

Tree Hugger refs  
use take (66) or (135)  
lines 88 & 90 or 218.

As Recorded  
April 23/14  
w/DeR's

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Need to pick up: Scootaloo } As Recorded  
May 28/14 (takes 1-7)  
Apple bloom } As Recorded  
April 30/14

Need to pick up: Discord - Done ✓ As Recorded  
May 14/14  
w/DeR's.  
(takes 175-230)

Need to pick up: Twilight Sparkle ✓ As Recorded  
May 21/14  
w/DeR's.  
(takes 257-272)

MY LITTLE PONY V

"Make New Friends but Keep Discord"

Episode 507

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TEASER

SC. 1 - EXT. FLUTTERSHY'S COTTAGE - DAY

A glorious day. Sun shines and birds chirp. We hear the soft sounds of FLUTTERSHY giggling from inside.

1 2 3  
FLUTTERSHY (O.S.)  
Oh my! It's too funny! I can't stop  
laughing long enough to pour the  
tea!

SC. 2 - INT. FLUTTERSHY'S COTTAGE - CONTINUOUS

And we see the delicate, elegant tea she has set up for...a girlfriend? A visiting relative? Not quite.

175 176  
2 DISCORD  
But that's not all! When I went to  
look for them again they were on  
the ceiling!

Fluttershy giggles again (her version of riotous laughter).

3 2 3 4  
FLUTTERSHY  
Oh, Discord, I've never known  
anypony as funny as you. I love  
that story about the time you tried  
to train your right paw to fetch  
your left leg!

4 175 176 177  
DISCORD  
Now don't breathe a word of that to  
anypony! That's something I would  
only tell YOU!

5 2 4  
FLUTTERSHY  
Oh, I do love our Tuesday Teas. And  
I can't wait for you to meet my  
friend Tree Hugger. She's going to  
love you, too.

THUNDERCLAP. Anger flashes through Discord's face. He covers it quickly.

6 175 177 180 181 182  
DISCORD  
What's this, another friend? You've  
already got me and those five  
lesser friends, aren't you  
spreading yourself a bit thin?

7 2 4 (5) FLUTTERSHY  
~~I just know you'll love her.~~ I met  
 her on a trip to see the Breezies.  
 She's a member of the Equestrian  
 Society for the Preservation of  
 Rare Creatures.

8 175 (177) DISCORD  
 How nice for you.

He sips his tea with distaste.

9 2 (46) FLUTTERSHY  
 We're all going to have so much fun  
 together at the Grand Galloping  
 Gala!

10 175 (177) DISCORD  
 (perking up)  
 I was wondering when you were going  
 to ask me! I'd love to!

Fluttershy's eyes go wide.

11 2 4 (6) FLUTTERSHY  
 Oh. Oh no. I'm afraid I've already  
 asked Tree Hugger--

12 175 177 DISCORD (182 AB)  
 Tree Hugger, ah ha ha!

He quickly stands, bumping the table. He zaps about the room,  
 putting on a jacket and hat that materialize out of the air.

13 2 (4) FLUTTERSHY  
 I'm sorry, Discord, I assumed you'd  
 have your own ticket since you and  
 Princess Celestia are friends now.  
 Were you not invited?

14 175 (177) DISCORD  
 Who, me? Not recently, but it  
 probably got lost in the mail. No  
 BIGGIE as the foals say. Well,  
 gotta go!

15 2 (4) FLUTTERSHY 7 (8) "twrks"  
 But we haven't had any of our  
 Tuesday Tea cakes.

16 175 (177) DISCORD 178 (179)  
 (snapping)  
 I guess we'll have to EXCLUDE them  
 from our party this time!  
 (MORE)

175 177 (178) DISCORD (CONT'D)  
 (catching himself)  
 I mean, ta ta!

He heads for the door and we see a look of simmering anger on his face. Before he reaches the door, he disappears.

FADE OUT.

END TEASER

MAIN TITLES

ACT 1

FADE IN:

SC. 3 - INT. TWILIGHT SPARKLE'S CASTLE - DAY

Spike is snoozing away, in the middle of a happy dream. Suddenly, Discord appears, looming over him.

17 182 (183) DISCORD  
 Where's Twilight?  
 18 (11) SPIKE  
 Aaaaahh!!

Discord leers down at Spike, not smiling.

19 12 (13) SPIKE (CONT'D)  
 She's, uh, in Canterlot, helping Princess Celestia with the Gala.

20 182 (183) DISCORD  
 Mmmm...

And he's gone, leaving Spike wide awake and freaked out.

SC. 4 - INT. CAROUSEL BOUTIQUE - DAY

RARITY, APPLEJACK, RAINBOW DASH, SWEETIE BELLE and SCOOTALOO are gathered together, clearly very excited. Sweetie Belle looks at herself in a gown in the mirror as Rarity observes.

21 15 (17) RARITY  
 Your first Grand Galloping Gala!  
 The excitement, the anticipation! I  
 wouldn't miss this for all the  
 jewels in Equestria!

Sweetie Belle and Scootaloo squeal, jumping up and down.

140 AB 141 (142) 22 SWEETIE BELLE & SCOOTALOO  
We're going to the Gala! We're  
going to the Gala!

23 15 18 19 (20) APPLEJACK  
Alright y'all, keep it down. It  
ain't like it's life changin' or  
nothin'

APPLE BLOOM comes out of the dressing room in her gown.  
Applejack tears up instantly.

24 APPLEJACK (CONT'D)  
My little sister's all grown up!  
25 APPLE BLOOM  
Do you like it?

26 15 19 (20) APPLEJACK  
Do I LIKE it? I love it! I feel  
sorry for anypony who has to miss  
seeing you in it!

The CMCs are looking at themselves in the mirror and are now  
doing a synchronized dance.

27 143 SB 157 158 (3) CRUSADERS  
We're going to the Gala! We're  
going to the Gala!

They stop dancing as they break into laughter and hug each  
other, bouncing up and down.

