

Distribution:

Production:

Sarah Wall
Meghan McCarthy
Jayson Thiessen
Ishi Rudell
Ashley Irving-Scott
Lesley Crawford

Hasbro Studios:

Stephen Davis
Kathy Page
Michael Vogel
Brian Lenard
Robert Fewkes
Sophia Hussain
Chris Calhoon
Finn Arnesen
Nina Scales
Jennifer Jaimes

Hasbro Brand:

Donna Tobin
You Sun Hwang
Smantha Lomow
Georgina Melone

MY LITTLE PONY EQUESTRIA GIRLS DVD
RAINBOW ROCKS
Written By: Meghan McCarthy

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FADE IN:

1) EXT. MANEHATTAN - STREET CORNER - DAY 1

We PUSH THROUGH the hustle and bustle of the city to TWO down-on-their luck ponies, SMOKEY HOAX and MIRROR MAGIC who are singing on the corner. A BUSINESS PONY in a hurry tosses a pair of bits into their tip jar.

1 SMOKEY HOAX AND MIRROR MAGIC 1
(singing)
*You will adore us. This much we
know is true./ You will adore us.
Before this song is through.*

The girls stop singing and look into their tip jar which contains only a hoof-ful of bits.

2 SMOKEY HOAX 2
We've been at this for hours and
this is all we have to show for it?

3 MIRROR MAGIC 3
Better than yesterday.

4 SMOKEY HOAX 4
I don't know why we even bother.
She took our true voices away.
We'll never be what we once were.

5 ADAGIO DAZZLE (O.S.) 5
Maybe we will.

Smokey Hoax and Mirror Magic look up to see the beautiful, but seen better days, ADAGIO DAZZLE.

6 SMOKEY HOAX 6
Where have you been? We can't
perform the harmonies properly when
you aren't here.

7 ADAGIO DAZZLE 7
We're leaving this place.

8 MIRROR MAGIC 8
(whiny)
I don't want to move again. We've
already tried this in half the
cities in Equestria.

9 ADAGIO DAZZLE 9
I'm not talking about Equestria.

Smokey Hoax and Mirror Magic exchange confused looks.

10 SMOKEY HOAX 10
 Then where?

11 ADAGIO DAZZLE 11
 I think I've found a place where
 our magic can be restored.

She gestures to the dull SCARLET-COLORED PENDANT around her neck. Smokey Hoax and Mirror Magic wear the same pendants.

12 ADAGIO DAZZLE (CONT'D) 12
 It will be just like before. Only
 this time there will be no one to
 stop us.

Mirror Magic and Smokey Hoax's interest has been piqued.

13 SMOKEY HOAX 13
 What is this place?

Off their curious expressions we HEAR:

<A SCHOOL BELL RINGS>

CUT TO:

2) EXT. CANTERLOT HIGH - DAY

2

Happy STUDENTS make their way across the quad. ATHLETES pal around with DRAMA KIDS. FASHIONISTAS chat with TECHIES. ECO-KIDS trade air-guitar riffs with the ROCKERS.

REVEAL: ADAGIO DAZZLE, SMOKEY HOAX, and MIRROR MAGIC, still wearing their pendants, but now in human form watch the school and its students from a distance.

14 ADAGIO DAZZLE 14
 They call it Canterlot High School.

Off her sinister smile we...

END TEASER

TITLE SEQUENCE

ACT I**3) EXT. CANTERLOT HIGH - DAY - ESTABLISHING** 3

We HEAR a <POP SONG> being played. (LYRICS TBD)

4) INT. MUSIC ROOM - AT THE SAME TIME 4

SUNSET SHIMMER looks on as a "PONYED UP" RAINBOW DASH (on guitar), PINKIE PIE (on drums), FLUTTERSHY (on tambourine and back-up vocals), RARITY (on keytar), and APPLEJACK (on bass) play the final bars of the song.

The girls return to their normal form.

Sunset Shimmer <CLAPS>.

15 SUNSET SHIMMER 15
Sounding really good, you guys!
Really good!

16 RARITY 16
I still can't believe that happens
when we play.

17 APPLEJACK 17
I just wonder *why* it happens?
Twilight took her crown back to
Equestria. Shouldn't that mean she
took all that magic back with her?

18 RAINBOW DASH 18
Who cares *why* it happens? It's
totally awesome and makes my band
way cooler than any other band at
Canterlot High.

19 RARITY 19
Your band?

20 RAINBOW DASH 20
Duh. It was my idea to start a band
in the first place. And I am the
lead singer.
(then)
Let's practice that new one I
wrote.

Rainbow Dash steps up to her mic, ready to play. Fluttershy nervously approaches her.

21 FLUTTERSHY 21
Um, Rainbow Dash, I was wondering
if we could maybe work on the song
I wrote.

22 RAINBOW DASH 22
We'll get to it.

23 FLUTTERSHY 23
Oh. Okay.

Just then, FLASH SENTRY pokes his head into the music room.

24 FLASH SENTRY 24
Heard you outside. You guys are
sounding really tight.

25 RAINBOW DASH 25
We're getting there. Rarity's still
coming in a little late on the
second verse and Applejack's bass
solo could use a little work.

Applejack rolls her eyes.

26 FLUTTERSHY 26
Oh, um, I've been meaning to ask, I
mean, if it isn't too much trouble,
and if you aren't too busy, and
well, I don't want to put you on
the spot but--

27 RARITY 27
She wants to know if your band will
join us at a charity event for the
Canterlot Animal Shelter Saturday.

28 FLUTTERSHY 28
But, only if you really want to.

29 FLASH SENTRY 29
Sounds awesome. Count us in.
(trying to play it cool)
I don't suppose any of our friends
from, uh, "out of town" might show
up. It being a special charity
event and all.

30 APPLEJACK 30
Sorry, Flash, I don't think
Twilight's gonna be coming back to
Canterlot High any time soon.

31 FLASH SENTRY 31
Oh. Yeah. Okay. Just, you know,
thought I'd ask.
(then)
See you guys at the assembly.

Flash makes his exit.

32 RARITY 32
Well, someone is quite the smitten
kitten.
(then, to Sunset Shimmer)
Oh. Sorry. I always forget you and
Flash used to be an item.

33 SUNSET SHIMMER 33
It's okay. Flash is a great guy and
all but I never really *liked* him
liked him. I was just using him to
become more popular.
(then)
The old me really was just awful,
wasn't I?

The girls <AD-LIB> their agreement.

34 APPLEJACK 34
But the important thing is that
you've turned yourself around.

35 SUNSET SHIMMER 35
Couldn't have done it without the
five of you.

The girls share a smile.

They look up at the intercom as it <BUZZES>.

36 VICE PRINCIPAL LUNA (O.S.) 36
(over the intercom)
Students, please make your way to
the gym for the school-wide
assembly.

The girls, except for Rainbow Dash, pack up their instruments
and head for the door. Rainbow Dash tries to get in a last
few riffs on her guitar.

37 VICE PRINCIPAL LUNA (CONT'D) 37
That means you too, Rainbow Dash.

Rainbow Dash quickly puts her guitar in its case and follows
her friends out the door.

5) INT. GYM - SOON AFTER

5

STUDENTS, Sunset Shimmer and the Equestria Girls among them, <AD-LIB GREETINGS> as they take their seats on the bleachers. We see reflections of school-wide camaraderie and Canterlot WonderColt Pride. A few kids wear their Canterlot Colt Ears and Tails. Members of different school "cliques" greet one another and give one another bro-hoofs.

ANGLE PRINCIPAL CELESTIA and PRINCIPAL LUNA

who stand on stage in front of closed curtains. They are strangely giddy. Principal Celestia speaks into a microphone.

38	PRINCIPAL CELESTIA	38
	(into the microphone)	
	Good afternoon, students. We've	
	gathered you all here today because	
	we have some very special guests	
	with a very special announcement.	

Vice Principal Luna grabs the mic.

39	VICE PRINCIPAL LUNA	39
	(into the microphone)	
	The Dazzlers are here!	

IN THE BLEACHERS

Students shrug. They clearly have no idea who Adagio and the Dazzlers are.

40	STUDENTS	40
	Who?/The Dazzlers?/Are they a band	
	or something?	

Sunset Shimmer and the Equestria Girls are equally in the dark as to who The Dazzlers are.

41	APPLEJACK	41
	Never heard of 'em, have you?	

42	RARITY	42
	I haven't. And I do try to stay on	
	top of these sort of things.	

ON THE STAGE

Principal Celestia covers the mic with her hand so she can speak privately to her sister.

43 PRINCIPAL CELESTIA 43
 (peeved)
 I was going to make the
 announcement.

44 VICE PRINCIPAL LUNA 44
 I'm sorry, sister, I just couldn't
 wait.

45 PRINCIPAL CELESTIA 45
 You could have. You *chose* not to.

Principal Celestia glares at her sister for a moment, then puts a smile back on her face to address the students.

46 PRINCIPAL CELESTIA (CONT'D) 46
 (into the microphone)
 When Adagio approached us about
 this, we were unsure.
 (growing excitement)
 But then she and her band played
 for Vice Principal Luna and me, and
 let's just say--

Vice Principal Luna commandeers the microphone again.

47 VICE PRINCIPAL LUNA 47
 We're fans!

ANGLE ON the EQUESTRIA GIRLS

Applejack looks a bit confused.

48 APPLEJACK 48
 (to her friends)
 They seem like they're actin' a
 little weird?

Her friends nod "yes".

BACK ON STAGE

An irritated Principal Celestia takes the microphone back from her sister.

49 PRINCIPAL CELESTIA 49
 We think the announcement they are
 going to make is very exciting.
 So, without further ado, The
 Dazzlers.

Principal Celestia and Principal Luna hurry off the stage as the curtains open to reveal...

Adagio Dazzle, Smokey Hoax, and Mirro Magic. They wear their SCARLET-COLORED PENDANTS which look a bit shinier than the last time we saw them. Adagio has a GUITAR. Mirror Magic has a BASS. Smokey Hoax is on DRUMS..

50 ADAGIO DAZZLE 50
 (into a microphone)
 Hi everypo-- everybody. Like your
 lovely Principal said, we're here
 to make a special announcement.

Principal Celestia throws her hands up in the air.

51 PRINCIPAL CELESTIA 51
 We love you Dazzlers!

Principal Celestia lowers her hands.

52 ADAGIO DAZZLE 52
 We're going to be hosting a Battle
 of the Bands at Canterlot High and
 the winner will get to play with us
 at our concert this Saturday.

IN THE BLEACHERS

The students aren't particularly impressed with the prize.

53 STUDENTS 53
 That's cool. I guess./What kind of
 music do they even play?/Wasn't
 there something else going on this
 Saturday.

54 FLUTTERSHY 54
 That's the same night as our
 charity concert for the Animal
 Shelter.

55 APPLEJACK 55
 Don't worry, Fluttershy. I'm sure
 we'll still have quite a turn out.
 No one seems to know who these
 girls even are.

Fluttershy smiles, a little less worried now.

BACK ON STAGE

Adagio addresses the crowd.

56 ADAGIO DAZZLE 56
 Anyone can enter. But the winner
 will get to join us on stage and
 play our new single.
 (then, slightly sinister)
 We promise you're going to love it.

The Dazzlers begin to play a SONG (LYRICS TBD).

IN THE BLEACHERS

DJ PON-3 does not look impressed and puts on her headphones.

ON STAGE

The Dazzlers continue to play. As they perform, the Scarlet Pendants around their neck softly glow. A light SCARLET FOG seeps out of the pendants and encircles them. The fog then travels out from the stage and over the students who are watching the show. As the fog passes over them, they begin to sway to the music and their eyes glaze over.

ANGLE ON THE EQUESTRIA GIRLS

They REACT as the fog parts and goes around them and Sunset Shimmer. It is as if they are protected by some invisible force field. Their attention turns to...

THE STAGE

Where the band is suddenly LIFTED INTO THE AIR by the Scarlet Fog. They hold the final note of their song for an inhumanely long time then...

WHOOSH! The swirl of Scarlet Fog is sucked back into their pendants and the Dazzlers drop back down onto the stage.

