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

MY LITTLE PONY III

"Spike At Your Service"

Episode 310

Written by

Merriwether Williams

2nd Draft: Nov 18, 2011

Notes Due: Nov 21, 2011

TEASER

INT. TWILIGHT'S HOUSE

TWILIGHT is standing next to a tall stack of books. SPIKE stands on a nearby chair, counting them.

1 SPIKE
...9, 10, 11, 12.

2 TWILIGHT
That's not that many.

3 SPIKE
Are you kidding?! How are you supposed to read twelve books in one weekend?

4 TWILIGHT
I don't know, but I'll find a way! Princess Celestia obviously thinks I can or she would never have assigned them to me. I'm not planning on letting her down.

5 SPIKE
Well I hope you're not planning on sleeping then either.

Twilight uses her magic to lift the biggest and fattest book from the middle of the stack and opens it up in front of her.

6 TWILIGHT
I'd better start with this one.

7 SPIKE
Good idea.

8 TWILIGHT
Actually Spike, why don't you take the day off?

9 SPIKE
Really?

10 TWILIGHT
Why not? These books are going to keep me busy for awhile.

11 SPIKE
I do have a long list of things I've been dying to do.

EXT. TWILIGHT'S HOUSE - A MOMENT LATER

Spike whips out a list and reads aloud.

12 SPIKE
Touch nose with tongue!

He touches his nose with tongue.

13 SPIKE (CONT'D)
Done!

He crosses it off his list and reads the next one.

14 SPIKE (CONT'D)
Play bongos on my belly.

Spike uses his belly to play bongos.

15 SPIKE (CONT'D)
Done!

He crosses it off his list.

16 SPIKE (CONT'D)
Smell my dirty feet.

Spike sits down and smells his dirty feet.

17 SPIKE (CONT'D)
Ewwwww.

He stands back up.

18 SPIKE (CONT'D)
Done!

CLOSE ON THE LIST everything has been crossed out.

19 SPIKE (CONT'D)
That did not take nearly as long as
I thought it would.

ACT I

EXT. PONYVILLE - SOON AFTER

Spike wanders around town, kicking stones out of boredom.

20 SPIKE
What to do? What to do?

He spots the HOT AIR BALLOON in the distance.

21 SPIKE (CONT'D)
A hot air balloon ride!

Spike runs toward the hot air balloon and un-tethers it without getting inside. The balloon starts to drift upward.

22 SPIKE (CONT'D)
Oh, no! Wait!

He desperately tries to grab for the ropes, but at the last second they slip through his claws.

23 SPIKE (CONT'D)
Oh, no! Runaway balloon!

As the balloon drifts across Ponyville, Spike desperately chases after it.

During the comical chase, he climbs over carts, hops over PICNICKING PONIES and slides under a PONY'S LEGS.

24 SPIKE (CONT'D)
Excuse me...pardon me...sorry...

He accidentally bumps into GRANNY SMITH.

25 GRANNY SMITH
(shaking cane at him)
Why don't you watch where you're going?

Spike continues to gain on the balloon until he finally catches up to it, grabs the ropes and tethers it to a tree.

26 SPIKE
(catching his breath)
Whew. That was a close one.

Spike looks around to get his bearings and realizes that he's in the middle of the...

EXT. EVERFREE FOREST - CONTINUOUS

27 SPIKE
(scared)
If I didn't know better I would swear that I was in the middle of the dark and scary Everfree forest.

A branch CRACKS in the distance.

28 SPIKE (CONT'D)
(twirling around)
What was that?!!...C'mon Spike, get a grip. Just because this forest is full of wild, dangerous animals doesn't mean that you're going to see one.

Another branch CRACKS in the other direction. Spike's nostrils flare. He <SNIFFS> at the air, growing more nervous.

29 SPIKE (CONT'D)
(twirling around again)
After all the forest is big...the chances that you'll run into one are....

Then from behind a distant tree out stalks a Pantheon (basically a black panther with boar hooves.)

30 SPIKE (CONT'D)
(voice cracks with fear)
...good.

The Pantheon leaps forward and bares his teeth. Terrified, Spike throw up his hands and runs away.

31 SPIKE (CONT'D)
Ahhhhhh!

The Pantheon follows suit. But then out of nowhere appears Applejack.

32 APPLEJACK
Come and get me, ya big goon!

The Pantheon abandons Spike and begins chasing Applejack.

33 APPLEJACK (CONT'D)
(running away)
Now's your chance, Spike! Run!

34 SPIKE
Don’t worry. I’m running! I’m running!

35 PANTHEON
<mighty roar>

Applejack flees toward a nearby PILE OF BOULDERS, with the pantheon in HOT PURSUIT.