28 144 145 159 160 161 162 163 AB (4) CRUSADERS (CONT'D)  
This is going to be the best night  
ever!

All of a sudden Discord materializes. The CMCs SHRIEK, the  
other ponies are startled. He doesn't care, he's used to it.  
He has a one track focus now, anyway.

29 15 20 21 (22) AB APPLEJACK  
What are you doin' here, Discord?

He sees the CMCs all dressed up and scowls.

30 185 186 DISCORD  
All dressed up and I guess  
somewhere to go? I don't suppose  
these...  
(with distaste)  
(MORE)

185 (186) DISCORD (CONT'D)  
 ...adorable little cutie pies have  
 their own tickets to the Gross  
 Gruesome Gala do they?

31 15 (21) APPLEJACK  
 Well howdy to you too!

32 185 (186) DISCORD  
 I never ~~said~~ that. I would never  
 use that word.

33 15 (21) RARITY  
 To answer your rather rude  
 question, they do NOT have their  
 own tickets. They're going as our  
 dates. Our +1's.

The CMCs can't keep their excitement down.

34 148 (149) 56 THE CMCs 167 AB 5  
 We're +1's!! We're +1's!! We're  
 +1's!!

35 185 (186) DISCORD  
 (bellowing)  
 YES! I believe I got that!

He vanishes as quickly as he came and the CMCs look at each other in confusion. Then they start jumping up and down and begin their chant again.

36 CMCS 168 169 149 150 6  
 WE'RE GOING TO THE GALA!! WE'RE  
 GOING TO THE GALA!! WE'RE GOING TO  
 THE GALA!!

# SC. 5 - INT. SUGARCUBE CORNER - SOON AFTER

PINKIE PIE is saying goodbye to a customer leaving the sweet shop. Otherwise the store is empty.

37 23 24 25 PINKIE PIE  
 Have a wonderful special fantastic  
 day. Eat lots of cake!

As the customer leaves we see a Discord shaped shadow come over the counter. Pinkie Pie looks up at him, oblivious to the potentially ominous nature of his visit.

38 <sup>23</sup> <sup>24</sup> (25) PINKIE PIE (CONT'D)  
 Hi Discord! Want some cake? I can  
 give you a list of all of the  
 flavors we have in order of most  
 delicious to incredibly,  
 unbelievably delicious?

39 <sup>187</sup> <sup>188</sup> DISCORD  
 Actually, Pinkie Pie, I have a  
 question for you.

40 <sup>24</sup> (25) PINKIE PIE  
 I LOVE questions!

41 <sup>187</sup> (188) DISCORD  
 Who are you taking...I mean, do  
 you...

He is too embarrassed to ask.

42 DISCORD (CONT'D)  
 You know what, I AM famished! I'll  
 take all the cakes!

43 <sup>24</sup> (25) PINKIE PIE  
 (her eyes go wide)  
 ALL OF THEM????  
 (to no one)  
 HE WANTS ALL OF THE CAKES!!!

 Pinkie Pie is now in a complete tizzy running around the shop  
 gathering boxes to put all the cakes in. Discord talks loudly  
 over the chaos she's creating.

44 <sup>187</sup> (188) DISCORD  
 Well I'll need my energy when I'm  
 dancing at the Gala...IF I decide  
 to go that is. Oh, by the way, are  
 you...bringing anypony?

45 <sup>24</sup> <sup>25</sup> PINKIE PIE (26)  
 Oh, of course! I WAS going to ask  
 my mom because she's, you know, MY  
 MOM, but it turned out she didn't  
 want to go, so...

Discord turns away from her and we see his angry, fuming  
 expression. As Pinkie Pie goes on, he notices that Fluttershy  
 and TREE HUGGER are outside. His eyes narrow.

46 PINKIE PIE (CONT'D)

24 25 (26)  
 I started asking around and around  
 and around and I couldn't think of  
 ANYpony and I was about to just go  
 by myself but then I realized OF  
 COURSE! Who loves fancy, exciting  
 affairs more than anypony else??  
 My sister MAUD!!

Discord teleports right next to her.

47 (187) 1886 DISCORD  
 You know what? I've suddenly lost  
 my appetite. Cancel my order!

He DISAPPEARS. Pinkie Pie looks up and yells to the air.

48 24 25 26 PINKIE PIE (27) ALT  
 You want NONE of the cakes now?  
 WHAT ABOUT A PETIT FOUR? DISCORD?

#### SC. 6 - EXT. PONYVILLE - CONTINUOUS

Fluttershy and TREE HUGGER, her +1, are taking a stroll. She  
 is your standard hippie--all peace and love and detached  
 enough to not be rattled by anything unusual. Fluttershy  
 giggles softly.

49 28 29 FLUTTERSHY (32)  
 Oh my, you are funny.

Discord materializes in front of them.

50 189 (196) DISCORD (197) ALT  
 I guess every being in Equestria is  
 funny today! Do you find that  
 squirrel over there particularly  
 amusing??

Fluttershy looks over at the squirrel in the tree.

51 28 29 30 31 FLUTTERSHY (32)  
 Oh no. Shuffy is much more left  
 brain.

195ABC (196)   
 Fluttershy giggles and looks at Tree Hugger. He tries to strike  
 an imposing figure over her, but she just thinks he's  
 fascinating and looks back at him like, "cool".

52 FLUTTERSHY (CONT'D)  
 Oh, how rude of me. Tree Hugger,  
 this is Discord. Discord, Tree  
 Hugger.

53<sup>28</sup> 29 (32) TREE HUGGER  
 Radical to meet you. Really digging  
 your vibe.

Discord is put off by how she's looking at him like an experiment.

54<sup>189</sup> 190 (191ABC) DISCORD  
 My vibe?  
 55<sup>28</sup> 29 32 FLUTTERSHY (33)  
 It's a compliment.  
 56<sup>189</sup> 190 192 193 194 DISCORD  
 Oh I'm SURE it is! Well, I must be  
 off! It has nothing to do with  
 seeing you or not seeing you, you  
 can rest assured of that! Have fun  
 at the Gala!

