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MY LITTLE PONY EQUESTRIA GIRLS DVD

"Rainbow Rocks"

Written by: Meghan McCarthy

Production Draft: August 26, 2013

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, ARIA BLAZE, and SONATA DUSK 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 ARIA BLAZE
That was barely worth the effort, Adagio. I'm tired of fast food. I need a meal.

2 ADAGIO DAZZLE
What did you expect, Aria? The energy in this world isn't the same as in Equestria. We can only gain so much power here.

3 ARIA BLAZE
(pouting)
I wish we'd never been banished to this awful place.

4 ADAGIO DAZZLE
(dripping sarcasm)
Really? I love it here.

5 SONATA DUSK
For realsies? Because I think this place is the worst.

6 ARIA BLAZE
I think you're the worst, Sonata.

7 SONATA DUSK
Oh yeah? Well I think you're worser than the worst, Aria.

8 ARIA BLAZE
Yeah. I'm kinda busy right now. Can I totally ignore you some other time?

9 ADAGIO DAZZLE
<EXASPERATED SIGH> I'll tell you one thing, being stuck here with you two 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.

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

Aria Blaze and Sonata Dusk shrug.

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

12 ARIA BLAZE
But this world doesn't have Equestrian magic.

Adagio smiles.

13 ADAGIO DAZZLE
It does now.
(then)
And we're going to use it to make everyone in this pathetic little world adore us.

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. *

Sunset Shimmer picks up a paintbrush dripping with red paint. *

14 SUNSET SHIMMER
Want some help?

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

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

16 SUNSET SHIMMER
(disappointed)
Oh. Okay.

Sunset Shimmer puts the paintbrush back.

17 PINKIE PIE (O.S.)
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.

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

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

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

20 PINKIE PIE
And it smells like cake!

21 FLUTTERSHY
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.

22 PINKIE PIE
(an explanation)
I used vanilla frosting instead of *
paste. *

Applejack looks at Fluttershy's glitter-covered face.

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

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

24 FLUTTERSHY
Did I get it?

Applejack grins.

25 APPLEJACK
Not exactly.

Just then, TRIXIE LULAMOON pops up across the gym.

26 TRIXIE
The Great and Powerful Trixie has run out of glue.

Rainbow Dash picks up some glue and then proceeds to make her way across the gym to Trixie who is standing with her BANDMATES -- using various awesome gymnastic moves to do so. *

She hands Trixie the glue. *

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

28 RAINBOW DASH
I don't know, Trixie. Is being totally excellent at everything 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.

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

The students look up from their various projects.

30 PRINCESS CELESTIA (CONT'D)
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.

31 PRINCESS CELESTIA (CONT'D)
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.)

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

33 FLUTTERSHY
You were pretty bad at the Fall Formal.

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

35 PINKIE PIE
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.

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

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

37 APPLEJACK
To be honest, I'd say the whole experience brought everyone at Canterlot High closer than ever before.

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

38 PINKIE PIE
1...2...3...4...

MUSIC UP.

The girls SING a SONG.

A SERIES OF SHOTS depict...

...the Equestria Girls and their fellow students at CHS bonding with one another despite their varying interests.

The JOCKS give a standing ovation to some DRAMA KIDS practicing a play.

The FASHIONISTAS create outfits for the ECO-KIDS that are made out of recycled materials. (i.e. a jacket made out of gum wrappers.)

A pair of TECHIES help two ROCKERS fix a broken amp, then high-five.

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

Their ears appear.

Their hair grows into long pony tails.

The girls continue to jam.

(NOTE: The following page is intentionally left blank to reflect approximate screen-time for this musical number.)

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.

39 RARITY
I still can't believe that happens when we play.
(then)
I have got to look into some new accessories. Something that looks good in a longer pony-tail. Maybe some clip-on earrings for when I get those adorable pony ears.

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

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

42 RARITY
Your band?

43 RAINBOW DASH
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.

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

45 RAINBOW DASH
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.

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

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

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

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

Flash makes his exit.

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

51 SUNSET SHIMMER
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.

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

53 SUNSET SHIMMER
Thanks, Applejack, but I'm not sure everyone else at Canterlot High feels the same way.

Just then, there is a crackle over the intercom.

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

Sunset Shimmer grabs her bag.

55 SUNSET SHIMMER
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.

56 RAINBOW DASH
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
Um, Rainbow Dash, I was wondering if we could maybe play the song I wrote.

She holds up a notebook.

58 RAINBOW DASH
We'll get to it.

59 FLUTTERSHY
Oh. Okay.

Fluttershy puts away her notebook 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
Hi, are you the girls I'm supposed to show around?

REVEAL: Adagio Dazzle, Aria Blaze, and Sonata Dusk.

61 ADAGIO DAZZLE
We are.

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

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

Aria Blaze and Sonata Dusk <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
That's the science lab.

She gestures to another door.

65 SUNSET SHIMMER (CONT'D)
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)
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
A musical showcase?

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

69 ARIA BLAZE
We have been known to sing from time to time.

She and Adagio Dazzle share a smile.

70 SONATA DUSK
We sing, like, *all* the time. It's how we get people to do what we want.

Adagio Dazzle shoots her a look.

71 SONATA DUSK (CONT'D)
What did I say?

72 ADAGIO DAZZLE
What you *meant* to say was that being in a musical showcase sounds like a great way to meet other students.

73 SONATA DUSK
Oh. Yeah. What she said I meant to say. That's what I meant. To say.

74 ARIA BLAZE
And what you would have said if you weren't The. Worst.

Adagio silences them with a look.

75 SONATA DUSK
You are.

76 ARIA BLAZE
Remember when I asked you for your opinion? Yeah. Me, neither.

77 ADAGIO DAZZLE
You'll have to excuse them. They're idiots.

Aria Blaze crosses her arms and pouts.

An awkward beat.

