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MY LITTLE PONY

"Equestrian Girls"

Written by

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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.

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

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

3 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.

4 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.

5 PINKIE PIE (CONT'D)
We've all been there.

6 FLUTTERSHY
I'm there almost every day.

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

8 RARITY
Twilight!

Twilight reacts to Rarity's sudden outburst.

9 RARITY (CONT'D)
Sorry, darling, but I just realized you're not wearing your crown.

(MORE)

RARITY (CONT'D)

(then, worried)
You haven't forgotten it back in
Ponyville have you?

10 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.

11 TWILIGHT (CONT'D)

(re: her wings)
Haven't really gotten accustomed
to these yet either.

12 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.

13 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.

14 PRINCESS CADENCE

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

The two embrace.

15 PRINCESS CELESTIA

We have so much to discuss.
(then)
But it can wait until tomorrow.
(MORE)

PRINCESS CELESTIA (CONT'D)

You all look tired from your
journey. Now off to bed all of
you.

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.

16 SPIKE
What's wrong, Twilight?

17 TWILIGHT
I don't know Spike. I'm just...
worried I guess. Princess Cadence
was given the Crystal Empire to
rule over. What if now that I'm a
Princess, Celestia expects me to
lead a kingdom of my own?

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18 SPIKE
That. Would. Be. Awesome.

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19 TWILIGHT
No. It wouldn't. Just because I
have this crown and these wings,
it doesn't mean I'll be able to
make anypony want to follow me.

*
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*

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

20 SPIKE
Sure you will, Twilight. Now come
on. You should get some shut-eye.
Big day tomorrow.

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*

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.

21 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.

22 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.

23 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.

24 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.

25 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.

26 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.

27 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.

28 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.

29 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!

30 APPLEJACK

How did that--?

31 TWILIGHT

What did you do with my crown?

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

32 SUNSET SHIMMER

Sorry it had to be this way,
Princess.

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.

33 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.

34 PRINCESS CELESTIA
Sunset Shimmer. A former student of mine.

The Ponyville Ponies share intrigued looks.

35 PRINCESS CELESTIA (CONT'D)
She began her studies with me not long before Twilight.

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

37 PRINCESS CELESTIA
Yes. You would have.
(then)

She was one of my most ambitious students, but when she did not get what she wanted as quickly as she liked, she turned cruel and dishonest. I tried to reach out to her, but she eventually decided to abandon her studies and pursue her own path. One that has sadly lead her to stealing your crown.

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Spike holds up the crown that Sunset Shimmer left behind.

38 SPIKE
She replaced Twilight's with this one.

Princess Celestia examines the crown.

39 PRINCESS CELESTIA
It is very similar to Twilight's crown.

(MORE)

PRINCESS CELESTIA (CONT'D)

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.

40 TWILIGHT

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

41 PRINCESS CELESTIA

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

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.

42 PRINCESS LUNA

This is no ordinary mirror. It is
a gateway to another world. A
gateway that opens once every 30
moons.

*

43 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.

44 PRINCESS LUNA

It has always been kept in the
throne room of Canterlot Castle.
But when Princess Cadence took
over the Crystal Empire we sent it
here for her to watch over.

*

*

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45 PRINCESS CADENCE

A few nights ago it began to show
signs that it was time for the
portal to open once again.

*

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46 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)

(MORE)

PRINCESS CELESTIA (CONT'D)

Obviously this is not what has happened.

Princess Cadence approaches Twilight.

47 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.

*

48 PRINCESS CELESTIA

You understand the importance of your task?

49 TWILIGHT

Of course.

50 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.

51 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.

52 PINKIE PIE

I'm so nervicited.

53 APPLEJACK

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

Princess Celestia smiles at the Ponyville Ponies.

54 PRINCESS CELESTIA

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

55 RAINBOW DASH
What?! Why not?

56 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.

57 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.

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

*

59 PRINCESS CELESTIA
Your crown is not the first object
Sunset Shimmer has stolen. When
she was my student, she took a
great interest in this.

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Princess Celestia uses her magic to retrieve a BOOK.

*

60 PRINCESS CELESTIA (CONT'D)
When I told her she wasn't ready
to comprehend the information it
contained, she stole it from
Canterlot Castle.
(then)
I discovered that she had done so
and was able to retrieve it from
her room. I was going to forgive
her for her actions, but she left
Equestria before I had a chance to
do so.

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Princess Celestia puts the book into a bag for Twilight.

*

61 PRINCESS CELESTIA (CONT'D)
Take it with you. I sense that it
will give you some insight into
Sunset Shimmer's greater plan.

*
*
*
*

Princess Luna puts the bag on Twilight's back.

62 PRINCESS LUNA

*

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.

The Ponyville Ponies exchange worried glances.

63 PRINCESS CELESTIA

Twilight, I must warn you. Things
will look very different where you
are going. Even you will look
different.

(then)

But if you use what you have
learned here in Equestria, I am
sure you will prevail.

64 TWILIGHT

I'll do my best.

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.

65 PONIES

Spike! No!

There is FLASH of WHITE LIGHT, then STREAKS of COLOR out
of which come Twilight and Spike who STRETCH, SQUASH, and
BEND, their appearances changing in odd ways that hint at
what is to come. There is another 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.

66 SPIKE

Uh...Twilight...

67 TWILIGHT

Spike, you're not supposed to--

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

68 TWILIGHT (CONT'D)
Spike? Are you a... dog?

The dog speaks in Spike's voice.

69 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 but it is now a backpack.)

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70 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...

71 TWILIGHT (CONT'D)
Aaaaaahhh!!

She covers her mouth with her hands again.

72 SPIKE
Twilight, you have to get it
together.

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

73 TWILIGHT
What does the rest of me look
like?

74 SPIKE
Like you. Only not you. Your
muzzle is really small.

*

75 TWILIGHT
My muzzle?

*

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

76 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.

77 SPIKE (CONT'D)
Where are we?

Twilight pulls herself together as best she can.

78 TWILIGHT (O.S.)
I don't know.

She notes the sparkling mirrored base of the pony statue.

79 TWILIGHT (CONT'D)
But that must serve as the gateway
back to Equestria. We need to
find my crown as soon as possible
and get back there.
(then)
I suggest we start searching the
castle first.

Twilight gestures to the large white brick building before them. It does in fact, look a bit like a castle.

*

80 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.

81 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.

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

Spike runs up to join her.

83 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.

84 TWILIGHT
My magic. It isn't working.

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

86 TWILIGHT
What?!

Twilight reaches up and touches her forehead.

87 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.

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

Twilight steps back from the glass case and in its reflective surface, finally gets a good look at herself. She touches her face, then looks at her hands *

89 TWILIGHT (CONT'D)
What am I? *

Twilight reacts to the sound of a voice. *

90 RAINBOW DASH (O.S.)
Checking out my trophies, huh?

Twilight turns around to see a teenage version of RAINBOW DASH. Twilight's eyes go wide with surprise. *

91 TWILIGHT
Rainbow Dash?

92 RAINBOW DASH
The one and only.

Twilight looks around nervously.

93 TWILIGHT

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

94 RAINBOW DASH

(confused)

Princess Celestia? You mean
Principal Celestia?

Twilight is visibly flustered.

95 TWILIGHT

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

96 RAINBOW DASH

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

She holds up a wooden hall pass.

97 RAINBOW DASH (CONT'D)

Better run. Catch ya later, new
girl.

Twilight remains frozen in awe as Rainbow Dash runs off.

98 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.

99 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.

100 SPIKE

(whispering)

I don't think this is a castle.

END ACT I

ACT II

INT. HALLWAY - CONTINUOUS

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...

101 FLUTTERSHY (O.S.)
I'm really sorry. I just found it
and thought I should give it to
her.

102 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.)

103 FLUTTERSHY
I didn't know you had dropped it.

104 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.

105 FLUTTERSHY
(very quietly)
It doesn't really belong to you
either.

106 GOLDEN-HAIRED GIRL
Excuse me?!

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

107 FLUTTERSHY
N-n-nothing.

108 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.

109 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.

110 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.

111 TWILIGHT
 (firm)
I said, how dare you speak to her
that way.

The Golden-Haired Girl sneers at Twilight.

112 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.

113 FLUTTERSHY
I can't believe you did that.

114 TWILIGHT
I couldn't just stand there.

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

Twilight's eyes go wide.

116 TWILIGHT
Sunset Shimmer?!

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

117 FLUTTERSHY
You've heard of her?

Twilight turns back to face Fluttershy.

118 TWILIGHT
Sort of.

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

120 TWILIGHT
Um, yes. Another... school. My name's Twilight.

121 FLUTTERSHY
I'm...
(whispered)
Fluttershy.

122 TWILIGHT
Sorry. What was that?

123 FLUTTERSHY
(even quieter)
It's Fluttershy.

124 TWILIGHT
It sounds like you're saying "Fluttershy" but...how can that--?

Fluttershy notices Spike standing next to Twilight and immediately comes out of her shell.

125 FLUTTERSHY
Oh my goodness, who's this sweet little guy?

Fluttershy bends down to pat Spike.