He disappears.

57<sup>28</sup> 29 (32) TREE HUGGER  
 (off his disappearance)  
 Righteous.

#### SC. 7 - EXT. CHAOSVILLE - CONTINUOUS

Discord is now HOME. He appears in front of an underground tunnel in the capital of chaos. Strange creatures, bubbling ooze, rocks floating through the air. And in the middle of it all...

A perky little house with a white picket fence and a flag with a picture of flowers on it hanging off the porch. Discord enters through the gate and picks a stray stick off his manicured lawn as a PRIMAL ROAR echoes in the distance.

#### SC. 8 - INT. DISCORD'S HOUSE - CONTINUOUS

He walks inside his house which could be right out of Better Homes & Gardens. As he tidies up, he speaks out loud to himself. He materializes a broom and begins having it sweep the whole house as he follows it around.

58<sup>198</sup> 199 (200) 201 DISCORD  
 Oh, Tree Hugger, you're such a  
 great friend! So much funnier than  
 unfunny old Discord!

He levitates some dust bunnies from behind the couch and tosses them in the trash.

198 199 200 (201)  
 59 DISCORD (CONT'D)  
 No no, here, take my +1! I insist!  
 Before somepony else thinks he's my  
 friend and expects to be asked  
 instead!

He goes to the sink and starts having the dishes do  
 themselves, maniacally.

60 DISCORD (CONT'D)  
 What's that? You're worried Discord  
 might be upset? Not a problem! I  
 can make more new friends any time  
 I want!

He then has all of his cleaning supplies working at once,  
 cleaning the windows, mopping the floor, dusting. Because of  
 his anger, they are actually making his neat house messy.

202 203  
 61 DISCORD (CONT'D)  
 It's not as if any of this actually  
 matters. I don't even want to go to  
 the Gala anyway!!

He looks out the window and sees a MAILPONY covered in  
 seaweed, terrified. Discord immediately has all of the  
 supplies STOP and he materializes outside.

#### SC. 9 - EXT. DISCORD'S HOUSE - CONTINUOUS

He is now in front of the Mailpony.

202 203  
 62 DISCORD  
 Are you perhaps, looking for ME?  
 34 35 36 37 38 39  
 63 MAILPONY  
 (flustered)  
 Oh! Yeah. Are you...  
 (consulting envelope)  
 ... "Discord or current resident?" I  
 can't find any street numbers in  
 this place. I had to go through a  
 vortex that spit me out here, was  
 that the easiest way? It's kind of  
 counter-intuitive, but it felt like  
 a short cut compared to going  
 through the Forest of Yodeling  
 Tears. You know, you might consider  
 a PO box--

Discord GRABS the envelope from him and TEARS it open. His  
 disposition changes immediately after seeing it.

64 <sup>202</sup> <sup>203</sup> DISCORD  
My ticket to the Grand Galloping  
Gala! I WAS invited after all!

His eyes narrow at the Mailpony.

65 DISCORD (CONT'D)  
Why is it so late?

We see the Mailpony flop-sweating and looking around lost.

66 <sup>34</sup> <sup>39</sup> <sup>40</sup> MAILPONY  
Well, I got a little lost after I  
escaped the flying badgers. Am I  
still alive?

Discord ignores him, back to exploring the invitation.

67 <sup>20</sup> <sup>203</sup> <sup>206</sup> DISCORD  
It starts in an hour? An hour?!

68 <sup>34</sup> <sup>40</sup> <sup>41</sup> <sup>42</sup> MAILPONY  
Can you point me in the direction  
of that bottomless pit? I think I  
can make my way back from there.

Discord points without looking up.

69 <sup>202</sup> <sup>203</sup> DISCORD  
Over there somewhere.

The Mailpony walks off. Discord looks up with a large,  
scheming smile.

70 <sup>204</sup> <sup>205</sup> DISCORD (CONT'D)  
Looks like I'll see you at the Gala  
after all, Fluttershy.  
(realizing)  
But I can't show up alone, she'll  
think she's my only friend! Who  
could I bring on such short notice?

From the distance, we hear...

71 <sup>34</sup> <sup>41</sup> <sup>42</sup> <sup>43</sup> MAILPONY (P.S.)  
AAAAHHHHH!!! Oh sweet Celestia WHAT  
IS THAT?!

Discord turns to the sound, his wheels turning. A slow smile  
creeps across his face.

FADE OUT.

END ACT 1

ACT 2

FADE IN:

## SC. 10 - INT. CANTERLOT PALACE - NIGHT

Canterlot Palace is all decorated for its biggest night of the year. TWILIGHT SPARKLE and PRINCESS CELESTIA are standing at the top of the stairs talking.

72 <sup>44 45 46</sup> PRINCESS CELESTIA  
I must say, it's been very nice  
having you take over some of the  
planning responsibilities for this  
year's Gala.

73 <sup>2576</sup> TWILIGHT SPARKLE  
Anything I can do to make it easier  
on you. Once you've greeted all  
your guests, I want you to relax  
and enjoy yourself. Let me handle  
everything else.

74 <sup>44 46</sup> PRINCESS CELESTIA  
Thank you, Twilight. I must say, I  
am quite looking forward to just  
enjoying the Gala for once.

Suddenly, near the entrance, we hear TRUMPETS BLARE.

75 <sup>47 48 49</sup> FOOTPONY <sup>52</sup>  
Announcing, the spirit of chaos,  
Discord, and his guest, the...uh...

Discord, wearing a tuxedo and a satisfied grin, whispers in  
the Footpony's ear.

76 <sup>506C 51AB</sup> FOOTPONY (CONT'D) <sup>52</sup>  
...the Smooze!

