

Distribution:

Production:

Sarah Wall
Meghan McCarthy
Jayson Thiessen
James Wootton
Angela Belyea
Ridd Sorensen
Lesley Crawford

Discovery/Hasbro:

Donna Ebbs
Carin Davis
Tegan Molloy
Laurence Braun
Stephen Cramer

Hasbro Studios:

Stephen Davis
Linda Steiner
Kathy Page
Robert Fewkes
Sophia Hussain

Hasbro IP & Brand:

Mark Wiesenhahn
Matt Mattus
Valerie Jurries
Donna Tobin

Hasbro Design:

Liz Knight
Dean Carley

MY LITTLE PONY III

"Just for Sidekicks"

Episode 308

Written by

Corey Powell

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TEASER

SC 1 - INT. LIBRARY - DAY

SPIKE stirs a big bowl full of batter with one hand while popping small jewels from a bowl into his mouth with his other. OWLOWICIOUS watches him from his perch.

1 SPIKE
(sings)
Spike is great, makin' a jewel
cake!

Owlowicious tilts her head curiously.

2 OWLOWICIOUS
Hoo.

Spike points to his chest.

3 SPIKE
Me, that's who!

Spike juggles a few jewels and then tosses them into the air so that he can catch them with his mouth.

4 SPIKE (CONT'D)
(sings)
Been savin' up my gems so fine. For
a cake that is divine.

He reaches over again and rolls the jewels from the tips of his fingers, down his arm and over his shoulder so that he can get them into his mouth.

5 OWLOWICIOUS
(warning)
HOOO!

Spike looks around curiously.

6 SPIKE
Who are you hooing at?

Owlowicious knits her brows and uses her wing to point at Spike's bowl of jewels.

7 SPIKE (CONT'D)
I know! They're delicious!

He grabs a few in each hand and holds them out.

8 SPIKE (CONT'D)
Now you see them... now you don't!

He pops the jewels and <GOBBLES> them.

9 SPIKE (CONT'D)
(sings)
This is how you make a jewel cake.
Stir in some gems and then you
bake...

He grabs a few more jewels and throws them at the bowl of batter. However, before they hit, he snatches them and shoves them into his mouth.

10 SPIKE (CONT'D)
(sings with mouth full)
Gonna eat, eat, eat it up.
Gonna...

11 OWLOWICIOUS
(emphatic)
HOOO!

Spike <SWALLOWS> and looks at Owlowicious, who puts his wings on his hips and shakes his head.

12 OWLOWICIOUS (CONT'D)
Hoo, hoo!

Spike waves him off.

13 SPIKE
Do you mind? I'm trying to make a
cake here.

He vigorously stirs his batter and then lifts his bowl full of jewels over his head. He tips the bowl ready to dump them into the batter, but nothing falls out. Spike lowers the bowl to realize that it is empty.

14 SPIKE (CONT'D)
(tragic)
What happened to all my jewels!?!

He turns to Owlowicious.

15 SPIKE (CONT'D)
Who took my jewels? I had a bowl
full of jewels here and now I
don't, which means somebody took
'em!

Owlicious cocks his head in an "I told you so" fashion and then points at Spike with his wing.

16 OWLOWICIOUS
Hoo.

17 SPIKE
Who?! That's what I'm asking!?!
Who? Who took my jewels!

Suddenly, he notices himself instinctively grabbing at the empty bowl to retrieve more to eat and it finally sinks in.

18 SPIKE (CONT'D)
Oh, I'm who.

He peers into his bowl of batter morosely and then turns back to Owlowicious.

19 SPIKE (CONT'D)
This cake was gonna be sooooo
good. Why?! Why?!

He slumps down and notices a jewel that has fallen on the floor. He excitedly stuffs it in his mouth, then realizes what he's done.

20 SPIKE (CONT'D)
(to the heavens)
WHY?!

FADE TO BLACK:

END OF TEASER

MAIN TITLES

ACT I

SC 2 - INT. LIBRARY - MOMENTS LATER

Spike is sitting next to his batter bowl singing a grim little ditty.

21 SPIKE
(sings slowly, tunelessly)
I have no jewels. I have no cake,
I'm a sad little dragon with
nothing to...

The doorbell <RINGS>.

22 OWLOWICIOUS
Hoo..

23 SPIKE
... is it?

FLUTTERSHY tentatively enters the library with Angel Bunny on her back. She notes Spike's baking supplies.

24 FLUTTERSHY
Oh, goodness, I hope I'm not interrupting anything.

25 SPIKE
Well, I do have this cake to NOT bake.

26 FLUTTERSHY
Sorry. It's a bad time...

She starts to leave. Spike stops her.

27 SPIKE
Inside joke.
(then)
Talk to me.

28 FLUTTERSHY
It's just that Princess Cadence invited us girls to a spa party in the Crystal Empire tomorrow and...

29 SPIKE
(interrupts)
Oh, I know all about the spa party for you girls. As if dragons don't like a little pampering!

Fluttershy looks upset.

30 FLUTTERSHY
I don't know what I was thinking. Of course, you might be upset for not being invited, and here I am coming to ask you a favor.
(then)
You were probably going to say "no", anyway. All I had to offer you in exchange was one little jewel.

Suddenly, Spike is all ears.

31 SPIKE
What was that?

32 FLUTTERSHY
All I have is this jewel.

Fluttershy reaches into the pack on her back and pulls out a HUGE JEWEL. It sparkles in the light and Spike is transfixed. He licks his lips.

