Distribution:

Production:
Lauren Faust
Chris Bartleman
Kirsten Newlands-Davidson
Rob Renzetti
Sarah Wall
Jayson Thiessen
James Wooton
Angela Belyea
Ridd Sorensen
Lesley Crawford

Discovery/Hasbro:
Donna Ebbs
Scott Pennington
Chris Mehl

Hasbro Studios:
Stephen Davis
Linda Steiner
Kathy Page
Brian Lenard
Robert Fewkes
Sophia Hussain

Hasbro IP & Brand:
Mark Wiesenhahn
Matt Mattus
Valerie Jurries
Donna Tobin

Hasbro Design:
Liz Knight
Dean Carley

Educational Consultant:
Donna Mitroff
Vicki Ariyasu

MY LITTLE PONY II

"Attack of the 50 Foot Dragon"

EP 210

Written by

Mitch Larson

As Recorded: January 31, 2011

TEASER

SC 1 - <u>INT. GOLDEN OAK LIBRARY - DAY</u>

TWILIGHT SPARKLE sits in the middle of the floor surrounded by PILES OF BOOKS.

1 TWILIGHT SPARKLE (V.O.)
(inner thoughts)
Focus, T.S. No distractions.
Today is too important...

Her horn starts to GLOW. Books FLOAT into the air, slowly swirling like a snow-globe. Suddenly, her eyes pop open.

2 TWILIGHT SPARKLE (CONT'D)
Reshelving Day.

A book floats past.

3 TWILIGHT SPARKLE (CONT'D)
Understanding Medieval Equestria
goes in "Pony History."

The book ZIPS offscreen.

4 TWILIGHT SPARKLE (CONT'D)
Modern Spellcasting, that's
"Classics."
(zip!)
The Art of the To-Do List.
Actually, I kinda want to read that
again--

Suddenly, a loud, girlish <GIGGLE> erupts from the next room! Twilight flinches -- the books RAIN DOWN over her head!

5 TWILIGHT SPARKLE (CONT'D)
Spike! What are you laughing at?

Spike enters, huge smile on his face, reverently carrying a deep red GEMSTONE that seems to be glowing from the inside. He's wearing white gloves so as not to mar it.

6 SPIKE
This little beauty is my birthday
present to myself. I've been aging
it for months, and it's almost
ripe!

He holds it up, displaying it in all it's glory!

7 SPIKE (CONT'D)
(another delirious giggle)
It's a fire ruby!
(noticing the books)
Hey, you took my advice! Just use the whole floor as one big shelf.

<KNOCK KNOCK KNOCK>.

8 RARITY (O.S.)
(sing-songy)
Hel-lo!! Anypony home? Twilight? Spike?
(overly dramatic gasp)
Is that a... fire ruby?

She leaps forward to inspect it closely, her eyes glisten with wonder.

9 RARITY (CONT'D)
That must be at least 20 karats! No inclusions, pristine facets...

10 SPIKE
And totally delicious.

11 TWILIGHT SPARKLE
(off the mess)
Uh, if you guys don't mind...

12 RARITY
Oh, uh, of course... I just came by to see if you had any books about historical fashion.
(to Spike)
Did you say delicious?

13 SPIKE
Sure did! Next week's my birthday and this is my birthday dinner!

Twilight floats Rarity a book off the floor.

14 TWILIGHT SPARKLE
Start with this one.

Spike gestures to the floor.

15 SPIKE
See? Floor Shelving System!

Twilight gives him an unamused look.

16 RARITY
Thanks, Twilight. I've got a feeling ruffled taffeta capes are going to make a huge comeback this season, and I want to be ahead of the game.

Her eyes drift back to the fire ruby.

17 RARITY (CONT'D)
I hope it's as tasty as it is beautiful, Spike. I've never seen anything quite so stunning before.

18 SPIKE
Gosh, you really like it, huh?

19 RARITY
Like it? It's...

SPIKE'S POV -- a soft-focus RARITY BEAUTY SHOT. <HARP MUSIC> plays as random sparkles shimmer all around her. A soft breeze teases her mane.

20 RARITY (CONT'D)
...magnificent.

Spike <SIGHS DEEPLY>, then holds the gem out to Rarity.

21 SPIKE
Then you should have it.
(staring at the fire ruby)
Sure, I could eat it next week... crunching into the crisp skin... getting lost in the succulent, mouth-watering aroma... savoring its delicate flavors...

Spike drifts off for a moment, lost in his thoughts. Then he glances at Rarity. It's another BEAUTY SHOT.

22 SPIKE (CONT'D)
(snapping out of it)
But it would mean even more to see you happy than to keep it for myself.

23 RARITY
I... I just couldn't. It's far too generous.

24 SPIKE
I insist. This beautiful gem was meant to be with you.

Rarity magically takes it with a sense of awe.

25 RARITY
I don't know what to say... this is so thoughtful! Oh my little Spikey Wikey!

She leans in and gives him a PECK ON THE CHEEK, freezing Spike solid in shock.

26 RARITY (CONT'D)
Thank you soooooooo much!!!

She uses her horn to levitate the fire ruby, nuzzling it, then dances deliriously out of the Library.

27 TWILIGHT SPARKLE
Wow, Spike, that's one of the kindest, most generous things you've ever done. I've never seen Rarity so happy!

28 SPIKE
(in a daze)
I will never wash this cheek again.

He drifts away, lovestruck. Twilight gets back to work.