Applejack now appears to be cornered, but then she steps behind a mound of the SMALLER BOULDERS, and - rearing and kicking - begins FIRING THEM at the pantheon, one after another in rapid succession. (NOTE: We don’t see them hit the pantheon, just hear his roars and see the aftermath.)

36 PANTHEON (CONT'D)
<bewildered roar>

Soon the pantheon has a sufficient pummelling that it TURNS TAIL and FLEES back into the forest.

Spike, completely awed, rushes over to Applejack.

37 SPIKE
Wow, Applejack - that was amazing.
I mean you rocketed those boulders *
at him like they were... rockets. *
Pow! Pow! Pow! Pow! *
(then) *
You saved my life! *
(a realization) *
You saved my life. *

Spike suddenly appears to be deep in thought. *

38 APPLEJACK
Aw, don’t mention it. C’mon, we should be headin’ on back now.

Applejack turns to go, Spike quickly follows her. *

39 SPIKE *
Man, am I lucky you were out here.
(then)
Why were you out here?

40 APPLEJACK
Saw the balloon floating by with nopony in it and I came out here to investigate.
(then)
Guess you did too?

41 SPIKE
Yep. I was “investigating” the runaway hot air balloon too. So... now that that mystery has been solved. Let’s get out here, huh?

Spike ushers Applejack away as we...

DISSOLVE TO:

EXT. SWEET APPLE ACRES

Spike and Applejack walk between a row of apple trees.

42 APPLEJACK
Thanks for walking me home, Spike. That was mighty kind of you, but now I have some chores that need tending to so, see ya later.

Applejack tries to walk away, but Spike follows.

43 SPIKE
What chores? I’ll do them!

44 APPLEJACK
That’s sweet, but you don’t--

45 SPIKE
It’s the least I can do. You saved my life. I need to repay the favor.

46 APPLEJACK
Shoot Spike, that’s what friends do for each other. You don’t need to repay the favor.

47 SPIKE
Yes, I do.

48 APPLEJACK
Sugar, it’s okay. It’s not necessary.

49 SPIKE
Applejack, you don’t understand. This is something that I really want to do.

50 APPLEJACK
(softening)
Well, if you really want to do it, I hate to get in the way of you doing something you want to.

51 SPIKE
Great! What should I do?

52 APPLEJACK
Um...well...Apple Bloom is over yonder, giving ol'Bessie a bath. I was gonna lend her a hoof, but maybe you could lend her one instead.

53 SPIKE
On the double!

EXT. ANOTHER PART OF SWEET APPLE ACRES

Apple Bloom is standing next to a large DIRTY PIG with a bucket of soapy water. She is just about to start washing it when Spike runs up.

54 SPIKE
Applejack said I should help you.

55 APPLE BLOOM
Great. I could use all the help I can get.

But before she has finished her sentence, Spike has lifted the bucket of soapy water over Bessie's head, splashing water all over Apple Bloom too.

Apple Bloom has soap bubbles all over her face, including a bubble beard. She wipes the bubbles from her eyes.

56 APPLE BLOOM (CONT'D)
Do I look like Bessie to you?

But Spike isn't listening, he's busy scrubbing Bessie down.

57 SPIKE
(to Bessie)
Wait till Applejack sees how you sparkle!

WIPE TO:

EXT. SWEET APPLE ACRES - A LITTLE LATER

Applejack is busy loading bales of hay when Apple Bloom and Spike lead a now sparkling clean Bessie out for her inspection.

58 SPIKE
Ta-da!

Bessie turns around to show all sides.

59 APPLEJACK
Good job, you two. Bessie looks cleaner than I've ever seen her.

60 APPLE BLOOM
Applejack, is it okay if I get going? I don't want to be late for my Crusaders meeting.
(then, excited)
We're getting fitted for water skis. *

61 APPLEJACK
(humoring her)
You definitely don't want to be late for that. *

Apple Bloom trots off.

62 APPLE BLOOM *
Water-skiing Cutie Mark here I come! *

Applejack shakes her head at her sister, then turns her attention back to Spike. *

63 APPLEJACK *
Spike, you can head on out too. I reckon you have re-paid me in full so we are officially even-steven.

64 SPIKE
What? Oh, no. We aren't even close to being even-steven. Please, Applejack, you must allow me to assist you further.

65 APPLEJACK
Oh. Uh. Okay. Well, Granny Smith and I were going to bake some...

INT. APPLEJACK"S KITCHEN - A FEW MINUTES LATER

Spike is stirring a huge mixing bowl. His face is covered with powder and smears of fruit. Applejack and Granny Smith are making the crust.

66 SPIKE
Pies! Pies! I'm helping Applejack make some pies!

Spike dips his fingers into the pie fruit and licks them, like a kid eating cake batter.

67 GRANNY SMITH
Spike, could you get us some more eggs?

68 SPIKE
Coming right up.

Spike walks around the table, but the eggs are in a bowl on a high shelf. Spike can't reach it.

