’re right. Okay, let’s-

149 PHOEBE
<haaack>

150 FLUTTERSHY
Go.

Twilight jumps into action.

151 TWILIGHT
If we hurry we can put her back before anypony even realizes she's missing.

Twilight not-so-gently scoops up Phoebe and loads her into a LIDDED BASKET on Fluttershy’s back.

Twilight opens the door -

Revealing the Princess' TWO big ARMORED GUARDS standing there, crossing their wings with a menacing <CLANG>!

152 TWILIGHT/FLUTTERSHY
<gasp>

FADE TO BLACK.

END OF ACT II

ACT III

INT. FLUTTERSHY'S HOUSE - DAY - CONTINUOUS

The two guards stand in the open doorway, towering over Twilight and Fluttershy.

153 GUARD #1
We were told we could find Twilight Sparkle here.

Twilight tentatively raises her hoof.

154 GUARD #2
We regret to inform you, Miss, that the royal pet has gone missing!

Twilight glances over at Fluttershy, who glances back at her then shifts her glance to the guards, who glance at each other then back over at Twilight who glances back at Fluttershy.

155 TWILIGHT
Really? You don't say? <nervous laugh>

Fluttershy is bursting with wanting to spill the beans. But before she can, from inside the basket on her back is heard -

156 PHOEBE (O.S.)
(muffled)
<haaack>

Before the guards can react, Twilight zips in front of Fluttershy, <COUGHING> and <CLEARING HER THROAT>

157 TWILIGHT
<coughs, ahems>

She elbows Fluttershy, who joins her <COUGHING>

158 FLUTTERSHY
<coughs, ahems>

159 PHOEBE (O.S.)
(muffled)
<haaack>

160 TWILIGHT
<coughs, ahems>

161 FLUTTERSHY
<coughs, ahems>

The two guards glare sternly at the ponies.

162 TWILIGHT
It's that dry night air.

163 FLUTTERSHY
(missing the point)
But it's daytime.

164 TWILIGHT
Well, day air's even drier!
(turns to the guards)
You guards better be on your way, if you're going to find the Princess' missing pet. Phoebe was it? Thanks ever so much for keeping me in the loop. Bye-ee.

She slams the door, then leans against it, <PANTING> worriedly.

165 TWILIGHT (CONT'D)
<pants>

Twilight tiptoes to the window and brushes aside the curtains just enough to peek outside. She watches the two clydesdales march away.

166 TWILIGHT (CONT'D)
Whew!

Fluttershy, basket still on her back, moves to head out the door again. Twilight, alarmed, races to block her path.

167 TWILIGHT (CONT'D)
What are you doing?!

168 FLUTTERSHY
Going to return Phoebe, remember?

169 TWILIGHT
We can't now!

170 FLUTTERSHY
Why not?

171 TWILIGHT
You have no idea what the Princess is going to do to you if she finds out you're the one who took her pet, do you?

172 FLUTTERSHY
Do <u>you</u>?

173 TWILIGHT
Well, no. But it can't be anything good!

DISSOLVE TO:

QUICK FANTASY SEQUENCE:

Of what Twilight imagines might happen to Fluttershy:

<u>EXT. FRIGHTENING FOREST - STORMY NIGHT</u>

Lightning strikes. Fluttershy trudges away into the shadowy nightscape alone, head down, forlorn.

174 TWILIGHT (V.O.)
She might banish you!

JUMP CUT TO:

<u>INT. CASTLE DUNGEON</u>

A cell door <CLANGS> shut, casting the SHADOWS of its BARS across forlorn prisoner Fluttershy.

175 TWILIGHT (V.O.)
Or throw you in a dungeon!

JUMP CUT TO:

<u>EXT. FRIGHTENING FOREST WITH DUNGEON - STORMY NIGHT</u>

Fluttershy is thrown into a single DUNGEON CELL which is now inexplicably outside by itself in the Frightening Forest. As above, the cell door <CLANGS> shut, casting the SHADOWS of its BARS across forlorn prisoner Fluttershy.

