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MY LITTLE PONY III

"Fluttershy's Home for Reformed Draconequi"

Episode 311

Written by

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TEASER

SC 1 - EXT. PONYVILLE - DAY

TWILIGHT, RAINBOW DASH, PINKIE PIE, RARITY and SPIKE stand around together waiting.

1 TWILIGHT SPARKLE
I'm surprised she's not here yet.

2 SPIKE
I wonder what's taking so long.

3 PINKIE PIE
Ohohoh, I <u>love</u> it when Princess Celestia comes to Ponyville! I got my hooves shined just like Rarity for the occasion. You like?

4 RARITY
I certainly do. I can see myself in them.

5 RAINBOW DASH
So you like them because they're shiny or because you can see yourself in them?

6 RARITY
Do I have to choose?

Rainbow Dash rolls her eyes.

7 TWILIGHT SPARKLE
And where are Applejack and Fluttershy?

8 RARITY
Fluttershy's detained helping Applejack with a mishap at Sweet Apple Acres. They'll be along.

9 SPIKE
I still don't get why the Princess would be so late.

10 TWILIGHT SPARKLE
She's bringing an important visitor. That could be part of it.

11 RAINBOW DASH
A visitor who's important and slow.

12 RARITY
Maybe it's somepony so terribly important she still had many more terribly important things to do before she got here.

13 PINKIE PIE
Maybe it's a pony who invented an invisibility cloak and she's already here.
(spookily)
Ooooooh... Invisibility Cloak Ponyyyyyy, I sense you're presence... if you're among us, I welcome you...

14 RAINBOW DASH
And if you're not, Pinkie's just embarrassing herself.
(then)
Can't we just come back later when they get here? Is this visitor really so important that we have to stand around like this?

15 PINKIE PIE
Ahem. If I'm right about the invisibility cloak, our visitor heard everything you just said.
(harumph)
Who's embarrassed now?

16 SPIKE
(looking O.S., scared)
Or maybe the visitor has a deer antler, a goat leg, a bat wing and a snake tail.

17 TWILIGHT SPARKLE
(not seeing, amused)
Yeah, right. That's Discord - the guy who came closer to destroying our friendships than any creature before or since.

18 RARITY
Why in the wide wide world of Equestria would Princess Celestia bring along someone like that?

19 SPIKE
M-maybe you should ask her.

They all look in the direction Spike's looking...

ANGLE ON PRINCESS CELESTIA approaching, leading the way while TWO PEGASI drag an enormous statue of DISCORD cast in stone behind her.

ANGLE BACK ON the ponies reacting.

20 THE PONIES AND SPIKE
(in unison)
<gulp>

FADE TO BLACK.

END OF TEASER

MAIN TITLES

ACT I

SC 2 - EXT. PONYVILLE - MOMENTS LATER

Princess Celestia stands before the stone-cast Discord while Twilight, Rainbow Dash, Pinkie Pie, Rarity and Spike look on.

21 TWILIGHT SPARKLE
With all due respect, Princess Celestia...
(losing it)
... how could you bring Discord here???
(then, meekly)
... your majesty?

22 PRINCESS CELESTIA
I truly understand the concerns you all have. I'm fully aware that the last time Discord was here he created serious havoc. **

23 RAINBOW DASH
If by "serious havoc" you mean turning Ponyville into the chaos capital of the world...

24 RARITY
... and tricking us all into being the opposite of our true selves...

25 PINKIE PIE
... and making yummy delicious chocolate milk rain all over the place without a single dollop of whipped cream to go with it anywhere in sight...
(MORE)

PINKIE PIE (CONT'D)
(outraged)
... not a single dollop!

26 RAINBOW DASH
Then, yeah, “serious havoc” just about covers it.

27 PRINCESS CELESTIA
Yes, I understand, but I have use for Discord’s magic if it can be reformed to serve good instead of evil. This is why I’ve brought Discord here. Because I believe that you are the ponies who can help him do just that.

28 SPIKE
(running in circles)
This will never work! This is a disaster! How will we ever control him? We’re doomed!

29 PRINCESS CELESTIA
Need I remind you that you are the ponies who turned him back into stone like this in the first place?

30 SPIKE
Oh uh, yeah. Good point.

31 TWILIGHT SPARKLE
I suppose we can just use the Elements of Harmony against him again if he gets out of hand.

32 SPIKE
(still trembling)
We probably need a volunteer to run away from here right away to get them. I’ll do it!

Spike’s about to BOLT, when...

33 PRINCESS CELESTIA
No need, Spike. I have them right here. And I’ve cast a spell so Discord can’t take them and hide them again.
(then)
Now where is Fluttershy? I believe she may know best how to begin reforming Discord.

The other ponies share surprised looks.

34 RAINBOW DASH
Fluttershy? Really?

SC 3 - EXT. SWEET APPLE ACRES - SAME TIME

FLUTTERSHY speaks to a BEAVER standing on his dam, while APPLEJACK looks on.

35 MR. BEAVERTON BEAVERTEETH
<beaver sounds>

36 APPLEJACK
What's he going on about now?

37 FLUTTERSHY
Good news. Mr. Beaverton Beaverteeth has agreed to take his dam apart and move it.

38 APPLEJACK
Well it's about time.

WIDEN TO REVEAL Applejack standing knee-deep in water that has overflowed the banks of the stream into his orchard.