29 TWILIGHT SPARKLE
Good. No fire ruby, no giggling.

She fires up her horn. The books rise into the air. <PEALS OF GIGGLING> erupt! Books fly everywhere!

30 SPIKE (O.S.)
(still giggling)
She kissed me!

FADE OUT.

MAIN TITLES

ACT I

FADE IN:

SC 2 - <u>INT. GOLDEN OAK LIBRARY - DAY</u>

Streamers, balloons, an apple buffet. A huge banner reads "HAPPY BIRTHDAY, SPIKE!" Twilight shoves a table into the room with a big bowl of punch on it. Spike, meanwhile, straightens a painting on an easel. He's positioned so we can't see him or it.

31 TWILIGHT SPARKLE
Just about finished, Spike?
Everypony will be here soon.

He steps back to REVEAL: a painting of Spike in a smoking jacket, looking quite distinguished.

32 SPIKE
There. Perfect.
(looking over decorations)
<u>Everything</u> looks perfect!

Twilight looks at him with disgust.

33 TWILIGHT SPARKLE
Not quite everything.

She hands him a small, wrapped package.

34 TWILIGHT SPARKLE (CONT'D)
Here, I got you a pre-party gift.

35 SPIKE
A pre-party gift? Great!

He gleefully tears in and pulls out a small pink CLOTH.

36 SPIKE (CONT'D)
A washcloth? I don't get it.

He notices her looking at him, sees the disgust on her face.

37 SPIKE (CONT'D)
No way, Twilight! I said I wasn't gonna wash the cheek that Rarity kissed and I meant it!

He leaps into a defensive karate pose, REVEALING his FILTHY CHEEK, now covered in a week's worth of grime.

38 TWILIGHT SPARKLE
Spike, it's gross!

39 SPIKE
No it's not! It's beautiful!

Twilight snatches the cloth and lunges at him! He races away to protect his grimy cheek.

40 TWILIGHT SPARKLE
It's over, Spike! I'm cleaning that cheek!

She dives on him, and they roll across the floor, wrestling for position.

41 SPIKE
No! My Rarity kiss!

42 TWILIGHT SPARKLE
It's for your own good!

She gets the upper hoof, scrubbing his filthy cheek.

43 SPIKE
STOP IT, TWILIGHT!

44 TWILIGHT SPARKLE
NEVER!!

45 PINKIE PIE (O.S.)
HAPPY BIRTHDAY!!

Twilight and Spike stop struggling and look over. It's a confused RAINBOW DASH, APPLEJACK, FLUTTERSHY, and Rarity. PINKIE PIE obliviously throws a bunch of confetti.

46 PINKIE PIE (CONT'D)
(hooves in the air)
PARTY TIME!! *WOOOOOO!!*

Still pinned under Twilight, Spike notices that his friends all have beautifully wrapped gifts in their hooves.

47 SPIKE
Are those... for me?

Twilight lets him up. One by one, they hand him his gifts.

48 APPLEJACK
You bet they are, birthday boy!

49 FLUTTERSHY
Happy birthday, Spike!

50 RAINBOW DASH
Don't you know you get presents on your birthday?

He's dazed, genuinely moved by his friends' thoughtfulness.

51 SPIKE
Well, actually, this is my first birthday in Ponyville. I usually just get one present. From Twilight. A book.

Twilight self-consciously hides her BOOK-SHAPED PRESENT.

52 RARITY
Speaking of presents...

She removes her fancy CAPE. It has an obnoxiously over ruffled collar.

53 RARITY (CONT'D)
This is from my new line of taffeta capes. I'm going to make one for each of you!

54 PONIES
Wow! / That's great! / Thanks, Rarity!

She shows off a NECKLACE that she's made using the fire ruby that Spike gave her.

55 RARITY
I've been inspired by the generosity of my little Spikey-Wikey, who gave me this beautiful fire ruby, one of the kindest acts I've ever experienced.

She gives him a quick nuzzle.

56 SPIKE
(deadly serious)
This is the best birthday ever.

MATCH CUT TO:

SC 3 - <u>INT. GOLDEN OAK LIBRARY - LATER</u>

57 SPIKE
(still deadly serious)
Oh my gosh it got even better.

SAME SHOT -- only now Spike sits behind a giant pile of shredded wrapping paper and opened gifts: an apple-print blanket, dumbbells, a sparkly feather boa, and other things.

58 SPIKE (CONT'D)
Applejack, I can't thank you enough for this great blanket. I really needed a new one.

59 APPLEJACK
Come on, Spike, you already thanked me fifteen times. I'm startin' to get a little embarrassed.

60 SPIKE
I know I keep thanking you guys, but I'm just so grateful. I wish this party could last forever.

61 PINKIE PIE
Duh! This party can't last forever 'cause you have to go to Sugarcube Corner 'cause the Cakes said they have a special surprise for you 'cause it's your birthday!

62 SPIKE
No way!

Spike races out. They stand in silence for a beat. Then...

63 PINKIE PIE
(calling after him)
I said the party couldn't last forever but it doesn't need to end right now!

CUT TO:

SC 4 - <u>INT. SUGARCUBE CORNER - DAY</u>

Spike happily bursts into the sweet shop.

64 SPIKE
Hi, Mr. and Mrs. Cake!

65 CARROT CAKE
There's the dragon of the hour! Happy birthday, Spike!

66 SPIKE
Thanks!

67 CUP CAKE
When we found out it was your birthday, we couldn't resist trying out a new recipe.

She pulls out a huge, beautifully-decorated BLUE CUPCAKE. Spike's eyes go wide.

