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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've won a trip to see the very rare and very adorable Breezies collecting pollen in Western Equestria. *

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

10 FLUTTERSHY 10
I'll get to observe them and learn about them before they migrate back home. 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?

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. *

19 FLUTTERSHY 19
Oh, I will. And I hope you have fun * with Cadance! *

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 yoooooooou!!!!

The train pulls off, leaving a weepy Pinkie. But a little balloon floats by and she *does* forget as she chases after it: *

22 PINKIE PIE (CONT’D) 22
Hey! Where do you think you’re * headed? *

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 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)

Twilight and Princess Cadance react in horror as 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 about the two of us having * some real quality time together. *

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... *

34A RARITY 34A *
I don't suppose a certain spell * book with a certain spell completed * by a certain Princess we know will * be on display? *

Twilight beams.

34B TWILIGHT 34B *
As a matter of fact it will. *

36 RARITY 36 *
Sounds like the perfect, drama-free * way to spend the day with Cadance. *

36A TWILIGHT 36A *
(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. Definitely sounds like you * two will have some real quality * time together. *

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 * 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 an <AAAAAAHHHHHHHH> (the start of an * enormous sneeze) above them. They all look up. ON: a BIG BLUE * SPINNING 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 lets out a * <CHOOOO!> and 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

Appljejack, 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
Because this condition has left me * helpless. Simply helpless. *

His body goes completely limp. *

73A DISCORD (CONT'D) 73A *
How can I possibly take care of * myself? Make sure I get the proper * amount of fluids and nutrition to * get over this nasty bug? Why I can * barely lift a spoon. *

A spoon materializes and he makes a big show of trying and * failing to lift it to his lips. Rainbow Dash rolls her eyes. *

73B DISCORD (CONT'D) 73B *
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
Oh, of course. Her trip to see the *
Breezies. I'd forgotten that was *
today. *

76A APPLEJACK 76A *
How do you know about her trip? *

76B DISCORD 76B *
She told me all about it in her *
last letter. *

76C PINKIE PIE 76C *
You and Fluttershy write each other *
letters?! *

76D DISCORD 76D *
Of course we do. We're friends. *
(then) *
It's just such a shame she couldn't *
be here in my time of need. Oh, *
well. 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, I'm sure eventually *
you'll have the strength to make *
yourself some soup or something. *

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 two talking about Princess Cadance's visit with Princess Twilight? *

92 APPLEJACK 92
Maybe.

93 DISCORD 93
Fluttershy had mentioned those two were getting together. How wonderful for them both. It's so rare those two get to see one another. *
(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
Absolutely nothing! *
(then, excited) *
Is that the candlestick he used to * light the way when he was exploring * the caverns of Maretania?! *

Cadance eyes a candlestick levitating inside a booth. *

103 TWILIGHT 103
It sure is. *

103A CADANCE 103A *
I can't believe I'm getting to see *
it in real li-- *

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. *

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 CADANCE 108 *
(incredulous)
Blue Flu?

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

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 and running off. *

109A DISCORD (CONT'D) 109A *
(calling after the pony) *
112 Smart of you to run away. I'd have 112 *
for you to catch this. *
(then to TS and Cadance) *
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?
(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
Yeah. I don’t think so. *

123A DISCORD 123A *
Cadance? A little help here? *

123B CADANCE 123B *
It isn’t far. I think you can *
manage. *

Discord mopes after them as Twilight and Cadance depart. *

DISSOLVE TO: *

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)
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. (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.") *

As Discord sings, we see Cadance and Twilight rushing in and out of frame, trying to deliver on his numerous absurd requests, becoming more and more exhausted as they do so. * * *

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!

Twilight uses her magic to knit a scarf. *

133A DISCORD (CONT'D) 133A *
Did I say zinnias? I meant silk! *
Or something shiny of that ilk,
Oh then I'll need some nice warm *
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 *
Homemade lasagna with fresh noodles *

*

134A DISCORD (CONT'D) 134A *
And a slice of fresh baked rye *
with a stack of Swiss piled up high *
Served with a side of sweet mince *
pie *

Cadance offers up a plate of lasagna which Discord shakes his *
head at. *

134B DISCORD (CONT'D) 134B *
More basil I need oodles *

Discord stands up in bed and sings the bridge expansively:

136 DISCORD (CONT'D) 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)
Soooooooo... *

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
A dozen blankets 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! Even more cheese! *
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
(MORE)

DISCORD (CONT'D)
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, spilling water all * over the floor. (NOTE: The glass doesn't break.) *

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.

146A CADANCE 146A *
How did you even catch this flu? *

146B DISCORD 146B *
(with a shrug) *
Inadequate hoof and claw washing? *

Twilight starts searching through her books.