Sunset Shimmer breaks the silence by noting the scarlet pendants around the three girls' necks. She reaches out for Adagio's.

78 SUNSET SHIMMER
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.

79 ADAGIO DAZZLE
(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.

80 APPLEJACK
How was the tour?

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

82 PINKIE PIE
Like off like this?

Pinkie Pie grabs an apple and a pair of carrot sticks from her lunch tray. She puts the whole apple in her mouth and sticks a carrot stick into either side of her hair.

She spits out the apple and removes the carrot sticks.

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

She turns around, then faces her friends again. She now has pudding cups for eyes and a carrot stick moustache.

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

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

85 RAINBOW DASH
Maybe we just let her tell us.

86 SUNSET SHIMMER
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.

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

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

ANGLE ON the entrance to the cafeteria. The doors open. Adagio Dazzle, Aria Blaze, Sonata Dusk enter. Adagio Dazzle scans the room, eyeing the happy-go-lucky students.

89 ADAGIO DAZZLE
This is it girls. The moment we've been waiting for.

90 SONATA DUSK
(assuredly)
Lunch.

91 ADAGIO DAZZLE
The chance to get our true Equestrian magic back.

92 SONATA DUSK
Oh. Right.

93 ADAGIO DAZZLE
Our voices are just strong enough to make them want something so badly they'll fight to get it.

94 ARIA BLAZE
So we're just going to do what we always do? Stir up some trouble and then feed off the negative energy. Some plan, Adagio.

95 ADAGIO DAZZLE
It won't be the same as the times before. There is Equestrian magic here. *Their* negative energy will give us the power we need to get this entire world to do our bidding.

A beat as Sonata Dusk and Aria Blaze consider this.

96 SONATA DUSK
But we can get lunch after though, right? It's Taco Tuesday.

97 ADAGIO DAZZLE
(irritated)
Just follow my lead.

98 ARIA BLAZE
Or my lead.

99 ADAGIO DAZZLE
My lead.

Aria Blaze pouts as Adagio Dazzle begins to <HUM>. Sonata Dusk joins her and soon Aria Blaze does the same.

MUSIC UP.

Adagio, Aria Blaze, and Sonata Dusk SING a SONG: "Never Wanted Anything More". (NOTE: This will be in the vein of a musical theatre number and not a pop song.)

The girls use the song to suggest to everyone that the upcoming showcase is nice, but wouldn't it be so much better if it were turned into a competition?

Wouldn't everyone rather use this event as an opportunity to determine who has the best band at Canterlot High?

Might they suggest a Battle of the Bands.

Winner proclaimed the Best Band at Canterlot High.

At first the girls are met with protests from the students.

The girls separate and move from table to table.

They weave their way through the cafeteria.

The girls scarlet pendants glow ever so softly as they continue to sing.

Adagio, Aria, and Allura hit each and every table.

Slowly, the protests stop and the students become swept up in the Sirens song and enter an almost a trance-like state.

By song's end...

EVERYONE IN THE CAFETERIA (minus Applejack, Rainbow Dash, Rarity, Fluttershy, and Pinkie Pie) is singing that they they'll do whatever it takes to win this competition and be proclaimed the Best Band at Canterlot High.

They've "never wanted anything more."

(NOTE: The rest of this page intentionally blank to reflect approximate screen-time for this musical number.)

END SONG

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

100 PINKIE PIE
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.

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

102 APPLEJACK
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.

103 SUNSET SHIMMER
<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.

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

105 VICE PRINCIPAL LUNA
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.

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

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

Principal Celestia considers this for a moment.

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

109 RAINBOW DASH
Yes.

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

VICE PRINCIPAL LUNA (ALT) (CONT'D) *
Perhaps you're all just worried *
that Hypontic Harmony will steal *
your spotlight. *

VICE PRINCIPAL LUNA (ALT) (CONT'D) *
Perhaps you're all just worried *
that The Hypno-Mystics will steal *
your spotlight. *

111 APPLEJACK
The Dazzlings?

APPLEJACK (ALT) (CONT'D) *
Hypnotic Harmony? *

APPLEJACK (ALT) (CONT'D) *
The Hypno-Mystics? *

112 PRINCIPAL CELESTIA
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.

113 APPLEJACK
They did?

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

115 PRINCIPAL CELESTIA/VP LUNA
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.

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

117 RAINBOW DASH
They've gotten to everybody.

118 PINKIE PIE
Not everybody.

She looks at her friends.

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

APPLEJACK (ALT) (CONT'D) *
Pinkie Pie's right. We were there *
when Hypnotic Harmony were singing *
and we weren't affected. It was *
like we were protected somehow. *

APPLEJACK (ALT) (CONT'D) *
Pinkie Pie's right. We were there *
when The Hypno-Mystics were singing *
and we weren't affected. It was *
like we were protected somehow. *

120 RAINBOW DASH
So let's take the "Dazzlings" 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.

RAINBOW DASH (ALT) (CONT'D) *
So let's take "Hypnotic Harmony" *
down. It's not like we haven't *
tangled with dark magic before and *
totally whooped its sorry butt. *
(MORE)

RAINBOW DASH (ALT) (CONT'D)
(then to Sunset Shimmer) *
Uh, no offense. *

RAINBOW DASH (ALT) (CONT'D) *
So let's take "The Hypno-Mystics" *
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. *

121 SUNSET SHIMMER
<SIGH> None taken. Again.

122 FLUTTERSHY
But that was when Twilight was here. There may be some kind of magic inside us, but it only comes out when we play music. I sure don't know how to use it to whoop anybody's butt.

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

RARITY (ALT) (CONT'D) *
If only we could get a message to *
her, maybe she could tell us how to *
break the spell Hypnotic Harmony *
have cast on our friends. *

RARITY (ALT) (CONT'D) *
If only we could get a message to *
her, maybe she could tell us how to *
break the spell The Hypno-Mystics *
have cast on our friends. *

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

She taps on the solid base of the WonderColt statue.

