

Distribution:

Production:

Lauren Faust  
Chris Bartleman  
Kirsten Newlands-Davidson  
Rob Renzetti  
Sarah Wall  
Jayson Thiessen  
Angela Belyea  
Ridd Sorensen  
Kim Small

JV:

Donna Ebbs  
Scott Pennington

Hasbro Studios:

Stephen Davis  
Lisa Licht  
Linda Steiner  
Mike Riley  
Brian Lenard  
Sophia Hussain

Habro IP:

Mark Wiesenbahn  
Matt Mattus

Hasbro Global Brand:

Valerie Jurries  
Michelle Hogue

Hasbro Design:

Liz Knight

Ed Consult:

Jordan Brown

MY LITTLE PONY

"The Magic of Friendship"

EP001

Story by

Lauren Faust

Locked Polish : November 12, 2009

FADE IN:

SC 1- 14 EXT. SOMEWHERE IN STORYLAND- VARIOUS ILLUSTRATIONS

Soft white clouds with subtle pastel colors swirl and sparkle. They dissipate; revealing an illustration #1 on worn parchment, medieval in style. It features a stylized image of Equestria - patchwork fields and colorful pockets of forest at the base of a tall purple mountain with a white castle embedded in its side.

1 PRINCESS CELESTIA

Once upon a time, long, long ago,  
in the magical land of Equestria,

We dissolve to a new illustration #2. This one depicts 2 elegant, winged unicorns with long flowing hair. One is white, and one is dark, and they are vaguely posed like a yin/yang symbol.

2 PRINCESS CELESTIA (CONT'D)

There were two regal sisters who  
ruled together and created Harmony  
for all the land.

Close up on the white unicorn. (illustration #3)

3 PRINCESS CELESTIA (CONT'D)

To do this, the eldest, wise and  
beautiful, used her unicorn powers  
to raise the Sun at dawn, and set  
it at dusk.

Close on the dark.(illustration #3)

4 PRINCESS CELESTIA (CONT'D)

The younger, lovely but sad,  
brought out the Moon to begin the  
night, and lowered it at daybreak.

We pull back out to the painting of the two sisters, now joined by illustrations #3 of the sun and the moon.

5 PRINCESS CELESTIA (CONT'D)

Thus the two sisters maintained  
balance for their kingdom and their  
subjects, all the different types  
of ponies.

Illustrations #4 of Pegasus in Cloudsdale, rain falls from the below the clouds, sunshine and rainbows form above.

6 PRINCESS CELESTIA (CONT'D)  
Winged Pegasus Ponies, who's gift  
for flight granted them power over  
the weather, creating rain or  
shine, warmth or cold.

Close on an illustration #5 of Earth Ponies in medieval  
structures tending to fields and animals.

7 PRINCESS CELESTIA (CONT'D)  
Hard working Earth Ponies who care  
for the plants and animals, for no  
living thing in Equestria can  
thrive without a pony's care.

An illustration #6 of Unicorn ponies in stately structures in  
the mountains. Some look at the sky through telescopes.

8 PRINCESS CELESTIA (CONT'D)  
And Unicorn Ponies, whose magical  
horns help them steer the stars and  
guide the seasons.

Ponies playing and working happily during the  
day.(illustration #7)

9 PRINCESS CELESTIA (CONT'D)  
Many years passed and Harmony was  
maintained. But as time went on,  
the younger sister became  
resentful. The ponies relished and  
played in the day her elder sister  
brought forth...

Ponies sleeping at night.(illustration #8)

10 PRINCESS CELESTIA (CONT'D)  
...but shunned and slept through  
her beautiful night.

The darker sister sits on a cloud in the dark night sky, the  
ponies on the ground below are frightened and  
confused.(illustration #9)

11 PRINCESS CELESTIA (CONT'D)  
One fateful day, the younger  
unicorn refused to lower the moon  
to make way for the dawn!

The white Unicorn confronts the dark one. (illustration #10)

12 PRINCESS CELESTIA (CONT'D)  
The elder sister tried to reason  
with her, but it was too late.

A swoop of purple smoke fills frame and reveals illustration of Night Mare Moon. (illustration #11)

13 PRINCESS CELESTIA (CONT'D)  
The bitterness in the young one's  
heart had transformed her into a  
wicked mare of darkness, Night Mare  
Moon! Night Mare Moon vowed that  
she would shroud the land in  
eternal night! Reluctantly, the  
elder sister harnessed the most  
powerful magic known to ponydom:  
the Elements of Harmony!

Close on 5 golden necklaces, each with a differently colored  
gemstone embedded in it. (illustration #12) A white burst  
card wipes screen and reveals the next illustration #13, a  
close on the white sister with a jeweled crown on her head  
and a determined expression on her face.

14 PRINCESS CELESTIA (CONT'D)  
Using the Magic of the Elements of  
Harmony...

Truck out from the illustration to reveal that the white  
sister is using the jeweled crown to direct a bright and  
beautiful rainbow at Night Mare Moon, who is clearly hurt by  
the blast! (illustration #13 A - with rainbow beam)

15 PRINCESS CELESTIA (CONT'D)  
...the elder sister defeated Night  
Mare Moon and banished her  
permanently in the Moon.

Wipe to a new illustration #14 of the elder sister. She  
looks ahead in a stately manner, standing on an equine  
throne. As we slowly truck out, we see the Sun and the Moon  
are to either side of her, and as we truck out further, that  
the ponies of the land are once again happy.

16 PRINCESS CELESTIA (CONT'D)  
The elder sister took on  
responsibility for both sun and  
moon, and Harmony has been  
maintained in Equestria for  
generations since.

Suddenly, the parchment illustration is turned toward the  
camera like a page.

SC 15 EXT. CANTERLOT COURTYARD - DAY

We reveal that the story of the Elements of Harmony is, in fact, being read from a book by Twilight Sparkle. She is lying on the grass, leaning over the very large book, with a very serious expression on her face.

17 TWILIGHT SPARKLE  
Elements of Harmony, hmmm.... I  
know I've heard of those before,  
but where...

She stands up and using her mouth, puts the enormous book in a courtly-looking saddle bag slung over her pony back. She is about to dash off when...

18 UNICORN 1  
There you are Twilight!

She runs right into a group of friendly, young Unicorn ponies like herself.

19 UNICORN 2  
Moondancer is having a little get-  
together in the west castle  
courtyard, wanna come?

Twilight tries to disguise her disinterest as politely as possible, smiling best she can.

20 TWILIGHT SPARKLE  
Sorry girls (gestures toward her  
book) got a lot of studying to  
catch up on!

She turns away from them and runs off. The Unicorns look at each other, disappointed and maybe just a little annoyed.

21 UNICORN 3  
Does that pony do ANYTHING except  
study?

22 UNICORN 1  
I think she's more interested in  
books than friends.

Cut back to Twilight, galloping somewhere with determination.

23 TWILIGHT SPARKLE  
I know I've heard of the Elements  
of Harmony!

Our OPENING THEME MUSIC swells as we follow Twilight as she makes her way through the grounds of Canterlot Castle, past regal white and lavender marble structures, grand fountains, regal stair cases, intricate bridges and beautifully manicured topiaries. All the while, ponies that see her smile or wave to greet her, but she runs right past them.

24 MLP OPENING SONG  
My Little Pony, My Little Pony...

As the song wraps up, Twilight approaches the base of a long, narrow tower and begins her ascent up the staircase that winds around the outside. She disappears through a doorway towards the top.

SC 16 INT. TWILIGHT'S DORMITORY

Spike the Dragon walks toward the door carrying a little wrapped gift. He approaches the door when... BAM! It flies open, knocking him out of frame! Twilight stands at the entrance, calling out...

25 TWILIGHT SPARKLE  
Spike! Spiiii-iiiike! (looking  
around) Spike?

She looks down.

26 TWILIGHT SPARKLE (CONT'D)  
There you are!

Spike the Dragon is laying splayed out on the floor, stunned. He sits up, his head spinning. Twilight runs past him towards her work area. Compared to the rest of her room, which is tidy, her work area is messy and surrounded by piles and piles of books.

27 TWILIGHT SPARKLE (CONT'D)  
Quick---

Spike the Dragon reaches under his butt and pulls out his smashed present.

28 TWILIGHT SPARKLE (V.O.) (CONT'D)  
Find me that old copy of  
"Predictions and Prophec---

Twilight sees the smashed gift.

29 TWILIGHT SPARKLE (CONT'D)  
What's that for?

30 SPIKE THE DRAGON  
Well, it was a gift for Moondancer,  
but...

But Twilight has already moved on. She flips through some of her books.

31 TWILIGHT SPARKLE  
Oh Spike, you know we don't have  
time for that sort of thing.

32 SPIKE THE DRAGON  
But we're on break!

Twilight does not respond. Not finding what she needs, she looks up up up at the high bookshelves in her multi-level tower dorm. Her horn sparkles and immediately after, we see several books fly from the shelves and down to Twilight. They hover in the air before her as she inspects the spines.

33 TWILIGHT SPARKLE  
No. No. No. No. Ugh! Spi---

34 SPIKE THE DRAGON (V.O.)  
It's over here!

Swish pan to Spike the Dragon. He's already up on a ladder pulling the huge volume from the shelf.

35 TWILIGHT SPARKLE  
Ah!

The floating books merely drop to the floor with her change of attention. Spike the Dragon appears and hands her the book.

She takes it in her mouth and exits excitedly. Spike the Dragon looks to the books on the floor...

36 SPIKE THE DRAGON  
<sigh>

...and begins to pick them up. Twilight already has the book on her desk, which, to a constantly standing pony, looks a lot like a big, wooden music stand. Her horn sparkles once again and the book flies open, pages flipping frantically.

37 TWILIGHT SPARKLE  
Elements, elements, e, e, e.. Ah  
ha!

The pages flipping stops.

38 TWILIGHT SPARKLE (CONT'D)  
 "Elements of Harmony: see, Mare in  
 the Moon?"

Cut to Spike the Dragon struggling up the ladder with an  
 armful of books. We hear pages flipping off-screen.

39 SPIKE  
 "Mare in the Moon?" But that's  
 just an old pony's tale!

40 TWILIGHT SPARKLE  
 Mare, mare, m, m, m... Ah ha!

The book stops once more. Twilight observes an illustration  
 of the Moon, but instead of the dark areas making up the face  
 of a man, they make up the shape of a Mare.

41 TWILIGHT SPARKLE  
 (reading aloud)  
 "The Mare in the Moon. Myth from  
 olden pony times. A powerful pony  
 who wanted to rule Equestria.  
 Defeated by the Elements of Harmony  
 and imprisoned in the moon. Legend  
 has it that on the longest day of  
 the thousandth year, the stars will  
 aid in her escape, and she will  
 bring about night-time eternal."  
 Gasp! Spike! Do you know what  
 this means??

Spike the Dragon teeters on tip toe on the ladder as he tries  
 to put the books away.

42 SPIKE THE DRAGON  
 No....ooo.. whooooah!

He loses his balance and falls straight down..

43 SPIKE THE DRAGON (CONT'D)  
 Oof!

..and lands on Twilight's back, where she was waiting for  
 him. She has a feather pen and an un-rolled scroll in her  
 mouth. He takes it.

44 TWILIGHT SPARKLE  
 Take a note please, to the  
 Princess.

Spike the Dragon slides down her tail and readies himself for  
 dictation.

45 SPIKE THE DRAGON  
Ooooookee dokee...

Twilight paces the floor frantically.

46 TWILIGHT SPARKLE  
"My dearest teacher, my continuing studies of pony magic have led me to discover that we are on the precipice of disaster!"

47 SPIKE THE DRAGON  
Hold on... preci.. Preci..

48 TWILIGHT SPARKLE  
Threshold.

49 SPIKE THE DRAGON  
Thhhhhhhh....?

He looks at her helplessly.

50 TWILIGHT SPARKLE  
Brink?

Spike the Dragon stares at her and blinks, totally clueless.

51 TWILIGHT SPARKLE (CONT'D)  
<sigh> "...that something really bad is about to happen."

Spike the Dragon brightens and continues writing. Twilight starts pacing again.

52 TWILIGHT SPARKLE (CONT'D)  
"...for you see, the mythical Mare in the Moon, is in fact Night Mare Moon! And she's about to return to Equestria and bring with her eternal night! Something must be done to make sure this terrible prophecy does not come true!!"

Spike the Dragon scribbles frantically, his tongue out in concentration as Twilight finishes.

53 TWILIGHT SPARKLE (V.O.) (CONT'D)  
"... I await your quick response. Your faithful student, Twilight Sparkle."

54 SPIKE THE DRAGON  
 ....Twiiiiii lllight... Twaaa ink  
 ull...." Got it!

He rolls the scroll with a satisfied smile.

55 TWILIGHT SPARKLE  
 Great, send it.

Spike the Dragon's face sinks.

56 SPIKE THE DRAGON  
 Now?

57 TWILIGHT SPARKLE  
 Oh course!

58 SPIKE THE DRAGON  
 I don't know Twilight. Princess  
 Celestia's a little busy getting  
 ready for the Summer Sun  
 Celebration. I mean, she raises the  
 sun every day, but now she has to  
 make the sunrise for an *audience of  
 thousands!* And it's, like, the day  
 after tomorrow!

59 TWILIGHT SPARKLE  
 That's just it Spike, the day after  
 tomorrow is the THOUSANDTH YEAR of  
 the Summer Sun Celebration! The  
 longest day of the year!!! It's  
 imperative that the Princess is  
 told right away!

