

Distribution:

Production:

Devon Cody
Meghan McCarthy
Jayson Thiessen
Ashley Irving-Scott

The HUB:

Donna Ebbs
Carin Davis
Tegan Molloy
Laurence Braun
Patrick Callan

Hasbro Studios:

Stephen Davis
Michael Vogel
Brian Lenard
Kathy Page
Robert Fewkes
Sophia Hussain

Hasbro Brand:

Mark Wiesenbahn
Matt Mattus
Valerie Jurries
Donna Tobin

MY LITTLE PONY IV
"Three's a Crowd"
Episode 412
Written by: Ed Valentine

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ACT I

TEASER:

1) EXT. PONYVILLE - DAY - TWILIGHT'S HOUSE - ESTABLISHING

2) INT. PONYVILLE - TWILIGHT'S HOUSE - CONTINUOUS

SPIKE carries in the mail to a waiting TWILIGHT SPARKLE.

1 SPIKE 1
Mail's here.

Twilight uses her magic and eagerly flips through the mail.

2 TWILIGHT 2
Please be a "yes". Please be a
"yes". Please be a "yes".

She magically opens a shiny envelope. An elaborate parchment unfolds. Twilight scans the parchment, then grins.

3 TWILIGHT (CONT'D) 3
YES!

Twilight hops up and down.

4 TWILIGHT (CONT'D) 4
She can make it! She can make it!

Twilight grabs spike by the claws and spins around the room with him.

5 SPIKE 5
Going out on a limb here, but I'm
guessing that Princess Cadance said
she can come this weekend.

Twilight stops spinning with Spike.

6 TWILIGHT 6
I'm finally going to get to spend
some quality time with my sister-in-
law. This is the best news EVER!

She does an excited twirl. There is a <GENTLE KNOCK> at the door and she spins over to answer it. Fluttershy shyly enters.

7 FLUTTERSHY 7
So sorry for barging in like this.
But I'm so excited I just couldn't
wait to tell somepony.

She shows Twilight a letter.

8 FLUTTERSHY (CONT'D) 8
I just won a trip to the banks of
the River Ponyssippi to see the
hatching of the very adorable (and
very rare) pony-dragonflies!

9 TWILIGHT 9
Wow, Fluttershy, that's fantastic!

10 FLUTTERSHY 10
It's not just fantastic - it just
might be the best news EVER!

The door suddenly <BURSTS> open and PINKIE PIE bounds into
the room, most excited of all.

11 SPIKE 11
Now *That's* "barging in".

12 PINKIE PIE 12
I have the coolest news EVER! I
just got stupendous mail. Amazing
mail! The most incredible mail
anypony's ever received in all of
recorded pony postal history! It's -
it's - it's a FLYER ABOUT A ONE-DAY
SALE ON USED PATIO FURNITURE!

She joyfully tosses her flyer in the air.

13 TWILIGHT 13
Um, *that's* the most exciting mail
you've ever gotten?

14 SPIKE 14
(sotto to Twi)
I don't think she gets a lot of
mail.

15 PINKIE PIE 15
A FLYER! And it's FREE! Could this
day get any better? *WHOO-HOOO!*

She jumps around, kicking up her hooves. Twi, Spike and
Fluttershy smile, shaking their heads.

END TEASER

MAIN TITLE**ACT I****3) EXT. PONYVILLE - STATION - NEXT DAY**

Twilight, Spike, Fluttershy, and Pinkie Pie are standing on the platform by a waiting train with RARITY, APPLEJACK and RAINBOW DASH. Dressed for camping, Fluttershy has a backpack. Rarity and Applejack give Fluttershy a quilted wrap and a basket of apples, respectively.

16 RARITY 16
Here's a wrap in case it gets cold.

17 APPLEJACK 17
And I packed you a basket of nice
fresh apples in case ya git hungry!

Twilight goes to Fluttershy.

18 TWILIGHT 18
Have a great time at the Ponyssippi
River.

19 FLUTTERSHY 19
And you have fun with Cadance! Oh,
I truly hope it's the very perfect
weekend.

The train <WHISTLE BLOWS>. Fluttershy hops on the train and looks out through the window as the train starts to move.

20 FLUTTERSHY (CONT'D) 20
Goodbye! Goodbye, everypony!

Twilight waves. Pinkie Pie runs alongside the train as it pulls out.

21 PINKIE PIE 21
Fluttershy, I'll never forget
yooooooooou!!!!

The train pulls off, leaving a weepy Pinkie. But a little balloon floats by and she *does* forget, overcome with joy:

22 PINKIE PIE (CONT'D) 22
OOO, something floaty! La la la...

She trots off after the balloon. Twilight turns to the rest of the Mane 6, all business.

23 TWILIGHT 23
Alright, everypony. Cadance's
train from the Crystal Empire will
be here any second and I'm going to
need your help.

24 RARITY 24
Oh, you sure are, dear, that mane -

She whips out a comb.