The crowd goes WILD!

57 STUDENTS 57
 I wanna be in the Battle of the
 Bands!/Me, too!/I'd do anything to
 be on stage with you!

Sunset Shimmer and the Equestria Girls eye their now Dazzlers-crazy fellow students with confusion.

58 RAINBOW DASH 58
 What. Just. Happened?

END ACT I

ACT II**6) INT. CANTERLOT HIGH - MUSIC ROOM - SOON AFTER 6**

Sunset Shimmer, Rainbow Dash, Rarity, Fluttershy, Pinkie Pie, and Applejack have gathered to assess the situation.

59 RARITY 59
It doesn't make any sense. One
minute nobody even knows who they
are and the next everybody thinks
the Dazzlers are the best thing to
come along since herringbone
jodhpurs.

60 APPLEJACK 60
Herringbone jodhpurs?

61 RARITY 61
They're all the rage right now.

REVEAL: she is now wearing a pair of herringbone jodhpurs.

62 RARITY (CONT'D) 62
Possible new look for the band, no?

63 APPLEJACK 63
No.

64 SUNSET SHIMMER 64
Those three are definitely in
possession of some kind of dark
magic. How else could you explain
what happened back there?

65 FLUTTERSHY 65
(fearful)
The creepy red fog.

Pinkie Pie pops her head in from above.

66 PINKIE PIE 66
Their ability to levitate.

She pops back out.

67 RAINBOW DASH 67
The way everybody freaked out over
them after they played. Their music
wasn't even that good. We rock way
harder than they do.

68 APPLEJACK 68
And we seem to be the only ones who
weren't affected by their music.
It was like we were protected from
it somehow.

69 FLUTTERSHY 69
Some of Twilight's magic really did
stay with us.

70 SUNSET SHIMMER 70
There was something so familiar...
 (then, a realization)
And I think I know why.
 (then)
They're from Equestria.

71 PINKIE PIE 71
Say what now?

72 SUNSET SHIMMER 72
If the Dazzlers are who I think
they are, and have the power I
think they have, it isn't just
Canterlot High that's in trouble.

73 RAINBOW DASH 73
So let's take 'em down. It's not
like we haven't tangled with dark
magic before and totally whooped
its sorry butt.

Rainbow Dash karate chops the air in front of Sunset Shimmer.

74 RAINBOW DASH (CONT'D) 74
 (to Sunset Shimmer)
Uh, no offense.

75 FLUTTERSHY 75
But that was when Twilight was
here. She's the one who helped us
face Sunset Shimmer when she, well,
when she was at her worst.

76 SUNSET SHIMMER 76
 (matter-of-fact)
A demon. I turned into a raging
she-demon.

Fluttershy shudders at the thought of this.

77 RARITY 77
If only we could get a message to
Twilight, maybe she could tell us
what to do.

78 RAINBOW DASH 78
Well that's not gonna happen. The
portal she came through last time
is closed. And from what I
gathered, they don't exactly have
cell phones where she's from.

Sunset Shimmer considers this for a moment.

79 SUNSET SHIMMER 79
There may be another way I can
reach her.

80 RARITY 80
What do you mean "another way"?

Sunset Shimmer is about to respond when Pinkie Pie
interjects.

81 PINKIE PIE 81
(rapid fire)
Duh. When she was a student of
Princess Celestia's back in
Equestria, the Princess gave her
something she could use to send the
Princess messages when she needed
help with her studies and even
though she quit being Princess
Celestia's student she kept that
thing and now she's thinking maybe
she can still use it to send
Celestia a message and then
Celestia can send a message to
Princess Twilight who can then send
a message back to us.

A beat as everyone looks at Pinkie Pie, dumbfounded.

They then simultaneously turn to Sunset Shimmer.

82 SUNSET SHIMMER 82
That's pretty much it.

83 APPLEJACK 83
So what are we waiting for? Let's
get in touch with Twilight Sparkle.

Sunset Shimmer heads out the door with the other girls following behind. On their way out, Rainbow Dash notices that Rarity is no longer wearing her herringbone jodhpurs.

84 RAINBOW DASH 84
What happened to your jodhpurs?

85 RARITY 85
Rainbow Dash, please, those are so
two and a half minutes ago.

DISSOLVE TO:

7) EXT. TWILIGHT'S CASTLE - ESTABLISHING - DAY 7

8) EXT. TWILIGHT'S CASTLE - SOON AFTER 8

PRINCESS TWILIGHT leads PINKIE PIE, APPLEJACK, RAINBOW DASH, RARITY, FLUTTERSHY and SPIKE down a long hallway lined with doors.

86 PRINCESS TWILIGHT 86
You're going to love the
observatory. The walls are painted
to look like the night sky.

87 PINKIE PIE 87
Sounds fancy.

Twilight stops in front of a door and opens it.

88 PRINCESS TWILIGHT 88
No. Wait. That's the Grand Hall.

She looks at her friends, a little embarrassed. She then looks at the other doors she has to choose from.

89 PRINCESS TWILIGHT (CONT'D) 89
<NERVOUS LAUGHTER> I know it's one
of these.

90 APPLEJACK 90
Don't sweat it, Twilight. You'll
get the lay of the land soon
enough.

91 RARITY 91
Indeed. Why it must be quite
overwhelming, moving from a one
bedroom loft to such an expansive
castle.
 (then)
 (MORE)

RARITY (CONT'D)

Oh you will give me a chance to
help you decorate the place, won't
you? I have so many ideas!

Spike <AHEMS>.

92	RARITY (CONT'D)	92
	Idea I will of course take my time to implement.	

Spike gives her a grin, then suddenly <COUGHS UP> a scroll.

Princess Twilight uses her magic to open it. A look of
concern crosses her face as she reads the scroll.

93	APPLEJACK	93
	What is it, Twilight?	

94	PRINCESS TWILIGHT	94
	It's from Princess Celestia. She received a message from my friends at Canterlot High.	

95	RARITY	95
	However did they manage that I wonder?	

Pinkie Pie takes a deep breath and is about to speak, but
Princess Twilight interjects before she gets a chance.

96	PRINCESS TWILIGHT	96
	It doesn't matter. What matters is that they're trying to reach me because they believe the Sirens have come into their world.	

97	PINKIE PIE	97
	Two things. One: (then, panicked) Oh no! (then, calmly) And two: (then) What's a Siren?	

DISSOLVE TO:

9) INT. TWILIGHT'S CASTLE - LIBRARY	9
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Twilight's friends follow her into the library.

98 SPIKE 98
(under his breath)
The library she can find no
problem.

Twilight retrieves a LARGE BOOK from one of the shelves.

99 PRINCESS TWILIGHT 99
The Sirens were three beautiful,
but dangerous creatures who had the
power to charm ponies with their
music.

She places the book on a table and opens it.

CLOSE ON - THE BOOK

An image of THREE BEAUTIFUL SPIRIT-LIKE CREATURES (similar to the Windigos but with wings on their backs and talons where their hooves should be). Their mouths are agape and they wear familiar SCARLET-COLORED PENDANTS around their necks.

ON TWILIGHT as she continues:

100 PRINCESS TWILIGHT (CONT'D) 100
Anypony who heard them, immediately
fell under their spell and would
devote themselves entirely to the
Sirens.

Twilight uses her magic to turn the page of the book.

101 PRINCESS TWILIGHT (CONT'D) 101
Much like the Windigoes, the
Sirens' magic was fueled by
animosity and distrust. The more of
it they created, the stronger their
voices became and the farther their
dark magic could travel.

CLOSE ON - THE BOOK

Another image of the SIRENS levitating over a group of ARGUING PONIES. The Sirens mouths are open and a red fog emanates from their pendants and spreads out across the page.

102 FLUTTERSHY (O.S.) 102
I don't think I like this story
very much.

BACK ON TWILIGHT as she closes the book.

103 APPLEJACK 103
I'm guessin' since we haven't heard
much about 'em, they're no longer a
threat here in Equestria.

104	PRINCESS TWILIGHT	104
	Princess Celestia transformed them into normal ponies and by doing so stripped them of their magic.	

105 FLUTTERSHY 105
Oh, thank goodness.

106 PRINCESS TWILIGHT 106
But it sounds like they were able
to get it back by travelling to a
new world.

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107          APPLEJACK                                107
How'd they manage that? The portal
is closed, isn't it? Won't open
again for another 30 moons?

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108 PRINCESS TWILIGHT 108
There must be another one.
(then)
And if I'm going to get back to
Canterlot High and help my friends,
we've got to find it.

109 PINKIE PIE 109
Looks like we've got a mystery on
our hooves.

She whips out a MAGNIFYING GLASS and holds it up to her eye.

110 PINKIE PIE (CONT'D) 110
I'll bring this magnifying glass.

DISSOLVE TO:

10) EXT. MANHATTAN - ESTABLISHING - DAY 10

11) EXT. MANHATTAN - STREET - SOON AFTER 11

Princess Twilight, Spike, and the rest of the Mane 6 walk down the busy street. The occasional pony stops and stares at the Princess and her friends. There is <EXCITED WALLA> as ponies notice her walking by them.

Meanwhile, Pinkie Pie uses her magnifying glass to examine everything in sight.

111 PINKIE PIE 111
 Ah-ha!
 (then)
 Nope. Just a pigeon.

Twilight is a pony on a mission and doesn't even notice the hubbub surrounding her unexpected presence on this busy city street.

She stops in front of a row house-style apartment building.

112 PRINCESS TWILIGHT 112
 This is the place.

113 RARITY 113
 You really think powerful mythical creatures live here?

114 PRINCESS TWILIGHT 114
 No so powerful once Celestia stripped them of their magic. Rumor has it this is where they were staying while they were singing for their supper here in Manehattan.
 (then)
 My hope is that they left behind a clue that will lead us to the portal.

12) INT. APARTMENT - HALLWAY - A MOMENT LATER 12

Twilight, surrounded by her friends, knocks on the door.

It opens to reveal:

115 PRINCESS TWILIGHT 115
 Trixie?!

The GREAT AND POWERFUL TRIxie stands in the doorway.

END ACT II

ACT III

13) INT. APARTMENT - A MOMENT LATER 13

Princess Twilight and her friends are gathered around Trixie. Spike snoops around as Trixie addresses the others.

116 TRIxie 116
 (grandiose)
 Yes, it's true.
 (MORE)

TRIXIE (CONT'D)

The Great and Powerful Trixie found
a portal to another world.

(then)

But then I learned that Twilight--

117 RARITY 117
 Princess Twilight.

118 TRIXIE 118
 Princess Twilight had already gone
 there and I was not about to be
 accused of copying her act.

119 PRINCESS TWILIGHT 119
 (eager)
 So what did you do with it?

120 TRIXIE 120
 I casually mentioned the portal to
 a street performer I met here in
 Manehattan.

DISSOLVE TO:

14) EXT. MANEHATTAN - STREET CORNER - FLASHBACK 14

There is a <PUFF OF SMOKE> and Trixie takes a bow. She then
joins the Sirens in counting the tips in her own jar. We
can't hear what she is saying to Adagio, but we can see the
smile that creeps onto Adagio's face.

121 TRIXIE (V.O.) 121
 She was very intrigued by it to say
 the least and offered to let me
 stay at her place while she and her
 friends used it.

15) INT. APARTMENT - SOON AFTER 15

Trixie looks around the apartment.

122 TRIXIE 122
 (re: the apartment)
 I know it isn't much. But you have
 no idea how hard it is to find a
 place when there are rumors flying
 around that you imprisoned an
 entire town.

123 APPLEJACK 123
 Those aren't "rumors". You took
 over Ponyville.

124 TRIXIE 124
Yes, but only because I was being
controlled by that Alicorn amulet.

125 RAINBOW DASH 125
 (under her breath)
Likely story.

126 PRINCESS TWILIGHT 126
(eager to move on)
Water under the bridge.
(then)
Where is the portal now?

127 SPIKE (O.S.) 127
I think it's right under here.

Spike pulls a sheet away to reveal the MIRROR underneath. It looks a lot like the one Twilight used before.

