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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
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?

6 RARITY ***
Do I have to choose?

Rainbow Dash rolls her eyes. ***

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. ***

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

10 TWILIGHT
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)

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?

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

(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

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...

(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

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?

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.

EXT. PONYVILLE - A LITTLE LATER

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

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

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

Princess Celestia nods.

51 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.
(then)
Fluttershy, we're all counting on
you.

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

52 TWILIGHT

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

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

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

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. We're in this
together.

This sets Fluttershy's mind at ease.

60 TWILIGHT (CONT'D)

Let's do this.

The magic resumes. The stone RUMBLES and CRACKS. Discord
gradually emerges.

61 DISCORD

<emerging roar>

62 PONIES
<collective fearful gasp>

His upper torso free, Discord STRETCHES.

63 DISCORD
<roar morphing into yawn>

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

64 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.

65 TWILIGHT
What do you think you're doing?

66 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.

67 APPLEJACK
You're doing that on purpose!

68 PINKIE PIE
Make that bunny cute again. Now!

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

70 GIANT SABER-TOOTHED TIGER BUNNY
<terrifying roar>

71 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.

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

73 TWILIGHT
How'd you know about that?

74 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.

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

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

77 RAINBOW DASH
Try us, Dip-cord.

78 TWILIGHT ***
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.

79 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. ***

80 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. ***

81 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. ***

82 BEAVERS
<nasty snarling>

They all turn and dart off in different directions.

ANGLE BACK ON Discord's sinister sneer.

83 DISCORD
Oopsie.

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

85 RAINBOW DASH
You go, Fluttershy.

86 DISCORD
Oh you will now?

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

PUSH IN on Fluttershy dramatically.

88 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.

89 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.

90 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.

91 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.

92 FLUTTERSHY
Oh. Dear.

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, while Fluttershy busily FIXES UP THE PLACE for her new guest while ANGEL follows her around anxiously.

93 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)
(MORE)

FLUTTERSHY (CONT'D)

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, rushes over to pull helplessly on Discord's
leg, growing increasingly frustrated, while...

94 FLUTTERSHY (CONT'D)

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

95 DISCORD

Oh, yes. Thank you, Fluttershy,
for your concern. If only your
pony friends could be as
considerate.

96 RAINBOW DASH

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

97 DISCORD

("innocent")

Now why in the world would I ever
try to do a thing like that?

98 RAINBOW DASH

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

99 DISCORD

Why, I never thought of that.

100 RAINBOW DASH

Big fat liar.

101 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.

102 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.

103 DISCORD (CONT'D) ***
 There. All better.

ANGLE BACK ON the ponies.

104 APPLEJACK
 I can't watch.

105 RAINBOW DASH
 We'll be outside.

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

106 TWILIGHT
 You sure you're okay with this?

107 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. ***

108 TWILIGHT ***
 (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 are in a PITCHED BATTLE OVER THE COUCH ***
 and TWILIGHT CAN'T HELP BUT FIND IT DISTRACTING. ***

109 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, who was furiously pulling on Discord's ***
 leg, now HAD A HOLD OF NOTHING and TUMBLES BACKWARD ACROSS ***
 THE FLOOR. ***

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

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

111 TWILIGHT ***
 (still distracted) ***
 Mmm-hmm. ***

112 FLUTTERSHY ***
I learned that... ***

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

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

113 FLUTTERSHY (CONT'D) ***
Twilight... ***

114 TWILIGHT ***
Sorry. ***

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

115 FLUTTERSHY ***
I learned that berating Discord ***
does no good. I think the key is ***
to befriend 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. ***

116 DISCORD ***
Any more food around here? ***

117 FLUTTERSHY ***
(cheery to Discord) ***
Check the pantry. ***

118 TWILIGHT ***
And you really think that will ***
work? ***

119 FLUTTERSHY ***
I hope so. I think it's worth a ***
try. ***

Twilight considers this for a moment. ***

120 TWILIGHT ***
Okay. ***

Twilight casts another spell in Discord's direction. ***

121 TWILIGHT (CONT'D) ***
 But 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.

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

With a dismissive look, Twilight exits.