33 SPIKE
Whoa. That's a really big one, a really big, juicy, perfect for a cake-topper jewel!

34 FLUTTERSHY
Does this mean you'll do it?

Spike doesn't look away from the jewel.

35 SPIKE
Yeah, sure.

Fluttershy embraces Spike who is still admiring the jewel.

36 FLUTTERSHY
Thank you! Thank you! So, while I'm at the party you'll take care of Angel, and tomorrow is Tuesday which is his tail fluffing day, and it's really important for him to look good, so it's a big day...

Spike looks at her in surprise.

37 SPIKE
Wait, what?! You want me to take care of him?

He squints at Angel Bunny.

38 FLUTTERSHY
Oh, well, yes. But if it's too much trouble... I can always see if there's somebody else.

Spike looks at Angel Bunny who scowls at him. Spike eyes the sparkling jewel. He looks back at Angel Bunny who sticks out his tongue. Spike eyes the jewel again. His tummy GRUMBLES. He looks back at Fluttershy.

39 SPIKE
Of course it's not too much trouble. Would have done it for nothing.
(then, quickly)
(MORE)

SPIKE (CONT'D)

But we already agreed on the whole
jewel thing so I'll just...

He quickly takes the jewel.

40 FLUTTERSHY

Thank you, thank you, thank you!

(then)

Angel, aren't you just so excited?
You get to spend the whole day with
Spike.

Angel Bunny scowls.

41 FLUTTERSHY (CONT'D)

See you tomorrow.

She gallops out of the room and as Spike watches her go, it's
clear that the wheels are starting to turn in his head. He
eyes the jewel in his hand and then turns to Owlowicious.

42 SPIKE

You know, she's not the only pony
with a pet that might need some
watching.

SC 3 - EXT. STREETS OF PONYVILLE - DAY

Spike stands in front of RAINBOW DASH and RARITY.

43 SPIKE

All I'm saying is, if Fluttershy
thought that her beloved little
friend shouldn't be left alone
while you're hoofing it up in the
Crystal Empire, then maybe that's
just something to think about.

Rainbow Dash <SNORTS>.

44 RAINBOW DASH

Tank's not some fuzzy little bunny.
He can take care of himself.

TANK flies into an awning and knocks off his propeller hat.
He immediately <CRASHES> to the ground. Rainbow Dash freezes
for a BEAT, but then goes on as if nothing happened.

45 RAINBOW DASH (CONT'D)

He's a strong, fearless and totally
together pet...

Tank then tries to stick his head back into the propeller hat, but it keeps rolling away from him. Rainbow Dash tries her hardest not to look his way.

Spike smugly picks up the propeller hat and places it on Tank's head. He immediately starts to fly again, only to smack into the same awning and knock his hat off one more time.

At the sound of the <CRASH>, Rainbow Dash pulls a jewel out of her pack and places it on the ground.

46 RAINBOW DASH (CONT'D)
All right, you can watch him, but only because um... Tank's got a strict flying regimen and someone needs to make sure that he doesn't slack off while I'm gone. You know, the two of us are very diligent...

Spike takes the jewel, licks his lips, and stops listening.

47 SPIKE
Nnnnkay, whatever.

Rarity rolls her eyes and turns to Spike.

48 RARITY
As for Opal, she likes to eat every thirty-six and a half minutes...

Spike whips out a notebook and starts taking diligent notes.

DISSOLVE TO:

SC 4 - EXT. STREETS OF PONYVILLE - LATER

Spike's list is trailing on the ground as he continues to take very careful notes.

49 RARITY
...and the temperature in the room should always be exactly 81.4 degrees. It's the only way she can sleep and...
(takes a deep breath)
... thanks for all your help and good luck to you!

She turns to walk away when Rainbow Dash <CLEARS HER THROAT> pointedly.

50 RAINBOW DASH
I think the dragon was expecting a
little something for his efforts.

Spike looks at Rarity wide-eyed and faux-innocent as she
reluctantly pulls a large gem from the decoration on her
harness. Spike holds it.

51 SPIKE
Spectacular!
(then, adoringly)
Almost as beautiful as the pony who
gave it to me!

Rainbow Dash rolls her eyes.

52 RAINBOW DASH
Shouldn't you be critter-proofing
the library or something? Tank has
a tendency to...

An O.S. CRASH.

53 RAINBOW DASH (CONT'D)
Need a lot of open space.

Now it's Rarity's turn to roll her eyes.

54 SPIKE
Critter-proofing. Yeah, I'll get
right on that.

Spike rushes off, grinning.

55 SPIKE (CONT'D)
Three down, three to go.

SC 5 - INT. PINKIE PIE'S HOUSE - SOON AFTER

Spike stands over the inert alligator, GUMMY, with his hand
cupped around his ear.

56 SPIKE
Wait, what's that you said, Gummy?

He cocks his head and pretends to listen for a moment. Gummy
doesn't move.

57 SPIKE (CONT'D)
Ummmm hmmm, well, you're just
going to have to ask Pinkie Pie
about that one.

PINKIE PIE bounds over to Spike and Gummy. She bounces in place.

58 PINKIE PIE
Ask me! Ask me!

Spike nudges Gummy.

59 SPIKE
Go ahead, ask her.

Gummy remains motionless.

60 PINKIE PIE
Of course, you can have another
cupcake!

Spike SHAKES his head. Pinkie tries to listen again.

61 PINKIE PIE (CONT'D)
Why didn't you say so!?! I'll get
you a bigger pond immediately!

62 SPIKE
I think what Gummy's trying to say
is...

63 PINKIE PIE
He's always wanted a pair of
jodphurs!?! His toenails need a new
coat of shellack? He wants to
floss twice a day instead of just
once?