126 TWILIGHT
That's Spike. My... dog.

127 FLUTTERSHY
He's so cute.

She retrieves a treat from her bag.

128 FLUTTERSHY (CONT'D)
Go on. Eat up, little pup.

Spike eagerly wolfs down the treat.

129 FLUTTERSHY (CONT'D)
(then re: Spike)
Wouldn't you give just anything to
know what they're really thinking?

130 TWILIGHT
He usually just tells me.

Fluttershy looks at Twilight, confused.

131 FLUTTERSHY
What do you mean?

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

132 TWILIGHT
Nothing. Nevermind.
(then)
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.

133 FLUTTERSHY
How did you know?

134 TWILIGHT
(covering)
Lucky guess?
(eager)
Do you still have it?

Fluttershy shakes her head "no".

135 TWILIGHT (CONT'D)
(hopeful)
But you know what happened to it.

*

Fluttershy nods "yes".

136 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.

137 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.

138 APPLE BLOOM
I hear the Marching Band is
holding tryouts.

139 SWEETIE BELLE
I say we go for it.

140 SCOOTALOO
You know I'm in.

Fluttershy continues to try and hand out her fliers.

141 FLUTTERSHY
(timidly)
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.

142 FLUTTERSHY (CONT'D)
Ow.

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

*

DISSOLVE TO:

INT. CANTERLOT HIGH - ROTUNDA - THE PRESENT

Fluttershy continues her story.

*

143 FLUTTERSHY *
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. *

144 TWILIGHT *
Principal Celestia. She's the *
ruler here? *

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

146 TWILIGHT *
Where is she now? *

147 FLUTTERSHY *
She's probably in her office. *

Fluttershy gestures down the hall. *

148 FLUTTERSHY (CONT'D) *
Third door on your left. *

149 TWILIGHT *
Thank you. *

Twilight starts to walk down the hall, but Fluttershy *
stops her. *

150 FLUTTERSHY *
Oh, wait. You're not really *
supposed to have pets on school *
grounds. Might want to tuck him *
into your backpack. *
(then) *
That's what I do. *

Fluttershy unzips her backpack and a BUNNY, a BIRD, and a *
KITTEN stick their heads out. *

151 FLUTTERSHY (CONT'D) *
They just get so lonely when I'm *
at school all day. *

152 TWILIGHT *
Oh. Okay. Thank you. *

Fluttershy notes the time on a nearby clock. *

153 FLUTTERSHY *
Oh, no. I'm so late for chemistry *
class. She hates it when you're *
late. *

Fluttershy darts off as Twilight bends down and unzips her backpack. We can see the crown and book Princess Celestia gave her inside. She then gestures for Spike to climb inside. Spike pouts.

154 TWILIGHT

It's this or I have to find a
hiding place for you and leave you
there.

155 SPIKE

(quickly)

Backpack it is.

He climbs inside the backpack as we...

DISSOLVE TO:

CLOSE ON - A DOOR

There is a <KNOCK>, then a familiar voice.

156 PRINCIPAL CELESTIA (O.S.)

Come in.

The door swings open to reveal Twilight.

INT. PRINCIPAL CELESTIA'S OFFICE - CONTINUOUS

She enters to find PRINCIPAL CELESTIA behind her desk.

157 PRINCIPAL CELESTIA

How may I help you?

Twilight enters and sets down her backpack containing Spike. Out of view of Principal Celestia, he unzips it and pokes his head out a little.

158 TWILIGHT

Um, uh... My name's Twilight
Sparkle, I'm new here and--
well, I understand that Fluttershy
found a crown this morning and
gave it to you.

159 PRINCIPAL CELESTIA

Yes. I've had Vice Principal Luna
put it somewhere for safe keeping.
No idea how it ended up on the
front lawn.

(then)

Were you interested in running for
Princess of the Fall Formal this
year?

160 TWILIGHT *
No. Not exactly. The truth is... *
The truth is I... You see, the *
crown is actually... *
(then) *
Princess of the Fall Formal? *

161 PRINCIPAL CELESTIA *
It's Canterlot High's big fall *
dance. *

162 TWILIGHT *
Like the Grand Galloping Gala. *

163 PRINCIPAL CELESTIA *
Grand Galloping Gala? *

164 TWILIGHT *
It was a big deal at my old... *
school. *

165 PRINCIPAL CELESTIA *
And was there a Princess? *

Twilight looks at Principal Celestia for a beat. *

166 TWILIGHT *
Yes. But she wasn't exactly a *
student. *

167 PRINCIPAL CELESTIA *
Here at Canterlot High, the *
students select one of their peers *
to represent them. She receives *
her crown at the Fall Formal. *

Twilight considers this for a moment. *

168 TWILIGHT *
You asked me if I was interested *
in running for Princess. Can *
anyone run? *

169 PRINCIPAL CELESTIA *
Yes. You just need to let the *
Head of the Fall Formal Planning *
Committee know you'd like to be on *
the ballot. *
(then) *
But if you are interested you can *
sign up later. You're running *
very late. *

Principal Celestia rounds her desk. Twilight quickly zips *
up her backpack to conceal Spike. *

170 PRINCIPAL CELESTIA (CONT'D)
What class do you have this
period?

171 TWILIGHT
Um...chemistry.

Principal Celestia leads Twilight to...

INT. PRINCIPAL CELESTIA'S DOORWAY/HALLWAY - CONTINUOUS

Principal Celestia points to a door down the hall.

172 PRINCIPAL CELESTIA
The chemistry lab is right over
there.

173 TWILIGHT
Thank you.

174 PRINCIPAL CELESTIA
If you need anything else. My
door is always open.

Principal Celestia returns to her office as Twilight
heads to class. Spike pokes his head out of her backpack.

175 SPIKE
Twilight, what are you doing? Why
didn't you just tell her the crown
was yours and ask for it back?

176 TWILIGHT
I was going to. But then I
realized-- what if she didn't
believe me?
(then)
I only believe this world exists
because I'm here. If you were to
just tell me about it, I'd think
you were crazy. And I certainly
wouldn't just give you a crown.

177 SPIKE
You make a good point.

178 TWILIGHT
Looks like if I want my crown
back, I'm going to have to become
the Princess of the Canterlot High
School Fall Formal.

179 SPIKE
And how exactly do you plan on
doing that?

180 TWILIGHT

I have to start by passing myself
off as a student here.

Twilight opens the door to the chemistry lab to reveal:

INT. CHEMISTRY CLASSROOM - CONTINUOUS

MISS ZECORA stands in front of the blackboard. On a
table before her are several BEAKERS and BUNSEN BURNERS.

181 MISS ZECORA

The lesson has begun and you are
late. Find a seat. Don't hesitate.

ON a determined TWILIGHT.

182 TWILIGHT

Here we go...

END ACT II

ACT III

INT. CHEMISTRY CLASSROOM - CONTINUOUS

Twilight scans the room and sees Fluttershy timidly
waving her over. Several BEAKERS are lined up on the
table in front of her. Twilight quickly takes a seat
next to Fluttershy.

183 FLUTTERSHY

(whispering)

*Miss Zecora wants us to combine
these two chemicals.*

Twilight raises her hand.

184 TWILIGHT

(eager)

Excuse me, Miss Zecora, what sort
of potion are we supposed to be
making?

There are a few <SNICKERS> from her fellow classmates.

185 ZECORA

Potion? This is not magic class.
Better learn your chemistry if you
wish to pass.

Twilight looks around, suddenly very self-conscious.
Fluttershy gives her one of the beakers and the two pour
their respective liquids into a third. They speak in
hushed tones.

186 TWILIGHT

*I know we've just met, but I was
wondering if you might be able to
help me with something.*

187 FLUTTERSHY

Of course.

188 TWILIGHT

*I've decided to run for Princess
of the Fall Formal and--*

Fluttershy <GASPS>.

189 ZECORA

*Fluttershy, your reaction tells me
that your work astounds you. But
try harder not to disturb the
students around you.*

190 FLUTTERSHY

Sorry, Miss Zecora.

Fluttershy leans in close to Twilight.

191 FLUTTERSHY (CONT'D)

You shouldn't run for Princess.

192 TWILIGHT

Why not?

193 FLUTTERSHY

*Because Sunset Shimmer will make
your life awful just for trying.*

194 ZECORA

*Unless you're discussing a
chemical property, you'll find
your "A" will soon be a "D".*

195 FLUTTERSHY

(squeaky)

Sorry.

Fluttershy's attention quickly turns to her work. She
motions for Twilight to do the same.

DISSOLVE TO:

INT. CANTERLOT HIGH - CAFETERIA - A MOMENT LATER

Twilight and Fluttershy are now standing in line.
Twilight follows Fluttershy's lead as she hands her tray
to a LUNCH LADY who ladles food onto her plate. (NOTE:
This could possibly be GRANNY SMITH.)

196 FLUTTERSHY

You seem really nice. And I
really appreciate you standing up
for me earlier. But you'd have to
convince everyone here to vote for
you instead of Sunset.

(then)

You'd have to get the athletes...

WHIP PAN to a table of GUYS and GIRLS in letter jackets,
cheerleading uniforms, and sports jerseys. Rainbow Dash
is among them.

