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MY LITTLE PONY

"Swarm of the Century"

EP010

Story by

Mitchell Larson

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TEASER

EXT. NEAR THE EVER FREE FOREST - DAY

Fluttershy is out picking wildflowers with several of her forest animal friends. The sun is shining, the birds are chirping... it's the picture of serenity.

1 FLUTTERSHY
La-la-laaa-la-la...

A squirrel brings her a dandelion in its mouth.

2 FLUTTERSHY (CONT'D)
Thank you, Mr. Squirrel! But remember, these flowers are for Princess Celestia. Only the prettiest ones will do.

The squirrel salutes and heads off to find a better selection.

3 FLUTTERSHY (CONT'D)
La-la-laaa-la-la...

There's a tiny <CHIRP> from behind a rock.

4 FLUTTERSHY (CONT'D)
AAAHHH!!!

Fluttershy LEAPS in terror, knocking over the bushel of apples that was supposed to be her lunch. Before she can fly away to safety, she sees the creature that made the noise. It's a PARASPRITE: a tiny, furry fuzzball with huge eyes and shimmering wings. Curious, Fluttershy lowers herself to the ground.

5 FLUTTERSHY (CONT'D)
Hello, little guy. I've never seen anything like you before.

The parasprite <CHIRPS> again, stepping timidly out from its hiding spot. It sniffs one of the apples.

6 FLUTTERSHY (CONT'D)
Oh! Is this what you're after?

She carefully places a hoof on the apple, breaking it into tiny morsels. She pushes one close to the creature.

7 FLUTTERSHY (CONT'D)
Are you hungry? Here you go.

The parasprite steps forward, its cute little nose sniffing the tiny morsel.

Suddenly, the miniscule parasprite unhinges its jaw, scooping the entire bushel of apples into its mouth in one gulp. Fluttershy's jaw hangs open in amazement.

8 FLUTTERSHY (CONT'D)
I guess you <u>were</u> hungry.

The parasprite flutters its hummingbird-esque wings, floating around Fluttershy's head a few times, then lands on her mane. It walks circles in her thick hair before settling into its new "nest." It starts to <PURR>.

9 FLUTTERSHY (CONT'D)
You're the cutest thing... ever! I can't wait to show you to my friends!

Fluttershy trots off, the empty apple basket laying on its side ominously...

END OF TEASER

BEGIN ACT I

EXT. TWILIGHT SPARKLE'S LIBRARY - DAY

Twilight Sparkle is in a tizzy. Her library is a total mess, books and scrolls littering every surface, the fallout from nonstop studying.

10 TWILIGHT
Hurry up, Spike, this place isn't gonna clean itself!

11 SPIKE
(under his breath)
It also didn't mess itself up...

12 TWILIGHT
Princess Celestia will be here tomorrow!

13 SPIKE
I thought this was just an unofficial, *casual* visit...

14 TWILIGHT
There's nothing casual about a visit from royalty. I want this place to be spotless and you've barely made a dent in the clutter!

Spike <GRUNTS and GROANS> under a heaping arm-load of scrolls and books.

15 SPIKE
Perhaps you should... UGH... start reading them... OOF... one at a time...

He strains to replace one, and the entire pile collapses on top of him. Twilight reaches in and pulls him out with her mouth.

16 TWILIGHT
No time for fooling around! Everything's got to be perfect! My reputation depends on it!!

Spike shakes himself off.

17 SPIKE
You know, this would be an awful lot easier if there weren't two of us here getting under each other's feet. Maybe I should--

18 TWILIGHT
Great idea! You clean, I'll go see how everyone else's preparations are coming!

Twilight gallops out, leaving Spike fuming in the shambles of the library.

EXT. SUGARCUBE SWEET SHOPPE - DAY

Twilight heads through Ponyville. Everywhere, ponies are busy sprucing up the town. Two of them are tying up a banner that says "WELCOME PRINCESS CELEST".

19 TWILIGHT
What happened to the rest of her name?

20 PONY #1
We couldn't fit it all in.

21 TWILIGHT
You can't hang a banner that says "Welcome Princess Celest"! Take it down and try again!

She trots past another pony who's busy tending her garden.

22 TWILIGHT (CONT'D)
That looks perfect! Keep up the good work!

Finally, she arrives at the Sweet Shoppe.