He stands on his tippy toes, struggling to get it.

69 SPIKE (CONT'D)
(stuggling noises)

Finally Spike JUMPS up and grabs the bowl by the edge and it goes FLYING across the room toward Granny Smith.

70 GRANNY SMITH
Ahhhhhh!

At the last second Granny Smith ducks and the eggs CRASH onto something else.

Granny and Spike look up and WE REVEAL Applejack with eggs dripping all down her head and face.

71 SPIKE
Ooops. Sorry, Applejack. Let me get something to clean that up.

Spike dashes off. Then re-enters dragging a sheet behind him.

72 SPIKE (CONT'D)
I couldn't find a towel so I just grabbed this.

Spike fills a bucket with water and then soaks a corner of the sheet in it. As he drags the wet sheet over to clean off Applejack he knocks over the bucket of water.

73 SPIKE (CONT'D)
Ooops. Let me go get something to clean *that* up.

He returns with a mop and starts haphazardly mopping up the spilled water. Applejack and Granny Smith wince as Spike knocks a bag of flour onto the floor with the end of the mop handle. She steps in front of him to stop him from continuing to mop.

74 APPLEJACK
Appreciate all your help today, sugarcube, but I can take it from here.

She takes the mop away from him.

75 SPIKE
Don't be ridiculous. It is my honor and my duty. Today is just the beginning.

Spike takes back the mop.

76 APPLEJACK
What's that now?

77 SPIKE
You saved my life. According to the Dragon Code, I owe you a life debt and must serve you.

78 GRANNY SMITH
Whoa now. What about Twilight? *
Doesn't she need your help and *
such? *

Spike stops mopping.

79 SPIKE
You're right, I better break the news to Twilight.
(then, to self)
I just hope she doesn't take it too hard.
(then, to Applejack)
Be right back.

Spike dashes off leaving a confused Applejack behind.

EXT. GOLDEN OAK LIBRARY - A MOMENT LATER *

Spike stands outside, preparing himself to talk to Twilight. *

80 SPIKE *
Come on, Spike. This is the Dragon *
Code we're talking about. You have *
to do this. It's not like you and *
Twilight won't be friends anymore. *
(then sullen) *
But it won't be the same. *
(resigned) *
But it has to be done. *
(then sullen again) *
No matter how hard it may be. *

Spike <SIGHS> and enters the library. *

INT. TWILIGHT'S HOUSE - LATER

Twilight looks slightly crazed - she is using her magic to *
suspend the twelve books all around her and is dashing back
and forth, trying to read them all simultaneously. Spike *
enters the room, but she doesn't even look up from her books. *

81 SPIKE (CONT'D) *
Twilight, there's been a big change
in my situation, and I felt it my
sworn duty to keep you in the loop.

Twilight keeps on reading, still not looking up. *

82 TWILIGHT
Mmmmm-hmmmm.

83 SPIKE
Applejack just saved my life from a
horrible, dragon-eating pantheon,
and, as you are aware, I adhere to
the Dragon Code and this means I
must serve her for the rest of my
natural born days. I'm sure you
understand.

A beat.

84 SPIKE (CONT'D)
Sorry to break the news to you like
this, but I felt the best way to
handle it was to just come out and
say it.

A beat.

85 SPIKE (CONT'D)
Farewell.
(tearing up)
It's been an honor being your faithful assistant. *

86 TWILIGHT
(turning a page)
Mmmmm-hmmmm. Sounds good.

Spike shrugs. That was easier then he thought it was going to be. He makes his exit.

EXT. SWEET APPLE ACRES - A FEW MINUTES LATER

Spike addresses Applejack.

87 SPIKE
She said it was okay.

88 APPLEJACK/GRANNY SMITH
Really?

89 SPIKE
Would I lie about something like that?

90 APPLEJACK
I 'spose not.

91 SPIKE
You "'spose" correctly. So with Twilight's blessing, I am free to follow my code and serve you until... well, until... forever!

Spike resumes his haphazard mopping, flinging water everywhere. Granny Smith and Applejack share a concerned look as we...

END ACT I

ACT II

EXT. SWEET APPLE ACRES - SOON AFTER

Applejack and Spike are having a heart to heart.

92 APPLEJACK
Listen, sugarcube, I completely respect your Dragon Code, truly I do, but I just can't cotton with you permanently serving me.

93 SPIKE
Please, Applejack! The Dragon Code is part of my heritage. I have to be true to my roots.
(then)
If you don't let me do this... I won't be a noble dragon anymore.

94 APPLEJACK
Oh. Well I can't have you feeling like you're not a noble dragon, now can I?

95 SPIKE
Great! Then from here on in I am Spike...

He bows low to her.