Spike holds up a hand to silence her.

64 SPIKE
... I think what Gummy is trying to
say is that he'd like a little
"Spike" time.

Pinkie Pie is jubilant.

65 PINKIE PIE
Who wouldn't!?! Spike time is the
best!!

66 SPIKE
Alas, it doesn't come cheap!

He holds out his hand, expectantly.

SC 6 - INT. LIBRARY - NEXT DAY

Spike stands in the library looking at his jewels jubilantly. He now has five. He's paying no attention to Rainbow Dash who is delivering Tank.

67 RAINBOW DASH

All I'm saying is you might wanna think about a helmet. You only want to be hit in the head by a flying turtle once.

68 SPIKE

(not listening)

A thousand plus carats of pure deliciousness.

He licks his lips as Pinkie Pie and Rarity arrive with OPAL and Gummy. Applejack follows holding WINONA'S leash in her mouth. Winona is boisterous and pulling enthusiastically. Applejack notices the other pets.

69 APPLEJACK

Looks like you got a regular pet day care in here.

(then, concerned)

You'll still be able to get in some good playtime with Winona like you said though, won't ya? She tends to get a little wild if she doesn't get her exercise.

70 SPIKE

Exercise. Sure. Of course.

Applejack drops the leash over Spike's arm and Winona immediately pulls him over. Spike hits the ground just as TWILIGHT SPARKLE walks into the room and looks around at all the animals in surprise.

71 TWILIGHT SPARKLE

What's happening? I don't remember seeing critters on the invite list.

72 APPLEJACK

That's 'cause we're leavin' them here with Spike. He's gonna do a little critter sittin' for us.

Twilight eyeballs Spike who jumps to his feet and dusts himself off.

73 TWILIGHT SPARKLE
Oh, really?

Fluttershy dashes in and drops Angel Bunny into his arms.

74 FLUTTERSHY
So sorry I'm late. Silly rabbit had
hidden his brush.

Angel Bunny grins mischievously as Fluttershy sets down a bag
of supplies that includes a hairbrush.

75 FLUTTERSHY (CONT'D)
The green bottle is the leave-in
conditioner. Be sure you get plenty
on his tail or it won't get as
poofy as he likes it.

Angel Bunny immediately jumps out of Spike's arms and sits
down defiantly.

76 APPLEJACK
Come on, girls or we're gonna miss
the train.
(then to Winona)
One more for the road.

Winona flips over on her back and Applejack gives her a belly
rub. We PAN ACROSS the others as they say their goodbyes.

Pinkie Pie gives Gummy a big squeeze...

77 PINKIE PIE
No, I love you more!

Rainbow Dash looks around to make sure no one is watching and
gives Tank a little nose nuzzle.

Fluttershy tries to console Angel Bunny.

78 FLUTTERSHY
Oh, I promise it will be okay. I'll
fluff your tail twice next week.

Angel Bunny waves her off.

79 FLUTTERSHY (CONT'D)
Three times.

Angel Bunny relents and lets Fluttershy give him a little
nuzzle.

Rarity cocks one delicate ear as Opal shivers.

80 RARITY
(to Opal)
I know! It's a frigid 81.2 in
here.
(calls to Spike)
Spike! Take care of this won't
you!?!

END PAN on Spike who is standing next to Twilight.

81 SPIKE
You got it.
(then, to Twilight)
Soooo, what're you thinking about
that hooting little friend of
yours? Suppose you'll want me to
keep an eye on him too.

82 TWILIGHT SPARKLE
That would be nice.
(then)
You sure you don't already have
your hands full?

83 SPIKE
Pshaw. I'll be fine.

Spike looks around the room, then leans in close to Twilight.

84 SPIKE (CONT'D)
(a conspiratorial whisper)
But, uh, just between you and me,
I've gotta give priority to the
paying customers, if you know what
I mean.

85 TWILIGHT SPARKLE
<SIGHS> It means you want me to pay
you to watch Owlowicious.

Spike grins, hopeful. Twilight reluctantly forks over a
jewel.

SC 7 - EXT. LIBRARY - SHORT TIME LATER

All of the ponies are leaving for the party. Spike waves
good-bye as Twilight Sparkle turns one last time.

86 TWILIGHT SPARKLE
You're absolutely sure you can do
this?

87 SPIKE

Of course. Wouldn't have agreed to it if I couldn't. Piece of cake. Speaking of cake, I've got a little something I need to attend to.

Spike licks his lips as he peers into a bag that is now filled with jewels.

88 TWILIGHT SPARKLE

Yes, like, keeping an eye on a house full of critters.

89 SPIKE

Uh, yeah. That was totally what I was talking about.

(then, shooing her away)

Relax. Go pamper yourself in the Crystal Empire. Spike's got it all under control.

Twilight walks off to join her friends. Spike throws the bag of jewels over his shoulder and confidently enters...

SC 8 - INT. LIBRARY - CONTINUOUS

It's chaos. Winona is chasing Tank (who is flying) around the room. Opal is sharpening her claws on the furniture. Angel Bunny is pointing furiously at his tail. Gummy is munching on one of Twilight's books and Owlowicious is shaking his head in consternation.

Spike stands in the doorway, taking in the sight. So much for having everything under control.

END OF ACT I

ACT II

SC 9 - INT. LIBRARY - SHORT TIME LATER

Spike stands defiantly in the middle of the chaos.

90 SPIKE

Okay, guys, I want to see everything that loves a pony right here in front of me.