39 APPLEJACK (CONT'D)
My apple trees are so waterlogged I can practically hear 'em gargle.

40 MR. BEAVERTON BEAVERTEETH
<indignant beaver sounds>

41 FLUTTERSHY
But he says first you'll have to apologize for calling him "a nuisance."

42 APPLEJACK
Apologize?? He's lucky I didn't call him a varmint!

43 MR. BEAVERTON BEAVERTEETH
(gesticulating wildly)
<outraged beaver sounds>

44 FLUTTERSHY
Mr. Beaverton Beaverteeth! Such language!

45 APPLEJACK
Fine. Fine. I apologize.

The beaver nods, satisfied, and then proceeds to CHEW THROUGH HIS DAM LIKE A BUZZAW, enable the stream to flow again, and the overflow to rapidly recede.

46 APPLEJACK (CONT'D)
Thanks, Fluttershy. Dunno what I woulda done withoutcha.

47 FLUTTERSHY
Glad I could help.

Meanwhile, Rainbow Dash arrives, flying in at high speed and SCREECHING to a halt.

48 RAINBOW DASH
Hey slackers, double-time it on over back to Ponyville, wouldja? We're all waiting on you.

SC 4 - EXT. PONYVILLE - A LITTLE LATER

Applejack and Fluttershy are now with the other ponies. They all wear their respective Elements.

49 PRINCESS CELESTIA
I realize that this is a tall order, but I wouldn't ask if I weren't confident you could get him to use magic obediently of his own free will.

50 FLUTTERSHY
And you really think I'll know best how to do that?

51 PRINCESS CELESTIA
I do.
(then)
Now I must return to Canterlot for Equestria's Royal Summit. You may release Discord when ready.

Fluttershy GULPS nervously. Princess Celestia smiles and FLIES OFF as the others look on.

52 TWILIGHT SPARKLE
Okay, ponies. Guess it's time to get started. Let's just hope this releasing spell works.

53 SPIKE
Or let's not.

54 TWILIGHT SPARKLE
Remember, we can always use the Elements of Harmony together to turn Discord back to stone if we need to.
(then)
We'd best keep our elements on at all times till further notice.

55 ALL THE PONIES
Check.

Twilight closes her eyes, points her horn, and fires her magic at the statue.

56 FLUTTERSHY
Wait, wait, wait! I'm not ready!

They all stop.

57 TWILIGHT SPARKLE
How much time do you need?

58 FLUTTERSHY
Um, I'm not sure. How much time does it take to change your identity and flee the country?

59 TWILIGHT SPARKLE
Don't worry, Fluttershy. Princess Celestia may have said you should to take the lead when it comes to reforming Discord, but we're all here to help you.

60 APPLEJACK
That's right. We're in this thing together.

The other ponies nod in agreement, setting Fluttershy's mind at ease.

61 TWILIGHT SPARKLE
(to Fluttershy)
Ready?

Fluttershy nods "yes". The magic resumes. The stone RUMBLES and CRACKS. Discord gradually emerges.

62 DISCORD
<emerging roar>

63 PONIES
<collective fearful gasp>

His upper torso free, Discord STRETCHES.

64 DISCORD
<roar morphing into yawn>

Discord, totally free now, straightens his legs, delighted.

65 DISCORD (CONT'D)
Oof, it's about time somepony got me out of that prison block. What a relief! **

Stretching his arms, Discord casually ZAPS a SQUIRREL and, turns it instantly into an ENORMOUS CLUB-WIELDING SQUIRREL.

66 TWILIGHT SPARKLE
What do you think you're doing?

67 DISCORD
Why stretching, of course. When you're a creature of chaos, stone bodysuits aren't your typical go-to fashion choice.

Stretching out again, this time Discord ZAPS a BUNNY and turns it instantly into a GIANT SABER-TOOTHED TIGER BUNNY.

68 APPLEJACK
You're doing that on purpose!

69 PINKIE PIE
Make that bunny cute again. Now!

70 DISCORD
Oh pish. He's adorable the way is.

71 GIANT SABER-TOOTHED TIGER BUNNY
<terrifying roar>

72 DISCORD
Know what else is adorable? You ponies truly seem to believe you can reform me. And you're putting your faith in this one here to make it happen.

Discord leans toward Fluttershy, looking at her as one might at an ADORABLE LITTLE BABY. Fluttershy SHRINKS away timidly.

73 DISCORD (CONT'D)
Makes me wanna just pinch your little horsie cheeks.

74 TWILIGHT SPARKLE
How'd you know about that?

75 DISCORD
Being turned to stone doesn't keep me from hearing every word Celestia says. Though I'll admit it made rolling my eyes a challenge.

76 TWILIGHT SPARKLE
Well, unless you want us to turn you back to stone, you'll zap those animals back to the way they were pronto.

77 DISCORD
You wouldn't dare turn me back to stone and risk disappointing your precious Princess.

78 RAINBOW DASH
Try us, Dip-cord.

79 TWILIGHT SPARKLE
If it turns out we need to use our elements against you, I'm sure we can convince Princess Celestia it was for good reason.

Discord considers this, THROWING A SLY GLANCE at Fluttershy.