96 SPIKE (CONT'D)
...at your service. Your wish is my command.

A long beat as he looks up at her expectantly. She finally realizes he is waiting for her to actually give him a command.

97 APPLEJACK
Oh. Um. Okay. I would like you to...

APPLEJACK'S POV as she scans the farm:

Barrels of APPLES waiting to be sorted into baskets.

A pile of WOOD that needs to be cut with a LARGE AXE.

A WAGON with one wheel that needs to be repaired.

An APPLE PIE cooling in the window sill.

ON APPLEJACK and SPIKE. He is still bowing.

98 APPLEJACK (CONT'D)
Help me take some of the pie you made to--

99 SPIKE
(hopeful)
Rarity?

100 APPLEJACK
Uh, sure. Why not?

INT. RARITY'S HOUSE - A LITTLE LATER

Rarity stares at a piece of burnt pie. She looks up at Applejack and Spike. Spike looks especially eager.

101 SPIKE
(proudly)
I helped bake it.

Rarity takes the tiniest bite of pie.

102 SPIKE (CONT'D)
You even look good when you're chewing.
(to Applejack, amazed)
Who looks good when they're chewing?

While Spike's attention is on Applejack, Rarity gingerly spits the pie back out into a napkin and hides it. She pushes her plate away.

103 SPIKE (CONT'D)
Aren't you going to have some more?

104 RARITY
It's delicious and I would have more, but I am just stuffed.
(then, explaining)
I had a big lunch.

105 SPIKE
It's ten in the morning.

106 RARITY
(quickly)
Breakfast. A big breakfast.

107 SPIKE
Oh. Okay.

108 APPLEJACK
Maybe you could take her plate back to the kitchen and wash it off?

Spike bows deeply to Applejack and scoops up the plate.

109 SPIKE
As you wish.

110 RARITY
What was that all about?

Applejack <SIGHS>.

111 APPLEJACK
I saved Spike from a Pantheon in the Everfree Forest and now he thinks he has to serve me forever.

112 RARITY
Really?!
(then)
Oh what I wouldn't give to have somepony forever in my debt.
(then)
I'd get them to organize my closets and give me my pedicures and help me with my sewing. Run my bath and--

113 APPLEJACK
Okay, I get it. Havin' somepony do things for you would be a dream come true. But I don't feel right having Spike thinkin' he owes me something.
(then)
And you tasted that pie. Sometimes his "help" isn't all that helpful.

There is an O.S. <CRASH>. Spike pokes his head into the room.

114 SPIKE
Do you have a broom I could borrow?

Rarity gestures to a broom in the corner. Spike grabs it and rushes off again. Just then Rainbow Dash appears in the window next to Applejack and Rarity.

115 RAINBOW DASH
AJ! Rarity! What's the happs?

116 RARITY
Applejack saved Spike's life and now he has to serve her forever.

117 RAINBOW DASH
Sweet. What are you having him do? Wash your laundry? Clean your room? Help you with your unfinished novel?

118 APPLEJACK
How did you know about my unfinished novel?

119 RAINBOW DASH
I thought everyone had one. Mine's about this awesome Pegasus who's the best flyer ever and becomes captain of the Wonderbolts.

120 RARITY
(sarcastic)
How ever did you come up with that plot line?

Rainbow Dash shrugs, not picking up on Rarity's sarcasm.

121 RAINBOW DASH
Just came to me.

122 APPLEJACK
Thing is I don't really want him to serve me forever. But I don't know how to get him to stop.

123 RAINBOW DASH
That's easy. Just make him help you with something really, really hard.

124 APPLEJACK
(worried)
I don't know. I don't want him to get hurt.

125 RAINBOW DASH
Puh-lease. He'll quit way before there's even a chance of getting hurt.

Spike returns.

126 RAINBOW DASH (CONT'D)
(whispering to Applejack)
Leave this to me.
(then, normal volume)
(MORE)

RAINBOW DASH (CONT'D)
So Spike, Applejack was going to help me stack some hay so I could practice smashing through it, but I'm feeling extra, extra powerful today.

Applejack looks a little worried as to where Rainbow Dash is going with this.

127 APPLEJACK
(a little nervous)
You are?

Rainbow Dash gives Applejack a wink.

128 RAINBOW DASH
Yeah, I am. So instead of hay I'm going to smash through rocks!

129 SPIKE
Rocks?

130 RAINBOW DASH
Yeah, a HUGE tower of rocks. And you're going to build it!

131 SPIKE
I am?

132 RAINBOW DASH
Yeah. I mean, unless you don't want to help Applejack.

133 SPIKE
I do! I do want to help Applejack!

134 RAINBOW DASH
Then get to it.

An eager Spike races out of the boutique.

135 RAINBOW DASH (CONT'D)
(overly confident)
Trust me. This is going to work like a charm.

WIPE TO:

EXT. PONYVILLE PARK - LATER

CLOSE ON a HUGE pile of big rocks.