TRIXIE

(pouting)

So much for the dramatic reveal I
had planned.

Spike puts his claw into the mirror and it TRANSFORMS into a PAW. Pinkie Pie holds her magnifying glass up the mirror.

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129      PINKIE PIE      129
      Mystery solved!
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Twilight turns to her friends.

130 PRINCESS TWILIGHT 130

I have to go back. If the Sirens really have regained their magic, my friends at Canterlot High won't be able to take them on without my help.

Her friends nod in the affirmative.

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131          FLUTTERSHY                                131
But what if the portal closes while
you're there? We don't know how
long this one stays open.
```

TRIXIE

Oh, don't worry about that. The salespony told me it would stay open forever.

All eyes are now on Trixie.

133 PRINCESS TWILIGHT 133
The salespony?

134 TRIxie 134
(matter-of-fact)
I got it from the same store where
I got the alicorn amulet.

135 PINKIE PIE 135
We have really gotta look into
shutting down this store.

Princess Twilight looks at the mirror, then to her friends.

136 PRINCESS TWILIGHT 136
I think it's clear we can't keep
this here. Once I go through, I
want you all to bring it back to my
castle for safe-keeping.

137 APPLEJACK 137
You got it, Twilight.

138 RARITY 138
You can count on us.

139 PRINCESS TWILIGHT 139
I won't be gone long. All I have to
do is meet up with my friends, find
the Sirens, and together we'll use
the Magic of Friendship to take
care of them for good.

140 PINKIE PIE 140
Easy-peasy.

141 APPLEJACK 141
Cider-squeezy.

Princess Twilight steps up to the mirror. Spike looks up at
her and smiles a hopeful smile.

142 PRINCESS TWILIGHT 142
Yes, Spike. You can come too.

143 SPIKE 143
Woo-hoo!

Princess Twilight is about to step into the mirror when
Trixie taps her on the shoulder.

144 TRIXIE 144
I don't suppose the Great and
Powerful Trixie could collect some
sort of finder's fee for locating
the new portal?

Princess Twilight ignores Trixie and addresses her friends.

145 PRINCESS TWILIGHT 145
I'll be back before you know it.

The girls embrace Twilight and <AD-LIB GOOD-BYES>.

146 TRIXIE 146
So, that's a no, then?

Twilight and Spike step into the mirror.

There is FLASH of WHITE LIGHT, then STREAKS of COLOR out of
which come Twilight and Spike who STRETCH, SQUASH, and BEND.
There is another FLASH of WHITE LIGHT then a...

<SPLASHING SOUND>

DISSOLVE TO:

TWILIGHT'S POV 16

Water. Twilight's hand reaches down and picks up a coin.
There are dozens of them scattered about. The POV shot PANS
UP to a soaking wet SPIKE the DOG who is up to his belly in
water. He SHAKES it off, like, well, a dog.

147 TWILIGHT (O.S.) 147
Spike! Cut it out!

WIDEN TO REVEAL:

16) EXT. CANTERLOT MALL - CONTINUOUS 17

A sopping wet Twilight and Spike are in a fountain in front
of the Canterlot Mall. At its center is a statue with a
pedestal similar to the one at Canterlot High. This is
obviously where Spike and Twilight have just tumbled out of.

148 RARITY (O.S.) 148
Twilight?!

REVEAL: A surprised Rarity rushing toward them.

Twilight awkwardly climbs out of the fountain on all fours
and shakes herself off.

She quickly realizes what she is doing and awkwardly gets to her feet. It's not quite the dramatic entrance Twilight was hoping to make.

149	TWILIGHT	149
	I'm back.	

17) INT. CAROUSEL BOUTIQUE - SOON AFTER 18

Twilight is in a back corner of the store, drying her hair with a towel. Spike is at her feet, wrapped in his own towel. He CHEWS on one end of it. Sunset Shimmer, Rarity, Rainbow Dash, Applejack, Fluttershy, and Pinkie Pie, are gathered around them.

In the background, a few TEENAGE CUSTOMERS are looking through the racks of clothes and accessories.

The Equestria Girls speak in hushed tones.

150	TWILIGHT	150
	The Dazzlers must be the Sirens. And this "Battle of the Bands" must be how they plan to create the animosity and distrust they'll need to power up before their big concert.	

151	SUNSET SHIMMER	151
	(to Twilight) And you're sure you'll be able to use the same magic on them that you were able to use on me, even without your crown?	

152	TWILIGHT	152
	That magic is within me now. (to the other girls) Just as it is within all of you.	

153	APPLEJACK	153
	Woo-hoo! We've got nothin' to worry about now that Twilight's back.	

154	FLUTTERSHY	154
	I'm pretty sure I could find something to worry about. (then, brightly) But it won't be the Dazzlers.	

The girls embrace Twilight.

155 TWILIGHT 155
We're going to stop the "Dazzlers"
before they even have a chance to
get started.

Just then, a TEENAGE BOY pops his head into the boutique.

156 TEENAGE BOY 156
(super excited)
OMG you guys! There's new Dazzlers
merch on sale next door!

<SQUEALS> from the teenage customers who KNOCK OVER racks of
clothes in their race to follow the Teenage Boy to the sale.

157 RARITY 157
Technically, I suppose, they have
had a chance to get started.

158 TWILIGHT 158
Maybe. But tonight--
(determined)
We finish it.

18) EXT. CANTERLOT HIGH GYMNASIUM - LATER THAT NIGHT

We hear <WALLA> coming from inside the gym as the Equestria
Girls, Spike, Twilight, and Sunset Shimmer approach the gym.
Spike peeks out of a backpack that Twilight is wearing.

Sunset Shimmer exits the gym and approaches the girls.

159 SUNSET SHIMMER 159
They haven't arrived yet.

160 TWILIGHT 160
When they do, we'll be ready for
them.

The other girls nod in the affirmative. Twilight starts to
lead the girls into the gym, but Sunset Shimmer stops them.

161 SUNSET SHIMMER 161
It's a little nuts in there. If I
were you, I'd play along. I don't
think we want anyone to know you're
not rabid Dazzlers fans too. They
might not like what you've got
planned.

162 PINKIE PIE 162
How's this?

Pinkie Pie walks stiff-legged like a zombie toward the gym.

163 PINKIE PIE (CONT'D) 163
 (ala a "brains")
 Dazzlers. Dazzlers.

164 RARITY 164
 We're not supposed to be zombies,
 Pinkie Pie. We're fan girls.

Rarity falls to her knees and screams to the heavens.

165 RARITY (CONT'D) 165
 Dazzlers! I love you sooooo much!

She quickly pops back up and brushes some dirt off her skirt.

166 APPLEJACK 166
 Whoa. That was pretty convincin'.

167 RARITY 167
 Yes, well, I have some experience
 in the super fan department. I used
 to simply adore the artist formerly
 known as Prince... Blueblood.
 (then)
 But then I met him in person and
 found him to be utterly
 intolerable.

168 TWILIGHT 168
 Let's just do our best to fit in
 until the Dazzlers get here.

19) INT. GYMNASIUM - CONTINUOUS

20

A party is in full-swing. The walls are decorated with posters of the Dazzlers. Everyone is wearing Dazzler T-shirts, hats, and other Dazzler-themed accessories.

Flash Sentry is with his band mates.

169 FLASH SENTRY 169
 I'm gonna get more punch.

Flash Sentry turns and runs smack dab into Twilight.

She nearly topples over but he quickly puts an arm around her and pulls her back up. She blushes a little.

170 TWILIGHT 170
 (smitten)
 Bumped. Into. Always. Doing--

171 FLASH SENTRY 171
Twilight?!
(then, excited)
What are you doing here?
(before she can answer)
You came back for the Dazzlers,
right?

172 TWILIGHT 172
(forced)
You bet I did!

173 FLASH SENTRY 173
Of course you did! Because they are
awesome! I just downloaded their
new single. Second best day of my
life!

He takes Twilight's hands in his.

174 FLASH SENTRY (CONT'D) 174
(softly)
The first of course being the
day...

He looks deep into Twilight's eyes. She looks into his.

175 FLASH SENTRY (CONT'D) 175
...I got to hear them live!

He lets go of Twilight's hands.

176 FLASH SENTRY (CONT'D) 176
They are *amazing* live!

Twilight quickly covers her disappointment.

177 TWILIGHT 177
They're... something alright.

<SQUEALS> from the crowd draw Flash Sentry's attention away
from Twilight and toward the stage.

178 FLASH SENTRY 178
They're here! They're here!

Flash Sentry dashes off to join the crowd of <SQUEALING
TEENS> who are fawning over the Dazzlers who make their way
to the stage as a grinning Principal Celestia introduces
them.

179 PRINCIPAL CELESTIA 179
Look who finally arrived.
 (then, giddy)
It's the Dazzlers!

She <CLAPS> enthusiastically as the Dazzlers take the stage.

ON VICE PRINCIPAL LUNA

She leans against a wall looking irritated.

180 VICE PRINCIPAL LUNA 180
 (mumbling to herself)
Don't see why she gets to introduce
them. I'm a bigger fan than she is.

BACK ON STAGE

Adagio Dazzle steps up to the microphone.

181 ADAGIO DAZZLE 181
We're so glad so many of you showed
up for our big Battle of the Bands
kick-off party.

182 STUDENTS 182
 (overly enthusiastic)
We wouldn't miss it!/Dazzlers
rule!/We love you Dazzlers!

183 ADAGIO DAZZLE 183
And we're even more excited so many
of you signed up to participate in
our little Battle of the Bands.

ON TWILIGHT

She takes a defiant stance.

184 TWILIGHT 184
There isn't going to be a Battle of
the Bands!

Adagio peers out into the crowd.

185 ADAGIO DAZZLE 185
Excuse me?

The Equestria Girls flank Twilight on either side.

186 TWILIGHT 186
We're going to make sure of that!
 (then, to her friends)
Alright, girls. Let's do this!

Twilight and the Equestria Girls clasp hands, and close their eyes, preparing to unleash some serious Magic of Friendship.

A beat.

Another beat.

The crowd stares at Twilight and the Equestria Girls who are still just standing there holding hands.

Rainbow Dash opens one eye.

187	RAINBOW DASH	187
	(whispering)	
	Um, weren't there rainbows and	
	lasers and stuff last time.	

Twilight opens her eyes. She looks at her friends who are still standing next to her holding hands.

188	TWILIGHT	188
	(to herself)	
	I don't understand. We're all	
	together again. Why isn't this	
	working?	

Off Twilight's concerned expression we...

END ACT III

ACT IV

20) INT. GYMNASIUM - SOON AFTER	21
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Twilight and the Equestria Girls are still holding hands, waiting for something magical to happen. Spike pops out of Twilight's nearby backpack to address the girls.

189	SPIKE	189
	(quietly)	
	You really need to go ahead and do	
	that whole Magic of Friendship	
	thing now.	

190	TWILIGHT	190
	(under her breath)	
	I'm trying, Spike.	

Adagio looks out at the Equestria Girls.

191 ADAGIO DAZZLE 191
Talk about throwing down the
gauntlet! This group is obviously
serious about winning our Battle of
the Bands.
 (then)
A little cocky though, aren't they?
Claiming there won't really be a
battle. Seems they think they've
already got this thing all locked
up.

<DISGRUNTELD WALLA> and then TRIXIE steps out from the crowd
and glares at Twilight. (NOTE: Trixie is wearing a
DISTINCTIVE SCARF which she dramatically throws over her
shoulder as she speaks.)

192 TRIXIE 192
Not if the Great and Powerful
Trixie has anything to do with it.

Flash Sentry and his band then face off against Trixie. They
are silhouetted by the faintest of green lights.

193 FLASH SENTRY 193
Whatever, Trixie. We're the
Dazzlers number one fans and the
best band at CHS. We're the ones
who'll be going the distance.

The pendants around Adagio, Smokey Hoax, and Mirror Magic's
necks pulsate.

194 MIRROR MAGIC 194
Oh we so appreciate your
enthusiasm.

195 SMOKEY HOAX 195
Now, who wants to hear us play?

The students let out a <RAUCOUS CHEER> for the Dazzlers.

MUSIC UP as the Dazzlers start to play their SONG.

The red fog appears once more, seeping out of the pendants
around the Dazzlers necks and swirling around the students.

The students sway back and forth to the music, entranced by
the Dazzlers' voices.

ANGLE ON DJ PON-3

Who is leaning against a wall, wearing her headphones. She shakes her head in disbelief and makes her way to the exit, passing...

TWILIGHT

Who still looks a little stunned.

21) EXT. CANTERLOT HIGH - MAIN ENTRANCE - SOON AFTER

Sunset Shimmer and the Equestria Girls look on with concern as Twilight paces on all fours and talks to herself.

196	TWILIGHT	196
	It doesn't make any sense. We have magic inside us. I should have been able to create the spark that would help us use it on the Sirens.	

197	APPLEJACK	197
	It's alright, Twilight. I'm sure there's somethin' else we can do.	

Twilight continues to pace on all fours.

198	RAINBOW DASH	198
	We sabotage their concert! Mess up the stage or something so they can't perform.	

199	PINKIE PIE	199
	I'll bring this sledge hammer.	

Pinkie Pie produces a sledge hammer.

200	SUNSET SHIMMER	200
	No. We might stop them from performing here. But they'll just move on to another town.	

201	FLUTTERSHY	201
	And sabotaging their concert isn't going to help our friends who are already under their spell.	

202	PINKIE PIE	202
	Well I've got nothing.	

Pinkie Pie tosses aside her sledge hammer. We hear the sound of something <SHATTERING> O.S.

Twilight stops pacing.

203	TWILIGHT	203
	Of course!	
	(then)	
	The Sirens' magic is in their	
	music. To take it from them, we	
	need to use the same kind of magic.	
204	FLUTTERSHY	204
	You mean, like a song?	
205	TWILIGHT	205
	More like a spell. A musical spell.	
	(then, thinking aloud)	
	But we'll need to be close enough	
	that our spell can overpower theirs	
	the next time they play.	
206	RARITY	206
	I suppose we were throwing down the	
	gauntlet after all. The only way to	
	get close to them when they're	
	playing now is by...	
207	RAINBOW DASH	207
	(excited)	
	Winning the Battle of the Bands!	
	Sweet! The Sonic Rainbooms are	
	gonna rock the house!	
208	TWILIGHT	208
	The Sonic Rainbooms?	
209	RAINBOW DASH	209
	It's my totally awesome band.	
210	APPLEJACK	210
	(under her breath)	
	<u>Our</u> totally awesome band.	
211	RARITY	211
	And I believe you, Twilight, just	
	became its newest member.	

22) INT. CANTERLOT HIGH - MUSIC ROOM - A FEW MINUTES LATER

The Equestria Girls have their respective instruments. Spike and Sunset Shimmer look on with concern as Twilight strums very awkwardly on a GUITAR.

212	APPLEJACK	212
	Sure you don't want to switch to the tambourine, sugarcube?	
213	FLUTTERSHY	213
	(softly)	
	But that's my instrument.	
214	RAINBOW DASH	214
	She'll be fine. Nobody's gonna notice if she can really play the thing. Not when all eyes are gonna be on this awesomeness.	

Rainbow Dash blazes through a complicated guitar solo, RAINBOW-COLORED LIGHT suddenly starts to swirl around her. She stops playing before it can completely transform her.

215 PINKIE PIE 215
(to Twilight)
Just gotta fake it 'til you make
it.

216 RARITY 216
Still, there is the whole matter of
the musical spell.

217 SPIKE 217
Twilight can write one. She's like
the queen of writing spells. Err,
the *princess* of writing spells.
That's how she got to be a princess
in Equestria.

218 TWILIGHT 218
There was a little more to it than
that, Spike.

219 SPIKE 219
Yeah. Yeah. Whatever.
(then to the others)
Twilight's totally got this.

The girls look to Twilight, hopeful.

220 TWILIGHT 220
(confident)
I've got this.

221 APPLEJACK 221
We knew you would.

But as the girls gather up their things, none of them notice Twilight's smiling expression turns to one of concern.

23) INT. CANTERLOT HIGH - HALLWAY - SOON AFTER 24

Sunset Shimmer and the Equestria Girls make their way down the hall. They take pause as they head one way and Twilight heads another.

222 APPLEJACK 222
Where you goin'?

223 TWILIGHT 223
Last time we were here, Spike and I
spent the night in the library.

