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MY LITTLE PONY III

"Fluttershy's Home for Reformed Draconequi"

Episode 311

Written by

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## TEASER

### EXT. PONYVILLE - DAY

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

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

2 SPIKE  
She's not usually late. I wonder  
what's taking so long.

3 PINKIE PIE  
Ohohoh, I love 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?

A beat.

6 RARITY  
Do I have to choose?

7 TWILIGHT  
And where are Applejack and  
Fluttershy?

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

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

10 TWILIGHT  
She said she's bringing an  
important visitor. That could be  
part of the reason.

11 RAINBOW DASH

Yeah. 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)

Oooooooh... 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?

Meanwhile, Spike glances O.C.

16 SPIKE

(eyes widening)

Or maybe the visitor has a deer antler, a goat leg, a bat wing and a snake tail.

17 TWILIGHT

(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 approaches, 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

**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  
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 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...

(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

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.

34 SPIKE  
(lying)  
Oh good.

35 RAINBOW DASH  
Cool. We'll wear the Elements of  
Harmony at all times, just in case.

36 PRINCESS CELESTIA  
Very good. And I've cast a spell  
so Discord can't take them and hide  
them again. So you should be just  
fine, hmm?

37 TWILIGHT  
Yes, Your Majesty.

38 PRINCESS CELESTIA  
I know 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.**  
Now I must return to Canterlot for  
Equestria's Royal Summit. You may  
release Discord when ready.

\*  
\*

Princess Celestia smiles, CASTS HER SPELL, then FLIES OFF as  
the others look on.

Twilight then turns to the others.

39 TWILIGHT  
Okay, gang, we've got our marching  
orders. Now would someone please  
find Applejack and Fluttershy?

\*

**EXT. SWEET APPLE ACRES - SAME TIME**

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

40 BEAVER  
<beaver sounds>

41 APPLEJACK  
What's he going on about now?

42 FLUTTERSHY  
Good news. He's agreed to take his  
dam apart and move it.

43 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.

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

45 BEAVER  
<indignant beaver sounds>

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

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

48 BEAVER  
(gesticulating wildly)  
<outraged beaver sounds>

49 FLUTTERSHY  
Honestly, Mr. Beaver! Such  
language!

50 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.

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

52 FLUTTERSHY  
Glad I could help.

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

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

**EXT. PONYVILLE - A LITTLE LATER**

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

54 APPLEJACK  
Release Discord and reform him??  
Hoo-wee, and I thought trying to  
reason with a beaver was hard.

55 TWILIGHT  
It's what Princess Celestia wants  
so let's give it our best.  
(then)  
Now that we're all here we can use  
the Elements of Harmony to turn  
Discord back to stone if we need  
to. Let's just hope this releasing  
spell works.

56 SPIKE  
Or let's not.

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

The stone RUMBLES and CRACKS. Discord gradually emerges.

57 DISCORD  
<emerging roar>

58 PONIES  
<collective fearful gasp>

His upper torso free, Discord STRETCHES.

59 DISCORD  
<roar morphing into yawn>

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

60 DISCORD (CONT'D)  
Oof, it's about time somebody 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.

61 TWILIGHT  
What do you think you're doing?

62 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.

63 APPLEJACK  
You're doing that on purpose!

64 PINKIE PIE  
Make that bunny cute again. Now!

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

66 GIANT SABER-TOOTHED TIGER BUNNY  
<terrifying roar>

67 DISCORD  
Know what else is adorable? You  
ponies truly seem to believe you  
can reform me. Makes me wanna just  
pinch your little horsie cheeks.

68 TWILIGHT  
How'd you know about that?

69 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.

70 PONIES IN UNISON  
The Elements of Harmony!

The FUMING ponies leap into action, POWERING UP the Elements.

71 DISCORD  
(suddenly desperate) \*  
No! Please! I beg of you! \*

72 TWILIGHT  
(pulling back)  
Whoa, ponies!

The ponies, distracted by Twil~~i~~ght, let their Element lights \*  
dim, and we can hear them POWER DOWN.

73 RAINBOW DASH  
Twilight! You pulled the plug on  
the Elements! What gives?

74 TWILIGHT  
We can't turn him back to stone  
until we've at least *tried* to do  
what Celestia asked of us.

75 DISCORD  
I couldn't agree more.

76 FLUTTERSHY  
And maybe he just did this  
because... well, I was just  
thinking... I know I'm probably  
wrong, but... oh, nevermind.