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

Sunset Shimmer is suddenly struck by an idea.

126 SUNSET SHIMMER
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.

127 SUNSET SHIMMER
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.

128 SUNSET SHIMMER (CONT'D)
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.

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

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

131 SUNSET SHIMMER
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.

132 RAINBOW DASH
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.

133 SUNSET SHIMMER
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.

134 RARITY
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?

135 PRINCESS TWILIGHT
I'll think about it.

Rarity looks absolutely devastated.

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

137 APPLEJACK
(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.

138 SPIKE
More mail for the Princess of Friendship.

He drags it over to an enormous pile of letters. He opens the bag and dumps it on top of the pile.

Pinkie Pie takes a FLYING LEAP and DIVES into the pile of letters, emerging a moment later flipping through envelopes.

139 PINKIE PIE
From Maretonia, Appaloosa, Vanhoover...

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

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

142 PRINCESS TWILIGHT
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.

143 APPLEJACK
Course you do.

Spike opens one of the letters.

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

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

A DELIVERY PONY approaches with a box full of books.

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

147 PRINCESS TWILIGHT
The library.

She gestures out the door.

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

149 DELIVERY PONY
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.

150 FLUTTERSHY
What is it, Twilight?

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

The other girls gather around Twilight and the book.

152 RARITY
How is that even possible?

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

She looks up from the book with concern.

154 PRINCESS TWILIGHT (CONT'D)
It sounds like they need my help. *

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.

155 PRINCESS TWILIGHT
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.

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

Princess Twilight opens the book.

157 PRINCESS TWILIGHT
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:

158 PRINCESS TWILIGHT (CONT'D)
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.

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

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

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

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

PRINCESS TWILIGHT (CONT'D)
One where he believed their magical power would be lost.

Twilight looks up from the book.

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

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

164 PRINCESS TWILIGHT
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.

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

166 RAINBOW DASH
Hate to burst your bubble, Twilight, but the mirror you used to get to Canterlot High doesn't work anymore. The connection between their world and Equestria has been totally cut-off for another 30 moons.

167 PINKIE PIE
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.

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

169 PINKIE PIE
(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.

170 PRINCESS TWILIGHT
(mid-explanation)
...And the interval between the two points is defined as the square root of the sum of the squares of the separation between the points along the three spatial dimensions.

171 SPIKE
Say what now?

172 PINKIE PIE
Duh. She's gonna take the magic in here and put it in there.

She gestures from the book to the mirror.

173 PINKIE PIE (CONT'D)
That will make the portal open up so that whenever she wants to, she can go from here to there. There to here. Here to there. There to here. Here to there. There to--

174 APPLEJACK
(cutting her off)
We get the idea.

175 PRINCESS TWILIGHT
Now to see if it actually works.

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

176 PONIES
Oooh!

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

177 PONIES (CONT'D)
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.

178 APPLEJACK
Don’t suppose we could join you this time around?

179 TWILIGHT
Better not. It could make things pretty confusing if Canterlot High all of a sudden had two of all of you.

The girls nod in understanding.

180 SPIKE
But I still get to go, right? There isn’t another one of me at Canterlot High. And you never know when you might need your trusty assistant.

Twilight smiles, then turns to her friends.

181 PRINCESS TWILIGHT
We won’t be gone long.

Spike pumps his fist.

182 SPIKE
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.

183 TWILIGHT
Ready, Spike?

184 SPIKE
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.

185 RAINBOW DASH
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>.

186 GIRLS
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.

187 TWILIGHT
(pained)
I'm back.

The Equestria Girls embrace Twilight.

188 TWILIGHT (CONT'D)
And I've got some bad news about those new girls.

The girls exchange concerned glances.

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.

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

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

191 TWILIGHT
(giddy)
Flash Sentry was asking about me?
(then, playing it cool)
Isn't that nice?

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

193 SPIKE
She's got an official title now.

Spike mimes blowing a trumpet then announces.

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

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

196 SPIKE
She even got her own castle.

Rarity grabs Twilight by the shoulders.

197 RARITY
(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.

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

She helps Twilight clean up the spilled whip cream.

199 TWILIGHT
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.

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

Rainbow Dash retrieves a cell phone and shows it to Twilight. *

ON THE PHONE we get a brief glimpse of a video of Rainbow Dash "ponying up" as she plays her guitar. * *

201 RAINBOW DASH (CONT'D)
Pretty sweet, huh? * (then) * Happens to all of us when we play. *

Twilight considers this for a moment. *

202 TWILIGHT
My crown was returned to Equestria, but some of its magic must have remained here at Canterlot High.
(then)
Now that we're all back together we can use that magic on the Sirens. Just like we were able to use it on Sunset Shimmer when she turned into that horrifyingly awful winged monster.
(then, to Sunset Shimmer)
No offense.

203 SUNSET SHIMMER
None taken.
(then)
<SIGH> I'm used to it.

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

Rainbow Dash does some karate moves.

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

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

207 TWILIGHT
The sooner we do this the better.
(then)
Any idea where the “Dazzlings”
might be?

TWILIGHT (ALT) (CONT’D) *
The sooner we do this the better. *
(then) *
Any idea where “Hypnotic Harmony” *
might be? *

TWILIGHT (ALT) (CONT’D) *
The sooner we do this the better. *
(then) *
Any idea where “The Hypno-Mystics” *
might be? *

208 PINKIE PIE
There’s a big party tonight for all
the bands who signed up to be in
the showcase. That would include
the Dazzlings.

PINKIE PIE (ALT) (CONT’D) *
There’s a big party tonight for all *
the bands who signed up to be in *
the showcase. That would include *
Hypnotic Harmony. *

PINKIE PIE (ALT) (CONT’D) *
There’s a big party tonight for all *
the bands who signed up to be in *
the showcase. That would include *
The Hypno-Mystics. *

209 TWILIGHT
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.

210 FLASH SENTRY
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.

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

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

213 TWILIGHT
Something like that.

214 FLASH SENTRY
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, Sonata Dusk, and Aria Blaze entering from the other side of the gym.