He points to a spot on the floor. Winona dashes over and sits obediently and enthusiastically. She pants and smiles at Spike. Spike looks around the room and calls out.

91 SPIKE (CONT'D)
There are six of you, but there is
only one right here in front of me!

Tank flies low. Spike reaches up, grabs him by the foot and
sets him down next to Winona.

92 SPIKE (CONT'D)
Two!

He looks around.

93 SPIKE (CONT'D)
Looks like someone is gonna have to
lay down the law around here.

He begins to pace.

94 SPIKE (CONT'D)
(military-style)
All right, sidekicks, front and
center! And what I say goes...

95 OWLOWICIOUS
Hoo!

Spike puts his hands on his hips.

96 SPIKE
Spike, the boss of you, that's who!

He counts her, Winona and Tank.

97 SPIKE (CONT'D)
One, two, THREE!

He spots Opal about to rip into a chair and marches over.

98 SPIKE (CONT'D)
Come on, number four!

She swipes at him. He leaps out of the way just in time and
falls over Gummy. From the floor, he counts the sidekicks
again.

99 SPIKE (CONT'D)
One, two, three, four, five...

He tries again.

100 SPIKE (CONT'D)
One, two, three, four, five...
who's missing?

WHIP PAN to the open door just in time to see Angel's cottontail disappear.

101 SPIKE (CONT'D)
(a la Seinfeld's "Newman")
Angel.

SC 10 - EXT. STREETS OF PONYVILLE - LATER

Spike pulls a wagon down the street. He's wearing a helmet. Tank SLAMS into Spike's helmet and we see that he's been tethered to the wagon like a helium balloon. Opal is in the wagon sleeping. Winona is wagging her tail so vigorously that the wagon can barely stay upright and Owlowicious is perched on Gummy's back. Tank SLAMS into Spike's helmet again.

102 SPIKE
(muttering)
All I wanted were some jewels, big,
juicy delicious jewels, and now
what do I have? A missing rabbit
and...

103 DERPY HOOVES (O.S.)
Missing rabbit?!!

Spike turns to see DERPY HOOVES staring at him in horror.

104 DERPY HOOVES (CONT'D)
Your rabbit is missing!?!

Spike looks around, trying to make sure no one else has heard about this, then turns his attention back to Derpy.

105 SPIKE
Maybe. Why? Have you seen him?

106 DERPY HOOVES
No.

Spike slumps.

107 DERPY HOOVES (CONT'D)
But I know how much a rabbit can
mean to somepony.
(then)
So here. Take mine.

She pulls a stuffed bunny from her things. At the sight of it, Winona leaps into playful pup mode. She jumps from the wagon and grabs the stuffed toy in her mouth.

108 SPIKE
No! Bad girl!

Winona SHAKES her head and the rabbit playfully. Spike grabs hold of the toy's head.

109 SPIKE (CONT'D)
Give. It. Back!

Spike pulls and Winona pulls.

110 DERPY HOOVES
Precious Peter Paddy Paws!

Suddenly, there is a <RIIIIP> and Precious Peter is beheaded. Spike holds the bunny head up by his ears.

111 SPIKE
(nervous laugh) Thank you. I'll treasure it forever.

Derpy is still in shock.

112 SWEETIE BELLE (O.C.)
Oh, little fluffy Angel Bunnykins,
you are soooo cute.

Spike gives Derpy another nervous smile, then begins to run in the direction of Sweetie Belle's voice, animals in tow.

SC 11 - EXT. CUTIE MARK CRUSADER'S CLUBHOUSE - CONTINUOUS

Spike pulls the wagon up to the Cutie Mark Crusaders, who are fawning all over Angel Bunny.

113 APPLE BLOOM
Look how his little nose gets all scrunchy!

SWEETIE BELLE puts another roller on Angel's tail.

114 SWEETIE BELLE
The natural waves in his fluff are to die for!

115 SPIKE
A-hem!

Everyone turns to stare at Spike and the sidekicks.

116 SWEETIE BELLE
Isn't Angel just the cutest thing you've ever seen!?

Angel Bunny waggles his tail in Spike's direction and then, unseen by the ponies, sticks his tongue out at him.

117 SPIKE
Yeah, something like that.

Spike watches as the CMCs continue to fawn over Angel Bunny, an idea forming. He leans in close to Angel and speaks so that only he can hear.

118 SPIKE (CONT'D)
(low, to Angel)
You don't wanna be with me. I'd rather not chase you around all over the place when I could be enjoying some jewel cake.
(then, grinning)
Watch me solve both our problems.

He <CLEARS HIS THROAT> and address the CMCs.

119 SPIKE (CONT'D)
You know... I'm supposed to be watching him but you all have just hit it off so well, that maybe, maybe I could let you take care of him instead.

120 APPLE BLOOM
We would. But we've got some major Crusaders business planned for today.

121 SCOOTALOO
Major.
(then, explaining)
We're getting our skydiving Cutie Marks today.

The three exchange "hoof bumps".

122 SPIKE
Well, I suppose if you've got other plans. You're just so good with him. Like "get a Cutie Mark for bunny-sitting" good.

The Cutie Mark Crusaders like the sound of that.

123 APPLE BLOOM
(considering it aloud)
A bunny-sitting Cutie Mark.

124 SWEETIE BELLE
(sing-songy)
That would be adorable.

Scootaloo pats Angel Bunny.

125 SCOOTALOO
He does seem to like us.

126 APPLE BLOOM
And we hadn't exactly figured out
how we were going to pull off the
whole sky-diving thing.

Spike looks back at the other animals in his care, decides to
take things one step further.

