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MY LITTLE PONY EQUESTRIA GIRLS DVD
RAINBOW ROCKS
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FADE IN:

EXT. RESTAURANT - NIGHT

Through its glass windows we can see pastel-colored humans arguing. The front door opens and we can now hear the sound of <HEATED EXCHANGES>.

Three girls, ADAGIO DAZZLE, SMOKEY HOAX, and MIRROR MAGIC slip out of the restaurant. The slightest wisp of fluorescent green light follows them. They open their mouths and appear to drink in the green light.

The door closes behind them. The three girls look at one another and then <HUM> a strange tune. The SCARLET-COLORED PENDANTS around their necks glow softly for a moment then fade.

The girls slump.

1	SMOKEY HOAX	1
	That was barely worth the effort, Adagio. I'm tired of fast food. I need a meal.	
2	ADAGIO DAZZLE	2
	What did you expect, Smokey Hoax? The energy in this world isn't the same as in Equestria. We have to take what we can get and move on.	
3	MIRROR MAGIC	3
	(pouting) I wish we'd never been banished to this awful place.	
4	SMOKEY HOAX	4
	(dripping sarcasm) Really? I love it here.	
5	MIRROR MAGIC	5
	You do?	
6	SMOKEY HOAX	6
	(exasperated) No, Mirror Magic.	
7	MIRROR MAGIC	7
	I'm confused.	
8	ADAGIO DAZZLE	8
	(under her breath) What else is new.	

9	MIRROR MAGIC	9
	Why did you say you love it if you don't?	
10	ADAGIO DAZZLE	10
	<EXASPERATED SIGH> I'll tell you one thing, being bound to you two certainly isn't making this world any more bearable.	

The three girls suddenly REACT to a <STRANGE SOUND>.

They look out onto the horizon. In the distance, there is the faintest ripple of RAINBOW LIGHT.

On ADAGIO DAZZLE as her eyes go wide. Her gaze still fixed on the distant sky.

11	ADAGIO DAZZLE (CONT'D)	11
	Did you feel that? Do you know what that is?	

Smokey Hoax and Mirror Magic shrug.

12	ADAGIO DAZZLE (CONT'D)	12
	It's.... it's magic.	

13	SMOKEY HOAX	13
	But this world doesn't have magic.	

Adagio smiles.

14	ADAGIO DAZZLE	14
	It does now.	
	(then, sinister)	
	And we're going to find it and make it ours.	

We return to the night sky. PUSH in on the RAINBOW COLORED LIGHT and go into...

OPENING TITLE SEQUENCE

A stylized re-cap of the final events of "EQUESTRIA GIRLS" leads us into present day...

1) A "Ponyed Up" Twilight and the Equestria Girls use the Magic of Friendship to defeat Sunset Shimmer.

2) The Equestria girls say goodbye to Twilight who steps back into the mirror but...

3) Rainbow light still swirls around the Equestria Girls and Canterlot High.

4) We see the Equestria Girls hanging out together, including Sunset Shimmer in their fun. They go out dancing, cruise around in their cars, hang out at the Sweet Shoppe...

We end on Rainbow Dash, Applejack, Fluttershy, Pinkie Pie, and Rarity rocking out together as a band and "Ponying Up" as the EQUESTRIA GIRLS: RAINBOW ROCKS title card appears above them.

DISSOLVE TO:

EXT. CANTERLOT HIGH - ESTABLISHING - DAY

INT. CANTERLOT HIGH - GYMNASIUM - AT THE SAME TIME

STUDENTS are sprawled across the gym floor, making signs and banners. ATHLETES pal around with DRAMA KIDS. FASHIONISTAS chat with TECHIES. ECO-KIDS trade air-guitar riffs with the ROCKERS. A few kids wear their Canterlot Colt Ears and Tails.

ANGLE ON the entrance to the gym and SUNSET SHIMMER as she steps inside. She approaches APPLE BLOOM, SWEETIE BELLE, and SCOOTALOO who are working on a poster.

15	SUNSET SHIMMER	15
	I'd make the letters a little bigger so people can really see them.	

She picks up a paintbrush dripping with red paint.

16	SUNSET SHIMMER (CONT'D)	16
	Want some help?	

The CMCS share a look -- "is she serious?"

17	APPLE BLOOM	17
	Uh, no thanks, we're good.	

18	SUNSET SHIMMER	18
	(disappointed)	
	Oh. Okay.	

Sunset Shimmer puts the paintbrush back.

19	PINKIE PIE (O.S.)	19
	Over here, Sunset Shimmer!	

Sunset Shimmer brightens as she spots PINKIE PIE on the other side of the gym with FLUTTERSHY, RARITY, RAINBOW DASH, and APPLEJACK.

The <CHATTING> students give Sunset Shimmer suspicious glances and switch to <CONSPIRATORIAL WHISPERS> as she passes by them on her way over to her friends.

20 SUNSET SHIMMER 20
I had no idea the whole school
would be here.

Rarity holds up the glittery poster she and Pinkie Pie have been working on.

21 RARITY 21
Quite the eye-catching
advertisement if I do say so
myself.

22 PINKIE PIE 22
And it smells like cake!

23 FLUTTERSHY 23
It does?

She holds the poster close to her face and takes a whiff. She pulls her face away and it is now covered with glitter. There is a dot of vanilla icing on her nose.

24 PINKIE PIE 24
(an explanation)
I dotted all the "i's" with vanilla
frosting.

Applejack looks at Fluttershy's glitter-covered face.

25 APPLEJACK 25
Fluttershy, you've got a little
somethin'...

Fluttershy gently wipes her cheek, removing a tiny bit of glitter.

26 FLUTTERSHY 26
Did I get it?

Applejack grins.

27 APPLEJACK 27
Not exactly.

Just then, TRIxie LULAMOON pops up across the gym.

28 TRIxie 28
The Great and Powerful Trixie has
run out of glue.

Rainbow Dash picks up some glue and then proceeds to PARKOUR her way across the gym to Trixie -- jumping across tables, leaping up to the rafters, swinging on a rope...

She drops down and hands Trixie the glue.

29	TRIXIE (CONT'D)	29
	Was all that really necessary, Rainbow Dash?	

30	RAINBOW DASH	30
	I don't know, Trixie. Is being totally awesome necessary?	

Rainbow Dash grins and then struts back over to her friends, passing by PRINCESS CELESTIA who stands in front of a microphone on a small stage at the front of the gym.

31	PRINCESS CELESTIA	31
	<CLEARING HER THROAT> Good afternoon, students.	

The students look up from their various projects.

32	PRINCESS CELESTIA (CONT'D)	32
	I just wanted to tell you all how pleased I am that so many of you are going to participate in the first ever Canterlot High School Musical Showcase.	

<HOOTS and HOLLERS> from the students gathered.

33	PRINCESS CELESTIA (CONT'D)	33
	This is a wonderful opportunity to raise money for all our after- school programs here at CHS so keep on working on those signs and posters. The more people in the community who know about the showcase the better. (then) I think it's going to be one of the most exciting events we've had at CHS since the Fall Formal.	

ANGLE ON Sunset Shimmer who <GULPS>.

The Equestria Girls give her sympathetic looks as everyone in the gym slowly turns to look at Sunset Shimmer.

She slinks down and tries to hide behind a piece of construction paper.

INT. CANTERLOT HIGH - MUSIC ROOM - SOON AFTER

Sunset Shimmer accompanied by Rainbow Dash, Fluttershy, Applejack, Rarity, and Pinkie enters the music room. As they converse, they start to gather up instruments. Rainbow Dash straps on a GUITAR, Rarity picks up a KEYTAR, Fluttershy grabs a TAMBOURINE, Applejack grabs her BASS, and Pinkie Pie takes her place behind a DRUM KIT. (NOTE: The bass drum has the band's logo on it.)

34 SUNSET SHIMMER 34
I am never going to live that down.

35 FLUTTERSHY 35
You were pretty bad at the Fall
Formal.

36 SUNSET SHIMMER 36
(matter-of-fact)
A demon. I turned into a raging she-
demon.

37 PINKIE PIE 37
And tried to turn everyone here
into teenage zombies for your own
personal army.

Pinkie Pie's eyes roll back and her head and she goes stiff-
armed and stiff-legged like a zombie.

Sunset Shimmer slumps a little.

38 RARITY 38
Still, darling, you have us. We've
forgiven you for your past...
misdeeds.

The other girls nod and <AD-LIB AGREEMENT>.

39 APPLEJACK 39
To be honest, I'd say the whole
experience brought us closer than
ever before.

That's Pinkie Pie's cue. She counts them in...

40 PINKIE PIE 40
1...2...3...4...

MUSIC UP.

The girls SING a SONG about how CHS is better than ever and
that their bond of friendship is even stronger than before.

A SERIES OF SHOTS depict the Equestria Girls and their fellow students at CHS bonding with one another despite their varying interests.

As the song builds to a crescendo, the girls "PONY UP".

The girls sing the final bars of the song and we PUSH IN on the "Ponyed Up" Rainbooms then PULL BACK TO REVEAL:

INT. MUSIC ROOM - CONTINUOUS

The "PONYED UP" Equestria Girls play the final notes of the song and then return to their normal form.

Sunset Shimmer <CLAPS>.

Her friends smile and exchange high fives.

41	SUNSET SHIMMER	41
	I appreciate the sentiment, really,	
	I do, but I don't think everyone	
	else here feels quite the same way.	

Just then, there is a crackle over the intercom.

42	PRINCESS LUNA (O.S.)	42
	(over intercom)	
	Sunset Shimmer, please report to	
	the main foyer.	

Sunset Shimmer grabs her bag.

43	SUNSET SHIMMER	43
	Gotta run. I volunteered to show	
	some new students around the	
	school.	
	(then, an explanation)	
	Thought it'd be good for them to	
	get to know the new me before they	
	heard all the stuff about the old	
	me.	

Sunset Shimmer heads out the door.

44	RARITY	44
	I still can't believe that whole	
	ears and tails things happens when	
	we play.	

45	APPLEJACK	45
	I just wonder why it happens.	
	Princess Twilight took her crown	
	back to Equestria.	
	(MORE)	

APPLEJACK (CONT'D)
Shouldn't that mean she took all
that magic back with her?