215 TWILIGHT
(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.

216 ADAGIO DAZZLE
(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.

217 SONATA DUSK
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.

218 ADAGIO DAZZLE
(exasperated)
It's not the fruit punch. It's us.

219 ARIA BLAZE
But the punch is awful too.

220 SONATA DUSK
What do you know about good fruit punch?

221 ARIA BLAZE
More than you.

222 SONATA DUSK
Do not.

223 ARIA BLAZE
Do too.

Adagio ignores them, her focus still on the party-goers.

224 ADAGIO DAZZLE
This is just the kick-off party. Imagine what a tizzy they'll be in by the time the Battle of the Bands starts.

225 TWILIGHT (O.S.)
(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, Sonata Dusk, and Aria Blaze turn to face them.

226 TWILIGHT (CONT'D)
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.

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.

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

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

228 TWILIGHT
(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.

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

230 TWILIGHT
(under her breath)
I'm trying, Spike. I thought the six of us standing together against the Sirens would bring out the magic we needed to defeat them.
(then)
That's what happened before.

Adagio looks at Twilight, and then addresses the crowd.

231 ADAGIO DAZZLE
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 with her two bandmates and glares at Twilight.

232 TRIXIE
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.

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

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

Sonata Dusk and Aria Blaze smile as their scarlet pendants absorb 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.

234 ADAGIO DAZZLE
I think we may have found what
we're looking for.
(then)
Or rather, it found us.

Sonata Dusk stares blankly at her.

235 ADAGIO DAZZLE (CONT'D)
(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 and talks to herself.

236 TWILIGHT
It doesn't make any sense. I should have been able to create the spark that would help us break their spell. That's how it worked before.

Twilight continues pacing.

237 SUNSET SHIMMER
But to defeat me you drew magic from the crown I was wearing. I had used it to create dark magic. You used it to help create the Magic of Friendship. The Sirens magic comes from their music. So maybe you have to use the same kind of magic to defeat them.

Twilight stops pacing and looks at Sunset Shimmer

238 SUNSET SHIMMER (CONT'D)
(self-conscious)
Or, maybe not.

239 TWILIGHT
No. I think you're on to something.

240 SUNSET SHIMMER
(brightly)
Really?

241 TWILIGHT
(to her friends)
It's when you play music that you transform now, right? When the magic inside you comes out?

242 APPLEJACK
Yep. Ears. Tails. The whole shebang.

243 TWILIGHT
So maybe the way to use that magic to defeat the Sirens is by playing a musical counter-spell.

244 FLUTTERSHY
You mean like a song?

245 TWILIGHT
And in order to free everyone who's been exposed to the Sirens' spell, we'll need them all to hear it.

The girls consider this for a moment.

246 RARITY
(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.

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

248 RARITY
And I believe you, Twilight, just became the Rainbooms newest member.

ON Sunset Shimmer who slumps a little. She steps back from the group as Pinkie Pie approaches Twilight.

249 PINKIE PIE
So... What do you want to play?

She produces the following as she calls them out:

250 PINKIE PIE (CONT'D)
Triangle? Sousaphone? Theremin?

Pinkie Pie PLAYS the theremin.

251 PINKIE PIE (CONT'D)
Sooo magical.

252 TWILIGHT
IMight22Take a little too long to learn how to play something with these...

She holds up her hands.

253 TWILIGHT (CONT'D)
I'll just sing.

254 RAINBOW DASH
Like, as lead singer? 'Cause that's usually my gig. This being my band and all.

255 APPLEJACK
It's <u>our</u> band.
(then)
And of course as lead singer.
(MORE)

APPLEJACK (CONT'D)
She's the one with the magical know-how to help us pull this thing off.

256 RAINBOW DASH
Okay. Yeah. That's cool. I'll just use this as a chance to hone my already insanely good lead guitar skills.

Applejack rolls her eyes.

257 TWILIGHT
It's only temporary.
(then)
And we don't have to win the Battle of the Bands. We just have to perform the counter-spell during the first round of the competition.

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

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

The girls slump. Twilight notes their disappointment.

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

The girls brighten.

261 SPIKE
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.

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

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

The girls look to Twilight, hopeful.

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

Twilight heads toward the main entrance to the school.

265 APPLEJACK
Where you goin'?

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

267 PINKIE PIE
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.

268 PINKIE
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.

269 RARITY
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.

270 APPLEJACK
Hey! I was about to beat you!

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

Twilight stops humming and looks up from her notebook. (NOTE: This is the same notebook Fluttershy was holding when we first saw the Rainbooms practicing.)

272 TWILIGHT
Huh? Oh, uh, good. Great.
(then)
Thanks for letting me use your notebook, Fluttershy.

She quickly flips to another page of the notebook.

273 TWILIGHT (CONT'D)
I really like the song you wrote for the Rainbooms.

274 FLUTTERSHY
Thanks.
(under her breath)
<SIGH> Hopefully one day we'll get a chance to play it.

She eyes Rainbow Dash as Rarity takes a seat on the bed next to Twilight.

275 RARITY
Dearest Twilight, I think I speak for all of us when I say, I don't know what we would have done if you hadn't been able to come back and help us.

The other girls <AD-LIB AGREEMENT>. We hear a <DOORBELL RING>. *

276 PINKIE PIE *
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.

277 PINKIE PIE (CONT'D)
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.

278 TWILIGHT
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.

279 SUNSET SHIMMER (O.S.)
Hey, Twilight.

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

She recovers as Sunset Shimmer walks up next to her.

280 SUNSET SHIMMER (CONT'D)
You're up late.

281 TWILIGHT
Just looking over the counter-spell. We only get one shot at this. It has to be perfect.

Twilight casually closes the notebook so Sunset Shimmer can't see its contents.