Spike the Dragon gets a blank look on his face again.

60 SPIKE THE DRAGON  
 Impera.. Impeeeerrr...

61 TWILIGHT SPARKLE  
 (yelling so shortly, she  
 knocks Spike over)  
 IMPORTANT!!!

Spike the Dragon rolls across the room. When he finally  
 unfolds, he relents.

62 SPIKE THE DRAGON  
 Ok ok!

He sits up and holds the scroll before him. He takes a long  
 deep breath and purses his lips together.

As he exhales, a short stream of fire bursts forth from his mouth and incinerates the scroll. It dissolves into bright orange and red sparkles which spiral together then fly out the window with a whoosh!

63 SPIKE THE DRAGON (CONT'D)  
There. It's on it's way, but I  
wouldn't hold your breath.

Twilight paces back and forth with urgency.

64 TWILIGHT SPARKLE  
I'm not worried Spike. The  
Princess trusts me *completely*. In  
all the years she's been my mentor,  
she's never once doubted me!

Suddenly Spike the Dragon's cheeks fill with air as if he needs to burp. When he lets loose, another, slightly less controlled stream of fire bursts forth, and from it a new scroll is conjured.

65 TWILIGHT SPARKLE (CONT'D)  
See! I knew she would want to take  
immediate action!

Twilight looks smug with importance. Spike the Dragon opens the scroll, but before he begins to read, he puts on a strange air, his hand daintily on his chest, his nose high in the air, eyes half-lidded, lips pursed.

66 SPIKE THE DRAGON  
(very poor imitation of  
the princess of England)  
"My dearest, most faithful student  
Twilight, you know that I value  
your diligence and that I trust you  
completely."

Twilight nods proudly.

67 SPIKE THE DRAGON (CONT'D)  
"...But what in Equestria have you  
been reading?"

Twilight's smug expression is immediately replaced with one of shock as her jaw drops in disbelief.

CUT TO BLACK

END ACT I

ACT II

SC 17 EXT. SKY - PONYVILLE - DAY (MAP OF EQUESTRIA?)

We witness a birds-eye view of the landscape of Equestria as it pans below us. Misty clouds whiz by in the foreground, indicating that we're moving at an accelerated speed.

68 SPIKE THE DRAGON (V.O.)  
(still reading with bad  
princess Elizabeth  
imitation)

"...my dear Twilight, there is more to a young pony's life than studying. You are in need of a break, so I'm sending you as my royal representative to supervise the preparations for The Summer Sun Celebration in this year's location: **Ponyville**... And I have an even more essential task for you to complete..."

We cut from our view of the land to Twilight and Spike the Dragon standing inside a royal Canterlot chariot that is flown by 3 Royal Guard Pegasus. Spike the Dragon seems to be enjoying the ride, but Twilight leans over the edge, her head in her hooves, sulking.

69 SPIKE THE DRAGON (CONT'D)  
"...make some *friends*."

70 TWILIGHT SPARKLE  
<grrroooooaann.....>

71 SPIKE THE DRAGON  
Look on the bright side Twilight. The Princess arranged for you to stay in a *library*. Doesn't that make you happy?

Twilight doesn't answer at first, then.

72 TWILIGHT SPARKLE  
(curt)

Yes. Yes it does. You know why? Because I'm right! I just know it! I'll check on the preparations as fast as I can, then get to the library and find some proof of Night Mare Moon's return!

73 SPIKE THE DRAGON  
Then when will you make friends  
like the Princess said?

74 TWILIGHT SPARKLE  
She said to check on preparations.  
I'm her student, and I'll do my  
royal duty but the fate of  
Equestria does not rest on me  
making friends.

The pegasus chariot lands. Twilight and Spike the Dragon get out...

SC 18 EXT PONYVILLE STREETS

75 TWILIGHT SPARKLE (CONT'D)  
Thank you sirs..

76 SPIKE THE DRAGON  
Maybe the ponies in Ponyville have  
interesting things to talk about!

At that very moment a pretty pink pony with extremely curly hair bounces happily toward them.

77 SPIKE THE DRAGON (CONT'D)  
Come on Twilight just try!

The pink pony approaches Twilight who tries to force a smile.

78 TWILIGHT SPARKLE  
Uuuuuh... hello...?

The pink pony stops in her tracks, seemingly stunned at the sight of Twilight.

79 PINK PONY  
(extremely over the top)  
**<GAAAAAAASSSSPPPP!!!!!!>**

...then completely inexplicably, turns tail and runs!

Twilight and Spike the Dragon are left dumbfounded, blinking and speechless. After an awkward beat, Twilight glowers at Spike the Dragon.

80 TWILIGHT SPARKLE  
Well *THAT* was interesting alright.

Twilight exits frame, clearly dreading her stay. Spike the Dragon looks up helplessly and sighs before following.

DISSOLVE TO:

SC 19 EXT. BIG APPLE FARM - LATER

Close on a list written on parchment in calligraphy, the top showcases the Canterlot Royal Seal with Spike the Dragons' little purple thumbs holding it. Spike the Dragon reads:

81 SPIKE THE DRAGON (V.O.)  
 "SUMMER SUN CELEBRATION, OFFICIAL  
 OVERSEER'S CHECKLIST. Number one:  
 banquet preparations; Big Apple  
 Farm."

The paper moves offscreen and reveals a homey, happy, red barn-style home surrounded by white picket fences, a pretty trellis and fields of home-grown vegetables. The whole place is encircled with fields and fields of beautiful apple trees.

Suddenly we hear a loud **WHAM!!** off-screen. Spike the Dragon and Twilight look over and see APPLEJACK She rears up on her hind legs, cycling them in the air...

82 APPLEJACK  
 Yeeeeee-haw!!

...and then bolts forward. At the last moment she swivels around and bucks the trunk of an apple tree with her back legs, **WHAM!!** shaking it so forcefully that all the apples come cascading down into bushels waiting below. One bonks her on the head.

83 TWILIGHT SPARKLE  
 <sigh> Let's get this overwith...

Twilight approaches the orange pony very formally.

84 TWILIGHT SPARKLE (CONT'D)  
 Good afternoon. My name is Twilight  
 Sparkle---

Before Twilight can finish, Applejack interrupts, grabbing her by the hoof and shaking it vigorously--- very vigorously.

85 APPLEJACK  
 Well howdy do, Miss Twilight! A  
*pleasure* making your acquaintance!  
 I'm Applejack! We here at Big  
 Apple Orchard sure do like making  
 new friends!

86 TWILIGHT SPARKLE  
 (being shaken)  
 F-f-fre-inds? Ac-tu-ally I---

Applejack stops shaking, but still interrupts.

87     APPLEJACK  
So what can I do you for?

Twilight is a bit of a mess from the shaking. Spike the Dragon covers his mouth, trying not to laugh. Trying to hide her irritation, Twilight tries to pull herself together and continues.

88     TWILIGHT SPARKLE  
A-hem, ah. Well. Ok. Um, well I am, in fact, here to supervise preparations for the Summer Sun Celebration. And you're in charge of the food...?

89     APPLEJACK  
We sure as sugar are, would you care to sample some?

90     TWILIGHT SPARKLE  
As long as it doesn't take too lon--

Before Twilight can finish, Applejack runs over to a huge rusty triangle hanging from a nearby tree. She takes the metal beater in her mouth and rings the triangle like crazy, dropping the beater and yelling...

91     APPLEJACK  
**SOUP'S ON EVERYPONY!!!!**

Suddenly, we hear the sound of hundreds of pounding hooves. Twilight and Spike the Dragon look around quick, but they disappear in a cloud of dust when a herd of farm ponies stampede through the frame. They are then deposited, completely disoriented, eyes spinning in their heads, at one of dozens of picnic tables.

92     APPLEJACK (CONT'D)  
(to Twilight and Spike the Dragon)  
Now, why don't I introduce y'all to the Apple family?

93     TWILIGHT SPARKLE  
Thanks, but I need to hur--

Quickly, the a whole slew of country ponies (all sporting apple-themed color palettes and cutie marks) start darting in and out of frame, each time returning with a freshly baked dish to toss on the table as Applejack introduces them.

94 APPLEJACK

(faster and faster as she goes on)

This here's Apple Fritter, Candy Apple, Apple Dumplin, Apple Bumpkin, Apple Blossom, Sour Apple, Red Gala, Red Delicious, Golden Delicious, Carmel Apple, Apple Strudel, Apple Tart, Apple Sauce, Baked Apples, Apple Brioche, Apple Cinammon Crisp....<wildly extreme inhale.....>

The camera slows down for a moment on 3 particular characters.

95 APPLEJACK (CONT'D)

...Big Apple, Apple Bloom  
aaaaand...

A big red clydesdale-style horse, a tiny green filly and...

96 APPLEJACK (CONT'D)

Granny Smith!

The camera pans to a withered, green, bun-donning, little-old-lady pony.

97 GRANNY SMITH

<sssnnoooooooooorrree.....>

She awakens with several sleep-apnea induced snorts.

98 GRANNY SMITH (CONT'D)

<snort- snort> Wha? Huh? Whozza?

99 APPLEJACK

Up and at-em Granny Smith, we got guests!

Spike the Dragon waves warmly as Twilight smiles awkwardly. Applejack wraps her arm (front leg) around her shoulders and gives her a friendly shake.

100 APPLEJACK (CONT'D)

Why, I'd say they're already part a the fam'ly!!

*SPPIIIITT!* Twilight, who was drinking, spit takes all over Spike the Dragon at the sound of becoming a member of this boisterous family! She gets up with a start, grabs Spike the Dragon and excuses herself, walking backwards away from the table.

101 TWILIGHT SPARKLE  
 Ha, heh heh... Well I can see the  
 food situation is handled, so we'll  
 be on our way...

Eyes wide and shining like a puppy's, and heartbreakingly  
 hopeful, Apple Bloom says...

102 APPLE BLOOM  
 Aren'tcha gonna stay for brunch?

103 TWILIGHT SPARKLE  
 (pained)  
 Sorry, but we have an awful lot to--

The whole Apple clan sinks in disappointment.

104 APPLE FAMILY  
 Aaaaaaaaawwwwwwwwwwwww....

Twilight scrunches up her face, clearly torn by guilt. She  
 plops back down in her seat, clearly hating it.

105 APPLE FAMILY (CONT'D)  
 YAAAAAAAYYYYYYYYYY!!!!!!

CUT TO:

SC 20 EXT. PONYVILLE STREETS- LATER

The list comes back into frame. Spikes hand checks off  
 "Food." We cut and watch him walk.

106 SPIKE THE DRAGON  
 Food's all taken care of. Next is  
 weather.

Pan over to reveal Twilight several steps behind him, her  
 belly bulging and distended. She can hardly carry her own  
 weight.

107 TWILIGHT SPARKLE  
 Uuuuughhh. I ate too much pie...

108 SPIKE THE DRAGON  
 There's supposed to be a pegasus  
 pony named Rainbow Dash clearing  
 the clouds.

Twilight looks up. The sky is full of clouds.

109 TWILIGHT SPARKLE  
Well she's not doing a very good  
job, is she?

WHAM!!!! Twilight is knocked clear out of frame by  
*something*. Next we see her, she's flat on her back in a  
puddle, covered d with gooey brown mud. Lying on top of her  
is an equally mud-covered RAINBOW DASH She flashes a  
sheepish grin, her white teeth contrasting the dark goo  
hiding the rest of her face.

110 RAINBOW DASH  
(embarrassed, but amused)  
Heh heh... uuuuuuh.... Excuse me?  
Heh heh....

Twilight can only burn slow.

111 RAINBOW DASH (CONT'D)  
<stifled laugh> Umm, hhhmmmm hmm,  
here, uh <laugh> lemme help you...

She flies off screen in a flash and returns all clean. She  
places a little cloud right above Twilight. Cut in close as  
she hops up and down on it. Rain flows out.

She peeks over the edge. Reveal that Twilight is clean but  
sopping wet and still scowling!

112 RAINBOW DASH (CONT'D)  
<stifled laugh> Oops. Guess I over  
did it. Uuuuuuhhhh-- how 'bout  
this?!

With a whoosh, she flies dozens of super tight circles around  
Twilight who disappears in the mini rainbow-colored cyclone!!  
We stay on Rainbow when she's done.

113 RAINBOW DASH (CONT'D)  
See? My very own patented Rain-  
Blow-Dry!! No, no, don't thank me.  
You're quite welcome!

Reveal Twilight, scowling harder than ever, dry and clean,  
but with a huge, frizzy, afro-like mane and tail! The  
pegasus' eyes water and her face contorts. She can't hold  
back any longer.

114 RAINBOW DASH (CONT'D)  
<snn--nnnoorr--tt-tt-> BWA HA HA HA  
HA HA HA HA HA HA HAAAAAA!!!!

She falls on her back shaking with hysterics! Twilight flashes a look at Spike the Dragon. He's covering his mouth, at first, but then he lets loose too.

115 SPIKE THE DRAGON  
HA HA HA HA HAAAAA HA HA!!!

He collapses onto Rainbow in an idiotic embrace, convulsing with laughter. Twilight continues to slow burn.

116 TWILIGHT SPARKLE  
Lemme guess. You're Rainbow Dash.

Rainbow flutters into the air, hovering like a humming bird, suddenly done laughing and ready to show off.

117 RAINBOW DASH  
The one and only!! You heard of me?

118 TWILIGHT SPARKLE  
I *heard* you're supposed to be keeping the sky clear. I'm Twilight Sparkle, and the Princess sent me to check on the weather.

