

Equestria Girls

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FADE IN:

EXT. CRYSTAL EMPIRE - ESTABLISHING - DUSK

EXT. CRYSTAL CRYSTAL CASTLE - AT THE SAME TIME

PRINCESS TWILIGHT, APPLEJACK, FLUTTERSHY, RARITY, PINKIE PIE, RAINBOW DASH, and SPIKE approach the entrance to the castle pulling luggage behind them.

APPLEJACK

Who--ee. Your very first Princess Summit. You must be over the moon, Twilight.

PRINCESS TWILIGHT

I am excited. But, to be honest, I'm a little nervous too.

PINKIE PIE

You're *nervicited*. It's like you want to jump up and down and yell "yay me"!

Pinkie Pie leaps into the air.

PINKIE PIE (CONT'D)

But you also want to curl up in a teeny-tiny ball and hide at the same time.

Pinkie Pie curls up into a ball and rocks back and forth for a moment. She pops back up and gives Twilight a comforting pat on the head.

PINKIE PIE (CONT'D)

We've all been there.

FLUTTERSHY

I'm there almost every day.

APPLEJACK

You got no reason to fret Twi, everything's going to be just--

RARITY

Twilight!

Twilight reacts to Rarity's sudden outburst.

RARITY (CONT'D)

Sorry, darling, but I just realized
you're not wearing your crown.

(then, worried)

You haven't forgotten it back in
Ponyville have you?

TWILIGHT

It's in my bag.

(then)

I just feel a little self-conscious about
wearing it.

She flutters her wings a little and briefly lifts off the
ground.

TWILIGHT (CONT'D)

(re: her wings)

Haven't really gotten accustomed to these
yet either.

RARITY

You're a Princess now, Twilight. Embrace
it. I'm telling you, if I had a crown
like that I'd never take it off. Why I'd
sleep in the thing.

The other ponies just shake their heads as they enter...

INT. CRSYTAL CASTLE - FOYER - CONTINUOUS

TRUMPETS BLARE as Princess Twilight and her friends enter
the castle. A member of the CRYSTAL ROYAL GAURD steps
forward.

ROYAL GAURD

(an announcement)

Her highness, Princess Twilight Sparkle.

Twilight blushes a little at the grand announcement of
her arrival. Just then, PRINCESS CADENCE, PRINCESS LUNA,
and PRINCESS CELESTIA arrive on the scene.

PRINCESS CADENCE

Twilight! I haven't seen you since the
coronation.

The two embrace.

PRINCESS CELESTIA

We have so much to discuss, my former student.

(then)

But it can wait until the tomorrow. You all look tired from your journey.

DISSOLVE TO:

INT. CRYSTAL CASTLE - BEDROOM - A FEW MINUTES LATER

Twilight uses her magic to unpack her bags. She retrieves her Princess Crown and places it upon her head, then looks at herself in the mirror. The crown hangs a bit askew. She uses her magic to remove it.

SPIKE

What's wrong, Twilight?

TWILIGHT

I don't know Spike. I just feel so... different now.

SPIKE

Of course you feel different. You're a princess. You have wings. Ponies blow trumpets and say your name really loud when you enter a room. It's going to take some time to get used to.

TWILIGHT

I suppose.

(then, to herself)

But what if I never do?

Twilight uses her magic to remove her crown and place it on a table by the bed.

SPIKE

Big day tomorrow. You should get some shut-eye.

Spike climbs into a little bed next to Twilight's and pulls up the covers and closes his eyes. He opens them again at the sound of Twilight struggling with something.

TWILIGHT (O.S.)
Urf. Can't tuck...where do I...

REVEAL: Twilight is struggling to find the best way to tuck her new wings under the covers.

TWILIGHT (CONT'D)
Just...trying to get... comfortable.

She finally gets herself situated and closes her eyes.
POP! One of her wings pokes up out of the covers.

TWILIGHT (CONT'D)
<EXASPERATED SIGH>

DISSOLVE TO:

EXT. CRSYTAL CASTLE - NIGHT

A full moon casts an eerie light over the castle.

INT. CRYSTAL CASTLE - HALLWAY - AT THE SAME TIME

Through an open door we see a FLASH of LIGHT. A moment later, the SHADOWY FIGURE of a UNICORN emerges from the room and slinks down the hallway.

INT. CRYSTAL CASTLE - BEDROOM - A MOMENT LATER

Twilight and Spike are sound asleep. The mysterious unicorn, still hidden in shadow, enters the room.

She cautiously steps over the sleeping Spike as she approaches the table where Twilight has placed her crown. Using her magic, the unicorn starts to lift the crown off the table.

SPIKE
<INDECIPHERABLE MUMBLING>

The unicorn freezes. She waits. Spike <SNORES>. Certain Spike is still sound asleep, the unicorn takes Twilight's crown and replaces it with ANOTHER CROWN that is nearly identical.

The unicorn turns to go. But just as she steps over Spike to make her exit, he suddenly flips over in his bed, extending his arm. The mysterious unicorn trips over it and is sent tumbling forward. The impact of her fall rouses both Spike and Twilight who bolt upright in their beds.

SPIKE (CONT'D)

Huh? What?

The unicorn hastily rises to her feet. The moonlight shining through Twilight's window reflects off the Element of Harmony that adorns the crown in her bag.

TWILIGHT

My crown! She's got my crown!

The unicorn races toward the exit as Twilight and Spike leap from their beds and give chase.

INT. CRYSTAL CASTLE - HALLWAY - A MOMENT LATER

Twilight and Spike pursue the unicorn thief down the hallway. We finally get a good look at her and see that she is the same age as Twilight and has a GOLDEN YELLOW and ORANGE MANE.

TWILIGHT

Stop! Thief!

Doors on either side of the hallway are thrown open as Applejack, Rarity, Fluttershy, Rainbow Dash, and Pinkie Pie emerge from their respective rooms to see what is going on. Twilight and Spike race past them after the unicorn.

TWILIGHT (CONT'D)

She's stolen my crown!

The Ponyville Ponies react, then join Spike and Twilight in their pursuit of the unicorn.

INT. CRYSTAL MIRROR ROOM - CONTINUOUS

The Golden Maned unicorn bursts into the room with Twilight and the other ponies right behind her.

TWILIGHT

Stop! You have nowhere to run.

In her haste to escape Twilight and her friends, the Golden Maned unicorn stumbles and the bag that holds Twilight's crown goes flying toward a mirror at the far side of the room.

Twilight and her friends react in shock as instead of crashing into the mirror, the crown goes through it and disappears!

APPLEJACK

How did that--?

TWILIGHT

What did you do with my crown?

The unicorn thief gets to her feet smirks at the still stunned Ponyville Ponies.

SUNSET SHIMMER

Sorry it had to be this way, *Princess*
Twilight.

The Golden-Maned unicorn dives into the same mirror. Just like the crown, she disappears into it.

ON THE PONYVILLE PONIES as they react to the Golden-Maned ponies disappearing act.

FLUTTERSHY

Who was that?

INT. CRYSTAL CASTLE - THRONE ROOM - SOON AFTER

Princess Celestia, Princess Cadence, Princess Luna, Twilight and the Ponyville Ponies are all gathered together. Princess Celestia addresses the group.

PRINCESS CELESTIA

Sunset Shimmer. A former student of mine.

The Ponyville Ponies share intrigued looks.

PRINCESS CELESTIA (CONT'D)

She began her studies with me not long before Twilight.

TWILIGHT

I didn't really know her. But I thought I remembered seeing her in Canterlot.

PRINCESS CELESTIA

Yes. You would have.

(then)

Much like Twilight, I sent her out to learn the magic of friendship. But unlike Twilight, Sunset Shimmer grew impatient with these lessons and decided to pursue her own path. One I'm afraid that has lead her to deciding to steal a crown rather than earn it.

Spike holds up the crown that Sunset Shimmer left behind.

SPIKE

She replaced Twilight's with this one.

Princess Celestia examines the crown.

PRINCESS CELESTIA

It is very similar to Twilight's crown. I suppose Sunset Shimmer thought you wouldn't notice right away that this was not yours. And that by the time you did, it would be too late to go after your crown and Element of Harmony.

TWILIGHT

But, I don't understand, where did she go? Where did she take the crown?

PRINCESS CELESTIA

You'll soon know more about this place than even I do.

Princess Celestia looks to Princess Cadence and Princess Luna who give nods of approval. Princess Celestia turns her attention back to Twilight.

PRINCESS CELESTIA (CONT'D)

Sunset Shimmer's plan has failed. You discovered that she replaced your crown with another in time to go after her and retrieve it.

INT. CRYSTAL MIRROR ROOM - SOON AFTER

The Princesses, Ponyville Ponies, and Spike have now gathered in the Crystal Mirror Room. Princess Luna stands before the mirror through which Sunset Shimmer and the crown disappeared. Its surface sparkles strangely.

PRINCESS LUNA

This is no ordinary mirror. It is a gateway to another world. A gateway that opens once every 40 moons.

PINKIE PIE

Oooohhh. Sparkly.

Pinkie Pie reaches out to touch the mirror, but Princess Luna quickly shakes her head "no" and Pinkie pulls her hoof away.

PRINCESS LUNA

It has always been kept in the throne room of Canterlot Castle. But when Princess Cadence took over the Crystal Empire, we brought it here. As a gift.

PRINCESS CADENCE

There had been signs that it was time for the gateway to the other world to open again. It was one of the reasons I wanted us all to meet.

PRINCESS CELESTIA

I had always hoped that Sunset Shimmer would someday use it to return. To come back to Equestria seeking my guidance.

(then, somber)

Obviously this is not what has happened.

Princess Cadence approaches Twilight.

PRINCESS CADENCE

Twilight, you must use the mirror to go into this other world and retrieve your crown. Without it the other Elements of Harmony have no power and Equestria is left without one of its most important means of defense.

Twilight nods, understanding the gravity of this.

PRINCESS LUNA

Your crown does not belong in the place
Sunset Shimmer now calls home. And in
her possession, your Element of Harmony
will no doubt be used to bring harm to
the inhabitants of this other realm.
They will not have the power to defend
themselves.

PRINCESS CELESTIA

You understand the importance of your
task?

TWILIGHT

Of course.

PRINCESS CELESTIA

Good. Then you must go at once.

Twilight nods in understanding, then steps toward the
mirror. Rainbow Dash steps in front of her.

RAINBOW DASH

Whoa. Whoa. Whoa. Strange new world.
Crazy former student wants to use an
Element of Harmony for evil. And you
wanna send her there alone?

(then)

I don't think so. She's going, we're
going with her. Right, girls?