68 CUP CAKE (CONT'D)
(dramatically)
Sapphire.

69 SPIKE
Wow...

CUT TO:

SC 5 - <u>EXT. SUGARCUBE CORNER - CONTINUOUS</u>

70 SPIKE
(calling back inside)
Thank you so much! First I get a bunch of great presents from my best friends and now an amazing sapphire cupcake! What a day!!

The distracted Spike SLAMS INTO CHEERILEE, who happens to be passing by. Her shopping bags spill everywhere, but Spike manages to save his cupcake from disaster.

71 SPIKE (CONT'D)
Oh my gosh, I'm so sorry, Cheerilee!

She starts gathering her things.

72 CHEERILEE
That's okay. What's got you so excited?

Spike tries to help her, but he doesn't want to put the cupcake down. So he pops it in his mouth and starts picking up her scattered things.

73 SPIKE
(mouth full)
Pinkie Pie told me I should come see the Cakes so they could give me a treat because it's my birthday today...

74 CHEERILEE
Today?

75 SPIKE
Mmm-hmm...

76 CHEERILEE
Happy birthday, Spike! I wish I had something to give you...
(fishing through her bags)
Ah, here you go!

She puts a fancy garden-party style HAT on his head.

77 SPIKE
Wow, really?

78 CHEERILEE
Sure, everypony should get fun gifts on their birthday!

79 SPIKE
Thanks a lot, Cheerilee!

80 CHEERILEE
Have a great birthday, Spike!

She exits, leaving him happily licking frosting off his lips while he admires his new hat.

81 SPIKE
I wish every day was my birthday.

CUT TO:

SC 6 - <u>EXT. STREETS OF PONYVILLE - MOMENTS LATER</u>

Spike strolls through town, head spinning.

82 SPIKE
Pinkie Pie mentions my birthday to the Cakes and I get a cupcake. I mention it to Cheerilee and I get this great hat.

He notices a young pony bouncing a ball like a hacky sack.

83 SPIKE (CONT'D)
Hmm, I wonder...
(calling out)
Hey there, Lickety Split. That's a pretty cool ball you got there. Did you know it's my birthday?

CUT TO:

SC 7 - <u>EXT. STREETS OF PONYVILLE - LATER</u>

Spike strolls along, bouncing Lickety Split's's ball.

84 SPIKE
This is unbelievable.

He notices another pony, JUNEBUG, approaching. He <GIGGLES DEVIOUSLY>.

85 SPIKE (CONT'D)
Hey, Junebug! It's my birthday!

86 JUNEBUG
Happy birthday, Spike!

She keeps walking. Spike looks confused.

87 SPIKE
Aren't you going to give me something? You know, like a birthday present?

88 JUNEBUG
(caught off-guard)
Uh, I don't have anything.

89 SPIKE
How about those flowers? I'll take those.

90 TWILIGHT SPARKLE (O.S.)
SPIKE!!

Twilight walks up, looking at Spike incredulously.

91 TWILIGHT SPARKLE (CONT'D)
Sorry, Junebug, I think Spike might have gotten a little carried away.

92 JUNEBUG
(confused)
No problem. Happy birthday, Spike!

Once she's gone, Twilight turns back to Spike in disbelief.

93 TWILIGHT SPARKLE
What are you doing? You're out here demanding gifts now?

Spike SHAKES HIS HEAD, snapping himself out of it.

94 SPIKE
Wow, you're right, Twilight. I-I don't know what got into me.

He takes off the fancy hat.

95 SPIKE (CONT'D)
Thanks for snapping me out of it. I better go give Cheerilee her hat back.

96 TWILIGHT SPARKLE
No problem. See you at home later?

97 SPIKE
Sounds good. Bye.

He watches her go, hat in hand. But once she's gone, a DEVIOUS SMILE grows across his face.

98 SPIKE (CONT'D)
Who else has a present for Spikey?

CUT TO:

SC 8 - <u>INT. GOLDEN OAK LIBRARY - MORNING</u>

Twilight yawns and stretches as the morning sun pours through the window.

99 TWILIGHT SPARKLE
Wow, what a rough night's sleep, Spike. I had the weirdest dream--

She stops cold when she sees something strange. In the spot where Spike's bed usually is, there's a huge PILE OF JUNK.

100 TWILIGHT SPARKLE (CONT'D)
Spike?

Underneath the pile, she hears the faint sound of <SNORING>. She starts to dig, tossing aside random items.

101 TWILIGHT SPARKLE (CONT'D)
I can't believe you! Where'd you get all this... stuff...?

Her voice trails off when she sees...

The strange, snoring creature under the pile of junk is definitely Spike, but something has happened to him.

He's lost some of his chubby cuteness, his limbs are LONG AND GANGLY, and he has huge DARK CIRCLES under his eyes. The garden hat sits askance on his head.

102 SPIKE
(mumbling)
Wha' happened?

FADE OUT.

END OF ACT I

ACT II

FADE IN:

SC 9 - <u>INT. GOLDEN OAK LIBRARY - MORNING</u>

103 SPIKE
What's happening to me, Twilight?!

The new Spike, lanky and awkward, looks at his ungainly arms and legs with confusion and panic.

104 TWILIGHT SPARKLE
I don't know! Think back to last night. Did something happen?

Spike's attention has wandered. He seems to be noticing all the books and knickknacks for the first time.