INT. SUGARCUBE SWEET SHOPPE - CONTINUOUS

Inside, the Shoppe is a flurry of activity.

23 TWILIGHT
Hello, Mr. and Mrs. Cake! How's the banquet coming?

24 MRS. CAKE
It would be coming a little better if...

She glances over, Twilight's eyes following. There sits Pinkie Pie, snout-deep in a plate of goodies. Everything on the long banquet table is HALF-EATEN.

25 TWILIGHT
Pinkie! What are you doing?

Pinkie looks up, busted, frosting smeared across her face.

26 TWILIGHT (CONT'D)
Those sweets are supposed to be for the Princess!

27 PINKIE PIE
I know! That's why I'm tasting them. Somepony needs to make sure that *everything* is tasty enough to touch the royal tongue.
(suddenly very formal)
And I, Pinkie Pie, declare that these treats are fit for a King! Or a Queen! Or a Princess!

Twilight eye's Pinkie disapprovingly and Pinkie Pie stands formally behind the table like a royal guard. After a long beat, Pinkie's tongue suddenly darts out, wraps itself around the nearest cupcake and pulls it into her mouth like a frog.

Just then, Fluttershy enters, saving Pinkie from Twilight's wrath.

28 FLUTTERSHY
Twilight! Pinkie! You won't believe...

She becomes self-conscious.

29 FLUTTERSHY (CONT'D)
Oh, I'm sorry, am I interrupting?

Pinkie seizes the opportunity to change the subject.

30 PINKIE PIE
No, not at all! Come on in and make yourself at home! What's going on, Fluttershy?

31 FLUTTERSHY
You won't believe what I found at the edge of the Ever Free Forest.
(into her mane)
Come on out, little guy, it's okay.

Twilight, Pinkie, and the Cakes watch in amazement as Fluttershy's hair parts and the adorable little parasprite peeks out. Fluttershy can't believe her eyes when TWO MORE PARASPRITES peek out as well. All three <CHIRP>.

32 FLUTTERSHY (CONT'D)
Three?

33 TWILIGHT
They're amazing! What are they?

34 FLUTTERSHY
I'm not sure. I'm also not sure where these other two came from.

Twilight is completely infatuated.

35 TWILIGHT
I'll take one off your hooves. I've never seen anything so... <u>adorable</u>!

Pinkie and Fluttershy look at her with confusion, unused to seeing so much emotion from the bookish Twilight.

36 TWILIGHT (CONT'D)
(covering)
Besides, it'll be nice to have a companion for Spike so he won't bother me so much while I'm studying.

A parasprite flutters over to Twilight and cuddles up in her mane.

37 FLUTTERSHY
Pinkie, do you want the other one?

Pinkie looks at the parasprites with disgust.

38 PINKIE PIE
UGH! A Parasprite? Are you kidding?

Fluttershy and Twilight look at each other, confused by Pinkie's reaction. They talk over each other.

39 FLUTTERSHY
"Ugh"? How could you not like..

40 TWILIGHT
A para-what? What're you ta..

Pinkie starts to exit.

41 PINKIE PIE
Uhhh. Now I've gotta go find a trombone.

42 TWILIGHT
A what?!

Pinkie stops.

43 PINKIE PIE
A trombone. You know... BWAA-BWAAAAAAP!

She mimics the slide of a trombone. Then exits. Twilight and Fluttershy exchange a look.

44 TWILIGHT
(dismissive)
Typical Pinkie.

INT. CAROUSEL COUTURE - DAY

Rarity is working hard designing a gorgeous new outfit. She's got Rainbow Dash there operating as a tailor's dummy.

45 RARITY
(mouth full of pins)
Stand still, Rainbow Dash.

46 RAINBOW DASH
I can't! I need to fly! This is way too boring for me.

47 RARITY
Do you want to look nice for Princess Celestia or not?

The door <JINGLES> open and Twilight enters.

48 TWILIGHT
Wow, Rarity, those outfits are gorgeous!

49 RARITY
Thank you, Twilight. Nice to know someone appreciates my talents.

50 RAINBOW DASH
SOOOOO boring!

Suddenly, there's a <CHIRPING> sound from Twilight's mane. Rainbow Dash flies over to see what it is.

51 RARITY
Hey!

52 RAINBOW DASH
What's that sound, Twilight?

Twilight parts the hair of her mane to reveal... THREE PARASPRITES.