77 TWILIGHT  
What is it, Fluttershy?

78 FLUTTERSHY  
Um, well... maybe Discord didn't  
really mean to do any of that.  
Seems he's just excited to be free  
is all.

79 RAINBOW DASH  
Are you kidding?

80 DISCORD  
No, she's quite right. Fortunately  
at least one of you is astute  
enough to recognize one or two  
honest mistakes when she sees them.

ANGLE ON the ponies SCOWLING.

81 TWILIGHT

I'm not sure there's anything  
"honest" about you, Discord, but if  
they're mistakes then maybe you  
should set them right.

82 DISCORD

Now now, I don't really see how I  
could possibly...

The ponies all simultaneously lower their heads, as if about  
to fire the Elements of Harmony.

83 DISCORD (CONT'D)

Oh yes. Of course. Quite right.

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 BACK ON Discord and the ponies.

84 DISCORD (CONT'D)

There. All better, yes?

85 TWILIGHT

For now, I suppose. But any more  
mischief and it's straight to the  
marble straightjacket with you!

86 DISCORD

Mischief? Me? Why whatever do you  
mean? You think those honest  
mistakes were mischief?

87 TWILIGHT

Well... I guess... I'm not so  
sure...

88 DISCORD

Good. And if those weren't  
mischief, then could...

(zap)

... this possibly be mischief?

(two more quick zaps)

Or this? Or this?

ANGLE ON THREE BEAVERS in the distance.

\*

89 BEAVERS  
<contented chuckling>

ZAP! ZAP! ZAP! The beaver don't change shape or size, but  
they all exchange HOSTILE LOOKS.

90 BEAVERS (CONT'D)  
<nasty snarling>

They all turn and dart off in different directions and begin  
RAPIDLY CHEWING DOWN trees.

ANGLE BACK ON:

Discord's sinister sneer.

91 TWILIGHT  
Discord!

92 PONIES IN UNISON  
Knock it off!

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

94 DISCORD  
Oh you will now?

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

PUSH IN on Fluttershy dramatically.

96 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.

97 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.

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

More PEALS OF LAUGHTER. Rolling around, giddy.

The other ponies can't believe they fell for Discord's act. As he rolls around, laughing helplessly, Fluttershy shrinks with embarrassment.

99 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 looks on terrified...

FADE TO BLACK.

END OF ACT I

ACT II

**INT. FLUTTERSHY'S COTTAGE - LATER**

The ponies and Spike all gather in Fluttershy's living room.

100 TWILIGHT  
You sure you're up to having  
Discord stay with you, Fluttershy?

101 FLUTTERSHY  
Yes, I think so. I mean, it will  
only be until you figure out a way  
to reform him, right?

ANGLE ON Discord lying on a couch, stretching and KNOCKING OVER A LAMP that SHATTERS on the floor.

102 RAINBOW DASH

Yeah, this idea is just terrible.

103 FLUTTERSHY

He says he wants to stay here. He may be horrible but that doesn't mean I have to act the same way. I should at least try to be hospitable.

(then)

You don't mind giving up your favorite spot on the couch, do you, Angel?

ANGLE ON enormous Discord sprawled on the couch. ANGEL, having a fit, pulls helplessly on Discord's leg, growing increasingly frustrated, while...

104 FLUTTERSHY (CONT'D)

I'm sorry about Angel. He's a little uncomfortable around strangers. Are you all right?

105 DISCORD

I suppose I'll be fine. Thank you, Fluttershy, for your concern. If only your pony friends could be as considerate.

106 RAINBOW DASH

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

107 APPLEJACK

And trying to take advantage of your sweet and forgiving nature.

108 DISCORD

Fluttershy, your friends are injuring your guest's tender feelings.

109 APPLEJACK

There he goes again, by golly!

110 RARITY

You can't let him stay here, Fluttershy. For goodness sake!

111 TWILIGHT

In that case, does anypony else  
feel like giving ol' Discord a  
place to stay while he's in  
Ponyville getting reformed?

A beat. The other ponies look back at Twilight, BLINKING.

112 FLUTTERSHY

It's okay. He can stay with me.  
Princess Celestia asked us to help  
Discord be a better citizen. And  
no matter how...  
(whispered)  
... awful...  
(back to normal)  
... he is, everyone deserves a  
second - or, in his case, third -  
chance.

Twilight casts another spell in Discord's direction.

113 TWILIGHT

That's so all Fluttershy needs to  
do is whisper "help" and we'll be  
back here with our Elements to turn  
you back to stone in no time, so  
watch that goat-legged step of  
yours, pal.