105 TWILIGHT SPARKLE (CONT'D)
Spike?
(he snaps out of it)
What did you do after I saw you?

106 SPIKE
I went to talk to...

He trails off, distracted by a PEDESTAL GLOBE.

107 TWILIGHT SPARKLE
Spike!

108 SPIKE
Huh?

109 TWILIGHT SPARKLE
You went to talk to who?

110 SPIKE
Oh, uh...
(eyes back on the globe)
Don't remember, can I have that globe? You're not using it, right?

111 TWILIGHT SPARKLE
Huh?

Spike grabs the globe and adds it to his pile of trash.

112 SPIKE
What about this book?

Twilight swipes the book from his hands.

113 TWILIGHT SPARKLE
Spike, I'm worried about you. You're usually not so... grabby.

He swipes it back.

114 SPIKE
(voice suddenly deeper)
My arms aren't usually this long either.

He clamps a hand over his mouth.

115 SPIKE (CONT'D)
What's happening to me?!

CUT TO:

SC 10 - <u>INT. DOCTOR'S OFFICE - DAY</u>

Twilight drags the lanky Spike into the doctor's office, filled only with BABY PONIES and their MOTHERS, who recoil at the sight of the big clumsy dragon. As Spike picks up magazines, Twilight hauls him to the check-in desk.

116 RECEPTIONIST
(Lily Tomlin-esque)
May I help you?

117 TWILIGHT SPARKLE
It's an emergency! Something's wrong with my friend Spike!

118 RECEPTIONIST
Oh, I'm sorry, but the only doctor in today is our ponyatrician.

119 TWILIGHT SPARKLE
A *baby* doctor? Well, Spike *is* a baby dragon...

She looks at Spike, arms loaded with stolen magazines, with disappointment.

120 SPIKE
(even deeper voice)
What?

CUT TO:

SC 11 - <u>INT. DOCTOR'S OFFICE, EXAM ROOM - LATER</u>

Twilight and Spike wait in a baby-themed exam room: lots of soft pastels and a tiny little exam table for Spike to perch on. She smacks his hands like a Whac-A-Mole game as he keeps reaching out to take things.

The door opens and an eccentric-looking DOCTOR enters.

121 DOCTOR
Well, now, what seems to be the problem?

122 TWILIGHT SPARKLE
This is Spike...
(WHAP!)
... and something's wrong with him...
(WHAP!)
... he used to be half this size, and he keeps trying to take things that aren't...
(WHAP!)
... his!

123 DOCTOR
All right, then, let's just have a look-see, shall we?

The Doctor's demeanor instantly shifts, and he starts using googly BABY TALK with Spike.

124 DOCTOR (CONT'D)
W'iw guy not feewing too good?

He does some basic exams, talking gibberish all the while.

125 DOCTOR (CONT'D)
Coochy-coochy... w'iw guy no likey?
Who's the brave w'iw boy, huh?
Who's the brave one?

Finally, the Doctor finishes his exam.

126 DOCTOR (CONT'D)
Little guy want a tweat?

The Doctor hands him a lollipop, which he greedily snatches.

127 TWILIGHT SPARKLE
So? What do you think, Doctor?

128 DOCTOR
Well, I think I know what the problem is.

Twilight perks up.

129 DOCTOR (CONT'D)
He's a dragon.

Twilight scowls.

130 TWILIGHT SPARKLE
That's not the problem, he's always been a dragon!

Neither she nor the Doctor notice Spike reaching his long arm around, snatching up fistfuls of lollipops.

131 DOCTOR
Oh. Well that would explain it. Listen I don't know anything about dragons. I know about baby ponies. Maybe you should try the vet.

132 TWILIGHT SPARKLE
Ugh, okay, thank you, Doctor. Come on, Spike.

133 DOCTOR
Bye, w'iw guy!

Twilight drags Spike out. A beat later, he pops back in and grabs the lollipop bowl.

CUT TO:

SC 12 - <u>INT. VETERINARIAN'S OFFICE - DAY</u>

The VETERINARIAN inspects Spike stem to stern. He looks even more cloddish and lanky than he did at the doctor's office.

134 VETERINARIAN
Well, I'm flummoxed. You bring me a dog, I've got it diagnosed in seconds. A snake, even faster. But to be honest, I've never seen a real, live dragon before.

She pats Spike on the head like a dog.

135 VETERINARIAN (CONT'D)
Who's a good boy? Who's a good boy? Sit.

Spike obliges, and the Veterinarian tosses him a biscuit.

136 TWILIGHT SPARKLE
(defeated)
Thanks anyway. Come on, Spike.

She exits, but Spike just sits there, drooling and <PANTING>, waiting for another treat. She reenters and throws a leash on him. As she drags him out, his long arm reaches in and grabs the jar of biscuits.

137 VETERINARIAN
Hey!

CUT TO:

SC 13 - <u>INT. ZECORA'S COTTAGE - DAY</u>

Twilight watches anxiously as ZECORA does a series of bizarre inspections on the oafish-looking Spike. She swings a pocket-watch in front of his crossed eyes, thumps his head like a watermelon, and whips his long arms like reins.

138 ZECORA
He is starting to mature. Of this fact I am quite sure.

139 TWILIGHT SPARKLE
Mature? So he's just... growing up? But that doesn't explain why he keeps grabbing things.

TIGHT ON Zecora and Twilight through the following exchange.