53 RAINBOW DASH (CONT'D)
Wow! What are they?

54 TWILIGHT TWINKLE
The better question is where did they come from? I only had one a minute ago.

55 RAINBOW DASH
I'll take one!

56 RARITY
Me too! They're perfect!

As Rarity and Rainbow Dash snuggle with their new pets, the door <JINGLES> open and Pinkie rushes in, out of breath.

57 PINKIE PIE
Does anypony know where I can find an accordion?!

They're all so enamored with their parasprites that they don't pay any attention to her.

58 PINKIE PIE (CONT'D)
Gals! Hello?!? This is important!

Still the others ignore her.

59 PINKIE PIE (CONT'D)
(angry)
Thanks a lot!

She storms out, leaving the other three to coo over their fluffy new pets.

INT. TWILIGHT SPARKLE'S LIBRARY - NIGHT

That night, Twilight settles into bed. Even though Spike has cleaned the library to perfection, she's still stressed out.

60 TWILIGHT
(to herself)
The decorations... the banquet...
I really hope everything comes
together in time for tomorrow...

She glances over at Spike, who is snuggled up with the adorable parasprite.

61 SPIKE & PARASPRITE
<snoring syncopated perfectly>

Instantly, all of the stress on Twilight's face disappears. She smiles.

62 TWILIGHT
(getting sleepy)
Oh, what's there to worry about?

She turns out the light and heads off to dreamland...

DISSOLVE TO:

INT. TWILIGHT SPARKLE'S LIBRARY - MORNING

Twilight's eyes flutter open. Still half asleep, she hears Spike <SNORING>. Then she hears the parasprite <SNORING>. Then another. And another. And many, many others.

Her eyes SHOOT OPEN!

Spike, sleeping peacefully, is COVERED IN PARASPRITES!

63 TWILIGHT
Spike! Wake up! What happened?!

Spike's eyes flutter open.

64 SPIKE
AAAHHH!!!

He scrambles out of the pile, leaving a trail of fluttering parasprites in his wake.

65 SPIKE (CONT'D)
What's going on?!

66 TWILIGHT
Where did they come from?!

67 SPIKE
I don't know! The little guy got hungry in the night, so I gave him a snack, but I have no idea where these others came from!

<SMACK>! <CRACK>! Scrolls and books start raining down as the parasprites play hide-and-seek in the bookshelves!

68 SPIKE (CONT'D)
Oh no! They're messing up all my hard work!

69 TWILIGHT
The Princess will be here in a few hours!

More scrolls rain down from the shelves.

70 TWILIGHT (CONT'D)
Spike! Help me round these little guys up!

Spike <GRUNTS and GROANS> under a heaping arm-load of parasprites.

71 SPIKE
What does it... UGH... look like I'm... OOF... doing?

He strains to reach for another one, and the entire pile collapses on top of him. Twilight reaches in and pulls him out with her mouth. The parasprites disperse into the air.

72 SPIKE (CONT'D)
I know, I know. Stop 'fooling around'.

EXT. RAINBOW DASH'S CLOUD - MORNING

Rainbow Dash is sound asleep on her comfy cloud. She smiles groggily when she hears the cute, tiny <CHIRP> of her parasprite.

But her sleepy smile soon turns to shock. The adorable <CHIRP> is replaced by the frantic, overpowering <BUZZ> of dozens of the creatures, swarming around her like flies!

73 RAINBOW DASH
GAH!!

She stumbles backwards, falling off the cloud. The swarm follows her down.

INT. CAROUSEL COUTURE - MORNING

Rarity, meanwhile, doesn't seem bothered by the fact that her parasprite has multiplied; she's using them to hold up fabric and help measure and tailor her outfits.

74 RARITY
Not only are you adorable, but you're also quite useful.

She scratches one of the little creature's chins. The parasprite <CHIRPS>, but soon stops and gets a horrible look on its face like it's going to be sick.

75 RARITY (CONT'D)
Are you okay?

The parasprite starts to shudder. It <BELCHES and GURGLES>. Rarity's eyes go wide with horror as the parasprite suddenly unhinges its jaw and COUGHS UP ANOTHER OF ITS KIND like a cat with a furball. Just like that, there are two.

76 RARITY (CONT'D)
Oh. That is simply... gross!

Disgusted, Rarity immediately starts rounding them up into saddlebags.