282 SUNSET SHIMMER
We really are lucky you're here.

283 TWILIGHT
That's what everyone keeps telling me.

Sunset Shimmer crosses to the fridge and opens it, not noticing the worried look on Twilight's face.

284 SUNSET SHIMMER
Who could possibly need this much whip cream?

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

Sunset Shimmer rummages through the fridge. Her face is hidden from view as she speaks, our focus is on Twilight during the following:

285 SUNSET SHIMMER (O.S.) (CONT'D)
Must be nice to have everyone always looking to you for answers.

Twilight's expression conveys that she doesn't quite agree.

ON SUNSET SHIMMER whose expression reveals just how disappointed she is with her own lot in life.

286 SUNSET SHIMMER (CONT'D)
Instead of waiting for you to cause a problem.

ON TWILIGHT who looks down at the notebook.

287 TWILIGHT
Just because everyone expects something from you, doesn't mean it's guaranteed to happen.

288 SUNSET SHIMMER
But that doesn't stop them from expecting it.

289 TWILIGHT
Which only makes things harder because the last thing you want to do is...

290 TWILIGHT/SUNSET SHIMMER
Let everybody down.

ON SUNSET SHIMMER who registers that she and Twilight may have more in common than she first thought. Sunset Shimmer closes the fridge.

291 SUNSET SHIMMER
AAAHH!

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

292 MAUDE PIE
(monotone)
Boulder was hungry.

Sunset Shimmer and Twilight watch as Maude retrieves a box of crackers from the pantry. They whisper to one another.

293 SUNSET SHIMMER
(re: Maude)
I still can't get over the fact that she's related to Pinkie Pie.

294 TWILIGHT
You and me both.

Maude opens the box of crackers and starts "feeding" Boulder. She isn't leaving any time soon.

Sunset Shimmer heads for the exit.

295 SUNSET SHIMMER
Better get some sleep.
(then, to Twilight)
Good luck with the counter-spell. Not that you'll need it. This must be nothing compared to the stuff you're expected to deal with as a Princess in Equestria.

Sunset Shimmer exits.

296 TWILIGHT
Sunset Shimmer, what if I can't--

She stops short and turns her attention back to her notebook.

297 TWILIGHT (CONT'D)
(to herself)
No. I have to be able to do this. I have to.

She opens her notebook to resume her work on the spell.

ON THE NOTEBOOK its pages a mess of scribbled out text and musical notes.

BACK ON TWILIGHT her expression reflecting her growing feelings of self-doubt.

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 looks on and Spike covers his sensitive dog ears as Twilight, now the band's lead singer, and the Rainbooms try to play Twilight's MUSICAL COUNTER-SPELL.

(NOTE: Twilight never really gets a chance to sing a full verse as the song is so rhythmically and musically off.)

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.

298 RAINBOW DASH
(over the music)
I think it's pretty obvious what's going wrong with this counter-spell.

299 APPLEJACK
(over the music)
You're turning what should be the chorus into a five minute guitar solo?

300 RAINBOW DASH
(over the music)
I have to pick up the slack somehow. Are you guys even trying?

301 FLUTTERSHY
(softly)
I'm trying.

Big Mac pokes his head in and reacts to the terrible music.

302 BIG MAC
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.

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

Twilight looks frazzled. Her eye twitches.

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

305 RARITY
(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.

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

307 APPLEJACK
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.

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

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

310 SUNSET SHIMMER
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.

311 TWILIGHT
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.

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

313 RARITY
And how do you propose we do that?

Rainbow Dash is struck by an idea.

314 RAINBOW DASH
We compete in the Battle of the Bands for real. I take over lead vocals again and we stay alive until the finals. We unleash the counter-spell then.
(then)
You'll have it figured out by the finals, right?

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

Twilight forces a smile.

316 TWILIGHT
Right.

317 RAINBOW DASH
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.

318 PRINCIPAL CELESTIA
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.

319 PRINCIPAL CELESTIA (CONT'D)
We are so glad our three newest students encouraged us to turn this event into something much more exciting than a boring old musical showcase.

Principal Celestia's gaze turns to Adagio Dazzle, Sonata Dusk, and Aria Blaze.

320 VICE PRINCIPAL LUNA
But, as this is now a competition, 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.

321 BAND MEMBERS
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, Sonata Dusk, and Aria Blaze and is absorbed by the pendants around their necks which glow even brighter.

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

Aria Blaze and Sonata Dusk <GIGGLE>.

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

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

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

325 ADAGIO DAZZLE
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 their pendants absorb more of the negative energy of the still <BICKERING BANDS>.

326 SONATA *
(re: energy) *
Ooh. Tickles. *

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

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

328 TWILIGHT
That's *exactly* what they're doing. We have to get to the finals and perform the counter-spell.

329 FLUTTERSHY
I am so--

330 PINKIE PIE
Nervicited?

331 FLUTTERSHY
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.

332 SNIPS
They call me MC Snips and that ain't no lie. My favorite food is pumpkin pie.

333 SNAILS
I'm DJ Snazzy Snails. I like whales. When I go to the beach I always bring my pails.

334 SNIPS
Everybody knows my favorite color is orange. My rhymes are so fly they're better than...

335 SNAILS
...an orange.

The boys start <BEAT-BOXING>.

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

Silence, then:

336 PRINCESS CELESTIA (O.S.)
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.

337 SNIPS
In yo face, Rainbooms!

338 APPLEJACK
(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.

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

340 PINKIE
Wait. Where's Rarity?

341 RARITY (O.S.)
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 metallic fringed sleeves. Her friends eye her get-up.

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

INT. AUDITORIUM - STAGE - A MOMENT LATER

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

343 TWILIGHT
(quietly)
Remember. We have to be good enough to make it through, but not so good we let the Sirens see the magic within us. They could realize we plan to use it against them.