```

224          PINKIE PIE          224
    Are you crazy?!

```

She grabs Twilight's hands.

225 PINKIE PIE (CONT'D) 225
We're all besties now.

Pinkie Pie jumps up and down.

226 PINKIE PIE (CONT'D) 226
(then, super excited)
Slumber party at my house!

24) INT. PINKIE PIE'S ROOM - LATER 25

Bright pink walls. Bright pink desk. Bright pink bed with a small STUFFED ALLIGATOR on it. Twilight, clearly wearing PJs she's borrowed from Pinkie Pie, sits on the bed, deep in thought with pad and paper in hand. She <HUMS> to herself.

The other girls are in their PJs as well.

Rainbow Dash and Applejack intensely play one another in a video game.

Pinkie Pie is on her laptop.

Rarity holds up her cellphone and she, Sunset Shimmer, and Fluttershy pose for a "selfie".

Rarity checks out the pic.

227 RARITY 227
Gorgeous.

CLOSE ON - THE PHONE PIC

Rarity and Sunset Shimmer are all smiles, Fluttershy hides behind her own hair.

BACK TO SCENE

Pinkie Pie types on her hot pink laptop.

228 PINKIE PIE 228
 Status Update: Okie Dokie Lokie!

Rainbow Dash turns off her game with Applejack.

229 APPLEJACK 229
 Hey! I was about to beat you!

230 RAINBOW DASH 230
 I doubt it.
 (then)
 Twilight, you should set up a
 ManeSpace page while you're here.

Twilight stops humming and looks up from her notebook.

231 TWILIGHT 231
 A what?

232 APPLEJACK 232
 It's sort of like a digital
 yearbook. You can share pictures of
 your friends and family.

Applejack brings Twilight Pinkie Pie's laptop. She types something and then...

CLOSE ON - THE COMPUTER SCREEN

A Facebook-like home page appears. Applejack scrolls down through a series of photos featuring her with the Equestria Girls, APPLE BLOOM, GRANNY SMITH, BIG MAC...

BACK TO SCENE

Applejack hands the laptop to Twilight.

233 APPLEJACK (CONT'D) 233
 You just need to type a user name.

234 TWILIGHT 234
 Um, okay.

Twilight taps awkwardly at the keyboard. Rainbow Dash watches her for a moment, and then takes the laptop away from her.

235 RAINBOW DASH 235
 Maybe you let me do the typing.
 (reading off the screen)
 Username.
 (MORE)

RAINBOW DASH (CONT'D)
(as she types)
Twilight Sparkle.

She hits return.

236 RAINBOW DASH (CONT'D) 236
Huh. That's weird. It says that
name's already taken.

Pinkie Pie commandeers the laptop and starts typing.

237 PINKIE PIE 237
It's not that weird. I mean there
is that Twilight Sparkle who lives
in the city who has a dog who looks
just like-- see.

She points to the screen.

CLOSE ON - THE LAPTOP SCREEN

The ManeSpace page for "Twilight Sparkle" is displayed. The
profile picture is of a girl who looks exactly like Twilight.
She holds a dog that looks just like Spike.

BACK TO SCENE

The girls are gathered around the laptop.

238 RAINBOW DASH 238
Whoa. She does look just like you.
(then)
But with zero friends. Ouch.

239 SUNSET SHIMMER 239
Maybe she just hasn't realized how
important they are yet.

Twilight gives her a smile.

240 PINKIE PIE'S MOM (O.S.) 240
Girls! Pizza's here!

The girls make a mad dash for the door, leaving Twilight
behind with the laptop. She looks at "Twilight Sparkle's"
ManeSpace page.

241 TWILIGHT 241
Zero friends.
(then)
Someday we'll have to do something
about that.

DISSOLVE TO:

25) INT. PINKIE PIE'S ROOM - LATER THAT NIGHT 26

Everyone but Twilight is sound asleep. She gets out of her sleeping bag and tip-toes around her friends. She retrieves her pen and notebook from Pinkie Pie's desk and slips out of the room.

26) INT. PINKIE PIE'S KITCHEN - SOON AFTER 27

A pensive-looking Twilight, pen in her mouth, scribbles on the paper. She spits out the pen.

242 TWILIGHT 242
No. That's not going to work.

She picks up the pen in her mouth again, scratches out what she has written, and writes down something else.

243 SPIKE (O.S.) 243
(groggy)
Hey, Twilight.

Twilight nearly jumps out of her skin, dropping her pen.

She recovers as Spike walks up next to her.

244 SPIKE (CONT'D) 244
What are you doing up?

245 TWILIGHT 245
I'm trying to work on this musical counter-spell and so far, I've got nothing. I don't even know where to start.

246 SPIKE 246
Don't sweat it. You're the Princess of Friendship, you're going to figure this out.

He crosses to the fridge and opens it.

247 SPIKE (CONT'D) 247
Who could possibly need this much whip cream?

REVEAL: The fridge is filled with cannisters of whip cream.

Spike rummages through the fridge for something else to eat.

248 TWILIGHT 248
That's just what I've been thinking about.
(MORE)

TWILIGHT (CONT'D)

Here I only have five girls
expecting me to show them the way.
Back in Equestria, everypony is
going to be looking to me for
guidance.

(then, increasing panic)

But what if it turns out I don't
have the answers they need? What if
I don't know as much as I think I
do?

(then)

Spike, I don't even know my way
around my own castle.

Spike closes the fridge and turns to face Twilight. He lets
out a little scream.

249 SPIKE 249
AAAHH!

REVEAL: MAUDE PIE is now standing in front of him, arm
outstretched, a familiar-looking rock in her open palm.

250 MAUDE PIE 250
(monotone)
Boulder was hungry.

She retrieves a box of crackers from the pantry and silently
exits. Spike watches her go.

251 SPIKE 251
Huh. So I guess ponies turn into
people. Dragons turn into dogs.
And pet rocks turn into... pet
rocks.

He crosses to Twilight and hops up on the chair next to hers.

252 SPIKE (CONT'D) 252
You're just freaking out because
you need to have this spell written
in time for you and the Rainbooms
to play it at the concert. You.
Looming deadlines. Not the best
combination.

Twilight looks down sheepishly.

253 SPIKE (CONT'D) 253
Just relax and everything will be
fine.

But as Twilight puts the pen back in her mouth, and turns her attention back to her work, she doesn't look so sure.

DISSOLVE TO:

27) EXT. CANTERLOT HIGH - EARLY THE NEXT MORNING 28

The sun is just barely appearing on the horizon.

28) INT. VICE PRINCIPAL LUNA'S OFFICE - AT THE SAME TIME

Vice Principal Luna is at her desk cutting out photos of the Dazzlers and making a collage. There is a <KNOCK> at her door.

254 VICE PRINCIPAL LUNA 254
Come in.

Adagio, Smokey Hoax, and Mirror Magic enter. Vice Principal Luna quickly rises from her desk, practically falling all over herself to greet the girls.

255 VICE PRINCIPAL LUNA (CONT'D) 255
The Dazzlers. Here. In my office.

She tries to straighten things up a bit.

256 ADAGIO DAZZLE 256
Good morning, Vice Principal Luna.
Thought we'd try to catch you
before school started. We aren't
disturbing you, are we?

257 VICE PRINCIPAL LUNA 257
Of course not. In fact, I was just
making something for you.

She proudly holds up the collage she's been making.

258 ADAGIO DAZZLE 258
Love it.

Adagio casually begins picking things up off of Luna's desk.

259 ADAGIO DAZZLE (CONT'D) 259
So... with the Battle of the Bands
coming up, we thought it might be
nice if--

She stops short and turns to her band mates.

260 ADAGIO DAZZLE (CONT'D) 260
On second thought, maybe we should
go to Principal Celestia with this.
 (then, pointedly)
She's the one with the power around
here.

261 SMOKEY HOAX 261
That's what I've heard.

262 MIRROR MAGIC 262
Me, too.

Vice Principal Luna's eyes narrow.

263 VICE PRINCIPAL LUNA 263
My role here is just as important
as Principal Celestia's.

The Dazzlers' pendants PULSATE ever so slightly.

264 ADAGIO DAZZLE 264
I get the impression she doesn't
think so.

She looks to Vice Principal Luna for a response. That faint
green light we saw appear around Trixie and Flash when they
were confronting one another in the gym appears around her.

265 VICE PRINCIPAL LUNA 265
Oh, really? Well she's always had
an inflated opinion of herself.
 (then)
But I'm sure I'm the one who can
help you.

266 ADAGIO DAZZLE 266
Excellent. With the Battle of the
Bands coming up we thought it might
be nice if we could spend some time
here at Canterlot High.

267 SMOKEY HOAX 267
Make ourselves available in case
any of the bands needed some
musical tips before the big
competition.

268 VICE PRINCIPAL LUNA 268
Normally my sister, I mean, I don't
allow non-students to just roam the
halls, but I think in this instance
I can make an exception.

 (then)

 (MORE)

VICE PRINCIPAL LUNA (CONT'D)

And if my Principal Celestia has a problem with it, she can bring it up with me.

Adagio smiles.

269 ADAGIO DAZZLE 269
Thank you so much, Vice Principal.

Mirror Magic picks up the collage Luna has made.