46 RAINBOW DASH 46
Who cares *why* it happens? It makes
my band totally awesome.

47 RARITY 47
Your band?

48 RAINBOW DASH 48
Duh. It was my idea to start the
Rainbooms so we could be in the
Showcase. Plus, I'm the lead
singer and guitarist.

Just then, FLASH SENTRY pokes his head into the music room,
guitar slung over his back.

49 FLASH SENTRY 49
Heard you outside. You guys are
sounding really tight.

50 RAINBOW DASH 50
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.

51 RAINBOW DASH (CONT'D) 51
They'll get it together in time for
the showcase.

52 FLASH SENTRY 52
I don't suppose any of our friends
from, uh, "out of town" might come?
It being a special charity event
and all.

53 APPLEJACK 53
Sorry, Flash, I don't think
Twilight's gonna be back at
Canterlot High any time soon.

54 FLASH SENTRY 54
Oh. Yeah. Okay. Just, you know,
thought I'd ask.
(then)
Keep on rockin' it.

Flash makes his exit.

55 RARITY 55
Well, someone is still quite the
smitten kitten.

The girls <GIGGLE>.

56 RAINBOW DASH 56
We've still got a few minutes
before lunch period starts. Whatta
ya say we do "Awesome as I Wanna
Be"?

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

57 FLUTTERSHY 57
Um, Rainbow Dash, I was wondering
if we could maybe play the song I
wrote.

58 RAINBOW DASH 58
We'll get to it.

59 FLUTTERSHY 59
Oh. Okay.

Fluttershy steps back as Rainbow Dash strums her guitar and
the SONG begins.

INT. CANTERLOT HIGH - MAIN FOYER - AT THE SAME TIME

Sunset Shimmer speaks to someone just off-screen.

60 SUNSET SHIMMER 60
Hi, are you the girls I'm supposed
to show around?

REVEAL: Adagio Dazzle, Smokey Hoax, and Mirror Magic.

61 ADAGIO DAZZLE 61
We are.

62 SUNSET SHIMMER 62
Canterlot High is a great school.
You're really going to love it.

63 ADAGIO DAZZLE 63
Oh, yes. We really sense there's
something special about this place.

Smokey Hoax and Mirror Magic <SNICKER>. Adagio shoots them a
look and the two go silent.

Sunset Shimmer turns to lead them down the hall, a pensive look on her face as we...

END ACT I

ACT II

EXT. HALLWAY - SOON AFTER

Sunset Shimmer is still giving the girls the tour.

64	SUNSET SHIMMER	64
	That's the science lab. You'll probably have Miss Zecora for chemistry.	

She gestures to another door.

65	SUNSET SHIMMER (CONT'D)	65
	Computer lab is in there.	

She notices Rarity's poster advertising the musical showcase and turns to face the new girls.

66	SUNSET SHIMMER (CONT'D)	66
	Oh, we're having a big musical showcase this weekend. The whole school is pretty much rallying around it.	

Adagio Dazzle eyes the poster, a smile creeps onto her face.

67	ADAGIO DAZZLE	67
	A musical showcase?	

68	SUNSET SHIMMER	68
	I'm sure since you're new, Principal Celestia would still let you sign up if you're interested.	

69	SMOKEY HOAX	69
	We have been known to sing from time to time.	

More <SNICKERS> from Mirror Magic and Smokey Hoax.

Sunset Shimmer notes the scarlet pendants around the three girls' necks. She reaches out for Adagio's.

70	SUNSET SHIMMER	70
	Those are pretty. Where did--?	

Sunset Shimmer reacts as Adagio grabs her wrist before she has a chance to touch the pendant.

Adagio releases Sunset Shimmer's wrist.

71	ADAGIO DAZZLE	71
	(sweetly)	
	Sorry. These pendants mean an awful lot to us. We'd just hate for anything to happen to them.	

INT. CAFETERIA - A LITTLE LATER

More signs of camaraderie at Canterlot High School. Seating arrangements don't appear to be determined by "cliques".

Sunset Shimmer, who appears deep in thought, takes a lunch tray from GRANNY SMITH and brings it over to the table where Rainbow Dash, Fluttershy, Rarity, Pinkie Pie, and Applejack are sitting. She takes a seat next to Applejack.

72	APPLEJACK	72
	How was the tour?	

73	SUNSET SHIMMER	73
	I don't know. I mean, these girls they were... there was something "off" about them.	

74	PINKIE PIE	74
	Like off like this?	

Pinkie Pie does a the "spider-walk" from *The Exorcist*. She pops back up.

75	PINKIE PIE (CONT'D)	75
	Or off like this?	

Her head spins completely around her body, also like *The Exorcist*. It then snaps back forward.

76	PINKIE PIE (CONT'D)	76
	Or like this--	

She's about to do something else "off" when Rainbow Dash stops her.

77	RAINBOW DASH	77
	Maybe we just let her tell us.	

78 SUNSET SHIMMER 78
That's just it. I can't put my
finger on it. They just acted sort
of strange around me...

Her voice trails off as she is struck by a notion.

79 SUNSET SHIMMER (CONT'D) 79
Maybe someone had already talked to
them. Told them about what I did.
<SIGH> So much for making a good
first impression.

80 FLUTTERSHY 80
(unconvincing)
That's probably not it.

ANGLE ON the entrance to the cafeteria. The doors open.
Adagio Dazzle, Smokey Hoax, Mirror Magic enter, shoes
clicking rhythmically on the floor.

81 ADAGIO DAZZLE 81
Time to stir up a little trouble.

The girls begin to <HUM>. They separate each making a bee-
line for a different table of students.

MUSIC UP.

Adagio, Smokey Hoax, and Mirror Magic SING a SONG about the
upcoming showcase and how it doesn't give everyone a chance
to really shine. Wouldn't it be so much better if it were
turned into a competition?

They move from table to table and by the song's end EVERYONE
IN THE CAFETERIA is singing that they they'll do whatever it
takes to win this competition because they've "never wanted
anything more".

Sunset Shimmer and the Equestria Girls look at their fellow
students who are now staring one another down.

82 PINKIE PIE 82
Ohhh. They're that kind of "off".

INT. CANTERLOT HIGH - HALLWAY - A MOMENT LATER

Sunset Shimmer, Rainbow Dash, Rarity, Fluttershy, Pinkie Pie,
and Applejack are walking down the hall.

83 SUNSET SHIMMER 83
Those three are definitely in
possession of some kind of dark
magic. How else could you explain
what happened back there?

84 APPLEJACK 84
Don't worry, ya'll. We let
Principal Celestia know about all
this and those girls'll be kicked
to the curb in no time. Last thing
she needs is another CHS event
almost ruined by some power-crazed
lunatic.
 (then, to Sunset Shimmer)
No offense.

85 SUNSET SHIMMER 85
<SIGH> None taken.

INT. PRINCIPAL CELESTIA'S OFFICE - SOON AFTER

Sunset Shimmer, Rainbow Dash, Rarity, Fluttershy, Pinkie Pie,
and Applejack are now gathered in Principal Celestia's
office. Principal Celestia is seated at her desk with VICE
PRINCIPAL LUNA standing behind her.

86 PRINCIPAL CELESTIA 86
Dark magic? I find that very hard
to believe. Those girls came into
my office earlier and were
absolutely delightful.

87 VICE PRINCIPAL LUNA 87
Perhaps Sunset Shimmer is just
eager to make someone else out to
be a bad element here at Canterlot
High so that her actions at the
Fall Formal will become old news.

88 SUNSET SHIMMER 88
I could see why you might think
that but--

89 RAINBOW DASH 89
That's not what's happening. We saw
all of this go down in the
cafeteria too.

Principal Celestia considers this for a moment.

90 PRINCIPAL CELESTIA 90
Yes, but isn't *your* band supposed
to be part of the musical showcase?

91 RAINBOW DASH 91
Yes.

92 VICE PRINCIPAL LUNA 92
Perhaps you're all just worried
that The Dazzlers will steal your
spotlight.

93 APPLEJACK 93
The Dazzlers?

94 PRINCIPAL CELESTIA 94
It's the name of their musical
group. That's why they came by my
office earlier, to sign up for the
showcase. Even sang a little song
to Princess Luna and I.

The girls exchange concerned looks.

95 APPLEJACK 95
They did?

96 PRINCIPAL CELESTIA 96
Yes. And we think having a "Battle
of the Bands" instead is a
marvelous idea. In fact...

97 PRINCIPAL CELESTIA/VP LUNA 97
We've never wanted anything more.

EXT. CANTERLOT HIGH - SOON AFTER

Sunset Shimmer and the rest of the Equestria Girls are gathered around the Canterlot WonderColt statue assessing the situation.

98 FLUTTERSHY 98
I can't believe they got to
Principal Celestia and Vice
Principal Luna too.

99 RAINBOW DASH 99
They've gotten to everybody.

100 PINKIE PIE 100
Not everybody.

She looks at her friends.

101 APPLEJACK 101
Pinkie Pie's right. We were there
when the Dazzlers were singing and
we weren't affected. It was like we
were protected somehow.

102 RAINBOW DASH 102
So let's take the "Dazzlers" down.
It's not like we haven't tangled
with dark magic before and totally
whooped its sorry butt.
 (then to Sunset Shimmer)
Uh, no offense.

103 SUNSET SHIMMER 103
<SIGH> None taken. Again.

104 FLUTTERSHY 104
But that was when Twilight was
here. There may be some kind of
magic inside us, but I sure don't
know how to use it.

105 RARITY 105
If only we could get a message to
her, maybe she could tell us how to
break the spell the Dazzlers have
cast on our friends.

106 RAINBOW DASH 106
Well that's not gonna happen.
The portal's closed.

She taps on the solid base of the WonderColt statue.

107 RAINBOW DASH (CONT'D) 107
And I get the feeling they don't
exactly have cell phones where
she's from.

Sunset Shimmer is suddenly struck by an idea.

108 SUNSET SHIMMER 108
I may have a way we can get in
touch with Princess Twilight!

EXT. CANTERLOT HIGH - PARKING LOT - SOON AFTER

Applejack, Rainbow Dash, Pinkie Pie, Rarity, and Fluttershy
look on as Sunset Shimmer opens the trunk of her CAR and
searches inside for something.