53ABC 51ABC  
76A  
Everypony gasps as a roiling blob of translucent goo blurbs!  
This is THE SMOOZE. [A NOTE ON HOW THE SMOOZE WORKS:  
The Smooze is a Jabba the Hutt sized mass of goo. It is  
attracted to shiny things, and when it subsumes them two  
things happen: 1) it emits a sticky liquid, and 2) it  
bioluminesces. The Smooze itself never changes size, though  
its shape is constantly changing.]

The Smooze gurgles straight for the Footpony's shiny trumpet,  
knocking it to the floor with a CLATTER.

77 <sup>207</sup> <sup>208</sup> DISCORD  
 Good evening, everypony! What a  
 glamorous affair!

Everypony looks on in horror as the Smooze subsumes the  
 trumpet into its ectoplasm. Its entire "body" gives off a  
 multicolored GLOW as a SPLURT OF GOO comes off the Smooze,  
 leaving a spot on the floor.

78 DISCORD (CONT'D)  
 (to the Footpony)  
 He does have a yen for shiny  
 things, the rascal!

79 <sup>258</sup> <sup>259</sup> TWILIGHT SPARKLE  
 Discord!

She turns to Celestia with a forced smile.

80 TWILIGHT SPARKLE (CONT'D)  
 I'll take care of this.

She races over and leads him to the side. Throughout their  
 conversation, Discord is scanning the room for Fluttershy.

81 <sup>260</sup> TWILIGHT SPARKLE (CONT'D)  
 What are you doing here with--that?

82 <sup>207</sup> <sup>208</sup> DISCORD  
 Now, now, now, is that any way to  
 talk? The Smooze may be an "it" but  
 it's an "it" with a heart of, well,  
 blob.

83 <sup>258</sup> <sup>259</sup> <sup>260</sup> TWILIGHT SPARKLE  
 This night is extremely important  
 to me, Discord...

She looks up at Celestia and gives her a smile.

84 TWILIGHT SPARKLE (CONT'D)  
 ...keep...it under control.

85 <sup>207</sup> <sup>208</sup> DISCORD <sup>209</sup> <sup>210</sup>  
 (dismissively)  
 Yes, yes, of course. Tell me, have  
 you seen Fluttershy anywhere?

And he disappears, leaving Twilight perturbed. He  
 materializes in front of the Smooze, blocking it from the  
 group of ponies in shiny jewels it was headed toward.

86 <sup>208</sup> DISCORD (CONT'D)  
 This way, Smooze!

He puts an arm around the Smooze's gloppy, sloppy "shoulder" and passes by the Cutie Mark Crusaders, who are all very excited about being there.

87 151 (152) <sup>56</sup> CRUSADERS 170 171 (173) (7)  
We're here!! We're here!! We made  
it to the Gala!!!

Discord leads the Smooze toward a...

# SC. 11 - INT. CANTERLOT PALACE DRINKS STATION - CONTINUOUS

They walk up to the drinks station, where Fluttershy is deep in conversation with Tree Hugger. Discord pops around, trying to position himself perfectly to be noticed.

88 55 56 57 58 TREE HUGGER 59 60 61 62 63 (66)  
(to Fluttershy)  
...the aura coming off the  
waterfall was so alive so, like,  
magic in manifestation..

- use as  
ref.

Discord starts laughing, prompted by nothing.

89 211 (212) DISCORD  
(to Smooze)  
Hahahaha! I'm so glad I invited  
you! I'm having the time of my  
life! You know what they say! Old  
friends are the BEST friends!

90 56 58 TREE HUGGER 59 61 63 (66)  
(to Fluttershy)  
...and I was like, cosmically  
changed.

- use as  
ref.

91 FLUTTERSHY  
Wow.

Discord scowls. Time to be more direct.

92 211 (212) DISCORD  
Oh, Fluttershy! I didn't see YOU  
there!

Fluttershy is so rapt by Tree Hugger's story that she doesn't hear him.

93 FLUTTERSHY 59 (63) 66  
How did you even know to look for  
an aura on a waterfall?

He clears his throat loudly.

214ABC  
93A

94 211 (212) DISCORD  
I said, FLUTTERSHY! I DIDN'T SEE  
YOU THERE!

Fluttershy finally looks up.

95 59 63 64 FLUTTERSHY 66  
Discord! You made it! I thought you  
weren't coming!

He is clearly annoyed by this, but covers quickly.

96 211 (212) DISCORD  
No, I actually never said that. But  
funny how you remembered it that  
way. Anyway, good to see you...Tree  
Friend, is it? Your name is slipping  
my mind right now, how strange.

97 59 64 TREE HUGGER 66  
Nice to meet you, I'm Tree Hugger.  
Blessings.

98 211 (212) DISCORD  
NICE TO MEET M--

Discord strangles back a burst of fury, covers with a smile.

99 DISCORD (CONT'D)  
We've met before, actually.

100 59 64 TREE HUGGER 66  
Cool. Like in another life, maybe?

101 211 212 DISCORD 215  
You've got to be kidding, you don't  
remember me?

102 59 64 TREE HUGGER 66  
I meet a LOT of different creatures.  
Each one of them perfect and unique.

Discord is enraged by her. He drums his fingers on the table.

103 211 (212) DISCORD  
Creatures. Yes, well, as I was  
saying, it's just great to be here  
with my oldest, bestest friend.

104 59 64 FLUTTERSHY 65 66  
Am I really your oldest, bestest  
friend?

105 <sup>211</sup> <sup>212</sup> <sup>216</sup> <sup>217</sup> <sup>218</sup> DISCORD  
 YOU! Of course not! You think I  
 don't have any other friends? I'm  
 CENTURIES old! I was talking about  
 the Smooze! Smoozeface, the  
 Smoozenator. Well that's what we  
 called him back in college.

106 <sup>65</sup> <sup>66</sup> FLUTTERSHY  
 Oh, that sounds fun.

Discord looks like he might explode from anger, but still manages to put on a brave smile. None of his attempts to make Fluttershy jealous are working.