80 DISCORD
Hmm... I suppose that's correct...

Fluttershy shrinks from him again.

ANGLE ON the TIGER BUNNY who is now threatening a BEAR. Discord ZAPS it back to a REGULAR BUNNY, who then REACTS IN TERROR to the bear he was just menacing, and BOLTS.

ANGLE ON the MONSTER SQUIRREL, who is now popping WATERMELONS into each cheek like gigantic nuts. Discord ZAPS it BACK TO REGULAR SQUIRREL whose CHEEKS are now IMPOSSIBLY STRETCHED TO ACCOMMODATE WATERMELONS.

ANGLE ON MR. BEAVERTON BEAVERTEETH with THREE OTHER BEAVERS in the distance.

81 BEAVERS
<contended chuckling>

ZAP! Mr. Beaverton Beaverteeth suddenly registers a HOSTILE EXPRESSION, and his eyes turn to HYPNOTIC SPIRALS.

ANGLE BACK ON Fluttershy reacting in horror.

82 FLUTTERSHY
Mr. Beaverton Beaverteeth!

Discord grins a wicked grin.

ANGLE BACK ON the beavers. ZAP! ZAP! ZAP! The other three beavers' eyes likewise become HYPNOTIC SPIRALS, and their expressions also TURN HOSTILE.

83 BEAVERS
<nasty snarling>

They all turn and dart off in different directions.

ANGLE BACK ON Discord's sinister sneer.

84 DISCORD
Oopsie.

85 FLUTTERSHY
You think you can treat poor defenseless animals like that and get away with it? I'll teach you a thing or two.

86 RAINBOW DASH
You go, Fluttershy.

87 DISCORD
Oh you will now?

88 FLUTTERSHY
I sure will. You best watch your step, buster, or I'll give you... THE STARE!

PUSH IN on Fluttershy dramatically.

89 DISCORD
(mock fear)
"The stare?" No, no, please, not that. Anything but your disapproving eyeballs!

Discord ERUPTS into PEALS OF LAUGHTER. Fluttershy scowls then WHIPS OUT THE STARE. Discord stops in his tracks.

90 DISCORD (CONT'D)
(choking)
Gak! No... agh... stop... don't... can't...

Fluttershy leans in, INTENSIFYING THE STARE. Her fellow ponies look on in amazement.

91 DISCORD (CONT'D)
Stop... can't take... anymore...
will do whatever you... say...
because...
(then, totally fine)
You're hilarious!

More PEALS OF LAUGHTER. The other ponies can't believe they fell for Discord's act. As he ROLLS AROUND GIDDILY, laughing helplessly, Fluttershy shrinks with embarrassment.

92 DISCORD (CONT'D)
Looks like I've decided where I'll
be crashing while I'm being...
(finger quotes)
... reformed.
(then)
With you, Fluttershy!

More WHOOPS OF LAUGHTER from Discord. Fluttershy reacts.

93 FLUTTERSHY
Oh. Dear.

FADE TO BLACK.

END OF ACT I

ACT II

SC 5 - INT. FLUTTERSHY'S COTTAGE - LATER

The ponies and Spike all gather in Fluttershy's living room, while Fluttershy busily FIXES UP THE PLACE for her new guest while Angel Bunny follows her around anxiously.

94 FLUTTERSHY
He says he wants to stay here. He
may be horrible but that doesn't
mean we have to act the same way.
We should at least try to be
hospitable.
(then)
You don't mind giving up your
favorite spot on the couch, do you,
Angel Bunny?

ANGLE ON enormous Discord sprawled on the couch. Angel Bunny, having a fit, rushes over to pull helplessly on Discord's leg, growing increasingly frustrated, while...

95 FLUTTERSHY (CONT'D)
I'm sorry about Angel. He's a little uncomfortable around strangers. Are you all right?

96 DISCORD
Oh, yes. Thank you, Fluttershy, for your concern. If only your pony friends would be as considerate. **

97 RAINBOW DASH
Don't listen to him, Fluttershy. He's just trying to drive a wedge between us like he always does.

98 DISCORD
("innocent")
Now why in the world would I ever try to do a thing like that?

99 RAINBOW DASH
So we can't unite to use the Elements of Harmony against you, that's why.

100 DISCORD
Why, I never thought of that.

101 RAINBOW DASH
Big fat liar.

102 DISCORD
Now look who's the liar. Anyone can plainly see I'm not fat at all.

Discord gloats, then "accidentally" knocking a LAMP OVER.

103 DISCORD (CONT'D)
Oopsie.

Discord uses his magic to "fix" it, putting in back together in the most cock-eyed "lamp" imaginable and setting it back on the endtable.

104 DISCORD (CONT'D)
There. All better.

ANGLE BACK ON the ponies.

105 APPLEJACK
I can't watch.

106 RAINBOW DASH
We'll be outside.

The ponies exit. Twilight crosses to Fluttershy. They are out of earshot of Discord.

107 TWILIGHT SPARKLE
You sure you're okay with this?

108 FLUTTERSHY
I know it's not going to be easy.
But Princess Celestia is counting on me.
(then)
And I think I actually know what to do.

109 TWILIGHT SPARKLE
(eager)
You do?

Twilight tries her darndest to stay focused on what Fluttershy's saying... but, unbeknownst to Fluttershy, in the b.g. Discord and Angel Bunny are in a PITCHED BATTLE OVER THE COUCH and TWILIGHT CAN'T HELP BUT FIND IT DISTRACTING.