25 TWILIGHT 25
What? No! Not my mane. Wait - is my
mane a mess?
(patting it into place)
I'm a bit nervous about Cadance's
visit.

26 APPLEJACK 26
What the hooves could you be
nervous about, Twilight? Cadance
just loves you to pieces!

27 TWILIGHT 27
I know. But I really want her visit
to go without a hitch!

Pinkie Pie trots back, the balloon string in her mouth.

28 PINKIE PIE 28
Why wouldn't it?

29 TWILIGHT 29
Well, the last few times we've seen
each other haven't exactly been
"worry free."

FLASHBACK TO:

INT. WEDDING BALLROOM - (EPISODE 226)

Twilight and Princess Cadance look on as the imposter Cadance
transforms into the Changeling Queen.

FLASH BACK TO:

EXT. CRYSTAL EMPIRE - (EPISODE 302)

King Sombra moves in on the Crystal Empire.

BACK TO:

EXT. PONYVILLE - STATION - THE PRESENT

The other ponies nod in understanding.

30 RARITY 30
The fate of Equestria has hung in
the balance during most of your
visits with her.

31 TWILIGHT 31
Exactly. Cadance and I haven't
really gotten a chance to just
enjoy being friends again. Which is
why it is so important that this
visit be 100% drama-free.

32 APPLEJACK 32
I'm guessin' you've got a plan
that'll keep it that way.

33 TWILIGHT 33
Oh, yes! The timing couldn't be
more perfect. For one day only,
right here in Ponyville...

She turns and points to a poster on the train station wall.

ON: the poster. An old-timey drawing of Starswirl the
Bearded.

34 TWILIGHT (CONT'D) 34
The 'Starswirl the Bearded'
Traveling Museum! Can you believe
it?! Cadance and I can spend the
whole day looking at Starswirl the
Bearded artifacts, perusing his old
manuscripts, and I don't mean to
brag, but a certain spell book on
display was donated by a certain
pony who all of you certainly know.

Twilight beams.

35 APPLEJACK 35
Old artifacts. Spell books. Sounds
real... interestin'.

36 TWILIGHT 36
It is the perfect, drama free way
to spend the day with Cadance!
(then, nerding out)
Not counting the drama surrounding
which of the bells from his cloak
they've chosen to put on display.

She gestures to the poster again, pointing out one of the bells on Starswirl's cloak.

37 TWILIGHT (CONT'D) 37
(whispering)
Spoiler alert: It's this one.

Rainbow Dash makes an exaggerated gagging sound.

38 RAINBOW DASH 38
BLECH!
(off the others' looks)
Yeah, um... sorry, something in my
throat - like a big ball of "Hey,
Twilight, maybe your plans sound a
little, I don't know... lame?"

Rarity and Applejack shoot her a look.

39 RARITY 39
I think it sounds delightful.

40 APPLEJACK 40
Yep. And just like you said, drama
free.

41 TWILIGHT 41
Exactly. Just quiet time. Q-U-I-
E...

She's interrupted by a loud <TOOOOOT!> and a <SQUEAL> of wheels. All the ponies cover their ears with their hooves.

ON: the tracks, a train comes <CHUGGING> in: it's a beautiful CRYSTAL TRAIN, with banners waving. It puffs lavender steam.

The train <SQUEAKS> to a stop. TRUMPETER PONIES hop out, and a FOOTMAN PONY unrolls a red carpet.

Trumpeter Ponies play a <FANFARE> as PRINCESS CADANCE steps off the train. Twilight races over to her.

A very serious Princess Cadance bows deeply.

42 CADANCE 42
Your highness.

Twilight follows her lead and bows low.

43 TWILIGHT 43
Your highness.

A grin slowly makes its way across her face, then Princess Cadance starts a familiar chant.

44 CADANCE 44
Sunshine, Sunshine...

Twilight smiles and joins her.

45 CADANCE AND TWILIGHT 45
...ladybug's awake. Clap your
hooves and do a little shake.

The sister-in-laws embrace.

46 CADANCE 46
Oh, Twilight, I still haven't
gotten used to seeing you so grown
up. Look at you. So tall and
graceful.
(then)
I can't tell you how much I've been
looking forward to spending some
real quality time with you. You
know...

47 TWILIGHT 47
When the fate of Equestria didn't
hang in the balance?

Cadance smiles.

48 CADANCE 48
Exactly.
(then)
So... knowing you, you've made some
plans.

49 TWILIGHT 49
Boy, have I!

They link hooves and start to trot off together.

50 TWILIGHT (CONT'D) 50
Oops, hang on just one second...

She gallops over to her friends.

51 TWILIGHT (CONT'D) 51
You guys, I was just wondering...

52 RARITY 52
Now, now don't worry about a thing!
We'll make sure that nothing - but
nothing! - interferes with your
visit!

53 APPLEJACK 53
Go on, have a hootenanny with your
kinfolk! We'll see you real soon.

54 TWILIGHT 54
You all really are the best friends
a pony could ever have. Coming,
Cadance!

She gallops off. As Twilight's friends start to trot away
from the station, Pinkie Pie <SIGHS>.