109 SUNSET SHIMMER 109
When I was Princess Celestia's
student back in Equestria, she gave
me this.

Sunset Shimmer produces a BOOK. On its cover is PRINCESS
CELESTIA'S CUTIE MARK.

110 SUNSET SHIMMER (CONT'D) 110
Even after I abandoned my studies,
I held onto it. Deep down I guess I
knew I was making a big mistake and
wanted to still have a way to reach
out to her.

Sunset Shimmer flips open the book, revealing several pages
of cursive writing, she stops at an empty page.

111 SUNSET SHIMMER (CONT'D) 111
Maybe it still works.

112 RARITY 112
It's a book, darling. What do you
mean "maybe it still works"?

113 SUNSET SHIMMER 113
It used to be that if I wrote
something in here it would appear
in the pages of a book back in
Princess Celestia's library.
(then)
I get a message to her, then she
can get a message to Princess
Twilight.

114 RAINBOW DASH 114
So what are you waiting for? Get
to writing.

Rainbow Dash produces a pen and hands it to Sunset Shimmer.

Sunset Shimmer stares at the empty page of the book.

115 SUNSET SHIMMER 115
Been a long time since I've written
these words.
(then)
Dear Princess Celestia...

We PUSH IN on the page of the book as Sunset Shimmer
continues to write.

A FLASH of WHITE LIGHT and SWIRLING RAINBOWS brings us to...

EXT. EQUESTRIA - TWILIGHT'S CASTLE - ESTABLISHING**INT. TWILIGHT'S CASTLE - HALLWAY - AT THE SAME TIME**

PRINCESS TWILIGHT leads PINKIE PIE, APPLEJACK, RAINBOW DASH, RARITY, FLUTTERSHY and SPIKE down a long hallway lined with doors. As they do so, various MOVING PONIES are passing by with boxes.

116	RARITY	116
	Why Twilight it must be quite overwhelming, moving from a one bedroom loft to such an expansive castle. (then) You will give me a chance to help you decorate the place, won't you?	

117	PRINCESS TWILIGHT	117
	I'll think about it.	

Rarity looks absolutely devastated.

118	PRINCESS TWILIGHT (CONT'D)	118
	I'm kidding. Of course you can.	

119	APPLEJACK	119
	(to Rarity) Who-ee. You shoulda seen your face.	

The girls head into...

INT. TWILIGHT'S CASTLE - THRONE ROOM - CONTINUOUS

Spike approaches dragging an enormous CANVAS MAIL BAG.

120	SPIKE	120
	More mail for the Princess of Friendship.	

He drags it over to a pile of equally stuffed MAIL BAGS. He opens the bag and flips through the envelopes.

121	SPIKE (CONT'D)	121
	From Maretonia, Appaloosa, Vanhooover...	

122	FLUTTERSHY	122
	Gosh. Who knew there were so many ponies in need of your services?	

123 RAINBOW DASH 123
 Seriously, is there anypony in
 Equestria who isn't looking for you
 to solve their problems?

124 PRINCESS TWILIGHT 124
 I'm the Princess of Friendship now,
 it is my job to have the answers.
 (then)
 And I've already got Spike
 categorizing them according to
 urgency.

125 APPLEJACK 125
 Course you do.

Spike opens one of the letters.

126 SPIKE 126
 Here's a good one. Guy in
 Manhattan says he bought a big
 salad for a friend and another
 friend took credit for it. Wants
 to know what to do.

127 RARITY 127
 I'd say that one can go in the "not-
 so-urgent" pile.

A DELIVERY PONY approaches with a box full of books.

128 DELIVERY PONY 128
 Excuse me, Princess, where do you
 want all these books from Princess
 Celestia?

129 PRINCESS TWILIGHT 129
 The library.

She gestures out the door.

130 PRINCESS TWILIGHT (CONT'D) 130
 Third door on the left.

131 DELIVERY PONY 131
 Even this one that's glowin' and
 vibratin'?

Interest piqued, Twilight uses her magic to retrieve a
GLOWING and VIBRATING BOOK from the box. On its cover is
emblazoned SUNSET SHIMMER'S CUTIE MARK.

Twilight uses her magic to open it. She REACTS as cursive
lettering slowly appears on its pages.

132 FLUTTERSHY 132
What is it, Twilight?

133 PRINCESS TWILIGHT 133
It looks like... a message to
Princess Celestia from my friends
at Canterlot High.

The other girls gather around Twilight and the book.

134 RARITY 134
How is that even possible?

135 PRINCESS TWILIGHT 135
I have no idea. But...

She looks up from the book with concern.

136 PRINCESS TWILIGHT (CONT'D) 136
It sounds like they're in trouble.

END ACT II

ACT III

INT. TWILIGHT'S CASTLE - AT THE SAME TIME

Twilight addresses Spike, Applejack, Rainbow Dash, Rarity, Pinkie Pie, and Fluttershy as she searches the library.

137 PRINCESS TWILIGHT 137
The way Sunset Shimmer described
them, I think these new girls sound
an awful lot like the Sirens.

Princess Twilight finds the book she is looking for and places it on a table.

138 PINKIE PIE 138
(then, panicked)
Not the Sirens!
(then, whispering)
I don't actually know who that is.

Princess Twilight opens the book.

139 PRINCESS TWILIGHT 139
The Sirens were three beautiful,
but dangerous creatures who had the
power to charm ponies with their
music.

CLOSE ON a detailed drawing of THREE BEAUTIFUL SPIRIT-LIKE CREATURES 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:

140	PRINCESS TWILIGHT (CONT'D)	140
	But to maintain this power they had to feed on the negativity and distrust of others. The more of this negative energy they consumed, the stronger their voices became and the farther they could spread their dark magic.	

She turns a page.

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

141	FLUTTERSHY (O.S.)	141
	I don't think I like this story very much.	

142	PRINCESS TWILIGHT	142
	If the Sirens had had their way, they would have divided and conquered all of Equestria.	
	(then, grinning)	
	But a certain conjurer wasn't having it.	

Another IMAGE IN THE BOOK. This one of Starswirl the Bearded.

143	PRINCESS TWILIGHT (CONT'D)	143
	Rumor has it, he found a way to banish them to another world.	

Twilight looks up from the book.

144	PRINCESS TWILIGHT (CONT'D)	144
	That world must have been the one where my Canterlot High friends live.	

145	APPLEJACK	145
	But Starswirl must've sent them there moons ago. How come they're just surfacin' now?	

146 PRINCESS TWILIGHT 146
I don't know. But if my hunch is
right and it is the Sirens who've
come to Canterlot High, this spell
they've cast is just the beginning.

The ponies share concerned looks.

147 PRINCESS TWILIGHT (CONT'D) 147
My friends need me. I have to get
back to them.

148 RAINBOW DASH 148
Hate to burst your bubble,
Twilight, but the portal's closed.
The connection between their world
and Equestria has been totally cut-
off for another 30 moons.

149 PINKIE PIE 149
Okay, first of all, if there was
bubble blowing going on, why wasn't
I told about it? And secondly, if
the connection is *totally* cut-off
how was Sunset Shimmer able to get
a message to Twilight?

Twilight considers this for a moment.

150 PRINCESS TWILIGHT 150
Pinkie Pie, you're a genius!

151 PINKIE PIE 151
(nonchalant)
Yeah. I get that a lot.
(then)
Now about those bubbles...

INT. TWILIGHT'S CASTLE - THRONE ROOM - SOON AFTER

Spike and the rest of Twilight's friends look on in confusion
as Twilight gestures to a RUBE GOLDBERGIAN MACHINE. At one
end of the machine is Princess Celestia's book at the other
end is the PORTAL MIRROR.

152 PRINCESS TWILIGHT 152
By taking measurements of the
spatial properties and defining
those as the square root of the sum
of the squares of the separation
between the two points we find that
the correlation between the two is
proportional to the distance
between the two axes on a common
plane.

153 SPIKE 153
Say what now?

154 PINKIE PIE 154
Duh. By transferring the magic
contained in Princess Celestia's
book to the mirror, she can re-
establish the mirror's connection
to the other world and re-open the
portal.

The others look to Twilight for confirmation.

155 PRINCESS TWILIGHT 155
Exactly!

Princess Twilight pulls a lever and the book SPARKS sending
an electrical charge through the Rube Goldberg device.

156 PONIES 156
Oooh!

The electrical charge reaches the Portal Mirror and it
suddenly SHIMMERS and GLOWS.

157 PONIES (CONT'D) 157
Aaahhhh!

Twilight crosses to the portal mirror. She places her hoof
on the mirror's reflective surface and it disappears into the
glass. She pulls her hoof back out.

158 SPIKE 158
Woo-hoo! Canterlot High here we
come.
(then)
I do get to go too, right? I'd
really like to get to see our
friends again.

159 PRINCESS TWILIGHT 159
A certain friend in particular?

Spike blushes and looks down at the ground.

160	SPIKE	160
	Maybe.	

Twilight smiles, then turns to her friends.

161	PRINCESS TWILIGHT	161
	We won't be gone long.	

Spike pumps his fist.

162	SPIKE	162
	Yes!	

Twilight embraces her friends as they <AD-LIB ENCOURAGEMENT>.

Princess Twilight then steps up to the mirror. Spike takes his place by her side.

163	TWILIGHT	163
	Ready, Spike?	

164	SPIKE	164
	Ready!	

The two 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 and we...

DISSOLVE TO:

EXT. CANTERLOT HIGH - EVENING

Sunset Shimmer, Rarity, Pinkie Pie, Fluttershy, Rainbow Dash, and Applejack are gathered around the Canterlot WonderColt statue.

Rainbow Dash moves in close to examine the base of the statue.

165	RAINBOW DASH	165
	I'm starting to think she's not coming--	

Rainbow Dash stops short and just barely manages to step out of the way as HUMAN TWILIGHT, accompanied by SPIKE the DOG, comes flying out of the portal.

Twilight and Spike hit the ground with a <THUD>.

166 GIRLS 166
Twilight!

The girls help Twilight to her feet. She's a bit wobbly.
It's not quite the dramatic entrance she'd hoped to make.

167 TWILIGHT 167
 (pained)
I'm back.

The Equestria Girls embrace Twilight.

168 RARITY 168
And you brought Spike with you!

Rarity picks up Spike and scratches him behind the ears.