110 FLUTTERSHY
You see, when I tried The Stare on Discord I was hopping mad, but I learned something from that.

In the b.g., Discord causes HIMSELF AND THE ENTIRE COUCH TO DISAPPEAR. Angel Bunny, who was furiously pulling on Discord's leg, now HAD A HOLD OF NOTHING and TUMBLES BACKWARD ACROSS THE FLOOR.

111 FLUTTERSHY (CONT'D)
I learned that...
(then)
Twilight, are you listening?

In the b.g., Angel Bunny looks every-which-way for his nemesis.

112 TWILIGHT SPARKLE
(still distracted)
Mmm-hmm.

113 FLUTTERSHY
I learned that...

In the b.g., Discord REAPPEARS, COUCH AND ALL, right behind Angel Bunny, who doesn't see him. Twilight can't resist getting Angel's attention and POINTING THIS OUT.

Fluttershy looks annoyed. Behind her, Angel Bunny finds Discord thanks to Twilight and thanks Twilight with a THUMBS UP.

114 FLUTTERSHY (CONT'D)
Twilight...

115 TWILIGHT SPARKLE
Sorry.

In the b.g., the struggle between aggravated Angel Bunny and the bemused Discord resumes. Twilight tries not to look.

116 FLUTTERSHY
I learned that berating Discord does no good. I think the key is to <u>befriend</u> him. Letting him be my houseguest is probably the best way to do that.

ANGLE ON Discord LIFTING THE REFRIGERATOR and SHAKING THE CONTENTS OF IT INTO HIS MOUTH.

117 DISCORD
Any more food around here?

118 FLUTTERSHY
(cheery to Discord)
Check the pantry.

119 TWILIGHT SPARKLE
And you really think that will work?

120 FLUTTERSHY
I hope so. I think it’s worth a try.

Twilight considers this for a moment.

121 TWILIGHT SPARKLE
Okay.

Twilight casts another spell in Discord’s direction.

122 TWILIGHT SPARKLE (CONT’D)
But if you need us, all you need to do is whisper “help” and we’ll be back here with our Elements.
(then to Discord)
So watch that goat-legged step of yours, pal.

123 DISCORD
What? Look at me, I'm practically reformed already.

With a dismissive look, Twilight exits.

SC 6 - EXT. FLUTTERSHY'S COTTAGE - MOMENTS LATER

Twilight is with the other ponies, who still wait outside.

124 RARITY
She's really alright with him staying there?

125 TWILIGHT SPARKLE
That's what she said.

126 APPLEJACK
He's gonna run roughshod over her sweet nature. I'm just sure of it.

127 RAINBOW DASH
Personally I think we should come up with a back-up plan in case this whole "befriending" him business doesn't work out.

128 RARITY
Rainbow Dash is right. This is Discord we're talking about, girls. It wouldn't be a bad idea to have another trick up our sleeves.

Twilight considers this for a moment then arrives at an idea.

129 TWILIGHT SPARKLE
And I think I know just the trick.

SC 7 - INT. FLUTTERSHY'S COTTAGE - A LITTLE LATER

Fluttershy busies herself in the kitchen.

130 FLUTTERSHY
Now Discord, I don't know if you're full from your snack but dinner should be in just a few -

Fluttershy OPENS THE PANTRY, which is COMPLETELY BARE except for Angel Bunny, who lies on a shelf throwing a look back at Fluttershy as if to see "Ya huh... ya see??"

131 FLUTTERSHY (CONT'D)
Maybe I'd better make a quick run to the store first.

Fluttershy looks around.

132 FLUTTERSHY (CONT'D)
Discord? Discord where are you?

Discord SUDDENLY REAPPEARS. He has several sheets of paper in his hand. He crumples one up and starts EATING it.

133 FLUTTERSHY (CONT'D)
Oh there you are. Listen, Discord, I just want to make sure you know that if there's anything I can do to-
(then)
Um... uh, Discord, are you eating... paper???

134 DISCORD
Am I? How odd of me.

He shoves another piece in his mouth.

135 FLUTTERSHY
Well, uh, I'm heading out so you just make yourself at home while I'm gone.

Fluttershy tosses SOME GROCERY BAGS over her back and exits. Discord gives her a happy little wave, then turns his attention to Angel Bunny.

136 DISCORD
You like carrots, Angel?

Angel Bunny looks at Discord sceptically. Discord, gloating, leans down so they're face-to-face.

137 DISCORD (CONT'D)
I'm playing your owner for a fool. Howdya like them carrots?

Angel Bunny FUMES then stomps on Discord's foot. *S&P note - Caution when Angel "stomps" on Discord's foot, it is done in a fashion that a rabbit might "stomp" and that it does not play harsh.*

138 DISCORD (CONT'D)
Ow!

SC 8 - INT. TWILIGHT SPARKLE'S LIBRARY - LATER

Twilight FLIPS RAPIDLY through book after book.

139 TWILIGHT SPARKLE
Hmm. That's weird. The spell I had in mind isn't in here. Spike, where are the other books I asked you to pull?

ANGLE ON Spike next to stack of books as tall as he is.