55 PINKIE PIE 55
Oooh, two sisters-in-law bonding.
Well, I for one, am gonna make sure
nothing spoils their day. But what
in Ponyville could, right?

From above them, there's a <WHIRRING SOUND>. They all look
up. ON: a BIG BLUE BLUR above them in the sky!

56 APPLEJACK 56
What is that thing? A big blue
beetle?

57 RAINBOW DASH 57
A small blue rain cloud?

The blue thing keeps getting bigger as it approaches.

58 RARITY 58
Whatever it is - DUCK!

Rarity, Rainbow Dash, and Applejack leap out of the way.

59 PINKIE PIE 59
Rarity, that doesn't look anything
like a duck!

Rainbow Dash yanks her to safety just as the thing lands with
a <CRASH>! Smoke and rubble shoot from the crater it leaves.

ANGLE ON: the ponies peer into the crater through the smoke.

60 RAINBOW DASH 60
What is *that*?

A voice comes from the darkness and a shadowy figure appears
in the smoke. It's a snuffly voice of someone with a cold...

61 DISCORD (O.S.) 61
(sick and snuffly)
Not a what but a "who," dear.

62 RAINBOW 62
Oh, no, that sounds like...

63 DISCORD (O.S.) 63
AAAAAAH-CHOOOO!

This tremendous sneeze, sneezes him up out of the pit! He rises dramatically. But there's been a change: he's turned blue all over.

64 PONIES 64
DISCORD!

END ACT I

ACT II

EXT. PONYVILLE STATION - A MOMENT LATER

Applejack, Rarity, Rainbow Dash, and Pinkie Pie look on as the blue Discord dusts himself off.

65 APPLEJACK 65
What in tarnation are you doin'
here? And why the jumpin' junebugs
are you blue?

66 RARITY 66
More like a shade of cerulean, to
be precise.

Hooves crossed, Rainbow Dash gets right up in his face.

67 RAINBOW DASH 67
Whatever color you are is the color
of trouble!

68 DISCORD 68
Oh, Rainbow Dash, I've changed!
Surely you remember I was reformed
by lovely little...
(starting to sneeze)
Flah - Floo - Fluttershy!
FLACHOOOOOO!

At his sneeze: in the BG, a tree BURSTS INTO BLUE FLAMES.

69 APPLEJACK 69
What are you? Sick or somethin'?

70 DISCORD 70
Sick? Well, of course I'm sick! The
blue skin? These sneezes? Could
someone find me a fainting couch?

Pinkie Pie drags over some luggage. He flops on it, grandly.

71 DISCORD (CONT'D) 71
Charming, thank you. I can't stop
sneezing and wheezing. In short! I
need help.

72 RAINBOW DASH 72
Yeah, well, if you're so sick, why
have you came here instead of...
y'know, staying home in bed and
getting over your weird illness?

Discord <BLOWS HIS NOSE> into a handkerchief and goes to hand
the hankie to Pinkie Pie. Dash stops her from taking it.

73 DISCORD 73
I was on a hush-hush mission for
Princess Celestia when I came down
with this miserable illness. So I
came to find the one pony who truly
understands me and could nurse me
back to health.

He looks around.

74 DISCORD (CONT'D) 74
Where is that dear, sweet
Fluttershy. I need attention! I
need some TLC! I need...

75 RAINBOW DASH 75
...You need to chill! Fluttershy's
out. Won't be back till tomorrow.

76 DISCORD 76
Tomorrow, you say? Hmmm, oh dear.
Wait - I know what to do.

Rainbow Dash starts to push him out on the luggage.

77 RAINBOW DASH 77
Good thinking, head on home, put
your feet up, lots of warm liquids.

POOF! Discord disappears, leaving Rainbow Dash pushing a load
of luggage. It tumbles down. Discord reappears behind her,

78 DISCORD 78
No, no, no. I mean while she's
gone, you ponies can take care of
me. Isn't that what friends do?
Take care of each other?

He wraps his arms around PP, AJ, Rarity, and RD and pulls them close.

79 DISCORD (CONT'D) 79
Let the healing begin!

The ponies are aghast. Rainbow Dash looks around.

80 RAINBOW DASH 80
Ummmm... not it.

<ZOOM!> She's outta there.

81 DISCORD 81
 (calling after her)
Well! That's some way to treat a
suffering friend. ACHOOOO!

In the BG, another tree BURSTS into blue flame. Pinkie Pie goes and hugs Discord, hard.

82 PINKIE PIE 82
Don't you worry Discord, I'll give
you cuddles and read stories and
tell you all about me! Let's start
at the beginning. I was born on a
Tuesday - or was it a Wednesday?
Anyway...

He squirms out of her grasp.

83 DISCORD 83
Lovely Pinkie Pie. You're so sweet
to offer. But Rarity and Applejack
already volunteered to be my own
personal nursemaids!