114 DISCORD

I'll be good. See? Look at me,  
I'm reformed already.

With a dismissive look, Twilight exits with the other ponies.

ANGLE ON Angel giving Discord the "I'm watching you" gesture.  
Discord reacts, but Angel crosses his arms, undaunted.

Discord sinks into the couch with his arms crossed, scowling.

115 FLUTTERSHY

Don't be so glum, Discord. I'll  
figure out a way to help you  
through this, don't you -

The other ponies COME BURSTING BACK IN, ready to fire  
Elements of Harmony magic at Discord.

116 DISCORD

(cowering)  
Stop! Don't! Don't turn me to  
stone! I didn't do anything!

117 TWILIGHT  
We heard Fluttershy say "help."

All eyes turn to Fluttershy. She BLUSHES.

118 FLUTTERSHY  
Oops. False alarm.

The other ponies react.

**EXT. FLUTTERSHY'S COTTAGE - MOMENTS LATER**

The ponies exit. Twilight turns to Spike...

119 TWILIGHT  
Come on Spike, we better hurry back  
to the library. I've got a feeling  
we haven't much time.

They hurry off.

**INT. FLUTTERSHY'S COTTAGE - SAME TIME**

Discord lies miserable and depressed on couch.

120 DISCORD  
Ugghh... gahhhh....

121 FLUTTERSHY  
Look at poor Discord, Angel. He's  
turned into such a Gloomy Gus.

122 DISCORD  
When will I get to make sweet and  
wonderful chaos again? When?

\*

123 FLUTTERSHY  
Don't worry, Discord. We'll he -

124 DISCORD  
Don't say the word! Don't say it!

125 FLUTTERSHY  
I mean, we'll assist you making  
your stay with us as pleasant as  
possible. Won't we, Angel?

ANGLE ON Angel with her feet up. He shrugs indifferently.

126 FLUTTERSHY (CONT'D)  
Can I bring you some pillows,  
Discord?

127 DISCORD  
To throw around the room and break  
things with?

128 FLUTTERSHY  
No, to put under your back to make  
you comfy.

129 DISCORD  
Then no.

130 FLUTTERSHY  
I could make you some cupcakes.

131 DISCORD  
To turn into giant spiders  
scuttling to every corner of your  
house to spin webs of steel?

132 FLUTTERSHY  
I thought more as a tasty treat.

133 DISCORD  
Where's the fun in that? What's  
the point of being a draconequi if  
you can't make mischief? You may  
as well tell a tiger not to have  
stripes!

134 FLUTTERSHY  
Oh dear. Or a pony not to have  
hooves?

135 DISCORD  
Precisely.

136 FLUTTERSHY  
Or a bunny not to have ears?

137 DISCORD  
(sneering at Angel)  
Exactly.

Angel pulls down her ears protectively.

138 FLUTTERSHY  
Oh my. That's not right. Well  
then, I suppose just a *little*  
mischief is probably okay...

Angel reacts and starts signalling Fluttershy to stop.

139 DISCORD  
Really? You mean it?

Angel is now frantically attempting to pull Fluttershy away by her leg.

140 FLUTTERSHY  
Why yes, if would make you happier.  
(then)  
Stop it, Angel. Mama's talking.

141 DISCORD  
Are you certain? I wouldn't want  
to be a bother...

142 FLUTTERSHY  
(shaking Angel off leg)  
Oh, no bother.

Angel comes loose and goes tumbling across the floor.

143 FLUTTERSHY (CONT'D)  
What did you have in mind?

Discord grins. Angel SLAPS HIS OWN FOREHEAD in exasperation.

**INT. TWILIGHT SPARKLE'S LIBRARY - LATER**

Twilight FLIPS RAPIDLY through book after book.

144 TWILIGHT  
Hmm. That's weird. The spell I  
had in mind isn't in here.  
(then)  
Spike, where are the other books I  
asked you to pull.

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

145 SPIKE  
Right here, Twilight.

Twilight rushes over and hastily starts PAGING THROUGH ONE BOOK AFTER ANOTHER, through...

146 SPIKE (CONT'D)  
How long do you think Fluttershy  
will be okay being alone with  
Discord?

147 TWILIGHT

Not very. That's why we've got to get the reforming spell up and running pronto.

(then, re: another book)

Weird. It's not here either.

She tries another.

148 SPIKE

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

149 TWILIGHT

Relax. Celestia cast a spell protecting them, remember?