147 TWILIGHT 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 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 CADANCE 158 *
I 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 haven't really had much of a *
chance to really stretch my wings *
back home. *

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.> He stops snarling and talks like a very laid-back hippy with a bit of a head cold. *

179A TATZLWURM 179A *
Dude, I was sleeping down there! *

179B TWILIGHT 179B *
Sorry. We didn't realize-- *

179C TATZLWURM 179C *
Ohhhh. You didn't realize... My *
bad. It's cool. *

He starts to retreat back into his hole. Cadance and Twilight breathe a sigh of relief. *

179D TATZLWURM (CONT'D) 179D *
Wait. No. Couple a ponies come and *
interrupt my nap and I just let it *
slide? *
(then) *
Yeah. Word of that got back to the *
guys, it could totally ruin my rep. *
You two are gonna have to pay for *
this. *

179E CADANCE 179E *
Wait! What--? *

<SMASH!> The 'Wurm turns and hits the ground right where they were standing. Twilight and Cadance take to the sky - but the Wurm squats and LUNGES - launching into the air! It grabs Cadance's hoof. *

181 CADANCE (CONT'D) 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. *

The Wurm turns to her, dropping Cadance. *

182A TATZLWURM 182A *
Whoa! That was totally unnecessary. *

182B TWILIGHT 182B *
Unnecessary?! You were trying to *
drag my friend down a hole. *

182C TATZLWURM 182C *
You guys totally started it. *

182D TWILIGHT 182D *
You attacked *us*! *

182E TATZLWURM 182E *
Oh. You're calling me a liar now?! *

182F TWILIGHT 182F *
(totally confused) *
What are you talking about? *

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

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! 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
Let go of <u>my</u> sister-in-law! *

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

189A TATZLWURM 189A *
Hey! Whoa! Cut it out! That *
tickles. *

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 190
I said, let go - and I meant it!

190A TATZLWURM 190A *
Dude. Chill out. I'll let her go. *

The Wurm finally lets go of Twilight just as Cadance leaps *
off the Wurm's back.

191 TWILIGHT 191
(gasping)
Thanks! *

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.

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 back into the hole it came out of. *

192A TATZLWURM 192A *
<IMPACT GRUNT> *
(then) *
Aw man, I crushed my bed. *
(then, calling out to) *
Okay. That does it. You guys are in *
big trouble now. *

Twilight and Cadance share concerned glances. *

Twilight then 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!

192B TATZLWURM (CONT'D) 192B *
Seriously. When I find a way out *
of here-- *

He continues to <THUMP> at the boulders. *

197 TWILIGHT 197
(panting)
You okay? *

198 CADANCE 198
(panting)
Yes. *
(a realization) *
Better than good, actually. *

199 TWILIGHT 199
Then 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 she 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 <u>very</u> disgruntled ponies. He is so busted.

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? *

206 DISCORD 206 *
(grinning) *
207 I was. 207 *
(then) *
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, your friend Twilight says she's your pal, but she never writes, she never pops in for a visit-- *

211A TWILIGHT 211A *
I don't even know where you live-- *

Discord places a finger on her mouth to silence her. *

211B TWILIGHT (CONT'D) 211B *
Now that she's a Princess with fancy Princess friends, maybe she's decided she's too good for you. *

211C TWILIGHT (CONT'D) 211C *
I've never considered myself too good-- *

Discord places a finger on her mouth again. Twilight stews as he continues. *

211D DISCORD 211D *
Of course you *say* that-- But how was I supposed to know for sure that we were truly still friends? By seeing if you would go to the ends of Equestria for me of course! *
(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 to be honest, relaxation is the last thing I need. *

215A TWILIGHT 215A *
It is? *

215B CADANCE 215B *
Don't get me wrong. Life in the Crystal Empire is wonderful, but it's become a little... predictable. I enjoy a little excitement now and then. Getting to face all these challenges today was just what I needed. *
(then) *
And facing them with you just made me realize even more 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)
(MORE)

CADANCE (CONT'D)
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
What in the world---? *

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

218A TATZLWURM 218A *
Whoa. Sorry, dude. *

DISSOLVE TO:

15) INT. - FLUTTERSHY'S COTTAGE - LATER

Spike takes dictation as Twilight provides her entry for the * Journal of the Two Sisters. *

218B TWILIGHT 218B *
I think it's pretty clear that my *
visit with Cadance didn't go quite *
the way I expected. But in the end, *
I realized that when you're with a *
good friend, even the most *chaotic* *
day can wind up being a great *
experience that brings you closer. *

She turns to look at someone O.S. *

218C TWILIGHT (CONT'D) 218C *
Wouldn't you agree, Discord? *

We PAN OVER to reveal Discord lying in bed - bright green - * looking really under the weather. Applejack, Rarity, Pinkie * Pie, and Rainbow Dash look on as Fluttershy checks his temperature. Applejack and Rarity are no longer blue.

218D DISCORD 218D *
(begrudgingly) *
Yes, Twilight. *

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