Rainbow sinks, annoyed with her lack of fame. She flips up onto a low cloud and reclines, disinterested.

119 RAINBOW DASH  
Yeah, yeah. That'll be a snap. I'll do it in a jiffy as soon as I'm done practicing.

120 TWILIGHT SPARKLE  
Practicing for what?

121 RAINBOW DASH  
**The Wonder Bolts!!**

Rainbow points to a poster on the wall of a nearby building. It depicts several pegasus ponies standing in military formation. They all don blue flight suits with lightening bolt detailing, wind swept hair and highly reflective aviator goggles. They look extremely impressive!

122 RAINBOW DASH (CONT'D)  
They're gonna perform at the Celebration tomorrow, and *I'm* gonna show 'em my stuff!

She does several back flips in the air, then goes back to her nonchalant position. Twilight scoffs. She gestures to the poster.

123 TWILIGHT SPARKLE  
*The Wonder Bolts?*

124 RAINBOW DASH  
 Yup.

125 TWILIGHT SPARKLE  
 The Princess's **exclusive** aerial  
 acrobatic team?

126 RAINBOW DASH  
 Yup.

127 TWILIGHT SPARKLE  
 The most talented fliers in all of  
 Equestria?

128 RAINBOW DASH  
 That's them.

129 TWILIGHT SPARKLE  
 Pshaw. They'd never accept a  
 pegasus who can't even keep the sky  
 clear for one measly day!

Rainbow's easy-going expression evaporates. She glares  
 intensely at Twilight from over the edge of her cloud.

130 RAINBOW DASH  
 I could clear this sky in 10  
 seconds flat!!

131 TWILIGHT SPARKLE  
 (smug)  
 Prove it.

Rainbow's expression pops from one of anger to one of cocky  
 defiance. She LOVES a challenge! She coils herself like a  
 spring on her cloud and extends her wings. She takes off!!  
 The little cloud she was on disintegrates in her wake!!

Twilight and Spike the Dragon brace themselves as the force  
 of the wind blows their hair (and scales) back as well! They  
 look up in awe as she herds the clouds away from the sun. She  
 blows them away with the wind from her wings, she butts her  
 head against them to push them away. She leaps from cloud to  
 cloud, and they disperse under her weight, she even barrels  
 right through them, causing them to dissolve into thin air.

The sky completely cloud-free, she lands before Twilight and  
 Spike the Dragon.

132 RAINBOW DASH  
 What'd I say? 10. Seconds. Flat.  
 I'd never leave Ponyville hanging!  
 Ha ha!! You should see the look on  
 your face!

Twilight and Spike the Dragon are slack jawed they're so  
 impressed.

133 RAINBOW DASH (CONT'D)  
 Ha! You're a laugh Twilight  
 Sparkle. I can't wait to hang out  
 some more.

With that, she takes off, flying loop-the-loops away from us.

134 SPIKE THE DRAGON  
 Wooooooooowwww. She's amazing!

Spike the Dragon looks at Twilight, sees her hair and has to  
 stifle another laugh. Twilight scowls and exits. Spike the  
 Dragon follows.

135 SPIKE THE DRAGON (CONT'D)  
 Wait. It's kinda pretty once you  
 get used to it

SC 21 INT. PONYVILLE TOWN HALL - DAY

Cut to a close up of the list as Spike the Dragon checks off  
 "weather." Next on the list is:

136 SPIKE THE DRAGON (V.O.)  
 "Decorations..."

He lowers the list and we see a beautiful multi-level round  
 hall. A dramatic receiving balcony is at the front  
 surrounded by luxurious drapes and curtains. Colorful flags  
 with various illustrations hang from the numerous balconies.  
 At the height of the room are vast windows showcasing an  
 enormous, circular expanse of bright blue sky.

137 SPIKE THE DRAGON (CONT'D)  
 Beauuuuutiful...

138 TWILIGHT SPARKLE  
 Yes, the decor's coming along  
 nicely! This ought to be quick!  
 I'll be at the library in no time!  
 Beautiful indeed!

139 SPIKE THE DRAGON  
 Not the decor, *her*...

At the receiving balcony RARITY is tying ribbons around the drapes using her unicorn magic. She's being persnickity, trying different colors over and over.

140 RARITY  
No.... No... oh goodness no.  
Hnnnnnnnnnnnn... no!

Twilight starts toward her, but Spike the Dragon stops her, tugging on her tail.

141 SPIKE THE DRAGON  
How're my spines? Are they  
straight?

He fusses with the pointy plates on his head. Twilight rolls her eyes. They approach the lovely white unicorn.

142 TWILIGHT SPARKLE (V.O.)  
Good afternoon---

143 RARITY  
Ah-ah!! Just a moment, please.  
I'm in the "zone," as it were.

She uses her magic to tie two ribbons into a bow around the curtain, and with a graceful wave of her head, she makes the curtains sparkle and glow. She admires her work, neglecting to turn and face her visitors.

144 RARITY (CONT'D)  
Ah yes, sparkle always does the  
trick, does it not? Oh Rarity, you  
are a talent! Now, how can I help  
yo--OOOOHHHH!!!

Smash truck on Twilight as Rarity sees her hair for the first time.

145 RARITY (CONT'D)  
My stars!! Darling, what ever  
happened to your coiffure?!

146 TWILIGHT SPARKLE  
You mean my mane? Well it's a long  
story. I'm just here to check on  
the decorations and then I'll be  
out of your hair.

147 RARITY  
Out of *my* hair?! What about *your*  
hair?

Rarity drags a nervous Twilight offscreen.

CUT TO:

SC 22 INT. CAROUSEL BOUTIQUE

148 TWILIGHT SPARKLE  
Wait... where're we going... help!

We move into a montage of quick cuts of Twilight all done up in several different hairdos and outfits. Twilight looks uncomfortable and we hear Rarity repeatedly change her mind between each shot.

149 RARITY  
No. No. Eh-eh. Too green. Too yellow. Too poofy. Not poofy enough. Too frilly. Too shiny.

We finally end on the last outfit. She actually looks really pretty, but *extermely uncomfortable*. Rarity pulls the laces on an extremely tight saddle.

150 RARITY (CONT'D)  
Now go on, my dear, you were telling me where you're from.

151 TWILIGHT SPARKLE  
(very constricted)  
*I've... been sent... from... Canterlot to...*

Rarity EXPLODES with enthusiasm and squeals!

152 RARITY  
**CANTERLOT!!!!**

Twilight and Spike the Dragon are startled by the extreme exclamation!

153 RARITY (CONT'D)  
You're from Canterlot! I am so envious! The glamour, the sophistication! I've always dreamed of living there!!

Lost in a dream, she twirls Twilight around.

154 RARITY (CONT'D)  
I can't wait to hear ALL about it!!! We're going to be the best of friends you and I!!

Twilight's eyes go wide, but before she can protest, Rarity notices something on Twilight's outfit.

155 RARITY (CONT'D)  
Emeralds!! What was I thinking.  
Let me get you some rubies...

Rarity prances off screen. Twilight turns to Spike the Dragon.

156 TWILIGHT SPARKLE  
Quick! Before she decides to dye  
my coat a new color!

She bolts! But Spike the Dragon lingers behind. Little hearts float off of him.

157 SPIKE THE DRAGON  
(in love)  
<siiiiiiggh>

Quickly, Twilight's head pops into frame, grabs him by the back of the neck like a puppy and yanks him offscreen.

CUT TO:

SC 23 EXT. PONYVILLE CENTRAL PARK - LATER

Close on the list again. Spike the Dragon's hand checks off "Decorations."

158 SPIKE THE DRAGON (V.O.)  
<sigh> Wasn't she wonderful??

Cut out wide. Twilight's appearance is back to normal. She walks through the trees down a path in the park. She carries the infatuated Spike the Dragon upon her back, as little hearts still float off of him.

159 TWILIGHT SPARKLE  
Focus Cassanova. What's next on  
the list.

160 SPIKE THE DRAGON  
Music. It's the last one!

Twilight brightens at the thought of this. Just then, they hear the loveliest, perfectly melodious chorus of songbirds! They go around a tall hedge to inspect and see FLUTTERSHY. She hovers in the air before a little tree covered with dozens of petite songbirds, tweeting in rhythm as she conducts them.

161 BIRDS  
<tweeting MLP theme>

Suddenly, the beat goes a little awry. She stops them.

162 FLUTTERSHY  
Oh my! Um, stop please everyone.  
Um, Mr. Woodpecker? I mean no  
offence, but your rhythm is just a  
teeny, tiny bit off.

The woodpecker nods in friendly compliance. Fluttershy begins again.

163 FLUTTERSHY (CONT'D)  
Now follow me please, a-one, a-two,  
a-one two three...

164 TWILIGHT SPARKLE (V.O.)  
Hello!

165 FLUTTERSHY  
OH!

Startled by the sudden interruption, the little pegasus shouts and all the birds immediately fly away!! Twilight is a little embarrassed.

166 TWILIGHT SPARKLE  
Oh my, I'm so sorry. I didn't mean  
to frighten your birds! I'm here to  
check up on the music and it's  
sounding beautiful!

The little pegasus pony is frozen with shyness. She stands there silently staring at her feet. After an awkward beat, Twilight tries for a response.

167 TWILIGHT SPARKLE (CONT'D)  
I'm Twilight Sparkle, what's your  
name?

168 FLUTTERSHY  
(still staring down)  
<quiet mumble>

169 TWILIGHT SPARKLE  
I'm sorry, what was that?

170 FLUTTERSHY  
<even quieter mumble>

171 TWILIGHT SPARKLE  
(leaning in)  
Didn't quite catch that.

172 FLUTTERSHY  
<barely audible squeak>

Awkward beat.

173 TWILIGHT SPARKLE  
Well, um, it looks like your birds  
are back...

The birds start perching back on the tree.

174 TWILIGHT SPARKLE (CONT'D)  
....so, I guess everything's in  
order! Keep up the good work.

175 FLUTTERSHY  
....

176 TWILIGHT SPARKLE  
Ooooooooo-kaaaaay.

Twilight steps away to Spike the Dragon who's waiting by the hedge.

177 TWILIGHT SPARKLE (CONT'D)  
(quietly, pleased)  
Well, that was easy!

But then...

178 FLUTTERSHY (V.O.)  
(loud!)  
A BABY DRAGON!!!

All the little birds take flight once again! The Pegasus flits over to Spike the Dragon!

179 FLUTTERSHY (CONT'D)  
Oh I've never seen a baby dragon  
before!!! He's soooooooo cute!

Spike the Dragon looks at Twilight smugly. She rolls her eyes.

180 SPIKE THE DRAGON  
Well well well.

Fluttershy's so excited she jumps up and hovers like hummingbird!

181 FLUTTERSHY  
Oh my he talks!!! I didn't know  
dragons could talk!

Suddenly Fluttershy warms up to Twilight--- *really* warms up!  
She literally nuzzles Twilight, making her *very*  
uncomfortable!

182 FLUTTERSHY (CONT'D)  
Oh you are so lucky Twilight, none  
of my little animal friends talk!  
That's just so incredibly  
wonderful, I--I--I just don't even  
know what to say!

Twilight jumps on this chance, grabs Spike the Dragon and  
heaves her onto her back.

183 TWILIGHT SPARKLE  
Well in that case, we better be  
going...

She starts away at a brisk pace, but Fluttershy follows.

184 FLUTTERSHY  
Wait, wait! What's his name?

Spike the Dragon sits on Twilight's butt facing Fluttershy.  
He seems pleased by the attention.

185 SPIKE THE DRAGON  
I'm Spike!

186 FLUTTERSHY  
Hi Spike, I'm Fluttershy! Wow, a  
talking dragon! This is just so  
fascinating! And what do dragons  
talk about?

187 SPIKE THE DRAGON  
What do you want to know?

188 FLUTTERSHY  
Absolutely everything!!

Twilight, still walking, slumps her head in exasperation,  
moaning with a pained exhale. She knows she's in for it.

189 TWILIGHT SPARKLE  
Uuuugghhhhh...

190 SPIKE THE DRAGON  
 Weeeeeeeellll, I started out as a  
 cute little purple and green egg...

DISSOLVE TO:

SC 24 EXT. BOOKS AND BRANCHES LIBRARY - EVENING

Twilight drags her feet, exhausted, as she makes her way to the front door of the library. Spike the Dragon (still on her back) and Fluttershy are still full of energy.

191 SPIKE THE DRAGON  
 And that's the story of my  
*whoooooole entire life!!* Well, up  
 until today. Do you want to hear  
 about today?

192 FLUTTERSHY  
 Oh yes please!

But Spike the Dragon is suddenly whisked out of frame. Having reached the door, Twilight has turned around curtly, trying to hide her frustration.

193 TWILIGHT SPARKLE  
 (forced politeness)  
 I'm so sorry! How did we get here  
 so fast? This is where I'm staying  
 while in Ponyville, and my poor  
 baby dragon needs his sleep.

Spike the Dragon tries to peak around her head.

194 SPIKE THE DRAGON  
 No I don't.

Twilight, holding her forced smile, bucks up her rump just enough to knock Spike the Dragon off her back.

195 TWILIGHT SPARKLE  
 Aaaaaw, look at that. So sweepy he  
 can't even keep his wittle bawance.

196 FLUTTERSHY  
 Oh my goodness! Poor thing! You  
 simply must get him to bed!

Twilight reaches back to open the door.

197 TWILIGHT SPARKLE  
 Yes, yes, we'll get right on that!  
 Well, g'night!

She kicks open the door with her back leg and disappears inside, slamming the door.