<POOF!> He disappears, reappearing between Rarity and Applejack.

84 RARITY / APPLEJACK 84
We did?

85 DISCORD 85
And I graciously consent to be
pampered by you two. So pamper
away. I SO hope you don't mind,
Pinkie Pie.

86 PINKIE PIE 86
Mind? Well, as a matter of fact, I
most certainly...

The balloon from earlier floats by.

87 PINKIE PIE (CONT'D) 87
Hey! Who keeps throwing away these
perfectly good balloons?!

Distracted, Pinkie Pie trots off after it.

88 APPLEJACK 88
Rarity, can I have a word with you?

Applejack grabs Rarity and steers her off a little.

89 APPLEJACK (CONT'D) 89
That guy's up to somethin'. And
whatever it is, we're gonna keep it
as far away from Twilight and
Princess Cadance as possible.

They look back suspiciously. Seemingly oblivious, Discord is
lounging on a floating lounge chair, wearing sunglasses.

90 RARITY 90
You're right. We promised we
wouldn't let anything ruin their
visit. Though I do so wish that
"anything" had turned out to be
something else.

POP! Discord suddenly appears between them, listening.

91 DISCORD 91
Did I hear you say Princess Cadance
is visiting Princess Twilight?
Right now? Right here?

92 APPLEJACK 92
Maybe.

93 DISCORD 93
How wonderful for them both. It's
so rare those two get to spend time
together.
(then)
I don't know about you, but I
sometimes wonder how close they
could actually be. All those years
apart before being reunited...

94 APPLEJACK 94
They're plenty close.

95 DISCORD 95
If you say so.
(then)
And if they're not, this rare
opportunity to focus on their
friendship will certainly bring
them closer. Unless of course--

Applejack and Rarity share a nervous look.

96 RARITY 96
Don't even think about it. They
mustn't be disturbed...

97 DISCORD 97
Disturb them? Why I wouldn't dream
of it. Not when I have two such
dear friends of my own who have
already offered to take care of me
in my time of need.
(then)
And at such peril. This flu of mine
is highly...
(starting to sneeze)
Con...conta..conta --AAAAHCHOO!

He sneezes. In the BG a tree BURSTS into flames.

REVEAL: Rarity and AJ have turned the same blue as Discord!

98 DISCORD (CONT'D) 98
Contagious.

99 RARITY / APPLEJACK 99
AAAAAHHHHHCHOOO!

They sneeze so hard they sneeze right out of frame.

100 DISCORD 100
Oh. No. I've gotten you two sick.
Whomever will I turn to now in my
time of need?

A sinister grin appears upon his face.

INT. - PONYVILLE FESTIVAL GROUNDS - SOON AFTER

Ponies walk around past wooden booths and wagons. Some wear Starswirl the Bearded costumes. Twilight wears her Starswirl costume.

101 TWILIGHT 101
A whole day to celebrate Starswirl
the Bearded. What could be better?

102 CADANCE 102
You always were a history nut.

Twilight gets excited at a candlestick levitating inside a booth.

103 TWILIGHT 103
The candlestick he used to light
the way when he was exploring the
caverns of Maretania!

Cadance and Twilight REACT as Discord's head suddenly emerges from the top of the candlestick.

104 CADANCE/TWILIGHT 104
AAAAHHHH!

105 DISCORD 105
---CHOOO!

He sneezes and bursts out of the top of the candlestick. Nearby trees burst into blue flames. A pair of nearby PONIES are turned blue.

106 TWILIGHT 106
DISCORD?! What are you doing here?

107 DISCORD 107
(extra-snuffly, pathetic)
Oh, dear, dear Princesses, I'm
sorry to say I'm sick. Sick, sick,
sick! Blue Flu.

108 TWILIGHT 108
(incredulous)
Blue Flu?

109 DISCORD 109
It's very rare. And very...

A pony in a Starswirl costume comes by selling candy apples. He notices Discord and lets out a little <HORRIFIED YELP> before dropping the apples. Discord <SNEEZES> on the pony. Instantly, she comes down with the blue flu too!

110 DISCORD (CONT'D) 110
Contagious.

111 APPLE SELLING PONY 111
ACHOO! ACHOO! ACHOO!!!

She sneezes herself O.S.

112 DISCORD 112
I fear I've already given it to
poor Applejack and Rarity.
 (then)
AHHH---

He starts to <SNEEZE> again. Cadance quickly lowers her horn and casts a MAGIC BUBBLE around herself and Twilight. It SHIMMERS, then grows invisible.

113 DISCORD (CONT'D) 113
---CHOO!

The Magic Bubble shimmers again as it is hit by Discord's sneeze. Twilight winces. Then realizes she hasn't been hit by Discord's sneeze.