140 ZECORA
A dragon's heart is prone to greed, a steady diet to make growth speed. Then the resulting bigger size only makes their hunger rise. If this trait should go unchecked, if Spike continues to collect, more growth will certainly occur. He is going to turn into a monster!

141 TWILIGHT SPARKLE
<gasp!> You mean the more things a dragon collects, the bigger and greedier he gets? But how do we stop him before he's completely out of control?

142 ZECORA
If his monstrous ways you wish to impede, you must prevent him from practicing greed!

PULL OUT TO REVEAL that Spike is gone, and so is all of Zecora's stuff! A lone canister <CLATTERS> to the ground.

143 TWILIGHT SPARKLE
Oops...

CUT TO:

SC 14 - <u>EXT. STREETS OF PONYVILLE - DAY</u>

Twilight races through the streets, then stops in her tracks at what she sees.

144 TWILIGHT SPARKLE
<Gasp!>

Spike is playing tug-of-war with the CRUSADERS(all wearing helmets), fighting over SCOOTALOO'S scooter. He's barely recognizable: big, loutish, and turning ever-more monstrous.

145 SPIKE
Spike want!

146 APPLE BLOOM
Get away from her, you brute!

147 SCOOTALOO
You're not getting my scooter!

148 SPIKE
Spike want!

Twilight has to think fast. She sees a broom leaning against the wall.

149 TWILIGHT SPARKLE
Hey, Spike! Check out this amazing broom!

He turns to see Twilight waving the broom.

150 SPIKE
Spike want!

He abandons the Crusaders and lopes toward her. She bolts!

CUT TO:

SC 15 - <u>INT. GOLDEN OAK LIBRARY, READING ROOM - DAY</u>

Twilight races inside. Spike tries to follow, but his big dragon hips get stuck in the doorway.

151 TWILIGHT SPARKLE
Come on, big boy, look at this incredible broom!

152 SPIKE
Spike want! Spike want!

He forces his way inside. Twilight tosses the broom into a separate reading room, and when Spike dives in after it, she <SLAMS> the door behind him!

153 TWILIGHT SPARKLE
Phew!

Her labored <BREATHING> slows.

154 TWILIGHT SPARKLE (CONT'D)
Fight all you want, I'm not letting you out!

But it's completely silent in the reading room.

155 TWILIGHT SPARKLE (CONT'D)
Why's it so quiet in there?

She cautiously opens the door.

INSIDE THE READING ROOM -- Spike has cleared everything off the shelves and piled it up in the middle of the room, sitting atop it like a king, the broom as his scepter.

156 TWILIGHT SPARKLE (CONT'D)
(in despair)
Spike! I just reshelved this room!

CUT TO:

SC 16 - <u>INT. GOLDEN OAK LIBRARY - LATER</u>

Twilight hauls a load of books out of the reading room and tosses them onto a pile, <SLAMMING> the door.

157 TWILIGHT SPARKLE
There. Now there's nothing left in that room.

She wipes her hooves, job well done. She actually looks quite pleased with herself.

158 TWILIGHT SPARKLE (CONT'D)
Well, Twilight Sparkle, if I do say so myself, <u>that</u> is how you handle a dragon--

<SMASH>! Glass breaks inside the reading room.

159 TWILIGHT SPARKLE (CONT'D)
What now?

INSIDE THE READING ROOM -- Spike is gone, escaped through a broken window. Everything is missing, even the furniture. To add insult to injury, he's stripped all the wallpaper off the walls!

160 TWILIGHT SPARKLE (CONT'D)
That's it!

PUNCH IN ON TWILIGHT.

161 TWILIGHT SPARKLE (CONT'D)
Nopony steals my wallpaper.

CUT TO:

SC 17 - <u>EXT. SWEET APPLE ACRES - DAY</u>

Applejack stands under an empty tree looking perturbed.

162 APPLEJACK
Now who in Ponyville would steal my apples? For that matter, who would steal my leaves?

163 TWILIGHT SPARKLE
(racing in)
Applejack, help! Spike's running wild and I need you to lasso him!

Applejack pauses for a beat, then <ERUPTS IN LAUGHTER>!

164 APPLEJACK
Oh, that's a good one, Twilight! Sweet little Spike running wild. What a laugh!

Just then, the new and unimproved Spike gallops past, noticeably bigger than before, long arms loaded with APPLES, LEAVES fluttering in his wake.

165 APPLEJACK (CONT'D)
(coldly)
Twilight, get my rope.

CUT TO:

Twilight and Applejack RACE after Spike, AJ lassoing all the way.

166 APPLEJACK (CONT'D)
(mouth full of rope)
COME BACK HERE, LEAF THIEF!!

She catches up to the lumbering dragon and LAUNCHES her lasso around his neck, pulling with everything she's got! Twilight races in and joins her! They finally start to slow him down.

167 SPIKE
GWAAAAR!

168 APPLEJACK
I'd say this lil' doggy's fit to be tied!

SERIES OF CLOSE-UPS -- hooves and muzzles tying rope -- determined face of Applejack -- Spike roaring wildly -- frantic expression on Twilight's face -- apples and leaves pouring down as the tree shakes violently...

169 APPLEJACK (O.S.) (CONT'D)
There! Got him!

PULL OUT TO REVEAL -- Applejack and Twilight tied to the tree. Spike is totally free.

170 SPIKE
RAAAAAWR!

He races off! Beat.

171 TWILIGHT SPARKLE & APPLEJACK
Heeeeeelp!!!

Rainbow Dash swoops in and strikes a heroic pose.