(then)

Uh oh.

150 SPIKE

What's wrong?

151 TWILIGHT

Celestia didn't cast a spell protecting our books! Everywhere I thought I'd find the reforming spell I'm only finding blank pages.

Twilight shows Spike.

152 TWILIGHT (CONT'D)

He made the reforming spells disappear! That sneak!

#### **INT. FLUTTERSHY'S COTTAGE - LATER**

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

153 DISCORD

(disingenuous)

Are you sure this isn't overdoing it? I wouldn't want to overstep my bounds.

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

154 FLUTTERSHY

Well... um... would you say you're  
feeling now like a tiger who got  
his hooves back?

155 DISCORD

You mean a tiger who got his  
stripes back.

156 FLUTTERSHY

Yes, right. I meant that.

(then)

It's hard for me to think straight  
when my head's lower than the rest  
of my body. The thoughts have to  
travel uphill.

157 DISCORD

I always knew you were the  
understanding one. Not like those  
nasty friends of yours.

158 FLUTTERSHY

My friends aren't nasty.

159 DISCORD

Of course you'd say that. It just  
goes to show how understanding you  
truly are.

(then, off her look)

You know, I probably wouldn't half  
mind being reformed if you were the  
one doing it.

160 TWILIGHT (O.C.)

Fluttershy! Fluttershy, can you  
hear me?

161 FLUTTERSHY

Goodness! I hear Twilight!

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

#### **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.

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

163 FLUTTERSHY  
We're fine. Everything's going  
great. Isn't they, Angel?

Fluttershy sets Angel 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.

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

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

166 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.

167 TWILIGHT/SPIKE  
Seriously?

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

169 TWILIGHT  
A "little" space? Fluttershy,  
letting Discord run amok like this  
is only going to end up creating  
bigger problems.

170 SPIKE  
He already somehow deleted all the  
reforming spells from the library.

171 FLUTTERSHY  
Oh that's okay. He says he trusts  
me now and that I can maybe even  
reform him myself. He said so.

172 TWILIGHT  
And you believed him?

173 FLUTTERSHY  
He seemed awfully sincere.

174 SPIKE  
Yeah, I bet he did.

175 FLUTTERSHY  
I tell you what: bring all the ponies over for a dinner party this evening and you'll see how much his manners have improved by then.

Fluttershy starts to fly up, then doubles back.

176 FLUTTERSHY (CONT'D)  
I'll even get him to put the cottage back on the ground first.

177 TWILIGHT  
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.

#### **EXT. FLUTTERSHY'S COTTAGE - THAT EVENING**

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

178 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*?

179 TWILIGHT  
Fluttershy seems to think she can reform Discord and asked us to give her a chance, so that's what we're doing.

180 RARITY  
This is bound to be a disaster. I'm so glad I didn't bother wearing my fanciest outfit.

181 PINKIE PIE  
You still look pretty nice, though.

182 RARITY  
Oh why thank you. This old rag's  
only my eighth fanciest outfit.

183 TWILIGHT  
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.

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

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

#### **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.

185 FLUTTERSHY  
You see what a beautiful job he did  
helping me get ready? Discord even  
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.

186 DISCORD  
May I take your hats, ladies?

The ponies balk, realizing he's talking about the Elements of  
Harmony they're wearing. Twilight backs away and turns to  
the others warily.

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



ANGLE ON: several CANDLES TAP DANCING UP A STORM. \*

BACK ON: \*

197 RAINBOW DASH \*  
Of course they don't! You're the \*  
one who makes them - \*

The DANCING CANDLES suddenly RUSH INTO FRAME and start \*  
KICKING RAINBOW DASH MERCILESSLY. \*

198 RAINBOW DASH (CONT'D) \*  
Hey! Knock it off! \*

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

199 RAINBOW DASH (CONT'D) \*  
Now wait a second. I never said \*  
anything bad about pies! \*

200 PINKIE PIE \*  
And who would? I mean really! \*

201 TWILIGHT \*  
What the horse-and-bridle is going \*  
on here? \*

202 DISCORD \*  
Why whatever do you mean? \*

203 TWILIGHT \*  
Walking gravy boats? Dancing \*  
candles? There's something fishy \*  
going on here. And I don't just \*  
mean you guys. \*

ANGLE ON two FISH SHAPED SOUP TUREENS exchanging ANXIOUS \*  
GLANCES with one another and FLAPPING THEIR TAILS. \*

204 TWILIGHT (CONT'D) \*  
Discord's obviously behind all this \*  
and I'll bet he's just getting \*  
warmed up. \*

205 DISCORD \*  
Or maybe I'm learning to use my \*  
magic for good like I'm supposed \*  
to. Isn't that right, Fluttershy? \*

206 FLUTTERSHY \*  
Well... Discord did work hard to \*  
make this table setting special... \*  
(MORE)

FLUTTERSHY (CONT'D)  
and then Rainbow Dash had to go and  
hurt the gravy boat's feelings.