77 RARITY (CONT'D)
Gross gross gross! No creature that behaves so revoltingly is allowed in my boutique.

Another parasprite COUGHS UP a new one.

78 RARITY (CONT'D)
Ugh!

EXT. CAROUSEL COUTURE - CONTINUOUS

Rarity, bags roiling with parasprites, steps outside just as Pinkie races in.

79 PINKIE PIE
Look, Rarity! Applejack loaned me a harmonica! Isn't that great?

She looks at the bag Rarity is carrying.

80 PINKIE PIE (CONT'D)
And not a moment too soon.

81 RARITY
Pinkie, I'm a little busy right now...

82 PINKIE PIE
And I'm not? You know how many more instruments I've got to find? A lot, that's how many. Now if we split the list between us we might just make it in time.

83 RARITY
Please Pinkie! I don't have time for some silly scavenger hunt. I've got a real problem.

84 PINKIE PIE
You've got a *real* problem all right. And a banjo is the only answer!

Pinkie races away, leaving a baffled Rarity behind. She closes up the shop and hauls her parasprites away.

EXT. FLUTTERSHY'S COTTAGE - DAY

Twilight trots toward Fluttershy's cottage, her saddlebags bulging with parasprites, too. She meets up with Rarity.

85 RARITY
I see we're having the same problem.

Rainbow Dash flies in, her flock of parasprites following. They circle and swarm around Rainbow Dash's head as she tries to bat them away like flies.

86 RAINBOW DASH
Ditto!

87 TWILIGHT
Fluttershy knows everything about animals. I'm sure she can tell us how to stop them from multiplying.

They arrive at Fluttershy's cottage. Twilight reaches for the front door, opens it and-

HUNDREDS OF PARASPRITES pour out!

88 TWILIGHT (CONT'D)
Or not...

SLAM TO BLACK.

END OF ACT I

BEGIN ACT II

FROM BLACK:

EXT. FLUTTERSHY'S COTTAGE - DAY

As parasprites swarm all around, Twilight and the girls duck and cover.

89 TWILIGHT
Do something, Fluttershy! Can't you control them?

90 FLUTTERSHY
I've tried everything I know! I've tried begging. And pleading. And beseeching. And asking politely. And....

With parasprites chasing each other around Twilight's head, she has a horrifying vision...

DISSOLVE TO:

TWILIGHT'S FANTASTY

As the Princess's royal procession descends the road to Ponyville, a massive swarm of parasprites swoops in, knocking over the carriage. They pick up the helpless Princess and carry her away over the mountain.

91 PRINCESS CELESTIA
AAAHHH!!!

BACK TO:

EXT. FLUTTERSHY'S COTTAGE - CONTINUOUS

92 TWILIGHT
If we can't get them under control before the Princess arrives, it'll be a total disaster!

Rarity watches in disgust as one parasprite belches up another.

93 RARITY
Ewww! If you ask me it's already a total disaster.

Just then, Applejack enters, pulling a cart full of apples.

94 APPLEJACK
Here's all them apples you wanted, Fluttershy, but I still can't figure why you need so many--

Before she can finish, the parasprites have descended on her cart! Within seconds, they've stripped it clean!

95 APPLEJACK (CONT'D)
Hey!

96 FLUTTERSHY
What do we do?

Twilight frantically thinks for a solution. Suddenly, she has an idea!

97 TWILIGHT
I got it! Nopony can herd like Applejack!

Rainbow Dash flies past, parasprites trailing after.

98 RAINBOW DASH
Yeah! We can drive them back into the forest!

A parasprite devours the lone remaining apple in the cart. Applejack's eyes narrow.

99 APPLEJACK
I'll wrassle 'em up but I'll need everypony's help to do it!

The ponies leap into action.

100 APPLEJACK (CONT'D)
Twilight, you and Rarity wait over there. I'll herd the little critters straight at you like a funnel.

Twilight and Rarity race off to their posts.

101 APPLEJACK (CONT'D)
Rainbow Dash, you and Fluttershy stay on top of 'em! Don't let 'em fly away!

102 RAINBOW DASH
Aye-aye!

They fly high up, way above the swarm of parasprites. Applejack trots around the cottage, herding the parasprites into a swirling mass of furry cuteness.

103 APPLEJACK
All right, y'all! Here goes nothin'!

Applejack lowers her head, driving the swarm of parasprites straight toward Twilight and Rarity. She's a skilled herder, keeping the whole mass together.