114 CADANCE 114
Magic health bubble.

115 TWILIGHT 115
Good thinking.

116 DISCORD 116
Indeed. However would Twilight nurse me back to health if she was sick too?
 (then, to Twilight)
You will be letting me stay at your place until I'm all better won't you?
 (then)
I'd stay with Rainbow Dash but I have a bit of a cloud allergy. And I do love that Pinkie Pie, but I fear she just wouldn't give me a moment's rest.

117 TWILIGHT 117
Stay? With me? Uh, now is not really the best time.
 (then, under her breath)
Though I'm sure you already know that.

118 DISCORD 118
 (really wheedling)
But taking in the sick and the desperate - isn't that what Fluttershy would do? Isn't "helping" something friends do for friends?
 (MORE)

DISCORD (CONT'D)

(then, pointedly)

Unless, of course, what you're
really saying is that we're not
friends.

119 TWILIGHT 119
(gritting her teeth)
No. That is not what I'm saying.

120 DISCORD 120
Oh, how elated I am to hear that.
(then)
Shall the three of us head back to
your place? I don't want to get
anypony else sick.

121 TWILIGHT 121
<SIGH> I guess we don't have much
choice.

Milking it, Discord flops on the ground.

122 DISCORD 122
Carry me?

123 TWILIGHT 123
Seriously?

He looks up at her pleadingly.

124 DISCORD 124
Friend.

<GRUNTING>, Twilight and Cadance magically levitate him off.
As he goes, panicked ponies scatter out of his way.

INT - TWILIGHT'S HOUSE - LATER

Twilight and Cadance are tucking Discord into bed.

125 TWILIGHT 125
(forcing a smile)
Need anything else?

126 DISCORD 126
To tell you the truth, just knowing
I have a good friend like you to
take care of me has made me feel
better already.
(then)
(MORE)

DISCORD (CONT'D)

Why don't you and Princess Cadance
head back to that exhibit and enjoy
your time together? I'll be fine
here on my own.

127 TWILIGHT 127

If you insist.

Twilight quickly nudges Cadance toward the door.

128 DISCORD 128

Oh. But before you go... just a
small request...

Twilight <SIGHS> and slumps.

MUSIC UP. Discord begins to sing a **SONG: "A Little Glass of Water Please?"** It starts slowly at first, but grows increasingly fast.

(For the song, think styles like klezmer bands, the hora, Gilbert & Sullivan patter songs, and "The King Of All Broadway" from the opening of the musical "The Producers.")

129 DISCORD (CONT'D) 129

(sings)

*A little glass of water please?
A fresh-pressed hankie if I sneeze?
Some tea with honey from the bees
Whenever you can brew it.*

130 CADANCE 130

I'll get your tea...

131 DISCORD 131

*And while I get a little rest
a teeny tiny small request -
Some codfish oil for my chest
Poured from a crystal cruet.*

132 TWILIGHT 132

A crystal cruet?

133 DISCORD 133

*My goodness, I'm a nincompoop -
Because I fear I've got the croup
I'll need a vat of tomato soup
And scarves made out of zinnias!*

*Did I say zinnias? I meant silk!
Or something shiny of that ilk,
Oh then I'll need some ostrich milk
And cakes from Abyssinia.*

He sings faster now.

134 DISCORD (CONT'D) 134
*And since my stomach's feeling
crummy,
Why not give my achy tummy
Something soothing, something yummy
- narwhal, freshly broasted?*

*And OOH, poached peacock very dry
Sauteed in buttered butterfly
With whipped cream piled to the sky*

135 TWILIGHT 135
- Or wheat bread, lightly toasted?

Discord stands up in bed and sings the bridge expansively:

136 DISCORD 136
*I'll be grateful for your charity
until the bitter end -
Because I've heard that tenderness
is what you lend an ailing friend -
(spoken)
Tenderness - isn't that right...
friend?*

137 TWILIGHT 137
*(Through gritted teeth.)
Right, but...*

138 DISCORD 138
*(sings)
Soooooooooo...*

Twilight's house fades away, and all the things Discord demands appear around him in a swirl, along with the appalled faces of Twilight and Cadance.

Once again, Discord starts singing slower, but the song grows wildly fast.

139 DISCORD (CONT'D) 139
*Who's ready for my big reprise?
I'd like that glass of water please
A firm 'gesundheit!' when I sneeze
Some magic spells to cure disease
Warm moose fur if I start to freeze
A wig to keep me from the breeze
Plum lozenges will soon appease
My wheezing - if I start to wheeze
take tweezers out of my valise,
and then massage my knobby knees.
A bowl of peas! Some goblin cheese!
(MORE)*

DISCORD (CONT'D)

*A cuddle with a Pekinese!
A singing harp who's named Louise!
A goat on skis! A new trapeze!
More and more and more of these - -*

*- And just because I oughta /
Make sure I'm drinking in the right
Amount of fluids day and night
I wish I may, I wish I might
Have just one little thing -
Oh will you finally bring
Me that tiny little glass...
OF WATER!?!?*

END SONG

Discord gives a great big finish, as the room appears back as it was before. He's now in bed surrounded with many of the crazy things he asked for. Twilight and Cadance look worn-exhausted and bedraggled.