Applejack, Rarity, Pinkie Pie, and Fluttershy join
Rainbow Dash in front of the mirror.

PINKIE PIE

I'm so nervicited.

APPLEJACK

You do realize that's not a real word,
right?

Princess Celestia smiles at the Ponyville Ponies.

PRINCESS CELESTIA

I'm afraid I can't let you go.

RAINBOW DASH

What?! Why not?

PRINCESS CELESTIA

Sending all of you could upset the balance of this alternate world. Create chaos that could make it impossible for Twilight to get the crown back from Sunset Shimmer.

(then to Twilight)

This is something Princess Twilight must do alone.

Twilight takes a deep breath, steeling herself for the task at hand.

TWILIGHT

Then I'd better get going.

Twilight's friends gather around her to see her off. Spike watches them exchange hugs and nuzzles, a thoughtful look on his face.

PONYVILLE PONIES

You can do this, Twilight./Nothing to it./You've faced worse./You'll be back before you know it.

Princess Luna uses her magic to place the crown Sunset Shimmer left behind in a bag.

PRINCESS LUNA

This one belongs in the other world. It should be returned.

Princess Celestia puts the bag on Twilight's back.

PRINCESS CELESTIA

The gateway will only remain open for three nights. After that it will be another 30 moons before you will be able to use it to return.

Twilight looks back at her friends one more time. She takes a deep breath and steps into the sparkling mirror. Suddenly, without warning, Spike jumps in after her.

PONIES

Spike! No!

There is FLASH of WHITE LIGHT and we...

DISSOLVE TO:

TWILIGHT'S POV

Green grass. Nothing too out of the ordinary about that. The POV shot turns, then looks up to reveal the STATUE of a PONY rearing up on its back legs. The MIRRORED BASE of the statue sparkles much like the mirror Twilight stepped through in the Crystal Empire.

TWILIGHT (O.S.)

(re: the sparkling base)

That must serve as the gateway back to Equestria.

SPIKE

Uh...Twilight...

TWILIGHT

Spike, you're not supposed to--

The POV SHOT tilts down to reveal a CUTE LITTLE MUTT wearing a SPIKED COLLAR.

TWILIGHT (CONT'D)

Spike? Are you a... dog?

The dog speaks in Spike's voice.

SPIKE THE DOG

I think so. But I have no idea what you are.

The POV SHOT reveals a pair of human hands.

WIDEN TO REVEAL:

EXT. CANTERLOT HIGH - CONTINUOUS

Twilight has become a human teenage girl! (She's still wearing the bag Luna gave her in the Crystal Empire.)

TWILIGHT

Aaaaaahhh!!

She quickly covers her mouth with her hands. Then realizes she is covering her mouth with her strange-looking new hands and lets out another...

TWILIGHT (CONT'D)

Aaaaaahhh!!

She covers her mouth with her hands again.

SPIKE

Twilight, you have to get it together.

Twilight, her hands still over her mouth, nods in understanding, then slowly lowers her hands.

TWILIGHT

What does the rest of me look like?

SPIKE

Like you. Only not you. Your nose is really small.

TWILIGHT

My nose?

She reaches up and touches her face, her eyes going wide as she touches her human nose.

SPIKE

Are you going to scream again?

Twilight quickly purses her lips, suppressing another scream as she shakes her head "no".

Spike looks around, taking in their surroundings.

SPIKE (CONT'D)

Where are we?

Twilight pulls herself together as best she can.

TWILIGHT

I don't know. But I do know that Sunset Shimmer is here with my crown and we've got to start looking for her.

(then)

(MORE)

TWILIGHT (CONT'D)

I suggest we start searching the castle first.

Twilight gestures to the large white brick building before them.

SPIKE

Works for me.

Twilight drops down to all fours and attempts to gallop toward the entrance of the castle. It is very awkward looking. Spike stays behind, grimacing as he watches her.

SPIKE (CONT'D)

Yeah. I don't think that's how the new you is supposed to...

Twilight stops trying to gallop and stands upright again. She takes a step forward. She's a bit wobbly at first but soon gets the hang of it.

TWILIGHT

Come on, Spike. I do not want to be like this for longer than I have to.

Spike runs up to join her.

SPIKE

Look on the bright side. You don't have those pesky wings to worry about anymore.

Twilight shoots him a look, then approaches the entrance to the "castle". She lowers her forehead at the door (the way she might lower her horn to perform magic). Nothing happens.

TWILIGHT

My magic. It isn't working.

SPIKE

Makes sense. You don't exactly have your horn anymore.

TWILIGHT

What?!

Twilight reaches up and touches her forehead.

SPIKE

We really need to find you a mirror.

INT. CANTERLOT HIGH - ROTUNDA - A MOMENT LATER

Quiet and still. Spike and Twilight slowly and stealthily enter, looking around. Twilight spots something at the far end of the rotunda and walks toward it. As she gets closer, we can see that it is a GLASS CASE filled with TROPHIES.

TWILIGHT

What do you think, Spike? Other artifacts she's stolen from Equestria?

Twilight then notices that the case also contains several photographs. Twilight moves in to get a closer look at the first photo of a girl in a gown who is wearing a tiara. There is something familiar about her.

RAINBOW DASH (O.S.)

Checking out my trophies, huh?

Twilight recognizes that voice. She turns around to see a teenage version of RAINBOW DASH bouncing a soccer ball on her knee. Twilight's eyes go wide with surprise.

TWILIGHT

Rainbow Dash?

RAINBOW DASH

The one and only.

Rainbow Dash bounces the soccer ball on her head. Twilight looks around nervously.

TWILIGHT

What are you doing? Princess Celestia said I was the only one who could be here.

RAINBOW DASH

(confused)

Princess Celestia? You mean Principal Celestia?

Twilight is visibly flustered.

TWILIGHT

I...well...I don't...

RAINBOW DASH

I'm totally allowed to be here. I've got a hall pass.

She holds up a wooden hall pass.

RAINBOW DASH (CONT'D)

Better run. Catch ya later, new girl.

Twilight remains frozen in awe as Rainbow Dash runs off.

TWILIGHT

How is that possible? She sounded just like-- But it wasn't--

BRINGGGGG! Twilight and Spike turn to look for the source of the sound when suddenly doors on either side of the hallway fly open. Twilight and Spike's eyes go wide as TEENAGE GIRLS and BOYS come barreling into the hallway.

WHAM! A teenage version of DIAMOND TIARA bumps into Twilight sending her tumbling backward into...

BAM! A teenage version of SILVER SPOON. Twilight bounces off of her and finds herself spinning around and bumping into another teenage boy, FLASH SENTRY. He quickly reaches out to keep her from falling over.

FLASH

Whoa. You okay?

An overwhelmed Twilight just nods, backing away from him and pressing herself against a locker. She looks down to see an equally nervous Spike cowering next to her.

SPIKE

(whispering)

I don't think this is a castle.

Twilight remains fearfully pressed against the locker as the crowd thins out. The terrified look on her face turns to one of surprise as she hears a familiar voice...

FLUTTERSHY (O.S.)

I'm really sorry. I just found it and
thought I should give it to her.

TWILIGHT

(to herself)

Fluttershy?

Twilight cautiously peers around the corner to see a teenage girl version of FLUTTERSHY. Twilight ducks back around the corner, a confused look on her face.

ANOTHER ANGLE allows us to see Twilight eavesdropping on the teenage Fluttershy as she nervously addresses a GOLDEN-HAIRED GIRL whose face we cannot see. (NOTE: We continue to hear the <WALLA> of the other students in the hallway as their conversation continues.)

FLUTTERSHY

I didn't know you had dropped it.

GOLDEN-HAIRED GIRL

Well I did and I was about to get it
before you swooped in and ruined
everything. You shouldn't just pick up
things that don't belong to you.

Fluttershy looks nervously at the ground.

FLUTTERSHY

(very quietly)

It doesn't really belong to you either.

GOLDEN-HAIRED GIRL

Excuse me?!

Twilight reacts to the Golden-Haired Girl's outburst.

FLUTTERSHY

N-n-nothing.

GOLDEN-HAIRED GIRL

That's what I thought. It's as good as
mine and you know it.

(then)

You really are pathetic, Fluttershy. It's
no wonder your best friends are all stray
animals.

Fluttershy hangs her head. Twilight can't bear to stand idly by for another moment and rounds the corner to confront the Golden-Haired girl.

TWILIGHT

How dare you speak to her that way!

A noticeable hush falls over the once bustling hallway. The Golden-Haired Girl spins around to face Twilight. There is something familiar about her.

GOLDEN-HAIRED GIRL

What did you say?!

Twilight looks around to see that all eyes are now on her and the Golden-Haired Girl. Twilight stands her ground.

TWILIGHT

(firm)

I said, how dare you speak to her that way.

The Golden-Haired Girl sneers at Twilight.

GOLDEN-HAIRED GIRL

You must be new here.

(then)

I can speak to anyone any way I want.

The Golden-Haired Girl brushes by Twilight, nearly stepping on Spike. Fluttershy stands in awe of Twilight.

FLUTTERSHY

I can't believe you did that.

TWILIGHT

I couldn't just stand there.

FLUTTERSHY

It's just that nobody ever stands up to Sunset Shimmer.

Twilight's eyes go wide.

TWILIGHT

Sunset Shimmer?!

Twilight spins back around to look for the Golden-Haired Girl (SUNSET SHIMMER) but she is long gone.

FLUTTERSHY

You've heard of her?

Twilight turns back to face Fluttershy.

TWILIGHT

Sort of.

FLUTTERSHY

I don't think I've seen you around before. Did you just transfer to Canterlot High from another school?

TWILIGHT

Um, yes. Another... school.

FLUTTERSHY

I'm Fluttershy.

TWILIGHT

Twilight Sparkle.

Fluttershy notices Spike standing next to Twilight.

FLUTTERSHY

Is this your dog?

Fluttershy bends down to pat Spike.

FLUTTERSHY (CONT'D)

Be careful. They don't really like it when you bring pets to school.

(then re: Spike)

Wouldn't you give just anything to know what they're really thinking?

TWILIGHT

He usually just tells me.

Fluttershy looks at Twilight, confused.

FLUTTERSHY

What do you mean?

Spike shakes his head at Twilight then does his best <BARK>. Twilight gets the hint -- dogs don't talk.

TWILIGHT

Nothing. Nevermind.

(then, changing the subject)

Sunset Shimmer said you picked something up. Something that belonged to her.

That's why she was so upset with you.

(then, hopeful)

It wasn't a crown was it?

Fluttershy stands up.

FLUTTERSHY

How did you know?

TWILIGHT

(covering)

Lucky guess?

(eager)

Do you still have it?