The swarm passes between Twilight and Rarity. With them on either side, Rainbow Dash and Fluttershy overhead, and Applejack pushing them from behind, the ponies are able to move the parasprites toward the forest.

104 APPLEJACK WALLA
Look out, Rarity! / That one's fixing to get away! / Keep a lid on 'em, Rainbow Dash! / Hold on, girls, we're almost there!

Suddenly, Pinkie gallops up and joins the effort.

105 TWILIGHT
Pinkie!

106 PINKIE PIE
Twilight! We don't have much time..

107 TWILIGHT TWINKLE
You're telling me! The Princess could arrive at any moment.

108 PINKIE PIE
Exactly. That's why I need you gals to drop what you're doing and help me find some maracas!

109 TWILIGHT
(indignant)
Maracas?! Pinkie, we've got much bigger problems than missing maracas!

110 PINKIE PIE
You're right! Getting a *tuba* has to be our number one goal. Follow me!

She starts to race away, but nopony follows. She reverses backward to be beside Twilight again.

111 PINKIE PIE (CONT'D)
I said, Follow me!

She pulls just slightly ahead but again nopony is following! Cut wider to see Rainbow Dash looking down from above.

112 RAINBOW DASH
Pinkie Pie, you are so random!

113 PINKIE PIE
And you all are so stubborn!!

She races away, leaving the others to tend to the herd.

114 APPLEJACK
Forget her, ladies! Focus! Head 'em up and move 'em out!

EXT. THE MIDDLE OF THE EVER FREE FOREST - LATER

The ponies drives the furiously <CHIRPING> parasprite herd through the forest. The ponies suddenle stop but the panicked parasprites keep going until they cannot be seen through the thick trees.

115 RAINBOW DASH
All Right!!

Rainbow Dash and Fluttershy give each other a mid-air high five.

116 FLUTTERSHY
Ouch...

117 TWILIGHT
We did it! Nice work, Applejack!

118 APPLEJACK
Couldn't have done it without y'all.

119 TWILIGHT
Now let's get back and clean up the mess they made before the Princess arrives!

With good cheer all around for a job well done, the ponies head back home.

DISSOLVE TO:

EXT. FLUTTERSHY'S COTTAGE - SOMETIME LATER

The ponies regroup outside Fluttershy's cottage.

120 TWILIGHT
Okay, everyone knows what to do, right? We gotta work extra hard to make up for lost time.

121 PONY WALLA
You got it! / We'll take care of it, Twilight! / Ponyville will be perfect!

As the ponies get ready to head their separate ways, Fluttershy opens the door to her cottage...

A TIDAL WAVE OF <CHIRPING> PARASPRITES POURS OUT!

Nopony can speak. They all just stare at the mass of fur in astonishment.

122 TWILIGHT
Wha...?? Where did they come from?!?

123 FLUTTERSHY
(sheepishly)
Well, I may have kept just one.

The others turn on her with angry looks.

124 FLUTTERSHY (CONT'D)
I couldn't help myself. They're just so... cute...

125 TWILIGHT
We don't have time to keep herding these things! What do we do now?!

Truck in past the other panicked ponies to reveal Rainbow Dash striking a heroic pose.

126 RAINBOW DASH
We call in the Weather Patrol!

Rainbow Dash shoots up into the sky and lands on a cloud. We see her pegasus-eye view as the other ponies struggle to contain the parasprite menace back down on the ground. She puts her game face on, then lowers some old-school flying goggles.

127 RAINBOW DASH (CONT'D)
Time to take out the adorable trash.

With a <BATTLE CRY>, she leaps off the cloud and flies around and around, faster and faster, into a tighter and tighter spiral. Soon, she twists up a FEROCIOUS CYCLONE!

She maneuvers the cyclone toward the parasprites. Her plan is working! The little creatures start to get sucked up into her cyclone!

128 TWILIGHT
Way to go, Rainbow Dash!

129 RAINBOW DASH (O.C.)
(from inside the cyclone)
You like it? I call this my super-duper tor-*neigh*-do!

The other ponies clamp down on whatever they can to avoid being sucked into Rainbow Dash's cyclone. The parasprites, meanwhile, are no match for the power of the winds. Within seconds, Rainbow Dash has created a giant funnel cloud of cuteness. She slowly starts moving towards the forest.