140 DISCORD (CONT'D) 140
What, no applause?

Twilight magics a glass of water over to him.

A beat. Discord "accidentally" drops it.

141 DISCORD (CONT'D) 141
Oops! Sorry.

142 TWILIGHT 142
(calmly)
Just one second, ok?

Calmy - too calmly? - she trots outside and shuts the door.

143 TWILIGHT (O.S.) (CONT'D) 143
<A scream of frustration!>

She comes back in, mane all sprung out wildly.

144 DISCORD 144
Better?

145 TWILIGHT 145
Much.

Discord <SNEEZES>. The bubble appears visible around Twilight again. Out the window, trees burst into blue flame.

146 TWILIGHT (CONT'D) 146
Alright. This is ridiculous.

Twilight starts searching through her books.

147 TWILIGHT (CONT'D) 147
There must be some way to just cure
you. There has to be a spell or a
remedy in one of my books.
 (then)
Maybe Zecora--

148 DISCORD 148
 (cutting her off)
There is one way -

149 CADANCE 149
And you didn't think to mention it
earlier?

Discord shrugs.

150 DISCORD 150
Slipped my mind.

He waves a claw. <POOF!> In front of him appears a vision in
a ball of smoke - a vision of a grassy hilltop.

151 DISCORD (CONT'D) 151
On a hill at the very edge of
Equestria, there grows an exquisite
magic flower.

In this vision, the sun starts to set and the flower starts
to drop one petal after another.

152 DISCORD (CONT'D) 152
Pick the flower as it drops its
petals at sunset...

The petals fall into a steaming teapot. It puffs up a lovely
steam and levitates, pouring tea into a teacup.

153 DISCORD (CONT'D) 153
Then you can make a magical,
soothing elixir to cure any ailment
- even the Blue Flu!

He <SNAPS> his claws. The vision vanishes.

154 TWILIGHT 154
I suppose you have a good reason
you didn't bother to go get this
flower as you soon as you realized
you were sick?

155 DISCORD 155
Why I couldn't travel that far in
my condition. By the time I got
there I'd be too weak to even
attempt to retrieve the flower.

156 TWILIGHT 156
So, where exactly are Cadance and I
headed?

157 DISCORD 157
Well, you'll want to head north,
turn left at the--
 (then)
You know, it would be much easier
if I took you there.

158 TWILIGHT 158
Thought you were in "no condition"
to travel.

Discord flops down on the couch.

159 DISCORD 159
I'm not.
 (then)
We'll need to make some
arrangements.

DISSOLVE TO:

EXT. SKY - LATER

Cadance and Twilight fly over Equestria, their horns glowing.
It's nearly sunset. WIDEN TO REVEAL: Discord is lying on a
couch that is levitating in front of them. Cadance struggles
to keep up, flapping her wings a little awkwardly.

160 TWILIGHT 160
Doing okay there?

161 DISCORD 161
It's a bit chilly. Think you could
conjure me a blanket?

162 TWILIGHT 162
I was talking to Cadance.

163 CADANCE 163
To be honest, I'm a little out of
practice when it comes to flying.
 (MORE)

CADANCE (CONT'D)

I've been so busy lately in the
Crystal Empire I haven't really had
much time to stretch my wings.

164 DISCORD 164
Then lucky for you, we're here.

He gestures to the ground below.

EXT. EDGE OF EQUESTRIA - A MOMENT LATER

Cadance and Twilight come in for a landing, setting Discord
and his couch down on the ground as well. Discord gestures
O.S.

165 DISCORD 165
It's just at the top of that hill.
(laying it on thick)
And do hurry. All that cold air up
there has left me feeling even more
dreadful.

We follow Twilight and Cadance as they begin the trek up a
nearby hill.

166 TWILIGHT 166
I'm really sorry about this. All I
wanted was for us to have some
peaceful, quality time together.

167 CADANCE 167
I know. I was looking forward to
it too.

They reach a gigantic green tree trunk on the top of a hill.
They look around.

168 TWILIGHT 168
This is the top. But where's that
flower?

PULL BACK TO REVEAL: The green tree trunk is actually the
flower's stem! They're standing right next to it.

169 TWILIGHT (CONT'D) 169
Oh.

The sun is setting. The flower drops a petal which flops over
Twilight, completely covering her like a sheet.

170 TWILIGHT (CONT'D) 170
Come on. If we hurry, we can still
have some time together. The day
won't be a total loss.

Both ponies lower their horns and try to magic the flower out. It's not easy. There's huge resistance as the flower slowly emerges from the ground.

171 CADANCE 171
(Struggling)
Mmm - harder - than I - thought!

172 TWILIGHT 172
(Struggling)
Like everything else today. Thanks
a bundle, Discord!

173 CADANCE 173
One - last - pull...

174 TWILIGHT / CADANCE 174
<BIG EFFORT GRUNTS!>

Finally, the giant flower levitates out of the ground, leaving a big hole in the earth.