197 FLUTTERSHY (CONT'D)

...the fashionistas...

WHIP PAN to a table of FASHIONABLE GIRLS.

198 FLUTTERSHY (CONT'D)

...the dramas...

WHIP PAN to a table of DRAMA STUDENTS

199 FLUTTERSHY (CONT'D)

...the eco-kids...

WHIP PAN to a table of guys and girls in hippy-wear.

200 FLUTTERSHY (CONT'D)

...the techies...

WHIP PAN to a table of guys and girls building a robot.

201 FLUTTERSHY (CONT'D)

...the rockers--

WHIP PAN to a table of ROCKER KIDS including FLASH SENTRY
who is sitting on the table, playing his guitar.

BACK ON TWILIGHT and FLUTTERSHY

202 TWILIGHT

I don't understand. Why is
everypony-- everybody separated
this way?

203 FLUTTERSHY

Maybe it was different at your old school, but at CHS, everybody sticks to their own kind.

(then)

One thing they do have in common is that they know Sunset Shimmer is going to rule this school until we graduate. No one is going to stop her from becoming the Princess of Fall Formal.

204 TWILIGHT

I have to try.

Twilight bends down and uses her mouth to pick up an apple from a nearby basket of fruit. She notes the look on Fluttershy's face and quickly takes the apple out of her mouth with her hands.

205 TWILIGHT (CONT'D)

So, um, where would I find the Head of the Party Planning Committee?

EXT. CANTERLOT HIGH - FRONT LAWN - LATER THAT DAY

Spike and Twilight make their way across campus, passing Scootaloo, Sweetie Belle, and Apple Bloom who are now dressed as cheerleaders and struggle to form a pyramid.

206 APPLE BLOOM

Gimme a "C"!

207 SCOOTALOO & SWEETIE BELLE

I got your "C". I got your "C"--

<IMPACT SOUNDS> as they tumble to the ground behind an oblivious Spike and Twilight.

Spike and Twilight enter...

INT. CANTERLOT HIGH - GYMNASIUM - CONTINUOUS

Decorated for a dance. White columns wrapped with streamers. Balloons. A DJ booth. Twilight scans the room with Spike now by her side.

208 TWILIGHT

Fluttershy said she'd probably be in here--

209 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 PINKIE PIE.

210 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.

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

212 PINKIE PIE
Oooh. Pretty name.
(then)
I'm Pinkie Pie.

213 TWILIGHT
Somehow I knew that.

214 PINKIE PIE
Really?
(then, excited)
Are you psychic?
(then, conspiratorial)
Who is going to win Canterlot
Idol?
(covering her ears)
No. No. Don't tell me.
(then)
But seriously, can you predict the
future?

*
*
*
*

215 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.

216 PINKIE PIE
Not usually. Total bummer, am I
right?

*

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

217 TWILIGHT

Fluttershy said this is where I'd
find the Head of the Fall Formal
Planning Committee. I'm going to
guess that's you.

*
*
*

218 PINKIE PIE

Fluttershy, huh?
(then, with disdain)
Don't let the whole shy thing fool
you. She can be a real meany.

*
*
*

219 TWILIGHT

(genuine surprise)
You two aren't friends?

*
*
*

220 PINKIE PIE

Not anymore.

*
*

Spike and Twilight react to this bit of news as Pinkie
Pie retrieves a clipboard.

*

221 PINKIE PIE (CONT'D)

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

*

222 TWILIGHT

I'm brand new here.

223 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.

224 TWILIGHT

Maybe?

225 PINKIE PIE

I thought so.

Pinkie Pie holds up a pen.

226 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 takes the pen and very awkwardly scrawls her name on the paper.

227 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>.

228 TWILIGHT
Is it?

Just then, Twilight hears yet another familiar voice.

229 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.

230 PINKIE PIE
Me. Me. Me.

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

231 APPLEJACK
(to Big Mac)
Can you bring in the rest?

Big Mac sets down the crate of sodas.

232 BIG MAC
Yup.

Just then, Applejack spots Twilight and Spike.

233 APPLEJACK
Hey! I know you.

234 TWILIGHT
(surprised)
You do?

235 APPLEJACK
Sure. You're the new girl gave
Sunset Shimmer the what for today
at school.

Applejack starts pulling bottles of soda from the crates.

236 PINKIE PIE

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

*
*
*
*

Applejack stops working.

*

237 APPLEJACK

Who-ee, sugarcube. I'd think twice
about that. Oh, she'll probably
approach you all friendly-like...

*
*
*
*

Applejack picks up a pair of BALLOONS and pretends they
are Sunset Shimmer and Twilight. She pantomimes with one
of the balloons, making it "talk" to the other balloon.

*
*
*

238 APPLEJACK (CONT'D)

"I sure am lookin' forward to some
friendly competition."

*
*
*

She pantomimes with the other balloon, making it "talk".

*

239 APPLEJACK (CONT'D)

"That is so good to hear."
(then)
But then watch out!

*
*
*
*

Twilight jumps as Applejack <POPS> the balloon that
represents Twilight.

*
*

240 APPLEJACK (CONT'D)

Here comes the back-stabbin'.
(then)
'Bout the only girl at this school
you can trust less than Sunset
Shimmer is Rainbow Dash.

*
*
*
*
*
*

241 TWILIGHT

Rainbow Dash?

*
*

242 PINKIE PIE

She's the captain of, like, every
team at Canterlot High.

*
*
*

243 APPLEJACK

She's also the captain of sayin'
she's gonna do somethin' for ya
and then turnin' around and not
even botherin' to show up.

*
*
*
*
*

Applejack crosses her arms in a <HUFF>.

*

244 TWILIGHT

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

*
*
*

245 APPLEJACK
Suit yourself.
 (then)
Hey, how'd you know my name was
Applejack?

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

Big Mac walks by carrying another crate of soda.

247 BIG MAC
Nope.

248 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.

249 PINKIE PIE
 (re: Twilight)
That one's trying to hide a secret
but I am totally onto her.
 (a loud whisper)
She's psychic.

250 APPLEJACK
Uh-huh. If you say so.

251 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.

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

253 SNIPS
Yeah. Streamers.

254 SNAILS
And fewer balloons.

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

255 SUNSET SHIMMER
Fizzy apple cider? This is my
coronation. Not a hoe down.

256 APPLEJACK

Well now, it ain't necessarily
gonna be your coronation this time
around.

257 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.

*

258 SUNSET SHIMMER (CONT'D)

Obviously it's going to be my
coronation. I'm running unopposed.

*
*
*

259 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.

260 SUNSET SHIMMER

What?!

261 PINKIE PIE

I know. Her handwriting is really
bad.

262 SUNSET SHIMMER

(snarling)

Where is this "Twilight Sparkle"?

(then brightly)

I'm looking forward to meeting the
competition.

*
*

EXT. GYMNASIUM - A MOMENT LATER

*

Twilight and Spike are walking across the campus.

*

263 SUNSET SHIMMER (O.S.)

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

Twilight and Spike turn to see Sunset, sizing them up.

*

264 SUNSET SHIMMER (CONT'D)

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

(then)

And her little dog too.

*

265 TWILIGHT

It's my crown.

266 SUNSET SHIMMER

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

267 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.

268 SUNSET SHIMMER

That's for me to know. And you to find out when it's too late.

*
*
*

Spike <GROWLS> at Sunset Shimmer who takes her eyes off Twilight to look at Spike.

269 SUNSET SHIMMER (CONT'D)

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.

270 SPIKE

Is that a threat?

Sunset Shimmer bends down to address Spike.

271 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?

*

Sunset Shimmer stands up and to face Twilight.

*

272 TWILIGHT

You want to become a princess here? Please. You'll never stand out. You don't even know the first thing about fitting in.

*
*
*
*
*

Sunset Shimmer 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.

*
*
*

273 SUNSET SHIMMER

I want you to follow her. Bring
me something I can use just like
you did with the last girl who
thought she could challenge me.

274 SNIPS

You got it, Sunset Shimmer.

275 SUNSET SHIMMER

I haven't spent the last three
years of my life preparing for
this moment just to have Twilight
Sparkle ruin it for me.

(to Snips and Snails)

What are you still doing here?
Go!

Snips and Snails start to go after Twilight but trip on
their streamers and go tumbling forward.

276 SNIPS AND SNAILS

<IMPACT GRUNTS>

END ACT III

ACT IV

EXT. CANTERLOT HIGH - SOON AFTER

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

277 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.

278 SPIKE

Research?

279 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.

280 TWILIGHT (CONT'D)

Library.

WIDEN TO REVEAL:

EXT. SCHOOL 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.

DISSOLVE TO:

INT. LIBRARY - A MOMENT LATER

Twilight sits in front of a computer looking bewildered.

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

WIDEN TO REVEAL that she is talking to MISS CHEERILEE.

282 MISS CHEERILEE
That's right.

283 TWILIGHT
(to herself)
Maybe this place does have magic.

Miss Cheerilee takes note of something and turns her
attention away from Twilight.

284 MISS CHEERILEE
Girls, what are you doing?

REVEAL: Apple Bloom, Scootaloo, and Sweetie Belle are
looking at another computer screen.