176 TWILIGHT (V.O.)
Or banish you and then throw you in a dungeon in the place that she banishes you to!

Prisoner Fluttershy stops being forlorn and looks up to address OFF-SCREEN NARRATOR Twilight:

177 FLUTTERSHY
You really think the Princess would do this?

DISSOLVE TO:

INT. FLUTTERSHY'S HOUSE - DAY

178 TWILIGHT
Okay, granted that's probably a worse-case scenario. But do you want to take any chances?!

179 FLUTTERSHY
All that really matters to me is that poor little Phoebe here gets well.

180 PHOEBE
<haaack>

The LID on the BASKET is thrown open by her cough. Phoebe peeks out looking even more like death warmed over.

181 TWILIGHT
That's very noble of you. I'll write to you in exile. Unless I'm in exile too somewhere there's no post office. Then you'll have to write to me. Deal?

182 FLUTTERSHY
Please, Twilight, you just have to help me get Phoebe healthy and then we can return her to the Princess. And everything will be fine.

Twilight thoughtfully examines Phoebe's BLOODSHOT EYES.

183 TWILIGHT
Did you give her any kind of medicine?

184 FLUTTERSHY
I tried to, but she wouldn’t take it.

185 TWILIGHT
<exasperated sigh> Then you have to make her take it. You can’t be such a pushover, Fluttershy. You need to show this patient who’s the boss. Make her straighten up and fly right.

186 FLUTTERSHY
She can’t fly.

187 TWILIGHT
No excuses.

Twilight takes a REALLY BIG PILL in her teeth and quickly, forcefully shoves it in Phoebe’s beak before Phoebe knows what hit her. Phoebe swallows.

188 PHOEBE
<gulp>

189 TWILIGHT
Done. Okay, what else?

190 FLUTTERSHY
Uh, well, she keeps pulling her feathers off. The ones that haven’t fallen out yet from all her coughing, I mean.

Phoebe is PECKING at her very few remaining feathers.

Twilight whips out one of those white plastic dog “LAMPSHADE” thingies and snaps it around the bird’s head.

191 TWILIGHT
There you go.

It looks absolutely ridiculous on the bird. Phoebe struggles unsuccessfully to pull the cone over her head with her foot, kicking herself across the floor back and forth through the frame.

192 FLUTTERSHY
I don’t think she likes it.

193 TWILIGHT
Tough love, baby. You want her to get well, don’t you?

194 FLUTTERSHY
Of course, but-

195 TWILIGHT
Next!

196 FLUTTERSHY
Well, she desperately needs some bed rest. But I can't get her to stay put.

197 TWILIGHT
One step ahead of you.

Twilight puts Phoebe into a CAGE. Phoebe rattles the bars but cannot escape.

198 FLUTTERSHY
It's for your own good, Phoebe. I promise. Please, just relax and try to get some sleep.

Twilight notices the BOWL on the table.

199 TWILIGHT
What's this soup over here? Smells delicious.

200 FLUTTERSHY
I made it for Phoebe. But she wouldn't eat it.

Twilight takes this as a challenge.

201 TWILIGHT
Oh, she'll eat it all right.

Twilight opens the cage to feed the soup to Phoebe, who takes the opportunity to FLEE! She scoots through Twilight's legs then makes a mad dash out the window.

202 PHOEBE
<squawk>

203 TWILIGHT
Hey! Where are you going?

204 FLUTTERSHY
No, Phoebe! Come back!

The ponies give chase.

CUT TO:

EXT. PONYVILLE - DAY

CHASE MONTAGE:

Fluttershy and Twilight chase the flightless bird all over Ponyville, barely avoiding being seen by the TWO ARMORED GUARDS who are searching for it - in a cutty, Scooby-Doo chase-scene shenanigans kind of way (with Benny Hill-esque BACKGROUND MUSIC).

- Fluttershy and Twilight chase Phoebe around a TREE. As Fluttershy and Twilight keep running around and around it becoming a MOTION BLUR, Phoebe steps out of the CONTINUING BLUR and creeps away.

JUMP CUT TO:

- The Two Armored Guards show a (non-speaking) PONY (TBD) a REWARD-style POSTER with a picture of Phoebe on it. The Pony shakes her head “no.”