107 <sup>211</sup> <sup>212</sup> DISCORD  
 It WAS fun. It was REAL fun. We  
 created a bond that made us  
 inseparable! And NOT just because  
 the ooze that seeps out of him is  
 incredibly adhesive!

He GRABS the Smooze as best he can.

108 DISCORD (CONT'D)  
 Smooze, I'd like you to meet  
 Fluttershy and Tree...Embrace?

109 <sup>65</sup> <sup>66</sup> <sup>67</sup> <sup>69</sup> <sup>70</sup> <sup>71</sup> <sup>72B</sup> TREE HUGGER  
 Ooooh I LIKE that. It's so in  
 rhythm with my life force. Maybe  
 I'll change it!

110 <sup>67</sup> FLUTTERSHY  
 Hee Hee!

**110A** <sup>67A</sup> The Smooze kind of bumps a hello and starts heading for Tree Hugger's shiny beads, his ectoplasm GLOWING. Discord tries to surreptitiously push him back.

111 <sup>68</sup> FLUTTERSHY (CONT'D)  
 I can't believe I've never heard  
 you speak of the Smooze before. It  
 sounds like you two are so close.

112 <sup>211</sup> <sup>212</sup> DISCORD  
 I'm glad you got that, because that  
 is what is true. We ARE very close.

113 <sup>65</sup> <sup>67</sup> <sup>68 1/2</sup> FLUTTERSHY  
 That's so wonderful! The four of us  
 should go out to dinner some time!

Discord can't hide it anymore. He is furious that she is not the slightest bit jealous of his friend.

114 211 212<sup>6</sup> 213<sup>6</sup>  
 DISCORD  
 We should all go out to dinner some time??? Have you no heart??

115 65 68  
 FLUTTERSHY  
 Oh no, what did I say? Does he not eat?

Discord stares at her, realizing he needs an out for losing it, and she has just given it to him.

116 211 213<sup>6</sup>  
 DISCORD  
 That's right! The Smooze is not able to eat. Restaurants are painful for him for just that reason.

117 65 68  
 FLUTTERSHY  
 Oh my, I didn't mean to offend either of you. I'm so sorry.

The Smooze has started burbling after Pinkie Pie and MAUD, who wears a simple sequined gown. Discord is trying to hold him back like a pit bull, but the Smooze has no cellular integrity, so it's like holding molasses.

118 211 213<sup>6</sup>  
 DISCORD  
 Looks like somepony wants to mingle! We'll be back in a bit.

119 65 68  
 FLUTTERSHY  
 Oh, okay. Treezy and I would love to talk to you more later.

120 211 213<sup>6</sup>  
 DISCORD  
 TREEZY? Really? Sort of a juvenile nickname, don't you think?  
 (yelling after Smooze)  
 Smoozie! Wait up!

He disappears.

DISSOLVE TO:

# SC. 12 - EXT. CANTERLOT PALACE COURTYARD - CONTINUOUS

Smooze and Discord are outside and Discord is looking in. He sees Fluttershy and Tree Hugger laughing with Applejack, Apple Bloom, Rainbow Dash, and Scootaloo.

Fluttershy glances out the window at him and he reflexively grabs whoever is closest, which happens to be Sweetie Belle, and starts laughing as though they had been deep in conversation.

121 DISCORD (219) (220)  
This is so great!  
122 (153) (154) SWEETIE BELLE  
What is?  
123 DISCORD (219) (220)  
(still looking at Fluttershy)  
This whole thing! You!  
124 (153) (154) SWEETIE BELLE  
Oh, thanks, Discord!

Fluttershy gives him a smile and looks away. Discord immediately releases Sweetie Belle and turns his attention back to the Smooze.

125 DISCORD (219) (220) (221)  
Listen, Smooze, I need to make this  
a party of one for a little while.  
Just...stay out here until I come  
for you.

The Smooze, GLOWING, sucks in an elderly pony's diamond necklace, prompting another discharge of ooze. The ponies in the courtyard gasp and back away.

Discord, meanwhile, slips back inside and locks the doors behind him.

### SC. 13 - INT. CANTERLOT PALACE DANCE AREA - CONTINUOUS

He sees Fluttershy and Tree Hugger laughing with the others, and teleports right into the middle of their group. He starts laughing, acting like he gets the joke, but his entrance has startled them all and they just stare at him.

126 (74) (75) (76) TREE HUGGER (77) (78) (79) (80) (81) (82) (83) (84) (85) (86) (87) (88) (89) (90) (91) (92) (93) (94) (95) (96) (97) (98) (99) (100)  
What's so funny?  
127 DISCORD (222) (223)  
Exactly!  
128 (74) (76) RAINBOW DASH (78)  
(confused)  
Uh...I think we're gonna go hit the dance floor.

Rainbow Dash, Scootaloo, Applejack, and Apple Bloom leave.  
Discord puts his arm around Fluttershy and leans into her.

129 <sup>222</sup> <sup>223</sup> DISCORD  
Fluttershy, tell the Hugs here  
about the time we went to the store  
and came back with TWO cakes  
instead of one because that's how  
crazy we are when we're together!

130 <sup>74</sup> <sup>76</sup> <sup>78</sup> FLUTTERSHY  
Oh, okay. Um, we went to the store  
and got two cakes.

He waits for her to say more, but she doesn't. He looks at  
her like she's really failing their friendship.

131 <sup>222</sup> <sup>223</sup> DISCORD  
You kind of left out all of the fun  
and frivolity there, but I'm sure  
you got that, Tree Hugger.

132 <sup>74</sup> <sup>76</sup> <sup>78</sup> TREE HUGGER <sup>79</sup>  
I got that you really like cake.

133 <sup>222</sup> <sup>223</sup> DISCORD  
We like each other, THAT was the  
point! I'm actually pretty lukewarm  
about cake.

134 <sup>74</sup> <sup>76</sup> <sup>78</sup> TREE HUGGER <sup>79B</sup>  
Oh, that didn't come across in that  
story.

Discord gives her a withering look. Suddenly, a SCREAM comes  
from outside.