285 SWEETIE BELLE
We're just seeing how many hits
our new music video has gotten.

Miss Cheerilee winces as the girls turn up the audio on
their computer. (NOTE: We hear lyrics from the CMCs song
in Episode 118 - Show Stoppers. Starting with the line
"Listen up, cause here's our story...We're going to sing
it really loud" then going into the guitar.)

Miss Cheerilee turns off the computer.

286 MISS CHEERILEE
No. Just. No. The school
computers are for research
purposes only.

Sweetie Belle and Scootaloo pout.

287 APPLE BLOOM
It's just as well, y'all. Some of
the comments about our song were
really awful.
 (then)
"Epic fail"?
 (then)
"Funniest thing I've ever seen"?

The girls look at each other, struck by an idea.

288 SWEETIE BELLE
 (an idea forming)
Funniest thing they'd ever seen,
huh?

Twilight can't help but overhear their conversation.

289 TWILIGHT
I don't know that that's what you
should take from--

She doesn't get a chance to finish as the girls have
already taken off. Twilight shakes her head as we...

DISSOLVE TO:

EXT. LIBRARY - LATER THAT AFTERNOON

A late afternoon sun hangs in the sky.

INT. LIBRARY - SOON AFTER

Twilight is seated at a table with books spread out
before her. She looks around to see if anyone is watching
and then grabs Spike from under the table.

290 TWILIGHT
 (whispering)
Spike, look at this.

She places Spike on her lap so he can see the book.

291 TWILIGHT (CONT'D)
It's called a "Yearbook". It seems
to be something they use to keep a
record of things that have
happened at the school.

She flips to a page and points to a photo.

CLOSE ON - THE PHOTO

It is of a slightly younger Sunset Shimmer, Pinkie Pie,
Rainbow Dash, Applejack, Fluttershy, and what is
presumably Rarity. They have their arms around each
other and big smiles on their faces.

BACK TO SCENE

292 TWILIGHT (CONT'D)
That's Sunset Shimmer, Pinkie Pie,
Rainbow Dash, Applejack,
Fluttershy, and I'm going to bet
that's Rarity.

Spike leaps onto the table.

293 SPIKE
There's a Rarity here?!

Spike quickly jumps back into Twilight's lap.

294 SPIKE (CONT'D)
I mean... interesting photo.

295 TWILIGHT
It's interesting because they look
like they're friends.

296 SPIKE
They do look like our friends.
But I thought we'd figured that
out already.

297 TWILIGHT
No. I mean, they look like
they're friends with each other.
(then)
But it doesn't seem like they're
friends now.

298 SPIKE
Not so much.

Twilight looks at the photo.

299 TWILIGHT
I just can't help but get the
feeling that Sunset Shimmer had
something to do with it.

300 SPIKE
I wouldn't put it past her.
(then)
But you have to focus on making
friends here if you want to get
your crown back.

(MORE)

SPIKE (CONT'D)

You can't worry about why these *
girls aren't anymore. *

Twilight looks back at the picture of the smiling girls. *

301 SPIKE (CONT'D)

Even if they do remind you of your *
Ponyville friends. *

Twilight considers this for a moment. *

302 TWILIGHT

You're right. Eye on the prize. *

303 VOICE (O.S.)

The library will be closing in *
five minutes. *

304 TWILIGHT

(nervous)

I hadn't thought about where we *
were going to go once the school *
was closed. *

305 SPIKE

Way ahead of you. *

INT. LIBRARY - A MOMENT LATER *

Twilight, carrying her backpack, follows Spike up a *
staircase and finds herself in... *

INT. LIBRARY - ATTIC - CONTINUOUS *

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

306 SPIKE

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

307 TWILIGHT

It's perfect, Spike. *

Twilight pats Spike on the head, then takes a seat on the *
ground. She pulls the book Celestia gave her from her *
backpack and flips it open. *

She starts to read as Spike walks in a circle three times *
and then lies down. He closes his eyes and drifts off to *
sleep. *

Twilight's eyes suddenly go wide. *

308 TWILIGHT (CONT'D) *

Spike! *

Startled, Spike leaps to his feet. *

309 SPIKE *

What?! Who's there?! Why was I *

dreaming about burying a tennis *

ball?! *

Twilight holds up the book to show Spike. *

310 TWILIGHT *

According to this book, the Sixth *

Element of Harmony will one day *

adorn the crown of a Princess. *

311 SPIKE *

Well, duh. That's you, Twilight. *

312 TWILIGHT *

There's more. It says here that if *

this crown is taken to a new *

world, it will give the one who *

wears it there... *

(reading aloud) *

"...more power than she could ever *

imagine." *

313 SPIKE *

But Sunset Shimmer isn't going to *

get to wear the crown here because *

you are going to be crowned *

Princess of the Fall Formal *

instead. *

Twilight considers this. *

314 TWILIGHT *

But what if I'm not? *

315 SPIKE *

(matter-of-fact) *

Then Sunset Shimmer will become *

more powerful than she could ever *

imagine and this place and *

everyone who lives here is *

probably doomed. *

A beat. *

316 SPIKE (CONT'D) *

(a realization) *

Ohhhh. *

EXT. CANTERLOT HIGH - AT THE SAME TIME

Sunset Shimmer paces impatiently in front of the
Canterlot Colt statue. Snips and Snails approach.

317 SUNSET SHIMMER
Well? Did you get me something?

Snips and Snails nod their heads "yes".

318 SUNSET SHIMMER (CONT'D)
Are you going to show it to me, or
are you just going to stand there
nodding like a couple of dashboard
bobbleheads?

Snips quickly retrieves his smartphone and hands it
Sunset Shimmer. She presses a button and watches the
screen. A sinister smile spreads across her face.

EXT. CANTERLOT HIGH - MORNING - ESTABLISHING**EXT. CANTERLOT HIGH - ENTRANCE - THE NEXT MORNING**

Spike and Twilight make their way to the entrance.

319 TWILIGHT
Fluttershy said I'd need to win
over all those different groups if
I want to become Princess of the
Fall Formal so I've compiled a
list of talking points.

320 SPIKE
You've made a list? That's so
unlike you.

Twilight shoots Spike a look.

321 SPIKE (CONT'D)
Please. Continue.

322 TWILIGHT
I'll start introducing myself.
Sprinkle in some of the things
I've learned about their world
into the conversation. Show them I
fit in here.
(then, cheerful)
Okay, Spike. Time to make a good
first impression on my fellow
students. The whole world sort of
depends on it.

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

INT. CANTERLOT HIGH - HALLWAY - SOON AFTER

Twilight puts on her biggest smile and confidently walks down the hallway, introducing herself to her fellow students as she goes. She passes a FASHIONISTA

323 TWILIGHT

Hi, I'm Twilight. Love your socks.
Pink is definitely the new black.

She awkwardly holds up a peace sign to a TREE-HUGGER.

324 TWILIGHT (CONT'D)

Peace.

She passes by a huge football player and gives him an equally awkward thumbs up.

325 TWILIGHT (CONT'D)

Offense sells tickets, but defense
wins games.

She continues walking down the hall, smiling at her fellow classmates. 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.

326 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.

327 TWILIGHT (CONT'D)

Whoa!

INT. CLASSROOM - CONTINUOUS

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

328 TWILIGHT

What are you--? Why did you--?
(then)
Rarity?

Rarity whips out a WIG and slaps it on Twilight's head.

329 RARITY
Too poofy.

She puts a different wig on Twilight's head. Doesn't like the look of this one either.

330 RARITY (CONT'D)
Too shiny.
(then)
We need something that says -- "I am totally new here and you have never seen me before".

Rarity pulls out another wig and slaps it on Twilight's head. Twilight looks up at her new hairdo.

331 RARITY (CONT'D)
Perfect.
(then)
And you'll need a new signature color. Everyone's going to remember the purple and pink.
(then)
Something like this.

She digs through a nearby bag and pulls out a green dress. She pulls it over the confused Twilight's head.

332 RARITY (CONT'D)
This is good. No one will recognize you.

333 TWILIGHT
Why wouldn't I want to be--?

334 RARITY
(cutting her off)
And we'll need a disguise for your dog too. Which is too bad. He really is sooo adorable.

Rarity suddenly scoops up Spike and snuggles him. Spike smiles at the camera. Then looks back at Rarity.

335 RARITY (CONT'D)
With a little work, I think I could make him look like a rabbit instead.

Spike raises an eyebrow -- what?!

336 TWILIGHT
A rabbit--?

337 APPLEJACK (O.S.)
There you are, Twilight.

Twilight and Rarity look over to see Applejack, Fluttershy, and Pinkie Pie have entered the room.

338 RARITY
Oh, poo. So much for the disguise.

339 APPLEJACK
I've been lookin' all over for ya.

340 FLUTTERSHY
Me, too.

341 PINKIE PIE
Me, three.
(then)
I like your new look.

342 RARITY
Yes, well, I do have an eye for these sorts of things.
(then)
Not that you seem to care.

Twilight notes that last comment.

343 TWILIGHT
Why do you think she doesn't care?
No. Nevermind. Why were you all looking for me? What's going on?

The girls exchange concerned looks.