130 APPLEJACK
(yelling over the wind)
Looks like our problems are solved!

Pinkie Pie gallops in, giant CYMBALS <CLASHING>.

131 PINKIE PIE
They will be with these cymb-

Immediately, the cymbals get sucked into the cyclone.

132 PINKIE PIE (CONT'D)
Hey! Gimme those back!

The cymbals whip around and around in the cyclone. Rainbow Dash has to zig and zag to avoid getting hit by them.

133 RAINBOW DASH
Whoa! Hey! Hoah! Yow!

As her flight pattern gets more erratic, Rainbow starts to lose control of the cyclone.

134 RAINBOW DASH (CONT'D)
(straining)
I can't hold it! She's breaking up!

The center can't hold, and soon parasprites start SHOOTING OUT OF THE FUNNEL CLOUD! Most of them headed straight towards Ponyville!

135 TWILIGHT
Pinkie Pie! What have you done?!

Pinkie watches the cymbals shoot out of the cyclone as well. Parasprites continue to shoot towards Ponyville for the rest of the scene.

136 PINKIE PIE
I've lost a brand new pair of cymbals, that's what I've done.

137 TWILIGHT
Will you forget about your stupid instruments for one second?!? You're ruining our efforts to save Ponyville!

138 PINKIE PIE
ME? Ruin! *I'm* not the ruin-er, I'm the ruin-ee! Or is it 'ruin-ess'? 'ruin-ette'?

Applejack gallops a short distance past Pinkie and Twilight and motions to the rest.

139 APPLEJACK
C'mon girls. There's no reasonin' with that one. She's gone plum loony! @

140 APPLEJACK (ALT 1) (CONT'D) @
C'mon girls. There's no reasonin' @
with that one. She's a few bricks @
shy of a load! @

141 APPLEJACK (ALT 2) (CONT'D) @
C'mon girls. There's no reasonin' @
with that one. She's one sandwich @
short of a picnic! @

142 APPLEJACK (ALT) (CONT'D) @
C'mon girls. There's no reasonin' @
with that one. She's a few apples @
short of a bushel! @

The others follow Applejack and gallop towards Ponyville. Pinkie Pie follows after them.

143 PINKIE PIE
(yelling after them)
Hey! I'm trying to tell you all that the ruining is one the other hoof! If you'd just slow down and LISTEN TO ME!!

EXT. PONYVILLE, VARIOUS - DAY

All across Ponyville, citizens are delighted by the adorable little creatures falling from the sky. But their joyous smiles quickly turn to horrified gasps as the parasprites eat EVERY BIT OF FOOD in sight!

The ponies of Ponyville are no match for the voracious parasprites. Cupboards are stripped bare. Grain bins are emptied to the bottom. Vegetable gardens are plucked clean.

INT. SUGARCUBE SWEET SHOPPE - CONTINUOUS

Mr. and Mrs. Cake fight to protect their inventory from the hungry parasprites. The creatures swarm like locusts, overwhelming the poor Cakes.

Mrs. Cake remembers the giant banquet table. Her eyes go wide with terror.

144 MRS. CAKE
Princess Celestia's banquet! Help, Pinkie Pie!

ANGLE ON PINKIE PIE. Instruments are strewn all around her . She's shining up a giant tuba with her front leg.

145 PINKIE PIE
I'm polishing as fast as I can!

146 MRS. CAKE
Quick, before it's too...

With a sound like a roaring <BUZZSAW>, the parasprites devour every last piece of food on the banquet table.

147 MRS. CAKE (CONT'D)
...late.

EXT. PONYVILLE, TOWN SQUARE - CONTINUOUS

Twilight and the others gallop into the center of the chaos.

148 FLUTTERSHY
What do we do? They're eating all the food in town!

149 APPLEJACK
My apples!

She races away to save her orchard.

150 TWILIGHT
We've got to do something...

She watches as parasprites chow down. Inspiration strikes!

151 TWILIGHT (CONT'D)
I got it! I'll cast a spell to make them stop eating all the food!

Twilight lowers her head and concentrates hard as the others take a couple steps back. Her unicorn horn starts to glow brighter and brighter and then BLASTS a spell all over town. The ponies are on pins and needles as the spell settles over the parasprites.

Slowly, the creatures stop their rampage. The uncontrollable eating grinds to a halt. There's a tense beat as everyone waits to see what happens next. Nopony breathes...