344 RAINBOW DASH
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.

345 RAINBOW DASH (CONT'D)
So... about 20% less cool.

Pinkie Pie counts them in.

346 PINKIE PIE
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.

None of the girls are aware that...

UP IN THE RAFTERS

PHOTO FINISH and her BANDMATES are looking down on the Rainbooms. Photo Finish's bandmates produce a pair of magnets and lower them with wire down to...

RARITY who is singing and playing her keytar. The magnets catch on her flowing metallic fringed sleeves.

Rarity reacts as her arms are suddenly being puppeteered by Photo Finish's band mates. Applejack is clearly distracted by Rarity's flailing arms.

Meanwhile, Pinkie Pie looks out into the audience and spots the CMCs pretending to sleep through the song.

347 APPLEBLOOM
Bor-ing!

Pinkie Pie's eyes narrow. Still drumming with one hand, she uses the other to produce a CANNON. She pulls a string and CONFETTI rains down on her unsuspecting bandmates who swat at the confetti as it rains down on them.

A piece of confetti gets in Twilight's mouth and she spits it out. She looks out at the crowd to see Flash Sentry glaring at her. He turns his back on her and exits. Twilight suddenly grows very self-conscious.

Meanwhile, Fluttershy has fallen victim to a wayward SPOTLIGHT that shines its harsh light on her no matter how hard she tries to hide from it.

REVEAL: Snips and Snails <LAUGHING> as they aim the spotlight at Fluttershy.

Back on stage, Fluttershy tries to dodge the ever-present spotlight and runs into Twilight, almost knocking her over.

Rarity finally manages to pull her arms down, but the fringe is ripped from her sleeves. She REACTS in horror.

348 RARITY
My metallic fringe!

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

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.

350 RARITY
Ruined. Absolutely ruined!

Applejack fumes.

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

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

353 APPLEJACK
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?

354 RAINBOW DASH
And what was with the confetti, Pinkie Pie? How am I suppose to shred if there's paper stuck in my frets?

355 FLUTTERSHY
It was pretty distracting.

356 PINKIE PIE
Says the girl who was running from a light the whole time. A light!

357 SUNSET SHIMMER
You still sounded much better than most of the other bands.
(MORE)

SUNSET SHIMMER (CONT'D)
I'm sure you'll make it to the next round.
(then)
But it won't matter if you don't have that counter-spell ready.

358 SPIKE
She's right.

Twilight's nervous eye twitch returns.

359 SUNSET SHIMMER
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.

360 TWILIGHT
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.

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

Flash Sentry doesn't look up from his guitar.

362 FLASH SENTRY
You guys hear something?

His band mates shrug.

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

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

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

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

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

Flash finally looks up from his guitar.

367 FLASH SENTRY
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.

368 TWILIGHT
That's not why--

Flash ignores her and goes back to tuning his guitar.

369 APPLEJACK
(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.

370 FLASH SENTRY
(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, Sonata Dusk, and Aria Blaze who have been observing this exchange from afar.

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

Sonata Dusk and Aria Blaze <GIGGLE>.

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

373 ADAGIO DAZZLE
Better head back. We're supposed to go on after 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.

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

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

376 SUNSET SHIMMER
I've changed. I'm in a much better place now.

377 ARIA BLAZE
Waiting in the wings while your "friends" have all the fun?

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

379 ARIA BLAZE
Probably afraid no one would want to see them play if she was in the group.

380 SONATA DUSK
Too bad. So sad.

Sunset Shimmer considers this, her bravado fading.

381 ADAGIO DAZZLE
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. Sonata Dusk and Aria Blaze 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, Aria Blaze, and Sonata Dusk take the stage.

382 ADAGIO DAZZLE
Remember girls, we want to save the good stuff for when our full power has been restored.

She clutches the pendant around her neck.

MUSIC UP.

The Dazzlings 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 Dazzlings 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.

F) The Dazzlings 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 Dazzlings 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”.

INT. AUDITORIUM - BACK STAGE - AT THE SAME TIME

Sunset Shimmer addresses the Rainbooms.

383 SUNSET SHIMMER
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".

384 APPLEJACK
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.

385 TWILIGHT
(under her breath)
You won't let me down.

386 RARITY
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. Fluttershy approaches Rainbow Dash.

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

388 RAINBOW DASH
It's the semi-finals. We gotta do "Awesome as I Wanna Be".

389 FLUTTERSHY
(frustrated)
Don't know why I even asked.

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.

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

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

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

She gestures to Twilight.

393 TRIXIE (CONT'D)
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.

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

395 TRIXIE
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.

396 PINKIE PIE
(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.

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

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

398 SPIKE
Knock 'em dead, Rainbooms!

399 SUNSET SHIMMER
I'll be here. Just... watching.

INT. AUDITORIUM - STAGE - CONTINUOUS

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

Fluttershy <HUFFS> back over to her microphone.

MUSIC UP.

The Rainbooms start to play "Awesome As I Wanna Be". (NOTE: 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 is in the audience, holding up a hand-drawn sign that depicts a tiny Rainbow Dash overshadowed by Twilight.

Sunset Shimmer stands in the wings. She too can see Trixie trying to get under Rainbow Dash's skin. Sunset Shimmer's expression reflects her concern.

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".

ANGLE ON SUNSET SHIMMER who stands in the wings watching all of this go down.

She looks to the audience to see Adagio Dazzle, Aria Blaze, and Sonata Dusk are also witnessing Rainbow Dash's transformation.

A panicked Sunset Shimmer...

RUSHES THE STAGE and CRASHES into Rainbow Dash, knocking her off-stage. No longer playing her guitar, a dazed Rainbow Dash resumes her normal form.

OUT IN THE AUDIENCE...

Trixie <CLAPS> her hands with glee.

Adagio Dazzle grins a satisfied grin.

ON STAGE

Sunset Shimmer gets to her feet and stands their awkwardly as the rest of the Rainbooms quickly exit the stage.