PAN UP and UP and UP and UP until the top of the incredibly high pyramid that Spike has built.

A very dirty Spike stands atop of it, wiping his sweat from his brow and catching his breath.

Down on the ground Applejack and Rainbow Dash have their mouths open, agog at how high Spike has built the pyramid.

FLUTTERSHY has joined them. She looks up at Spike precariously perched atop the rock tower.

136 RAINBOW DASH
Huh. I was sure he'd give up after like three rocks.

137 FLUTTERSHY
Oh, goodness. If it had been me I'd have just pretended I didn't have anything for him to do.

138 APPLEJACK
Why didn't I think of that?

BACK ON SPIKE his footing a bit precarious atop the rocks.

139 SPIKE
Is this is high enough?

140 RAINBOW DASH
Hmm. I dunno maybe a little high--

Applejack quickly cuts her off.

141 APPLEJACK
It's plenty high. Come on down.

Spike starts to climb down.

142 RAINBOW DASH
Bad news-- He actually ended up building the whole rock tower. Good news-- I've got a rock tower to knock down!

Spike reaches the ground and joins them just as Rainbow Dash gives herself a huge flying start and SMASHES into the rock pyramid. Applejack, Fluttershy, and Spike duck underneath a bench as the rocks come raining down.

When the dust has settled....

143 SPIKE
That. Was. Awesome! Want to do it again, Rainbow Dash? Applejack can re-build it for you. And when I say "Applejack" I of course mean "me".

144 RAINBOW DASH
Sure! Why not?

145 APPLEJACK
No!
(then, calmly)
I mean. I don't think Rainbow Dash needs any more of your help.
(then)
My help. She doesn't need it. Right, Rainbow Dash?

Applejack shoots Rainbow Dash a look. She reluctantly agrees.

146 RAINBOW DASH
Yeah. I guess I'm good. For now.

147 APPLEJACK
And so am I.

Fluttershy gives Applejack a nod. This is the better tactic.

148 SPIKE
(concerned)
What do you mean?

149 APPLEJACK
I just can't think of one more thing that I need help with. So you don't have to do anything else.

150 SPIKE
(panicked)
What do you mean you can't think of anything else I can help with?

151 APPLEJACK
Exactly that. There's nothing else. I don't want you to do anything.

152 SPIKE
But the Dragon Code says I <u>have</u> to help you... If I don't help you, I won't live up to the Dragon Code. And if I don't live up to the Dragon Code, how will I know I'm a noble dragon?

153 APPLEJACK
Well, I--

154 SPIKE
(cutting her off)
Maybe there's things you need help with that you don't even realize that you need help with!

155 FLUTTERSHY
If she needed help I think she'd realize it.

156 SPIKE
(desperate)
Maybe not! Sometimes Twilight gets really caught up in her reading and doesn't realize that it's gotten dark. But I realize it for her and then help out by lighting extra candles so she can see better.
(then, realizing)
Well, I used to...
(then, back on track)
What I mean is, maybe Applejack needs help realizing what she needs help with!

Fluttershy and Applejack share a concerned look -- where is he going with this?

157 SPIKE (CONT'D)
Maybe your back itches only you don't realize it!

Spike leaps onto Applejack's back and starts scratching it like crazy.

158 APPLEJACK
That does feel good.

159 SPIKE
See? You needed help scratching your back, you just didn't know it!

He hops off her back.

160 SPIKE (CONT'D)
You might need help remembering your favorite song....
(singing)
(MORE)

SPIKE (CONT'D)
The dragon is the finest creature ever...there's more to him than just guarding treasure!

161 FLUTTERSHY
I don't think that's her favorite--

Spike grows increasingly frantic.

162 SPIKE
Or you might need help breathing!

163 APPLEJACK
Breathing? I certainly don't need--

164 SPIKE
There must be something you need help with?! What about your dreams?

165 APPLEJACK
Dreams?

166 SPIKE
(desperate)
Yeah...what if you had a bad dream? I could help you with that!

167 APPLEJACK
How's that now?

168 SPIKE
I could have the bad dream for you! Like this....

Spike closes his eyes and begins acting out a bad dream.

169 SPIKE (CONT'D)
Oh no! My apples have worms in them! Big giant ferocious pony eating worms!

Spike starts backing up, terrified of the worms.

170 SPIKE (CONT'D)
These aren't normal worms, these are crazy, pony-eating giant worms that are coming after me, I gotta get outta here!

His eyes still closed, he runs around SMASHING into a nearby mailbox so it falls off, TRAMPLING on some flowers, and NEARLY COLLIDING with Fluttershy.