```
270          MIRROR MAGIC          270
Can we take this?
```

271 VICE PRINCIPAL LUNA 271
Of course.

29) EXT. HALLWAY - A MOMENT LATER

30

Adagio, Smokey Hoax, and Mirror Magic exit Vice Principal Luna's office, closing the door behind them. Smokey Hoax rips the collage to pieces and tosses it into a nearby trash can.

The Dazzlers make their way down the hall. Adagio <HUMS A TUNE>, the scarlet pendant around her neck emitting a SOFT GLOW. Smokey Hoax and Mirror Magic <HUM> along with her.

The lockers on either side of them begin to <RATTLE.>

272 ADAGIO DAZZLE 272
You feel that girls?

Smokey Hoax and Mirror Magic giggle.

273 ADAGIO DAZZLE (CONT'D) 273
 (with a sinister smile)
And it's just the beginning.

Adagio then spots someone at the end of the hall.

REVEAL: Flash Sentry is at the end of the hallway, sporting a Dazzlers T-shirt.

274 ADAGIO DAZZLE (CONT'D) 274
I spy with my little eye someone
who really wants to win our little
Battle of the Bands.
(then)
Let's see how far he's willing to
go to make that happen, shall we?

Adagio resumes her <HUMMING> as she makes a bee-line for Flash Sentry with Smokey Hoax and Mirror Magic following close behind.

The lockers <RATTLING> once again as they pass.

30) EXT. CANTERLOT HIGH - A LITTLE LATER

31

Sunset Shimmer and the Equestria Girls make their way to the front entrance. Twilight lags behind. She looks exhausted.

275 APPLEJACK 275
Can't wait to get to practicin' the
musical spell you wrote Twilight.
I'll bet its gonna be amazin'.

276 TWILIGHT 276
(unconvincing)
And I can't wait to show it to you.
(then)
But it is a work in progress. The
melody isn't quite there yet and
I'm still working on the harmonies.

277 RARITY 277
You're just being modest. You're
Twilight Sparkle, a Princess of
Equestria, I'm sure it's perfect.

The girls head into...

31) INT. CANTERLOT HIGH - CONTINUOUS

32

Their mouths drop open as they enter.

REVEAL: "DAZZLERS RULE" has been spray-painted across the trophy display case. Dazzlers POSTERS are plastered on every surface.

There is a hive-like quality to the school. Students, dressed head-to-toe in Dazzlers memorabilia are swarming through the hallways, <HUMMING> the Dazzlers song.

END ACT IV

ACT V**32) INT. GANTERLOT HIGH - A MOMENT LATER** 33

The Equestria Girls are walking down the hall of their "Sirenized" school. They pass SWEETIE BELLE, SCOOTALOO, and APPLE BLOOM who argue by their Dazzlers-sticker covered lockers.

278 APPLEBLOOM 278
It's obvious I'm their biggest fan.

She shows off a patch on her skirt that features a Dazzlers band logo.

279 SCOOTALOO 279
You think that means anything?
I've got one too.

Scootaloo reveals her own patch on her skirt.

280 SWEETIE BELLE 280
Oh, like those are hard to come by.

Sweetie Belle shows off her own Dazzlers patch.

281 TWILIGHT 281
I can't believe Principal Celestia
would let this happen.

As the Equestria Girls approach the door to Principal Celestia's office, it swings open and, guitar slung over her back, she shouts to the students.

282 PRINCIPAL CELESTIA 282
Would you keep it down? I'm trying
to work on my song for the Battle
of the Bands.

She SLAMS the door.

Vice Principal Luna's exits her office and throws open the door to Principal Celestia's.

283 PRINCIPAL LUNA 283
Could you keep it down, I'm working
on my masterpiece.

Pinkie Pie peeks into Principal Luna's office.

REVEAL: An ENORMOUS COLLAGE of photos of the Dazzlers takes up half of Luna's office.

284 PINKIE PIE 284
 Creeeeepy.

33) INT. MUSIC ROOM - A MOMENT LATER 34

Rainbow Dash lets out a <GASP> as she enters the room. She rushes over to her guitar, its neck is broken in half.

The other Equestria Girls enter the room and look equally shocked as Rainbow Dash cradles her broken guitar.

285 SUNSET SHIMMER 285
 Who would do this?

286 PINKIE PIE 286
 Looks like we've got a myst--

Rainbow Dash cuts her off. She holds up Trixie's scarf.

287 RAINBOW DASH 287
 (simmering with rage)
 Trixie!

34) INT. CANTERLOT HIGH - GYMNASIUM - SOON AFTER 35

Also plastered in Dazzlers memorabilia. Trixie and her band are playing a SONG. Trixie is on GUITAR and SINGS.

288 TRIXIE 288
 (into her microphone)
 *I don't care how others may feel/
 I'm just a girl who doesn't trust
 wheels--*

She REACTS as the plug is pulled on her microphone and electric guitar.

289 TRIXIE (CONT'D) 289
 Who dares to stop the Great and
 Powerful Trixie mid-verse?

290 RAINBOW DASH (O.S.) 290
 I do.

Trixie looks over to see Rainbow Dash has the plugs to Trixie's amp in her hand. She is flanked by Twilight, Sunset Shimmer, and the rest of the Equestria Girls.

291 FLUTTERSHY 291
 (nervous)
 Maybe we should have let her at
 least finish singing.

292 APPLEJACK 292
Care to explain this?

She holds up Trixie's scarf.

293 TRIXIE 293
 (genuinely explaining)
It's a scarf. You wear it around
your neck.

294 PINKIE PIE 294
But it can be so much more.

She takes the scarf from Applejack.

295 PINKIE PIE (CONT'D) 295
A hair tie, a bandana...

A flash of her hands and she's turned the scarf into an origami bird.

296 PINKIE PIE (CONT'D) 296
One of these.

297 TWILIGHT 297
She means, care to explain what it
was doing in the music room.

Rainbow Dash holds up her guitar.

298 RAINBOW DASH 298
With my wrecked guitar.

299	TRIXIE	299
	Why would the Great and Powerful Trixie wreck your guitar?	

300 RAINBOW DASH 300
Duh. So I can't play it in the
Battle of the Bands.

301 TRIXIE 301

The Great and Powerful Trixie is
the most talented singer and guitar
player at Canterlot High. Why would
I need to resort to sabotage?
Clearly I've been framed.

(then, to Twilight)

My guess is that it was your
boyfriend Flash Sentry. I saw him
hanging around the music room
earlier.

Twilight paws at the ground with her foot, clearly embarrassed.

302 TWILIGHT 302
(stammering)
He's not my boyfriend... we aren't even...

303 TRIxie 303
Though I do think it is completely unfair that the Rainbooms are even allowed to enter the Battle of the Bands when they potentially have such a big advantage over the rest of us.

304 RAINBOW DASH 304
My superior guitar-playing and off-the-charts awesome singing voice?

305 TRIxie 305
Don't be ridiculous. I mean her.

She gestures to Twilight.

306 TRIxie (CONT'D) 306
If you were really all that, Rainbow Dash, you wouldn't have needed to bring in some magical ringer to have a half-a-chance.
(then, pointedly)
Everyone's talking about it.

307 RAINBOW DASH 307
Please. I could win this thing as a solo act and everybody knows it.

308 TRIxie 308
Sure you could.

Trixie waves her hand and the air is suddenly filled with a smoke-like fog. The girls all <COUGH>.

The smoke clears. Trixie is gone.

A beat later she walks over and grabs her scarf away from Pinkie Pie.

Rainbow Dash is still fuming.

309 RAINBOW DASH 309
You all go find a new place to rehearse.
(MORE)

RAINBOW DASH (CONT'D)

(then)

I'll deal with Flash.

She hurries off. Twilight quickly follows her.

310 TWILIGHT 310
(calling after RD)
I'll come with you.

35) INT. CAFETERIA - A MOMENT LATER

36

Flash Sentry sits on a table strumming his guitar and surrounded by his fellow band members.

311 RAINBOW DASH (O.S.) 311
There he is.

REVEAL: Twilight and Rainbow Dash are in the doorway of the cafeteria. Twilight struggles to keep up as a furious Rainbow Dash storms over to Flash's table.

312 RAINBOW DASH (CONT'D) 312
You owe me money to get my guitar
fixed.

Flash Sentry looks up from his guitar.

313 FLASH SENTRY 313
You mind taking it somewhere else,
Rainbow Dash? The boys and are
working on a new song for the
Battle of the Bands.

314 TWILIGHT 314
She thinks you're the one who broke
her guitar. But I'm sure you
wouldn't do something like that.

Flash looks back down at his guitar.

315 FLASH SENTRY 315
You guys hear something?

His band mates shrug.

316 FLASH SENTRY (CONT'D) 316
Yeah. Me, neither.

317 TWILIGHT 317
(louder)
SHE THINKS YOU'RE THE ONE--

318 FLASH SENTRY 318
(cutting her off)
There it is again. So annoying.

Flash strums his guitar, refusing to look up at Twilight.

319 TWILIGHT 319
Why are you acting like this?
I thought we were friends.

Flash still refuses to make eye contact with her.

320 FLASH SENTRY 320
Guess you thought wrong.

Twilight is visibly hurt by his callousness.

321 TWILIGHT 321
(to Rainbow Dash)
Let's get out of here.

Twilight wipes away tears as she heads for the exit.

36) EXT. HALLWAY - A MOMENT LATER

37

Head down, Twilight rushes past Adagio, Smokey Hoax, and Mirror Magic who are making their way to the cafeteria. They watch Twilight wipe away another tear as she hurries off.

322 ADAGIO DAZZLE 322
(pleased)
Tears, already? The real battle
hasn't even started.

323 SMOKEY HOAX 323
Teenagers. They're all so sensitive
and desperate to be liked.

324 MIRROR MAGIC 324
Makes it so much easier to pit them
against one another.

The Dazzlers head into the cafeteria. We hear <EXCITED WALLA> as they are greeted by their fans inside.

325 ADAGIO DAZZLE 325
And we're so excited to see all of
you!

The doors to the cafeteria swing closed behind them.

326 ADAGIO DAZZLE (O.S.) (CONT 32)6
Anybody need a few pointers before
this afternoon's big showdown?
 (then)
You're not wearing that are you? It
really would look so much better on
your drummer.

DISSOLVE TO:

37) EXT. SWEET APPLE ACRES CO-OP - ESTABLISHING 38SOON AFTER

38) INT. SWEET APPLE ACRES CO-OP - STORAGE ROOM 39CONTINUOUS

Piled floor to ceiling with boxes of dry goods, cartons of
soy milk, bins of granola, and crates of produce.

The Equestria Girls are in the process of setting up their
instruments. It's a little cramped. Rainbow Dash looks for
a place to plug in her amp. She has a new, but not nearly as
nice, guitar. She finally locates an outlet.

327 RAINBOW DASH 327
Can I plug in here?

Just then, BIG MAC enters, carrying a box of produce.

328 BIG MAC 328
Eyup.

329 PINKIE PIE 329
Can I have some granola?

330 BIG MAC 330
Eyup.

Pinkie Pie gets a scoop of granola from one of the bins,
opens wide, and pours it directly into her mouth.

Rarity notes that Twilight looks a little despondent.

331 RARITY 331
You know he didn't mean it,
darling. Flash isn't himself right
now. None of them are.

332 APPLEJACK 332
Which is why we're gonna nail this
counter-spell you wrote and get
things back to normal around here.

Pinkie Pie pours another scoop of granola into her mouth.

333 APPLEJACK (CONT'D) 333
Er, as normal as they can be.

Twilight smiles then looks at her band mates.

334 TWILIGHT 334
Alright, girls, from the top.