140 SPIKE
Right here, Twilight.

Twilight rushes over to the stack, hastily PAGING THROUGH ONE BOOK AFTER ANOTHER, through...

141 TWILIGHT SPARKLE
I really want to have a reforming spell up and running pronto.
(then, re: another book)
Weird. It's not here either.

She tries another.

142 SPIKE
But what if he makes the Elements of Harmony disappear like he did last time?

143 TWILIGHT SPARKLE
Princess Celestia cast a spell protecting them, remember?
(then)
Uh oh.

144 SPIKE
What's wrong?

145 TWILIGHT SPARKLE
Princess Celestia didn't cast a spell protecting our books! Everywhere I thought I'd find the reforming spell--.

Twilight shows Spike one of the books. A page has clearly been ripped out.

146 TWILIGHT SPARKLE (CONT'D)
That sneak!

SC 9 - INT. FLUTTERSHY'S COTTAGE - LATER

CLOSE ON Discord. He shoves the last crumpled piece of paper in his mouth, chews and swallows.

147 DISCORD
(disingenuous)
Are you sure this isn't overdoing it? You said to make myself at home while you were gone, but I wouldn't want to overstep my bounds.

WIDEN TO REVEAL Fluttershy hovering while her house BARREL ROLLS around her, doing her best to help Angel Bunny, who's getting knocked around far worse by it than she is, through...

148 FLUTTERSHY
I did say that. So, if this makes you more comfortable, by all means, please feel free.

The house keeps spinning wildly. Upside down, Angel Bunny hangs on for dear life from the floor to keep from falling to the ceiling. Fluttershy must turn upside down also to help.

149 DISCORD
Oh it does. Very much so. You're so very kind, my dear Fluttershy. I always knew you were the understanding one. Not like those nasty friends of yours.

150 FLUTTERSHY
My friends aren't nasty.

151 DISCORD
Of course you'd say that. It just goes to show how understanding you truly are.
(then, off her look)
You know, I think Princess Celestia was right when she singled you out as the one who could reform me. You're off to such a good start, I'm seriously considering actually being reformed.

Unbeknownst to Fluttershy, Discord looks to Angel Bunny and sneers.

152 TWILIGHT SPARKLE (O.C.)
Fluttershy! Fluttershy, can you hear me?

153 FLUTTERSHY
Goodness! I hear Twilight!

Fluttershy flies out the window... then flies back in and grabs Angel Bunny... then flies back out.

SC 10 - EXT. PONYVILLE - CONTINUOUS

Fluttershy flies out the window of her cottage, which we now see is FLOATING AND SPINNING HIGH UP IN THE AIR.

Fluttershy flies to the ground to join Twilight and Spike.

154 TWILIGHT SPARKLE
Fluttershy, what's going on? Are you okay?

155 FLUTTERSHY
We're fine. Everything's going great. Isn't it, Angel?

Fluttershy sets Angel Bunny safely down on the ground... and Angel hops off as fast as he possibly can. The ponies watch him disappear into the distance... then Fluttershy looks back at Twilight and Spike sheepishly.

156 FLUTTERSHY (CONT'D)
He um...
(clears throat)
... probably just needs to stretch his legs a bit.

157 TWILIGHT SPARKLE
We've come to get you away from Discord. He's just trouble and, from the looks of it, completely out of control.

158 FLUTTERSHY
Oh but you're wrong. We're making great progress.

Twilight and Spike both look at her blankly for a beat... then up at the WILDLY SPINNING HOUSE.

159 TWILIGHT/SPIKE
Seriously?

160 FLUTTERSHY
I'm earning his trust by giving him a little space to be himself.

161 SPIKE
Hate to break it to you, but he used that "space to be himself" to tear out all the reforming spells from the library.

Fluttershy considers this for a moment.

162 FLUTTERSHY
That does explain the paper eating.

163 TWILIGHT SPARKLE
He ate them?!

164 FLUTTERSHY
But we aren't going to need a spell. He's already really considering being reformed. He said so.

165 TWILIGHT SPARKLE
And you believed him?

166 FLUTTERSHY
If I'm going to be his friend, I have to start by giving him the benefit of the doubt.
(then)
Tell you what: bring all the ponies over for a dinner party this evening and I'll bet his manners will have really improved by then.

167 TWILIGHT SPARKLE
(sigh)
All right. Dinner it is.

Fluttershy starts to fly up, then doubles back.

168 FLUTTERSHY
I'll even get him to put the cottage back on the ground first.

169 TWILIGHT SPARKLE
Yeah. That would be nice.

Encouraged, Fluttershy smiles and flies back into the sky toward her cottage. Meanwhile, Twilight and Spike exchange looks of concern.

SC 11 - EXT. FLUTTERSHY'S COTTAGE - THAT EVENING

With all of the ponies, including Spike, gathered around the front door, Twilight knocks.

170 RAINBOW DASH
I can't believe we're having a dinner party with Discord. Aren't you just supposed to have dinner parties with folks you *like*?

171 TWILIGHT SPARKLE
Fluttershy thinks this is the way to reform Discord and asked us to give it a chance.

172 RARITY
This evening's sure to be a disaster. Glad I didn't bother wearing my fanciest outfit.

173 PINKIE PIE
You still look pretty nice, though.

174 RARITY
Oh this old rag? It's only my eighth fanciest outfit.

175 TWILIGHT SPARKLE
Game faces, girls. I think I hear Fluttershy coming to the door now.

Door opens... it's Discord with the mien of a butler, with a towel draped over his forearm.