Fluttershy shakes her head "no".

TWILIGHT (CONT'D)

But you know what happened to it.

Fluttershy nods "yes".

FLUTTERSHY

This morning, I was out front passing out fliers for the animal shelter like I do every Wednesday...

DISSOLVE TO:

EXT. CANTERLOT HIGH - MORNING - FLASHBACK

Fluttershy stands in front of the Colt Statue. She nervously tries to pass out fliers.

FLUTTERSHY

(timid)

Excuse me... I'm trying to get volunteers... If you'll just take a look...

Teenage versions of the CUTIE MARK CRUSADERS pass by her. They don't seem to hear Fluttershy or notice her fliers.

APPLE BLOOM

I hear the Marching Band is holding tryouts.

SWEETIE BELLE

I say we go for it.

SCOOTALOO

You know I'm in.

Fluttershy continues to try and hand out her fliers.

FLUTTERSHY

(practically whispering)

The Canterlot animal shelter needs more volunteers. Won't you help an animal that can't help itself?

She feels something strike the back of her leg.

FLUTTERSHY (CONT'D)

Ow.

She looks down to see that it is TWILIGHT'S PRINCESS CROWN that has struck her. She picks it up.

FLUTTERSHY (O.S.) (CONT'D)

I have no idea how it got there. But I didn't want anything to happen to it so I decided to give it to Principal Celestia.

INT. CANTERLOT HIGH - PRINCIPAL'S OFFICE - SOON AFTER

Fluttershy hands the crown to our alt-world version of Princess Celestia, PRINCIPAL CELESTIA. She hands it our alt-world verison of Princess Luna, VICE PRINCIPAL LUNA.

PRINCIPAL CELESTIA

Thank you, Fluttershy.

VICE PRINCIPAL LUNA

(to Principal Celestia)

How could this have made its way outside?

PRINCIPAL CELESTIA

I don't know. But we should make sure it doesn't happen again.

Fluttershy turns to go and sees Sunset Shimmer glaring at her through the window on the door to Principal Celestia's office.

DISSOLVE BACK TO:

INT. CANTERLOT HIGH - ROTUNDA - THE PRESENT

Fluttershy leads Twilight and Spike to the display case they noticed when they first entered the school.

TWILIGHT

Principal Celestia. She's the ruler here?

FLUTTERSHY

I guess you could say that. Technically I guess she and Vice Principal Luna do make the rules.

(then)

Hmm. This is where it usually goes. I guess Principal Celestia decided to put it somewhere else for safe-keeping.

TWILIGHT

The crown. You said it didn't belong to Sunset Shimmer. Who does it belong to?

FLUTTERSHY

The Princess of the Fall Formal.

(then, explaining)

It's our school's big fall dance.

Twilight nods in understanding.

TWILIGHT

Oh. Like the Galloping Gala.

FLUTTERSHY

The Galloping what?

TWILIGHT

It was big thing back at my... school.

FLUTTERSHY

I don't know why Sunset Shimmer was so eager to get her hands on it this morning. It's not like she's not going to be Princess of the Fall Formal in a few days anyway.

(then, explaining)

Sunset Shimmer's been crowned pretty much everything else at Canterlot High.

Fluttershy gestures to the glass case and the photographs inside. Twilight looks at them more closely.

We PAN ACROSS THE PHOTOGRAPHS and, now able to linger on them longer, are able to see that they are all pictures of the teenage Sunset Shimmer. In each one she is wearing a different gown and donning a different crown.

FLUTTERSHY (CONT'D)

Princess of the Spring Fling, Prom Princess, Homecoming Princess...

(then)

Nobody even bothers to go up against her anymore. She made the life of the last girl who tried just awful.

Twilight considers this for a moment.

TWILIGHT

But if somepony else--

FLUTTERSHY

Somepony?

TWILIGHT

Some...body. If somebody else wanted to get the crown, they could?

FLUTTERSHY

Sure. They'd just have to run against Sunset Shimmer and get more votes than she does.

(then)

But who'd even want to try?

ON TWILIGHT a fierce look of determination on her face.

TWILIGHT

I would.

END ACT I

ACT II

EXT. CANTERLOT HIGH - SOON AFTER

Spike and Twilight walk across the empty campus.

SPIKE

You're brand new here. You don't know anything about this place. And nobody knows anything about you. How exactly do you plan on getting a bunch of strangers to choose you as their Princess?

TWILIGHT

I have no idea.

(then)

But Fluttershy said the first step was to sign up with the head of the Fall Formal Planning Committee. So that's what I'm going to do.

Twilight stops in front of the doors to the school's gymnasium. She lowers her head to use her magic to open the door. Spike gestures to Twilight's hands.

TWILIGHT (CONT'D)

Oh. Right.

She pulls the door open with her hand and enters...

INT. CANTERLOT HIGH - GYMNASIUM - CONTINUOUS

Decorated for a dance. White columns wrapped with streamers. Balloons. A DJ booth. Twilight scans the room as Spike continues.

SPIKE

That was pretty weird, huh? How that girl sounded just like our Fluttershy? And that girl at the trophy case was so much like Rainbow Dash?

TWILIGHT

Spike, I have a feeling we're in for a lot of weirdness here.

VOICE (O.S.)

Incoming!

Twilight and Spike duck as multi-colored paper streamers suddenly rain down on them. The barrage over, the two slowly rise up to see a teenage girl with PINK HAIR and a big goofy grin on her face. This is no doubt the teenage version of PINKIE PIE.

PINKIE PIE

Sorry about that.

(re: the streamers)

You gotta really chuck 'em if you want to get 'em up over the rafters.

She gestures to the ceiling that has multi-colored streamers threaded through its rafters. Pinkie Pie then turns her attention to blowing up balloons.

TWILIGHT

Hi. My name's Twilight Sparkle and...

PINKIE PIE

Oooh. Pretty name.

(then)

I'm Pinkie Pie.

TWILIGHT

Somehow I knew that.

PINKIE PIE

Really?

(then, excited)

Are you psychic?

(then, conspiratorial)

What are the answers to tomorrow's math test?

(then, covering her ears)

No. Don't tell me.

(then)

But seriously, can you predict the future?

TWILIGHT

Uh, no. I... don't think so.

(then, awkwardly)

Unless, of course, that's something you
can do here. At this... school.

Pinkie Pie sighs.

PINKIE PIE

Not usually. No. Total bummer, am I
right?

Pinkie Pie resumes putting up decorations as Twilight and
Spike follow her around the gym.

TWILIGHT

I'm here because I'd like to be the
Princess of the Fall Formal. Fluttershy
said I should sign up with you.

PINKIE PIE

Who?

TWILIGHT

Fluttershy.

Pinkie Pie nods her head in recognition, then...

PINKIE PIE

Yeah. Never heard of her.

Pinkie Pie starts blowing up a balloon. Struck by a
sudden thought, she lets go of the balloon, sending it
zipping around the room.

PINKIE PIE (CONT'D)

Wait. Does this "Fluttershy" have short
black hair and a really weird moustache?

TWILIGHT

No.

PINKIE PIE

(a realization)

Oh. Yeah. That's my science teacher.
Really weird moustache.

TWILIGHT

You really don't know Fluttershy?

PINKIE PIE

Nope. But I am in charge of sign-ups for Princess of the Fall Formal.

Pinkie Pie retrieves a clipboard.

PINKIE PIE (CONT'D)

Waited a bit to get your name on the ballot, huh? Dance is day after tomorrow.

TWILIGHT

I'm brand new here.

PINKIE PIE

Ohhh. I thought you didn't look familiar.

(then)

Though now that I'm really looking at you... Do you have a twin sister who lives in the city? Has a pet dog named Spike that looks just like that one?

Twilight shrugs. She isn't sure how to answer that one.

TWILIGHT

Maybe?

PINKIE PIE

I thought so.

Pinkie Pie holds up a pen.

PINKIE PIE (CONT'D)

Anyhoo, just need to fill this out and you are officially up for the coveted Princess of the Fall Formal crown.

Twilight stares at the pen for a moment. Unsure what to do. She looks down to see Spike gesturing for her to take the pen. Twilight grabs the pen and very awkwardly scrawls her name on the paper.

PINKIE PIE (CONT'D)

Wow. You have really bad hand-writing. It's like you've never held a pen before.

Twilight lets out a nervous laugh.

TWILIGHT

Is it?

Just then, Twilight hears yet another familiar voice.

APPLEJACK (O.S.)

Somebody order a dozen cases of fizzy
apple cider?

Spike and Twilight look on as Pinkie Pie bounces over to
the teenage version of APPLEJACK.

PINKIE PIE

Me. Me. Me.

Just then, our alt-world version of BIG MAC enters
carrying a crate of soda bottles.

APPLEJACK

(to Big Mac)

Can you bring in the rest?

Big Mac sets down the crate of sodas.

BIG MAC

Yup.

Just then, Applejack spots Twilight and Spike.

APPLEJACK

Hey! I know you.

TWILIGHT

(surprised)

You do?

APPLEJACK

Sure. You're the new girl gave Sunset
Shimmer the what for today at school.
Came to the defense of that shy girl,
what's her name?

TWILIGHT

Fluttershy.

(then)

Aren't you two friends?

APPLEJACK

Not really. Don't think we have much in common.

Applejack starts pulling bottles of soda from the crates.

PINKIE PIE

Twilight Sparkle here is going to run against Sunset Shimmer for Princess of the Fall Formal.

Applejack stops working.

APPLEJACK

Who-ee, sugarcube. I'd think twice about trying to steal Sunset Shimmer's thunder. She's a real piece a work that one.

TWILIGHT

Thanks for the advice, Applejack, but this is something I have to do.

APPLEJACK

Suit yourself.

(then)

Hey, how'd you know my name was Applejack?

TWILIGHT

Um...I... didn't you say?

Big Mac walks by carrying another crate of soda.

BIG MAC

Nope.

TWILIGHT

Well, um, it was nice to meet you both. I'm sure I'll be seeing you around.

Twilight makes a hasty exit out the back door with Spike following right behind her.

PINKIE PIE

(re: Twilight)

That one's trying to hide a secret but I am totally onto her.

(MORE)

PINKIE PIE (CONT'D)
(then, a loud whisper)
She's psychic.

APPLEJACK
Uh-huh. If you say so.

SUNSET SHIMMER (O.S.)
This looks terrible.

Pinkie Pie and Applejack turn to see Sunset Shimmer eyeing the decorations with disdain. She is accompanied by SNIPS and SNAILS.

SUNSET SHIMMER (CONT'D)
There should be more streamers near the stage. And fewer balloons.

SNIPS
Yeah. Streamers.