Pinkie Pie excitedly counts them off.

335 PINKIE PIE 335
1, 2, 3, 4...

DISSOLVE TO:

39) INT. SWEET APPLE ACRES - STORAGE ROOM - AT THE SAME TIME

Spike covers his sensitive dog ears as Twilight and the Sonic Rainbooms play Twilight's MUSICAL COUNTER-SPELL (LYRICS TBD). They sound awful.

As the girls perform, they randomly "pony up", but never in sync. Sometimes they start to get wings that then suddenly shrink. One pony ear grows, but not the other. Their long "manes" appear but then wrap around them and keep them from playing their instruments.

336 RAINBOW DASH 336
(over the music)
I think it's pretty obvious what's
going wrong.

337 APPLEJACK 337
You're turning what should be the
chorus into a five minute guitar
solo?

Spike ducks as a beam of RAINBOW-COLORED LIGHT flies out of Rainbow Dash's guitar and SLICES through a crate filled with cantaloupes, spilling them all over the storage room.

338 RAINBOW DASH 338
I have to pick up the slack
somehow. Are you guys even trying?

339 FLUTTERSHY 339
(softly)
I'm trying.

Big Mac pokes his head into room and is nearly struck in the head by a wayward beam of rainbow-colored light.

340 BIG MAC 340
Nope.

He quickly ducks back out of the room and a moment later the song mercifully comes to an end.

Spike takes his paws off his ears.

341 SPIKE 341
(unconvincing)
That sounded way better than the
last five times you played it.

Twilight looks frazzled. Her eye twitches.

342 TWILIGHT 342
(to herself)
It's fine. It will be fine. Just
need to change the melody.

SMASH CUT TO:

A SERIES OF SHOTS 41

We see an increasingly frazzled Twilight revising the counter-spell on the fly.

343 TWILIGHT 343

The lyrics.
 (then)

The harmonies.
 (then)

Make it faster.
 (then)

Slower.
 (then)

More tambourine. I gotta have more
tambourine.
 (then)

Definitely less tambourine.

CUT TO:

40) INT. SWEET APPLE ACRES CO-OP - STORAGE ROOM 42LATER

The band members finish their latest rehearsal of the counter-spell. They look completely wiped out.

344 TWILIGHT 344
One more time from the top.

345 RARITY 345
 (hopeful)
 Or perhaps we should take a short
 break? Try on some of the wardrobe
 choices I've put together?

She produces a rack of clothing, and emerges from behind it a second later in a bright blue Sergeant Pepper-style jacket.

346 RARITY (CONT'D) 346
 I'm particularly fond of this one.
 (then)
 Of course we could always go with
 something a bit more modern.

347 APPLEJACK 347
 We're tryin' to save the world
 here. Enough with the costumes.

REVEAL: Rarity is now in a Daft Punk style outfit complete with a metallic neon-lit helmet.

348 RARITY 348
 (electronica voice)
 You can never have enough costumes.

349 PINKIE PIE 349
 She just wants to make things fun.
 (quietly to herself)
 Isn't that what being in a band is
 supposed to be?

Just then, Sunset Shimmer enters.

350 SUNSET SHIMMER 350
 Why aren't you packing up your
 stuff already? The Battle of the
 Bands starts in fifteen minutes.

The girls REACT. They'd clearly lost track of time. The girls quickly pack up their instruments.

351 APPLEJACK 351
 We'll get it together, Twilight.

352 RARITY 352
 We won't let you down.

353 RAINBOW DASH 353
 Pick up the pace, you guys. We
 don't win the Battle of the Bands
 it won't matter how hard we end up
 being able to rock that spell.

The girls grab their stuff and make their way out the exit.

Twilight lags behind with Spike.

354 TWILIGHT 354
They won't let me down? I'm the one
who's written the worst musical
counter-spell ever.

355 SPIKE 355
I'm sure it's not the worst musical
counter-spell ever.
(then)
Don't get me wrong. It is pretty
awful--

Twilight's eye twitches.

356 SPIKE (CONT'D) 356
(quickly)
--But you're sure to come up with
something better.

357 TWILIGHT 357
When, Spike? While I'm competing
with the Rainbooms in the Battle of
the Bands?
(then)
I'm running out of time.

She grabs hold of Spike and shakes him.

358 TWILIGHT (CONT'D) 358
Everybody is counting on me and I'm
running out of time.

Rarity pokes her head back into the storage room.

359 RARITY 359
Hurry up, darling, if we're late
we'll be disqualified.

She notes Twilight's frazzled expression.

360 RARITY (CONT'D) 360
You alright, dear?

361 TWILIGHT 361
(forced)
Couldn't be better.

But as she follows Rarity out of the storage room with her
guitar case, her eye twitches ever so slightly.

41) EXT. CANTERLOT HIGH - ESTABLISHING - SOON AFTER

The school is nearly unrecognizable. Dazzlers memorabilia has been plastered on every surface. Anything that might have once been Canterlot Colts school colors has been painted over to look like the purple and black worn by the Dazzlers.

Even the students themselves have changed. What was once a diverse student body now looks like a bunch of Dazzlers clones.

Twilight and the Equestria Girls cross the campus with Sunset Shimmer, instruments in tow. They look horrified by what has happened to their school.

362	APPLEJACK	362
	(to Sunset Shimmer)	
	You said it had gotten pretty bad,	
	but this is ridiculous.	

The girls pass by what was once the statue of the Canterlot High Wondercolts mascot. Vice Principal Luna is in the process of turning it into a paper mache' model of the Dazzlers.

363	PINKIE PIE	363
	Creeepy.	

42) INT. GYMNASIUM - SOON AFTER

44

The competing bands are now gathered in the gym, along with a crowd of students who are there to watch the show. Principal Celestia, guitar in hand, is there as well.

Adagio, Mirror Magic, and Smokey Hoax are on stage.

364	ADAGIO DAZZLE	364
	(to MM and SH)	
	Would you look at this, girls?	
	(then to the crowd)	
	Who knew so many of you would want	
	to earn the chance to play with	
	little old us?	

365	MIRROR MAGIC	365
	I just wish every single one of	
	them could join us on stage	
	tonight.	

366	SMOKEY HOAX	366
	(laying it on thick)	
	Oh, me too.	

The Canterlot High bands <CHEER.>

367 ADAGIO DAZZLE 367
But unfortunately there can only be
one winner.
 (then)
Who's it going to be?

The bands immediately begin to bicker as to which one of them will emerge victorious.

368 BAND MEMBERS 368
You don't stand a chance./Your band
stinks and you know it./ Don't talk
the talk when you know you can't
rock the rock.

As the bands get in one another's faces and continue to <ARGUE>, the GREEN LIGHT we've seen silhouetting around them earlier, starts to seep out of them.

It snakes its way toward the Dazzlers who open their mouths and drink it in.

The pendants around their necks glow even brighter.

AT THE BACK OF THE GYM

The Equestria Girls observe this strange occurrence.

369 RAINBOW DASH 369
It's like they're... feeding off
the negative energy.

370 TWILIGHT 370
That's exactly what they're doing.

ON STAGE

The Dazzlers close their mouths and then <HUM A TUNE> together.

The bickering bands immediately go silent.

371 ADAGIO DAZZLE 371
Let's get ready to battle.
 (then)
First up, The Sonic Rainbooms.

ON THE SONIC RAINBOOMS

372 FLUTTERSHY 372
I am so--

373 PINKIE PIE 373
Nervicited?

374 FLUTTERSHY 374
Terrified.

END ACT V

ACT VI 45 45

43) INT. GYM - A MOMENT LATER 46

The Equestria Girls plug in their instruments. Fluttershy looks out at the Dazzlers who are seated at a table waiting to pass judgement on the competing bands.

375 RAINBOW DASH 375
You guys have got nothing to worry about. I'm about to blow the roof off this place.

Twilight considers this for a moment..

376 TWILIGHT 376
You can't.

377 RAINBOW DASH 377
Oh. I totally can.

378 TWILIGHT 378
No. I mean. We have to win, but we can't let them see that we have magic within us. They could realize we plan to use it against them.

379 RAINBOW DASH 379
Got it. Be cool enough to win, but not so cool we end up showing off the whole ears and tails and rainbows thing.

She thinks about this for a second.

380 RAINBOW DASH (CONT'D) 380
About 20% less cool.

Pinkie Pie counts them in...

381 PINKIE PIE 381
1..2...3..4...

MUSIC UP as the girls launch into the SONG we heard them play in ACT I with Twilight now strumming a guitar and singing back-up vocals with Fluttershy.

DISSOLVE TO:

44) INT. GYM - MONTAGE

47

Our Canterlot High Bands go head-to-head in the Battle of the Bands. We INTERCUT their performances with an ELIMINATION BOARD with the competing bands' logos that keeps us current on the competition's progress.

The Dazzlers sit at a table in front of the stage, judging the competition but, more importantly, feeding off the negative energy the competition between the bands is creating.

As bands learn they've been eliminated from the competition, we see them argue amongst their own band mates, and the Dazzlers feeding off their visible negative energy.

Through the montage we see:

- A) Flash Sentry's band play a ROCK SONG.
- B) LYRA and OCTAVIA perform a classical SONG.
- C) Trixie's band performs.
- D) DERPYPY steps up to sing with her band but there is terrible <FEEDBACK> on the mic and we never get to hear her.
- E) Spike rocks out to one of the bands competing against the Rainbooms. Sunset Shimmer shoots him a look and he quickly pretends he was just scratching behind his ear.
- F) SNIPS and SNAILS perform a horrendously bad RAP SONG.
- G) Princess Celestia plays guitar and performs a FOLK SONG.
- H) The Sonic Rainbooms take the stage. Fluttershy nervously approaches Rainbow Dash.

382	FLUTTERSHY	382
	Um, maybe we could perform one of	
	my songs this round?	

383	RAINBOW DASH	383
	Come on girls, let's do "Awesome As	
	I Wanna Be".	

Fluttershy slumps and steps back behind Rainbow Dash.

384 FLUTTERSHY 384
 (to herself)
 Or, we could just do another one of
 yours.

The girls begin another performance.

DISSOLVE TO:

45) INT. GYMNASIUM - SOON AFTER 48

Flash Sentry looks at the elimination board, fuming as Mirror Magic tosses his band's logo aside.

Flash gets in his bass player's face.

385 FLASH SENTRY 385
 We could have played with the
 Dazzlers and you blew it for us,
 man!

He storms off, green light trailing off of him and toward the Dazzlers who drink it up. The Dazzlers pendants are now a bright scarlet hue.

BACK STAGE

Sunset Shimmer addresses the Rainbooms.

386 SUNSET SHIMMER 386
 This is it. Last round and you're
 playing with the Dazzlers at the
 concert tonight.

387 SPIKE 387
 They'll never know what hit 'em.

He looks over at Twilight whose eye twitches again.

DISSOLVE TO:

46) INT. GYMNASIUM - SOON AFTER 49

Trixie's band finishes playing a SONG and Trixie waves her arms, setting off a an impressive display of pyrotechnics.

ON THE DAZZLERS

Who <CLAP> enthusiastically.