344 FLUTTERSHY
She hasn't seen it yet.

345 TWILIGHT
Seen what?

Pinkie Pie retrieves a pink laptop and turns it on.

346 PINKIE PIE
It's really not that bad.

CLOSE ON - THE COMPUTER SCREEN

*

A VIDEO plays. DISSOLVING between a SERIES of SHOTS

*

A) 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.

*

*

*

347 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.

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

348 TRIxie
Excuse me. Trixie needs some
peanut-butter crackers.

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

349 TRIxie (CONT'D)
Voila!

Twilight looks down, embarrassed.

C) 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.

350 TWILIGHT
Aaah!

D) Sunset Shimmer addresses the camera.

351 SUNSET SHIMMER (V.O.)
Twilight Sparkle wants to be your
Fall Formal Princess. But what
does it say about our school if we
give someone like this such an
important honor?

INT. CLASSROOM - CONTINUOUS

Twilight stares at the screen in horror.

352 PINKIE PIE
I take that back. It's pretty bad.

END ACT IV

ACT V

INT. CLASSROOM - CONTINUOUS

Twilight is still staring at the computer screen.

353 TWILIGHT

But this all happened yesterday.
At the library. How did it get on
here--?

*
*
*
*

(then)

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

The girls nod "yes".

354 RARITY

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

Rarity pulls up a new video on the computer

ON THE SCREEN

Rarity talks to a mannequin.

355 RARITY (CONT'D)

(on-screen)

Why Prince Blueblood that color
looks smashing on you.

(then)

A kiss? Why I suppose--

BACK TO SCENE

Rarity quickly closes the computer.

356 RARITY (CONT'D)

(an explanation)

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

(then)

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

357 APPLEJACK

I tried to warn ya, Twilight.

*

358 TWILIGHT

What am I going to do? No one is
going to vote for me after seeing
this.

*
*
*
*

359 FLUTTERSHY

Not that it will make any
difference, but I'll still vote
for you. You were so nice to stand
up for me when Sunset Shimmer was
picking on me yesterday.

*
*
*

Pinkie Pie approaches Twilight.

360 PINKIE PIE

If you still want to run, maybe
there's something I can do to
help.

*
*
*
*
*
*
*

(then)

Sunset Shimmer's got things all
turned around. People are supposed
to laugh with you. Not at you.
Duh.

Fluttershy looks over at Pinkie Pie, then leans in close
to address Twilight.

361 FLUTTERSHY

Word of advice. Don't accept her
help. She doesn't take anything
seriously.

Pinkie Pie reacts.

362 PINKIE PIE

Why do you have to be so awful to
me?

363 RARITY

Don't play the innocent, Pinkie
Pie. You're no better than she
is.

364 PINKIE PIE

What's that supposed to mean?

365 RARITY

(to Twilight)

I'm happy to offer up my
assistance as well.

(for Pinkie Pie's
benefit)

To someone who would appreciate
what I have to offer.

<BICKERING WALLA> as the girls launch into one another.

366 APPLEJACK

Listen to y'all carryin' on. Get
over it and move on.

*

367 RARITY

(sarcastic)

You mean like how you've gotten
over what happened with Rainbow
Dash?

368 APPLEJACK

She said she'd get the softball
team to make an appearance at my
bake sale, I tell everybody
they're comin', and then not one
of 'em shows up.

(then)

She made a liar outta me. That's
different.

369 PP/RARITY/FS

Is not!

370 APPLEJACK

Is too!

More <BICKERING WALLA> from the girls as they launch into
one another again. Twilight steps between them.

371 TWILIGHT

Stop! All of you!

The girls stop arguing and turn to Twilight.

372 TWILIGHT (CONT'D)

I want to show you something.

The girls eye her quizzically.

INT. SCHOOL LIBRARY - SOON AFTER

Pinkie Pie, Rarity, Fluttershy, are gathered around a
table. Twilight has the yearbook open in front of them.

373 TWILIGHT

You were friends once.

The girls look at the photo.

374 APPLEJACK

(wistful)

The Freshman Fair. Y'all
remember?

The other girls nod "yes". They can't help but smile at
the memory.

375 TWILIGHT

But something happened. I think
that something was Sunset Shimmer.

*

376 RARITY

It's a nice theory, darling, but
Sunset Shimmer had nothing to do
with it.

377 FLUTTERSHY

She's right. Sunset Shimmer isn't
the one who ruined my silent
auction for the animal shelter by
bringing fireworks and
noisemakers.

(then)

It was supposed to be a serious
event and Pinkie Pie ruined it.

378 PINKIE PIE

What are you talking about? I got
a text from you saying that you
didn't want a silent auction, you
wanted a big party.

379 FLUTTERSHY

I never sent you a text.

*

380 PINKIE PIE

You didn't?

*

*

381 RARITY

Why, you don't think she's the one
who's been sending me those e-
mails, do you?

*

*

(then, explaining)

Every time I volunteer to help
with decorations at a school
function, I get an e-mail from
Pinkie Pie saying she has plenty
of volunteers. Then I find out
she's done everything herself.

382 PINKIE PIE

I never sent you any e-mails.

The girls exchange looks -- maybe Twilight is onto
something.

383 APPLEJACK

Maybe she's the reason Rainbow
Dash didn't show up for my bake
sale.

*

*

*

384 TWILIGHT

Didn't you ever ask Rainbow Dash
why she didn't show up?

385 APPLEJACK

(sheepish)

Guess I kinda stopped talkin' to
her at all after that.

386 TWILIGHT

Maybe now would be a good time to
start?

*
*

EXT. CANTERLOT HIGH - SOCCER FIELD - CONTINUOUS

Twilight, Fluttershy, Pinkie Pie, and Rarity look on as
Rainbow Dash kicks a half-dozen soccer balls into a
distant net with absolute precision as Applejack talks to
her. From this distance they aren't privy to the girls'
conversation. But they do seem to be having one.

*
*
*

Rainbow Dash stops kicking soccer balls and the two girls
embrace.

*

387 PINKIE PIE

Hugs! Hugs are always good.

Rainbow Dash and a smiling Applejack cross to the girls.

388 APPLEJACK

Somebody, and I think we can all
guess who, told Rainbow Dash my
bake sale had been moved to a
different day. Dash showed up
with the softball team and thought
I'd cancelled on her.

389 RAINBOW DASH

AJ started to give me the silent
treatment. So I started giving her
the silent treatment. Wasn't about
to lose that battle of wills.
Don't know if you've heard, but I
don't lose.

*

(then to Twilight)

So, you're looking to de-throne
Sunset Shimmer and become Princess
of the Fall Formal, huh?

*
*
*

Twilight nods.

*

390 RAINBOW DASH (CONT'D)

Then what are we standing around
here for? We've gotta come up
with a plan.

*
*
*
*

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 cappuccinos and 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.

391 TWILIGHT
And can I get mine with extra
oats?

392 MS. CAKE
Oats? In a whipped caramel
strawberry swirl cappuccino?

393 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 frappuccino splashes onto the ground.

394 FLASH
(with a smile)
We have got to stop bumping into
each other like this.

395 TWILIGHT
You know me, always trying to make
a big "splash" around here.
(then)
Because my drink, kind of splashed
on the ground...I'm gonna go over
there now.

Twilight winces at her own dorkiness and quickly joins her new friends on the couch. Rarity notices Twilight casually looking back at Flash who is wiping up the spilled drink.

396 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.

397 TWILIGHT

(flustered)

I'm not trying to... I don't even know... We just accidentally...

(then)

Ex-boyfriend?

398 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.

399 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.

400 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 her differently.

*

The girls nod in agreement, then sit in thoughtful silence. Rarity suddenly leaps up off the couch.

*

*

401 RARITY

I've got it!

(then, more demurely)

I mean... perhaps I have a solution.

*

*

*

*

*

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.

402 RARITY

Okay. Now this may be an absolutely preposterous idea but... what if tomorrow we all wore these as a sign of unity?

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

403 RARITY (CONT'D)
Freshman year they were really popular. 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.

*
*

404 RARITY (CONT'D)
The five of us are obviously very different but deep down we're all Canterlot Colts.
(then)
Sunset Shimmer is the one who divided us. Twilight Sparkle is the one who united us. And we're going to let everybody know it.
(then)
So... what do you think?

MUSIC UP as we...

*

CUT TO:

INT. CANTERLOT HIGH - SOON AFTER

*

The doors swing open and Fluttershy, Rainbow Dash, Applejack, Pinkie Pie, Rarity, and Twilight enter together in SLO-MO. They are wearing their "Canterlot Colt" ears and tails. Resume NORMAL SPEED as we...

*
*
*
*

DISSOLVE TO:

*

A SERIES OF SHOTS

*

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

*

405 APPLEJACK
Twilight is here to unite us, not divide us.

*
*
*

B) Fluttershy nervously approaches the Cutie Mark Crusaders.

*
*

406 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.

407 PINKIE PIE

Vote Twilight!

D) Rainbow Dash gives the FOOTBALL TEAM a thumbs up as
they strike a pose in their ears and tails.