171 FLUTTERSHY
Aaah!

172 SPIKE
Oh no - there's no way out. I've got to fight the worms!

He briefly opens his eyes, grabs a WATERING CAN, closes his eyes again and starts wildly swinging the watering can.

173 SPIKE (CONT'D)
Take that! And that!

He spins around.

174 SPIKE (CONT'D)
And that!

Spike accidentally LETS GO of the watering can and it hits a flower pot on a window sill. It <CRASHES> on the ground in front of Fluttershy who, startled, kicks hind legs into a wagon.

The wagon starts to roll toward Spike who still has his eyes closed and is now shadow-boxing a giant imaginary worm.

175 FLUTTERSHY
<FRIGHTENED SQUEAL>

With a burst of speed, Applejack dashes toward the wagon, spins on her heels and throws up her back legs, slamming them into the wagon and stopping its forward trajectory.

Totally oblivious to the fact that Applejack has just saved him once again, Spike opens his eyes. He looks at Applejack.

176 SPIKE
See. There are plenty of things I can help you with. And you don't even have to trouble yourself with thinking of them.

177 APPLEJACK
(quickly)
No. I'll think of them. Let me think of them.

Spike bows deeply.

178 SPIKE
As you wish.

INT. TWILIGHT"S HOUSE - A FEW MINUTES LATER

There are several loud KNOCKS on the door.

179 APPLEJACK (O.S.)
Twilight?! Twilight?! Are you there?!

Twilight is still reading her floating books, she is almost done now. Finally Applejack just lets herself in.

180 APPLEJACK (CONT'D)
TWILIGHT!

181 TWILIGHT
Ahhh!

Twilight JUMPS and all her books fall to the floor at once.

182 APPLEJACK
Sorry. I didn't mean to scare you.

183 TWILIGHT
No, it's okay. I need to take a break anyway. What's going on?

Twilight starts using her magic to gather her books as Applejack speaks.

184 APPLEJACK
I know Spike told you that he was gonna follow the Dragon Code and serve me forever for saving him from that Pantheon and that you were okay with it but--

A shocked Twilight drops her books with a <THUD>.

185 TWILIGHT
Wait. What?!

She turns to face Applejack.

186 APPLEJACK
He said he told you all about it.

Applejack notes Twilight's surprised expression and the books that surround her.

187 APPLEJACK (CONT'D)
I'm guessing maybe you were a little distracted when he told you.

Twilight looks a little embarrassed.

188 TWILIGHT
Maybe a little.

189 APPLEJACK
Should've realized you wouldn't have let him go so easily.
(then)
Well, now that you know what's going on, maybe you could talk some sense into him.

190 TWILIGHT
Oh, Applejack, I wish I could but... this is the Dragon Code we're talking about. Surely you know how important the Dragon Code is to a dragon?

191 APPLEJACK
I sure am startin' to.

192 TWILIGHT
There's only one other way Spike is going to fulfill the debt he feels he owes you.

Applejack <SIGHS>.

193 APPLEJACK
I was afraid you were gonna say that.

EXT. SWEET APPLE ACRES - LATER

Applejack peers out of the barn at Spike. He is out in the lawn, counting the blades of grass.

194 SPIKE
(calling to AJ)
20,467,873 blades so far!

195 APPLEJACK
(calling back to him)
Great Spike! Keep up the good work!

Applejack ducks back into...

INT. BARN - CONTINUOUS

Applejack turns to face Fluttershy, Rainbow Dash, Rarity, Twilight, and Pinkie Pie.

196 APPLEJACK
Alright, y'all, here's the deal, Spike needs to save my life.

197 PINKIE PIE
And you want us to drop you into an active volcano and then get Spike to dive into the boiling hot lava after you. You got it!

198 APPLEJACK
No--

199 PINKIE PIE
Tie you to the train tracks and then drive a train toward you so he can rescue you before you're flattened?
(then)
I'll wear this moustache.

She puts on a SNIDELY WHIPLASH MOUSTACHE.

200 APPLEJACK
No--

201 PINKIE PIE
Shoot you out of a cannon toward a hornet's nest and give Spike a butterfly net so he can catch you mere seconds before you hit the nest and are stung by a 1000 angry hornets.

202 RARITY
Pinkie Pie, darling, those are lovely suggestions, but why don't we let Applejack tell us her plan?

203 APPLEJACK
I've got it all figured out.
(then)
I'm going to be attacked by a Pantheon.

Applejack's friends' jaws drop. Pinkie Pie is the only one with a slightly different reaction to this news.

204 PINKIE PIE
(serious)
Can I still wear the moustache?

END ACT II

ACT III

EXT. EDGE OF THE EVERFREE FOREST - SOON AFTER

CLOSE ON APPLEJACK

205 APPLEJACK
Alright, here's the plan. Twilight, you'll be using your magic to control the Pantheon.

206 TWILIGHT
I'll do my best.

Twilight flicks her horn and we WIDEN TO REVEAL: That she is controlling a very realistic looking PANTHEON PUPPET.