```

388          ADAGIO DAZZLE                                388
Sonic Rainbooms you've got quite an
act to follow.

```

As Trixie leaves the stage, she addresses Rainbow Dash.

389 TRIXIE 389
 (pointedly)
I don't know how you made it this far.
Are you even trying, Rainbow Dash?

Rainbow Dash ignores her.

390 TRIXIE (CONT'D) 390
No wonder you had to bring in a new
guitarist. Way you've been playing
today, it's clear you've lost your
touch.

This Rainbow Dash can't ignore. She fumes as she takes the stage and straps on her guitar. There is a hint of green light silhouetting her body.

MUSIC UP as the Rainbooms play another SONG.

Rainbow Dash is clearly distracted by Trixie who remains in the wings, holding up a hand-drawn sign that depicts a tiny Rainbow Dash overshadowed by a guitar-wielding Twilight.

Rainbow Dash just can't hold it in another minute. She suddenly launches into an IMPROMPTU GUITAR SOLO.

We PUSH IN on Rainbow Dash as she closes her eyes and rocks out as only she can.

391 TWILIGHT (O.S.) 391
Oh. No.

REVEAL: Rainbow Dash has "Ponyed Up".

She quickly stops playing and returns to her normal form.

The band nervously finishes their song.

Silence.

Rainbow Dash shields her eyes to try and look out at the Dazzlers, but the spotlights make it impossible for her to see their expressions.

392 RAINBOW DASH 392
Pretty great, right? Gotta give us
extra points for the awesome
pyrotechnics, huh?

The rest of the band quickly ushers her off-stage before she makes things any worse.

393 RAINBOW DASH (CONT'D) 393
I'm pretty sure they bought it.

DISSOLVE TO:

47) EXT. GANTERLOT HIGH - A LITTLE LATER 50

Sunset Shimmer, Spike, and the Equestria Girls are gathered on the front steps of the school.

394 TWILIGHT 394
It could have happened to any of
you.

395 RARITY 395
But it, didn't. It happened to
Rainbow Dash.

396 APPLEJACK 396
They're never gonna let us anywhere
near them when they play now.

397 RAINBOW DASH 397
You don't know that.

398 FLUTTERSHY 398
On the bright side, if we're not
playing at the Dazzlers show, we
can play at the Animal Shelter
tonight.
(then)
The hamsters were really upset when
I told them we were going to have
to cancel our charity event.

Just then, Vice Principal Luna emerges from the gym.

399 VICE PRINCIPAL LUNA 399
They have chosen a victor!

The girls quickly follow Vice Principal Luna into the gym.

48) INT. GYM - STAGE - A MOMENT LATER

51

The Sonic Rainbooms stand on one side. Trixie's band stands on the other. Between them are the Dazzlers. Adagio addresses the students gathered to hear the results.

400 ADAGIO DAZZLE 400
First of all we want to thank all
of you who entered our Battle of
the Bands. You are all so talented.
And if some of you had just tried a
little harder, and not let down
your fellow band members, you're
band would be up on stage with us
tonight.

There are <DISGRUNTLED RUMBLINGS> from the crowd as the students accuse on another of being the weak link in their respective bands.

Smokey Hoax and Mirror Magic give Adagio approving smiles.

401 ADAGIO DAZZLE (CONT'D) 401
And now. Without further ado, the
winner of the Battle of the Bands,
the group that will be playing with
us is...

Trixie looks extremely confident. The Sonic Rainbooms on the other hand look very nervous. They hold hands. They can barely stand the suspense.

402 ADAGIO DAZZLE (CONT'D) 402
The Sonic Rainbooms.

BACKSTAGE

Spike jumps up and down.

403 SPIKE 403
Woo-hoo!

The Dazzlers look over and he quickly ducks behind Sunset Shimmer who does her best Spike impression.

404 SUNSET SHIMMER 404
Woo-hoo!

Trixie FUMES as the Sonic Rainbooms REACT to the news.

Rarity cries to the heavens.

405 RARITY 405
 (over-dramatic)
 We love you Dazzlers!

DISSOLVE TO:

49) EXT. AMPHITHEATER - LATER 52

A line of OBSESSED FANS has already formed outside the outdoor venue. The Sonic Rainbooms, instruments in tow, make their way to the front entrance. Sunset Shimmer and Spike follow close behind as they weave their way through the increasingly angst-ridden crowd.

406 TEENAGE BOY 406
 Never should have been you,
 Rainbooms. We were way better!

407 PRINCIPAL CELESTIA 407
 It should have been me! I'm the
 Dazzlers number one fan.

408 APPLEBLOOM/SWEETIE BELLE/SCOOTALOO 408
 I'm their number one fan.

Applejack looks back at her sister with concern, before being ushered into the theater by a SECURITY GUARD (BULKS BICEPS).

409 APPLEJACK 409
 Sure wish there'd been a little
 more time to keep working on that
 counter-spell.

410 TWILIGHT 410
 (to herself)
 Me, too.

Twilight's eye twitches ever so slightly.

50) EXT. AMPHITHEATER - STAGE - SOON AFTER 53

Spike looks on as Sunset Shimmer helps the Sonic Rainbooms with their sound check -- adjusting amp levels, tuning instruments, helping Pinkie Pie find the drumsticks she lost in her own hair...

411 RAINBOW DASH 411
 (into a microphone)
 Testing... Testing...

Fluttershy looks around nervously.

412 FLUTTERSHY 412
Has anybody seen the Dazzlers? I'm
worried they're up to something.

413 RAINBOW DASH 413
When are you not worried?

414 FLUTTERSHY 414
It just seems strange that they
would end up choosing us after what
happened.

415 TRIxie (O.S.) 415
Very strange.

The girls look over to see Trixie on the side of the stage.

416 RAINBOW DASH 416
What are you doing here, Trixie?
(then)
Pretty sure the losers are supposed
to be up there in the cheap seats.

417 TWILIGHT 417
The Great and Powerful Trixie is
the most talented, most magical,
most awesome girl at Canterlot
High. It is I who deserves to play
with the greatest band ever to
grace a stage.
(then, pouting)
I want to play with the Dazzlers.
(then, steely eyed)
And I will not be denied.

Trixie smiles, then pulls a lever.

Suddenly the stage floor OPENS UP beneath Sunset Shimmer and the Sonic Rainbooms. Spike just manages to leap onto a speaker, but Sunset Shimmer, Twilight, Pinkie Pie, Rainbow Dash, Rarity, Fluttershy, Applejack, and all of their instruments fall down into the hole beneath the stage.

418 GIRLS 418
Aaaahhh!

Spike dashes off as Trixie peers down at the now trapped Sunset Shimmer and the Sonic Rainbooms.

419 TWILIGHT 419
See you never.

She pulls another lever and the trap door closes.

51) INT. UNDER THE STAGE - SOON AFTER

54

Dark, save for the light that shines through a few cracks in the stage above and a small gap through which you can just see the amphitheater's stadium seating.

The girls frantically try to find a way out as we...

END ACT VI

ACT VII

52) EXT. AMPHITHEATER - STAGE - AT THE SAME TIME55

Trixie and her band are now doing their sound check. The Dazzlers approach from the wings, looking confused.

420 ADAGIO DAZZLE 420
Where are the Sonic Rainbooms?

421 TRIXIE 421
They changed their minds and
decided not to show.

The Dazzlers exchange looks, not quite buying Trixie's story.

422 ADAGIO DAZZLE 422
And as runner-up you assumed your
band should be the one that gets to
play with us?

423 TRIXIE 423
(a hint of concern)
Isn't that how it works?

Adagio smiles.

424 ADAGIO DAZZLE 424
Of course it is.
(then)
But you so narrowly defeated
another band to get to be in the
finals with the Sonic Rainbooms, it
seems a little unfair not to let
them be on stage with us as well.

Trixie's face falls.

425 ADAGIO DAZZLE (CONT'D) 425
Let's go give Flash Sentry the good
news.

Trixie fumes as the Dazzlers depart.

We FOLLOW the Dazzlers as they make their way off-stage.

426 SMOKEY HOAX 426
Shame we won't be able to take the
Rainbooms' magic and use it during
the concert like we'd planned.

427 ADAGIO DAZZLE 427
It was a risk choosing them to go
on stage with us. If they were
aware of the power they carried
inside them, they might have had
plans of their own.
(then)
Perhaps it's better they decided
not to show.

53) INT. UNDER THE STAGE - A LITTLE LATER 56

Rainbow Dash takes a flying leap at the one possible exit.
Her feet hit slam into the door and then she hits the ground
with a thud.

428 RAINBOW DASH 428
(a bit dazed)
Yeah. That thing's locked up pretty
tight.

We hear the MUFFLED SOUND of Flash Sentry and his band
playing a song from the stage above.

429 TWILIGHT 429
Maybe it doesn't even matter that
we're trapped down here. I don't
think the counter-spell was going
to work.

430 APPLEJACK 430
Course it would've worked Twilight.
(then)
Assumin' a certain guitar player
didn't try to hog the spotlight the
whole time we were tryin' to play
it.

431 RAINBOW DASH 431
Hey, if you want to tell Twilight
she's getting a little too caught
up in being the new leader of this
band, you don't have to be all
cryptic about it.

432 RARITY 432
She was talking about you, Rainbow
Dash.

433 RAINBOW DASH 433
Me? I'm just trying to make sure my
band rocks as hard as we need to
rock.

434 AJ/RV/PP/FS 434
Our band.

54) EXT. AMPHITHEATER - STAGE - AT THE SAME TIME 57

The Dazzlers have now joined Trixie and Flash's bands on stage. We hear O.S. <CHEERS> from the crowd.

Trixie and Flash glare at one another as the Dazzlers begin to play their SONG.

435 TRIXIE 435
Watch and learn, Flash.

Trixie starts to SING with the Dazzlers.

436 FLASH SENTRY 436
You're the one who has something to
learn.

Flash too starts to SING with the Dazzlers.

The Dazzlers smile as they observe Trixie and Flash's growing animosity toward one another and the GLOWING GREEN LIGHT that radiates off of them.

The Dazzlers drink in the negative energy.

Their pendants pulsate and the red fog spreads out across the amphitheater.

55) INT. UNDER THE STAGE - AT THE SAME TIME 58

Meanwhile, Twilight has begun to sink deeper into panic mode. Her hair is a frazzled mess. Her eye twitches. She paces back and forth on all fours.

437 TWILIGHT 437
(talking to herself)
But why wasn't it working? I should
know what to do. How can I not
know what to do.

The Sonic Rainbooms argument escalates.

438 APPLEJACK 438
It might've been your idea to start
a band, but it's not just your
band, Rainbow Dash.

439 RAINBOW DASH 439
I'm the one who writes all the
songs.

440 FLUTTERSHY 440
(frustrated)
I write songs. You just never let
us play any of them.
(then)
And I'm the one who got us the gig
at the charity event for the Animal
Shelter.

441 RARITY 441
I had the most perfect ensembles
for us to wear.

442 APPLEJACK 442
Again with the costumes?! No one
cares what we're wearing.

443 RARITY 443
I care Applejack. So sorry if I
enjoy trying to make a creative
contribution to the band.

444 PINKIE PIE 444
Hey, anybody here remember fun?
(then)
I'll give you a hint. It's the
exact opposite of being in the
Sonic Rainbooms lately.

445 RAINBOW DASH 445
I wish I'd never asked any of you
to be in this band.

446 RARITY 446
I wish I'd never agreed to be in
it.

447 FLUTTERSHY AND APPLEJACK 447
Me, neither.

Sunset Shimmer's eyes go wide as she notices the GLOWING GREEN LIGHT that has started to come off of the girls as they continue to <ARGUE>. Unlike the light that comes off of their peers, the light coming off of the Equestria Girls takes the form of a RAINBOW. But instead of being in a ROY G BIV pattern, it is varying shades of green.

448 SUNSET SHIMMER 448
 (nervous)
Girls.