176 DISCORD
Our pony guests. We're so delighted you've come. Please do come in.

The ponies enter past the gracious Discord, holding the door for them. The ponies glance at one another in disbelief.

SC 12 - INT. FLUTTERSHY'S COTTAGE - CONTINUOUS

The ponies step inside. The cottage is beautifully decorated for a party, including a long table set with elegant dishware, candles and a tablecloth.

Fluttershy stands there, smiling, as they walk in.

177 FLUTTERSHY
See what a beautiful job he did helping? Discord set the entire table himself. I'm so proud.

Discord beams. The ponies are shocked. They turn to Discord, who smiles back at them smugly.

178 DISCORD
May I take your hats, ladies?

The ponies balk, realizing he means the Elements of Harmony they're wearing. Twilight turns to the others warily.

179 TWILIGHT SPARKLE
Hang on to your Elements, girls. It's going to be a bumpy night.

SC 13 - INT. FLUTTERSHY'S COTTAGE - LATER THAT EVENING

The ponies are now all seated around the table.

180 FLUTTERSHY
As you all know, Princess Celestia hoped we'd help Discord use his magic for good instead of evil.
(then, pointedly)
Pinkie Pie, care for some gravy?

181 PINKIE PIE
You bet. Pass the gravy, please.

182 DISCORD
Allow me.

Discord ZAPS the GRAVY BOAT, which SPROUTS ARMS AND LEGS and runs over to where Pinkie Pie sits... then sits up in front of her, PANTING, like an OBEDIENT DOG.

183 ALL THE PONIES
Oooh. / Wow. / Hey, not bad...

INSERT: Discord's hand underneath the table operating an identical gravy boat as though it were a marionette.

184 PINKIE PIE
Ooh, what a cute little gravy boat you are! Yes you are, yes you are!

185 RAINBOW DASH
That's one creepy little gravy boat if you ask me.

186 FLUTTERSHY
Oh come on now, Dashie, you're not even giving this a chance.

The gravy boat POURS ITSELF OUT onto Rainbow Dash's lap. She leaps out of the way of the hot liquid.

187 RAINBOW DASH
Hey! That's hot!

188 DISCORD
Oopsie. So sorry.

189 RAINBOW DASH
He did that on purpose!

190 DISCORD
Oh, I don't know about that. Mistakes happen.
(then)
Ooh, hey look everypony - dancing candles.

ANGLE ON a few candles TAP DANCING UP A STORM, while Discord manipulates marionette versions of them under the table.

191 FLUTTERSHY
Ooh, look - how fun!

192 RAINBOW DASH
I'm not falling for that. Discord's just trying to distract us from -

The DANCING CANDLES suddenly RUSH INTO FRAME and start KICKING RAINBOW DASH MERCILESSLY. (NOTE: This should not play extreme.)

193 RAINBOW DASH (CONT'D)
Hey! Knock it off! I suppose that's another "mistake?"

194 DISCORD
No, I think you just made them mad.

Some PIES then start FLYING ACROSS THE ROOM and HITTING Rainbow Dash, one after another.

195 RAINBOW DASH
Now wait a second. I never said anything bad about pies!

196 PINKIE PIE
And who would? I mean really!

197 TWILIGHT SPARKLE
What the horse-and-bridle's happening here?

198 DISCORD
Why whatever do you mean?

199 TWILIGHT SPARKLE
Walking gravy boats? Dancing candles? There's something fishy going on.

ANGLE ON two FISH SHAPED SOUP TUREENS SPLASHING EVERYPONY WITH SOUP by FLAPPING THEIR TAILS.

200 ALL THE PONIES
(ducking flying soup)
Hey! / Cut it out! / Stop!

201 FLUTTERSHY
Discord?

202 DISCORD
It's hardly my fault if the soup tureen finds the term "something fishy" offensive.

203 APPLEJACK
That tureen's only doin' what you're makin' it do!

204 FLUTTERSHY
Now let's not jump to conclusions...

205 RAINBOW DASH
Fluttershy, can't you see what he's doing? He's playin' the innocent with you so you'll never agree to use the Elements of Harmony against him. Then he'll be free to act however he pleases forever!

206 DISCORD
Oh, that's a bit harsh, isn't it?

207 RAINBOW DASH
You see what I'm saying, right Fluttershy?
(a beat)
Fluttershy?

208 FLUTTERSHY
You know what I see? I see that Discord's far from perfect, but I also see none of you giving him a chance.

209 ALL THE OTHER PONIES
Oh, come on! / Are you serious? / Give me a break!

210 RAINBOW DASH
What's gotten into you? Why do you keep cutting him so much slack?

211 FLUTTERSHY
Because that's what friends do.

Her complete lack of guile catches Discord off guard.

212 DISCORD
Buh whuh... we're... friends?

213 FLUTTERSHY
Why of course. I can't remember my house ever being this lively before you came along.

Discord seems to be genuinely moved by this new development.

214 DISCORD
I - I never really had... a friend.

215 FLUTTERSHY
Well, now you do.

Fluttershy smiles sweetly at Discord. He gives her an awkward smile back. The other ponies watch this exchange in awe.