408 RAINBOW DASH

Twilight's the one who has real
school spirit.

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

409 FLASH

Whatta ya think?

F) Sunset Shimmer stews as her fellow classmates put on
their Canterlot Colt ears and tails.

410 SUNSET SHIMMER

Urgh. This is ridiculous.
(then)
Snips! Snails!

411 SNIPS AND SNAILS (O.S.)

Yes, Sunset.

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

412 SUNSET SHIMMER

Take those off!

Snips and Snails slump and reluctantly remove their ears.

413 SUNSET SHIMMER (CONT'D)

I have something I need you to do.

INT. HALLWAY - LATER THAT DAY

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

414 RARITY
Doesn't everyone look just
fabulous?

*
*
*

415 TWILIGHT
It was a great idea, Rarity.

*
*

Sunset Shimmer approaches. She is all smiles.

*

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

*
*
*
*
*

417 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 VICE
PRINCIPAL LUNA's office.

*
*
*

She <KNOCKS>. Her smile quickly turning to a look of
utter trepidation as VICE PRINCIPAL LUNA answers.

*
*

418 SUNSET SHIMMER
Vice Principal Luna, something
terrible has happened!

*
*
*

INT. CANTERLOT HIGH - GYM - A FEW MINUTES LATER

*

Vice Principal Luna 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.

*
*
*
*

419 SUNSET SHIMMER
Isn't this just awful. And after
Pinkie Pie worked so hard to make
things so perfect.
(laying it on thick)
Why would Twilight Sparkle do
something like this?

*
*
*
*
*
*
*

420 VICE PRINCIPAL LUNA
Twilight Sparkle? Why would you
think Twilight was responsible for
something like this?

*
*
*
*

421 SUNSET SHIMMER
Because I have proof.

*
*

INT. VICE PRINCIPAL LUNA'S OFFICE - SOON AFTER

*

Twilight is seated across from Vice Principal Luna who is looking down at several photographs that are spread out across her desk.

*
*
*

422 TWILIGHT
But... but I don't understand.

*
*

423 VICE PRINCIPAL LUNA
This is clearly you in the
photographs, is it not?

*
*
*

She gestures to the photos on her desk.

*

CLOSE ON - PHOTOS

*

They depict Twilight kicking over tables, smashing bottles, and otherwise trashing the gym.

*
*

BACK TO SCENE

*

Twilight is flabbergasted.

*

424 TWILIGHT
Yes, but-- But I'm trying to tell
you. I didn't do this.

*
*
*

425 VICE PRINCIPAL LUNA
Photographs don't lie, Twilight.
But as the chief disciplinarian at
this school, I have learned that
students do. Especially when they
get caught red-handed.

*
*
*
*
*
*

Vice Principal Luna escorts Twilight to the exit.

*

426 VICE PRINCIPAL LUNA (CONT'D)
I think it should be fairly
obvious that the school cannot let
someone who would do something
like this compete for the Fall
Formal crown.

*
*
*
*
*
*

Twilight slumps.

*

EXT. HALLWAY - A MOMENT LATER

*

A somber Twilight walks with her head down. She bumps into Flash Sentry.

*
*

427 FLASH *
(with a smile) *
Didn't I say we had to stop *
bumping into each other like this? *

Twilight's expression remains somber. *

428 TWILIGHT *
Sorry. *

Twilight starts to head off, but Flash stops her. *

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

Off Twilight's quizzical expression we... *

CUT TO: *

INT. VICE PRINCIPAL LUNA'S OFFICE - CONTINUOUS *

Flash Sentry stands before Vice Principal Luna. He *
spreads a series of photos out across her desk. *

430 FLASH *
I found these in a trash can in *
the library. *

He lays down a PHOTO of an overturned table in the gym, *
then a PHOTO of Twilight. *

431 FLASH (CONT'D) *
Someone obviously super-imposed *
this photo over this one to make *
it look like Twilight was the one *
who trashed the gym. *

Vice Principal Luna examines the photographs. *

432 VICE PRINCIPAL LUNA *
I appreciate you bringing this to *
my attention, Flash. *
(then to Twilight) *
In light of this new evidence, you *
may of course continue your bid to *
be crowned the Princess of the *
Fall Formal. *

Twilight throws her arms around Flash. *

433 TWILIGHT *
(to Flash) *
Thank you. You have no idea how *
important this is to me. *

Twilight realizes what she's doing and releases Flash. *

434 FLASH *

What was I going to do? Not prove
your innocence? Wouldn't be much
of a "Canterlot Colt" would I? *

435 VICE PRINCIPAL LUNA *

I am afraid enough damage has been
done to the gym that we will have
to postpone the dance until
tomorrow night. *

(then) *

If you'll excuse me, I need to let
my sister know about this latest
development. *

Vice Principal Luna gathers up the photos and exits. *

436 FLASH *

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

437 TWILIGHT *

That would be-- *

Twilight's eyes suddenly go wide. *

438 TWILIGHT (CONT'D) *

Tomorrow night? No. No. No. I
can't-- The portal. That'll be
too late. I-- *

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

439 FLASH *

(calling after her) *

One "no" would've been fine. *

END ACT V *

ACT VI *

INT. SCHOOL LIBRARY - ATTIC - SOON AFTER *

Twilight paces in front of Spike. *

440 TWILIGHT *

What am I going to do? If I don't
get my crown tonight, I won't be
able to go back to Equestria for
another 30 moons. *

441 SPIKE

Urgh. Bet she had a little help
from good ol' Snips and Snails.

(then)

Even in an alternate reality those
two are a lousy judge of
character.

442 TWILIGHT

It might've only taken two teenage
boys to wreck that gym, but even
if I get the other girls to help
me there's no way we can fix it up
again by tonight. There just
isn't enough time.

Twilight slumps.

443 SPIKE

You have to try. You've come this
far. You can't give up now.

Twilight smiles, appreciating the pep talk.

444 TWILIGHT

I'm glad you followed me here,
Spike.

445 SPIKE

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

DISSOLVE TO:

INT. GYMANSIUM - SOON AFTER

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

446 PINKIE PIE

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

447 RARITY

I simply can't believe they did
all this.

448 TWILIGHT

I know it seems impossible, but
maybe if we all work together...?

Applejack grins.

449 APPLEJACK *
Now that's the kind of can-do *
spirit I'm lookin' for in a Fall *
Formal Princess. *

Applejack extends her hand. *

450 APPLEJACK (CONT'D) *
Let's do it, y'all. *

451 RARITY *
Absolutely. *

Rarity places her hand on top of Rarity's. *

452 RAINBOW DASH *
Rock on! *

Rainbow dash places her hand on top of Rarity's *

453 PINKIE PIE *
Yes-indeedily! *

Pinkie Pie adds her hand to the pile. *

454 FLUTTERSHY *
Um...well, if you all are going *
to... *

Twilight puts her hand on top. MUSIC UP as we... *

CUT TO: *

A SERIES OF SHOTS *

A) Twilight and her friends begin the clean up process. *

B) A pair of FOOTBALL PLAYERS watch Twilight dragging a *
broken table out of the gym. They shrug, then head over *
to give her a hand. *

C) Two FASHIONISTAS pass by the gym. They look inside to *
see Rarity and Pinkie Pie hurling streamers over the *
rafters. *

D) The FASHIONISTAS are now painting a huge Fall Formal *
banner. Twilight nods her head approvingly. *

E) A pair of TECHIES rig up a fancy new lighting system. *

F) The Cutie Mark Crusaders try their hand at running a *
DJ booth. Twilight shakes her head, "no". *

F) Flash Sentry's BAND does a sound check. He gives *
Twilight a smile. *

G) DRAMA KIDS and ECO-KIDS build a set where attendees
will get their pictures taken. *

F) Twilight directs her fellow students from the stage at
the far end of the gym. She looks out at 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. *

455 PINKIE PIE
This. Looks. Soooooo. Good. *

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

456 PRINCIPAL CELESTIA
Alright, everyone. Fall Formal is
back on for this evening. *

A <CHEER> from the students. *

457 PRINCIPAL CELESTIA (CONT'D)
So you'd better get out of here
and start getting ready. *

<EXCITED WALLA> as students file out of the gym past
Sunset Shimmer who surveys the scene with Snips and
Snails by her side. *

458 SUNSET SHIMMER
You're lucky she was able to pull
this off. Next time I ask you to
make a mess of things, try to show
a little restraint.
(then)
I need this formal to go on
tonight just as much as she does. *

459 SNIPS
How come? Twilight's gonna be
Princess. *

460 SNAILS
Yeah. Twilight's gonna be
Princess. *

461 SUNSET SHIMMER
We'll see. *

INT. CAROUSEL BOUTIQUE - SOON AFTER

Twilight and the other girls enter the boutique.

462 FLUTTERSHY
I still can't believe we pulled
that off.

463 RAINBOW DASH
I can. We're awesome.

464 RARITY
Enough chatter girls. We need to
get ready. And we need to look
fabulous.

Rarity wheels out a rack of dresses.

MUSIC UP on...

A MUSICAL MONTAGE

A) Rainbow Dash looks at herself in the mirror. She is wearing an extremely poofy dress with huge sleeves. She grimaces and shakes her head "no".