135 FLUTTERSHY  
What was that?

Rarity is at the door, COVERED head to toe in OOZE. She is  
banging on the door screaming to come in.

136 RARITY  
Let me in!!

This gets everypony's attention and soon everypony, including  
Princess Celestia, Twilight, Fluttershy, and Tree Hugger, are  
gathered at the door. Twilight unlocks it.

137 RARITY (CONT'D)  
That creature took my jewels!

134A

138 TWILIGHT SPARKLE  
Discord! I thought I told you to  
keep your friend under control!

139 DISCORD  
Oh please, I have better things to  
do than watch that THING all night.

Fluttershy and Tree Hugger both look at him.

140 DISCORD (CONT'D)  
What I mean to say is, that thing is  
a dear, dear friend and I'll make  
sure the ooze he can't help but  
secrete doesn't get on anypony else.

141 TWILIGHT SPARKLE  
Thank you.  
(to the room)  
It's all right, everypony! Let's  
just get back to enjoying this  
magical evening!

Twilight looks at Princess Celestia, who gives her a nod like  
she handled it well, then glares at Discord, but he's looking  
at Fluttershy and Tree Hugger, who whisper and giggle.

#### SC. 14 - INT. CANTERLOT PALACE - A LITTLE LATER

Discord shoves the Smooze into a storage closet. It is  
stocked floor to ceiling with crystal glasses, a chandelier,  
and many, many assorted shiny things.

142 DISCORD  
You're making me look like a fool  
in front of Fluttershy! I'll be  
back when the Gala is over.

He shuts and locks the door, not noticing the multicolored  
glow coming from inside. He looks around. He sees Tree Hugger  
talking and Fluttershy laughing.

143 FLUTTERSHY  
Oh, Tree Hugger! I've never known  
anypony as funny as you!

This makes Discord's eyes bulge out and we can see little  
puffs of smoke start to smolder in his ears. He then makes a  
theatrical motion with his hand and produces an entire stage,  
complete with lights, a microphone, and a large picture of  
himself laughing that falls down from the ceiling. He appears  
on the stage with false bravado and grabs the mic.

144 <sup>227 228</sup> DISCORD <sup>229</sup> <sup>231</sup>  
 Check, check, check. Is this thing  
 on? Good evening, fillies and  
 germs. I do hope everypony's having  
 a great time tonight. I just flew  
 into Canterlot and wow are my inter-  
 species parts tired!

The crowd just stares.

145 <sup>227 228</sup> DISCORD (CONT'D) <sup>229</sup>  
 I've only got these tiny mismatched  
 wings and even I can fly better  
 than Twilight Sparkle, amiright?

146 <sup>263 264AB</sup> TWILIGHT SPARKLE  
 Hey!

Discord's confidence falters. He knows he's bombing.

147 <sup>227 228</sup> DISCORD <sup>229</sup>  
 Perhaps you're into more  
 observational humor.

He then materializes a piano and lays on top of it like  
 Michelle Pfeiffer in The Fabulous Baker Boys.

148 <sup>227 228</sup> DISCORD (CONT'D) <sup>230</sup>  
 Did you ever notice how you always  
 materialize out of thin air? Why not  
 thick air? What's the DEAL there?

Discord immediately starts to sweat profusely and he grabs  
 his tie, loosening it.

149 DISCORD (CONT'D)  
 Tough crowd.

Twilight turns to Applejack, Pinkie Pie, and Rainbow Dash.

150 <sup>263 264BC</sup> TWILIGHT SPARKLE  
 What is he doing?

151 <sup>87 88 89</sup> RAINBOW DASH  
 I think they're...jokes?

152 <sup>88</sup> PINKIE PIE  
 (looking at Maud  
 excitedly)  
 Maud! Jokes!

153 MAUD PIE  
 (flatly)  
 My favorite.

Discord is swimming in sweat and now wearing an outfit befitting a very sophisticated pony from Ponyville.

232 233 234 236 237 (238)  
 154 DISCORD  
 (Jeff Foxworthy voice)  
 You might be a Ponyville pony when  
 an ordinary night on the town ends with  
 in a lesson about friendship.

He sees Fluttershy and Tree Hugger talking intensely, oblivious to his act.

232 234  
 155 DISCORD (CONT'D)  
 THESE ARE THE JOKES, PONIES!!!

Meanwhile, Smooze ooze has started to seep out from under the closet door, where multicolored lights can be seen. Discord notices and really starts to unravel.

234  
 156 DISCORD (CONT'D)  
 Knock knock!

He looks out at the crowd who aren't saying anything.

235  
 157 DISCORD (CONT'D)  
 You're supposed to say "who's  
 there!" This is the most basic of  
 jokes!!

90 AB 91 Andrea 92 Mand Pie  
 158 HECKLER PONY  
 YOU'RE the most basic of jokes!

The ponies finally laugh and we see Discord fuming, almost about to lose it. Meanwhile, Twilight finally notices the ooze spreading across the floor.

263 265 AB  
 159 TWILIGHT SPARKLE  
 What is that?!

The closet door begins heaving. Then suddenly it EXPLODES! Ooze comes flooding out! The crowd SCREAMS and tries to stampede away, but one by one they are stuck in the rapidly rising ooze. Princess Celestia herself is stuck like a dinosaur in tar.!

FADE OUT.

END OF ACT 2

ACT 3

FADE IN:

SC. 15 - EXT. CANTERLOT PALACE - CONTINUOUS

Ponies are stuck in the ooze as it rises higher and higher; Twilight tries to use her magic, but nothing works.

160 TWILIGHT SPARKLE  
None of my magic works on this ooze!  
Discord, how could you bring him  
here?

161 DISCORD  
Oh he's not that bad,

162 RAINBOW DASH  
(trapped in the ooze)  
Make it STOP!

163 DISCORD  
Poor Rainbow DASH, I hate to see  
you feel so useless. But look...

He makes a feeble display of using his magic to stop the ooze.