SNAILS
And fewer balloons.

Snails pops a balloon. Sunset Shimmer picks up a bottle of fizzy apple cider.

SUNSET SHIMMER
Fizzy apple cider?
(pointedly to AJ)
This is my coronation. Not a hoe-down.

Snips and Snails giggle.

APPLEJACK
Ain't necessarily gonna be your coronation.

SUNSET SHIMMER
Oh. Is that so? You country folk really aren't that bright. Must be why the other students say such awful things about you.

Applejack grimaces.

SUNSET SHIMMER (CONT'D)
Obviously it's going to be my coronation. I'm running unopposed.

PINKIE PIE

(cheery)

Not this time. The new girl just signed up.

Sunset Shimmer reacts as Pinkie Pie shows her the clipboard with Twilight's signature.

SUNSET SHIMMER

What?!

PINKIE PIE

I know. Her handwriting is really bad.

SUNSET SHIMMER

(snarling)

Where is this "Twilight Sparkle"?

(then brightly)

I want to wish her good luck.

Pinkie Pie and Applejack aren't quite buying this but gesture to the exit.

EXT. GYMNASIUM - A MOMENT LATER

Twilight Sparkle and Spike are walking across the campus.

SUNSET SHIMMER

Can't believe I didn't recognize you earlier.

Sunset Shimmer approaches Twilight and Spike. They turn around to face Sunset who sizes them up.

SUNSET SHIMMER (CONT'D)

Should've known Princess Celestia would send her "prized pupil" here after my crown.

(then, looking down at Spike)

And her little dog too.

TWILIGHT

It's my crown.

SUNSET SHIMMER

Please. This is all just a minor setback for me. You don't know the first thing about this place and I already rule it.

TWILIGHT

If that's so, why do you even need my crown? You went to an awful lot of trouble to switch it with the one that belongs here.

SUNSET SHIMMER

Because controlling my subjects with magic would make my life so much easier. Constantly having to manipulate them and pit them against each other to establish my superiority here can be so... exhausting.

She looks back through the open doors of the gym at Snips and Snails who are now hurling streamers at one another. She rolls her eyes and turns back to Twilight.

TWILIGHT

Princess Celestia said you gave up on your lessons in Friendship.

(then)

You may *look* different here, but you're not any less lazy then you were back in Equestria.

Sunset Shimmer glares at Twilight.

SUNSET SHIMMER

Watch what you say to me, Twilight.
You're in my world now.

The two stare one another down for a moment. Spike <GROWLS> at Sunset Shimmer who takes her eyes off Twilight to look at Spike.

SUNSET SHIMMER (CONT'D)

And I'd keep an eye on your mutt. Canterlot High has a very strict "no pets allowed" policy. Hate for him to be taken away from you.

Spike stops growling, puts his paws on his hips and stands upright.

SPIKE

Is that a threat?

Sunset Shimmer bends down to address Spike.

SUNSET SHIMMER

(feigning innocence)

Of course not.

(then)

But I'd cut down the chatter if I were you. Don't want everyone to know you two don't belong here, now would you? Sure would ruin Twilight's chances of getting her crown.

She stands up to face Twilight.

SUNSET SHIMMER (CONT'D)

Not that she stands a chance anyway.

Sunset Shimmer gives Twilight a sinister grin.

We follow her as she turns on her heels and makes her way back to the gym where Snips and Snails, now completely wrapped up in streamers waddle out to meet her.

SUNSET SHIMMER (CONT'D)

I want you to follow her. Bring me something I can use just like you did with that last girl.

(then, smiling)

Shouldn't be too difficult with this one.

SNIPS

You got it, Sunset Shimmer.

The two start to go after Twilight but trip on their streamers and go tumbling forward.

SNIPS AND SNAILS

<IMPACT GRUNTS>

EXT. CANTERLOT HIGH - SOON AFTER

Twilight is walking as fast as she can with Spike struggling to keep up. She stops and looks around.

SPIKE

Where are we going now?

TWILIGHT

Sunset Shimmer is right. I don't know the first thing about this place. If I'm going to really fit in and win votes, we need to do some research.

SPIKE

Research?

TWILIGHT

This place has a school. I have to believe it's got a--

Twilight stops short, spotting something in the distance that makes her smile.

TWILIGHT (CONT'D)

Library.

WIDEN TO REVEAL:

EXT. GOLDEN OAK LIBRARY - CONTINUOUS

Twilight quickens her pace and reaches the library steps. She and Spike enter the library. A moment later, Snips and Snails come racing up the steps.

SNIPS

Got your phone?

Snails holds up a cell phone and we can see that he is shooting a video of Snips.

SNAILS

Got yours?

Snips holds up a phone and shoots a video of Snails.

DISSOLVE TO:

INT. LIBRARY - A MOMENT LATER

Twilight sits in front of a computer looking bewildered.

TWILIGHT

So I just push the letters here and then
words and moving pictures will come up
here?

WIDEN TO REVEAL that she is sitting next to the alt-world
version of GRANNY SMITH. Granny is looking at her own
computer.

GRANNY SMITH

Ain't you never used a computer before?
(then, giggling)
Look at that cat ridin' that monkey.
(then)
I gotta see that again.

Granny Smith refreshes her computer screen.

GRANNY SMITH (CONT'D)

<LOUD GIGGLING> It's a cat! And it's
riding a monkey!

Twilight leans over and watches the video, then looks
down at her backpack. Spike's head pokes out just the
tiniest bit.

TWILIGHT

(whispering)
Why would someone want to watch that?

GRANNY SMITH

What's that, honey?

TWILIGHT

(quickly)
Nothing.

Twilight awkwardly punches keys on her keyboard. She
doesn't notice Snips and Snails peering at her from
behind a bookshelf, the red "record" lights of their
camera phones blinking.

DISSOLVE TO:

A SERIES OF SHOTS

1) Twilight struggles to open the glass door of a vending machine. The teenage version of TRIXIE approaches and eyes Twilight's antics.

TRIXIE

Excuse me. The great and powerful Trixie needs some peanut-butter crackers.

Twilight watches as Trixie puts change into the vending machine, makes her selection and retrieves her crackers.

TRIXIE (CONT'D)

Voila!

Twilight looks down, embarrassed.

2) Twilight carries a stack of books that is way too tall for her to manage. She loses her footing and stumbles, sending books flying everywhere.

LIBRARY PATRONS (O.S.)

Shhhhh.

Twilight gets down on all fours and instinctively picks up one of the books in her mouth. She quickly realizes what she's doing, drops the book and picks it back up with her hands.

3) Twilight lifts the lid of a copy machine, accidentally hitting the start button at the same time. She reacts as the bright light from inside the copy machine momentarily blinds her.

TWILIGHT

Aaah!

Around the corner, Snips and Snails stifle laughter as they watch Twilight through their camera phones.

DISSOLVE TO:

INT. LIBRARY - NIGHT

An exhausted Twilight has her head down on a table covered in books.

VOICE (O.S.)

The library will be closing in five minutes.

Twilight lifts her head, then looks down at Spike who is hiding out under the table.

TWILIGHT

(nervous)

I hadn't thought about where we were going to sleep tonight.

SPIKE

Way ahead of you.

He gestures for Twilight to follow him.

INT. LIBRARY - A MOMENT LATER

Twilight follows Spike up a staircase and finds herself in...

INT. LIBRARY - LOFT - CONTINUOUS

It isn't quite as cozy as her loft back in Ponyville. Lots of dust and cobwebs.

SPIKE

It's a little <COUGHING> dusty. But it doesn't seem like anybody comes up here.

TWILIGHT

It's perfect, Spike.

Spike and Twilight do their best to settle in for the night. Twilight pats Spike on the head.

SPIKE

So, how did your research go?

TWILIGHT

This world is fascinating. And complex. And a little terrifying. But I think I was able to learn enough today to survive two more days of "high school" and get my crown back.

Exhausted, Twilight closes her eyes. They flutter back open at the sound of Spike <GIGGLING>.

TWILIGHT (CONT'D)

What's so funny?

SPIKE

<GIGGLING> That cat was riding on a monkey.

DISSOLVE TO:

EXT. CANTERLOT HIGH - THE NEXT MORNING

Spike and a confident looking Twilight make their way to the entrance. Twilight carries a stack of fliers.

TWILIGHT

Okay, Spike. I just need to do my best to fit in and meet as many of my fellow students as possible today.

(then)

Can't imagine I'll have to work that hard to come across as better than Sunset Shimmer.

Spike takes his place in Twilight's back pack and the two enter...

INT. CANTERLOT HIGH - HALLWAY - SOON AFTER

Twilight puts on her biggest smile and confidently walks down the hallway, passing out fliers and introducing herself to her fellow students as she goes.

TWILIGHT

Hi. I'm Twilight. I'm running for Princess of the Fall Formal.

(then)

Hi, I'm Twilight. I'd like to be your Princess.

(then)

I know I'm new here, but I hope you'll choose me as your Fall Formal Princess.

It takes her a moment to realize that people are <SNICKERING> at her as she passes them by. She doesn't notice one of them putting a book in his mouth. Another feigns being blinded by a bright light. Twilight's confidence is starting to wain.

TWILIGHT (CONT'D)

Spike, why is everybody looking at me funny?

Just then, Twilight is grabbed by the shoulder and yanked out of frame. Her fliers go well, flying.

TWILIGHT (CONT'D)

Whoa!

INT. CLASSROOM - CONTINUOUS

Twilight finds herself face to face with the teenage version of RARITY.

TWILIGHT

What are you doing--? Why did you--?

RARITY

Oh, darling, didn't anybody warn you?

APPLEJACK (O.S.)

I tried.

FLUTTERSHY (O.S.)

Me, too.

Twilight turns to see that Applejack, Pinkie Pie, and Fluttershy are there as well.

TWILIGHT

I don't understand. What's going on?

FLUTTERSHY

She hasn't seen it yet.

TWILIGHT

Seen what?

Pinkie Pie retrieves a pink laptop and turns it on.

PINKIE PIE

It's really not that bad.

ON THE SCREEN a video plays. It is a mash-up of Twi's unflattering moments in the library. Her reaction to the flashing light of the copy machine, her trying to open the vending machine door, her picking up the book with her mouth...

SUNSET SHIMMER (V.O.)

Does this look like a Princess to you?

Twilight stares at the screen in horror.

PINKIE PIE

I take that back. It's pretty bad.

TWILIGHT

Has everyone in the school seen this? Is that why they were all looking at me that way.

The girls nod "yes".

RARITY

<SIGH> She pulled the same thing on me when I tried to be Princess of the Spring Fling.

Rarity pulls up a new video on the computer

ON THE SCREEN Rarity is talking to a mannequin.