SC 25 INT. LIBRARY MAIN AREA- NIGHT

It's pitch black. We don't see a thing.

198 SPIKE THE DRAGON  
Rude much?

199 TWILIGHT SPARKLE  
Sorry Spike. But I have to convince the Princess that Night Mare Moon is coming and we're running out of time! I just need time to be ALONE and study without a bunch of crazy ponies trying to make friends all the time. Now where's the light...

Suddenly, the light snaps on and....

200 CROWD OF PONIES  
**SURPRISE!!!!!!!!!!**

Streamers and balloons fly out at Twilight and party horns blow in her face! Twilight sinks.

END ACT II

ACT III

SC 26 INT. LIBRARY MAIN AREA - NIGHT - CONTINUOUS

Inside, loud music plays and disco ball lights flutter around the room. Dozens of ponies are inside. Tables are set up and covered with sweets and pastries. Streamers and balloons are strewn throughout.

201 TWILIGHT SPARKLE  
What is going on??

202 PINKIE PIE  
SURPRIIIIIIIISE!!

The pink pony Twilight met when she first arrived to Ponyville jumps up in her face bouncing up and down with excitement!

203 PINKIE PIE (CONT'D)  
Hi, I'm Pinkie Pie and I threw this party just for you!!  
(MORE)

PINKIE PIE (CONT'D)  
 Were you surprised? Were you?  
 Were you? Huh huh huh???

204 TWILIGHT SPARKLE  
 Very surprised. Libraries are  
 supposed to be *quiet*.

205 PINKIE PIE  
 <snort laugh> Well that's silly!  
 What kind of a Welcome Party would  
 this be if it were *quiet*? I mean,  
 duh, booooooring!

Twilight tries to maneuver through the partying pony crowd,  
 but it's a tight squeeze. Pinkie Pie follows closely,  
 continuing her upbeat bounce.

206 PINKIE PIE (CONT'D)  
 (super fast)  
 You see I saw you when you first  
 got here-- remember? You were all  
 "hello" and I was all  
 <ggggaaaaaaaassssssppppp!!!!>  
 Remember? You see I never ever saw  
 you before, and if I never ever saw  
 you before that meant you're  
 new....

Cut in close on Twilight. She's about to lose it.

207 PINKIE PIE (CONT'D)  
 ...'cause I know everypony, and I  
 mean *everypony* in Ponyville....

Twilight stops cold in her tracks, her eyes wide and slightly  
 crazed. She clenches her teeth and tries to distract herself  
 by pouring some red-colored soda (holding bottle with mouth)  
 as Pinkie goes on and on and on and on.

208 PINKIE PIE (CONT'D)  
 ...and if you're new, it meant you  
 haven't met anyone yet, and if you  
 haven't met anyone yet you must not  
 have any friends, and if you don't  
 have friends then you must be  
 lonely, and that made me so so sad,  
 so I had an idea (that's why I went  
 <gaaaaaaaassssppppp!!!>)

Twilight dips her mouth into the cup she poured for herself,  
 when she does, her eyes pop open wide!

209 PINKIE PIE (CONT'D)  
....I should throw a great, big,  
ginormous, super dooper,  
spectacular welcome party and  
invite everyone in Ponyville!!

Cut out to reveal that the other ponies Twilight met today,  
Applejack, Rainbow Dash, Rarity and Fluttershy are by  
Pinkie's side.

210 PINKIE PIE (CONT'D)  
See? Now you have lots and lots of  
friends!

The 5 pony girls flash great big wide smiles. Bing!

Twilight looks at them, her cheeks filled with punch. She  
stares ahead, her face turning red and her eyes quivering and  
watering.

211 APPLEJACK  
Are you alright, sugarcube?

With no explanation, Twilight bolts up the stairs!

212 PINKIE PIE  
Aaawww!!! She's so happy she's  
crying!

Beat. Spike the Dragon reaches up on the table and inspects  
the bottle of soda.

213 SPIKE THE DRAGON  
"Hot Sauce."

Rainbow Dash realizes what happened and falls over laughing!

214 RAINBOW DASH  
HA HA HA!!! That Twilight! What a  
joker! HA HA HA HA HAA!!

Pinkie pours some sauce on a cupcake and eats it. The other  
ponies stare at her incredulously.

215 PINKIE PIE  
(mouth full)  
What? It's good!

DISSOLVE TO:

SC 27 INT. TWILIGHT'S LIBRARY LOFT - NIGHT

The music continues to play, muffled, but still loud. Twilight lays on her bed with a pillow over her head. She looks at the clock. 4 am.

216 TWILIGHT SPARKLE  
Ugh!

Spike the Dragon comes in. He's wearing a lamp shade on his head and is covered in streamers.

217 SPIKE THE DRAGON  
Hey Twilight! Pinkie Pie's  
starting pin-the-tail-on-the-pony!  
Wanna play?

218 TWILIGHT SPARKLE  
NO!!! All the ponies in this town  
are crazy!! Do you know what time  
it is?

219 SPIKE THE DRAGON  
It's the eve of the Summer Sun  
Celebration. Everypony has to stay  
up or they'll miss the Princess  
raise the Sun!

He exits, but before he shuts the door, he says.

220 SPIKE THE DRAGON (CONT'D)  
You really should lighten up  
Twilight. It's a party!

He dances out the door to the music. Twilight makes a sour face and mimics him.

221 TWILIGHT SPARKLE  
*You shme shme meh meh meh!*

Frustrated she rolls over and looks out the window.

222 TWILIGHT SPARKLE (CONT'D)  
Ugh! Here I thought I'd have time  
to learn more about the Elements of  
Harmony, but-- silly me! All this  
ridiculous friend-making has kept  
me from it!

Her angry expression softens as she gazes at the full moon. She looks closer then seems to notice something important. She gets up and goes to her telescope. Twilight pulls her face away from the lens. She looks concerned.

Using her unicorn magic, she opens her bag from across the room. She flies a book over to herself and magically flips it to a particular page.

223 TWILIGHT SPARKLE (CONT'D)  
 "Legend has it that on the longest  
 day of the thousandth year, the  
 stars will aid in her escape, and  
 she will bring about everlasting  
 night."

Close on the book. The illustration shows several stars by the moon. Pan to the window. There are several sparkling stars right next to the moon, matching the illustration perfectly. Ever so slightly, they seem to be moving towards it.

224 TWILIGHT SPARKLE (CONT'D)  
 I hope the Princess was right. I  
 hope it really is just an old pony  
 tale.

The door swings open.

225 SPIKE THE DRAGON  
 Come on Twilight! It's time to  
 watch the sunrise!!!

CUT TO:

SC 28 INT. PONYVILLE TOWN HALL - SUNRISE LATER

The hall is completely crowded. The moonlight shining through the windowed ceiling bathes everything in a lovely glow. Twilight and Spike the Dragon are very near to the front of the crowd. Pinkie Pie hops through the crowd and up to them.

226 PINKIE PIE  
 Isn't this exciting? Are you  
 excited? 'Cause I'm excited. I've  
 never been so excited! Well,  
 except for that time I saw you  
 walking into town and I went  
 <gaaaaaaaaaaaaassssssppp!!!> But  
 I mean really, who can top that...

Twilight stands there half-lidded, but is distracted by the sound of singing birds. Fluttershy is directing them in a short introductory song. A pony with a spotlight full of fireflies shines them on an archway below the regal receiving balcony. A smart looking, mature pony in a business-like color (Candace Burgen in pony form) addresses the crowd.

227 MAYOR  
 Fillies and Gentlecolts, as Mayor  
 of Ponyville, it is my great  
 pleasure to announce the beginning  
 of the Summer Sun Celebration!

228 CROWD OF PONIES  
 <cheeeeeeeeerr!!!>

229 MAYOR  
 In just a few moments, our town  
 will witness the magic of the  
 sunrise and celebrate this, the  
 longest day of the year.

As the Mayor goes on, Twilight listens intently. She looks  
 very anxious.

230 MAYOR (CONT'D)  
 And now, it is my great honor to  
 introduce to you the ruler of our  
 land, the very pony who gives us  
 the sun and the moon each and  
 everyday, the good, the wise, the  
 bringer of Harmony to all of  
 Equestria...

Fluttershy leans in to her feathered choir.

231 FLUTTERSHY  
 Ready??

232 MAYOR  
 ...PRINCESS CELESTIA!

Fluttershy, hovering in place, conducts the birds with her  
 hooves. They sing an introduction worthy of royalty. The  
 spotlight moves from the Mayor to the receiving balcony above  
 her. The music builds to a dramatic crescendo, Rarity pulls  
 the curtains back and.....

.... no one's there!

233 CROWD OF PONIES  
 <gasp!> <confused walla>

The Mayor seems flustered. She calls out to the crowd, still  
 confused.

234 MAYOR  
 Remain calm everypony, there must  
 be a reasonable explanation.

235 PINKIE PIE  
 Oh! Oh! I love guessing games! Is  
 she hiding?

Rarity and some official looking ponies dive behind the  
 curtain where the princess was supposed to come out.  
 Fluttershy watches with concern as they come back out. Rarity  
 looks down at the Mayor and shakes her head.

236 RARITY  
 She's gone!!

237 PINKIE PIE  
 Ooooooh. She's good!

The crowd gets more agitated.

238 CROWD OF PONIES  
 Where is she?/What's happening?/Is  
 this part of the show?/I want my  
 money back!/ Etc..

239 TWILIGHT SPARKLE  
 This can't be good...

240 PINKIE PIE  
 Don't be silly! Hiding's totally  
 good! Watch this!

Pinkie ducks behind a table of food nearby. Then almost  
 immediately pops back up.

241 PINKIE PIE (CONT'D)  
 See Twilight? AAAAAHHHH!!

Pinkie sees something frightening! Cut around to ponies in  
 the crowd, (including our cast) all frightened and gasping in  
 shock!

242 CROWD OF PONIES  
 <several gasps>

Truck and zoom on Twilight. Spike the Dragon has glommed  
 onto her neck in fear!

243 TWILIGHT SPARKLE  
 (hushed)  
 Oh no....

Slam cut to the receiving balcony--- there stands a regal  
 looking but dark mare!! She is much taller than the other  
 ponies, with very large pointed pegasus wings and shining  
 armor on her elegant frame. Her extremely long purple hairs  
 wisps around her slowly like glittering smoke!

Twilight looks on in horror.

244 TWILIGHT SPARKLE (CONT'D)  
Night Mare Moon!

245 SPIKE THE DRAGON  
<fainting noise>

The mare stares down and the crowd and smiles a sinister grin.

246 NIGHT MARE MOON  
Ooooooh my beloved subjects. It's  
been so long since I've seen your  
precious, little *sun-loving* faces.

Cut around the crowd. All the ponies look frightened! But one pipes up in defiance.

247 RAINBOW DASH (V.O.)  
What did you do with our Princess!

Cut to Rainbow Dash. She's trying to fly to Night Mare Moon, but Applejack has her by the tail.

248 APPLEJACK  
(mouth full of tail)  
Whoah there, Nelly! (Whoah vere,  
Newwy!)

249 NIGHT MARE MOON  
Ha ha ha ha ha haaaa!!! Why, am I  
not royal enough for you? Don't  
you know who I am?

250 PINKIE PIE  
Ooh! Ooh! More guessing games!  
Uuuuummm... Hokey Smokes! How'  
'bout princess Meanie!! NO!!  
Black Snooty! Black Snooty!

Still holding onto Rainbow's tail, Applejack shoves a apple cupcake in Pinkie's mouth to hush her up.

251 PINKIE PIE (CONT'D)  
Mmmmmff mmmff mmmfff!

Poor Fluttershy's choir position is close to the balcony. Night Mare Moon leans towards her causing her birds to take flight. The timid pegasus cringes.

252 NIGHT MARE MOON

Does my crown no longer count now  
that I've been *imprisoned* for a  
thousand years!

Rarity is still by the curtains, frozen in shock. Night Mare Moon leans towards her, her smokey hair holding Rarity's face. Rarity bravely tries to shake her off, but can't.

253 NIGHT MARE MOON (CONT'D)

Did you not recall the legend? Did  
you not see the signs??

254 VOICE (V.O.)

I did!

Night Mare Moon turns away from Fluttershy quick, angrily staring down the interrupter...

255 TWILIGHT SPARKLE

And I know who you are. You're the  
Mare in the Moon... Night Mare  
Moon!!

256 CROWD OF PONIES

<gasp!!!>

Night Mare Moon smiles. She speaks to Twilight condescendingly.

257 NIGHT MARE MOON

Well well well, somepony remembers  
me. Then you'll also know why I'm  
here.

The ponies all look to Twilight for her answer, but Twilight can only...

258 TWILIGHT SPARKLE

You're here to... to...<gulp>

259 NIGHT MARE MOON

Heh heh heh heh heh.....

We truck in on Night Mare Moon, slowly and dramatically.

260 NIGHT MARE MOON (CONT'D)

Remember this day, little ponies,  
for it was your last. From this  
moment forth, the night will  
last.....

Cut wide. Night Mare Moon's smokey hair whips wildly and she magically creates lightening strikes!!

261 NIGHT MARE MOON (CONT'D)  
**FOREVER! HA HA HA HA HAAA HA HAAA**  
**HAAA HA HA HAAAA!!!**

Truck in on a frightened Twilight as we...

CUT TO:BLACK

END ACT III

END PART I 17

PART II, ACT I

SC 29 INT. PONYVILLE TOWN HALL - NIGHT

Night Mare Moon continues to laugh as lightening strikes all around her.