169 TWILIGHT 169
He really wanted to come along.

Rarity cradles Spike.

170 RARITY 170
Isn't he just the cutest little
puppy?
 (then, baby talk)
Yes, you are.

Spike looks like he's in heaven.

171 TWILIGHT 171
 (with a smirk)
Can't imagine why.

INT. SWEET SHOPPE - CONTINUOUS

Sunset Shimmer, the Equestria Girls, Spike, and Twilight have
convened at the Sweet Shoppe. Pinkie Pie brings Twilight a
drink with lots of whipped cream on top.

172 RARITY 172
Oh I do so hate that you've had to
return in a time of crisis. We have
so much catching up to do.

173 APPLEJACK 173
For starters, a certain blue-haired
guitar player was just asking about
you.

174 TWILIGHT 174
 (giddy)
Flash Sentry was asking about me?
 (MORE)

TWILIGHT (CONT'D)
(then, playing it cool)
Isn't that nice?

175 RARITY 175
Perhaps you could give us just the
slightest bit of gossip from your
world.

176 SPIKE 176
She's got an official title now.

Spike mimes blowing a trumpet then announces.

177 SPIKE (CONT'D) 177
The Princess of Friendship.

178 SUNSET SHIMMER 178
(sincere)
Wow! That's really impressive.
Guess you really were Princess
Celestia's prized pupil.

179 SPIKE 179
She even got her own castle.

Rarity grabs Twilight by the shoulders.

180 RARITY 180
(super excited)
A castle?! You have your own
castle!

Rarity calms herself, realizing she's just caused Twilight to
spill whip cream all over her shirt.

181 RARITY (CONT'D) 181
(playing it cool)
How lovely.

She helps Twilight clean up the spilled whip cream.

182 TWILIGHT 182
What's new here? I mean, besides
your school becoming the target of
dangerous magical creatures from
Equestria.

Rainbow Dash looks at the other girls, then back at Twilight.

183 RAINBOW DASH 183
Yeah. So that isn't exactly the
first strange thing that's happened
since you left.

Off Twilight's inquisitive expression we...

CUT TO:

INT. MUSIC STORE - A MOMENT LATER

DJ PON-3, wearing her ever-present headphones, mans the counter at the front of the store. Seemingly oblivious that in the back corner, Twilight, Spike, Sunset Shimmer, Applejack, Rarity, Pinkie Pie, and Fluttershy are watching Rainbow Dash blaze through a <GUITAR SOLO>.

RAINBOW-COLORED LIGHT suddenly starts to swirl around her and she "Pony's Up" and starts to levitate.

She stops playing and resumes her normal form.

She hangs the borrowed guitar back on the wall.

184	RAINBOW DASH	184
	Pretty sweet, huh?	

185	TWILIGHT	185
	And this happens to all of you?	

186	PINKIE PIE	186
	(a loud whisper)	
	Almost all of us.	

Pinkie Pie not so subtly gestures to Sunset Shimmer.

Sunset Shimmer shrugs -- "what are you gonna do?"

187	TWILIGHT	187
	My crown was returned to Equestria,	
	but some of its magic must have	
	remained here at Canterlot High.	
	(then)	
	Together we can use that magic on	
	the Sirens. Just like we were able	
	to use it on Sunset Shimmer.	

188	RAINBOW DASH	188
	They'll never even know what hit	
	'em.	

Rainbow Dash does some karate moves.

189	APPLEJACK	189
	We've got nothin' to worry about	
	now that Twilight's back.	

190 FLUTTERSHY 190
Oh, I'm pretty sure I could find
something to worry about.
(then, brightly)
But it won't be the Sirens.

191 TWILIGHT 191
The sooner we do this the better.
(then)
Any idea where the "Dazzlers" might
be?

192 PINKIE PIE 192
There's a big party tonight for all
the bands who signed up to be in
the showcase. That would include
the Dazzlers.

193 TWILIGHT 193
Looks like we've got a party to
crash.

INT. GYMNASIUM - CONTINUOUS

A party is going on but the tension in the room is palpable. Students are separated from one another. Bands huddle together with their band members, staring down the competition.

Flash Sentry is with his band mates.

194 FLASH SENTRY 194
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.

195 TWILIGHT 195
(smitten)
Bumped. Into. Always. Doing--

196 FLASH SENTRY 196
Twilight?!
(then, excited)
What are you doing here?
(before she can answer)
You came back for the big
competition right?

197 TWILIGHT 197
Something like that.

198 FLASH SENTRY 198
Not that there's going to be any
real competition. No one here wants
this as bad as my band does.

Just then, Twilight spots Adagio Dazzle, Mirror Magic, and
Smokey Hoax entering from the other side of the gym.

199 TWILIGHT 199
(to Flash)
Can you excuse me for just a
minute?

Twilight looks back at her friends and motions to the Sirens.

ANGLE ON the Sirens who look out at the party-goers.

200 ADAGIO DAZZLE 200
(mock sincerity)
Oh no. No one's mingling. It's like
there's some kind of underlying
tension that could bubble to the
surface at any minute.

She grins.

201 MIRROR MAGIC 201
It's the fruit punch isn't it? I
knew I used too much grape juice.

REVEAL: She is holding a nearly empty bottle of grape juice.

202 ADAGIO DAZZLE 202
(exasperated)
It's not the fruit punch. It's us.
This is just the kick-off party.
Imagine what a tizzy they'll be in
by the time the Battle of the Bands
starts.

203 TWILIGHT (O.S.) 203
(loud)
There isn't going to be a "Battle
of the Bands"!

A HUSH falls over the crowd.

REVEAL: Twilight and the Equestria Girls are standing behind
the Sirens. Adagio Dazzle, Mirror Magic, and Smokey Hoax
turn to face them.

204 TWILIGHT (CONT'D) 204
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.

205 RAINBOW DASH 205
(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.

206 TWILIGHT 206
(to herself)
I don't understand. We're all
together again. Why isn't this
working?

END ACT III

ACT IV

INT. GYMNASIUM - SOON AFTER

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.

207 SPIKE 207
(quietly)
You really need to go ahead and do
that whole Magic of Friendship
thing now.

208 TWILIGHT 208
(under her breath)
I'm trying, Spike.

Adagio looks at Twilight, and then addresses the crowd.

209 ADAGIO DAZZLE 209

Talk about throwing down the
gauntlet! This group is obviously
serious about winning.

(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.

210 TRIxie 210

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.

211 FLASH SENTRY 211

Whatever, Trixie. We're the best
band at CHS. We're the ones who'll
be going the distance.

SOARIN, FLEETFOOT, and SPITFIRE enter the fray.

212 SOARIN' 212

You seriously think you can beat
us? You gotta want it. And nobody
wants it more than we do.

The <ARGUING> over who wants to win more escalates as the
CUTIE MARK CRUSADERS, OCTAVIA and LYRA, and SNIPS and SNAILS
all proclaim their immense desire to win. A pale green light
begins to seep out of the arguing bands.

Mirror Magic and Smokey Hoax open their mouths and drink in
the pale green light.

Twilight gestures for her friends to follow and she and the
Equestria Girls slip out the back door.

ANGLE ON Adagio Dazzle who watches the Equestria Girls leave.
Adagio smiles a sinister smile.

213 ADAGIO DAZZLE 213

I think we may have found what
we're looking for.

(then)

Or rather, it found us.

Mirror Magic stares blankly at her.

214 ADAGIO DAZZLE (CONT'D) 214
 (exasperated)
 Magic!
 (then)
 Don't you see? Everyone else has
 fallen under our spell. But not
 these girls. These girls are
 special.

EXT. CANTERLOT HIGH - MAIN ENTRANCE - SOON AFTER

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

215 TWILIGHT 215
 It doesn't make any sense. I should
 have been able to create the spark
 that would help us break the
 Sirens' spell.

Twilight stops pacing.

216 TWILIGHT (CONT'D) 216
 Unless...

Twilight looks up at her friends. It hits her that she's been on all fours and stands up so she can look them in the eye.

217 TWILIGHT (CONT'D) 217
 (a realization)
 The Sirens' have cast a *musical*
 spell. Maybe we have to use the
 same kind of magic. A musical
 counter-spell.

218 FLUTTERSHY 218
 You mean like a song?

219 TWILIGHT 219
 And we'll need everyone who's under
 the Sirens' spell to hear it.

The girls consider this for a moment.

220 RARITY 220
 (a realization)
 The band competition.
 (then, an explanation)
 That's the next time we can be
 certain everyone will be in the
 same place at the same time.

221 APPLEJACK 221
Guess the Rainbooms are the band to
beat at the Battle of the Bands.

222 TWILIGHT 222
We don't have to win. We just have
to perform the counter-spell during
the first round of the competition.

223 RAINBOW DASH 223
So let's get to learning that
musical counter-spell.

224 TWILIGHT 224
That's just it. I don't know any.

The girls slump. Twilight notes their disappointment.

225 TWILIGHT (CONT'D) 225
 (eager)
But I'm sure I could figure out how
to write one.

The girls brighten.

226 SPIKE 226
Totally. Twilight can write a spell
like it's nobody's business.
That's pretty much how she got to
become a princess in Equestria.

227 TWILIGHT 227
Technically I helped finish a
spell. And there was a little more
to it than that, Spike.

228 SPIKE 228
Yeah. Whatever.
 (then, to the others)
Twilight's totally got this.

The girls look to Twilight, hopeful.

229 TWILIGHT 229
 (confident)
I've got this.
 (then)
Come on, Spike.

Twilight heads toward the main entrance to the school.

230 APPLEJACK 230
Where you goin'?

231 TWILIGHT 231
Last time we were here, Spike and I
spent the night in the library.

232 PINKIE PIE 232
Are you crazy?! We're besties now!
(then, super excited)
Slumber party at my house!

INT. PINKIE PIE'S ROOM - LATER

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.

233 PINKIE 233
Status update: Okie-dokie-lokie!

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

Rarity checks out the pic.

234 RARITY 234
Gorgeous.

CLOSE ON the PHOTO of Rarity and Sunset Shimmer all smiles. Fluttershy hides behind her own hair.

Rainbow Dash turns off her game with Applejack.

