

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 Wiesenbahn
Matt Mattus
Valerie Jurries
Donna Tobin

Hasbro Design:

Liz Knight

MY LITTLE PONY III

"Spike At Your Service"

Episode 310

Written by

Merriwether Williams

As Recorded: December 15, 2011

TEASER

SC 1 - 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 SPARKLE
That's not that many.

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

4 TWILIGHT SPARKLE
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 SPARKLE
I'd better start with this one.

7 SPIKE
Good idea.

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

9 SPIKE
Really?

10 TWILIGHT SPARKLE
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.

SC 2 - 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

SC 3 - 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)
Ah! 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...

SC 4 - 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 Timberwolf
(basically a black panther with boar hooves.)

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

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

31 SPIKE (CONT'D)
Ahhhhhh!

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

32 APPLEJACK
Come and get me, ya big goon!

The Timberwolf 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 TIMBERWOLF (SFX)
<mighty roar>

*

Applejack flees toward a nearby PILE OF BOULDERS, with the
Timberwolf 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 Timberwolf, one after another in rapid succession. (NOTE: We don't see them hit the Timberwolf, just hear his roars and see the aftermath.)

36 TIMBERWOLF (CONT'D)
<bewildered roar>

Soon the Timberwolf 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 [them](#) 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
no pony in it and I came out here to
investigate.
(then)
Guess you did too?

41 SPIKE
Yeah. 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:

SC 5 - 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 little Piggington a
bath. I was gonna lend her a hoof,
but maybe you could lend her one
instead.

*

53 SPIKE
On the double!

SC 6 - 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 **could** 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 Piggington'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 Piggington to you?

*

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

*

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

*

WIPE TO:

SC 7 - EXT. SWEET APPLE ACRES - A LITTLE LATER

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

*

58 SPIKE
Ta-da!

Pigginton turns around to show all sides.

59 APPLEJACK
Good job, you two. Piggington 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
I dunno, Spike. Just don't feel
right to have you doin' things for
me.

66 SPIKE
Please.

67 APPLEJACK
Really, you don't--

68 SPIKE
Pretty please.

69 APPLEJACK
It's just not necessary--

70 SPIKE
Pretty, pretty, pretty please.

Spike gives her his most irresistible puppy dog eyes.

71 APPLEJACK
(giving in)
Oh, alright. You can help Granny
Smith and me bake some...

SC 8 - 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.

72 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.

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

74 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.

75 SPIKE (CONT'D)
(struggling noises)

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

76 GRANNY SMITH
Ahhhhh!

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.

77 SPIKE
Oops. Sorry, Applejack. Let me get
something to clean that up.

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

78 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.

79 SPIKE (CONT'D)
Oops. 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.

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

She takes the mop away from him.

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

Spike takes back the mop.

82 APPLEJACK
What's that now?

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

*
*

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

Spike stops mopping.

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

(MORE)

SPIKE (CONT'D)
(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.

86 SPIKE
Come on, Spike. This is **your**
personal moral ethical 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.

SC 9 - 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.

87 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.

88 TWILIGHT SPARKLE
Mmmmm-hmmmm.

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

*
*

A beat.

90 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.

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

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

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

SC 10 - EXT. SWEET APPLE ACRES - A FEW MINUTES LATER

Spike addresses Applejack.

93 SPIKE
She said it was okay.

94 APPLEJACK/GRANNY SMITH
Really?

95 SPIKE
Would I lie about something like
that?

96 APPLEJACK
I 'spose not.

97 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

SC 11 - EXT. SWEET APPLE ACRES - SOON AFTER

Applejack and Spike are having a heart to heart.

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

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

*
*
*

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

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

He bows low to her.

102 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.

103 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.

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

105 SPIKE
(hopeful)
Rarity?

106 APPLEJACK
Uh, sure. Why not?

SC 12 - 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.

107 SPIKE
(proudly)
I helped bake it.

Rarity takes the tiniest bite of pie.

108 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.

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

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

111 SPIKE
It's ten in the morning.

112 RARITY
(quickly)
Breakfast. A big breakfast.

113 SPIKE
Oh. Okay.

114 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.