\*  
\*

207 RAINBOW DASH  
Gravy boats don't have feelings!

\*  
\*

ANGLE ON: the SNARLING GRAVY BOATS readying another gravy  
attack.

\*  
\*

208 APPLEJACK  
Settle, Dashie...

\*  
\*

209 DISCORD  
Thank you, Fluttershy.  
(feigning injury)  
At least one of you appreciates my  
genuine efforts.

\*  
\*  
\*  
\*

210 FLUTTERSHY  
That's what friends do.

Her complete lack of guile catches Discord off guard.

\*

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

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

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

Discord seems to be genuinely moved by this new development.  
Fluttershy and Discord seem to actually be sharing a moment.

ANGLE ON all the other ponies WITH THEIR JAWS DROPPED OPEN.

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

214 FLUTTERSHY  
Angel! No. Not on the table!  
Naughty, Angel... naughty.

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

Angel makes all kinds of FRANTIC GESTURES.

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

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

217    ALL THE PONIES  
Apple.

Angel TOUCHES HER NOSE, then points to Applejack.

218    ALL THE PONIES (CONT'D)  
Applejack!

Angel shakes her head in frustration.

219    RARITY  
Sweet Apple Acres?

Angel 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.

220    APPLEJACK  
Oh no!

Applejack turns and bolts out the door.

221    TWILIGHT  
What is it, Applejack?

222    APPLEJACK  
Those darn beavers!

As Applejack exits, Rainbow Dash gets it.

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

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

224    DISCORD  
Who? Me??

225    RAINBOW DASH  
Oh give it a rest. 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. Discord watches her go, then puts his hands behind his head and his FEET ON THE TABLE. Some the of the Utensils Come to Life REACT TO THE PROXIMITY OF HIS FEET. \*

FADE TO BLACK.

END OF ACT II

ACT III

**EXT. SWEET APPLE ACRES - A LITTLE LATER**

The ponies look on, dumbfounded, at an IMPOSSIBLY ELABORATE BEAVER DAM CONSTRUCTION PROJECT. Three teams of beavers are all 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 TWILIGHT

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

233 FLUTTERSHY

Well... I don't want to jump to conclusions....

234 RAINBOW DASH

Are you kidding me? This situation's got his pawprints all over it!

235 FLUTTERSHY

You're only saying that because you aren't aware of all the progress he's been making. If we go back to my house for dessert you'll see the lovely cake he decorated -

236 PINKIE PIE

Ooh. That sounds good.

237 RARITY

Fluttershy! Wake up! He's been using you, playing you for a fool!

238 RAINBOW DASH

He knows if he has you on his side he doesn't have to worry about the Elements of Harmony and can do as he darn well pleases.

239 FLUTTERSHY

Is that what you think too, Twilight?

240 TWILIGHT

I do.

241 FLUTTERSHY

But Princess Celestia wants us to reform him and I know I can do it. I just know it!

242 TWILIGHT

Let it go, Fluttershy.

243 FLUTTERSHY

I won't.

244 TWILIGHT

It's not your fault. You did your best, but you can't reform Discord. I'm not sure anyone can.

245 SPIKE  
(pointing O.S.)  
Check it out and see for yourself.

All the ponies turn and look.

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.

246 DISCORD  
Hey there, Fluttershy! You want a turn. The water's great! Though I have to say I prefer ice skating.  
(then)  
Actually, now that I mention it...

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.

ANGLE BACK ON Fluttershy, fuming.

247 FLUTTERSHY  
Why... that... no good...

Fluttershy BOLTS off in his direction.

Twilight turns to the other ponies.

248 TWILIGHT  
Quick! The Elements!

They all make sure their elements are on and run off.

249 TWILIGHT (CONT'D)  
Spike, bring Fluttershy's!

250 SPIKE  
Got it!

ANGLE BACK ON Discord as Fluttershy bears down on him.