EXT. FLUTTERSHY'S COTTAGE - MOMENTS LATER

Twilight joins the other ponies, who still wait outside.

123 RAINBOW DASH ***
 She's really alright with him ***
 staying there? ***

124 TWILIGHT ***
 That's what she said. ***

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

126 TWILIGHT ***
 I know Princess Celestia believes ***
 Fluttershy will be the one to find ***
 a way to change Discord, but I ***
 don't think it would be a terrible ***
 idea to have a backup plan just in ***
 case she doesn't. ***

Applejack and Rainbow Dash nod in agreement. ***

INT. FLUTTERSHY'S COTTAGE - A LITTLE LATER

Fluttershy busies herself in the kitchen. ***

127 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, who lies on a shelf throwing a look back at ***
 Fluttershy as if to see "Ya huh... ya see??" ***

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

Fluttershy looks around. ***

129 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. ***

130 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??? ***

131 DISCORD ***
 Am I? How odd of me. ***

He shoves another piece in his mouth. ***

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

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

133 DISCORD ***
 You like carrots, Angel? ***

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

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

Angel FUMES then POKES Discord in the eye. ***

135 DISCORD (CONT'D) ***
 Ow! ***

INT. TWILIGHT SPARKLE'S LIBRARY - LATER

Twilight FLIPS RAPIDLY through book after book.

136 TWILIGHT
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.

137 SPIKE
Right here, Twilight.

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

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

139 TWILIGHT
Not very. That's why we've got to
have a reforming spell up and
running pronto.
(then, re: another book)
Weird. It's not here either.

She tries another.

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

141 TWILIGHT
Relax. Celestia cast a spell
protecting them, remember?
(then)
Uh oh.

142 SPIKE
What's wrong?

143 TWILIGHT
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. ***

144 TWILIGHT (CONT'D) ***
That sneak! ***

INT. FLUTTERSHY'S COTTAGE - LATER

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

145 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, who's getting knocked around far worse by it than she is, through...

146 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 hangs on for dear life from the floor to keep from falling to the ceiling. Fluttershy must turn upside down also to help.

147 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.

148 FLUTTERSHY
 My friends aren't nasty.

149 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 and sneers. ***

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

151 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.

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

153 FLUTTERSHY
We're fine. Everything's going great. **Isn't it**, 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.

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

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

156 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.

157 TWILIGHT/SPIKE
Seriously?

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

159 TWILIGHT

A "little" space? I know you're ***
trying to "befriend" him, but ***
letting Discord run amok like this ***
is only going to end up creating ***
bigger problems. ***

160 SPIKE

He already somehow tore out all the ***
reforming spells from the library. ***

Fluttershy considers this for a moment. ***

161 FLUTTERSHY

That does explain the paper eating. ***

162 TWILIGHT

He ate them?! ***

163 FLUTTERSHY

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

164 TWILIGHT

And you believed him? ***

165 FLUTTERSHY

If I'm going to be his friend, I ***
have to start by giving him the ***
benefit of the doubt. ***
(then) ***

I 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. ***

166 TWILIGHT

(sigh)

All right. Dinner it is.

Fluttershy starts to fly up, then doubles back.

167 FLUTTERSHY

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

168 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.

169 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*?

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

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

172 PINKIE PIE
You still look pretty nice, though.

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

174 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.

175 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.

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.

176 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.

177 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. ***

178 TWILIGHT

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

INT. FLUTTERSHY'S COTTAGE - LATER THAT EVENING

The ponies are now all seated around the table. ***

179 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? ***

180 PINKIE PIE

You bet. Pass the gravy, please. ***

181 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. ***

182 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. ***

183 PINKIE PIE

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

184 RAINBOW DASH

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

185 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. ***

186 DISCORD ***
 Oopsie. So sorry. ***

187 RAINBOW DASH ***
 Hey! He did that on purpose! ***

188 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. ***

189 FLUTTERSHY ***
 Ooh, look - how fun! ***

190 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.