207 APPLEJACK
Fluttershy, you're in charge of the sound effects.

REVEAL: Fluttershy has upside-down wooden buckets attached to her hooves. She STOMPS in place and they make the sound of a <CLOMPING> Pantheon.

208 APPLEJACK (CONT'D)
Excellent.

209 APPLEJACK (CONT'D)
Rainbow Dash, your best Pantheon roar, please.

Rainbow Dash grins, then lets out a mighty <ROAR>.

210 FLUTTERSHY
Aaaah.

A terrified Fluttershy <CLOMPS> off to hide behind a bush. She peeks out at Rainbow Dash.

211 FLUTTERSHY (CONT'D)
That was very convincing.

212 APPLEJACK
When I give the signal, Pinkie Pie and Rarity will come running out of the woods being pursued by the Pantheon. I'll start to run too, but then pretend to get my hoof stuck. I'll ask Spike to help dislodge it. He will and I'll be able to get away from the terrifying Pantheon. Having saved me from certain doom, Spike will then consider us even. No more life debt. No more living up to the Dragon Code. Everything can go back to the way it was.
(then)
Everybody got it?

Her friends all nod.

213 PINKIE PIE
Just one question.

214 APPLEJACK
Yes.

215 PINKIE PIE
You're absolutely sure you don't want us to fire you into the hornet's nest instead?

216 APPLEJACK
I'm sure.

Pinkie Pie <SIGHS>

217 PINKIE PIE
Suit yourself.

She drags a nearby CANNON O.S.

218 RARITY
We're all ready to play our parts, but are you sure you're ready to play yours, Applejack?

219 APPLEJACK
Whatta ya mean?

220 RARITY
Show us your best damsel in distress moves.

221 APPLEJACK
Uh... oh... well... how's this?

Applejack tries one.

222 RARITY
Terrible. If this plan of yours is going to work, Spike has to believe you really fear for your life and that he is saving you from certain doom.
(then)
It's got to be more like this.

Rarity demonstrates a world-class swoon.

223 APPLEJACK
Oh, okay. You mean like this?

Applejack tries again.

224 RARITY
Absolutely horrendous. Okay, this needs some serious work.
(demonstrates)
Now first you must lift your foreleg up to your forehead like so...

225 SPIKE (O.S.)
(calling out)
Applejack?!

226 APPLEJACK
No time! Here he comes!

The other ponies quickly duck out of sight as Spike pushes his way through the woods into the clearing.

227 APPLEJACK (CONT'D)
Over here, Spike.

228 SPIKE
You said you had something else you needed me to do?

229 APPLEJACK
Oh. Yes. I was just hoping you could maybe sweep up all these leaves for the compost pile and -

Spike WHIPS OUT a RAKE and bows.

230 SPIKE
But of course.

He starts raking, flinging leaves everywhere.

231 SPIKE (CONT'D)
By the way, there are exactly 24, 567,873 blades of grass at Sweet Apple Acres.

232 APPLEJACK
Can't believe you counted every single one of 'em.

Applejack casually stomps her back hoof (the signal to the others.)

233 SPIKE
You asked me to. And as a noble dragon and follower of the Dragon Code, I--

He stops short at the sound of Rainbow Dash's <PANTHEON ROAR>.

234 SPIKE (CONT'D)
(nervous)
What was that--

Suddenly, Pinkie Pie and Rarity come bursting out of the bushes towards Applejack and Spike.

235 RARITY AND PINKIE PIE
Pantheon!

Rarity stops briefly in front of Spike and does her best damsel in distress pose.

236 RARITY
We are doomed.
(quietly to Applejack)
See. Like this.

Applejack shoots her a look and Rarity runs off with Pinkie Pie. Just then, the Pantheon Marionette comes <CLOMPING> out of the woods toward Applejack.

237 APPLEJACK
(then, bad acting)
Oh no, I seem to have got my hoof caught between two rocks. I cannot run away. I am... a damsel in distress! Help me, Spike!

Spike rushes over to Applejack, bends down to help her dislodge her hoof and then stops.

238 SPIKE
Wait a minute.

239 APPLEJACK
No. No. Don't wait a minute. Save me from the terrifying Pantheon.

240 SPIKE
Well he would be terrifying. If he wasn't a... fake!

Spike spins on his heels to face the Pantheon puppet. It lurches forward, mouth agape, but Spike stands his ground.

241 SPIKE (CONT'D)
You got the clomping of his hooves. The roar was spot on. And the detail on his face is pretty good. But you forgot one thing. His breath. You can smell a real Pantheon's breath from a mile--

Spike stops short. His nostrils flare and he starts <SNIFFING> the air.