The girls <AD-LIBBED ARGUING> makes it impossible to hear her. Sunset Shimmer tries to get Twilight's attention, but she is too lost in her own overwhelming panic attack to pay Sunset Shimmer any mind.

56) EXT. AMPHITHEATER - STAGE - AT THE SAME TIME 59

The Dazzlers have reached the musical bridge of their song. They REACT as the SWIRLING GREEN RAINBOW created by the Equestria Girls seeps up from below.

The Dazzlers drink in the magical negative energy.

Their pendants pulsate. Their eyes go wide.

449 MAGIC MIRROR 449
What's happening?

450 ADAGIO DAZZLE 450
 (wild-eyed)
We are.

57) INT. UNDER THE STAGE - AT THE SAME TIME 60

Sunset Shimmer steps between the arguing Equestria Girls.

451 SUNSET SHIMMER 451
Stop! You have to stop!

The girls stop arguing. Twilight snaps out of her panic attack.

The stage above them <RATTLES> as the sound of the Dazzlers singing voices grows LOUDER and LOUDER.

452 SUNSET SHIMMER (CONT'D) 452
Their feeding off of the magic
inside you.
(MORE)

SUNSET SHIMMER (CONT'D)
(then, horrified)
You're making them even stronger!

58) EXT. AMPHITHEATER - ON STAGE - A MOMENT LATER

The Dazzlers are still performing. Powered by the magic they have taken from the Rainbooms, their voices reach a crescendo. A sonic wave EXPLODES over the amphitheater, spreading their magic like a virus across the entire town.

CUT TO:

59) A SERIES OF SHOTS

Citizens hear the music of the Dazzlers and drop whatever they are doing to express their undying devotion to the band as we...

CUT TO:

60) INT. UNDER THE STAGE - AT THE SAME TIME

62

The girls exchange horrified looks.

453 APPLEJACK 453
But how is that even possible? Our
magic is the Magic of Friendship.

454 SUNSET SHIMMER 454
It may have started out that way.
But you can't take that magic for
granted. You have to work out even
the smallest problems right at the
start or the Magic of Friendship
can be turned into something else.
(then)
I should know. Creating those tiny
conflicts between you is how I
gained my power at Canterlot High.

The Equestria Girls look at one another, embarrassed.

455 TWILIGHT 455
I can't believe all this tension
was happening right under my nose
and I didn't realize it.
(then)
I'm supposed to be the one with all
the answers and all I've done since
I got here is let you down.

Twilight hangs her head.

456 SUNSET SHIMMER 456
No one is supposed to have all the
answers.
 (then)
But you can count on your friends
to help you find them.

Twilight considers this for a moment.

457 TWILIGHT 457
I think you already have.
 (then)
Come on! We need to get out of
here.

The girls rush to the exit door, this time working together
to try and pull it open.

With one final pull it BURSTS OPEN.

The girls grab their instruments and race out the door.

61) EXT. AMPHITHEATER - PARKING LOT - A MOMENT LATER

The girls, instruments in tow, make a run for it.

They screech to a halt as DJ PON-3 suddenly pulls up in her
car with Spike in the passenger's seat.

DJ PON-3 holds Rainbow Dash's repaired guitar.

458 RAINBOW DASH 458
You fixed it!

459 TWILIGHT 459
 (re: DJ PON-3)
Wait. Why isn't she under their
spell?

460 SPIKE 460
 (an explanation)
Never takes off her headphones.

DJ PON-3 smiles and gives the girls a "thumbs up".

62) EXT. HILLSIDE - A MOMENT LATER

64

The sky is still dark red. The Sonic Rainbooms look down at
the amphitheater stage where the Dazzlers continue to perform
their song. The Rainbooms have their instruments, but no
where to plug in.

461 RAINBOW DASH 461
How are we supposed to play over
them from up here?

DJ PON-3 pops the trunk of her car to reveal a pair of enormous speakers.

462 RAINBOW DASH (CONT'D) 462
Sweet!

463 APPLEJACK 463
Come on, y'all, time to prove we've
still got the Magic of Friendship
inside us.

464 TWILIGHT 464
And there's only one way to do it.

465 PINKIE PIE 465
We're getting the band back
together?!

466 RAINBOW DASH 466
We're getting our band back
together.

The girls share a smile.

467 RARITY 467
Just one question. Which version of
the counter-spell are we going to
play? You did have us rehearse
quite a few versions as I recall.

468 TWILIGHT 468
All this time, I thought I had to
be the one to come up with a
musical counter-spell. But I don't
think it matters what song we play.
As long as we play it together. As
friends.

469 RAINBOW DASH 469
In that case, I know just the song.

Applejack starts to roll her eyes.

470 RAINBOW DASH (CONT'D) 470
Fluttershy's written a really great
one.

Applejack's eyes freeze, mid-roll. Fluttershy beams.

471 TWILIGHT 471
I don't think I know Fluttershy's
song.

472 PINKIE PIE 472
Don't worry, Twilight, we'll show
you how it goes.

Now it's Twilight's turn to smile.

473 APPLEJACK 473
Just one last thing. We're about
to save the world here. Personally
I think we should do it in style.
Rarity, I don't suppose--?

Rarity produces a rack of clothes from out of nowhere.

474 RARITY 474
I thought you'd never ask.

63) EXT. AMPHITHEATER - ON STAGE - A MOMENT LATER

The Dazzlers suddenly hear a sound cutting through their music. The audience seems to notice it too and their enthusiasm for the Dazzlers seems to wane just the tiniest bit.

The Dazzlers exchange confused looks.

Smokey Hoax points to the hillside where the Sonic Rainbooms are playing the opening refrain of FLUTTERSHY'S SONG (LYRICS TBD).

CUT TO:

64) EPIC MUSIC BATTLE

65

It's the Sonic Rainbooms vs. The Dazzlers in a Scott-Pilgrim style Battle of the Bands.

The Dazzlers fight to maintain their control over the crowd who is gradually swayed by the music being played by the Equestria Girls.

The Equestria Girls TRANSFORM into their PONIED UP FORMS as they each get a chance to shine on their respective instruments.

Ultimately, the Dazzlers' speakers are hit by the full magical force of the Sonic Rainbooms epic sound and EXPLODE into bits.

The crowd (including Trixie and Flash Sentry who are still on stage) is snapped out of their Dazzlers worshipping state.

CUT TO:

65) A SERIES OF SHOTS

66

Depict citizens across the entire town trying to figure out why they've been building shrines to the Dazzlers, painting the Dazzlers logo on their cars, trying to cos-play as Adagio...

BACK TO:

66) EXT. AMPHITHEATER - STAGE - SOON AFTER

67

The crowd now <BOOS> as the Dazzlers desperately try to lure them back with their singing.

475 ADAGIO/SMOKEY HOAX/MIRROR MUSIC
 (tone deaf singing)
 *You will adore us. This much we
 know is true./ You will adore us.
 Before this song is through.*

Flash Sentry winces at the sound.

476 FLASH SENTRY 476
 Yeah. I'm pretty sure you're
 through.

477 TWILIGHT (O.S.) 477
 Flash?

REVEAL: Twilight and the Equestria Girls are now standing just off stage.

Flash rushes over to Twilight.

478 FLASH SENTRY 478
 You saved us!

He wraps her in his embrace. She blushes.

Trixie approaches Twilight and Flash.

479 TRIXIE 479
 (to Twilight)
 Ha. You may have vanquished the
 Dazzlers but you will never have
 the amazing, show-stopping ability
 of the Great and Powerful Trixie.

Trixie waves her arms. There is a <POOF OF SMOKE>.

The Smoke clears and we see Trixie running off-stage.

480 RAINBOW DASH 480
 Why that little--

Rainbow Dash starts to go after her, but Twilight stops her.

481 TWILIGHT 481
 Let her go. Someday she'll learn--
 (then)
 On second thought, she probably
 won't.

Twilight then notices the Dazzlers trying to slink off the stage, unnoticed.

482 TWILIGHT (CONT'D) 482
 Hey!

The Dazzlers stop in their tracks. Adagio turns to face Twilight.

483 TWILIGHT (CONT'D) 483
 You're forgetting your tip jar.

Twilight tosses them a glass jar. Adagio fumes as she catches the jar.

DISSOLVE TO:

67) EXT. CANTERLOT MALL - THE NEXT DAY 68

Twilight, Spike, and the Equestria Girls are gathered around the fountain.

484 FLUTTERSHY 484
 I really wish you could stay for
 the charity event at the Animal
 Shelter tonight. It's going to
 rock.

485 RAINBOW DASH 485
 Yeah it is.

She and Fluttershy give each other a high-five.

486 TWILIGHT 486
Me too, Fluttershy, but I really
have to get back. I don't want my
friends in Ponyville to worry.

487 FLASH SENTRY (O.S.) 487
(calling out)
Twilight!

Twilight turns to see Flash Sentry approaching.

488 FLASH SENTRY (CONT'D) 488
I'm glad I caught you before you
left.

Flash Sentry retrieves a small FLASH DRIVE from his back pocket and hands it to Twilight.

489 TWILIGHT 489
What's this?

490 FLASH SENTRY 490
I downloaded a bunch of songs I
thought you might like. Maybe when
you're back home you could listen
to them and think of me?
(then)
The nice me.

491 TWILIGHT 491
I'll always be thinking of you. I
mean, I'll think of you being nice.
Because you are. Nice. To me. Nice.
<NERVOUS LAUGHTER>

Spike steps between Twilight and Flash.

492 SPIKE 492
We should get going.
(then, under his breath)
And not just because this is
getting really awkward.

Twilight turns her attention to Sunset Shimmer and the Equestria Girls. They all look a little sad to see her go.

493 TWILIGHT 493
This isn't goodbye. It's goodbye
for now.

The girls embrace.

Twilight looks down at Spike.

494	TWILIGHT (CONT'D)	494
	(to Spike)	
	Ready?	
495	SPIKE	495
	Ready.	

The two of them step into the fountain and then into the portal.

There is FLASH of WHITE LIGHT, then STREAKS of COLOR out of which come Twilight and Spike who STRETCH, SQUASH, and BEND. There is another FLASH of WHITE LIGHT.

68) INT. TWILIGHT'S CASTLE - LIBRARY - A MOMENT LATER

Spike and Twilight, returned to their dragon and pony forms, come tumbling out of the portal. Twilight uses her magic to pick up the flash drive.

496	SPIKE	496
	You know there's no way to listen	
	to that here.	
497	TWILIGHT	497
	Guess that means I'll need to find	
	another reason to go back to	
	Canterlot High.	

Just then, <EXCITED WALLA> as the library door bursts open and Twilight's Ponyville friends come racing into the room.

498	TWILIGHT (CONT'D)	498
	But I think I've got some pretty	
	good reasons to stay here for	
	awhile.	

69) INT. HALLWAY - A MOMENT LATER 70

Twilight walks down the hallway with her friends.

499	RAINBOW DASH	499
	Tell us everything.	
500	APPLEJACK	500
	Whatja see?	
501	FLUTTERSHY	501
	What did you do?	

502 RARITY 502
What did you wear?

503 PINKIE PIE 503
(motherly)
What did you learn?

504 TWILIGHT 504
I learned... that it's okay that I
still have a lot to learn.

Twilight uses her magic to open a door. Her expression reflects her surprise that it leads to a small powder room.

505 TWILIGHT (CONT'D) 505
I should probably start with how to
get around this castle.

Her friends grin and then fan out into the hallway, eager to help. Twilight smiles as they fling open doors and announce what's beyond them.

506 RARITY 506
Drawing room.

507 FLUTTERSHY 507
Music room.

508 APPLEJACK 508
Staircase.

509 RAINBOW DASH 509
Observatory! Whoa. The walls really
are painted to look like the night
sky.

Pinkie Pie opens the last door at the end of the hallway.

510 PINKIE PIE 510
Huh. This one's just full of
portals to other worlds.

511 PONIES 511
What?!

512 PINKIE PIE 512
(then, sing-song)
Just kidding!
(then, to camera)
Or am I?

Off Pinkie Pie's cryptic expression we...

FADE OUT.

SNAP BACK IN ON:

A grinning Pinkie Pie.

513 PINKIE PIE (CONT'D)
I totally am.

513

SNAP OUT.

THE END