262 NIGHT MARE MOON  
**HA HAAA HA HA HAAAA!!!**

The Mayor finally takes action. She calls to the royal pony guards (clydesdale-like knights.)

263 MAYOR  
 Seize her! Only she knows where  
 the Princess is!!

The knights rush to Night Mare Moon....

264 NIGHT MARE MOON  
**Stand back you foals!**

....but she creates more electricity, stopping them in their tracks. CRACK! CRACKLE CRACK!! Her hair whips around more, enveloping her body until it too dissolves into smoke. Panicked ponies jump to the side to make way for it as it swiftly whisps out an open door, laughing all the way!!

265 NIGHT MARE MOON (CONT'D)  
**HA HA HA HAAA HAAA HA HA HAAAA!!!**

Rainbow Dash gives one last tug, and pulls her tail away from Applejack. She flies through the door after the smoke!

266 RAINBOW DASH  
Come back here!

But once up in the sky, she can't catch up. She stops mid air, out of breath, and watches the smoke speedily slither into the distance, the full moon shining big and bright. Rainbow ponders it for a moment...

267 RAINBOW DASH (CONT'D)  
...night time.... forever?

...then something else catches her eye. Down below her, she sees Twilight (unconscious Spike on her back) leave the town hall in a rush.

268 RAINBOW DASH (CONT'D)  
(with concern)  
Where's she going?

CUT TO:

SC 30 INT. BOOKS AND BRANCHES LIBRARY - TWILIGHT'S LOFT -  
LATER

Twilight tucks the unconscious Spike into a basket. She barely pulls the covers up when he abruptly sits up.

269 SPIKE THE DRAGON  
WE GOTTA STOP NIIiiii...  
*snnnoooooorrrre...*

....and sleepily falls back on his pillow. Twilight covers him again. He pops up again.

270 SPIKE THE DRAGON (CONT'D)  
I WANNA HEEeeeellllppp....  
*ssnnoooooooooreee...*

271 TWILIGHT SPARKLE  
You've been up ALL NIGHT Spike!  
You are a *baby* dragon, after all.

She places a plush princess doll (teddy bears for dragons!) In the crook of his arm. That did it. He rolls over and sticks his thumb in his mouth. Twilight leaves the room quietly and cautiously shuts the door.

Quiet beat.

We hear a complete avalanche of books!

SC 31 INT. LIBRARY - MAIN AREA

Reveal Twilight, in sharp contrast to her gentleness with Spike, frantically using her magic to pull book after book off the shelf. She inspects the titles and flips through pages, only to drop them to the floor over and over, not finding what she needs.

272 TWILIGHT SPARKLE  
Elements, Elements, Elements....  
Ugh! How can I stop Night Mare  
Moon without the Elements of  
Harmony?

273 RAINBOW DASH(V.O.)  
And just what are the Elements of  
Harmony???

Twilight turns around--- Rainbow Dash is right there, hovering so that they are face to face. She confronts Twilight.

274 RAINBOW DASH (CONT'D)  
And how did you know about Night  
Mare Moon? Hmmm? Are you a SPY?!!

Rainbow's suddenly yanked out of frame. Applejack pulled her down by the tail--- again.

275 APPLEJACK  
Simmer down Sally. She ain't no  
spy. But she sure knows what's  
going on, don'tcha Twilight?

The worried ponies surround Twilight one by one, filled with worry.

276 FLUTTERSHY  
Will it really stay dark (barely  
squeaked) *forever*??

277 RARITY  
It can't it just can't!!

278 APPLEJACK  
All the plants will die without the  
sun!

279 FLUTTERSHY  
Then that means all the animals  
will have no food!

280 PINKIE PIE  
Not to mention that it's just plain  
*depressing!* I mean *jeeez!*

Twilight breaks through the group and rummages through more books.

281 TWILIGHT SPARKLE  
I read all about the prediction of  
Night Mare Moon. Some mysterious  
objects called the Elements of  
Harmony are the only things that  
can stop her, but I don't know what  
they are, where to find them--- I  
don't even know what they do!!!

She kicks a book away in frustration. Then she gets an idea.  
She heads to the door.

282 TWILIGHT SPARKLE (CONT'D)  
I'll have to hoof it back to  
Canterlot and check the official  
royal library! They've got to have  
the right book there!!

283 PINKIE PIE (V.O.)  
You mean like this one?

Swish over. Pinkie pie pulls a book off a shelf.

284 PINKIE PIE (CONT'D)  
(reading)  
"The Elements of Harmony: a  
Reference Guide."

285 TWILIGHT SPARKLE  
How did you find that??

286 PINKIE PIE  
(Like "are you  
okaaaay...?")  
It... was... under "E"....?

287 TWILIGHT SPARKLE  
Oh.

Twilight tries to hide her embarrassment as she takes the  
book and opens it. Finally, she reads:

288 TWILIGHT SPARKLE (CONT'D)  
"There are six Elements of Harmony,  
but only five are known: Kindness,  
Laughter, Generosity, Honesty and  
Loyalty.  
(MORE)

TWILIGHT SPARKLE (CONT'D)

The sixth, said to be the most powerful, is a complete mystery.

As Twilight continues, we pan across the room. Outside the window, sparkling purple smoke swirls, listening.

289 TWILIGHT SPARKLE (CONT'D)(V.O)

It is said that when the 5 are present, a spark will cause the 6th Element to be revealed. The last known location of the 5 Elements, contained in enchanted stones, was in the ancient castle of the royal pony sisters.

The smoke rushes away. We cut back in as Twilight finishes, the other ponies looking over her shoulder.

290 TWILIGHT SPARKLE (CONT'D)

It is located in what is now ..."

CUT TO:

SC 32 EXT. ENTRANCE OF THE EVERFREE FOREST

291 FLUTTERSHY

..th-th-the... *Everfree F-F-Forest!!!*

The ponies stand in front of the forest at the edge of Ponyville. Where they stand is orderly and neat with the plants manicured. But there is a distinct line where everything becomes wild and unruly. The entrance looks like a random break in the thick foliage.

We pan across the faces of the ponies, staring at it slack jawed and frightened.

292 ALL PONIES (TWILIGHT, AJ, RARITY, FLUTTERSHY, RD)

Whoah.....

We end the pan on Pinkie Pie, with an inexplicable grin on her face.

293 PINKIE PIE

Wheee! Let's go!

294 TWILIGHT SPARKLE

Not so fast! Look, I appreciate the offer, but I'd really rather do this on my own!

295 APPLEJACK  
No can do, sugarcube. We sure  
ain't letting any friend...

Twilight winces at the word "friend."

296 APPLEJACK (CONT'D)  
...of ours go into that creepy  
place alone. We're sticking to you  
like caramel on a candy apple.

The other ponies nod in agreement.

297 PINKIE PIE  
*Especiall*y if there's candy apples  
in there.

They collectively shoot Pinkie a look.

298 PINKIE PIE (CONT'D)  
Those things are gooooood!

Twilight relents with a...

299 TWILIGHT SPARKLE  
<sigh.>

DISSOLVE TO:

SC 33 EXT. EVERFREE FOREST

The ponies make there way cautiously, single file, trying to  
hide their heebie-jeebies. The forest is very mysterious,  
but beautiful. But the sounds are another thing. Crickets  
chirp, frogs croak, owls hoot. Behind them, the plants seem  
to move on their own, ever-so-slightly.

300 TWILIGHT SPARKLE  
S-so none of you have been in here  
before??

301 RARITY  
Heavens No! J-just look at it!!  
It's dreadful!

As they talk, the path becomes a high ridge.

302 APPLEJACK  
And it ain't natural neither!!  
Folks say it don't work the same as  
Equestria...

We pan down as some shimmering purple smoke sneaks into frame just below their feet around the cliffs edge. Quietly, it seeps into the cracks.

303 TWILIGHT SPARKLE  
W-what's that supposed to mean?

304 RAINBOW DASH  
(creepy voice)  
Nooooopony knoooooows!

Rainbow Dash sees the other ponies growing fearful and gets a mischievous look on her face.

305 APPLEJACK  
Rainbow, quit it.

Rainbow, ignores her. She creeps over to the other ponies. Fluttershy, Pinkie and Rarity are huddled close.

306 RAINBOW DASH  
You know why? 'Cause everpony  
who's ever come in...

Truck in on the 3 ponies, shivering.

307 RAINBOW DASH (CONT'D)  
....has never come... **OUT!!!**.

**CRASH!!!** The rock below their feet burst into bits where the smoke seeped in!

308 PONIES  
AAAAAAHHHHH!!!!

Rainbow Dash and Fluttershy take to the air, but the earth bound ponies start to slide down the steep slope, slipping on the tiny rocks created by the blast!

309 RAINBOW DASH  
Fluttershy quick!

Rainbow dives down towards her friends and Fluttershy, though she looks scared, follows.

310 FLUTTERSHY  
Oh my goodness oh my goodness!

They swoop into scene and manage to grab Rarity and Pinkie Pie by the tails. They stop their descent, but they are not strong enough to lift them up off the ground.

Applejack continues to slide down the slope with Twilight close behind!

Applejack reaches out and manages to grab a protruding root with her mouth. She stops, but only a moment after, Twilight skids down past her. From her POV, we see that she is coming towards a clear drop! She frantically scrambles her feet! Her back legs and rump fall over the edge, but she manages to get a grip with her front hooves.

311 TWILIGHT SPARKLE  
Aaah!!

312 APPLEJACK  
Howd on, I'ma comin'!

Applejack carefully lets go of the branch, and in a controlled manner, slides down to Twilight, stopping just before her so that they are touching hooves.

313 TWILIGHT SPARKLE  
Applejack! Pull me up!

314 APPLEJACK  
Now you know I can't do that  
Sugarcube, I ain't got no thumbs.

315 APPLEJACK (ALT) (CONT'D)  
I'm sorry, but I can't do that  
Sugarcube. I ain't got no thumbs.

316 TWILIGHT SPARKLE  
AAAHH!! What do I do??

Poignant pause...

317 APPLEJACK  
.....let go.

318 TWILIGHT SPARKLE  
**Are you crazy??!!!**

319 APPLEJACK  
No I ain't. I promise, you'll be  
safe.

320 TWILIGHT SPARKLE  
That's not true!

321 APPLEJACK  
Now listen here, I don't never tell  
no lies. What I'm saying to you is  
the **honest truth**.

322 APPLEJACK (ALT) (CONT'D)  
Now listen here, I never tell no  
lies. What I'm saying to you is  
the **honest truth**.

323 APPLEJACK (ALT) (CONT'D)  
 Now listen here, I don't tell no  
 lies. What I'm saying to you is  
 the **honest truth**.

324 APPLEJACK (ALT) (CONT'D)  
 Now listen here, I don't tell lies.  
 What I'm saying to you is the  
**honest truth**.

Close on Twilight, scared and skeptical.

325 APPLEJACK (CONT'D)  
 Let go, and you'll be safe.

Twilight thinks a moment. She closes her eyes tight and....  
 ...lets go!

326 TWILIGHT SPARKLE  
 AAAAAAAHHHHHHHHH!

She slips over the ledge falls down, down until...

327 TWILIGHT SPARKLE (CONT'D)  
 ---OOOOF!!!

Rainbow Dash and Fluttershy swoop in and catch her!

328 RAINBOW DASH  
 Gotcha!!

The 3 ponies exchange relieved looks and hover in the air a  
 moment, then...

329 TWILIGHT/RAINBOW/FLUTTERSHY  
 Whaaaa!

The fall again, Twilight's weight just a bit too much for  
 Fluttershy. Still, the fall is slower with the flapping  
 wings, and the three make it to the ground safe and sound  
 where Rarity and Pinkie are waiting!

330 FLUTTERSHY  
 Sorry gals. I'm not used to holding  
 anything more than a bunny or two.

Cut out wide. We watch the ponies from afar as Rainbow and  
 Fluttershy fly back up to get Applejack. The purple smoke  
 curls into frame, watching. It suddenly moves away, swiftly  
 making it's way through the forest.

It stops momentarily to observe the dark silhouette of a large animal, sleeping. The smoke races towards it and we....

CUT TO:

SC 34 EXT. EVERFREE FOREST - LATER

Rainbow Dash re-enacts their last plight for Twilight, jumping around her like an excited kid!

331 RAINBOW DASH  
....and once Pinkie and Rarity were safe--- *whooosh!* Me and Fluttershy swooped around again! My keen eagle-eyes saw that Applejack was safe, so when she gave us the nod--- - *shoom!!* We loop-de-looped around and--- *WHAM!* Caught you right in the nick of time!!

332 TWILIGHT SPARKLE  
Yes, Rainbow, I was there. And I'm very grateful, but we gotta--

333 MANTICORE (V.O.)  
RRROOOOAAARRR!

Fluttershy and Rainbow take! The other ponies look over, one by one, and see....

....an angry Manticore blocking their path! He stands before the entrance of a ravine--- there is no other way around!

334 TWILIGHT SPARKLE  
A Manticore!!

He lunges at the ponies, breaking them apart! They scatter, running in different directions.

335 TWILIGHT SPARKLE (CONT'D)  
We've got to get past him!

336 FLUTTERSHY  
Wait....

He sets his sights on Rarity and swipes at her with his claws. She dodges him repeatedly before managing to land a good swift buck to the jaw.

337 RARITY  
Take that you ruffian!

But the Manticore shakes it off and roars in her face, blowing her mane back with his breath. Once done, her hair looks frizzy and ridiculous.