The audience goes wild.

400 FLASH SENTRY
Aw, yeah! That's the bad girl we love to hate!

401 OCTAVIA
I knew she was still trouble!

402 BASS PLAYER
The real Sunset Shimmer is back!

Sunset Shimmer remains frozen on-stage as the other Rainbooms make their exit.

403 SUNSET SHIMMER
(quietly)
No. No. It isn't like that...

Twilight returns to the stage and escorts the still stunned Sunset Shimmer...

OFF-STAGE

Where Spike tries to offer up words of encouragement to the clearly upset Rainbooms.

404 SPIKE
(unconvincing)
Great job.

405 RAINBOW DASH
(to Sunset Shimmer)
What was that?

406 SUNSET SHIMMER
You were showing them your magic. I... I didn't know what else to do.

407 RARITY
Close the curtains... Unplug her amp... Give us a chance to deal with the situation...

408 SUNSET SHIMMER
I'm sorry. I just wanted to help.

409 RAINBOW DASH
Yeah, well, you didn't.

410 APPLEJACK
None of this would've happened if you weren't tryin' to show off. As usual.

A smug Trixie approaches with her band.

411 TRIXIE
Good show, Rainbooms. I especially liked the part where Sunset Shimmer, in a fit of jealous rage, knocked out Rainbow Dash mid-guitar solo.

412 SUNSET SHIMMER
(angrily)
It wasn't a fit of jealous rage!

The Rainbooms REACT to this sudden outburst.

413 TRIXIE
If you say so.

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

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

TRIXIE (ALT) (CONT'D) *
Oh! Looks like they've already *
decided who'll be moving on to face *
Hypnotic Harmony in the finals. *

TRIXIE (ALT) (CONT'D) *
Oh! Looks like they've already *
decided who'll be moving on to face *
The Hypno-Mystics in the finals. *

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

415 TRIXIE (CONT'D)
I'm guessing 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, Sonata Dusk, and Aria Blaze 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:

416 CELESTIA AND LUNA
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.

417 RARITY
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.

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

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

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

421 FLUTTERSHY
Who are you kidding, you know it isn't going to be us.

ON-STAGE

Principal Celestia steps up to the microphone.

422 PRINCIPAL CELESTIA
The band that will be joining the Dazzlings in tonight's finals...

PRINCIPAL CELESTIA (ALT) (CONT'D) *
The band that will be joining *
Hypnotic Harmony in tonight's *
finals... *

PRINCIPAL CELESTIA (ALT) (CONT'D) *
The band that will be joining The *
Hypno-Mystics in tonight's *
finals... *

Trixie steps out on stage all smiles.

423 CELESTIA AND LUNA
The Rainbooms.

424 TRIXIE
What?!

OFF-STAGE

The Rainbooms REACT.

425 PINKIE PIE
Did they just say the Rainbooms?

Trixie suddenly storms past them in a <HUFF>.

426 TRIXIE
This isn't over.

The Rainbooms exchange confused glances then head...

ON STAGE

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

427 PRINCIPAL CELESTIA
Congratulations, girls. You
deserve it.

428 PINKIE PIE
Seriously?! We didn't even finish
our--

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

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

The Dazzlings turn on their heels and make their exit.

430 RAINBOW DASH
(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.

431 PHOTO FINISH
Never should have been you, Rainbooms!

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

Sweetie Belle glares at Rarity.

433 SWEETIE BELLE
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.

434 APPLEBLOO
Worst. Sister. Ever.

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

ANGLE ON TRIXIE and her bandmates who are glaring at the Rainbooms as they disappear into the theater.

435 TRIXIE
This is a travesty. A travesty!

436 ADAGIO DAZZLE (O.S.)
It really is.

REVEAL: Adagio Dazzle, Sonata Dusk, and Aria Blaze.

437 ADAGIO DAZZLE (CONT'D)
The Rainbooms don't deserve to be in the finals. Not when your band was so much better in the semis.

438 ARIA BLAZE
And wanted it so much more.

439 ADAGIO DAZZLE
Alas, this is the way it's going to
be. Dazzlings versus Rainbooms. *

ADAGIO DAZZLE (ALT) (CONT'D) *
Alas, this is the way it's going to *
be. Hypnotic Harmony versus *
Rainbooms. *

ADAGIO DAZZLE (ALT) (CONT'D) *
Alas, this is the way it's going to *
be. The Hypno-Mystics versus *
Rainbooms. *

440 SONATA DUSK *
Unless, of course, the Rainbooms
don't manage to make it to their
set. Are held up for some reason.

Trixie considers this and a smile spreads across her face.

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...

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

442 FLUTTERSHY
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?

443 TRIXIE (O.S.)
Very strange.

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

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

445 TRIXIE
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.

446 GIRLS
Aaaahhh!

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

447 TRIXIE
See you never.

She pulls another lever and the trap door closes.

ANGLE ON the Dazzlings who are watching all of this unfold from behind a large pair of speakers.

448 ADAGIO DAZZLE
Told you someone would give them a shove.

449 SONATA DUSK *
She didn't shove them. She pulled a * lever. *

450 ARIA BLAZE *
Go back to sleep, Sonata. *

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>.

451 RAINBOW DASH
(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.

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

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

454 RAINBOW DASH
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.

455 RARITY
She was talking about you, Rainbow Dash.

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

457 AJ/RY/PP/FS
<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 Dazzlings.

458 TRIXIE
Try to top that.

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

Sonata Dusk and Aria Blaze <GIGGLE> as they follow Adagio onto the stage.

Adagio addresses the crowd.

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

ADAGIO DAZZLE (ALT) (CONT'D) *
(into a microphone) *
We're Hypnotic Harmony. Prepare to *
be mesmerized. *

ADAGIO DAZZLE (ALT) (CONT'D) *
(into a microphone) *
We're The Hypno-Mystics. Prepare *
to be mesmerized. *

MUSIC UP.