JUMP CUT TO:

- Fluttershy and Twilight rush up to someone sitting on a PARK BENCH hidden behind an OPEN NEWSPAPER. The newspaper drops down to reveal a familiar looking do-do bird sporting a BIG HANDLEBAR MUSTACHE. The ponies frantically gesticulate, act out coughing, etc. The “stranger” shakes his head “no” and goes back to reading his newspaper. The ponies race off.

- The Armored Guards stand in the foreground facing camera, their eyes glancing up, down, and side-to-side, oblivious while simultaneously in the background Fluttershy and Twilight tip-toe silently back and forth through frame after the bird.

JUMP CUT TO:

- Fluttershy and Twilight chase Phoebe IN the door of one building, then OUT the door of another, then IN the door of a third building, then OUT the door of a fourth. At one point, the ponies are surprised to run into EACH OTHER.

JUMP CUT TO:

- Fluttershy and Twilight run past a TREE or POST that is rail thin, impossible to hide behind. As soon as the coast is clear, Phoebe inexplicably steps out from behind it and takes off in the other direction. The Two Armored Guards enter and put their “REWARD” POSTER up on the rail-thin TREE/POST, just having missed seeing their quarry.

END CHASE MONTAGE

EXT. TOWN SQUARE, FOUNTAIN - DAY

Fluttershy and Twilight come racing into the TOWN SQUARE where their friends PINKIE PIE, APPLEJACK, RARITY, and RAINBOW DASH are milling about at the foot of the FOUNTAIN. Rainbow's eyes light up with excitement.

205 RAINBOW DASH
What are you two doing? Are you playing tag? Are you having a race? Can I play? One, two, three, go!

Before Fluttershy or Twilight can get a word in edgewise, Rainbow dashes off in a <WHOOSH>.

Fluttershy and Twilight take turns PICKING UP and LOOKING at the ground UNDER each of their remaining friends.

206 FLUTTERSHY
Excuse me.

207 TWILIGHT
Beg your pardon.

208 PINKIE PIE
Hey!

209 RARITY
Put me down.

210 APPLEJACK
What in tarnation?

211 FLUTTERSHY
Sorry, but we've got to find-

212 GUARD #1 (O.S.)
(bellows)
The Princess' pet bird!

Reveal the Two Armored Guards have arrived on the scene and are POINTING to the TOP of the FOUNTAIN behind the ponies, where Phoebe is precariously perched.

213 PHOEBE
<haaack>

214 FLUTTERSHY
Phoebe! Come down from there! You'll hurt yourself.

Rainbow <DASHES> back in, just in time to see:

Phoebe's VERY LAST FEATHERS fall off. Then she melodramatically KEELS OVER, toppling off the fountain!

215 FLUTTERSHY (CONT'D)
I'll catch you!

Fluttershy makes a heroic DIVE to catch the plummeting bird, but on the way down, Phoebe surprisingly BURSTS INTO FLAMES! Leaving only a PILE OF ASHES to fall to the ground in front of a stunned Fluttershy!

All the ponies' jaws drop in abject shock.

216 PONIES
<gasp>

Suddenly, the Two Armored Guards <SNAP> to attention with a <CLANG>.

Reveal - Princess Celestia arriving on the scene. Her gaze goes from the PILE OF ASHES in front of Fluttershy, to each pony in turn.

217 PRINCESS CELESTIA
What is going on here? Twlight?

Twilight steps up to the Princess and bows.

218 TWILIGHT
Yes, Your Majesty. There's been...
a terrible accident.

Fluttershy steps in front of Twilight to take full responsibility.

219 FLUTTERSHY
It's all <u>my</u> fault.

But Twilight wants to help her friend avoid the royal wrath she's imagined and so steps back in front of Fluttershy:

220 TWILIGHT
No, Princess. Fluttershy didn't
know any better. It was <u>my</u> fault.

They take turns stepping in front of each other.

221 FLUTTERSHY
I'm the one who did it.

222 TWILIGHT
But you were only trying to help.

223 FLUTTERSHY
Some help I was.

224 TWILIGHT
Will you let me do this? She'll go easier on me.

225 FLUTTERSHY
But it's my fault.

226 TWILIGHT
No, it's my fault.

PINKIE PIE, caught up in the moment, excitedly bursts out:

227 PINKIE PIE
It's my fault! ... Wait, what are we talking about?

Fluttershy and Twilight have stepped in front of each other so many times that now Fluttershy is FACE-TO-FACE with the Princess.