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

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

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

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

194 PINKIE PIE
 And who would? I mean really!

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

196 DISCORD
Why whatever do you mean?

197 TWILIGHT
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.

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

199 FLUTTERSHY ***
Discord? ***

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

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

202 FLUTTERSHY ***
Now let's not jump to ***
conclusions... ***

203 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! ***

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

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

206 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. ***

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

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

209 FLUTTERSHY
Because that's what friends do.

Her complete lack of guile catches Discord off guard.

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

211 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.

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

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

214 FLUTTERSHY (CONT'D)
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! Those darn beavers!

As Applejack exits, Rainbow Dash gets it.

221 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 look shocked.

222 DISCORD
Who? Me??

223 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

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.

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

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

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

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

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

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

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

231 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.

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

233 FLUTTERSHY ***
I've just been trying to gain his ***
trust and 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. ***

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

ANGLE BACK ON Fluttershy. ***

235 FLUTTERSHY ***
Guess it's time to see if it ***
worked. ***

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

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

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

238 DISCORD ***
Oh yes, awful business that. ***

239 FLUTTERSHY ***
Well, I know that the beavers only ***
did it because of your magic so I ***
really think you should fix it. ***

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

241 FLUTTERSHY ***
Yes? ***

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

243 FLUTTERSHY ***
Well, I don't know if... ***

244 DISCORD ***
Seems the least a friend would do. ***

245 FLUTTERSHY ***
Well, I suppose. ***

246 DISCORD ***
So we're agreed? ***

247 FLUTTERSHY ***
Well... I guess... ***

Discord beams. ***

248 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. ***

249 DISCORD (CONT'D) ***
There. Much better. I so prefer ***
ice skating to water skiing. Don't ***
you? ***

ANGLE BACK ON Fluttershy, fuming. ***

250 FLUTTERSHY ***
That's! Not! Fixing it! ***

251 DISCORD ***
Why whatever do you mean? Clearly ***
you've never been ice skating. ***
Don't knock it till you've tried ***
it. ***

Fluttershy, still fuming, BOLTS off in his direction. ***

Twilight turns to the other ponies.

252 TWILIGHT
Quick! The Elements! Spike, bring
Fluttershy's!

253 SPIKE
Got it!

ANGLE ON Discord as Fluttershy bears down on him.

254 DISCORD
Oh, Fluttershy, I don't blame you
for hurrying.
(MORE)

DISCORD (CONT'D)
 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, in a rage, runs straight out onto the ice,
 sending herself into a LONG SKID.

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

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

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

257 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).

258 FLUTTERSHY
 DISCORD!!!

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

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

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

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

263 TWILIGHT
 (re: Fluttershy's element)
 Put it on, Fluttershy. He fixes
 this or he goes back to being
 stone.

(MORE)

TWILIGHT (CONT'D)

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. ***

264 FLUTTERSHY

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

Discord grins. ***

265 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.

266 PINKIE PIE (CONT'D)

Whoooooooooooooooooooo!

267 APPLEJACK

(as she shoots by)

Pinkie, knock it off. This is
serious!

268 PINKIE PIE (O.C.)

(doppler effect)

Whooo-hoooooooooooo....

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

269 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. ***

270 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 - ***

271 FLUTTERSHY

(heaving the skates)

Not! Your! Friend! ***

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

272 DISCORD ***
Fine! I'll just keep skating alone ***
then. ***

273 FLUTTERSHY ***
You wanna be friends again, you'll ***
turn this all back the way it was! ***

274 DISCORD ***
Doesn't matter. I'm free! Free ***
forever! ***

275 FLUTTERSHY ***
I said fix it - now! ***

276 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. ***

277 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. ***

278 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. ***

279 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? ***
(MORE)

DISCORD (CONT'D)

(then)

Sorry. Still new to this.

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.

280 DISCORD

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

281 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.

282 TWILIGHT

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.

283 TWILIGHT (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.

284 FLUTTERSHY

(to Discord)

But you still could you know. So watch yourself.

(then)

Go on. Say it.

285 DISCORD

Oh. Alright.

(fighting every syllable)

"Friendship is magic."

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

286 PRINCESS CELESTIA
Fluttershy, you may just have a
future as liaison to magical
creatures throughout Equestria.

287 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.

288 DISCORD
Hey!

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

SLAM TO BLACK.

END.