338 RARITY (CONT'D)  
My hair!

Her confidence gone, she back pedals away. The Manticore rears back to swipe at her, but stops abruptly! Applejack has landed on his back! He bucks her like a rodeo bull.

339 APPLEJACK  
Yee haw! Get along little doggie!

340 FLUTTERSHY  
Wait...

She hangs on for a while, but with a especially hard kick, he sends her flying. She soars past Rainbow Dash in the air.

341 APPLEJACK  
(casually )  
All yours pardner!

342 RAINBOW DASH  
I'm on it!

343 FLUTTERSHY  
Wait...

Rainbow dives down and encircles him with the same cyclone she used to muss up Twilight's hair in Part I. The Manticore's eyes spin, but he grabs her in mid air with his tail, stopping the cyclone. Rainbow is caught off guard. He tosses her off screen.

344 TWILIGHT SPARKLE  
Rainbow!

She lands and skids to a stop in front of Twilight, Applejack, Rarity and Pinkie Pie. She gets up and shakes off the dust.

At the entrance of the ravine, the Manitcore bows his head down, scrapes the ground and snorts like an angry bull. The five ponies put their heads down and scrape the ground as well.

We cut in closer and closer between the determined ponies and the angry Manticore. Tighter and tighter shots, building the tension until...

345 FLUTTERSHY  
 (really loud)  
**WAAAAAAAAAIIIIIIITTTT!**

They all snap out of it! Fluttershy looks at her friends disapprovingly, but when she turns to look at the Manticore, her expression softens. Cautiously, she moves toward the Manticore.

346 MANTICORE  
 ROOOAAARR!!!

Her friends are worried, but Fluttershy isn't scared. She notices he's not standing on his front paw. He huffs and puffs, staring at her intensely.

347 FLUTTERSHY  
 Shhhhhh shhhh. It's ok.

She is very close now. Sooooooo slowly, she reaches out and touches his paw with her nose. Amazingly, he turns it over. There is a huge purple thorn embedded in it!

348 FLUTTERSHY (CONT'D)  
 Oh you poor, poor little baby!

349 RAINBOW DASH  
 Little?

350 FLUTTERSHY  
 Now this might hurt for juuuuust a second.

Gently, she removes the thorn with her mouth. But....

351 MANTICORE  
 RRRRAAAAAARRRRHHH!!

352 PONIES  
 <GASP!> Fluttershy!!

But we reveal the Manticore nuzzling her and licking her head in gratitude!

353 MANTICORE  
 <puuuuuuurrrrrrrrrrrr....>

354 FLUTTERSHY  
 <giggle!> You're just a big ol' baby kitty, aren't you! Yes you are! Yes you are!

The ponies brighten! The canter over to Fluttershy and past the Manticore into the entrance of the ravine. Twilight, the last to go through, waits for Fluttershy.

355 TWILIGHT SPARKLE  
But, how did you know about the  
thorn?

356 FLUTTERSHY  
I didn't. Sometimes we all just  
need to be shown a little kindness!

She and Twilight forge on. We pan over to the thorn lying on the ground. Poof! It turns into in a puff of purple smoke and races after the ponies!

CUT TO:

SC 35 EXT. EVERFREE FOREST - DARK GROVE - LATER

The ponies find themselves in an incredibly thick part of the forest. Mossy plants and vines twist everywhere haphazardly.

357 RARITY  
Ugh. My eyes need a rest from all  
this icky muck! Bleh.

Twilight looks up. She sees the moon through the branches of the canopy, but as she moves forward, it disappears behind the impossibly thick branches and leaves.

Cut back down to the ground. It's really dark. We can barely make out the ponies, and they can't see at all.

358 RARITY (CONT'D)  
Well I didn't mean literally.

359 TWILIGHT SPARKLE  
That ancient ruin could be right in  
front of our faces and we wouldn't  
even know it!

360 FLUTTERSHY  
Girls? Girls? Are you there?

As the ponies try to navigate the darkness, the purple smoke crawls into frame, past their clumsy feet.

361 RAINBOW DASH  
Right here! Oof!

362 RARITY  
 My apologies! Didn't see you there--  
 -- oof! Was that somepony's tail?

The smoke entwines itself around the trunk of a tree and seeps into the crevices of the bark.

363 APPLEJACK  
 Oh wait... I think I stepped in something.

Things lighten slightly. She lifts her hoof, covered in brown goo. Fluttershy stares wide-eyed at Applejack, then....

364 FLUTTERSHY  
 AAAAAAAHHHHHHH!!!

365 APPLEJACK  
 It's just mud...

But Fluttershy is looking *behind* Applejack. Applejack looks over her shoulder and sees the face of a horrible monster!

366 APPLEJACK (CONT'D)  
 YOW!

The ponies look around, they are surrounded by many of these frightening faces! In several quick, disorienting shots, the ponies run, but everywhere they turn they run into another terrifying grimace. Eventually find themselves huddled together looking out at the scary expressions surrounding them. Cornered, they cry out...

367 PONIES  
 AAAAAAAAAAAHHHHH!!!

FADE TO BLACK.

END ACT I

ACT II

SC 36 - CON'T EXT. EVERFREE FOREST - DARK GROVE

Twilight, Rainbow Dash, Rarity and Fluttershy are huddled together looking out at all the frightening faces surrounding them. They scream....

368 PONIES  
 AAAAAAAA-----

....but stop when they hear.... Giggling?

369 PINKIE PIE  
<giggle>

Pinkie Pie is standing directly in front of one of the twisted glowers. She makes her own faces at it.

370 PINKIE PIE (CONT'D)  
Bleeeeh! Bloooohh! Boogity  
boogity boop! Ha ha ha!!

371 TWILIGHT SPARKLE  
Pinkie what are you doing! Run!

Without the camera moving around all over the place, we see that the face is completely motionless and embedded in a tree trunk. She turns and looks at her friends.

372 PINKIE PIE  
Oh girls, don't you see...?

A soft music cue.

373 PINKIE PIE (CONT'D)  
(singing)  
When I was a little filly  
And the sun was going down

374 TWILIGHT SPARKLE  
Please tell me she's not...

375 PINKIE PIE  
The darkness and the shadows  
Would always make me frown

376 RARITY  
She is.

Pinkie skips happily around her huddled friends. They look at her as if she were crazy.

377 PINKIE PIE  
I'd hide under my pillow  
From what I thought I saw  
But Grammy Pie said that wasn't the  
way  
To deal with fears at all!

378 RAINBOW DASH  
Oh yeah? Then what is?

379 PINKIE PIE  
She said Pinkie you gotta stand up  
tall.  
And learn to face your fear.

Pinkie runs right up to one scary face and looks straight at it.

380 PINKIE PIE (CONT'D)  
 You'll see real quick it can't hurt  
 you  
 And laughing at all their lame-o  
 attempts makes them magically  
 disappear!

She stares into it's eyes and...

381 PINKIE PIE (CONT'D)  
 Ha. Ha. Ha.

..right in the face's face! It starts to wiggle a bit like  
 jell-o then POOF! The purple smoke puffs out of it,  
 returning it to a plain tree!!! The other ponies...

382 PONIES  
 <gasp!!!>

And look at each other in realization.

383 PINKIE PIE  
*SOOOOOOOOOOOOOOOOOOOOOOO!*

Each of Pinkie's friends approach a face whose description  
 corresponds with the lyric. When they laugh, each face  
 disappears with a puff of purple smoke!

384 PINKIE PIE (CONT'D)  
 Giggle at the ghostly

385 FLUTTERSHY  
 Tee hee hee!

386 PINKIE PIE  
 Guffaw at the grossly

387 RAINBOW DASH  
 Gufaaaaww!!

388 PINKIE PIE  
 Crack up at the creepy

389 RARITY  
 Ha ha ha haaa!!!

390 PINKIE PIE  
 Whoop it up with the weepy

391 APPLEJACK  
 Wooo hoo hooo!

392 PINKIE PIE  
Chortle at the kooky

393 TWILIGHT SPARKLE  
K-k-hee kee kee

394 PINKIE PIE  
Snortle at the Spooky

395 ALL PONIES  
Aaaaahhh ha ha ha!!

As all the ponies laugh Pinkie runs from face to face to face, singing fast and in monotone...

396 PINKIE PIE  
Tell that big dumb scary face to  
take a hike and leave you alone and  
if he thinks he can scare you then  
he's got another thing coming and  
the very idea of such a thing just  
makes you wanna.....

Cut in close on Pinkie as she lets out a HUGE...

397 PINKIE PIE (CONT'D)  
HAAAAAAAAA HA HA HAAA HA HA HA HA HA  
HAAAAA HA HAAAAAA HA HAAAAA....

As she continues her long, happy, boisterous laugh, we cut around super fast to all the remaining faces as they poof away until their on none left!

Pinkie stops laughing, smiles and finishes her song.

398 PINKIE PIE (CONT'D)  
Laugh!

Music wraps up. There's a beat then all the ponies fall to the ground laughing!

399 PONIES  
HA HA HA HA HA HA HA HA!!!

We truck out to show the ponies are in a harmless grove with nothing but plain old trees around them.

DISSOLVE TO:

SC 37 EXT. EVERFREE FOREST - LATER

On a much better lit path, Pinkie comes prancing out of the thick woods, sproinging about like Pepe Le Pew.

400 PINKIE PIE  
Hee hee hee ha ha heee hee!!!

The rest of the ponies follow her, prancing as well (if not quite as exuberantly) and still laughing!

401 PONIES  
<laughter>

Pinkie suddenly stops short, staring straight ahead. Bonk, bonk, bonk, bonk--- the other ponies bump right into her.

Before them is an extremely wide, raging river. Pinkie, completely out of nowhere, leaps up onto Rainbow Dash's back.

402 PINKIE PIE  
Hi Ho Rainbow! Awa---ooof!!

403 RAINBOW DASH  
Oof!

They fall to the ground.

404 RAINBOW DASH (CONT'D)  
Pinkie! You're too heavy to fly  
up...

405 FLUTTERSHY  
Even for both of us.

They stare out over the rapids, helpless.

406 PINKIE PIE  
Then how do we cross?

Suddenly, a booming voice cries out...

407 VOICE  
(crying)  
**BWAAAAA HAA HAA HAAAAAAA AAAAA!!!**

The ponies look at each other, perplexed.

Cut close on thick foliage. The leaves part and the ponies poke their heads through. Reverse angle and we once again see the water churning--- by the end of an enormous, scaled, thrashing tail! We pan down the long, long tail is it becomes a writhing, twisting serpentine body, finally ending at the head of a violently sobbing sea serpent! He holds his head in his hands, then pounds the water with his fist!

408 VOICE (CONT'D)  
**BWAAAAA HAA HAA HAAAAAAA AAAAA!!!**  
**OH WHAT A WORLD WHAT A WORLD!!**  
**WAAAAAAA HAAAAAAA HAAA!!**

The ponies approach the serpent.

409 TWILIGHT SPARKLE  
 Excuse me sir, why are you crying?

The serpent keeps his head in his hands obscuring his face.  
*\*\*When he speaks, think Nathan Lane's character in the "Bird Cage."*

410 SEA SERPENT  
 (biting, flamboyant  
 sarcasm)  
 Oh gee, well I don't know! I was  
 just sitting here, minding my own  
 business, just like I do every  
 Thursday for crumpets, when this  
 tacky little cloud of purple smoke  
 whisked past me and...

Suddenly, the serpent slithers forward fast into the camera  
 and uncovers his face to reveal....

411 SEA SERPENT (CONT'D)  
**...tore half of my beloved mous-**  
**tache clean off!**

He is missing one side of his catfish-like fu manchu. He  
 flips over in the water, turning his head away and causing  
 more waves and splashing the ponies.

412 SEA SERPENT (CONT'D)  
 And now I look horrid! Simply  
 horrid! WWWWHH HHAAAAH AAHHHH !!

Our tomboys, Applejack and Rainbow Dash roll their eyes.

413 RAINBOW DASH  
 Oh gimme a break...

414 APPLEJACK  
*That's* what all this fuss is about?

Suddenly, Rarity pushes through the two of them, parting them  
 dramatically.

415 RARITY  
*Why of course it is!!!* How can you  
 be so insensitive!!

She runs up to his face laying in the shallows of the water. She holds his face out to look at it, comically squeezing his cheeks.

416 RARITY (CONT'D)  
Just look at him! Such lovely  
luminescent scales...

417 SEA SERPENT  
<sniff> I know..

418 RARITY  
...your expertly coiffed mane...

419 SEA SERPENT  
Oh I know, I know!!

420 RARITY  
..your fabulous manicure...

421 SEA SERPENT  
...it's so true!

422 RARITY (CONT'D)  
....all *ruined* without your  
beautiful mustache!

423 SEA SERPENT  
It's true! I'm hideous!!!  
Waaaaaahhhh!!!

The ponies flash each other looks of disbelief. Cut close on Rarity. She's seems to have made a serious decision.

424 RARITY  
I simply cannot let such a crime  
against fabulous-ity go  
uncorrected.

She rears back and...

...bites the serpent's hand!! He pulls away and squeals!

425 SEA SERPENT  
Aahh!!! What'd you do that for!

He looks down. Rarity has removed one of his giant scales.

426 SEA SERPENT (CONT'D)  
Ooohh!! Watch out! She's *crazy*!!

Holding the scale in her mouth, she antics back.

427 TWILIGHT SPARKLE  
Rarity what are you---

We hear the metallic *shing* of a blade slicing something! The serpent faints.