127 SPIKE
Course you never can be sure with
Cutie Marks. What if it turns out
you're really meant to get a dog-
sitting one?

He nudges Winona over to the CMCs.

128 SPIKE (CONT'D)
Or maybe turtle-sitting's your true
calling?

He pulls Tank over to them.

129 SPIKE (CONT'D)
You know what? As hard as it's
going to be for me to part with
these little guys, I think you
should probably just take all of
them.

He pushes the whole wagon over to the girls, removing his bag
of jewels from the back of it as he does so.

130 SPIKE (CONT'D)
You ask me, the more critters you
take care of, the more chances you
have to get some kind of critter-
sitting Cutie Mark. Am I right? Or
am I right?

Spike gives them a smile. Are they buying this? The girls
exchange looks, considering Spike's offer. The share shrugs,
"why not?"

131 APPLE BLOOM
We'll take 'em.

She grabs the wagon handle in her teeth.

132 SWEETIE BELLE
Thanks, Spike! See you when our
flanks are no longer blanks!

They move to leave. Spike does a little victorious arm pump.
He quickly stops as Apple Bloom turns back around to face
him.

133 APPLE BLOOM
(worried)
But wait. How are we going to take
good care of them without treats
for when they're good?

134 SWEETIE BELLE
And we'll need beds for when their
tired.

135 SCOOTALOO
And toys! They need toys!

Spike waves her off.

136 SPIKE
It's an afternoon. They don't need
all that stuff. They'll be fine.

137 APPLE BLOOM
We aren't going to get our critter-
sitting Cutie Marks if they aren't
really, really happy. We need to be
able to buy them some things... we
could use some jewels for that.

She looks at Spike expectantly. Spike makes an elaborate "Who
me?" gesture as he tries to casually drop his bag of jewels
and nudge it with his foot behind a rock.

138 SPIKE
Surely, you aren't looking at me as
though I might have some jewels.
What would I *possibly* be doing with
jewels. Of course, if I had any,
they'd be yours. But, I don't.

Apple Bloom narrows her eyes. She's on to him.

139 APPLE BLOOM

I happen to know for a fact that
Applejack gave you a gem to watch
Winona, which probably means that
everyone else did too which
means...

She holds out a hoof, gestures for Spike to hand-over the
jewels.

140 SPIKE

(crabby)

Obviously no one around here is
getting a Cutie Mark for kindness
towards a poor, hungry little
dragon.

He very reluctantly pulls out one gem.

141 SPIKE (CONT'D)

And that's my final offer. Take it
or leave it!

Apple Bloom grins.

142 APPLE BLOOM

We'll take it!

The ponies canter away. Spike watches as Angel Bunny turns
back to make a face at him. Spike just gives him a little
wave.

SC 12 - EXT. CUTIE MARK CRUSADERS CLUBHOUSE - LATER

Spike walks by with an arm load of baking supplies.

143 SPIKE

(sings)

Gonna put in some flour and add a
little sugar for my five delicious
jewels...

144 OWLOWICIOUS (O.S.)

HOOOOOO!

Spike stops and looks towards the clubhouse. He waits a
BEAT, shrugs and keeps going.

145 SWEETIE BELLE (O.S.)

But pink feathers would look so
good with your eyes!

146 OWLOWICIOUS (O.S.)
HOOOO!

There is an O.S. <CRASH>. Spike winces, but doesn't move.

147 SPIKE
(to himself)
That bird could use a little
color...

148 SCOOTALOO (O.S.)
Has anyone seen Tank's head!?!
Where's his head!?!

Spike drops his supplies and races into the clubhouse.

**SC 13 - INT. CUTIE MARK CRUSADER'S CLUBHOUSE - SHORT TIME
LATER**

The door to the clubhouse flies open. Spike enters wildly.

149 SPIKE
What've you done to the turtle!?!

Scootaloo points to Tank.

150 SCOOTALOO
His head was in his shell! Totally
forgot he could do that!

She wipes her brow, completely frazzled. Spike looks around the room. It's a mess.

151 APPLE BLOOM
Yeah. So, pretty sure critter-
sitting Cutie Marks are out.

152 SWEETIE BELLE
And our critter-*grooming* Cutie
Marks probably aren't going to
appear any time soon either.

Opal <HISSES> at Spike from the top of a shredded curtain where she is sitting just out of reach. She has a comb, brush and hair clip stuck in her fur.

Spike <SIGHS> then looks over to see Gummy floating in a bathtub that has large, bite-sized chunks missing from each side.

Just then, Tank lifts off. He has vividly painted toes. He SMACKS into a wall and leaves polish prints all over.

153 SPIKE
Alright, load 'em up.
(then)
And you can give me back that jewel
I gave you.

154 APPLE BLOOM
Sorry. We don't have it anymore.

155 SPIKE
What? Why not?

156 SCOOTALOO
How do you think we paid for the
industrial-sized pet hair-dryer?

She gestures to Winona who is standing under a contraption
that is blow-drying her hair.

Spike slaps his forehead in disbelief.

SC 14 - EXT. STREETS OF PONYVILLE - SHORT TIME LATER

A dejected Spike is once again trying his hardest to wrangle
the sidekicks. One by one, they attempt to walk, jump or fly
away. Spike grabs them until he's got an arm load of
critters. He staggers under the weight when a shadow
suddenly falls over him. He looks up to see ZECORA.

157 ZECORA
Zecora knows just what to do/about
all this bad mojo that's floating
around you.

Spike eyeballs the animals.