The Dazzlings 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.

461 TWILIGHT
(talking to herself)
But why wasn't it working? I should know what to do. How can I not know what to do. How can I have failed like this?

The Rainbooms argument escalates.

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

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

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

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

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

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

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

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

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

471 FLUTTERSHY AND APPLEJACK
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.

472 SUNSET SHIMMER
(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 Dazzlings 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 Dazzlings pendants absorb 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.

473 SUNSET SHIMMER
Stop! You have to stop!

The girls stop arguing.

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

474 SUNSET SHIMMER (CONT'D)
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 Dazzlings 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 and the three...

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

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

475 CROWD
We love you Dazzlings./You're amazing./I live to serve you Dazzlings.

CROWD (ALT) (CONT'D) *
We love you Hypnotic *
Harmony./You're amazing./I live to *
serve you Hypnotic Harmony. *

CROWD (ALT) (CONT'D) *
We love you Hypno-Mystics./You're *
amazing./I live to serve you Hypno- *
Mystics. *

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 Dazzlings.

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

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

478 SUNSET SHIMMER
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.

479 TWILIGHT
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.

480 SUNSET SHIMMER
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.

481 TWILIGHT
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 the crowbar she's used to pry open the door.

Twilight embraces Spike.

482 TWILIGHT (CONT'D)
Spike!

483 SPIKE
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.

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

485 SPIKE
(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 Dazzlings continue to perform their song. The Rainbooms have their instruments, but no where to plug in.

486 RAINBOW DASH
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.

487 RAINBOW DASH (CONT'D)
Sweet!

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

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

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

491 RAINBOW DASH
We're getting <u>our</u> band back together.

The girls share a smile.

492 RARITY
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.

493 TWILIGHT
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.

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

Applejack starts to roll her eyes.

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

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

496 TWILIGHT
I know just the song you're talking about.

497 APPLEJACK
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.

498 RARITY
I thought you'd never ask.

EXT. AMPHITHEATER - ON STAGE - A MOMENT LATER

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

The Dazzlings exchange confused looks.

Aria Blaze points to the hillside where the Rainbooms (now in costumes designed by Rarity) are playing the opening refrain of FLUTTERSHY'S SONG.

(NOTE: Rainbow Dash and Twilight will share lead vocals.)

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

Adagio Dazzle, Sonata Dusk, and Aria Blaze's pendants glow again and suddenly the three...

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 Dazzlings.

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

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 Dazzlings.

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 Dazzlings.

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

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

But the Dazzlings 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 Dazzlings encircle the Rainbooms who look to Sunset Shimmer for help.

500 TWILIGHT
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 Dazzlings. 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 Dazzlings now joins in singing the chorus of Fluttershy's song with Sunset Shimmer, Twilight, and the Rainbooms.

The song comes to a crescendo and the Rainbooms magic * combines to form an ETHEREAL ALICORN in the sky. *

It flies toward the Dazzlings and FIRES a burst of WHITE * LIGHT from its horn that sends the Dazzlings 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 Dazzlings.

She reaches down and removes the pendants from around Adagio Dazzle, Sonata Dusk, and Aria Blaze's necks.

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

501 ADAGIO/ARIA BLAZE/SONATA DUSK
(tone deaf singing)
You will adore us. This much we know is true./ You will adore us. Before this song is through.

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

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

503 TWILIGHT
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.

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

He wraps Twilight in his embrace. She blushes.

Trixie approaches Twilight and Flash, ruining the moment.

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

TRIXIE (ALT) (CONT'D) *
(to Twilight) *
You may have vanquished Hypnotic *
Harmony but you will never have the *
amazing, show-stopping ability of *
the Great and Powerful Trixie. *

TRIXIE (ALT) (CONT'D) *
(to Twilight) *
You may have vanquished The Hypno- *
Mystics 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.

506 TWILIGHT
Someday she'll learn. 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.

507 RAINBOW DASH
(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.

508 SUNSET SHIMMER
(hopeful)
I also play guitar.

509 RAINBOW DASH
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.

510 APPLEJACK
Sure wish you could stay longer.

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

The girls embrace.

Twilight looks down at Spike.

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

513 SPIKE
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 greeted by Applejack, Fluttershy, Rainbow Dash, Pinkie Pie, and Rarity.

514 RAINBOW DASH
Tell us everything.

515 APPLEJACK
Whatja see?

516 FLUTTERSHY
What did you do?

517 RARITY
What did you wear?

518 PINKIE PIE
(motherly)
What did you learn?

519 TWILIGHT
I learned... that I still have a lot to learn.

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

520 TWILIGHT (CONT'D)
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.

521 RARITY
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. Pinkie Pie takes a FLYING LEAP and DIVES into the pile of letters, emerging a moment later flipping through envelopes.

522 PINKIE PIE
From Las Pegasus, Baltimare, Fillydelphia...

Twilight smiles. OVER this we HEAR:

523 SUNSET SHIMMER (O.S.)
Dear Princess Twilight... Missing you already and hope you'll be back soon.

DISSOLVE TO:

INT. CANTERLOT HIGH - MUSIC ROOM - AT THE SAME TIME

Sunset Shimmer is writing in the journal she got from Princess Celestia.

524 SUNSET SHIMMER (V.O.)
Things are definitely looking up for me here at Canterlot High, but I know I still have a lot to learn about friendship. Hope you don't mind if I write to you for advice when I need it. Your friend, Sunset Shimmer.

Rainbow Dash approaches.

525 RAINBOW DASH
You ready or what?

Sunset Shimmer closes the journal, grabs a guitar, and rushes over to join her fellow Rainbooms who are ready to jam.

526 SUNSET SHIMMER
Ready!

527 PINKIE PIE
1...2...3...4

MUSIC UP as the Rainbooms play a SONG that takes us through our...

END CREDITS