RARITY (CONT'D)

(on-screen)

Why Prince Blueblood that color looks smashing on you.

(then)

A kiss? Why I suppose--

Rarity quickly closes the computer.

RARITY (CONT'D)

(an explanation)

When I close up the boutique I occasionally pretend that the mannequins are wealthy clients I'm dressing for an important ball.

(MORE)

RARITY (CONT'D)

(then)

I just never expected anyone to record me doing it and then post it on the Internet for the whole school to see.

PINKIE PIE

(to Rarity)

If it's any consolation, I thought the outfit you picked out for that Hoity Toity character was fantabulous.

RARITY

Why thank you. It's Pinkie Pie, right?

PINKIE PIE

<GASP> Are you psychic too?

RARITY

(confused)

No. I just remembered you from Spring Fling sign-ups.

PINKIE PIE

Ohhhhh. Right.

APPLEJACK

Listen, Twilight, you seem like a real nice girl. But Sunset Shimmer rules this school. Always has. Always will. You try and go up against her, she'll just find ways to turn folks against ya.

PINKIE PIE

It's kind of her specialty.

Rarity and Fluttershy nod their heads in agreement. Twilight considers this for a moment.

TWILIGHT

You all aren't against me are you?

AJ/FS/PP/RAR

Course not./Heaven's no./Uh-nh/Don't be ridiculous.

TWILIGHT

Then help me beat Sunset Shimmer. I know on the surface it may seem like you don't have much in common, but you all care about this place and wish things could be different. They can be. But only if we stand together.

A hopeful Twilight looks at Applejack, Rarity, Pinkie Pie, and Fluttershy, nervously awaiting their response. A beat as the girls consider Twilight's proposal.

APPLEJACK

Enough is enough.

(then)

I'm in.

PINKIE PIE

I'm in!

RARITY

I'm in.

Twilight, Applejack, Rarity, and Pinkie Pie all turn to Fluttershy for her answer.

FLUTTERSHY

I'm terrified.

(then)

But I'm in too.

Twilight smiles. Spike leaps out of her backpack and lets out an <EXCITED HOWL>.

RARITY

Is that your dog?

TWILIGHT

Oh. Yeah. I know I'm not supposed to have him on school grounds but--

RARITY

He. Is. Adorable.

Rarity scoops up Spike and starts nuzzling his nose with her own. Spike looks at the camera, grins, then turns back to face Rarity.

Twilight shakes off the shock of seeing Rarity giving Spike so much attention and eyes her new allies.

We PAN ACROSS the teenage versions of Rarity, Applejack, Pinkie Pie, and Fluttershy. The pan continues, drawing attention to the fact that there is still one girl noticeably missing from this new alliance.

BACK ON TWILIGHT

TWILIGHT

There's one more girl whose help I think we could use.

CUT TO:

CLOSE ON - A ROW OF SOCCER BALLS

A foot suddenly enters frame and WHAM! It connects with one of the soccer balls. We WIDEN TO REVEAL:

EXT. CANTERLOT HIGH - SOCCER FIELD - CONTINUOUS

Twilight, Fluttershy, Pinkie Pie, Rarity, and Applejack look on as Rainbow Dash kicks a half-dozen soccer balls into a distant net with absolute precision.

RARITY

Rainbow Dash?

FLUTTERSHY

Oh, I don't think she'll help us. Star athletes would never waste their time helping girls like us.

TWILIGHT

Says who?

FLUTTERSHY

Oh, well, maybe she just meant me.

RARITY

Who just meant you?

FLUTTERSHY

Sunset Shimmer. That's what she told me when she found out I was trying to get Rainbow Dash to help me out at the animal shelter.

TWILIGHT

And you believed her?

RARITY

She can be pretty convincing.

(then)

She told me I would be better off sticking to my mannequins when she found out I was looking for someone to model my designs.

FLUTTERSHY

Oh, gosh, I would have done it. I've always admired your fashion sense.

RARITY

Really?

APPLEJACK

You know, I was gonna sign up for the Fall Formal Planning Committee 'til Sunset Shimmer made me feel like Pinkie Pie'd just laugh at me for asking.

PINKIE PIE

She what?!

TWILIGHT

I think I'm starting to notice a trend here.

(then)

Maybe Rainbow Dash has noticed it too.

ANGLE ON Rainbow Dash who is now doing wind-sprints.

Twilight approaches her. Rainbow Dash runs back and forth across the screen throughout the following:

TWILIGHT (CONT'D)

Hi.

RAINBOW DASH

Hi yourself.

TWILIGHT

My name's Twilight and I was wondering,
well, we were wondering...

She gestures to Applejack, Rarity, Fluttershy, and Pinkie Pie who are still standing on the edge of the field.

TWILIGHT (CONT'D)

...If you could help me find a way to
beat Sunset Shimmer for Princess of the
Fall Formal.

Rainbow Dash stops running.

RAINBOW DASH

Sure. I'll help you.

TWILIGHT

You will?

RAINBOW DASH

Totally.

Twilight looks back at the other girls and gives them a thumbs up and a smile, then turns back to face Rainbow Dash, still grinning.

RAINBOW DASH (CONT'D)

All you gotta do is beat me in a game of
one-on-one.

Twilight's smile fades

TWILIGHT

What?

RAINBOW DASH

First to 5 goals wins.

Rainbow Dash pops a soccer ball up into the air with her foot, then without even looking, kicks it across the field into a net.

RAINBOW DASH (CONT'D)

One-zip.

Off Twilight's nervous expression we...

DISSOLVE TO:

A SERIES OF SHOTS

Depict Twilight trying her best to keep up with Rainbow Dash in a soccer game but failing miserably.

A) Rainbow Dash comes racing toward Twilight and kicks the ball right between Twilight's legs and into the goal.

B) Twilight catches the ball in her hands and throws it into the goal. She looks to the sidelines with a smile. Applejack, Rarity, Fluttershy, and Pinkie Pie shake their heads.

C) Twilight races down the field kicking the ball in front of her as her new friends cheer her on from the sidelines. She is about to take a shot at the goal, then looks down and sees that the ball is no longer in front of her. Confused, she turns around to see Rainbow Dash at the other end of the field scoring another goal.

D) Twilight's eyes move up and down as she watches Rainbow Dash bounce the ball from her knee, to her head, back to her knee, then to her right foot, then back to her head where she balances it for a moment.

Rainbow Dash grins, then bounces the ball off her head and bicycle kicks it into the goal.

E) Twilight runs after Rainbow Dash in one direction.

F) Twilight runs after Rainbow Dash in the opposite direction.

G) Rainbow Dash takes a shot from mid-field. The girls on the sidelines watch it go soaring over Twilight's head and into the goal.

DISSOLVE TO:

EXT. CANTERLOT HIGH - CONTINUOUS

Rainbow Dash smiles.

RAINBOW DASH

That's game.

Fluttershy, Applejack, Rarity, and Pinkie Pie gather around a clearly exhausted Twilight.

APPLEJACK

You did your best.

RARITY

I really thought you were going to pull it out there in the end.

The other girls give her a look "yeah, right". Just then, Rainbow Dash approaches.

RAINBOW DASH

(to Twilight)

So what's the plan?

TWILIGHT

The plan?

RAINBOW DASH

How can I help you be Princess instead of Sunset Shimmer?

Twilight looks at Rainbow Dash, confused.

TWILIGHT

But I lost.

RAINBOW DASH

Of course you lost. I'm awesome.

(then)

But I'm not gonna help just anybody try to beat Sunset Shimmer. The Fall Formal Princess should be someone with heart and determination.

(then)

You proved you've got 'em both.

Twilight beams and the other girls celebrate her success.

RARITY

Come on, girls. We've got some planning to do.

The girls exit the field.

ANGLE ON the BLEACHERS where Sunset Shimmer, accompanied by Snips and Snails glares at the new group of friends.

INT. THE SWEET SHOPPE - SOON AFTER

(DESIGN NOTE: The Sweet Shoppe has more of a coffee shop vibe in this world)

Pinkie Pie, Rainbow Dash, Fluttershy, and Applejack are seated in comfy couches sipping frappucinos and caramel lattes. Spike is sitting next to Rarity getting his chin scratched. He is clearly in heaven.

Up at the front counter, Twilight places her order with the alt-world version of MS. CAKE.

TWILIGHT

And can I get mine with extra oats?

MS. CAKE

Oats? In a caramel frappucino?

TWILIGHT

Er, uh, scratch that. However you normally make it is fine.

A moment later, Ms. Cake hands Twilight her beverage. Twilight turns and runs right into Flash Sentry. A bit of her frappucino splashes onto the ground.

FLASH

(with a smile)

We have got to stop bumping into each other like this.

He grabs a napkin and wipes up the spilled frappucino. Twilight blushes a little then joins her new friends on the couch. Rarity notices Twilight casually looking back at Flash.

RARITY

Don't even think about it. You're already trying to get her crown. Who knows what Sunset Shimmer would do if you ended up getting her ex-boyfriend too.

TWILIGHT

(flustered)

I'm not trying to... I don't even know...

We just accidentally...

(then)

Ex-boyfriend?

FLUTTERSHY

Flash Sentry broke up with her a few weeks ago.

(then)

I can't believe she hasn't done something awful to him yet.

TWILIGHT

Maybe she's just waiting until she has the power to do something really awful.

Flash Sentry makes his way to the exit with his drink. He gives Twilight a smile before walking out the door.

APPLEJACK

Alright girls, time to focus. Dance is tomorrow night and we still don't know how we're gonna get Twilight the votes she needs to be named Princess.

(then)

Right now folks only know the Twilight from that video Sunset Shimmer posted online. We need to help 'em see the Twilight that brought all us girls together.

The girls sit in thoughtful silence. Rarity suddenly leaps up off the couch.

RARITY

I've got it!

INT. CAROUSEL BOUTIQUE - SOON AFTER

Spike and the girls are all gathered around Rarity who is digging through a box of items. She finally finds what she is looking for.

RARITY

Okay. Now this may be an absolutely preposterous idea but... what if tomorrow we all wore these?

Rarity pulls out a PAIR OF PONY EARS and a PONY TAIL and puts them on.

RARITY (CONT'D)

They were a big seller before Sunset Shimmer came to town. A way for everybody to show their school spirit. You know...

(a cheer)

"Go Canterlot Colts!"

(then)

I haven't sold any in ages.

She hands EARS and TAILS out to the other girls who check them out as Rarity continues.

RARITY (CONT'D)

I say we show the school that despite what Sunset Shimmer tries to tell us, deep down we're all Canterlot Colts.