175 TWILIGHT 175
Whew, finally! Let's get Discord
and this flower back home, then all
our problems are solved!

But the ground starts to ROCK, knocking both ponies off their feet. A <GIANT RUMBLE SOUND>.

176 CADANCE 176
What in Equestria...?

KABOOM! A giant worm/lizard-like creature (the "TATZLWURM") BURSTS out of the hole left behind by the flower! Twilight and Cadance freeze in horror.

177 TWILIGHT 177
Um, about all our problems being
solved?

178 CADANCE 178
Yes?

179 TWILIGHT 179
I think I spoke too soon.

The Tatzlwurm <ROARS>.. and attacks! We go OUT on Cadance and Twilight looking stricken - and about to be eaten!

END ACT II**ACT III****EXT. EDGE OF EQUESTRIA - HILL - CONTINUOUS**

OPEN ON: Twilight and Cadance as the Tatzlwurm rears up to attack them, <HISSING and SNARLING.>

<SMASH!> The 'Wurm turns and hits the ground right where they were standing. Twilight flies away.

180 TWILIGHT 180
It's some kind of worm - it can't
catch us in the air.

Cadance, too, takes to the sky - but the Wurm squats and LUNGES - launching into the air! It grabs Cadance's hoof.

181 CADANCE 181
Twilight! Help!

Twilight turns and sees the Wurm descending, dragging Cadance towards its burrow. She stops in mid-air.

182 TWILIGHT 182
Get your coils off my sister-in-law!

She <BLASTS> it with magic from her horn. It's not enough to wound - but it's enough to annoy. It hits the Wurm. <BONK!>

The Wurm, annoyed, turns to her, dropping Cadance.

183 TWILIGHT (CONT'D) 183
That's right, let her go. Come on
follow me!

She starts to fly away, wagging her tail at the Wurm. It shakes itself to clear its head and follows, slithering on the ground below her.

184 CADANCE 184
(calling)
Twilight, what are you doing?

185 TWILIGHT 185
(calling back)
Leading it away from you!!

...But The Wurm LAUNCHES into the air again, and coils right around Twilight.

186 TWILIGHT (CONT'D) 186
(GULPS)
Maybe I'm in trouble.

ON: Cadance, across the sky, eyes wide.

187 CADANCE 187
I'm coming, Twilight... as fast as
I can!

She flaps her wings. Falters a little, then she heads off after Twilight, wobbling some.

Meanwhile, across the sky, the Wurm still has Twilight in its grasp - and it's squeezing her!

With a horrible, <CAACKLING, HISSING SOUND,> it starts to plummet for the ground.

188 TWILIGHT 188
Can't... breathe...

In front of them, suddenly, is Cadance! She's gathered her strength, and is flying straight up towards the Wurm!

189 CADANCE 189
*Like the pony said: let go of my
sister-in-law, you BEAST!*

She lands on the Wurm itself and begins to <BLAST> it with magic from her horn.

Vexed, the Wurm squiggles to evade her blasts - and then it tries to flick her off with its whiplike tail as it plummets. But Cadance's blasts are relentless.

190 CADANCE (CONT'D) 190
I said, let go - and I meant it!

In an effort to attack Cadance with its jaws (and stop her blasts), the Wurm finally lets go of Twilight just as Cadance leaps off the Wurm's back.

191 TWILIGHT 191
(gasping)
I'm free! Thanks, Cadance!

192 CADANCE 192
Don't thank me yet!

All three - Twilight, Cadance, and the Wurm - all plummet. The two ponies flap their wings in vain to try to get purchase on the air so they can fly again.

Enraged, the Wurm <SNAPS> at them as they fall. The ground grows closer... and closer...

ON: the ponies' wide-eyed, wide-mouthed faces...

BUT just as they're about to hit, they both manage to catch a gust and fly! While the Wurm plummets down, down, down...

...and falls with a <THUMP!> near of the hole it came out of.

193 TWILIGHT 193
Only one thing to do!

194 CADANCE 194
Right!

They both aim their magic towards the ground, and with laser-like precision they encircle it with their <BLASTS>, pushing the creature steadily backwards.

<HISSING AND ROARING,> it's furious at them - but its options are running out as they have it cornered.

195 TWILIGHT 195
Just... a little... more...

Together, they force the Wurm backwards - and it slithers back into its hole!

196 CADANCE 196
And for good measure...

She focuses her magic on some nearby boulders and levitates a few of them right into the hole.

From below, the Wurm <THUMPS> at it, rocking the boulders that cap the hole - but they hold fast. It's trapped!

197 TWILIGHT 197
(panting)
Ugh, if I never see that thing
again it'll be too soon! You okay?

198 CADANCE 198
(panting)
I'm good.

199 TWILIGHT 199
Now let's get Discord back to
Ponyville, make that elixir, and
finally get a chance to spend some
quality time together!

She levitates the flower. Cadance helps as they start to fly.