235 APPLEJACK 235
Hey! I was about to beat you!

236 RAINBOW DASH 236
I doubt it.
(then)
Hey, Twilight, how's the counter-
spell coming?

Twilight stops humming and looks up from her notebook.

237 TWILIGHT 237
Huh? Oh, uh, good. Great.

She tucks the notebook under her leg.

238	RARITY	238
	I don't know what we would have	
	done if you hadn't figured out how	
	to re-open the portal and come back	
	to help us.	

The other girls <AD-LIB AGREEMENT>.

MUSIC UP.

Rarity begins to SING an UPBEAT SONG about how lucky the girls are to have a friend like Twilight, and how sure she is that now that Twilight is back, everything is going to be fine. The other girls soon join in and are singing Twilight's praises.

END SONG

The girls <LAUGH> and all collapse onto Pinkie Pie's pink carpeted floor.

239	PINKIE PIE'S MOM (O.S.)	239
	Girls! Pizza's here!	

The girls make a mad dash for the exit. Twilight lingers. She picks up the notebook and takes a look.

CLOSE ON THE NOTEBOOK - The page is blank save for a single line that has been crossed out.

Twilight slumps.

Just then, Pinkie Pie pokes her head back in her room.

240	PINKIE PIE	240
	Don't you want any pizza?	

Twilight nods "yes" and heads out the door after Pinkie Pie, but not before tucking the notebook away under a pillow.

DISSOLVE TO:

INT. PINKIE PIE'S ROOM - LATER THAT NIGHT

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.

INT. PINKIE PIE'S KITCHEN - SOON AFTER

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

241 TWILIGHT 241
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.

242 SPIKE (O.S.) 242
(groggy)
Hey, Twilight.

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

She recovers as Spike walks up next to her.

243 SPIKE (CONT'D) 243
What are you doing up?

244 TWILIGHT 244
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.

245 SPIKE 245
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.

246 SPIKE (CONT'D) 246
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.

247 TWILIGHT 247
That's just what I've been thinking about. Here I only have five girls expecting me to show them the way. Back in Equestria, everypony is 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?

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

248 SPIKE 248
AAAHH!

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

249 MAUDE PIE 249
(monotone)
Boulder was hungry.

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

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

250 SPIKE 250
You're just freaking out because
you need to have this spell written
in time for the first round of the
Battle of the Bands. You. Looming
deadlines. Not the best
combination.

Twilight looks down sheepishly.

251 SPIKE (CONT'D) 251
Relax. Everything's gonna 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:

EXT. SWEET APPLE ACRES CO-OP - ESTABLISHING - THE NEXT DAY

There is a <CACOPHONY of MUSICAL INSTRUMENTS> coming from inside the co-op.

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

Sunset Shimmer grimaces and Spike covers his sensitive dog ears as Twilight and the Sonic Rainbooms try to play Twilight's MUSICAL COUNTER-SPELL. 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.

252 RAINBOW DASH 252
 (over the music)
 I think it's pretty obvious what's
 going wrong.

253 APPLEJACK 253
 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.

254 RAINBOW DASH 254
 I have to pick up the slack
 somehow. Are you guys even trying?

255 FLUTTERSHY 255
 (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.

256 BIG MAC 256
 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.

257 SPIKE 257
 (unconvincing)
 That sounded way better than the
 last five times you played it.

Twilight looks frazzled. Her eye twitches.

258 TWILIGHT 258
 (to herself)
 It's fine. It will be fine.
 (then)
 One more time from the top.

259 RARITY 259
 (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.

260 RARITY (CONT'D) 260
I'm particularly fond of this one.
(then)
Of course we could always go with
something a bit more modern.

261 APPLEJACK 261
We're tryin' to save our school
here. Enough with the costumes.

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

262 RARITY 262
(electronica voice)
You can never have enough costumes.

263 PINKIE PIE 263
She just wants to make things fun.
(quietly to herself)
Isn't that what being in a band is
supposed to be?

264 SUNSET SHIMMER 264
Hate to be the bearer of bad news
guys, but you don't have time for
any of this. You're supposed to
check in at the Battle of the Bands
in fifteen minutes.

The girls REACT. They'd clearly lost track of time. They start packing up their instruments. Twilight looks around panicked.

265 TWILIGHT 265
But... but it's not ready. If we
play the counter-spell in the first
round and it doesn't work, the
Sirens will know what we're up to
and make sure we don't get a chance
to play it again.

The girls stop packing up their things and consider this for a moment.

266 APPLEJACK 266
Then we'll have to buy ourselves
some time so you can keep workin'
on it.

267 RARITY 267
And how do you propose we do that?

Rainbow Dash is struck by an idea.

268 RAINBOW DASH 268
We compete in the Battle of the
Bands for real. Stay alive until
the finals and unleash the counter-
spell then.
 (then)
You'll have it figured out by the
finals, right?

269 SPIKE 269
Of course she will. Twilight
Sparkle's never met a problem she
couldn't solve. Right, Twilight?

Twilight forces a smile.

270 TWILIGHT 270
Right.

271 RAINBOW DASH 271
Then let's go win us a Battle of
the Bands.

The girls make a hasty exit.

Twilight follows, her eye twitching ever so slightly.

END ACT IV

ACT V

INT. CANTERLOT HIGH - AUDITORIUM - SOON AFTER

The competing bands are now gathered in the gym, along with a crowd of students who are there to watch the show.

Principal Celestia and Vice Principal Luna take the stage.
Principal Celestia speaks into a microphone.

272 PRINCIPAL CELESTIA 272
Welcome to the first ever Canterlot
High School Battle of the Bands. I
believe I speak for everyone when I
say it is by far the greatest thing
we have ever done here at this
school.

<HOOTS and HOLLERS> from the bands.

273 VICE PRINCIPAL LUNA 273
Unfortunately, we can only choose
one winner.
 (then)
Who's it going to be?

The bands immediately begin to <BICKER> as to which one of them will emerge victorious.

274 BAND MEMBERS 274
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 PALE RAINBOW LIGHT we've seen silhouetting around them earlier, seeps out of them.

We follow it as it snakes its way toward Adagio Dazzle, Mirror Magic, and Smokey Hoax. They open their mouths and drink it in.

The pendants around their necks glow even brighter.

275 ADAGIO DAZZLE 275
You feel that girls? Our true power
is being restored.

Smokey Hoax and Mirror Magic <GIGGLE>.

276 ADAGIO DAZZLE (CONT'D) 276
 (with a sinister smile)
And that's before we've tapped into
the real magic here.

She eyes Twilight and the Rainbooms who are rushing into the gym with their instruments.

277 SMOKEY HOAX 277
But the Rainblossoms, or whatever
they're called, aren't under our
spell. How exactly are we supposed
to get to their magic?

278 ADAGIO DAZZLE 278
The Rainbooms are just as capable
of falling apart as any one else.
They just need a little push in the
wrong direction.
 (then)
I have a feeling everyone here is
going to be lining up to give them
a shove.

The Sirens smile and then open their mouths again to consume more of the negative energy of the still <BICKERING BANDS>.

ANGLE ON the Rainbooms who are watching this unfold from across the gym.

279	RAINBOW DASH	279
	It's like they're... feeding off the negative energy.	
280	TWILIGHT	280
	That's <i>exactly</i> what they're doing. We have to get to the finals and perform the counter-spell.	
281	FLUTTERSHY	281
	I am so--	
282	PINKIE PIE	282
	Nervicited?	
283	FLUTTERSHY	283
	Terrified.	

DISSOLVE TO:

INT. AUDITORIUM - STAGE - SOON AFTER

Celestia and Luna are seated at a judges table in front of the stage wincing as SNIPS and SNAILS perform the worst RAP SONG in the history of the world.

284	SNIPS	284
	They call me MC Snips and that ain't no lie. My favorite food is pumpkin pie.	
285	SNAILS	285
	I'm DJ Snazzy Snails. I like whales. When I go to the beach I always bring my pails.	
286	SNIPS	286
	Everybody knows my favorite color is orange. My rhymes are so fly they're better than...	
287	SNAILS	287
	...an orange.	

The boys start <BEAT-BOXING>.

They drop the mics like they're Kanye West and Jay-Z.

Silence, then:

288 PRINCESS CELESTIA (O.S.) 288
Please do not drop the microphones.

The boys pick up their microphones and rush off-stage, exchanging an awkward high-five.

They pass Twilight, Rainbow Dash, Applejack, Pinkie Pie, and Fluttershy who await their turn to perform. Sunset Shimmer and Spike are there for moral support.

289 SNIPS 289
In yo face, Rainbooms!

290 APPLEJACK 290
(re: Snips and Snails)
Least we know one group who won't stand in the way of us getting to the finals.

Rainbow Dash straps on her guitar.

291 RAINBOW DASH 291
Aw yeah. Let's get ready to rock.

292 PINKIE 292
Wait. Where's Rarity?

293 RARITY (O.S.) 293
I'm here! I'm here!

Rarity rushes up to her band mates. She's dressed like a more colorful Stevie Nicks -- bohemian chic with flowing fringed sleeves. Her friends eye her get-up.

294 RARITY (CONT'D) 294
We are in a competition in which we will be performing in front of an audience. I'm not going to wear something fabulous?

Spike swoons as the Rainbooms take the stage.

295 SPIKE 295
I think you look amazing.

INT. AUDITORIUM - STAGE - A MOMENT LATER

The Rainbooms give each other a nod. They are ready to play.

Pinkie Pie counts them in.

296 PINKIE PIE 296
1...2...3...4...

MUSIC UP.

The girls launch into a POP SONG.

Twilight sings back-up with Fluttershy as Rainbow Dash takes lead vocals. They are sounding really good. The girls exchange smiles. There is the slightest spark as their "ponying up" magic starts to kick in.

None of the girls are aware that...

UP IN THE RAFTERS

PHOTO FINISH and her BANDMATES are looking down on the Rainbooms.

297 PHOTO FINISH 297
(whispering)
Zey think zey have zis in ze bag.
But I, Photo Finish, want it more.
(then, to her bandmates)
Go!

Photo Finish's bandmates produce a pair of fish-hooks and lower them with wire down to...

RARITY who is singing and playing her keytar. The fish hooks catch on her flowing fringed sleeves.

Rarity reacts as her arms are suddenly being puppeteered up by Photo Finish's band mates.

