

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 309

Written by

Corey Powell

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TEASER

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

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 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.

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 who scowls at him. Spike eyes the sparkling jewel. He looks back at Angel 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 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.

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:

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.

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.

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 into his arms.

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

Angel 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 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.

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

Angel waves her off.

79 FLUTTERSHY (CONT'D)
Three times.

Angel 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.

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...

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 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

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.

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.

EXT. CUTIE MARK CRUSADER'S CLUBHOUSE - CONTINUOUS

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

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 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, 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 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.

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. They'll be fine.

136 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.

137 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.

138 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.

139 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.

140 SPIKE (CONT'D)
And that's my final offer. Take it
or leave it!

Apple Bloom grins.

141 APPLE BLOOM
We'll take it!

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

EXT. CUTIE MARK CRUSADERS CLUBHOUSE - LATER

Spike walks by with an arm load of baking supplies.

142 SPIKE
(sings)
Gonna put in some flour and add a
little sugar for my five delicious
jewels...

143 OWLOWICIOUS (O.S.)
HOOOOO!

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

144 SWEETIE BELLE (O.S.)
But pink feathers would look so
good with your eyes!

145 OWLOWICIOUS (O.S.)
HOOOO!

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

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

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

Spike drops his supplies and races into the clubhouse. *

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

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

148 SPIKE
What've you done to the turtle!?! *

Scootaloo points to Tank. *

149 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. *

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

151 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. *

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

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

154 SPIKE
What? Why not?

155 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.

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.

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

Spike eyeballs the animals.

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

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

159 SPIKE
(thrilled)
Really?!

Zecora looks at Spike's bag.

160 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.

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

Zecora starts to walk away.

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

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

She walks by a PONY holding out a box.

*

164 PONY
Help out the needy ponies!

*

*

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

*

165 SPIKE
(after Zecora)
What about needy dragons!?!

*

EXT. SIDEWALK IN FRONT OF TRAIN STATION - DAY

Spike has finally gotten all of the animals on the wagon...
by tying them down with loads of brightly colored ribbons
(safely). Winona <WHINES>.

166 SPIKE
It's just until we get back to the
library--

He stops short as he sees Granny Smith looking at him,
shaking her head. He quickly unties the animals.

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

She nods.

168 GRANNY SMITH
Mmmmm hmmm.

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

170 GRANNY SMITH
Tsk tsk tsk.

Spike looks around and then sidles up to her.

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

She looks at Spike and then at his bag.

172 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.

173 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.

174 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.

175 CONDUCTOR
All aboard!!

176 SPIKE
("Newman")
Angel!

He rushes off leaving Granny with the jewel.

EXT. TRAIN PLATFORM - MOMENTS LATER

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

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

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

179 CONDUCTOR
Likely story. No chaperpony, no
train!

180 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.

181 SPIKE
Walk this way, ponies.

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

182 SPIKE (CONT'D)
Is three ponies enough?

The conductor nods.

183 CONDUCTOR
All aboard for the Crystal Empire!

184 CUTIE MARK CRUSADERS
Crystal Empire?!

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

185 SPIKE
(re: the jewels)
And then there were three.

INT. TRAIN - MOMENTS LATER

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

186 SCOOTALOO
I've always wanted to see the
Crystal Empire!

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

Spike winces.

188 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!

189 SCOOTALOO
What?!

190 APPLE BLOOM
That's not fair!

Angel pops up from behind a seat and Spike points.

191 SPIKE
There he is!

Suddenly, the train starts to MOVE.

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

193 SPIKE
No. No. No-no-no-no-no-no!

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

195 OWLOWICIOUS
Hoo!

Spike sits down, totally defeated.

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

END OF ACT II

ACT III

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.

197 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!

198 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.

199 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.

*
*

200 SPIKE (CONT'D)
Take it! Just take it!

He wipes away a tear.

INT. TRAIN CAR - LATER

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

201 SCOOTALOO
It's so beautiful!

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

202 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.

203 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.

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

He wipes his brow with relief.

205 SPIKE (CONT'D)
No one will ever know we were here.

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

207 SPIKE
It's just not going to happen!

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

208 SPIKE (CONT'D)
No one's getting past this dragon.

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

209 APPLE BLOOM
Don't make me use this!

Spike covers himself with his arms.

210 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.

211 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.

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

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

213 CUTIE MARK CRUSADERS
<GASP!!>

Spike steams.

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.

214 SCOOTALOO
Whoa. Just. Whoa.

Spike whips around.

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

He points to the other ponies.

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

217 SPIKE
<SHHHHH>...

And then he spots Angel hopping towards Fluttershy.

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

Angel 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 stops as Spike bears down.

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

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

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

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

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

The conductor reaches down to grab Angel.

222 CONDUCTOR
Tickets? Do you have a return
ticket?

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

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

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

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

Angel 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 screeches to a
halt and then the luggage topples, blocking their view of the
ponies. Angel hops uselessly, unable to get around. Spike
grabs him.

225 SPIKE (CONT'D)
And you're coming with me!

INT. TRAIN PASSENGER CAR - SHORT TIME LATER

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

226 SPIKE
We made it!

227 SWEETIE BELLE
(mournful)
Without seeing the palace!

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

Spike and the Crusaders FREEZE.

229 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.

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

231 SPIKE
SHHHH!

ANGLE ON SPIKE under the seats.

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

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

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

From under the seat, Winona <YIPS>.

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

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

235 SPIKE
(softly)
What else could go wrong?

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

Angel 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.

236 SPIKE (CONT'D)
(whispers)
Go ahead, bunny. Do your worst.
(MORE)

*

SPIKE (CONT'D)
(then, sincere)
I deserve it.

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

237 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.

238 SPIKE (CONT'D)
You will?

The critters nod. All but Angel 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.

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

Angel reaches around and pulls out Spike's last remaining gem. He hands it to Spike.

240 SPIKE (CONT'D)
(amazed)
Really?

Angel shrugs -- he forgives him too. Spike's stomach <GROWLS> again.

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

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

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.

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

243 SWEETIE BELLE
So we could hear all about the
Crystal Empire and find out if you
talked to that really cute porter
at the train station.

244 RARITY
How did you know about the porter?

Sweetie Belle's eyes go wide.

245 SWEETIE BELLE
Um... lucky guess?

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

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

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

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

248 OWLOWICIOUS
Hoo.

Spike gives Owlowicious a good hard look.

249 SPIKE
You know who!

Twilight Sparkle smiles at Spike.

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

251 SPIKE
(relishing it)
Told you I had it all under
control.

252 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.

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

FADE OUT:

END.