158 SPIKE
I'm thinking a cage and a great big
lock might be next.

159 ZECORA
Zecora can take the bad away/if you
do just what I say.

160 SPIKE
(thrilled)
Really?!

Zecora looks at Spike's bag.

161 ZECORA
But before I can do my duty, I'm
going to need some of your booty.

Spike looks surprised and then resigned as he hands over a jewel.

162 SPIKE
Try not to spend it all on chicken feet.

Zecora starts to walk away.

163 SPIKE (CONT'D)
Wait, where are you going?

164 ZECORA
You think jewels are what you need,
but there's no worse mojo than
dragon greed.

She walks by a LITTLE PONY in a scouting uniform holding out a box. NOTE: The uniform should not look like a real Boy Scout or Girl Scout uniform).

165 PONY
The [Campfire Ponies](#) need new
uniforms, [care to donate?](#)

*
*

Zecora puts the jewel in the pony's box. Spike's mouth drops open as she walks away. Angel Bunny smirks.

166 SPIKE
(after Zecora)
What about my needs!?!

SC 15 - EXT. SIDEWALK IN FRONT OF TRAIN STATION - DAY

Spike has somehow managed to squoosh all of the critters together into a ball-shape and tied it up with ribbon. He rolls them down the street.

167 SPIKE
Almost there--

He stops short as he sees Granny Smith looking at him, shaking her head. He quickly pulls the ribbon and releases the animals.

168 SPIKE (CONT'D)
(to Granny Smith)
Nothing to see here.

She nods.

169 GRANNY SMITH
Mmmmm hmmm.

170 SPIKE
No, no, there's nothing to mmmm hmm
about. Just taking GOOD care of
everyone's animals.

171 GRANNY SMITH
Tsk tsk tsk.

Spike looks around and then sidles up to her.

172 SPIKE
What'm I going to have to do get
this to go away?

She looks at Spike and then at his bag.

173 SPIKE (CONT'D)
<SIGHS> Then this is just between
you and me, right? No other pony
has to hear a word about it?

Granny Smith nods. Spike firmly places the gem in Granny
Smith's hoof. She blinks at him curiously.

174 GRANNY SMITH
A word about what now?

Spike is about to take the jewel back when he feels something
tapping on his shoulder. He turns to see Owlowicious.

175 SPIKE
This better be important.

A train whistle <BLOWS>. Owlowicious gestures to the train.
There, framed in the window of the train, sits Angel. Angel
smirks and waves.

176 CONDUCTOR
All aboard!!

177 SPIKE
("Newman")
Angel!

He rushes off leaving Granny with the jewel.

SC 16 - EXT. TRAIN PLATFORM - MOMENTS LATER

With the animals at his side, Spike hangs his head while the
conductor yells.

178 CONDUCTOR

I can't have all of these animals
on my train. Not without tickets
and not without chaperponies!!

179 SPIKE

All I need is to get on for one
minute, grab a bunny and get off.
Promise!

180 CONDUCTOR

Likely story. No chaperpony, no
train!

181 SWEETIE BELLE (O.C.)

<LAUGHS>

Spike sees the Cutie Mark Crusades walking by and dashes
towards them. He pushes at their legs and guides them
towards the train.

182 SPIKE

Walk this way, ponies.

As Spike ushers the girls towards the ticket booth, he turns
to the conductor.

183 SPIKE (CONT'D)

Is three ponies enough?

The conductor nods.

184 CONDUCTOR

All aboard for the Crystal Empire!

185 CUTIE MARK CRUSADERS

Crystal Empire?!

Spike reaches miserably into his bag and hands over another
jewel.

186 SPIKE

(re: the jewels)

And then there were three.

SC 17 - INT. TRAIN - MOMENTS LATER

Spike marches down the aisles looking for Angel. The Cutie
Mark Crusaders and animals are right behind him.

187 SCOOTALOO

I've always wanted to see the
Crystal Empire!

188 SWEETIE BELLE
I wish I were dressed for it but
still...
(squeals)
THE CRYSTAL EMPIRE!!

Spike winces.

189 SPIKE
We're not really going. We just
needed to get on the train so I can
get that rabbit. And when I do,
we're off!

190 SCOOTALOO
What?!

191 APPLE BLOOM
That's not fair!

Angel pops up from behind a seat and Spike points.

192 SPIKE
There he is!

Suddenly, the train starts to MOVE.

193 CONDUCTOR (O.C.)
Next stop, Crystal Empire!

194 SPIKE
No. No. No-no-no-no-no-no-no!

195 SWEETIE BELLE
We're going to the Crystal Empire!

196 OWLOWICIOUS
Hoo!

Spike sits down, totally defeated.

197 SPIKE
Each and everyone of us, that's
who!

END OF ACT II

ACT III

SC 18 - INT. TRAIN CAR - LATER

Spike, the CMCs and the sidekicks are all in a private car. Angel is hopping from seat to seat and pointing at his tail full of curlers. It is sooo time for someone to take those out! Tank is careening around the room. Opal is swiping at Winona, who puts her butt in the air happily, ready to play. Gummy is inert on the floor and Owlowicious is tangled in the blinds. No one is paying any attention to them. The ponies are too busy gossiping on one seat.

198 APPLE BLOOM

So, it seems like the Crystal
Empire would be really cold, but
I've heard that it's not. It's as
warm as can be!

199 SCOOTALOO

Do you think the walls are crystal?
Maybe even see-thru?! Can you
imagine see-thru walls!

Spike is opposite them with a jewel in each hand.