(then)

And we let them know that Twilight is the one who brought us together and made us realize it.

(then)

So... what do you think?

The girls consider Rarity's plan as we...

DISSOLVE TO:

EXT. CANTERLOT HIGH - ESTABLISHING - DAY

Focusing on the Canterlot Colt Statue out front. Its base, the portal back to the Crystal Empire, still sparkling.

INT. CANTERLOT HIGH - CAFETERIA - AT THE SAME TIME

Athletes sit in one section, outdoorsy types in another, drama kids in another. Suddenly, the sound of a DRIVING BEAT cuts through the <CAFETERIA WALLA>.

The double doors at the entrance swing open to reveal...

THE EQUESTRIA GIRLS. Rarity, Fluttershy, Applejack, Rainbow Dash, and Pinkie Pie, all sporting PONY EARS and TAILS launch into the MUSICAL NUMBER -- "Equestria Girls" (NOTE: This will be our Music Video.)

The song will entail each of our girls taking center stage to introduce themselves. They each end their introduction singing...

EQUESTRIA GIRLS

We are Equestria Girls and we're here to
say, Twilight Sparkle brought us all
together today.

Twilight is the last to join in the musical number and introduce herself to the crowd.

EQUESTRIA GIRLS (CONT'D)

We are Equestria Girls and we're here to
say, Twilight Sparkle brought us all
together today.

The girls strike a pose and we END SONG.

The cafeteria crowd goes wild and the girls split up and spread out, handing out Ears and Tails to their fellow students.

CUT TO:

A SERIES OF SHOTS

A) Applejack hands ears and tails to a PAIR of PONIES.

APPLEJACK

She's here to unite us, not divide us.

B) Fluttershy nervously approaches the Cutie Mark Crusaders.

FLUTTERSHY

Um, you don't have to wear them if you
don't want to or anything...

Apple Bloom, Sweetie Belle, and Scootaloo eagerly grab ears and tails from Fluttershy.

C) Pinkie Pie throws ears and tails in the sky like confetti.

D) Rainbow Dash nods in approval at the FOOTBALL TEAM who strikes a pose in their ears and tails.

E) Twilight feels a tap on her shoulder and turns to see Flash Sentry sporting his ears and tail.

FLASH

Whatta ya think?

F) Sunset Shimmer stews in the corner, watching as her fellow classmates put on their Canterlot Colt ears and tails.

SUNSET SHIMMER

Urgh. This is ridiculous.

(then)

Snips! Snails!

SNIPS AND SNAILS (O.S.)

Yes, Sunset.

Sunset Shimmer turns to see Snips and Snails who are now wearing ears and tails.

SUNSET SHIMMER

Take those off!

(then, scheming)

And meet me outside in five minutes.

Snips and Snails slump and reluctantly remove their ears and tails.

INT. ANOTHER PART OF THE CAFETERIA - A MOMENT LATER

Twilight addresses Spike who is poking out of her backpack.

TWILIGHT

I think we might just pull this off.

Just then, Sunset Shimmer approaches.

SPIKE

Here comes trouble.

Sunset Shimmer plasters on a smile.

SUNSET SHIMMER

Look at you. Brand new here and you're already bringing everyone together like one big happy family. I think I finally understand why Princess Celestia chose you.

Twilight reacts in surprise as Sunset gives her a hug. Twilight doesn't notice Sunset Shimmer pulling off the ponytail that Twilight has clipped to her jeans.

INT. HALLWAY - LATER THAT DAY

Twilight and her fellow Equestria Girls walk down the hall together all smiles. They pass their fellow students who are still wearing their ears and tails.

RARITY

Doesn't everyone look just fabulous?

TWILIGHT

It was a great idea, Rarity.

Applejack notices Sunset Shimmer approaching. She is all smiles.

APPLEJACK

Don't know what she's smiling about. Twilight's the one that's gonna be the Princess of the Fall Formal.

RAINBOW DASH

Yeah she is.

Applejack and Rainbow Dash high five.

ON Sunset Shimmer as, still smiling, she passes by Twilight and her friends and arrives at the door to Principal Celestia's office. She <KNOCKS>. Her smile quickly turning to a look of utter trepidation as Principal Celestia answers.

SUNSET SHIMMER

Principal Celestia, something terrible has happened!

INT. CANTERLOT HIGH - GYM - A FEW MINUTES LATER

Principal Celestia looks on in dismay.

WIDEN to REVEAL:

All of the decorations for the Fall Formal have been trashed. Streamers have been shredded. Balloons popped. Tables have been overturned. Bottles of fizzy cider smashed.

SUNSET SHIMMER

This is so awful. I can't believe this has happened. After Pinkie Pie worked so hard to make things so perfect.

Sunset Shimmer crosses to an overturned white column.

SUNSET SHIMMER (CONT'D)

<GASP>

PRINCIPAL CELESTIA

What is it?

Sunset Shimmer makes a big show of reaching down and picking up a PONY-TAIL. It is clearly the one Twilight was wearing during the musical number in the cafeteria.

SUNSET SHIMMER

(laying it on thick)

Why would Twilight do something like this?

EXT. CANTERLOT HIGH - A FEW MINUTES LATER

Twilight and her friends are walking across the campus.

RARITY

I know you girls probably already have something picked out to wear to the Fall Formal tonight, but... well I've been working on some new designs and it would be such an honor if you'd wear them.

GIRLS

<EXCITED WALLA>

Just then, a somber Principal Celestia approaches the girls.

PRINCIPAL CELESTIA

Twilight, I need to see you in my office.

The girls share concerned looks. Twilight puts on a brave face.

TWILIGHT

You girls go on. I'll meet you at the boutique.

APPLEJACK

Are you sure?

Twilight nods "yes". The girls depart as a now nervous looking Twilight follows Principal Celestia back into the school with an equally nervous-looking Spike poking his head out of her backpack.

INT. PRINCIPAL CELESTIA'S OFFICE - SOON AFTER

Twilight follows Principal Celestia into her office.

PRINCIPAL CELESTIA

Twilight, I'm afraid I can't allow you to compete for the Fall Formal crown.

TWILIGHT

What? Why not?

PRINCIPAL CELESTIA

Someone has vandalized the gym and destroyed all of the decorations for the dance.

Twilight lets out a <GASP>.

PRINCIPAL CELESTIA

(CONT'D)

I wouldn't think you would be capable of something like this and I certainly can't pretend to understand your motives, but the only evidence I have points to you as the culprit.

She pulls the Pony-Tail out of her desk drawer and shows it to Twilight.

TWILIGHT

No. I didn't do this.

(then, pleading)

You don't understand. I have to be able to compete for the crown.

PRINCIPAL CELESTIA

I'm sorry. My hands are tied. How would it look to the other students if I ignored the hard evidence and only took your word for it that you weren't the one responsible?

Principal Celestia escorts Twilight to the exit. A somber Twilight, her head down, exits and bumps into Flash Sentry.

FLASH

(with a smile)

Didn't I say we had to stop bumping into each other like this?

Twilight's expression remains somber.

TWILIGHT

Sorry.

Twilight starts to head off, but Flash stops her.

FLASH

Hey, wait. I think you'll want to see this too.

Off Twilight's quizzical expression we...

CUT TO:

CLOSE ON - A COMPUTER SCREEN

On it is a video of Snips and Snails standing amid the wreckage of the school gym. Snips pops several more balloons as Snails pulls Twilight's pony-tail out of his pocket and places it under the overturned column.

WIDEN TO REVEAL:

INT. PRINCIPAL CELESTIA'S OFFICE - CONTINUOUS

Principal Celestia, Twilight, and Flash Sentry are watching the video on Principal Celestia's computer screen.

FLASH

Those two aren't the only ones with camera phones.

He holds up his camera phone.

FLASH (CONT'D)

I'm just sorry I didn't catch them in the act sooner. Could've stopped them from trashing the gym in the first place.

(then)

I think I know who put them up to it. But unfortunately, I can't prove it.

PRINCIPAL CELESTIA

I appreciate you bringing this to my attention, Flash.

(then to Twilight)

You may of course continue your bid to be crowned the Princess of the Fall Formal.

Twilight <SIGHS> with relief.

PRINCIPAL CELESTIA

(CONT'D)

Though I am afraid those two have caused enough damage that we'll have to postpone the dance until next weekend.

EXT. CANTERLOT HIGH - SOON AFTER

Flash and Twilight exit the school and walk towards the statue of the Canterlot Colt.

TWILIGHT

Thank you. You have no idea how important this is to me.

FLASH

What was I going to do? Not prove your innocence and let Sunset get away with this? Wouldn't be much of a "Canterlot Colt" would I?

He gestures to the statue of the Canterlot Colt.

FLASH (CONT'D)

Nice touch with the ears and tails.

TWILIGHT

That was actually Rarity's idea.

FLASH

So, uh, I was wondering... If you aren't already going with somebody, want to go to the Fall Formal with me next weekend?

TWILIGHT

That would be--

Twilight's eyes suddenly go wide.

TWILIGHT (CONT'D)

Next weekend? No. No. No. No. No. I can't-- That'll be too late. I--

Twilight suddenly takes off running, leaving behind a dumbfounded Flash Sentry.

FLASH

(calling after her)

One "no" would've been fine.

INT. CAROUSEL BOUTIQUE - SOON AFTER

Rarity is scratching Spike behind the ears as the other girls look through racks of clothes. They react as Twilight rushes in, grabs a dress off a rack and disappears into a dressing room. A moment later she re-emerges, scoops up Spike and brings him into the dressing room with her.

INT. DRESSING ROOM - CONTINUOUS

A distraught Twilight plops down on the chair in the dressing room.

SPIKE

(whispering)

I hope this is important. I was in the middle of getting a really great scratch behind the ears.

TWILIGHT

(whispering)

Sunset Shimmer got Snips and Snails to destroy all the Fall Formal decorations.

SPIKE

Geez, even in an alternate reality those two are lousy judges of character.

TWILIGHT

The dance has been postponed. It won't be until next weekend.

Spike rubs his paws together excitedly.

SPIKE

Looks like somebody's in for a whole 'nother week of belly rubs and back scratches from the lovely Rarity.

(off Twilight's look)

You've got this Princess thing in the bag, another week here won't change that.

TWILIGHT

You don't get it. The portal back to Equestria will be closed by then.

Spike stops grinning.

SPIKE

That's not good. That's not good at all.

(then)

Don't get me wrong this Rarity is nice. And she does actually seem to like me...

(then, swooning)

...but nothing can compare to the Rarity back in Equestria.

TWILIGHT

What am I going to do? I have to bring the crown back to Equestria. The other Elements of Harmony won't work without it. But if I don't get it tonight, I won't be able to go back for another 30 moons.