164 DISCORD (CONT'D)  
...I am too! Isn't that the  
silliest thing?

165 TWILIGHT SPARKLE  
Princess Celestia? Can you stop it?

Celestia's horn starts to GLOW. But as her magic comes in contact with the Smooze and his ooze, it fizzles away ineffectually.

166 CELESTIA  
I'm afraid not. Magic doesn't seem  
to have any effect on it!

167 RARITY  
My shoes will be ruined forever!

168 APPLEJACK  
Really? That's what you're worried  
about?

169 RARITY  
(realizing her faux pas)  
It's ONE of the things I'm worried  
about.

170 PINKIE PIE  
We can't turn on each other! We  
have to stay positive! Like Maud!

Maud is completely impassive as she is carried along by the tide of ooze.

Tree Hugger and Fluttershy, meanwhile, are stuck against a wall in funny positions.

171 110 111 112 TREE HUGGER 113  
This is kind of a bummer.

172 242 243 244 DISCORD  
Isn't it, though? And to think, it never would have happened had I come to the Gala as somepony else's +1.

173 110 111 TREE HUGGER 113  
Seems like something might have harshed his flow, ya know? Like his senses are agitated--

174 242 243 244 DISCORD  
Oh, you don't know anything about rare creatures. I've known Smooze for ages! He's not agitated, he's partying down!

175 110 111 TREE HUGGER 113 114 115 116 117  
All he needs is some, like, calming auditory therapy. I know I always feel really heard when I'm being aurally fulfilled. Maybe his body will calm down with the vibration of sound. Or whatever.

176 242 243 244 DISCORD  
Do YOU even know what you just said? Where's the popcorn in this place, Celestia? Let's sit back and enjoy this show!

177 110 TREE HUGGER  
Where is he?

178 107 108 RARITY 109  
He's getting uncomfortably close to the only salvageable piece of my ensemble!

The Smooze, body all aglow, writhes through his own ooze, straight at the shiny fascinators in Rarity's mane. Tree Hugger suddenly begins making crazy primal sounds, like the REALISTIC WHINNYING OF AN AGITATED HORSE mixed with MEDITATION-TYPE HUMMING.

179 110 118 <sup>-alt for options-</sup> TREE HUGGER 119  
 <CRAZED WHINNYING> <PEACEFUL  
 HUMMING>

The Smooze gurgles to a stop, as though he's actually listening.

180 TREE HUGGER (CONT'D) 120  
 LET GO, SMOOZE! BLISS OUT! <CRAZED  
 WHINNYING AND CALM HUMMING>

Now the Smooze wriggles over next to her. Everypony watches the scene in amazement. It extends a blobby bit (almost like a head) toward her. Her WHINNYING calms, until eventually she is just humming one long, peaceful note.

The Smooze's blurbing stops and so does his glowing. As he becomes calm, the ooze he has secreted all over the ballroom starts to SOLIDIFY AND HARDEN.

The Crusaders CRUNCH out of their ooze and drop to the floor.

181 121 123 SWEETIE BELLE  
 It worked!

126AB  
 181A All across the room, ponies stomp their hooves, breaking the Smooze's ooze to dust like peanut brittle. They all CHEER with excitement!

182 RAINBOW DASH 122  
 Way to go, Tree Hugger!

183 FLUTTERSHY  
 Oh my goodness, that was the most magical thing I've ever seen done with animals!

Discord's scowl turns to fury.

184 TREE HUGGER  
 Oh thanks, everypony. It makes perfect karmic sense your magic doesn't work on him. He only responds to vibrations that peace out his energy fields.

185 FLUTTERSHY  
 Oooh. Wowwww.

186 DISCORD 244 245  
 STOP IT!! That's IT!! I am DONE  
 with you, Tree HUGGER!

187 <sup>121</sup> <sup>123</sup> TREE HUGGER  
Oh man. You're really bummin' me  
out. Can you just like, lower your  
voice a skosh?

188 DISCORD <sup>244</sup> <sup>245</sup>  
A skosh? A SKOSH?!

He levitates her, then swipes the air next to him, opening up  
a PORTAL TO ANOTHER DIMENSION.

189 <sup>121</sup> <sup>123</sup> <sup>124</sup> TREE HUGGER  
Whoa dude. What is THAT?

190 DISCORD <sup>244</sup> <sup>245</sup> <sup>247</sup>  
Relax, I'm not going to hurt you.  
I'm simply going to send you to  
another dimension. I can't have you  
interfering in my relationship with  
Fluttershy anymore.

191 <sup>121</sup> <sup>124</sup> FLUTTERSHY <sup>125</sup>  
Discord? What are you doing?! Stop!

192 DISCORD <sup>244</sup> <sup>245</sup> <sup>246</sup>  
I will, I will! Just as soon as  
she's gone! Then we can have a good  
laugh about this whole affair over  
our regular Tuesday Tea

Twilight stands next to Celestia. Both of their horns glow.

193 <sup>269A6C</sup> TWILIGHT SPARKLE  
Don't worry, Fluttershy, we'll stop  
him!

Discord casually magics a few DISCO BALLS into existence and  
tosses them to the Smooze. His blubber starts to jiggle and  
glow with multicolored light, secreting massive amounts of  
ooze again! Screams everywhere!

194 <sup>248</sup> <sup>249</sup> DISCORD  
Now, where were we? Ah yes, sending  
you to another dimension.

195 <sup>121</sup> FLUTTERSHY <sup>125B</sup>  
Please, Discord, stop!

196 <sup>248</sup> <sup>249</sup> <sup>250</sup> DISCORD  
I'm doing her a favor, Fluttershy!  
It's a lovely dimension!  
(MORE)

127110  
193A

248 249 250 DISCORD (CONT'D)

White sand beaches, an attentive waitstaff...I mean, okay, if I'm honest, the humidity isn't great in the summer, but where isn't that the case these days?

197 129 130 131 TREE HUGGER 132 133  
Ponyville is actually super mild in the summer.