200 SPIKE

(to himself)

At least, I have you two left, my
delectable little treasures...

Suddenly, Tank flies into the door and knocks it open just as Opal begins to chase Winona. They all sail out the door. There is a tremendous <CRASH> and a <SCREAM>. Spike's eyes go wide. He walks to the open door, sees the conductor glowering at him and then resolutely holds up another gem.

201 SPIKE (CONT'D)

Take it! Just take it!

He wipes away a tear.

SC 19 - INT. TRAIN CAR - LATER

The train pulls into the Crystal Empire station. The ponies have their noses plastered to the window.

202 SCOOTALOO

It's so beautiful!

Spike takes a deep <SIGH OF RELIEF> and gives a cursory glance out the window.

203 SPIKE

Well, enjoy it while you can
because we're not getting out of
this car until we're back in
Ponyville.

The ponies turn to him with tragic looks on their faces.

204 APPLE BLOOM

There is no way, no how, we're
coming all the way to the Crystal
Empire without looking around!

Spike is distracted as he does another quick count of the
animals.

205 SPIKE

One, two, three, four, five, six.
SIX!!

He wipes his brow with relief.

206 SPIKE (CONT'D)

No one will ever know we were here.

207 SCOOTALOO

We'll know! We'll know we were
here without seeing *anything*!

208 SPIKE

It's just not going to happen!

Spike moves in front of the door to block them from leaving.

209 SPIKE (CONT'D)

No one's getting past this dragon.

Apple Bloom pulls out a feather and brandishes it in front of
Spike.

210 APPLE BLOOM

Don't make me use this!

Spike covers himself with his arms.

211 SPIKE

You wouldn't dare!

Apple Bloom tickles him. He starts <LAUGHING> uncontrollably
and can't stop even when he sees Twilight Sparkle and the
rest of the ponies step onto the platform. He points.

212 SPIKE (CONT'D)
(laughs through this)
Do you really want to explain to
them how you ended up on the train,
alone... with no bigpony!?!
The Cutie Mark Crusaders all turn to see the others and
quickly duck out of sight.

213 SCOOTALOO
(quickly)
Okay, we're good. Crystal Empire
is beautiful! Been there, done
that. Time to go home!

Suddenly, Angel Bunny spots Fluttershy on the platform. With
an irritated gesture towards his tail, he leaps out of the
window and heads in her direction.

214 CUTIE MARK CRUSADERS
<GASP!!>

Spike steams.

SC 20 - EXT. TRAIN STATION - MOMENTS LATER

Spike, the sidekicks and the Crusaders sneak out of one car
of the train, while the ponies wait to board another car
further down the track. The Crusaders are distracted by the
awesomeness of the Crystal Empire.

215 SCOOTALOO
Whoa. Just. Whoa.

Spike whips around.

216 SPIKE
<SHHHH!>
(whispers)
They're right there!

He points to the other ponies.

217 SWEETIE BELLE
<SQUEALS> I'm in crystal heaven!

218 SPIKE
<SHHHHH>...

And then he spots Angel Bunny hopping towards Fluttershy.

219 SPIKE (CONT'D)
(loud)
There's the bunny!

Angel Bunny turns back to see that he's being pursued. He scowls at them and then start to hop towards the ponies... and then a PORTER throws a suitcase down. Angel Bunny stops as Spike bears down.

220 SPIKE (CONT'D)
Please, please, pretty please don't
go down there!

Angel Bunny defiantly hops over the suitcase and keeps going. Spike hurdles the suitcase in pursuit.

221 SPIKE (CONT'D)
I'll fluff your tail!

A couple of ponies move together for one last hug. Angel Bunny weaves between their legs while Spike runs around.

222 SPIKE (CONT'D)
I'll perm, highlight and blow it
out if you'll JUST STOP!

The conductor reaches down to grab Angel Bunny.

223 CONDUCTOR
Tickets? Do you have a return
ticket?

Angel Bunny leaps between his legs and Spike follows. The Conductor is confused.

224 CONDUCTOR (CONT'D)
I need to stamp it!

Spike's arms are pumping as he tries his hardest to catch up to Angel Bunny.

225 SPIKE
What do you want? Name it, and
it's yours!

Angel Bunny points to Fluttershy. That's what he wants! Spike sees that Angel is just a few hops away from exposing them all. He looks around. He sees a cart piled high with luggage and there's only one solution. He reaches into his bag and pulls out the last gem. He gives it a sorrowful look, kisses it gently and the heaves it at the luggage cart.

It's a solid hit. The luggage sways. Angel Bunny screeches to a halt and then the luggage topples, blocking their view of the ponies. Angel Bunny hops uselessly, unable to get around. Spike grabs him.

226 SPIKE (CONT'D)
And you're coming with me.

SC 21 - INT. TRAIN PASSENGER CAR - SHORT TIME LATER

Spike, the Crusaders and the sidekicks all walk into an empty train car.

227 SPIKE
We made it!

228 SWEETIE BELLE
(mournful)
Without seeing the palace!

229 TWILIGHT SPARKLE (O.S.)
I think this car's empty.

Spike and the Crusaders FREEZE.

230 SPIKE
(loud whisper)
They're coming this way. Everybody
down!

Everyone quickly drops to the floor and gets under the seats. The ponies are tightly squeezed.

231 SWEETIE BELLE
(squashed)
There has got to be a better
solution!

232 SPIKE
SHHHH!

ANGLE ON SPIKE under the seats.

233 SPIKE (CONT'D)
(muttering)
Don't sit down, don't sit down...

Suddenly, Applejack's legs appear next to him... and she sits down.