115 SPIKE
As you wish.

116 RARITY
What was that all about?

Applejack <SIGHS>.

117 APPLEJACK
I saved Spike from timberwolves in
the Everfree Forest and now he
thinks he has to serve me forever.

*

118 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--

119 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.

120 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.

121 RAINBOW DASH
AJ! Rarity! What's happenin'?

*

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

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

124 APPLEJACK
How did you know about my
unfinished novel?

125 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.

126 RARITY
(sarcastic)
How ever did you come up with that
ingeniously woven intricate plot
line?

*
*

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

127 RAINBOW DASH
Just came to me.

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

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

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

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

Spike returns.

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

133 APPLEJACK
(a little nervous)
You are?

Rainbow Dash gives Applejack a wink.

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

135 SPIKE
Rocks?

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

137 SPIKE
I am?

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

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

140 RAINBOW DASH
Then get to it.

An eager Spike races out of the boutique.

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

WIPE TO:

SC 13 - 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.

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

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

144 APPLEJACK
Why didn't I think of that?

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

145 SPIKE
Is this is high enough?

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

Applejack quickly cuts her off.

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

Spike starts to climb down.

148 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....

149 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".

150 RAINBOW DASH
Sure! Why not?

151 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.

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

153 APPLEJACK
And so am I.

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

154 SPIKE
(concerned)
What do you mean?

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

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

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

158 SPIKE
But my Dragon Code says I have to help you... If I don't help you, I won't live up to my Dragon Code.
(MORE)

*
*

SPIKE (CONT'D)

And if I don't live up to my Dragon Code, how will I know I'm a noble dragon?

*

159 APPLEJACK

Well, I--

160 SPIKE

(cutting her off)

Maybe there's things you need help with that you don't even realize that you need help with!

161 FLUTTERSHY

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

162 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?

163 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.

164 APPLEJACK

That does feel good.

165 SPIKE

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

He hops off her back.

166 SPIKE (CONT'D)

You might need help remembering your favorite song....

(MORE)

SPIKE (CONT'D)

(singing)

*The dragon is the finest creature
ever...there's more to him than
just guarding treasure!*

167 FLUTTERSHY

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

Spike grows increasingly frantic.

168 SPIKE

Or you might need help breathing!

169 APPLEJACK

Breathing? I certainly don't need--

170 SPIKE

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

171 APPLEJACK

Dreams?

172 SPIKE

(desperate)

Yeah...what if you had a bad dream?
I could help you with that! Like
Princess Luna, but better.

*
*

173 APPLEJACK

How's that now?

174 SPIKE

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

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

175 SPIKE (CONT'D)

Oh no! My apples have worms in
them!

*

Spike starts backing up, terrified of the worms.

176 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.

177 FLUTTERSHY
Aaah!

178 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.

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

He spins around.

180 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.

181 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.

182 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.

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

Spike bows deeply.

184 SPIKE
As you wish.

SC 14 - INT. TWILIGHT'S HOUSE - A FEW MINUTES LATER

There are several loud KNOCKS on the door.

185 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.

186 APPLEJACK (CONT'D)
TWILIGHT!

187 TWILIGHT SPARKLE
Ahhh!

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

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

189 TWILIGHT SPARKLE
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.

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

*

*

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

191 TWILIGHT SPARKLE
Wait. What?!

She turns to face Applejack.

192 APPLEJACK
He said he told you all about it.

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

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

Twilight looks a little embarrassed.

194 TWILIGHT SPARKLE
Maybe a little.

195 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.

196 TWILIGHT SPARKLE
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?

197 APPLEJACK
I sure am startin' to.

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

Applejack <SIGHS>.

199 APPLEJACK
I was afraid you were gonna say
that.

SC 15 - EXT. SWEET APPLE ACRES - LATER

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

200 SPIKE
(calling to AJ)
71,72,73... blades so far!
74,75,76...

*
*

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

Applejack ducks back into...

SC 16 - INT. BARN - CONTINUOUS

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

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

203 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!