172 RAINBOW DASH
(dramatically)
I thought that I heard Applejack and Twilight screaming. What seems to be the problem here?

She notices her friends tied to the tree and breaks out in <LAUGHTER>, rolling on the ground, clutching her stomach.

173 TWILIGHT SPARKLE
Come on, Rainbow Dash, untie us!

174 RAINBOW DASH
Don't tell me you... you tied yourselves up! WA-HA-HA-HA-HA!!

175 APPLEJACK
Get us outta here right now!

Suddenly, they hear a horrific <SCREAM> in the distance.

176 APPLEJACK (CONT'D)
What was that?

177 RAINBOW DASH
Sounded like Fluttershy to me.

178 TWILIGHT SPARKLE
Untie us! Hurry!

CUT TO:

SC 18 - <u>EXT. FLUTTERSHY'S COTTAGE - DAY</u>

Twilight Sparkle, Applejack, and Rainbow Dash race to Fluttershy's cottage, but she's nowhere to be found.

179 TWILIGHT SPARKLE
Fluttershy? Fluttershy!

180 APPLEJACK
Where are you, Fluttershy?

181 FLUTTERSHY (O.S.)
(faintly)
I'm up here!

The ponies look straight up, toward the top of one of the tallest trees. Fluttershy smiles and waves.

182 TWILIGHT SPARKLE
What happened?

183 FLUTTERSHY
I was helping my squirrel friends with a dance step, and all of a sudden a giant, rampaging d-d-d-dragon stormed through!

184 TWILIGHT SPARKLE
That was Spike!

185 FLUTTERSHY
Spike? But why would Spike steal my chicken coop!

SWISH PAN to the remains of the chicken coop. Feathers float in the air as chickens run loose.

186 FLUTTERSHY (CONT'D)
He just pulled it out of the ground and filled it with a bunch of apples and stuff.

Just then, another <SCREAM> echoes in the distance.

187 RAINBOW DASH
That sounded like Pinkie Pie!

188 APPLEJACK
How come you know all of our screams so well?

189 RAINBOW DASH
It's a gift.

190 TWILIGHT SPARKLE
Come on, girls!

CUT TO:

SC 19 - <u>INT. SUGARCUBE CORNER - DAY</u>

Pinkie Pie cowers on a high shelf in the destroyed sweet shop. Spike snakes his barely recognizable dragon head over the counter.

191 PINKIE PIE
Back! Get back!

She FIRES a cake at him to keep him at bay. He snatches it out of the air and tosses it in Fluttershy's upside-down chicken coop. Twilight and the others BURST IN just as Pinkie throws a few more cakes at the rampaging dragon.

192 TWILIGHT SPARKLE
Pinkie Pie, stop giving him cake!

193 PINKIE PIE
I'm not giving him cake, I'm assaulting him with cake!

194 SPIKE
BWAAAAR!

Suddenly, Spike's long arm sweeps in and snatches away the rest of the cakes.

195 PINKIE PIE
Hey! How dare you take the cake!

196 SPIKE
RAAAAAAAWR!!

He turns and SMASHES right through the wall!

197 TWILIGHT SPARKLE
He's completely out of control! Who knows where he'll go next!

CUT TO:

SC 20 - <u>INT. CAROUSEL BOUTIQUE - DAY</u>

Rarity <WHISTLES> obliviously as she designs a trendy new cape, stepping in front of the mirror to see how it looks.

198 RARITY
Hmm... perhaps more ruffles...

She's completely unaware of the GIANT DRAGON HAND reaching in behind her, grabbing a button off the table.

199 RARITY (CONT'D)
Or maybe an ornate button...

She reaches for the button, which is, of course, missing.

200 RARITY (CONT'D)
That's odd. Where'd my button go?

The dragon hand reaches back in and takes a length of ribbon.

201 RARITY (CONT'D)
Oh well, guess I'll just add the ribbon first.

She spins to grab the ribbon, but it's gone.

202 RARITY (CONT'D)
What in Equestria is going on?

She's completely oblivious to the enormous DRAGON EYE that appears in the window behind her, a la *Jurassic Park*.

203 RARITY (CONT'D)
It's almost as though my button and ribbon grew legs and walked off on their own--OOP!

The dragon hand YANKS her right out of the boutique!

CUT TO:

SC 21 - <u>EXT. CAROUSEL BOUTIQUE - CONTINUOUS</u>

204 RARITY
AAAAHHHH!!

She looks fabulous in her new cape, but is caught helplessly in the clutches of a massive, building-sized DRAGON!

FADE OUT.

END OF ACT II

ACT III

FADE IN:

SC 22 - <u>CLOSE UP - SIREN</u>

An emergency siren <BLARES>! Suddenly, a meaty dragon hand reaches in and snatches it right off its post!

CUT TO:

SC 23 - <u>EXT. STREETS OF PONYVILLE - DAY</u>

The town is in the grips of mass hysteria! Spike, now a full-sized dragon, has lost all of his Spikeness, knocking over buildings and scooping up anything in sight with Fluttershy's chicken coop. Cheerilee's tiny garden hat still sits on his bulbous head.

205 SPIKE
GRAAAAAAAWR!!

206 RARITY
Put me down you brute!

Spike realizes his coop is completely full, so he looks around for something bigger to carry his stuff. His eyes lock in on...

A WATER TOWER! He <CRACKS> it right off its base. With a <FEROCIOUS ROAR>, he dumps the water out!