Twilight hangs her head. She looks up at the sound of someone <KNOCKING> on the dressing room door.

RARITY

Twilight, everything okay in there?

TWILIGHT

Everything's fine.

(whispering to herself)

Only it's not fine. It's not fine at all.

(then, to Spike)

What are we going to do?

Spike considers their options for a moment, then arrives at a solution.

SPIKE

We tell them the truth. About what's really at stake if you don't get the crown tonight. They'll help us figure something out.

Twilight shakes her head.

TWILIGHT

But what if they won't? What if when they find out what I really am, find out that I'm different then they are...

Twilight looks at herself in the dressing room mirror.

TWILIGHT'S POV - She sees herself back in her alicorn form. Spike is reflected in the image as well, but retains his puppy form.

SPIKE

Twilight, these girls rallied around you because they saw what was in your heart.

(MORE)

SPIKE (CONT'D)

*They aren't going to feel any differently
about you when they find out you're a
Pony Princess in Equestria.*

Twilight's pony image DISSOLVES back into her teenage form. She looks down at Spike and smiles.

TWILIGHT

I'm glad you followed me here, Spike.

SPIKE

Me, too. Unless of course we get stuck here for another 30 moons and then I might start seriously questioning my decision.

INT. CAROUSEL BOUTIQUE - CONTINUOUS

Twilight and Spike exit the dressing room. The other girls note the serious expression on Twilight's face.

APPLEJACK

You okay?

TWILIGHT

The Fall Formal isn't happening tonight. It had to be postponed because Sunset Shimmer had Snips and Snails ruin all of Pinkie Pie's decorations.

PINKIE PIE

What?!

TWILIGHT

But the Fall Formal has to happen tonight.

Twilight takes a deep breath.

TWILIGHT (CONT'D)

You see--

PINKIE PIE

(rapid-fire)

You're from an alternate world and you're a pony princess there and the crown actually has a magical element embedded in it that helps power up other magical elements and without it they don't work anymore and you need them to help protect your magical world and if you don't get the crown tonight you'll be stuck in this world and won't be able to get back for like a really long time.

Twilight and Spike stare at Pinkie Pie, dumbfounded. The other girls look at her as if she has lost her mind.

RAINBOW DASH

Yeah. I'm pretty sure that isn't the reason.

TWILIGHT

(to Pinkie Pie)

How did you know that?

PINKIE PIE

(with a shrug)

Just a hunch.

APPLEJACK

Wait a minute. Let me get this straight. You're a pony?

RARITY

You're a princess?

FLUTTERSHY

You're from another world?

Twilight nods.

TWILIGHT

And I need to get back there with my crown.

Her new friends look at one another -- Are they all thinking the same thing? They nod, agreeing to their as yet unspoken decision.

APPLEJACK

How can we help?

SPIKE

See. Told you they wouldn't turn their backs on you.

RARITY

He can talk?!

SPIKE

Yep! Now how about another scratch behind the old ears?

Rarity swoons and faints. Rainbow Dash swoops in and catches her before she hits the ground.

SPIKE (CONT'D)

Maybe later.

INT. GYMANSIUM - SOON AFTER

Twilight and the other girls survey the damage. It really is a complete disaster area.

PINKIE PIE

Do you know how long it took me to blow up all these balloons?

RAINBOW DASH

The Fall Formal is supposed to be in a few hours. There's no way we can get everything set up again by then.

PINKIE PIE

If I only had some kind of Party Cannon that could decorate this place super fast.

TWILIGHT

I know it seems impossible. But maybe if we got a few more of our fellow Canterlot Colts to lend a hand...?

Applejack grins.

APPLEJACK

I'm in.

Applejack extends her hand.

RARITY

I'm in.

Rarity places her hand on top of Rarity's.

RAINBOW DASH

Me, too.

Rainbow dash places her hand on top of Rarity's

PINKIE PIE

Me, four!

Pinkie Pie adds her hand to the pile.

FLUTTERSHY

Me, five.

Twilight puts her hand on top.

TWILIGHT

Then let's do it!

MUSIC UP as we...

CUT TO:

A SERIES OF SHOTS

Depict the "Equestria Girls" recruiting others to lend a hand, each reaching out to students that would fall into their respective "cliques". Twilight steps into a leadership role as she directs the different students so that they can contribute to the clean up and redecoration efforts. We see an emerging camaraderie between the various cliques as they work together.

DISSOLVE TO:

INT. GYMNASIUM - LATER

The Equestria Girls and their fellow students put the finishing touches on the newly decorated gym. It looks even better than before.

PINKIE PIE

This. Looks. Soooooo. Good.

From the back of the gym, Principal Celestia claps her hands to get everyone's attention.

PRINCIPAL CELESTIA

Alright, everyone. Fall Formal is most definitely back on and it starts in an hour.

A <CHEER> from the students.

PRINCIPAL CELESTIA

(CONT'D)

So you'd better get out of here and start getting ready.

(then)

And don't forget to vote for Princess of the Fall Formal as soon as you arrive tonight. We want to make sure every vote is counted.

<EXCITED WALLA> as students file out of the gym, offering Twilight their support as they pass by her.

FOOTBALL PLAYER PONY

You got my vote, Twilight.

FASHIONISTA PONY

Mine, too.

Vice Principal Luna approaches Twilight and her friends.

PRINCIPAL CELESTIA

Don't worry. I'm going to stay here and keep an eye on things in case it turns out there is someone who isn't pleased that the Fall Formal will go on as planned.

On the other side of the gym, Sunset Shimmer surveys the scene with arms crossed and a disgruntled look on her face. She spins on her heels and exits.

INT. CAROUSEL BOUTIQUE - SOON AFTER

Rarity addresses Twilight and the other girls as she wheels out a rack of brightly colored dresses.

RARITY

Shall we?

MUSIC UP as we DISSOLVE TO:

A MUSICAL MONTAGE

Twilight and her friends sing an upbeat POP SONG (LYRICS TBD) as they try on NUMEROUS OUTFITS and get ready for the Fall Formal.

SONG ENDS and we...

DISSOLVE TO:

EXT. CANTERLOT HIGH - LATER THAT NIGHT

A stretch limo pulls up outside the school and Twilight, Rarity, Rainbow Dash, Fluttershy, Pinkie Pie, and Applejack climb out of the back dressed to the nines.

GIRLS

<EXCITED WALLA>

Spike hops out of the back wearing a doggy tuxedo. The girls start to make their way toward the gym.

FLASH (O.S.)

Twilight!

Twilight turns to see a SPORTS CAR pulling up to the curb behind the girls' limo. Flash Sentry gets out of the car and approaches Twilight.

FLASH (CONT'D)

I know you said "no" about going to the Fall Formal with me next week but, uh, maybe you'd reconsider and at least have one dance with me tonight?

TWILIGHT

Sure. That would be nice.

Flash grins. The girls start to head into the gym. Twilight stops.

TWILIGHT (CONT'D)

I'll be right in. I just forgot something in the limo.

Flash and the girls head inside, Spike starts to follow but Twilight scoops him up.

SPIKE

Whoa. Watch the tux.

Twilight sets Spike down on the ground and he follows her back to the limo. Twilight retrieves her backpack from the backseat.

TWILIGHT

We'll need to remember to leave the one that actually belongs here when we go.

She opens the backpack and reveals the Fall Formal crown that belongs in this alternate world.

TWILIGHT (CONT'D)

Think you can take care of that for me?

Spike nods "yes".

INT. GYMNASIUM - CONTINUOUS

Dance MUSIC plays over the loudspeaker. Twilight joins her friends and looks out at the students who are dressed in gowns and tuxedos.

TWILIGHT

Keep an eye out for Sunset Shimmer. I wouldn't put it past her to try and pull one last stunt.

The other girls nod in understanding. Just then, Sunset Shimmer approaches.

SUNSET SHIMMER

Twilight, can I speak to you for a moment?

Twilight's friends gather around her, a united front.

SUNSET SHIMMER (CONT'D)

Relax. I come in peace.

The girls don't back down.

SUNSET SHIMMER (CONT'D)

(to Twilight)

Listen, I just wanted to say I'm sorry.

RAINBOW DASH

Yeah. Right. Like we believe that.

SUNSET SHIMMER

No. Really. I've just been awful and I want you to know that I've seen the error of my ways. In just a few short days you've managed to make so many new friends here. And look how you've been able to bring all these "Canterlot Colts" together. You deserve to be Princess.

Twilight and her friends share confused glances -- this is an act, right?

TWILIGHT

Uh, thanks.

PRINCIPAL CELESTIA (O.S.)

(into a microphone)

Sunset Shimmer and Twilight Sparkle, if you'll come to the stage please. We've tallied the votes and its time to crown the Princess of this year's Fall Formal.

SUNSET SHIMMER
(cheery)
That's our cue.

Sunset Shimmer and Twilight make their way to the stage at the front of the gym.

SUNSET SHIMMER (CONT'D)
Good luck, Twilight.
(then, with a smile)
Not that you'll need it.

Sunset Shimmer stops in front of the stage.

SUNSET SHIMMER (CONT'D)
In fact, I'm not even going to go up there. Why even pretend I've got a shot at this now?

Sunset Shimmer gives Twilight a little wave and backs away, exiting through the double doors that lead outside. Twilight takes her place beside Principal Celestia.

TWILIGHT
(nervously to herself)
What is she up to?

Principal Celestia gestures to the DJ to bring down the music. Twilight looks over to the side of the stage where Spike sits with the backpack containing the Fall Formal Crown.

PRINCIPAL CELESTIA
First off I want to say how wonderful everything looks tonight. You all did a magnificent job pulling things together after the unfortunate events of earlier.
(then)
And now, without further ado, I'd like to announce the results.

ANGLE ON the Equestria Girls looking excited. With the exception of Fluttershy who nervously holds her breath.

BACK ON PRINCIPAL CELESTIA as she opens an envelope and reads aloud.

PRINCIPAL CELESTIA

(CONT'D)

The Princess of this year's Fall Formal
is... Twilight Sparkle!

A <CHEER> goes up.

ANGLE ON the Equestria Girls as they celebrate Twilight's
victory. Fluttershy exhales.

FLUTTERSHY

Oh my gosh, I was so nervous.

ON THE STAGE Principal Celestia gestures to the wings and
VICE PRINCIPAL LUNA brings out a box. Principal Celestia
opens it and retrieves Twilight's Crown.

A <HUSH> falls over the crowd as it is placed upon
Twilight's head. Silence as Twilight looks out over the
crowd and smiles.

BAM! The silence is shattered by the sound of the doors
to the gym being thrown open by Snips and Snails.