128 129 130 131 132 133  
As chaos reigns all around, and ponies struggle to flee the expanding ooze, we stay on Discord, Tree Hugger, and Fluttershy.

198 FLUTTERSHY  
I don't understand why you're doing this. We were all getting along so well!

199 250 251 252 253 DISCORD  
As well as we could, considering you'd already stomped all over our friendship by inviting her to the biggest night of the year as if I didn't matter at all!

200 129 132 133 FLUTTERSHY  
Is that what this is about?

Fluttershy flies over to where he floats in the air, her new friend under one arm and a portal to another dimension nearby.

201 FLUTTERSHY (CONT'D)  
Is that what kind of pony you think I am? The kind that is so cruel she doesn't give her friends a second thought?

202 250 251 253 DISCORD  
Well, no, of course not--

203 129 132 133 FLUTTERSHY  
Did you really think I'd abandon you just because I have a new friend?

204 250 251 253 DISCORD  
Yes! Because that's what you did!

205 129 132 133 FLUTTERSHY  
No, Discord. I invited a friend to a party. I didn't abandon you.  
(MORE)

129 132 133 FLUTTERSHY (CONT'D)  
 What if you had a friend that you  
 could discuss chaos-based magic  
 with? Would that mean we weren't  
 friends anymore?

206 250 251 253 DISCORD  
 (reluctantly)  
 No, I suppose not. It would just  
 mean I'd have different friends for  
 different things.  
 (realizing) 6 6  
 Oh! Ooph. Oh dear. It looks like  
 perhaps I overreacted just a skosh?

207 129 132 133 FLUTTERSHY  
 More like a lot of skoshes. Tree  
 Hugger, could you give us a minute?

Discord lowers her to the ground. In the background, we hear  
 her WHINNYING like crazy...

208 TREE HUGGER (O.S.)  
 <CRAZED WHINNYING>

...and the chaos and screaming once again fade away as the  
 Smooze calms and ponies break free. But we are more concerned  
 with Discord and Fluttershy.

209 FLUTTERSHY 134  
 Thank you, Discord.

210 250 251 253 DISCORD  
 I'm just so new to this whole  
 friendship thing! It's much more  
 complicated than it looks to the  
 casual observer.

211 133 134 135 FLUTTERSHY  
 Do you think maybe you owe somepony  
 an apology?

212 250 251 253 DISCORD  
 I'm sorry, Fluttershy.

213 133 134 135 FLUTTERSHY  
 Not ME.

214 250 251 253 DISCORD  
 Oh. Right.

He snaps his fingers and everything -- the portal to another  
 dimension, the residual mess from the Smooze's ooze --  
 disappears. He appears on the ground next to Tree Hugger, and  
 Fluttershy floats down to join them.

2/41 SFX

The Smooze, calm and happy, sits next to Tree Hugger contentedly. It may even be purring.

215 <sup>6</sup> 251 253  
DISCORD (CONT'D)  
Tree Hugger, I'm sorry you got caught in the middle of my, you know, wrath.

216 <sup>133</sup> 135 TREE HUGGER  
Ah, it's all groovy. But, hey, you could totally make it up to me by letting me come visit you and the Smooze in your natural environment. You gotta have the rarest of the rare creatures there.

217 <sup>250</sup> 251 253  
DISCORD  
I'd be delighted! I must say the laissez faire attitude that made my skin crawl earlier I now see is quite a delight!

He goes to put an arm around her, but she stops him.

218 <sup>135</sup> 135 TREE HUGGER  
I need like a few minutes to clear out my chakras before I can hug you from a place of authenticity.

219 <sup>250</sup> 251 253  
DISCORD  
Fair enough.

USE FOR  
REF

# SC. 16 - INT. CANTERLOT PALACE - LATER

Discord is with the Mane Six, Maud, the Smooze, and the Crusaders. Everything is back to normal and the Gala is back in relative full swing. Ponies are dancing and having fun.

220 <sup>254</sup> 255  
DISCORD  
(to the Smooze)  
I owe you an apology, Smooze. I spent the whole evening thinking about my own feelings and none of it thinking about yours.

The Smooze sucks in a shiny button from his tuxedo jacket and splurts out a small glob of ooze. Discord laughs and gives the Smooze a "you old so-and-so" finger wag.

221 <sup>256</sup>  
DISCORD (CONT'D)  
Well—friends...  
(with a chuckle)  
(MORE)

254 (250) DISCORD (CONT'D)  
 I think I may actually grow to like  
 this multiple friend thing!

222 (101) MAUD PIE  
 I like it too.

223 (136) (137) PINKIE PIE (138)  
 Hey, it's not a party until  
 somepony spreads magic-resistant  
 ooze uncontrollably over the  
 ballroom. Come on, Smoozinator,  
 let's dance!

MUSIC UP and they all start to dance.

### SC. 17 - INT. CANTERLOT PALACE - LATER

Celestia is saying goodbye to a pony and Twilight walks up to her hesitantly.

224 (270) (271) TWILIGHT SPARKLE  
 I'm sorry, Princess Celestia. I  
 thought I could give you a break  
 tonight, but it turns out I was in  
 over my head.

225 (136) (137) PRINCESS CELESTIA  
 You have nothing to apologize for.  
 This has been the most fun Gala in  
 years!

226 (270) (271) (272) TWILIGHT SPARKLE  
 I know, it was a mess--WHAT?!

227 (136) (137) PRINCESS CELESTIA  
 I'm having an excellent time.

228 (270) (271) (272) TWILIGHT SPARKLE  
 But...there was ooze all over the  
 place...and one of the guests  
 threatened to send another to  
 another dimension... *Somepony*

229 (136) (137) PRINCESS CELESTIA (138)  
 I know! Can you imagine how dull it  
 would have been if I hadn't invited  
 Discord?

(twinkle in her eye)  
 Come on! The night is still young!

They head to the dance floor and the Gala continues into the night as we...

FADE OUT.