ANGLE ON Adagio Dazzle, Mirror Magic, and Smokey Hoax who stand at the rear of the auditorium watching the Rainbooms and <LAUGHING> at Rarity.

ON-STAGE

The rest of the Rainbooms are clearly distracted by the fact that Rarity is so distracted by her wayward sleeves. They continue to play, but their "ponying up" magic subsides.

Rarity finally manages to pull her arms down, but the sleeves of her get-up <RIP>. She REACTS in horror.

298 RARITY 298
Not my silken fringed sleeves!

299 APPLEJACK 299
 (under her breath)
 Forget the fringe and just play
 already.

Rarity, still visibly distraught, plays her keytar and the Rainbooms just manage to finish their song.

INT. AUDITORIUM - OFF-STAGE - A MOMENT LATER

Sunset Shimmer and Spike are waiting in the wings. Rarity is still lamenting her torn sleeves as the Rainbooms make their way toward them.

300 RARITY 300
 Ruined. Absolutely ruined!

Applejack fumes.

301 APPLEJACK 301
 Rarity! Were you tryin' to make us
 lose out there?

302 RARITY 302
 This was not my fault. This was an
 act of sabotage!

303 APPLEJACK 303
 Yeah, well, whoever did this
 couldn't have done this if you
 didn't insist on dressing like...
 like this! We need to SOUND good.
 Is there some reason that concept
 seems to escape you?

Rarity pouts.

304 RAINBOW DASH 304
 Luckily I was so awesome we're
 totally still gonna advance.

305 SUNSET SHIMMER 305
 I'm sure you'll make it.
 (then)
 But it won't matter if you don't
 have that counter-spell ready.

306 SPIKE 306
 She's right.

Twilight's nervous eye twitch returns.

307 SUNSET SHIMMER 307
You all find a place to practice
where the Sirens can't hear you.
I'll keep an eye on things around
here.

The Rainbooms make their exit, passing DERPY HOOVES and her
BAND who snarl at the Rainbooms as they take the stage.

Derpy starts to play her guitar. She steps up to sing, but
there is <FEEDBACK> on the mic and we can't hear her vocals.

INT. HALLWAY - SOON AFTER

Twilight exits through the rear of the auditorium and heads
down the hall with the rest of the Rainbooms.

308 TWILIGHT 308
I don't think we should use a
classroom.

She turns the corner and bumps into Flash Sentry who leans
against a locker strumming his guitar. His bandmates lean
against the lockers next to him.

309 TWILIGHT (CONT'D) 309
<NERVOUS LAUGHTER> We really,
really need to stop bumping into
each other like this.

Flash Sentry doesn't look up from his guitar.

310 FLASH SENTRY 310
You guys hear something?

His band mates shrug.

311 FLASH SENTRY (CONT'D) 311
Yeah. Me, neither.

312 TWILIGHT 312
I said, "WE HAVE TO STOP--"

313 FLASH SENTRY 313
(cutting her off)
There it is again. So annoying.

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

314 TWILIGHT 314
Why are you acting like this? I
thought we were friends.

Flash finally looks up from his guitar.

315 FLASH SENTRY 315
And then you decided to come back
here just so you could beat me in
the Battle of the Bands. I want
this, Twilight. And you're trying
to take it from me. Some friend.

316 TWILIGHT 316
That's not why--

Flash ignores her and goes back to tuning his guitar.

317 APPLEJACK 317
(cutting her off)
Come on, Twilight. We've got
things to do.

Applejack pulls Twilight away from Flash and the girls head
down the hallway. Flash calls after her.

318 FLASH SENTRY 318
(calling after Twilight)
You really think you're going to
help them? I bet you have no idea
what you're even doing.

This sentiment visibly strikes a nerve with Twilight. She
tears up a little, but then quickly wipes away the tear.

ANGLE ON Adagio Dazzle, Mirror Magic, and Smokey Hoax who
have been observing this exchange from afar.

319 ADAGIO DAZZLE 319
(smug)
Tears already? This is only the
first round.

Mirror Magic and Smokey Hoax <GIGGLE>.

320 PRINCESS CELESTIA (O.S.) 320
(over a loudspeaker)
The next band to take the stage
will be... Trixie and the
Illusions.

321 ADAGIO DAZZLE 321
Better head back. We're supposed to
go on after the "Great and Powerful
Trixie."

The Sirens turn to go back to the auditorium and find Sunset Shimmer blocking their path. Her eyes narrow as she faces down the Sirens.

322 SUNSET SHIMMER 322
You're never going to get away with
this.

323 ADAGIO DAZZLE 323
Why? Because you didn't.
(then)
Oh. We know all about you, Sunset
Shimmer. You've got quite the
reputation at Canterlot High.

324 SMOKEY HOAX 324
We weren't here five minutes before
we found out about the stunt you
pulled at the Fall Formal.

325 MIRROR MAGIC 325
Too bad you weren't strong enough
to pull it off.

326 ADAGIO DAZZLE 326
We, on the other hand, aren't going
to have that problem.

<GIGGLES> from Smokey Hoax and Mirror Magic.

327 SUNSET SHIMMER 327
I'm glad I wasn't able to go
through with my plans. I'm in a
much better place now.

328 SMOKEY HOAX 328
Waiting in the wings while your
"friends" have all the fun?

329 ADAGIO DAZZLE 329
Oh, yes. You girls are so tight
now. And yet, they didn't ask you
to be in the band.

330 SMOKEY HOAX 330
Probably afraid no one would want
to see them play if she was in the
group.

331 MIRROR MAGIC 331
Too bad. So sad.

Sunset Shimmer considers this, her bravado fading.

332 ADAGIO DAZZLE 332
If it's any consolation, no one is
going to remember you at all by the
time we're done.

Adagio Dazzle brushes past Sunset Shimmer. Mirror Magic and Smokey Hoax follow her, giving Sunset Shimmer smug smiles.

Sunset Shimmer remains in the hallway, her shoulders slumped, the fire in her eyes when she first confronted the Sirens long gone.

END ACT V

ACT VI

INT. AUDITORIUM - STAGE - A MOMENT LATER

Adagio Dazzle, Smokey Hoax, and Mirror Magic take the stage.

333 ADAGIO DAZZLE 333
Remember girls, we want to save the
good stuff for the main event.

She clutches the pendant around her neck.

MUSIC UP.

The Dazzlers launch into a POP SONG and we...

CUT TO:

A MONTAGE

We INTERCUT the progressing music competition with the Rainbooms' efforts to use their down-time to perfect the counter-spell, and the Sirens "feeding" on the negative energy the Battle of the Bands is producing.

A leader board shows the band logos of those advancing to the next round of the Battle of the Bands. The Rainbooms and the Dazzlers always among them.

A) Twilight and the Rainbooms are stuffed in a janitor's closet working on the spell. It is clear by Twilight's increasingly "Lesson Zero"esque expressions and the random flashes of rainbow-colored light and "ponyfication" that it is not going well.

B) We see snippets of the BANDS performing. Including, but not limited to, the following...

- 1) OCTAVIA rocks out on her cello.
- 2) Flash Sentry and his band perform.
- 3) LYRA and BON BON perform as an R&B duo with choreography.
- 4) Apple Bloom, Sweetie Belle, and Scootaloo perform in the same style clothing they wore in episode 118 "The Show Stoppers".

C) Bands sabotage one another -- hiding instruments, unplugging amps mid-performance, messing with pyro-technics and setting them off at unexpected times.

D) The Sirens feed on the negative energy produced by the over-the-top competitiveness of the bands participating.

E) Bands eye the leaderboard and throw fits as they fail to make it to the next round. The majority of their anger seems to be directed at the Rainbooms.

F) The Dazzlers finish their SONG and take a bow.

INT. AUDITORIUM - SOON AFTER

Flash Sentry looks at the elimination board, fuming as Vice Principal Luna tosses his band's logo aside.

According to the leader board, The Dazzlers have already secured their place in the Main Event. There are now two bands fighting for the final spot and the opportunity to face them -- "Trixie and the Illusions" and "The Rainbooms".

Flash gets in his bass player's face.

334	FLASH SENTRY	334
	We could have made it all the way but you blew it for us, man!	
335	BASS PLAYER	335
	Me? You're the one who's all distracted because your girlfriend is back.	
336	FLASH SENTRY	336
	She's <u>not</u> my girlfriend.	

He storms off, pale green light trailing off of him and toward the Dazzlers who smile and drink it up.

Their pendants are now a bright scarlet hue.

INT. AUDITORIUM - BACK STAGE - AT THE SAME TIME

Sunset Shimmer addresses the Rainbooms.

337	SUNSET SHIMMER	337
	This is it. Last round and you're	
	in the finals.	
	(then)	
	Unless you think the counter-spell	
	is ready to be played now?	

Twilight emphatically shakes her head "no".

338	APPLEJACK	338
	Don't worry Twilight, finals aren't	
	until tonight. We'll get in a	
	little more practice before we're	
	supposed to hit the stage. We	
	won't let you down.	

339	TWILIGHT	339
	(under her breath)	
	You won't let <u>me</u> down.	

340	RARITY	340
	I'm sure getting a chance to	
	practice without being surrounded	
	by filthy mops and cleaning	
	supplies will help.	

The other girls nod in agreement.

INT. AUDITORIUM - STAGE - AT THE SAME TIME

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

ANGLE ON Celestia and Luna who <CLAP> enthusiastically from their seats at the judges' table.

INT. AUDITORIUM - BACK STAGE

Trixie and her band leave the stage and she addresses the Rainbooms who are waiting to go on.

341	TRIXIE	341
	You're never going to top that	
	performance, Rainbooms.	
	(then)	
	(MORE)	

TRIXIE (CONT'D)

Though if you ask me, you shouldn't even be allowed to try when you potentially have such a big advantage over the rest of us.

342 RAINBOW DASH 342
My superior guitar-playing and off-the-charts awesome singing voice?

343 TRIXIE 343
Don't be ridiculous. I mean her.

She gestures to Twilight.

344 TRIXIE (CONT'D) 344
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.

345 RAINBOW DASH 345
Please. I could win this thing as a solo act and everybody knows it.

346 TRIXIE 346
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.

347 PINKIE PIE 347
(impressed)
She's gone.
(then)
Oh. Wait. There she is.

REVEAL: Trixie is hiding behind a curtain. She pulls it around her until she is out of view.