B) A series of FAST CUTS of Pinkie Pie modeling several over-the-top hair-styles.

C) Applejack pulls up the hem of a long dress to reveal she is still wearing her cowboy boots. Rarity shakes her head "no" and holds up a pair of heels with apple clasps. Applejack grins and takes the heels from Rarity.

D) Rarity holds up her hands to show off her glittery nail polish.

E) Rarity opens a box to reveal a plethora of sparkling accessories. (NOTE: These can resemble our Elements of Harmony)

F) The girls, minus Twilight, are eagerly gathered around a dressing room. Twilight emerges from the dressing room in an absolutely beautiful dress.

MUSIC ENDS as 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.

465 GIRLS
<EXCITED WALLA>

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

466 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.

467 FLASH (CONT'D)
I know you said "no" about going to the Fall Formal with me but, uh, maybe you'd reconsider and at least have one dance?

468 TWILIGHT
I didn't say "no". I mean, I did, but I didn't mean "no" to you. I was... what I mean is...Yes I'd love to dance with you.

*

Flash grins.

*

INT. GYMNASIUM - CONTINUOUS

Twilight and her friends dance in front of the stage where Flash's band plays an UPBEAT SONG. Twilight looks around.

*

*

*

469 TWILIGHT
Anybody seen Sunset Shimmer?

*

*

470 RAINBOW DASH
Maybe she was too embarrassed to show. She's gotta know you won by a landslide.

*

*

*

*

471 TWILIGHT
Maybe.

*

*

Up on the stage, Principal Celestia gestures for Flash and his band to bring down the music, then speaks into a microphone.

*

*

*

472 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.

*

*

*

*

*

*

She gestures off-stage and Vice Principal Luna approaches carrying a wooden box. *

473 PRINCIPAL CELESTIA (CONT'D) *
And now, without further ado, I'd *
like to announce the winner of *
this year's Fall Formal Crown. *

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. *

474 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 with hugs. Fluttershy exhales. *

475 FLUTTERSHY *
Oh my gosh, I was so nervous. *

Twilight makes her way to the stage to accept her crown. *

A <HUSH> falls over the crowd as Twilight joins Principal Celestia on stage. Vice Principal Luna opens the box and Principal Celestia retrieves Twilight's crown. *

476 PRINCIPAL CELESTIA *
Congratulations Twilight. *

She places it upon Twilight's head. Twilight looks out over the crowd and smiles. *

477 SPIKE (O.S.) *
Twilight! Help! *

478 TWILIGHT *
(confused) *
Spike? *

Twilight scans the crowd and spots Snips racing out of the gym with Spike under his arm and Snails following close behind. *

479 TWILIGHT (CONT'D) *
Spike! *

Twilight jumps down from the stage and makes her way to the exit. The confused crowd parts to make way. *

Twilight passes her friends. *

480 TWILIGHT (CONT'D) *
(calling back) *
They've got Spike. *

EXT. CANTERLOT HIGH - CONTINUOUS *

Twilight bursts out of the gym with Rarity, Pinkie Pie, *
Fluttershy, Rainbow Dash, and Applejack right behind her. *

481 TWILIGHT *
There. *

She points to Snips and Snails in the distance, Spike *
struggling to escape Snips grasp. The girls pursue the *
boys to... *

EXT. CANTERLOT HIGH - FRONT LAWN - CONTINUOUS *

Snips and Snails rush up to Sunset Shimmer who is *
standing next to the statue of the Canterlot Colt. *

482 SUNSET SHIMMER *
That's close enough. *

Twilight and the other girls stop in their tracks. *

483 TWILIGHT *
Don't hurt him. *

484 SUNSET SHIMMER *
Oh I wouldn't dream of it. I'm *
not a monster, Twilight. *
(then, to Snips) *
Let him go. *

Snips releases Spike who rushes over to Twilight. *

485 TWILIGHT *
What do you want? *

486 SUNSET SHIMMER *
I just wanted to get your *
attention so I could say congrats *
on your big win. *
(then) *
Too bad you won't be able to take *
your 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.

END ACT VI

ACT VI

EXT. CANTERLOT HIGH - FRONT LAWN - CONTINUOUS

Sunset Shimmer is still poised to strike the portal.

487 SUNSET SHIMMER

You don't belong here, Twilight.

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.

488 SUNSET SHIMMER (CONT'D)

It's up to you.

489 APPLEJACK

What in sweet apple blossoms is

she talkin' about?

490 PINKIE PIE

(rapid fire)

Duh. Twilight's from an alternate world and she's 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 she needs them to help protect her magical world and our Canterlot Colt statue is obviously the gateway back to the magical world and if Sunset Shimmer destroys it Twilight won't be able to go home with her crown.

Everyone looks at Pinkie Pie, dumbfounded.

491 RAINBOW DASH

Yeah. I'm pretty sure that isn't it.

492 SPIKE

No. She's pretty much spot on.

493 FLUTTERSHY

He can talk?! Oh my goodness this is so exciting.

494 SPIKE

Yep. And back where I come from,
I'm not even a dog. I am a
ferocious fire-breathing dragon.

(then to Rarity)

Pretty impressive, huh?

495 SUNSET SHIMMER

Enough! Could we all just please
focus? Twilight here has a very
important decision to make.

(then, to Twilight)

Well...?

Twilight's eyes narrow.

496 TWILIGHT

No.

Sunset Shimmer is genuinely shocked by Twilight's
response.

497 SUNSET SHIMMER

What?!

(then)

Equestria. Your friends. Lost to
you forever. Don't you see what
I'm about to do to the portal?

498 TWILIGHT

Yes. But I've also seen what
you've been able to do here
without magic. Equestria will
find a way to survive without my
Element of Harmony. This place
might not if I allow it to fall
into your hands.

(then)

So go ahead. Destroy the portal.
You aren't getting this crown.

Twilight stares down Sunset Shimmer who holds her gaze.

499 SUNSET SHIMMER

Fine. You win.

Sunset tosses aside her golf club. The Equestria Girls
quickly gather around Twilight.

500 APPLEJACK

Can't believe you were gonna do
that for us.

501 RAINBOW DASH

You. Are. Awesome!

502 RARITY

It's no wonder you're a real live princess.

Sunset Shimmer walks past Twilight, motioning for Snips and Snails to follow her.

*
*

503 SUNSET SHIMMER

Yes. She's so very special.

(then)

Take your crown back to Equestria, Princess Twilight. See if I care.

Sunset Shimmer suddenly spins and lunges for Twilight. Twilight is able to dive out of the way, but as she hits the ground the crown goes flying off her head.

Sunset Shimmer goes after it but right as she's about to snatch it up, Spike picks it up in his teeth and takes off back toward the gym.

*

504 SUNSET SHIMMER (CONT'D)

(to Snips and Snails)

Grab him, you idiots.

*
*
***INT. GYM - A MOMENT LATER**

*

Spike enters with Snips and Snails hot on his trail. He darts between the legs of the stunned students. He makes a hard right and suddenly finds himself face-to-face with Snips. He turns to run the other way and nearly collides with Snails.

*

505 RAINBOW DASH

Spike!

*
*

Spike looks over to see Rainbow Dash. He uses his teeth to fling the crown. Rainbow Dash catches it, then turns and finds herself face-to-face with Snips.

*
*
*

Snips reaches for the crown but Rainbow Dash quickly leaps up onto a nearby speaker, then jumps up to a basketball goal, and uses it to swing herself onto the stage.

*
*
*
*

Snails is suddenly right beside her so she flings the crown frisbee-style back to Spike who leaps up and catches it mid-air.

*
*
*

He makes a mad dash back toward Twilight who has just reached the entrance to the gym when he suddenly realizes that his feet are no longer touching the ground.

*
*
*

REVEAL: He's been scooped up by Sunset Shimmer who snatches the crown out of his mouth.