WATER POURS into the streets below, causing a flash flood! Ponies RUN AND <SCREAM> out of the way of the charging water.

Spike, meanwhile, dumps Fluttershy's chicken coop right into the water tower, then sets out through the soggy town looking for more things to acquire.

207 RARITY (CONT'D)
All right, dragon, I've seen enough. PUT ME DOWN!

208 SPIKE
(in her face)
RAAAAAAAHWR!!

His breath blows her hair straight back.

209 RARITY
How rude.

Suddenly, Rainbow Dash and Fluttershy SWOOP IN like fighter planes, buzzing figure-8s around his head, doing their version of a good-cop/bad-cop routine.

210 FLUTTERSHY
Don't worry, Rarity! We'll save you!

211 RAINBOW DASH
PUT HER DOWN RIGHT NOW!!

212 FLUTTERSHY
If you wouldn't mind, that is!

213 RAINBOW DASH
I MEAN IT, DRAGON-BOY!!

214 FLUTTERSHY
We'll be ever so grateful if you'd be so kind as to possibly consider--

215 RAINBOW DASH
DROP HER, SCALEY!!

Spike swipes at the crisscrossing pegasi with the hand holding Rarity.

216 RARITY
Hey! I'm not some sort of common flyswatter!

217 SPIKE
RAAAAAAAAWR!

He SWINGS at them, RARITY'S CAPE fluttering behind!

218 RARITY
AAAHHH!!

He misses the pegasi, but Rarity's cape wraps them up like a net, <TEARING> free!

219 RARITY (CONT'D)
Girls!

Rainbow Dash and Fluttershy plummet, <SPLASHING> into the water, then swimming to the safety of a nearby roof where Twilight, Pinkie Pie, and Applejack wait. Rarity's hooves go to the scrap of fabric hanging sadly around her neck.

220 RARITY (CONT'D)
My cape...

Spike starts to <ROAR>, but cuts it short as a WOOZY LOOK comes over him. Suddenly, he BELCHES UP A SCROLL! Only it's a GIANT SCROLL! It plunges to the ground, <SPLASHING> into the water and causing a rogue wave that DOUSES the ponies!

The scroll, rolling open from the impact, floats by.

221 TWILIGHT SPARKLE
(reading)
"My dear Twilight Sparkle. I've received reports of a rogue dragon on the loose in Ponyville. I'm sending the Wonder Bolts, but in the meantime--

A giant dragon hand SCOOPS UP the scroll. Spike throws the scroll in his water tower, then raises Rarity in the air with a <VICTORY ROAR>!

222 RAINBOW DASH
Look! The Wonder Bolts!

There, up in the sky, the WONDER BOLTS <ZOOM> heroically toward Ponyville! They zip around Spike's head in formation, like trained fighter pilots.

223 SPIKE
(irritated)
BWAAAAAR!

He ducks, trying to swipe at the Wonder Bolts with Rarity and the water tower, but they're far too skilled to be deterred. Spike quickly looks for somewhere to run. Up ahead, he sees something that suits his needs perfectly: a craggy MOUNTAIN.

CUT TO:

SC 24 - <u>EXT. MOUNTAIN - MOMENTS LATER</u>

Spike climbs the mountain with his back legs, holding the water tower in one hand and the <SCREAMING> Rarity in the other. The Wonder Bolts coordinate their attacks, buzzing Spike's head.

He get so annoyed that he dumps his possessions in a mountain cave, then swings the empty water tower, scooping the Wonder Bolts out of the sky like insects. He jams the tower into the side of the mountain, trapping them inside.

224 SPIKE
(triumphant)
RAAAAAAAAAHR!!

225 RARITY
Oh, be quiet!

226 SPIKE
(stopping suddenly)
---RRUH??

Rarity, meanwhile, has had enough.

227 RARITY
You've got nothing to be proud of! You steal everypony's things, terrorize the town, and use me as a weapon against my own friends, which, as horrible as it is, I can almost understand because you're a dragon and all. But *this...*

She dramatically tears off the scrap of taffeta ringing her neck.

228 RARITY (CONT'D)
...this is a crime against fashion!!

The furious dragon snakes his head right down into Rarity's face, eyes flashing with anger. He inhales deeply, ready to roar his head off, but...

He doesn't.

He looks at her a bit more closely, something resembling curiosity in his eyes. CLOSE ON Rarity's neck and **THE FIRE RUBY NECKLACE!!!**

Spike's expression morphs to one of sheer greed. He licks his lips with hunger.

229 RARITY (CONT'D)
Oh no! No way, mister! You're not getting <u>this</u> gemstone!

Spike's head cocks back, affronted.

230 RARITY (CONT'D)
This was given to me by my dear friend Spikey-Wikey, the kindest, sweetest, most generous dragon ever! And it's too precious to me to give to a greedy old beast like you!

Spike seems stunned by her words. He looks at her, at the gem, like he's just seen the first glimpse of a faint memory.

We WHIP ZOOM straight into Spike's head!

CUT TO:

SC 25 - <u>INT. GOLDEN OAK LIBRARY - FLASHBACK - DAY</u>

SPIKE'S POV -- holding the gem in his white gloved hands.

231 SPIKE (O.S.)
Here, Rarity. You take it. It would mean even more to see you happy than to eat it myself.

Rarity takes it with great reverence.

232 RARITY
I... I don't know what to say... this is just so... generous!

She leans INTO CAMERA and gives us a PECK ON THE CHEEK. We WHIP ZOOM OUT of Spike's remembrance...