Just then, Pinkie races in, saddlebags loaded with tambourines!

152 PINKIE PIE
Look! Tambourines! If you could all just...

Pinkie sees that nopony is paying her any attention.

153 PINKIE PIE (CONT'D)
(disgusted/frustrated)
UGGHHHHH!

She races off, leaving the same tense silence...

One parasprite starts to move again slowly. It inches towards an over turned basket with one apple remaining, its cute little nose sniffing. (Much the same way the first parasprite did in the Teaser.)

Suddenly, the miniscule parasprite unhinges its jaw, scooping the entire *basket* into its mouth in one gulp. It ignores the apple.

The rest of the parasprites suddenly burst into a flurry of eating. They eat the vendors carts and shelves! They eat the streetlamps! They eat... EVERYTHING *except* the actual food!!

The Girls' jaw hang open in amazement.

Rainbow Dash points to a pile of carrots.

154 RAINBOW DASH
(sarcastic)
Hey, it worked! They're not eating the food anymore!

155 RARITY
(suddenly realizing)
Oh no! If they get inside my store....

She dashes out of the scene

156 RARITY (CONT'D)
Everypony for herself!!!

INT. CAROUSEL COUTURE - MOMENTS LATER

Rarity races into the boutique!

157 RARITY
MY OUTFITS!!

Sure enough, parasprites are busy devouring every button and bow off all the gorgeous outfits she's been designing for the Princess's visit.

158 RARITY (CONT'D)
(swatting futilely)
Go on! Shoo! Get out of here!

But there are just too many, and they're all coughing up more! Rarity is overwhelmed by the creatures! She leaps onto a chair, as they devour the boutique around her.

159 RARITY (CONT'D)
<Shrieking>

The door BURSTS open and Rainbow Dash flies in heroically!

160 RAINBOW DASH
I'll save you!

ANGLE ON SOME PARASPRITES. They turn to her and smile menacingly. A huge fleet of them CHASES after her.

161 RAINBOW DASH (CONT'D)
AAAHHH!!!

She flees the boutique, parasprites in hot pursuit.

162 RARITY
<Shrieking>

Pinkie BURSTS in!

163 PINKIE PIE
I'll save you!

But instead of confronting the parasprites or helping Rarity. She runs over to a table picks up a flute that is lying there and rushes back out.

Rarity and the parasprites pause for a beat to watch her exit. Then the parasprites start to eat again.

164 RARITY
<Shrieking>

EXT. BIG APPLE ORCHARD - DAY

Meanwhile, Applejack, Big Apple, Apple Bloom and Granny Smith have set up a perimeter around their precious apple trees.

165 APPLEJACK
No woodland creature's gonna eat
the Apple Family's crop!

She hears the distant <CHIRPING> of the coming hordes.

166 APPLEJACK (CONT'D)
Brace yourselves, y'all! Here they
come!

As the stout horses brace for battle, the parasprites turn before the orchard and head for the family home, devouring their entire structure.

The Apples are dumbfounded.

167 APPLEJACK (CONT'D)
Didn't see that one comin'.

INT. TWILIGHT SPARKLE'S LIBRARY - DAY

Twilight bursts in to find Spike hiding under a basket as parasprites swarm!

168 SPIKE (O.S.)
HELP!!

Scrolls and books <CRASH> to the floor! Twilight's eyes go wide with shock when one of the books tumbles open and all the pages are blank.

169 TWILIGHT
They're eating the words!

Indeed, we see parasprite licking the words off of open pages and sucking whole paragraphs up like a string of spaghetti.

Back on Twilight. Her eyes narrow.

170 TWILIGHT(CONT'D)
This. Means. War.

She snatches one of the parasprites out of the sky and races off, leaving the terrified Spike under the basket.

171 SPIKE (O.S.)
Um, Twilight?
(beat)
Help?

EXT. EVER FREE FOREST - DAY

With the parasprite in her mouth, Twilight races through the forest, determination in her eye.

INT. ZECORA'S HOUSE - MOMENTS LATER

Zecora stands on her head, performing some sort of bizarre magic ritual. She's totally focused, until...

<BOOM>! Twilight bursts inside, knocking Zecora to the floor.

172 ZECORA
Have you gone mad?

Twilight spits out the parasprite, which buzzes harmlessly like a hummingbird.