348 PRINCESS CELESTIA (O.S.) 348
And now... the Rainbooms.

The Rainbooms head out onto the stage, leaving Spike and Sunset Shimmer waiting nervously in the wings.

INT. AUDITORIUM - STAGE - CONTINUOUS

The girls take their places on stage. Fluttershy approaches Rainbow Dash.

349 FLUTTERSHY 349
Um, I was just wondering. We
haven't played any of my songs
yet...

350 RAINBOW DASH 350
 (an announcement)
"Awesome as I Wanna Be".

Fluttershy <HUFFS> back over to her microphone.

MUSIC UP.

The Rainbooms start to play "Awesome As I Wanna Be". (This is the same song we heard them practice in Act I.)

The girls are sounding good but Rainbow Dash is clearly distracted by Trixie who appears in the wings, holding up a hand-drawn sign that depicts a tiny Rainbow Dash overshadowed by Twilight.

Rainbow Dash tries to keep her cool but just can't do it.

She suddenly launches into an IMPROMPTU GUITAR SOLO.

Suddenly, Rainbow Dash, still playing her solo, closes her eyes and "Ponys Up". But there is something uncontrolled about it. Something a bit off.

She spins around and her long "pony tail" lashes out around the stage, nearly knocking Rarity off her feet.

Fluttershy ducks as a wayward blast of white light flies off Rainbow Dash and knocks over the speaker behind her.

Pinkie Pie swats at the air with her drumsticks, knocking aside tiny Rainbow Dash Cutie Marks that have somehow turned into projectiles.

Rainbow Dash remains oblivious to her fellow Rainbooms and the havoc her performance is causing on stage.

ANGLE ON Adagio Dazzle, Smokey Hoax, and Mirror watching all of this go down, their eyes wide, big grins on their faces.

BACK ON STAGE Rainbow Dash has finally noticed that her fellow Rainbooms have stopped singing and playing their instruments.

She quickly stops playing and returns to her normal form.

The band nervously finishes their song, but the damage has been done.

Rainbow Dash shields her eyes to try and look out at Principal Celestia and Vice Principal Luna but the spotlights make it impossible for her to see their expressions.

351 RAINBOW DASH (CONT'D) 351
 Woo-hoo! Rainbooms Rock!

The rest of the band quickly ushers her...

OFF-STAGE

Where Spike and Sunset Shimmer try to offer up words of encouragement to the clearly upset Rainbooms.

352 SUNSET SHIMMER 352
 The first part was really good.

353 SPIKE 353
 (unconvincing)
 And you totally pulled it together
 there at the end.

Rainbow Dash notes the irritated looks on her fellow Rainbooms' faces.

354 RAINBOW DASH 354
 Weird stuff is going on. It
 could've happened to any of us.

355 APPLEJACK 355
 But it didn't, Rainbow Dash. It
 happened to you.

A smug Trixie approaches with her band.

356 TRIxie 356
 Bravo! I'm sure Principal Celestia
 and Vice Principal Luna were really
 impressed by... was that actually a
 song you all were playing out
 there?

Trixie notices that Principal Celestia and Principal Luna are now on stage with the Dazzlers.

357 TRIxie (CONT'D) 357
 Oh! Looks like they've already
 decided who'll be moving on to face
 the Dazzlers in the finals.

Trixie pops open a compact and checks her face in the mirror.

358 TRIxie (CONT'D) 358
I'm guessing after Rainbow Dash's
little meltdown it wasn't too
difficult a decision.

ON-STAGE

Principal Celestia stands next to Vice Principal Luna and is about to make an announcement, when Adagio Dazzle, Mirror Magic, and Smokey Hoax surround them.

The girls lean in close and we HEAR them sing a little MELODY. First into Principal Celestia's ear, then into Vice Principal Luna's.

The words they are singing are too quiet for us to make out, but their effect is clear as Principal Celestia and Vice Principal Luna smile and speak in unison:

359 CELESTIA AND LUNA 359
We've never wanted anything more.

OFF-STAGE

Sunset Shimmer REACTS to this strange occurrence -- what just happened? She's the only one to notice it as the Rainbooms are still lamenting their failure to make it to the finals.

360 RARITY 360
What can we do? There isn't going
to be another opportunity for us to
play it.
(then)
And I had the most gorgeous outfit
for the finals.

361 APPLEJACK 361
Yep, 'cause that's the real tragedy
here, that you won't get to play
dress-up.

362 RARITY 362
You know perfectly well that is not
what I meant.

363 RAINBOW DASH 363
You guys want to keep it down?
They're about to announce who's
moving on.

364 FLUTTERSHY 364
Thanks to a certain guitarist
desperate to be in the spotlight,
it isn't going to be us.

ON-STAGE

Principal Celestia steps up to the microphone.

365	PRINCIPAL CELESTIA	365
	The band that will be joining the	
	Dazzlers in tonight's finals...	

Trixie steps out on stage all smiles.

366	CELESTIA AND LUNA	366
	The Rainbooms.	

367	TRIXIE	367
	What?!	

OFF-STAGE

The Rainbooms REACT.

368	PINKIE PIE	368
	Did they just say the Rainbooms?	

Trixie suddenly storms past them in a <HUFF>.

369	TRIXIE	369
	This isn't over.	

The Rainbooms exchange confused glances then head...

ON STAGE

Where they are met by <BOOS> from their fellow contestants.

370	PRINCIPAL CELESTIA	370
	Congratulations, girls. You	
	deserve it.	

371	PINKIE PIE	371
	Seriously?! We just gave the worst	
	performance ever--	

Rainbow Dash gives Pinkie Pie a little elbow to the ribs to stop her from continuing her thought.

372	ADAGIO DAZZLE	372
	See you at tonight's big show,	
	Rainbooms. We are really looking	
	forward to it.	

The Dazzlers turn on their heels and make their exit.

373 RAINBOW DASH 373
 (calling after them)
 Not as much as we are!

DISSOLVE TO:

EXT. AMPHITHEATER - LATER

The Rainbooms accompanied by Sunset Shimmer and Spike 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.

374 PHOTO FINISH 374
 Never should have been you,
 Rainbooms!

375 OCTAVIA 375
 I am a classically trained
 musician. It should have been me!

Sweetie Belle glares at Rarity.

376 SWEETIE BELLE 376
 Thanks a lot, Rarity! Now we'll
 never be the rock stars we were
 obviously meant to be!

Apple Bloom and Scootaloo look equally angry.

377 APPLEBLOO 377
 Worst. Sister. Ever.

Rarity and Applejack exchange concerned looks, before being ushered into the theater by a SECURITY GUARD.

EXT. AMPHITHEATER - STAGE - SOON AFTER

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...

378 RAINBOW DASH 378
 (into a microphone)
 Testing... Testing...

379 FLUTTERSHY 379
 This doesn't make any sense. We
 were awful. Doesn't anybody else
 think it's strange that we're the
 ones who made it to the finals?

380 TRIXIE (O.S.) 380
Very strange.

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

381 RAINBOW DASH 381
What are you doing here, Trixie?
(then)
Pretty sure the losers are supposed
to be up there in the cheap seats.

382 TRIXIE 382
The Great and Powerful Trixie is
the most talented girl at Canterlot
High. It is I who deserves to be
in the finals.
(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.

383 GIRLS 383
Aaaahhh!

Trixie doesn't notice Spike dashing off as she peers down at the now trapped Sunset Shimmer and the Rainbooms.

384 TWILIGHT 384
See you never.

She pulls another lever and the trap door closes.

ANGLE ON the Dazzlers who are watching all of this unfold from behind a large pair of speakers on the other side of the stage.

385 ADAGIO DAZZLE 385
See, told you someone would give
them a shove.

INT. UNDER THE STAGE - SOON AFTER

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

INT. UNDER THE STAGE - A LITTLE LATER

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>.

386	RAINBOW DASH	386
	(a bit dazed)	
	Yeah. That thing's locked up pretty tight.	

We hear the MUFFLED SOUND of Trixie and her band playing a SONG from the stage above.

387	TWILIGHT	387
	Maybe it doesn't even matter that we're trapped down here. I don't think the counter-spell was going to work.	

388	APPLEJACK	388
	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.	

389	RAINBOW DASH	389
	Hey, if you want to tell Twilight she's getting a little too caught up in trying to be the new leader of this band, you don't have to be all cryptic about it.	

390	RARITY	390
	She was talking about you, Rainbow Dash.	

391	RAINBOW DASH	391
	Me? I'm just trying to make sure my band rocks as hard as we need to rock.	

392	AJ/RY/PP/FS	392
	<u>Our</u> band.	

EXT. AMPHITHEATER - STAGE - AT THE SAME TIME

Trixie and her band finish playing their song. They exit the stage, passing by the Dazzlers.

393 TRIXIE 393
 Try to top that.

394 ADAGIO DAZZLE 394
 Oh, gosh, I don't know if we can.

Mirror Magic and Smokey Hoax <GIGGLE> as they follow Adagio onto the stage.

Adagio addresses the crowd.

395 ADAGIO DAZZLE (CONT'D) 395
 (into a microphone)
 We're The Dazzlers. Prepare to be
 mesmerized.

MUSIC UP.

The Dazzlers start to play a SONG. Its slow and heavy bass line has a hypnotic feel to it.

INT. UNDER THE STAGE - AT THE SAME TIME

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.

396 TWILIGHT 396
 (talking to herself)
 But why wasn't it working? I should
 know what to do. How can I not know
 what to do.

The Rainbooms argument escalates.

397 APPLEJACK 397
 It might've been your idea to start
 a band, but it's not just your
 band, Rainbow Dash.

398 RAINBOW DASH 398
 I'm the one who writes all the
 songs.

399 FLUTTERSHY 399
 (frustrated)
 I write songs. You just never let
 us play any of them.

400 RARITY 400
I had the most perfect ensembles
for us to wear.

401 APPLEJACK 401
Again with the costumes?! No one
cares what we're wearing.

402 RARITY 402
I care Applejack. So sorry if I
enjoy trying to make a creative
contribution to the band.

403 PINKIE PIE 403
Hey, anybody here remember fun?
(then)
I'll give you a hint. It's the
exact opposite of being in the
Sonic Rainbooms lately.