*
*

506 SUNSET SHIMMER *
I'll take that. *

Sunset Shimmer drops Spike. Snips and Snails quickly *
rush to her side. *

507 SNIPS *
This is gonna be so cool. *

508 SNAILS *
She's gonna make us knights. *

Sunset Shimmer closes her eyes, relishing her victory. *

509 SUNSET SHIMMER *
At last. More power than I could *
ever imagine. *

PHZAAMM! There is a FLASH of RED LIGHT and suddenly... *

Sunset Shimmer is TRANSFORMED into a terrifying creature. *
She now has ears, a tail, wings, and a gnarled horn. *

PHZAMM! PHZAMM! Sunset Shimmer raises her hands and *
fires red blasts of light at Snips and Snails who are *
also transformed into Pegasus/human hybrids. *

Twilight lunges for Sunset Shimmer. *

PHZAMMM! Sunset Shimmer raises her hands and fires red *
blasts of light that send Twilight stumbling backwards *
and falling to the ground. *

The other Equestria Girls rush over to her as Sunset *
Shimmer addresses her fellow students who are now *
cowering in fear. *

510 SUNSET SHIMMER (CONT'D) *
I have to say, I am really *
disappointed in all of you. I've *
had to jump through so many hoops *
tonight to get my hands on this *
crown and it really should have *
been mine all along. *
(then) *
But let's let bygones be bygones. *
I am your Princess now. *
(then, sinister) *
And you will be loyal to me. *

PHZZAM! PHZZAM! Sunset Shimmer fires blasts at the *
other students. Their eyes suddenly go red. Their *
bodies stiff, like zombies. *

511 SUNSET SHIMMER (CONT'D) *
 (to Snips and Snails) *
Round them up and bring them to *
the portal. *

She spins and faces Twilight and the Equestria Girls. *

512 SUNSET SHIMMER (CONT'D) *
Spoiler alert. I was bluffing back *
there when I said I was going to *
destroy the portal. I don't want *
to rule this pathetic little high *
school, I want Equestria. And with *
my own little teenage army behind *
me, I'm going to get it. *

Twilight steps in front of Sunset Shimmer. *

513 TWILIGHT *
No. You're not. *

514 SUNSET SHIMMER *
Oh, please. What exactly do you *
think you're going to do to stop *
me? I have magic and you have *
nothing. *

Rainbow Dash joins Twilight. *

515 RAINBOW DASH *
She has us. *

She is quickly joined by Applejack, Pinkie Pie, *
Fluttershy, and Rainbow Dash. *

516 SUNSET SHIMMER *
OMG. The gang really is all back *
together again. It's just like *
freshman year. *
 (then) *
Now step aside. Twilight has *
tried to interfere with my plans *
one too many times already. She *
needs to be dealt with. *

The five girls clasp hands, bracing themselves for *
whatever is to come. *

Sunset Shimmer FIRES a blast of RED LIGHT at the girls. *

But suddenly... *

There is a FLASH OF WHITE LIGHT and... *

THE EQUESTRIA GIRLS are TRANSFORMED! *

Fluttershy rises up into the air now sporting real PONY
EARS, a TAIL and WINGS. *

Rainbow Dash rises up into the air now sporting real PONY
EARS, a TAIL and WINGS. *

Pinkie Pie rises up into the air now sporting real PONY
EARS and a TAIL. *

Applejack rises up into the air now sporting real PONY
EARS, a TAIL and WINGS. *

Rarity rises up into the air now sporting real PONY EARS,
a TAIL and a HORN. *

Rays of white light pass through them and into Twilight,
who suddenly rises into the air behind them with WINGS
EXTENDED and HORN glowing. *

517 SUNSET SHIMMER (CONT'D) *

What is happening? I don't *

understand. *

518 TWILIGHT *

The magic contained in my Element *

was able to unite with those that *

helped create it. The same *

Elements that exist in Equestria *

can be found in this world -- *

Honesty, Kindness, Laughter, *

Generosity, and Loyalty. Together *

with the crown they create a power *

beyond anything you could imagine. *

But it is a power that you don't *

have the ability to control. *

(then) *

The crown may be upon your head, *

Sunset Shimmer, but you cannot *

wield it, because you do not *

possess the most powerful magic of *

all -- the Magic of Friendship. *

The six suddenly POWER UP together and a blast of RAINBOW
LIGHT shines out of them, striking Sunset Shimmer and
knocking the crown off her head. *

The RAINBOW then encircles the rest of the students who
are snapped out of their zombie-like states and
TRANSFORMED into pony/human form. *

Another FLASH of WHITE LIGHT and we...

DISSOLVE TO:

INT. GYM - A MOMENT LATER

Twilight and the Equestria Girls are now back on the ground, still sporting ears, wings, tails, and horns.

They look at Sunset Shimmer who has been returned to her normal human form and is curled up on the ground in front of them.

Sunset Shimmer looks around at her fellow classmates who are still in their pony/human hybrid form. They eye her with disdain.

Twilight slowly approaches Sunset Shimmer.

519 TWILIGHT

You will never rule in Equestria.
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 begins to CRY.

520 SUNSET SHIMMER

I'm sorry. I'm so sorry. I
didn't know there was another way.

521 TWILIGHT

The Magic of Friendship doesn't
just exist in Equestria. It's
everywhere.

Twilight looks to her new friends and smiles.

522 TWILIGHT (CONT'D)

You can seek it out. Or you can
forever be alone. The choice is
yours.

Sunset Shimmer looks around at the other students, then looks up at Twilight with tears in her eyes.

523 SUNSET SHIMMER

But all I've done since I've been
here is drive everyone apart. I
don't know the first thing about
friendship.

524 TWILIGHT *
I bet they can teach you. *

She looks to her new friends. *

They slowly approach Sunset Shimmer and help her up. *

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

525 SPIKE *
Woo-hoo! Those are my girls! *

Suddenly all eyes are on him. *

526 FOOTBALL PLAYER PONY *
Did that dog just talk? *
(then) *
Whoa. Weird. *

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

528 RARITY *
I for one think you're adorable. *

Rarity bends down and scratches Spike behind the ears. *

529 SPIKE *
Oh. Yeah. Right behind that left *
ear. *

Principal Celestia and Vice Principal Luna, both now *
alicorn/human hybrids approach Twilight. Principal *
Celestia holds Twilight's crown. *

530 PRINCIPAL CELESTIA *
I believe this belongs to you. *

She places the crown upon Twilight's head. *

531 PRINCIPAL CELESTIA (CONT'D) *
A true Princess in any world *
leads, not by forcing others to *
bow before her, but by inspiring *
others to stand with her. *
(then) *
We have all seen that you are *
capable of just that. I hope you *
see it too, Princess Twilight. *

Twilight lets this sink in for a moment. *

532 TWILIGHT *
I do. *

Just then, a winged Flash Sentry approaches Twilight. *

533 FLASH *

Would now be a completely awkward *

time to ask you for that dance? *

Twilight smiles. *

MUSIC UP as we... *

DISSOLVE TO: *

OUR BIG "EQUESTRIA GIRLS" MUSIC VIDEO *

We INTERCUT our girls on the dance floor "introducing" *

themselves as Equestria Girls with the following: *

A) Rarity leads a conga dance. *

B) Rainbow Dash tries out her new wings. *

C) Fluttershy dances with her bunny, bird, and kitten. *

D) GRANNY SMITH arrives to deliver extra bottles of fizzy *

cider. She abandons her delivery duties and gets down on *

the dance floor. *

E) Twilight plays air guitar next to Flash Sentry as he *

plays his guitar with his band. *

F) The Cutie Mark Crusaders break dance. Awkwardly. *

G) Applejack kicks off her high heels. *

H) Snips and Snails try to sneak out of the gym. Vice *

Principal Luna blocks their path. *

I) A teenage PHOTO FINISH takes a picture of Twilight and *

her friends. *

We END with a CAMERA FLASH of WHITE and... *

DISSOLVE TO: *

EXT. CANTERLOT HIGH - LATER THAT NIGHT *

Twilight, wearing her crown, embraces her new friends as *

she prepares to head back to Equestria. They are back to *

their normal human forms. *

534 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.

535 RARITY

Of course we will.

(then)

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

536 TWILIGHT

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

537 SPIKE

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

Twilight and the girls share a group hug.

Twilight and Spike take their places in front of the Canterlot Colt statue.

538 SPIKE (CONT'D)

That crown really does suit you, Princess Twilight.

539 TWILIGHT

You know what, Spike, I am starting to feel a little more comfortable wearing it.

540 SPIKE

And the wings?

541 TWILIGHT

I've been walking on two legs and picking things up with these.

She holds up her hands.

542 TWILIGHT (CONT'D)

Wings? I'm thrilled that's all I'll be dealing with back in Equestria.

(then)

Ready?

Spike nods. They reach out and touch the sparkling base of the Canterlot Colt statue.

There is FLASH of WHITE LIGHT and they are gone.

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

543 PINKIE PIE
Bummer.

*
*

544 RAINBOW DASH
Hey! She forgot this.

*
*

Rainbow Dash bends down and picks up Twilight's backpack.
She opens it up and retrieves the book Twilight brought
from Equestria. The girls gather around to take a look.
The book begins to SPARKLE and GLOW.

*
*
*
*

545 APPLEJACK
I'm not the only one who's seein'
that, right?

*
*
*

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.

*
*

546 PONYVILLE PONIES
Twilight!/You're 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.

*
*

547 PRINCESS CELESTIA
Sunset Shimmer. Is she alright?

*
*

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

*
*
*

Princess Celestia smiles.

*

A beat, then...

*

549 RAINBOW DASH
What are hands?

*
*

DISSOLVE TO:

*

EXT. HALLWAY - SOON AFTER

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

550 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.

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

552 PONYVILLE PONIES
Dancing?

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

553 TWILIGHT
Ooff.

554 PEGASUS (FLASH SENTRY)
Excuse me. Sorry about that.

Twilight watches him as he continues down the hall.

555 TWILIGHT
Who was that?

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

Twilight grins.

557 TWILIGHT
Not exactly...

558 PINKIE PIE
(sing-song)
Somebody's got a crush on the new
guy.

559 TWILIGHT
No I don't.

She continues down the hall surrounded by her pony
friends. Looking back one more time to get a glimpse
Flash Sentry as we...

*
*
*

FADE OUT.

*

THE END

*