Just then, Angel Bunny rushes into the cottage, HOPPING through the window from outside and UP ONTO THE TABLE.

216 FLUTTERSHY (CONT'D)
Angel! No. Not on the table! Naughty, Angel... naughty.

217 APPLEJACK
Hold up. I think he's trying to tell us something.

Angel Bunny makes all kinds of FRANTIC GESTURES.

218 APPLEJACK (CONT'D)
Sorry. Not a clue.

Frustrated, Angel Bunny looks around and then, getting an idea, grabs an apple, and holds it up.

219 ALL THE PONIES
Apple.

Angel Bunny TOUCHES HER NOSE, then points to Applejack.

220 ALL THE PONIES (CONT'D)
Applejack!

Angel Bunny shakes her head in frustration.

221 RARITY
Sweet Apple Acres?

Angel Bunny lights up, touching her nose again. Then, walking across the table to a PITCHER OF WATER, she PLUNKS THE APPLE INSIDE with a TA-DA GESTURE as it SINKS TO THE BOTTOM.

A beat. Every pony is confused... except Applejack, whose face goes white.

222 APPLEJACK
Oh no! Those darn beavers!

As Applejack exits, Rainbow Dash gets it.

223 RAINBOW DASH
Flooding at Sweet Apple Acres!
(then)
And we all know who's behind that,
now don't me.

She glares at Discord, who does his best to looked shocked.

224 DISCORD
Who? Me??

225 RAINBOW DASH
Oh give it a rest.
(then)
What do you think of your "friend"
now, Fluttershy?

Rainbow Dash exits. Fluttershy looks at Discord helplessly. Discord shrugs. Not knowing what to think, Fluttershy also flies out and exits.

FADE TO BLACK.

END OF ACT II

ACT III

SC 14 - EXT. SWEET APPLE ACRES - A LITTLE LATER

The ponies look on, dumbfounded, at an IMPOSSIBLY ELABORATE BEAVER DAM CONSTRUCTION PROJECT. The beavers from ACT I (whose eyes are still swirling in their sockets) are working on separate dams in proximity of one another. The result is a stream so completely backed-up that it's SWAMPING EVERYTHING UPRIVER, including Sweet Apple Acres.

Fluttershy climbs up from the river bank to join the others.

226 FLUTTERSHY
It's no use. They won't listen to a word I say.

227 APPLEJACK
They've built dams around here before but never like this. I've never seen the flooding this bad! What's going on?

228 FLUTTERSHY
They're in some kind of crazy competition.

229 RARITY
It's like each bunch of beavers is trying to outdo the others.

230 APPLEJACK
(yelling down at them)
Knock it off, you buck-toothed knuckleheads!

231 FLUTTERSHY
This is so not like them. I don't understand.

232 RAINBOW DASH
Oh come on, Fluttershy. You see Discord's behind all this, right?

233 FLUTTERSHY
Oh of course I do. Do you all think I'm a silly gullible fool?

They all look down at the ground, a little embarrassed to admit that's what they were thinking.

234 PONIES
Well../Not exactly.../Can you blame us?...

235 FLUTTERSHY
I've just been trying to gain his friendship any way I can so he'd come to trust and listen to me.

ANGLE ON Discord out on the floodwaters, WATERSKIING. He's using the two platters as skis and being TOWED along by the two FISH SOUP TUREENS swimming swiftly in tandem.

236 DISCORD
Hey there, Fluttershy! You want a turn. The water's great!

ANGLE BACK ON Fluttershy.

237 FLUTTERSHY
Time to see if it worked.

Fluttershy heads off toward Discord, who steers the fish pulling him ashore to join her.

238 DISCORD
Fluttershy! There you are. A sight for sore eyes.

239 FLUTTERSHY
As you can see, there's a big mess down here at Sweet Apple Acres...

240 DISCORD
Oh yes, awful business that.

241 FLUTTERSHY
It is awful. This is Applejack's home and it's being destroyed by innocent creatures who would never be acting this way if it weren't for your reckless behavior.
(then, firm but calm)
You need to fix this.

242 DISCORD
Hmm. Very well, I will fix it. I only ask one thing in return.

243 FLUTTERSHY
Yes?

244 DISCORD
I ask that you never use your Element of Harmony against me. As a sign of our friendship.

Fluttershy considers this for a moment.

245 FLUTTERSHY
As a sign of our friendship, I will never use my Element of Harmony against you.

Discord beams.

246 DISCORD
Excellent!

Discord SNAPS HIS FINGERS and SUDDENLY THE WEATHER IS FREEZING and the POND TURNS TO ICE. Discord has a SCARF and ICE SKATES and GLIDES along with ease.

247 DISCORD (CONT'D)
There. Much better. I so prefer ice skating to water skiing. Don't you? La da da dee dee ta!! **

ANGLE BACK ON Fluttershy, trying to suppress a simmering rage.

248 FLUTTERSHY
That's <u>not</u> fixing it.

249 DISCORD
(sincere)
Really? I thought you'd love ice skating. You're so naturally graceful.

Fluttershy growing increasingly irate, BOLTS off in his direction.

Twilight turns to the other ponies.