428 SEA SERPENT  
OoOooooO000OoooooHHhhhhh.....

Reveal: Rarity has cut off the length of her tail. Only a short bob remains. Serenely, Rarity, her tail in mouth, approaches the unconscious serpent's head resting in the shallows. She gently leans forward and places the tail where the fu manchu should be. Her Unicorn horn glows and the tail attaches to his face. It also wakes him up. He sits up and excitedly feels his face. When he gets to the mustache, he pulls out the locks so he can see. He's overjoyed!!!

429 SEA SERPENT (CONT'D)  
Woo hoo hoo! My mustache!! How wonderful!!!

He strikes a pose.

430 RARITY  
You look smashing!!

The ponies run to her!

431 FLUTTERSHY  
Oh Rarity! Your beautiful tail!

432 RARITY  
Oh it's fine, my dear. Short tails are in this season! Besides, it will grow back.

433 RAINBOW DASH  
(under breath)  
*So would'a the moustache.*

Twilight is already waist deep in the now calm water.

434 TWILIGHT SPARKLE  
We can cross now! Let's go--  
OOOOHHH!!

Suddenly she rises out of the water by the serpent's long snakey body!

435 SEA SERPENT  
Allow me!!

He stretches his body across the water, creating a bridge.  
As the ponies gallop along his back, we...

CUT TO:

SC 38 EXT. EVERFREE FOREST - MOMENTS LATER

The ponies appear once more through some thick shrubs and vines. Twilight stops in her tracks.

436 TWILIGHT SPARKLE  
There it is!!

Just a little way ahead of them is the ancient ruin!!

437 TWILIGHT SPARKLE (CONT'D)  
The ruin that holds the Elements of  
Harmony! We made it!

Twilight excitedly scrambles over the top and runs for the ruin ahead of the other ponies.

438 APPLEJACK  
Twilight! Wait for us!

But she ignores them, running at top speed.

439 TWILIGHT SPARKLE  
We're almost there! Whoah!

She comes to a screeching halt, skidding to a stop just before the edge of another chasm!! Her front feet scramble at the edge for a moment before she's pulled back by the tail by Rainbow Dash.

440 RAINBOW DASH  
What's with you and falling off  
cliffs today? Jeesh!

The other ponies join them. They look over the chasm. There's a rope bridge, but the whole right side of it hangs loose, unattached on one side at the other end.

441 PINKIE PIE  
Now what?

Rainbow pointedly flaps her wings.

442 RAINBOW DASH  
Duh!

443 PINKIE PIE  
Oh yeah!

Without another word, Rainbow Dash takes off and soars across the chasm, making sure to perform a few barrel rolls along the way. She lands far on the other side and picks up the end of the rope, but drops it when she hears...

444 VOICE  
Raaaaaiinboooowww...

445 RAINBOW DASH  
<gasp!> Who's there!

She doesn't notice when purple smoke discreetly circles around her feet. It disappears along the ground into some dark foliage.

446 VOICE  
Raaaaaiinboooowww...

Rainbow hops up on her hind legs and comically air boxes in front of her.

447 RAINBOW DASH  
I ain't scared a' you! Show yourself!

*\*\*note\*\* There will be a funny contrast in the following exchange. The "voice" will be over-the-top heavy and serious, but Rainbow's delivery will be comically light.*

448 VOICE  
We've been eagerly awaiting the arrival of the best flyer in Equestria!

449 RAINBOW DASH  
Who...?

450 VOICE  
Why you of course!!

451 RAINBOW DASH  
(flattered)  
Really? I mean,  
(cocky)  
...oh yeah, me.  
(covering)  
Of course you mean me.

452 RAINBOW DASH (CONT'D)  
(kissing butt)  
Hey, uh, you wouldn't mind telling the Wonder Bolts that, would you?  
'Cause I've been trying to get into that group for, like, ever!

453 VOICE  
No Rainbow Dash, we cannot.

454 RAINBOW DASH  
Oh darn. Thbbpt.

455 VOICE  
We want you to join us....

From the darkness emerge 3 magical pegasus. They wear dark flight suits and tinted goggles. They are the dark version of the Wonder Bolts. One steps ahead of the others and speaks.

456 SHADOW BOLT  
*THE SHADOW BOLTS!*

Rainbow backs up a bit, she looks skeptical.

457 RAINBOW DASH  
The Shadow Bolts? Kinda depressing name, dont'cha think?

458 SHADOW BOLT  
We are the greatest aerial team in the Everfree Forest, and soon we will be the greatest in all *Equestria!!* But first, we need a *Captain*.

She circles around Rainbow. As the compliments roll out, Rainbow nods in narcissistic agreement.

459 SHADOW BOLT (CONT'D)  
The most magnificent, swiftest, bravest flyer in all the land. We need....

460 RAINBOW DASH  
Yup... yes... yes, it's true...

She leans in close to Rainbow's ear.

461 SHADOW BOLT  
...you!

Rainbow breaks the tensions with a sudden back flip!

462 RAINBOW DASH  
Woo hoo! Sign me up!

Truck in on the Shadow Bolt as her eyes flash and she smiles a sinister grin---she has her! Then...

463 RAINBOW DASH (V.O.) (CONT'D)  
Just let me tie up this bridge real  
quick and we have a deal!

Ga-GONG! The Thunder cartoonishly snaps out of it. She jumps in front of the bridge, stopping Rainbow in her tracks.

464 SHADOW BOLT  
**NO!!** It's them or us.

Rainbow is taken aback. She looks at the Thunders then across the chasm, her friends lost in the mist. She hears...

465 TWILIGHT SPARKLE (V.O.)  
Rainbow!! What's taking so long!!!

Cut over to the other side. As the other ponies wait, Twilight strains to see what's happening across the chasm. At first she only sees Rainbow Dash, but then she sees the Thunders!

466 TWILIGHT SPARKLE (CONT'D)  
Oh no! (calling out) *Rainbow...*

Cut back to the other side.

467 TWILIGHT SPARKLE (V.O.) (CONT'D)  
*...we need you! Don't listen to---*

But the Thunder narrows her eyes in Twilight's direction. They glow magically and Twilight's voice becomes muffled. Rainbow can't hear her. We truck in on Rainbow. She looks confused, torn. The music swells, then...

468 SHADOW BOLT  
Well...?

Rainbow looks at the Thunder. She's suddenly very serious.

469 RAINBOW DASH  
You....

The Thunder smiles triumphantly!!

470 RAINBOW DASH (CONT'D)  
*...thank you... for the offer, I mean, but I'm afraid I have to say no.*

She flies around the shocked Thunder, ties up the bridge, and flies towards her friends, disappearing into the mist. We truck in on the Thunder who shakes with rage, then POOF!! dissipates into Purple smoke!

As do her two silent companions. Poof! Poof! The smoke swirls together and slithers speedily towards the ruin!!

We pan to the bridge. After a moment we hear...

471 PONIES  
Yay! / Gigggle! / Good job Rainbow!/  
We're almost there!

The ponies come galloping across the bridge, full of enthusiasm! Rainbow flies next to Twilight as she runs.

472 RAINBOW DASH  
See? I'd never leave my friends  
hanging!

Rainbow flies ahead as Twilight smiles after her. Now across the bridge, Twilight stops and takes in her triumph!

473 TWILIGHT SPARKLE  
(elated, to self)  
We made it...

The other ponies whiz past her, full of glee, making her spin in place!

474 APPLEJACK  
C'mon Twilight! Isn't this what  
you've been waiting for!

Twilight beams and follows them up the crumbling stairs.

#### SC 39 INT. ANCIENT RUIN - MOMENTS LATER

The 5 ponies stand staring up with excited smiles!! Twilight joins them, parting them in the middle. She looks up in complete awe.

475 TWILIGHT SPARKLE  
Whooooaaah!

Dramatically, we reveal an enormous stone statue, overgrown with foliage. 5 rock sculptures, held in place with intricately carved stems, orbit a larger rock sculpture at the center. Each sculpture is a different shape, or symbol, and each is embedded with a shining, colorful gemstone!!

476 TWILIGHT SPARKLE (CONT'D)  
The Elements of Harmony!!! We found  
them!

Fluttershy and Rainbow Dash fly up and remove the stones gently with their mouths.

477 TWILIGHT SPARKLE (CONT'D)  
Careful, careful....

They place them before her.

478 PINKIE PIE  
1 2 3 4 --- there are only 5!

479 RAINBOW DASH  
Where's the sixth?

Twilight kneels on the ground before the Elements.

480 TWILIGHT SPARKLE  
The book said, "When the 5 are  
present, a spark will cause the 6th  
Element to be revealed."

481 APPLEJACK  
What the heck is that supposed to  
mean?

482 TWILIGHT SPARKLE  
I'm not sure, but I have an idea.  
Stand back, I don't know what will  
happen.

Twilight closes her eyes.

483 APPLEJACK  
Hush now y'all. She needs to  
concentrate.

The ponies leave. Twilight lays very still for a several quiet beats. Her horn begins to glow. She does not notice the purple smoke seep in through an archway. It swirls slowly around the Elements, right under Twilight's nose. It swirls faster as the Elements are lifted up in the forming whirlpool. The wind it creates blows Twilight's hair. She comes to with a start and sees the whirlpool. the Elements' rotation speeds up and they start to get sucked into the vortex.

484 TWILIGHT SPARKLE  
The Elements!

From outside, the ponies hear her....

485 PONIES  
Twilight!

...and run inside. Thinking fast, Twilight leaps toward the swirling vortex and is sucked into it just as it disappears and the ponies rush through the door.

486 PONIES (CONT'D)  
No!/Where is she?/etc...

29

CUT TO BLACK:

END ACT II

ACT III

SC 40 - INT. ANCIENT RUIN - MOMENTS LATER

Rainbow Dash, Applejack, Pinkie Pie, Rarity and Fluttershy look around for Twilight in a panic.

487 PONIES  
Twilight!/ Where is she?/ What do  
we do?/ Etc.

488 RARITY  
Look!!

Rarity gestures towards an extremely high tower. Through the window they see a flash of magical light like the one that flared when Twilight disappeared.

489 APPLEJACK  
Come on!

The ponies gallop through a doorway that may or may not lead to their friend.

SC 41 - INT. ANCIENT THRONE ROOM

The smoke from the flash dissipates, revealing Twilight, dazed from the transportation.

490 TWILIGHT SPARKLE  
<cough cough cough>

She recovers, looks up and sees...

491 TWILIGHT SPARKLE (CONT'D)  
<GASP!!!>

Night Mare Moon! She stands on an ancient throne that matches the illustrations from the prologue. The Elements hover around her, held in the air by her smokey, purple mane.

492 NIGHT MARE MOON  
Ha ha ha ha ha ha!!!

Twilight's frightened expression turns to one of determination. She lowers her head and paws the ground like a bull.

493 NIGHT MARE MOON (CONT'D)  
You're kidding. You're kidding,  
right?

But Twilight rushes towards Night Mare Moon! Night Mare Moon lowers her head, her crescent horn glints-- SHING! She runs for Twilight! They race towards each other, and just as they are about to collide, Twilight's horn glows and....

*Twink!* She disappears! Night Mare Moon looks around for her...

*Twink!* Twilight reappears on the other side of the room, where Night Mare Moon foolishly left the Elements! Twilight teeters, a little dizzy.

494 TWILIGHT SPARKLE  
Whoah.... That was new. I gotta  
remember that one.

Night Mare Moon scowls. Urgently, Twilight touches her horn to the stones once again. It begins to glow.

495 TWILIGHT SPARKLE (CONT'D)  
Just one spark! Come on come on!

Night Mare Moon transforms into smoke, rushing at lightening speed towards Twilight. She is directly upon her when....

*Z-ZAPPPP!!!!* A miniature lightening bolt flies from her horn and onto the Elements, hurling her back!

496 TWILIGHT SPARKLE (CONT'D)  
Aaah!

Night Mare Moon re-forms into her horse form...

497 NIGHT MARE MOON  
No!

..and stands above the Elements helplessly as sparks of electricity crawl over the 5 stones until....

....nothing.

Nothing at all. Twilight sees this and is stupefied.

498 TWILIGHT SPARKLE  
But.... the spark... Where's the  
sixth Element?

Night Mare Moon ponders the 5 jewels below her. A triumphant smile curls across her muzzle.

499 NIGHT MARE MOON  
 Heh heh heh.... Ah ha ha ha.... HA  
 HA HA HA HA HA HA!!!!

She raises her mighty, armored hoof into the air and **STAMPS DOWN** on the stones....

*Shing!!!* Shattering them to bits! In slow motion, the shards sparkle as they fly from the force of her hoof. Twilight is seen in the background, small, helpless and terrified!!

500 TWILIGHT SPARKLE  
 <GASP!!!!>

501 NIGHT MARE MOON  
 You little foal!! Thinking you could defeat me, me, the Mare of Darkness! Now you will never see your Princess or your sun! The night will last **FOREVER!!!** Ah ha ha ha ha ha ha ha ha!!!!

Twilight sinks. All hope is lost. Then...

502 PONIES (V.O.)  
 Twilight!!/ Hang on! / We're coming!/ etc.....

Twilight looks up fast with an unexpected smile! Like the "bing" of a light bulb going off in her head, we hear a ZZ--ZZAPPP!!! A moment after, her eyes grow wide and bright with inspiration! She turns to Night Mare Moon in confident defiance!

503 TWILIGHT SPARKLE  
 You think you can destroy the Elements of Harmony just like that? Well you're wrong, because the *spirits* of the Elements of Harmony...

The ponies rush through the door!