234 APPLEJACK (O.C.)
Whoooweee, my dogs are barkin'

From under the seat, Winona <YIPS>.

235 APPLEJACK (CONT'D)
Did you all hear that? They really
are!

Spike wraps his hand around Winona's muzzle and shakes his head.

236 SPIKE
(softly)
What else could go wrong?

Suddenly, he realizes that he is nose to nose with Angel Bunny. When they lock eyes, a mischievous smile slowly spreads across Angel's face. Spike knows he's in trouble.

Angel Bunny points at Spike and <LAUGHS>. He lifts his hands over his head, ready to pound on the bottom of Applejack's seat and give them all away.

237 SPIKE (CONT'D)
(whispers)
Go ahead, bunny. Do your worst.
(then, sincere)
I deserve it.

Angel Bunny lowers his hands and raises an eyebrow, intrigued by what else Spike might have to say.

238 SPIKE (CONT'D)
I ignored you, tried to pawn you
off on someone else, never thought
that maybe you might mind if I took
on a bunch more critters. I wasn't
really thinking about you at all.
Any of you. Just wanted the jewels.
(then)
Hope you'll all forgive me someday.

Spike lowers his head, ashamed. The critters exchange glances, then Winona licks Spike's face.

239 SPIKE (CONT'D)
You will?

The critters nod. All but Angel Bunny who just smirks. He makes a move to bang on the seat one more time when the others frown in his direction. Winona quietly <GROWLS>.

Angel's chest deflates and his ears droop as he realizes that he's out numbered. He slowly lowers his arms when suddenly, Spike's stomach <GROWLS> loudly. His eyes widen in horror.

240 SPIKE (CONT'D)
Great. I'm gonna be the one who
gives us away.

Spike puts his head in his hands. Angel Bunny looks at Spike, <SIGHS>, then suddenly makes a mad dash under the seats and off the train.

SC 22 - EXT. TRAIN STATION - A MOMENT LATER

Angel Bunny scurries around looking for something. He spots the jewel Spike threw at the luggage cart.

SC 23 - INT. TRAIN CAR - SOON AFTER

A defeated Spike has his head in one hand and is clutching his stomach with the other. He feels a tap on his shoulder and looks up to see Angel Bunny holding the jewel.

241 SPIKE
Where did you--?

Angel Bunny gestures outside. Spike's stomach <GROWLS> again.

242 APPLEJACK (O.S.)
You all hear that?

Angel Bunny gestures for Spike to hurry up and eat.

243 SPIKE
(amazed)
Really?

Angel Bunny shrugs -- he forgives him too.

Spike quickly <GULPS> the gem and looks at his belly expectantly. It's silent! He gives Angel Bunny the thumbs up and then they both settle in for the long train ride back.

SC 24 - EXT. PONYVILLE TRAIN STATION - LATER

The train pulls into the station and stops. Twilight Sparkle and her friends exit from one side while Spike, the Crusaders and the sidekicks exit from the other.

Moments later, the train pulls away so that they can all see each other. Spike and the Crusaders wave and then jump across the tracks to join their friends.

244 SPIKE
Hello! Thought we'd meet you at
the station.

245 SWEETIE BELLE
So we could hear all about the
Crystal Empire and find out if you
brought us one of the Crystal Snow
Globes they sell at the train
station.

246 RARITY
How did you know about the snow
globes?

Sweetie Belle's eyes go wide.

247 SWEETIE BELLE
Um... lucky guess?

Angel Bunny leaps onto Fluttershy's back. She looks at him
and his perfectly fluffed, roller-free, tail delightedly.

248 FLUTTERSHY
Oh, Spike, Angel looks perfect.
You did such a good job fluffing
his tail.

249 SPIKE
Yeah, well, we're like this now!

He holds up his crossed fingers to show how tight they are.

250 OWLOWICIOUS
Hoo.

Spike gives Owlowicious a good hard look.

251 SPIKE
You know who!

Twilight Sparkle smiles at Spike.

252 TWILIGHT SPARKLE
I've got to hand it to you, Spike.
You did a really good job of taking
care of the animals.

Spike gives her a half-hearted smile.

253 SPIKE
Thanks.

254 TWILIGHT SPARKLE
You must be so excited to go home
and eat all of your jewels.
(then)
What are you thinking? Savor them
one at a time? Bake them into a
jewel pie. Oooh. Six-layer-gem cake
sounds pretty good.

Spike's stomach <GROWLS> again. He rubs it ruefully.

255 SPIKE
Yeah, it does. It really, really
does.

DISSOLVE TO:

SC 25 - INT. TWILIGHT'S LOFT - LATER

Spike takes pen to paper.

256 SPIKE
Dear Princess Celestia, Good news!
Today I learned a great lesson.

His stomach <GROWLS>.

Bad news-- I learned it the hard
way. When somepony asks you to do
something for them, you have to
take that job seriously. You're
never going to get the reward if
you aren't willing to do what it
takes to deserve it. Sincerely,
Spike.

His stomach <GROWLS> again.

257 SPIKE (CONT'D)
P.S. If you happen to have any
jewels lying around and need a
dragon who will work hard to earn
them, I'm your man.

His stomach <GROWLS> again.

258 SPIKE (CONT'D)
P.P.S. Seriously. Castle-cleaning.
Hedge-pruning. Mane detangling.
Whatever you need. I am on it.

His stomach <GROWLS> again.

259 SPIKE (CONT'D)
(to himself)
Man, I hope she writes back.

FADE OUT:

END.