They fly a little ways, levitating the giant flower...

They look down. Their eyes suddenly go wide.

14) EXT. EDGE OF EQUESTRIA - CONTINUOUS

Discord is doing a little jig. And he's no longer blue.

200 DISCORD 200
To the ends of Equestria! To face
such great danger! And they did it
all for me. For me! For me! For me!

He slides a la Tom Cruise in "Risky Business."

But his slide ends with him face to face with two very
disgruntled ponies. He is so busted.

201 DISCORD (CONT'D) 201
I've been healed! It's a miracle!

He waves a paw in a magic gesture. POP! He turns blue again
and falls back onto his couch.

202 DISCORD (CONT'D) 202
(sniffly voice)
Relapse. Say, friend, did you get
those petals for my elixir?

Twilight gets up in his face. She's fierce. Breathing heavy.
Looks a little nuts.

203 TWILIGHT 203
YOU. WERE. FAKING?!

204 CADANCE 204
Discord, what in the name of
Celestia is going ON here?

205 DISCORD 205
All right, all right, I'll tell
you! Just get her off me!

Still breathing heavily, Twilight moves off him.

206 DISCORD (CONT'D) 206
Yes, I was faking.

He <SNAPS> and turns back to his regular color again.

207 DISCORD (CONT'D) 207
But I have a very good reason.

Twilight continues to fume.

208 TWILIGHT 208
We're listening.

209 DISCORD 209
Well, I was in the shower...

<POOF> Discord is suddenly in a shower cap with steam rising above him and water raining down on his head.

210 DISCORD (CONT'D) 210
That's where I do most of my really deep thinking. Something about the steam and the sound of the water and--

Noting Twilight's not amused expression he snaps his fingers and the shower cap, steam, and water disappear.

211 DISCORD (CONT'D) 211
Anyhoo, it was there that I thought to myself... Discord, these ponies say they're your friends, but how are you supposed to know if they're truly your friends, unless they prove they would go to the ends of Equestria for you?
(then)
Which you did. Literally.
(then)
Congratulations, Twilight, you passed my friendship test!

Twilight glares at Discord.

212 DISCORD (CONT'D) 212
Why the angry eyes? You love passing tests.
(then, a hint of glee)
It's not because my little exam put a damper on your visit with Princess Cadance is it? Made it so there was no time for you two to focus on your friendship?

Twilight slumps.

213 CADANCE 213
You didn't put a damper on our visit at all.

214 TWILIGHT/DISCORD 214
(surprised/disappointed)
He didn't?/I didn't?

215 CADANCE 215
(to Twilight)
Yes, spending the day at the
Starswirl the Bearded exhibit would
have been more relaxing, but facing
all these challenges instead made
me realize how lucky I am to have
somepony like you as a friend.

Twilight smiles.

216 CADANCE (CONT'D) 216
We may not see each other very
often, but I know you'll always be
there when I need you.
(then)
Just like she was there for you,
Discord. Even if you didn't
actually need her.

Discord has been beaten at his own game and he knows it.

217 DISCORD 217
Yes. She's a real sweetheart. We're
all so lucky to have her in our
lives.

O.S.: a <ROAR>. They all freeze as the ground <ERUPTS.> The
Tatzlwurm bursts partially out of the ground! It's still
partly stuck in a hole. The ponies and Discord leap out of
its grasp. Discord, however, looks stricken.

218 DISCORD (CONT'D) 218
Wait - please don't tell me you
woke the Tatzlwurm?

219 TWILIGHT 219
Don't blame us. You're the one who
had us pick that flower. For no
reason.

The Wurm rears up and SNEEZES on them. Twilight and Cadance
are protected by their still present magical health shield.
Discord, not so much.

DISSOLVE TO:

15) INT. - FLUTTERSHY'S COTTAGE - LATER

Discord lies in bed - bright green - looking really under the weather. Twilight, Applejack, Rarity, Pinkie Pie, and Rainbow Dash look on as Fluttershy checks his temperature. Applejack and Rarity are no longer blue.

220 APPLEJACK 220
I don't wanna go sayin' you got
what you deserved...

221 RARITY 221
Well I have no trouble saying it.
Putting poor Cadance and Twilight
through all of that and turning us
such an unflattering shade of blue.
(then to Discord)
"You got what you deserved."

222 FLUTTERSHY 222
Now, now. He's learned his lesson.
Isn't that right my little patient?

A pitiful Discord nods.

223 DISCORD 223
I'm so glad you're back from your
trip, Fluttershy. Just your
presence here is making me feel so
much better.

Twilight rolls her eyes.

224 DISCORD (CONT'D) 224
I was just wondering...
(a gleam in his eye)
Could I trouble you for just one
more thing?

Twilight reacts.

225 TWILIGHT 225
No!

226 DISCORD 226
(feigning innocence)
What? I was simply going to ask for
a glass of water.

Off Discord's mischievous grin we...

FADE OUT.

THE END