BACK TO:

SC 26 - <u>EXT. MOUNTAIN - DAY</u>

Spike stares into space, still in the grips of his memory.

233 SPIKE (V.O.)
(echoing)
... mean even more to see you happy... to see you happy... happy...

Spike violently shakes his head, like he's snapping out of a daydream. His dragon hand goes to his cheek, right to where Rarity kissed him.

234 RARITY
Oh, what now? I suppose you'll be eating me or something?

<ZOOP>!! Suddenly, the enormous dragon holding her SHRINKS BACK TO HIS NORMAL SIZE!!

235 RARITY (CONT'D)
Spike? <u>You're</u> the rampaging dragon?

236 SPIKE
I'm so sorry, Rarity! I got so consumed by greed that I couldn't stop taking things, but seeing you, and remembering how it felt to give you that gem... oh, I just want to give everypony their stuff back and tell them all how sorry I am!

237 RARITY
Uh, that's great, Spike, but...

She points down. Spike realizes they're FLOATING IN MID-AIR.

238 SPIKE
Oops.

CUT TO:

SC 27 - <u>EXT. PONYVILLE - CONTINUOUS</u>

The ponies watch helplessly as Rarity and Spike plunge through the air!

239 RARITY AND SPIKE
(distantly)
AAAHHH!!

ON PINKIE PIE.

240 PINKIE PIE
Somepony do something!

241 RAINBOW DASH
(action heroish)
On it.

She nods to Fluttershy, and the two pegasi launch themselves off the roof carrying RARITY'S CAPE in their mouths.

ON RARITY AND SPIKE -- clutching each other as they hurtle through the air.

242 RARITY AND SPIKE
AAAHHH!!

ON RAINBOW DASH AND FLUTTERSHY -- zooming to intercept them.

243 RAINBOW DASH
(mouth full)
You know what to do?

244 FLUTTERSHY
(tough as possible, mouth full)
Absolutely. I think.

ON THE OTHERS -- none of them can breathe. They stand on the edge of the roof, watching as Rainbow Dash and Fluttershy speed toward a collision course with Rarity and Spike.

245 TWILIGHT SPARKLE
Come on, girls, come on!

246 APPLEJACK
You can do it, y'all!

ON RAINBOW DASH AND FLUTTERSHY -- wind lashes them as they fly their fastest.

247 RAINBOW DASH
(mouth full)
Hold!

ON RARITY AND SPIKE -- <WIND ROARING> past!

248 SPIKE
(shouting)
Rarity, I need to tell you something, just in case we don't make it...

ON RAINBOW DASH AND FLUTTERSHY.

249 RAINBOW DASH
(mouth full)
Hold!!

ON RARITY AND SPIKE.

250 SPIKE
(shouting)
I've always sort of had a crush on--

Rarity places her hoof gently on his mouth.

251 RARITY
(softly)
Spike, stop. Don't say it---

Spike smiles through her hoof, tears welling up.

252 RARITY (CONT'D)
(shouting again)
---because if we do survive, it'll just be really awkward!

ON RAINBOW DASH AND FLUTTERSHY.

253 RAINBOW DASH
(mouth full)
NOW!!!

Rainbow Dash and Fluttershy veer apart! The cape expands! Rarity and Spike PLOP into it!

Rainbow Dash and Fluttershy buckle a bit, but manage to hold on, catching Rarity and Spike like a net. They pop their heads out, slowly realizing they're still alive.

254 FLUTTERSHY
(frazzled)
WE DID IT! WE DID IT!!

255 SPIKE
Way to go Rainbow Dash and Fluttershy!

256 RAINBOW DASH
All in a day's work...

257 FLUTTERSHY
I can't believe we did it!

As Rainbow Dash and Fluttershy swoop back toward the other ponies <CHEERING> on the rooftop, Rarity and Spike get a moment alone.

258 SPIKE
(awkwardly)
Gee, uh, guess you were right about not saying something silly just because I thought we weren't going to make it.

In the background (comically unbeknownst to Rarity and Spike as they speak) the Water Tower *pops* out of the hole in the side of the mountain like a cork. The Wonderbolts sheepishly look around before they take off towards Canterlot, embarrassed.

259 SPIKE (CONT'D)
That might have been really, uh, embarrassing--

260 RARITY
Spike, I just have to tell you how absolutely proud of you I am.

261 SPIKE
Proud of me?

262 RARITY
Yes. It was you who stopped...
you... from destroying Ponyville.
You're my hero, Spikey-Wikey.

She leans in and gives him another KISS ON THE CHEEK. His eyes go starry...

CUT TO:

SC 28 - <u>INT. GOLDEN OAK LIBRARY - DAY</u>

TIGHT ON Spike's tiny dragon hands as he writes a letter to the Princess. Slowly PULL OUT as we hear his words...

263 SPIKE (V.O.)
"Dear Princess Celestia. Today I learned a great lesson about friendship. You might think that it would feel good to get lots and lots of stuff, but it doesn't feel nearly as good as giving something special to somepony you really care about. I learned that it truly is better to give than to receive and that kindness and generosity are what lead to true friendship, and that's more valuable than anything in the world..."

As we continue to PULL OUT, we REVEAL Spike's face, where he has placed an ornate PICTURE FRAME around his recently kissed cheek, preserving it under glass.

264 SPIKE (CONT'D)
Well, almost anything.

FADE OUT.

THE EN