250 TWILIGHT SPARKLE
Quick! The Elements! Spike, bring Fluttershy's!

251 SPIKE
Got it!

ANGLE ON Discord as Fluttershy bears down on him.

252 DISCORD
I don't blame you for hurrying. I wouldn't want to miss out on a second of this either.
(holds up four skates)
Brought two pair for you. Hope they fit.

Fluttershy, now in a full on rage, runs straight out onto the ice, sending herself into a LONG SKID.

253 DISCORD (CONT'D)
Looks like horse hooves work pretty well, too. So glad you'll be able to join me.

254 FLUTTERSHY
(skidding right past him)
Why you I oughta...

She can't stop. She keeps right on skidding.

255 DISCORD
Where are you going? Don't you want to skate together?

SLAM! Fluttershy collides with AN APPLE TREE on the opposite side of the pond (production note: without hitting her head).

256 FLUTTERSHY
DISCORD!!!

257 DISCORD
(skating over)
What's wrong, pal? You sound upset.

258 FLUTTERSHY
Don't call me your pal. I'm done being pals with you!

259 SPIKE
(re: Fluttershy's element)
Here you go, Fluttershy. Game on.

260 DISCORD
(re: the four skates)
Oh don't be silly. She'll feel better after she skates with me.

261 TWILIGHT SPARKLE
(re: Fluttershy's element)
Put it on, Fluttershy.
(MORE)

TWILIGHT SPARKLE (CONT'D)
He fixes this or he goes back to being stone. Spilling gravy and throwing pies is one thing, flooding our friend's orchard is another. Princess Celestia will understand.

Spike extends the Element of Harmony to Fluttershy. She looks at it, the turns away.

262 FLUTTERSHY
No. I made a promise not to use my Element against him and I'm going to keep it.

Discord grins.

263 PINKIE PIE (O.C.)
Hey guys, check this out!

Pinkie Pie FIRES HER ELEMENT, and the RECOIL of it sends her SKATING BACKWARDS at terrific speed.

264 PINKIE PIE (CONT'D)
Wheeeeeeeeehoooooooooo!

265 APPLEJACK
(as she shoots by)
Pinkie, knock it off. This is serious!

266 PINKIE PIE (O.C.)
(doppler effect)
Whooo-hoooooooo....

A scowling Fluttershy regards the two offerings, the Element of Harmony and the four ice skates.

267 DISCORD
(re: skates)
Come skating with me and we'll let bygones be bygones. It'll be fun.

Fluttershy TAKES THE SKATES. Discord glares at Twilight triumphantly. Twilight sinks.

268 DISCORD (CONT'D)
Haha! You see? She wants to have fun with me because we're friends! She can't use the elements against me because we're friends! I'm free forever! Haha! I -

269 FLUTTERSHY
(heaving the skates)
Not! Your! Friend!

Discords watches the SKATES SKID across the ice as Fluttershy storms off.

270 DISCORD
Who cares? I can do whatever I want. Whenever I want. I'm Discord! The Master of Chaos!

Fluttershy storms off. Discord watches her go, defiant.

271 DISCORD (CONT'D)
You think you can boss Discord around? You think I'm just going to turn all this back because you say so? Because if I don't I'll lose the one friend I ever had? Ever!

We see on his face the weight of this hitting home.

Discord then turns to look at the FOUR LONELY SKATES Fluttershy tossed aside, SPRAWLED AND ABANDONED ON THE ICE.

272 DISCORD (CONT'D)
(sigh)
Well played, Fluttershy. Well played.

Discord sits down, defeated... and as he does so the weather TURNS WARM, the ICE MELTS, the DAMS DISAPPEAR, the FLOOD WATERS RECEDE, and the BEAVERS PLAY TOGETHER CONTENTEDLY.

Fluttershy stops and turns back to look at Discord, amazed.

273 DISCORD (CONT'D)
I liked it better my way. But... I guess when you're friends you can't always have things exactly your way all the time, huh?
(then)
Sorry. Still new to this.

The ponies all look at Fluttershy, impressed. She blushes.

DISSOLVE TO:

SC 15 - EXT. PONYVILLE - DAY

Princess Celestia returns to retrieve Discord while all the other ponies and Spike look on. Discord bows before her.

274 DISCORD
Yes, Princess. I am ready to use my magic for good instead of evil... most of the time. **

275 PRINCESS CELESTIA
I suppose we can settle for that for now. I must say, that sort of honesty from you is a good sign.
(then)
Congratulations on your success, ponies. I definitely sense a big change in Discord.

276 TWILIGHT SPARKLE
You were right, when you said Fluttershy would be the one to find a way to reform Discord. She tried something that the rest of us never would have considered...

Fluttershy blushes a little.

277 TWILIGHT SPARKLE (CONT'D)
By treating Discord as a friend, she got him to realize that friendship was actually important to him. And something that once he had, he didn't want to lose.

278 FLUTTERSHY
(to Discord)
But you still could you know. So watch yourself.
(then)
Go on. Say it.

279 DISCORD
Oh. Alright.
(fighting every syllable)
"Friendship is magic."

Fluttershy gives him an approving pat on the leg, which he seems to appreciate.

280 FLUTTERSHY
See. He can be a real sweetheart once you get to know him.

Her friends don't look so sure about that as we...

SLAM TO BLACK.

END.