404 RAINBOW DASH 404
I wish I'd never asked any of you
to be in this band.

405 RARITY 405
I wish I'd never agreed to be in
it.

406 FLUTTERSHY AND APPLEJACK 406
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.

407 SUNSET SHIMMER 407
(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

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 being to pulsate and glow.

INT. UNDER THE STAGE - AT THE SAME TIME

Sunset Shimmer steps between the arguing Equestria Girls.

408 SUNSET SHIMMER 408
 Stop! You have to stop!

The girls stop arguing.

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

409 SUNSET SHIMMER (CONT'D) 409
 This is what they've been after all
 along. Their feeding off of the
 magic inside you!

EXT. AMPHITHEATER - ON STAGE - A MOMENT LATER

The Dazzlers are still performing. Powered by the magic they have taken from the Rainbooms, their voices grow louder and the pendants around their necks glow even brighter.

Suddenly, an EXPLOSION of RED LIGHT bursts from the pendants.

The light spreads across the crowd and they are suddenly completely and utterly enamored with the Dazzlers.

410 CROWD 410
 We love you Dazzlers./You're
 amazing./I live to serve you
 Dazzlers.

Another burst of red light from the Sirens' pendants sends a sonic wave EXPLODING over the amphitheater and spreading the Sirens' magic like a virus across the entire town.

INT. UNDER THE STAGE - AT THE SAME TIME

The girls exchange horrified looks as they hear the enamored crowd expressing their undying love for the Dazzlers.

411 CROWD 411
 We love you!/We adore you!/We
 worship you!

412 APPLEJACK 412
How can they be using our magic?
It's the Magic of Friendship.

413 SUNSET SHIMMER 413
Ever since you started this band
you've been letting little things
get to you. I never said anything
because I didn't feel like it was
my place. Not when I was so new to
this whole friendship thing.
(then)
I still have a lot to learn, but I
do know that if you don't work out
even the smallest problems right at
the start, the Magic of Friendship
can be turned into something else.

The Equestria Girls look at one another, embarrassed.

414 TWILIGHT 414
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.

415 SUNSET SHIMMER 415
I don't think anyone 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.

416 TWILIGHT 416
I think you already have.
(then)
Come on! We need to get out of
here.

The girls rush to the exit door, and try desperately to pull
it open, but it's no use.

Suddenly, the door bursts inward to reveal Spike and DJ PON-3
standing in the doorway. DJ PON-3 is holding something that
she's clearly used to knock the door in.

Twilight embraces Spike.

417 TWILIGHT (CONT'D) 417
Spike!

418 SPIKE 418
Sorry I took so long. I had to find
somebody who wasn't under the
Sirens spell to help me get you
out.

DJ PON-3 waves.

419 TWILIGHT 419
Why *isn't* she under their spell?

420 SPIKE 420
(an explanation)
Never takes off her headphones.

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

XT. AMPHITHEATER - PARKING LOT - A MOMENT LATER

The girls, instruments in tow, make a run for it. They race toward DJ PON-3's car

EXT. HILLSIDE - A MOMENT LATER

The sky has turned 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.

421 RAINBOW DASH 421
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.

422 RAINBOW DASH (CONT'D) 422
Sweet!

423 APPLEJACK 423
Come on, y'all, time to prove we've
still got the Magic of Friendship
inside us.

424 TWILIGHT 424
And there's only one way to do it.

425 PINKIE PIE 425
We're getting the band back
together?!

426 RAINBOW DASH 426
We're getting our band back
together.

The girls share a smile.

427 RARITY 427
Just one question. Which version of
the counter-spell are we going to
play? You had us rehearse quite a
few versions as I recall.

428 TWILIGHT 428
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.

429 RAINBOW DASH 429
In that case, I know just the song.

Applejack starts to roll her eyes.

430 RAINBOW DASH (CONT'D) 430
Fluttershy's written a really great
one.

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

431 TWILIGHT 431
I don't think I know Fluttershy's
song.

432 PINKIE PIE 432
Don't worry, Twilight, we'll show
you how it goes.

Now it's Twilight's turn to smile.

433 APPLEJACK 433
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.

434 RARITY 434
I thought you'd never ask.

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 Rainbooms (now in costumes designed by Rarity) are playing the opening refrain of FLUTTERSHY'S SONG.

435 ADAGIO DAZZLE 435
So the Rainbooms want to turn this
into a real battle of the bands?
(steely-eyed)
Then let's battle.

Adagio Dazzle, Mirror Magic, and Smokey Hoax's pendants glow again and suddenly the three...

TRANSFORM into 3 BEAUTIFUL and NEARLY TRANSPARENT SPIRITS with ears, tails, and wings that make them more closely resemble their Equestrian forms.

Still playing their instruments, they take to the sky, then swoop down over the crowd and head toward the Rainbooms who suddenly...

TRANSFORM into their PONIFIED MODELS.

What follows is an...

EPIC MUSICAL BATTLE between the Rainbooms and the Dazzlers.

The Rainbooms use their instruments to fire their respective Cutie Marks at the Dazzlers.

Every time Pinkie Pie hits her SNARE DRUM, her bass drum fires BALLOONS like its a cannon firing cannonballs.

When Fluttershy slaps her TAMBOURINE against her leg, it produces BUTTERFLIES that swarm around the Dazzlers.

Every thump of Applejack's BASS produces a barrage of APPLES that the Dazzler Spirits must dodge.

Rarity's keytar sends out DIAMONDS whose sparkling surfaces momentarily blind the Dazzlers.

Rainbow Dash's guitar produces RAINBOW-SHAPED BOLTS that send the Dazzlers diving out of the way.

Twilight's VOICE produces SIX-POINT STARS...

But the Dazzlers aren't going out without a fight.

Their scarlet pendants create a LASER-LIGHT SHOW that disorients the Rainbooms who stop playing their song.

Now with the upper hand, the Dazzlers encircle the Rainbooms who look to Sunset Shimmer for help.

436 TWILIGHT 436
Sunset Shimmer! We need you!

Sunset Shimmer knows what she must do...

She begins singing the chorus of the Rainbooms song and suddenly...

"PONYS UP"!

She continues to sing and her voice produces SWIRLING SUNS that encircle the Dazzlers. It is their turn to be disoriented and they back away from the Rainbooms who...

RESUME playing their SONG.

The CROWD that had once been so enamored with the Dazzlers now joins in singing the chorus of Fluttershy's song with Sunset Shimmer, Twilight, and the Rainbooms.

The song comes to a crescendo and there is a sudden burst of WHITE LIGHT that sends the Dazzlers flying back toward the stage where they...

RESUME their human form and hit the stage with a <THUD>.

The crowd <GOES WILD> as the Rainbooms and Sunset Shimmer play the final notes of Fluttershy's song and land on the stage next to the Sirens.

Sunset Shimmer looks down at the now cowering Dazzlers.

She reaches down and removes the pendants from around Adagio Dazzle, Mirror Magic, and Smokey Hoax's necks.

The Sirens scramble to their feet, desperate to regain the adoration of the crowd.

437 ADAGIO/SMOKEY HOAX/MIRROR MAGIC 437
(tone deaf singing)
You will adore us.
(MORE)

ADAGIO/SMOKEY HOAX/MIRROR MAGIC

This much we know is true./ You
will adore us. Before this song is
through.

The crowd now <BOOS> the Dazzlers who exchange terrified glances before rushing off the stage.

438 SUNSET SHIMMER 438
 (re: the pendants)
Guess that explains why these were
so special to them.

439 TWILIGHT 439

Without those pendants and the
magic you brought here from
Equestria they're just three
harmless teenage girls.

Just then, Flash climbs up onto the stage and rushes over to Twilight.

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440          FLASH SENTRY                                440
    That was amazing!
      (then)
    Rainbooms rule!

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He wraps Twilight in his embrace. She blushes.

Trixie approaches Twilight and Flash, ruining the moment.

441 TRIXIE 441
 (to Twilight)
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.

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

442 TWILIGHT 442
Someday she'll learn.
(then)
She just needs to be given a
chance.

Sunset Shimmer smiles and suddenly finds herself caught up in a group hug with Applejack, Rarity, Fluttershy, Rainbow Dash, and Pinkie Pie.

443 RAINBOW DASH 443
 (to Sunset Shimmer)
You know... Twilight is going back
to Equestria soon. The Rainbooms
could really use someone to help
Fluttershy on back-up vocals.

444 SUNSET SHIMMER 444
 (hopeful)
I also play guitar.

445 RAINBOW DASH 445
 We'll see.

Rainbow Dash grins.

EXT. CANTERLOT HIGH - THE NEXT DAY

Twilight, Spike, Sunset Shimmer and the Equestria Girls are gathered around the Canterlot WonderColt statue.

446 APPLEJACK 446
 Sure wish you could stay longer.

447 TWILIGHT 447
 Me, too, but I have
 responsibilities in Equestria that
 I have to get back to. Its citizens
 need me.
 (then)
 But now I can open the portal
 whenever I need to. This isn't
 goodbye. It's goodbye until next
 time.

The girls embrace.

Twilight looks down at Spike.

448 TWILIGHT (CONT'D) 448
 (to Spike)
 Ready?

449 SPIKE 449
 Ready.

The two of them step 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 and are immediately greeted by Applejack, Fluttershy, Rainbow Dash, Pinkie Pie, and Rarity.

450	RAINBOW DASH	450
	Tell us everything.	
451	APPLEJACK	451
	Whatja see?	
452	FLUTTERSHY	452
	What did you do?	
453	RARITY	453
	What did you wear?	
454	PINKIE PIE	454
	(motherly)	
	What did you learn?	
455	TWILIGHT	455
	I learned... that I still have a lot to learn.	

Twilight starts making her way to the exit. Her friends follow close behind.

456	TWILIGHT (CONT'D)	456
	I'm the Princess of Friendship now and lots of ponies are going to be looking to me solve their problems. But it was foolish of me to think that I should have all the answers. (then) What I do have are good friends who will always be there to help me find them.	
457	RARITY	457
	Well, then, I think we should get started right away. You've had quite a bit of mail since you've been gone.	

Rarity opens the door to reveal a mountain of mail bags.

Twilight's eyes go wide and we...

FADE OUT.