251 DISCORD  
Oh, Fluttershy, I don't blame you for hurrying. I wouldn't want to miss out on a second of this either.  
(holding up skates)  
Brought a pair for you, too. Hope they fit.

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

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

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

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

254 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). \*

The ponies stop at their edge of the pond and call over.

255 TWILIGHT  
Fluttershy! Are you okay?

256 FLUTTERSHY  
DISCORD!!!

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

258 FLUTTERSHY  
You don't know the half of it. And  
if you were really my "pal" you'd  
help me up!

259 DISCORD  
Oh, I'm so sorry. Kinda new to  
this whole friend thing.

He offers a hand.

260 FLUTTERSHY  
(smacking it away)  
I don't want your help!

261 DISCORD  
Wow. This friend stuff is  
confusing.

The other ponies GINGERLY join Fluttershy on the ice.

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

263 TWILIGHT  
Put it on, Fluttershy. Time to  
send him back to the stone from  
whence he came, and it only works  
if we all do it together, remember?

264 PINKIE PIE  
Hey guys, check this out!

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

265 PINKIE PIE (CONT'D)  
Whoooooooooooooooooooo!

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

267 PINKIE PIE (O.C.)  
(doppler effect)  
Whooo-hoooooooooooo....

ANGLE BACK ON Fluttershy and Twilight. Spike's still holding  
the element out to her.

268 TWILIGHT  
Go on, take it.

269 FLUTTERSHY  
No. I won't do it.

270 TWILIGHT  
What??? Why not? You want him to  
win, is that it?

271 FLUTTERSHY  
Of course not.

272 TWILIGHT  
Then why won't you help us turn him  
back to stone?

273 DISCORD  
(elated)  
Because she's my friend.  
(MORE)

DISCORD (CONT'D)

That's why. Because she  
understands, unlike you, that a  
tiger needs to have his stripes...

274 FLUTTERSHY

I am not your friend.

275 DISCORD

... a horse needs her hooves, a  
bunny needs her -  
(then, realizing)  
What did you say?

276 FLUTTERSHY

I said I AM NOT YOUR FRIEND!

Discord is stunned.

277 DISCORD

But, but, but, but -

278 FLUTTERSHY

(mocking him)  
But but but but...

279 DISCORD

(stung)  
But you said we were friends.

280 FLUTTERSHY

That was before you did all this  
stuff! You wanna be friends again?  
Fine! Then fix it! Fix it all!

281 DISCORD

Fix what?

282 FLUTTERSHY

You know what I'm talking about,  
buster! FIX IT!

Discord looks around, bewildered. The other ponies all look  
on in amazement.

283 FLUTTERSHY (CONT'D)

So what's it gonna be, "pal??" You  
wanna be friends or not? Well?  
WELL????

Fluttershy glares at Discord fearsomely.

284 DISCORD

You - you think you can boss  
Discord around?  
(MORE)

DISCORD (CONT'D)  
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!

Discord considers the weight of this and acquiesces.

285 DISCORD (CONT'D)  
Okay. Fine.

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.

286 DISCORD (CONT'D)  
I liked it better my way. But for  
my friend Fluttershy, even I'm  
willing to occasionally change my  
stripes.

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

DISSOLVE TO:

**EXT. PONYVILLE - DAY**

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

287 DISCORD  
Yes, Princess. I am ready to use  
my magic for good instead of  
evil... usually.

288 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.

289 TWILIGHT  
The rest of us were all more than  
ready to give up on Discord, and we  
even pressured Fluttershy to do the  
same.

The other ponies look a little guilty and give Fluttershy  
apologetic glances.

290 TWILIGHT (CONT'D)

But she held her ground and tried something that the rest of us never would have considered... By treating Discord as a friend with something to offer, she got him to realize that friendship was actually important to him. And something that once he had, he didn't want to lose.

291 FLUTTERSHY

(to Discord)

But you still could you know. So watch yourself.

(then)

Go on. Say it.

292 DISCORD

Fine. Okay.

(fighting every syllable)

"Friendship is magic."

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

293 PRINCESS CELESTIA

Why Fluttershy, it sounds as though you may have a future as my liaison to magical creatures throughout Equestria.

294 FLUTTERSHY

Wow. Thank you, Princess. That would be a great honor.

(then)

But can we make sure I get summers off and three day weekends, because those creatures can be exhausting.

295 DISCORD

Hey!

The ponies all laugh at his expense. Fluttershy gives Discord a playful punch on the shoulder. He smiles reluctantly.

SLAM TO BLACK.

END.