504 TWILIGHT SPARKLE (CONT'D)  
 ...ARE RIGHT HERE!!!

With Twilight's words, the fragments of the shattered Elements lift from the ground, swirling around Night Mare Moon. She looks confused and angry!

505 NIGHT MARE MOON  
What...??!!

With a fast burst of white, we flash back to Applejack reassuring Twilight on the cliff.

506 TWILIGHT SPARKLE (V.O.)  
Applejack, who reassured me when I  
was in doubt, represents the spirit  
of **Honesty**.

We flash back to the throne room. The green pieces of the fragments fly from the swirling mass, make a loop around Applejack, lasso-ing her like a sparkling, fairy-dust hula hoop!

*FLASH!* We see Fluttershy calming the Manticore.

507 TWILIGHT SPARKLE (CONT'D)  
Fluttershy, who tamed the Manticore  
with her compassion, represents the  
spirit of **Kindness**.

The pink fragments fly over and encircle the slightly frightened Fluttershy.

*FLASH!* We once again see Pinkie's laughter make the frightening faces disappear in a puff of smoke.

508 TWILIGHT SPARKLE (CONT'D)  
Pinkie Pie, who banished fear by  
giggling in the face of danger,  
represents the spirit of **Laughter**.

The yellow pieces surround Pinkie Pie who smiles wide with excitement. She hops around inside it, full of delight!

*FLASH!* Rarity attaches her tail to the serpents muzzle.

509 TWILIGHT SPARKLE (CONT'D)  
Rarity, who calmed a sorrowful  
serpent with a meaningful gift,  
represents the spirit of  
**Generosity**.

Blue fragments race to Rarity. She looks enthralled by the beauty of it as it whirls around her.

*FLASH!* We see Rainbow stick her tongue out at the Shadow Bolt and repair the bridge.

510 TWILIGHT SPARKLE (CONT'D)  
 And Rainbow Dash, who would not  
 abandon her friends for her own  
 heart's desire, represents the  
 spirit of **Loyalty**.

The last of the fragments, the red ones, fly from Night Mare Moon's confused face and encircle Rainbow Dash.

The five stand in a semi-circle behind Twilight, who stands at center. With the swirling, sparkling fragments, they make for a dramatic scene. Night Mare Moon is frozen in awe and panic.

511 TWILIGHT SPARKLE (CONT'D)  
 The spirits of these five ponies  
are the force behind the Elements  
of Harmony, and they got us through  
 every challenge you threw at us!!

512 NIGHT MARE MOON  
 It doesn't matter!! You still  
 don't have the 6th Element! The  
 spark didn't work!

513 TWILIGHT SPARKLE  
 But it did!! A different kind of  
 spark. One I **felt**!

She turns her attention to the other ponies.

514 TWILIGHT SPARKLE (CONT'D)  
 I felt it the very moment I  
 realized how happy I was to hear  
 you...

We pan across their expressions as she speaks. They are touched by her words.

515 TWILIGHT SPARKLE (V.O.) (CONT'D)  
 ...to see you, how much I cared  
 about you! The spark ignited  
 inside *me* when I realized that you  
 all **are my friends!**

Out of thin air a new, larger more magnificent jewel appears, spinning and turning, forming into a beautiful tiara that floats down onto Twilight's head. Rays of sparkling light shoot out from it as it materializes.

516 TWILIGHT SPARKLE (CONT'D)  
 You see Night Mare Moon, those  
 Elements also make up **FRIENDSHIP!!**  
 (MORE)

## TWILIGHT SPARKLE (CONT'D)

When Kindness, Laughter,  
Generosity, Honesty and Loyalty are  
ignited by the.... the spark...  
that resides in the heart of us  
all, it creates the 6th Element,  
the element that completes them,  
that binds them together to create  
true friendship, the Element of---  
**MAGIC!**

Night Mare Moon looks up with fear in her eyes. The swirling colors that encircle the ponies turn into golden necklaces that hold newly re-formed jewels! Suddenly, each pony gleams with the power and color of her Element! The colors converge into a glorious, mighty rainbow, surrounding and engulfing Night Mare Moon in bright, powerful, glittery whirlwind!!

517 NIGHT MARE MOON  
NOOOOOOOOOO!!!!

Obscured by the colorful typhoon, she tries to fight within the storm, bucking and rearing, but soon the magic wraps around her, and we can see her no more!

All we see now is wind and rainbow colors and sparkles! We catch glimpses of our 6 ponies concentrating as their manes and tails whip around. They seem to hover magically off the ground! The colors over-expose until the screen washes completely white.

Silence.

We fade up from the white screen. The 6 ponies lie on the ground.

518 RAINBOW DASH  
Oooooohhhh--- my head!

519 APPLEJACK  
Everypony ok?

They all sit up shaking or rubbing their heads. Suddenly...

520 RARITY  
Oh thank goodness!!!!

Rarity's tail has magically grown back!! She strokes it lovingly.

521 RARITY (CONT'D)  
Short tails actually aren't in this season! Phew!

522 FLUTTERSHY  
Why Rarity, it's so lovely!

523 RARITY  
I know, I'll never part with it  
again!

524 FLUTTERSHY  
No your necklace....

Rarity looks down at her necklace. The stone has changed into the shape of a blue diamond. Fluttershy looks close.

525 FLUTTERSHY (CONT'D)  
It looks just like your cutie mark!

526 RARITY  
So does yours!

Fluttershy's is a pink butterfly.

527 PINKIE PIE  
Lookit mine! Lookit mine!

Hers is a yellow balloon. Applejack's and Rainbow's correspond as well (green apple, red bolt.)

528 RAINBOW DASH  
Aaaaaw yeah! Now this is what I  
call a necklace.

Cross eyed, Twilight looks up at the stone in the crown on her head. The jewel embedded in it is her cutie mark as well.

529 APPLEJACK  
Gee Twilight, I thought you was  
just spoutin' a lot of hooey, but I  
reckon we really do represent the  
Elements of Friendship!

530 VOICE  
Indeed you do...

A beam of warm light shoots through a window shining on the ponies, they blink at the brightness and look over. Through the large window, we see the landscape of Equestria beyond the border of the Everfree Forest. The mountains are in the distance, and from behind them is...

...the Sun!!!! The ponies look around them in wonder as the room is bathed in warm, bright light and the misty green of the Forest evaporates! Then, a dramatic lens flare emits from the sun! It washes the screen white, and when it dissipates, an atmospheric cloud, twinkling and colored like the aurora borealis, hangs in the room. It swirls together and creates...

531 TWILIGHT SPARKLE  
Princess Celestia!

We linger on the Princess in her full regal beauty.

The ponies bow in reverence, but Twilight is so overjoyed she runs to her teacher!!

532 PRINCESS CELESTIA  
Twilight Sparkle, my faithful student!

They nuzzle each other.

533 PRINCESS CELESTIA (CONT'D)  
I am so proud, I knew you could do it!

534 TWILIGHT SPARKLE  
But you told me it was all an old pony tale!

535 PRINCESS CELESTIA  
I told you that you needed to make some *friends!* Nothing more. I saw the signs of Night Mare Moon's return, and I knew it was *you* who had the magic inside to defeat her. But you could not unleash it until you let true friendship into your heart.

Twilight smiles at her teacher, then shares a heartfelt smile with her new friends.

536 PRINCESS CELESTIA (CONT'D)  
Now, if only another will as well...

She turns toward a far off corner, revealing the sleeping figure of Night Mare Moon. Her armor lays broken on the floor around her. She seems smaller and softer. The princess approaches the figure and stands above her.

537 PRINCESS CELESTIA (CONT'D)  
(accusing)  
Princess Luna....

The pony lifts her head, revealing a very young, sweet, but sad face. Upon seeing the Princess looming above her, she gasps, frightened.

538 PRINCESS LUNA  
<gasp!>

But the princess kneels before her, speaking to her on an equal level.

539 PRINCESS CELESTIA  
It has been a thousand years since  
I have seen you like this.

Selena hangs her head shamefully.

540 PRINCESS CELESTIA (CONT'D)  
It is time to put our differences  
behind us. It is too much a burden  
for one pony to call upon the Sun  
and the Moon on her own. We were  
meant to rule together, little  
sister!

541 TWILIGHT SPARKLE  
Sister?!

542 APPLEJACK  
Well, I'll be a donkey's auntie!

543 PINKIE PIE  
The princess's a thousand years  
old?

544 RARITY  
She doesn't look a day over 500! I  
must learn her secret!

Back to the sister's reunion.

545 PRINCESS CELESTIA  
Will you accept my friendship,  
sister?

Selena looks up at Celestia, uncertain. The 6 ponies lean in from where they stand, absolutely riveted!!! Pinkie leans so far, she falls! Thump!

Selena looks up, slowly. Then, like a light bulb going off...

ZZZ-ZZZAPPP!

546 PRINCESS LUNA  
I'm so sorry!! I missed you so,  
big sister!

She leaps forward onto Celestia in a pony embrace! Selena holds on tight, her eyes closed with guilt and relief! Reverse angle: Celestia smiles warmly, a little tear runs down her cheek.

547 PRINCESS CELESTIA  
I've missed you too!

HOOOONNNKKK!!!! The sweet moment is cut by the sound of a nose blowing!! Cut to the ponies watching, Pinkie Pie snorts into a hanky, inconsolably weeping!!!

548 PINKIE PIE  
<Sniff sniff> Don't you just love happy endings!!!!

Rainbow rolls her eyes.

We truck out on the whole scene. Everybody's happy, the sun is shining, birds sing, it's all glorious and stuff!!

549 PINKIE PIE (V.O.) (CONT'D)  
Hey! You know what this calls for...?

CUT TO:

SC 42 - PONYVILLE CENTRAL PARK - DAY

550 PINKIE PIE (V.O.)  
....A PARTY!!!!!!!!!!

She blows a party horn. Hoooonnkk!! When she leaves the screen, she reveals the town square of Ponyville and a rendition of the theme song begins to play...

551 SONG  
My Little Pony, My Little Pony...

Garlands are draped everywhere, ponies run through the streets with ribbons in their tails and flowers in their hair, baby ponies run around a maypole, petals fall from the sky like confetti. A banner hung on the town hall reads "Summer Sun Celebration."

As the music continues, we move into a montage.

-In the sky, we see the princesss royal chariot, being pulled by a team of Pegasus Guard. Celestia and Selena stand side by side in it, their long manes flowing behind them.

-Rainbow and Fluttershy fly beside them. They fly over to reveal Twilight, Applejack, Rarity and Pinkie being escorted in royal chariots as well.

-They land in the square. The ponies cheer for their heroes!

-Spike emerges from the crowd. Twilight leaps and runs to greet him. He jumps up and hugs her neck super tight.

-Celestia steps down from her chariot to greet her happy subjects, who rush her like a celebrity. She greets them with a warm smile. She steps aside for...

-Selena, looking uncertain. But several baby pegasus fly up to her and put flowered garlands around her neck. Selena smiles and steps into the happily forgiving crowd.

The lyrics in the song pause, the music fades to the back for a moment. We close on Twilight enjoying watching the jubilee, but suddenly she looks sad.

552 FLUTTERSHY  
Twilight, what's wrong?

553 SPIKE THE DRAGON  
You helped save all of Equestria!

554 TWILIGHT SPARKLE  
I know it's just that....

The other 5 ponies join her, concerned.

555 VOICE  
Why so glum my faithful student?

Reveal the Princess standing by.

556 PRINCESS CELESTIA  
Are you not happy that your quest  
is complete and you can return to  
your studies in Canterlot?

557 TWILIGHT SPARKLE  
That's just it. Just when I learn  
how wonderful it is to have  
friends, I have to leave them.

The 5 friends sink in disappointment. So does Spike.

558 PRINCESS CELESTIA  
Well, Twilight, you are still a  
student. You have to tend to your  
education.

559 TWILIGHT SPARKLE  
(hanging head, sullen)  
I know.

560 PRINCESS CELESTIA  
I have very important things I need  
my most talented student to study.

561 TWILIGHT SPARKLE  
I know.

562 PRINCESS CELESTIA  
Things like.... the Magic of  
Friendship.

563 TWILIGHT SPARKLE  
I kno---- what?

The princess leans in towards Twilight in a very motherly  
fashion.

564 PRINCESS CELESTIA  
Friendship is an amazing and  
powerful thing. That elusive  
element that makes somepony more  
than an acquaintance, more than a  
neighbor, more than just somepony  
you know. It's magic and it is in  
you.

Cut to a shot of the Princess standing over Twilight in all  
her regal glory!

565 PRINCESS CELESTIA (CONT'D)  
I, Princess Celestia, hereby  
decree, that the unicorn Twilight  
Sparkle, shall take on a new  
mission for Equestria.

Twilight looks up at her slightly confused.

566 PRINCESS CELESTIA (CONT'D)  
She must continue to study the  
Magic of Friendship and face the  
many Challenges that come with it.  
She must report to me her  
findings....

Twilight is in disbelief. Her friends look on in  
anticipation....

567 PRINCESS CELESTIA (CONT'D)  
...from her new home in Ponyville!!

Twilight's eyes light up! The ponies tackle her with a pony  
hug!!!

568 TWILIGHT SPARKLE  
 Oh thank you Princess Celestia!  
 I'll study harder than ever before!

The six friends huddle together and rejoice. As we watch  
 them, the song comes back up....

569 SONG  
 My Little Pony My Little Pony...

We truck out on the jubilant scene as the song finishes.  
 Just as it does we hear...

570 PINKIE PIE  
 This calls for another party!!

CUT TO BLACK:

THE END