242 SPIKE (CONT'D)
Too late. I'm already onto--

Just then, Twilight, Fluttershy, and Rainbow Dash come racing out of the woods.

243 TWILIGHT/FLUTTERSHY/RAINBOW DASH
Pantheon!

The three make their hasty exit as all of a sudden...

The REAL PANTHEON comes STORMING out of the forest and into the clearing! It busts through the fake pantheon tearing it to pieces. It lets out a <MIGHTY ROAR>.

Spike's eyes water and his nostrils flare from the terrible smell coming from the Pantheon's gaping maw.

244 SPIKE
Pantheon!

Spike turns to run and then looks behind him. Applejack isn't running away from the Pantheon.

245 SPIKE (CONT'D)
Applejack! Come on!

246 APPLEJACK
I can't. I'm really stuck.

247 SPIKE
No more messing around. We gotta get out of here.

Spike's eyes go wide as he realizes Applejack is genuinely struggling to free herself. He races over to her and tries to help her dislodge her hoof, but it is no use.

The Pantheon stomps its back legs, preparing to charge the helpless Applejack.

248 APPLEJACK
Forget it, Spike! You gotta get out of here.

249 SPIKE
No way! I have to save you!

250 APPLEJACK
Would you just forget the Dragon Code already and go!

Spike looks around, trying to find something he can use to defend them from the Pantheon. Suddenly, the Pantheon charges, mouth agape.

251 PANTHEON
<the nastiest and most overwhelmingly prolonged in-your-face roar imaginable>

Spike spots a tiny pebble, picks it up leans and THROWS it... deep into the PANTHEON'S OPEN MOUTH and LODGING SOMEWHERE DEEP INSIDE ITS THROAT.

252 PANTHEON (CONT'D)
<roar cut off by choking noises>

Applejack and Spike look on as the Pantheon continues to try and dislodge the pebble, to no avail.

253 PANTHEON (CONT'D)
<more gagging and hacking noises in unsuccessful effort to cough up pebble>

The pantheon STAGGERS OVER and COLLAPSES, shaking the ground. Upon impact, the pebble is dislodged from him his throat.

254 APPLEJACK
Spike, you did it!

The pantheon STIRS SLIGHTLY. Spike grabs hold of Applejack's leg and pulls with all his might, finally dislodging it.

255 SPIKE
Let's get out of here!

The two take off running before the Pantheon can get back onto its feet.

EXT. EVERFREE FOREST - A MOMENT LATER

Spike and Applejack run through the bushes and then duck behind another to find Twilight, Pinkie Pie, Rarity, Fluttershy, and Rainbow Dash already there, hiding.

256 TWILIGHT
What happened to you guys back there? Thought you were right behind us.

Applejack and Spike catch their breath.

257 APPLEJACK
My hoof was stuck and that Pantheon was coming right at me.

258 RARITY
You were actually stuck?

259 APPLEJACK
You said to make it convincing.

Rarity rolls her eyes.

260 APPLEJACK (CONT'D)
But Spike picked up a pebble, rocketed that thing right in that Pantheon's mouth and saved my life.

Spike blushes a little.

261 SPIKE
It was nothing.

262 APPLEJACK
It was something alright.
(apologetic)
Course I wouldn't have needed help if I hadn't been tryin' to stage a fake pantheon attack in the first place.

263 SPIKE
Yeah. What was that all about?

264 APPLEJACK
I just didn't know how else to get you to feel like you didn't owe me anything anymore.
(then)
I know this code thing's important to you, but it's important to me to feel like I can help a friend just to help a friend. Guess keeping track of who owes who what goes against *my* code.

Spike considers this.

265 APPLEJACK (CONT'D)
Now that we're even-steven according to *your* code, if somethin' like this comes up in the future, think maybe we can go by my code, say "that's what friends do" and leave it at that?
(sincere)
I promise I won't think of you as any less noble.

Spike nods.

266 SPIKE
Sounds good to me.
(then)
But maybe let's just try to avoid situations where one of us actually needs the other one to save their life.

267 APPLEJACK *
You got yourself a deal. *

Spike and Applejack shake on it as we... *

DISSOLVE TO:

INT. TWILIGHT'S LOFT - LATER THAT NIGHT *

Twilight is back to her reading, but the room has grown dim. *
She squints in an effort to make out the words on the page. *
Gradually, the room gets brighter. Twilight looks up from *
her book and spots Spike turning up an oil lantern. *

268 TWILIGHT *
Thanks, Spike. Don't know what I'd *
do without you. *

269 SPIKE *
Happy to help. *

Twilight looks back down at her book, then notices something *
and stops reading. *

REVEAL: Spike is hugging Twilight's leg. *

270 SPIKE (CONT'D) *
No, really. I'm really, really, *
really happy to help you. *

Twilight gives Spike a smile as we...

FADE OUT