Through the open doors we can see Sunset Shimmer standing
by the Canterlot Colt statue.

SUNSET SHIMMER

Congratulations, Twilight.

(then)

Too bad you won't be able to take that
crown home with you.

Sunset Shimmer gestures to the sparkling base of the
Canterlot Colt Statue, then reveals a GOLF CLUB (or
another S&P friendly object that could be used to destroy
the portal.) She rears back to strike the base of the
statue -- the portal that allows Twilight to return home.

ON TWILIGHT -- her eyes wide in horror.

TWILIGHT

No!

END ACT II

ACT III

INT. GYM/EXT. CANTERLOT HIGH - CONTINUOUS

Sunset Shimmer stops mid-swing as Twilight, wearing her crown, pushes her way through the crowd. Spike right behind her carrying her backpack in his teeth.

EXT. CANTERLOT HIGH - CONTINUOUS

Twilight exits the gym, rushing toward Sunset Shimmer. The Equestria Girls try to follow after her, but find the doors to the gym slammed in their faces by Snips and Snails who then lock the doors.

SUNSET SHIMMER
That's close enough.

Twilight and Spike stop in their tracks.

SUNSET SHIMMER (CONT'D)
You don't belong here. Give me the crown
and you can go back to Equestria tonight.
(then)
Or keep it and never go home.

She taps the base of the statue.

SUNSET SHIMMER (CONT'D)
It's up to you, Twilight.

ON TWILIGHT the gravity of the situation weighing heavily on her heart.

SUNSET SHIMMER (CONT'D)
Well...?

INT. GYMNASIUM - AT THE SAME TIME

The Equestria Girls call out to Twilight.

EQUESTRIA GIRLS
Twilight, don't give it to her./Don't do
it Twilight./You can't do this.

EXT. CANTERLOT HIGH - AT THE SAME TIME

Spike reacts as Twilight slowly takes off her crown and extends it to Sunset Shimmer.

TWILIGHT

(to Spike)

She's right. We don't belong here.

Sunset gestures to Snips and Snails who rush up and take the crown and bring it to her.

Sunset Shimmer smiles and, crown in hand, approaches Twilight.

SUNSET SHIMMER

Go back to Equestria, Twilight. Give Princess Celestia my regards.

(then)

Wonder what she'll think of her prized pupil now?

Sunset Shimmer heads for the gym. Snips and Snails run ahead of her to unlock the doors. She enters the gym and the doors slam closed behind her.

INT. GYMNASIUM - CONTINUOUS

The students share confused looks as Sunset Shimmer, holding Twilight's crown, walks through the crowd.

SUNSET SHIMMER

(an announcement)

It seems that Twilight Sparkle has had a change of heart and decided that I should actually be Princess of our Fall Formal. That I am actually more deserving of the crown.

The Equestria Girls share looks of disbelief.

RARITY

She wouldn't.

They look outside but Twilight is nowhere to be found.

FLUTTERSHY

I guess she would.

They turn their attention to Sunset Shimmer who is making her way to the stage at the front of the gym.

PRINCIPAL CELESTIA

Where is Twilight?

SUNSET SHIMMER

(with a shrug)

She just said she was going home.

Sunset Shimmer takes center-stage and holds Twilight's crown out in front of her, admiring it. Snips and Snails grin goofily from the crowd.

SNIPS

This is gonna be so cool.

SNAILS

She's gonna make us, like, Knights.

SUNSET SHIMMER

I just want to let you all know what a relief this is. I won't have to play all the mind games anymore. Won't have to spread rumors. Seek out your weaknesses and exploit them. With this crown I'll have more power than you can imagine.

(then, sinister)

And you will have no choice but to serve me.

She raises up the crown and places it upon her head, relishing her moment of victory. Sunset Shimmer closes her eyes.

SUNSET SHIMMER (CONT'D)

I feel more powerful already.

She opens them again. Nothing seems to have happened. <HUSHED WALL> as the crowd looks at Sunset Shimmer. She's starting to get flustered.

SUNSET SHIMMER (CONT'D)

What is wrong with this thing?

She removes the crown, then places it back on her head.
Still nothing.

Suddenly, the doors leading into the gym swing open to
reveal Twilight.

EQUESTRIA GIRLS

Twilight!/We thought you had gone./What's
happening?

Sunset Shimmer looks confused, then notices Twilight is
carrying a crown of her own. Sunset Shimmer's eyes
narrow.

SUNSET SHIMMER

(then to Snips and Snails)

Get her!

Snips and Snails rush toward Twilight. The Equestria
Girls take a defensive stance in front of her as Twilight
places the crown on her head and...

PHZAMMM!! There is a sudden FLASH OF WHITE LIGHT.
Suddenly, RAYS of WHITE LIGHT shoot across the gym.

ANGLE ON - THE EQUESTRIA GIRLS as the light shines
through them and they are suddenly TRANSFORMED! They now
have real PONY EARS, WINGS, TAILS, and HORNS.

Light shines out of them and TRANSFORMS their classmates
as well. Sunset Shimmer's eyes go wide as she sees...

A TRANSFORMED TWILIGHT rising into the air with WINGS
EXTENDED and beams of light shooting out of the Element
of Harmony in her crown.

SUNSET SHIMMER (CONT'D)

No! How did you--?

TWILIGHT

Spike made the switch right before Vice
Principal Luna brought the crown out to
Principal Celestia.

(then)

I knew you'd make one last attempt to
claim it as your own.

(then)

It's over, Sunset.

(MORE)

TWILIGHT (CONT'D)

The crown is mine and any power you may have had in this world is gone. Tonight you've shown everyone who you really are. You've shown them what is in your heart.

Sunset Shimmer looks out over the crowd. She is alone, the only one there who hasn't been touched by the magic of Twilight's crown. Sunset Shimmer drops to her knees in defeat and begins to <CRY>. Twilight crosses to Sunset Shimmer, the Equestria Girls on either side of her.

TWILIGHT (CONT'D)

But it's not too late to show them something new.

(then)

You stole my crown to bring magic to this place but magic has been here all along. The Magic of Friendship doesn't just exist in Equestria. It's everywhere.

Twilight looks to her new friends and smiles.

A tearful Sunset Shimmer looks up at Twilight.

SUNSET SHIMMER

I abandoned my studies under Princess Celestia. All I've done since I've been here is make people fear me. I don't know the first thing about friendship.

(then, hopeful)

Can you teach me?

TWILIGHT

I can't. I have to return to Equestria.

(then)

But I think I know some other girls who can.

She looks to her new friends who smile and nod their approval of this plan.

Spike raises a victorious paw and lets out a...

SPIKE

Woo-hoo! Go Twilight!

Suddenly all eyes are on him.

FOOTBALL PLAYER PONY

Did that dog just talk?

(then)

Whoa. Weird.

SPIKE

Seriously? The talking dog is the weird thing about all this?

RARITY

I for one think you're adorable.

Rarity bends down and scratches Spike behind the ears.

SPIKE

Oh. Yeah. Right behind that left ear.

Just then, a winged Flash Sentry approaches Twilight.

FLASH

Would now be a completely awkward time to ask you for that dance?

Twilight smiles.

MUSIC up as we begin a final triumphant **MUSICAL NUMBER** featuring our transformed girls doing a REPRISE of "EQUESTRIA GIRLS" (LYRICS TBD). (NOTE: This sequence will include a shot of Snips and Snails sitting out the song with Principal Celestia and Vice Principal Luna standing watch over them and a teenage version of PHOTO FINISH taking photos of students.)

DISSOLVE TO:

EXT. CANTERLOT HIGH - LATER THAT NIGHT

Twilight, wearing her crown, embraces her new friends as she prepares to head back to Equestria. (NOTE: They are still in their transformed states.)

TWILIGHT

I don't know how to thank you.

APPLEJACK

We don't know how to thank you. If you hadn't come here...

She gestures to the other Equestria Girls.

APPLEJACK (CONT'D)

...we might never have come together and become friends.

The other Equestria Girls nod in agreement.

TWILIGHT

You'll look out for her, won't you?

The girls follow Twilight's eye-line to Sunset Shimmer who is talking to Principal Celestia inside the gym.

RARITY

Of course we will.

(then)

Though I do expect some sort of apology for last spring's whole video debacle.

TWILIGHT

And I think you'll get it.

(then)

I have a feeling she'll be handing out a lot of apologies.

SPIKE

We'd better get going, Twilight. We don't want the others to worry.

Twilight nods and the two take their place in front of the Canterlot Colt statue. They reach out and touch the sparkling base of the Canterlot Colt statue and with a FLASH of WHITE LIGHT, they disappear.

ANGLE ON the EQUESTRIA GIRLS who no longer have their wings, horns, and ponytails.

PINKIE PIE

Bummer.

INT. CRYSTAL CASTLE - SOON AFTER

Princess Celestia, Princess Cadence, and Princess Luna stand stoically as the Ponyville Ponies pace nervously in front of the sparkling mirror that serves as the portal to the other world.

There is a FLASH of WHITE LIGHT and suddenly, Twilight and Spike, back in Pony and dragon form, step out of it.

Twilight's friends and fellow princesses swarm around her, thrilled that she has returned.

PONYVILLE PONIES

Twilight!/Your back./You got your crown./I knew you could do it.

Twilight eagerly embraces her friends, then looks up at Princess Celestia, whose expression is serious.

PRINCESS CELESTIA

Sunset Shimmer. Is she alright?

TWILIGHT

I think she's going to be fine. I left her in good hands.

Princess Celestia smiles.

A beat, then...

RAINBOW DASH

What are hands?

DISSOLVE TO:

EXT. HALLWAY - SOON AFTER

Princess Cadence and the Ponyville Ponies follow Twilight down the hallway simultaneously peppering her with questions.

PONYVILLE PONIES/RAINBOW

DASH

What did you eat?/Where did you stay?/What did they wear?/Would you say she was just as awesome as me?

Twilight stops in her tracks and faces her friends.

TWILIGHT

I want to tell you everything. I do. But
I'm just so exhausted from all the
dancing.

PONYVILLE PONIES

Dancing?

Twilight turns back around and runs smack dab into a Male
Pegasus. There is something awfully familiar about him.

TWILIGHT

Ooff.

PEGASUS (FLASH SENTRY)

Excuse me. Sorry about that.

Twilight watches him as he continues down the hall.

TWILIGHT

Who was that?

PRINCESS CADENCE

He's a new member of the Crystal Castle
Guard. Flash Sentry, I think. Why? Do
you know him?

Twilight grins.

TWILIGHT

Not exactly...

And as she continues down the hall surrounded by her pony
friends we...

FADE OUT.

THE END