204 APPLEJACK
No--

205 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.

206 APPLEJACK
No--

207 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.

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

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

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

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

END ACT II

ACT III

SC 17 - EXT. EDGE OF THE EVERFREE FOREST - SOON AFTER

CLOSE ON APPLEJACK

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

212 TWILIGHT SPARKLE
I'll do my best.

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

213 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> Timberwolf.

214 APPLEJACK (CONT'D)
Excellent.

215 APPLEJACK (CONT'D)
Rainbow Dash, your best Timberwolf
roar, please.

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

216 FLUTTERSHY
Aaaah.

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

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

218 APPLEJACK
When I give the signal, Pinkie Pie
and Rarity will come running out of
the woods being pursued by the
Timberwolf.

(MORE)

APPLEJACK (CONT'D)

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 Timberwolf. Having saved me from certain doom, Spike will then consider us even. No more life debt. No more living up to his Dragon Code. Everything can go back to the way it was.

*

(then)

Everybody got it?

Her friends all nod.

219 PINKIE PIE

Just one question.

220 APPLEJACK

Yes.

221 PINKIE PIE

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

222 APPLEJACK

I'm sure.

Pinkie Pie <SIGHS>

223 PINKIE PIE

Suit yourself.

She drags a nearby CANNON O.S.

224 RARITY

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

225 APPLEJACK

Whatta ya mean?

226 RARITY

Show us your best damsel in distress moves.

227 APPLEJACK

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

Applejack tries one.

228 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.

229 APPLEJACK
Oh, okay. You mean like this?

Applejack tries again.

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

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

232 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.

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

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

235 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.

236 SPIKE
But of course.

He starts raking, flinging leaves everywhere.

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

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

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

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

*

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

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

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

241 RARITY AND PINKIE PIE
Timberwolf!

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

242 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 Timberwolf Marionette comes <CLOMPING> out of the woods toward Applejack.

243 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.

244 SPIKE
Wait a minute.

245 APPLEJACK
No. No. Don't wait a minute. Save
me from the terrifying Timberwolf.

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

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

247 SPIKE (CONT'D)
You got the clomping of his **claws**.
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
Timberwolf's breath from a mile--

*

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

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

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

249 TWILIGHT/FLUTTERSHY/RAINBOW DASH
Timberwolf!

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

The REAL Timberwolf comes STORMING out of the forest and into
the clearing! It busts through the fake Timberwolf 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 Timberwolf's gaping maw.

250 SPIKE
Timberwolf!

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

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

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

253 SPIKE
No more messing around. **Let's go!**

*

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

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

255 SPIKE
No way! I have to save you!

256 APPLEJACK
Would you just forget **your** Dragon Code already and go!

*

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

257 TIMBERWOLF (**SFX**)
<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 Timberwolf'S OPEN MOUTH and LODGING SOMEWHERE DEEP INSIDE ITS THROAT.

258 TIMBERWOLF (**SFX** CONT'D) (CONT'D)
<roar cut off by choking noises>

*

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

259 TIMBERWOLF (**SFX** CONT'D) (CONT'D)
<more gagging and hacking noises in unsuccessful effort to cough up pebble>

*

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

260 APPLEJACK
Spike, you did it!

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

261 SPIKE
Let's get out of here!

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

SC 18 - 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.

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

Applejack and Spike catch their breath.

263 APPLEJACK
My hoof was stuck and that Timberwolfs' was coming right at me.

*

264 RARITY
You were actually stuck?

265 APPLEJACK
You said to make it convincing.

Rarity rolls her eyes.

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

*

Spike blushes a little.

267 SPIKE
It was nothing.

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

269 SPIKE
Yeah. What was that all about?

270 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.

271 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.

272 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.

273 APPLEJACK

You got yourself a deal.

Spike and Applejack shake on it as we...

DISSOLVE TO:

SC 19 - 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.

274 TWILIGHT SPARKLE

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

275 SPIKE
Happy to help.

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

REVEAL: Spike is hugging Twilight's leg.

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

Twilight gives Spike a smile as we...

FADE OUT

THE END