228 FLUTTERSHY
Thanks for trying to protect me, Twilight. But Princess Celestia? I'm the one who took your pet bird. I really was only trying to help the poor little thing. Then I was going to bring it right back to you, honest.

She glances over at the PILE OF ASHES that used to be Phoebe, then back to the Princess to bravely accept her fate.

229 FLUTTERSHY (CONT'D)
<gulp> So if you want to banish me and then throw me in a dungeon in the place that you banish me to, then that's what I deserve.

Twlight nervously awaits what Celestia is going to do to Fluttershy. She peeks through her hoofs: she can't look!

Celestia's brow FURROWS. But she turns away from Fluttershy and addresses the PILE OF ASHES that used to be Phoebe:

230 PRINCESS CELESTIA
Oh, stop fooling around, Phoebe. You're scaring everypony.

To everypony's amazement, the pile of ashes STIRS, then GLOWS with MAGIC, and out of the ashes RISES a glorious, colorful PHOENIX!

231 PONIES
<gasp>

Twilight is still peeking through her hooves. She is as astonished as the rest of them at what she sees.

The Phoenix SWOOPS gracefully over the ponies' heads.

232 PONIES (CONT'D)
Ooo... Ahhh...

Then comes in for an elegant landing beside Princess Celestia.

233 FLUTTERSHY
I-I don't understand. What is that thing? What happened to Phoebe?

234 PRINCESS CELESTIA
This is a phoenix. Of which, as I said, Phoebe is a fine specimen. Isn't that right, Phoebe?

235 PHOEBE
<caws majestically>

236 PRINCESS CELESTIA
The molting you saw her go through is just a normal part of the life cycle of a phoenix. I'm afraid mischievous little Phoebe here took the occasion to have a little fun with you, Fluttershy. Say you're sorry, young lady.

237 PHOEBE
<caws contritely>

238 FLUTTERSHY
So you aren't going to banish me? Or throw me in a dungeon? Or banish me and then throw me in a dungeon in the place that you banish me to?

Celestia nuzzles Fluttershy reassuringly.

239 PRINCESS CELESTIA
Of course not, my dear. Where on earth would you get such an idea?

Twilight looks embarrassed. But Fluttershy steps up and covers for her friend who had just wanted to do the same for her.

240 FLUTTERSHY
I guess I just have some imagination.

Twilight steps up to the Princess.

241 TWILIGHT
Fluttershy really did do everything she could to try to take care of Phoebe for you.

242 PRINCESS CELESTIA
And I do appreciate that your heart was in the right place, child. But all you had to do was ask me, and I could have told you Phoebe was a phoenix and saved you all this trouble.

243 FLUTTERSHY
I know. I shouldn't have jumped to conclusions. Next time I'll ask before taking matters into my own hooves.

Twilight raises her hoof to ask a question.

244 TWILIGHT
Should I write you a letter about that lesson, Princess?

245 PRINCESS CELESTIA
(smiles)
No, that's quite all right. I think I can remember.

The Princess GESTURES to her two motionless stoic GUARDS who <SNAP> to life, holding out Phoebe's open GILDED CAGE between them.

Phoebe the Phoenix takes off from her perch beside Celestia, and gracefully circles the ponies. But before returning to her cage, she lands on Fluttershy and tucks one of her GORGEOUS and RARE FEATHERS behind Fluttershy's ear.

246 PHOEBE
<coos>

247 FLUTTERSHY
It’s beautiful. Thank you, Phoebe.
No hard feelings.

Rainbow Dash gets an idea and <WHISPERS> something to Phoebe.

248 RAINBOW DASH
<unintelligible whispering>

Phoebe flies over toward her open cage being held by the two stoic Guards, but instead of entering it directly, swoops around and FLAPS in front of each of their faces, TICKLING their NOSES with her feathered wings.

The Guards finally break, their expressions spreading into wide SMILES. They try to stifle their <GIGGLES> but can’t help it and eventually <BURST OUT LAUGHING>.

249 GUARD #1/GUARD #2
<stifled giggles, burst into full blown laughter>

Rainbow Dash HIGH-FIVES Phoebe.

250 PONIES
<laughter>

FADE OUT.

END