173 TWILIGHT
Zecora! These little guys are @
devouring Ponyville! And the
Princess is on her way! Can you
help us? Please?!

Zecora's face falls as she sees the creature.

174 ZECORA
Oh monster of so little size! Is
that a parasprite before my eyes?

175 TWILIGHT
I don't know! Is it?

176 ZECORA
Tales of crops and harvests
consumed. If these creatures are in
Ponyville...

The parasprite belches up another of its kind.

177 ZECORA (CONT'D)
...you're doomed.

ON TWILIGHT'S TERRIFIED FACE...

SLAM TO BLACK.

END ACT II

BEGIN ACT III

EXT. NEAR THE EVER FREE FOREST - DAY

Twilight bursts out of the forest in a panic. She looks up at Canterlot and sees something that makes her eyes go wide.

ANGLE ON THE ROAD. There, in the distance, is Princess Celestia's ROYAL PROCESSION. It's moving slowly down the mountain, headed straight for Ponyville.

178 TWILIGHT
Oh no! Here she comes!

EXT. PONYVILLE, TOWN SQUARE - DAY

The situation is worse than ever. The parasprites devour everything in sight as ponies run neighing in all directions.

179 TWILIGHT
(coming unhinged)
Okay, here's the plan! Rainbow Dash, you distract them!

Rainbow Dash BLASTS through, parasprites hot on her hooves.

180 RAINBOW DASH
AAAAAAHHHHHHHHHHH!!!!!!!

181 TWILIGHT
Good! Everyone else, we need to build an exact copy of Ponyville right over there! We've got less than a minute!

As chaos reigns, Twilight's heart sinks.

182 TWILIGHT (CONT'D)
Zecora was right. We're doomed.

Then, strangely, Twilight hears something in the distance. It sounds like... <MUSIC>!

183 TWILIGHT (CONT'D)
Oh no! The Princess's procession is here! It's all over!

She hangs her head in shame as the <MUSIC> gets louder and closer.

And then she sees something she can't believe. She rubs her eyes to make sure she's not imagining it.

It's PINKIE PIE! She's covered in instruments like a one-pony band! She's got tambourines strapped to her neck, accordions between her front and rear legs, cymbals tied to her hooves, a bass drum lashed to her back and rigged up to her front legs, a harmonica holder in front of her mouth next to a tuba holder... every square inch of her is rigged up with instruments.

184 TWILIGHT (CONT'D)
Pinkie?! We're in the middle of a crisis here! This is no time for your...

She trails off.

185 TWILIGHT (CONT'D)
...nonsense...

Something strange is happening...

The parasprites have stopped eating! Not only that, they've started bouncing in time to the beat of Pinkie's tune!

Twilight watches in amazement as the parasprites start to fall in line behind Pinkie! As she marches through the streets playing her one-pony song, the creatures happily join in the parade!

Twilight, Rainbow Dash, Rarity, Fluttershy, and Applejack exchange confused looks. They follow behind the parasprite procession.

EXT. NEAR THE EVER FREE FOREST

Pinkie's <SONG> continues as the happy parasprites bounce along behind. The confused ponies bring up the rear, amazed at how Pinkie has tamed the savage creatures.

186 TWILIGHT
Look!

Coming down the road, it's PRINCESS CELESTIA and her royal procession! Twilight and her friends trot over to meet her. The procession comes to a stop, and the ponies all bow as the Princess emerges from her carriage.

187 PRINCESS CELESTIA
Twilight Sparkle, my prized pupil.

188 TWILIGHT
Hello, Princess!

189 PRINCESS CELESTIA
So lovely to see you again, as well as your friends.

Suddenly, she hears Pinkie's <MUSIC> approaching. Twilight smiles sheepishly as the parade of parasprites bounces past.

190 TWILIGHT
So, how was the trip? Hit much traffic?

191 PRINCESS CELESTIA
(ignoring her)
What is this?

One of the parasprites happily bounces across the Princess's back. She laughs.

192 PRINCESS CELESTIA (CONT'D)
These creatures are adorable!

193 RAINBOW DASH
(under her breath)
They're not that adorable.

194 PRINCESS CELESTIA
I'm terribly honored that you and the good citizens of Ponyville have organized a parade in honor of my visit!

195 TWILIGHT
Parade?? Oh! Yes!! The *Parade*!!

196 RAINBOW DASH
We were happy to do it Your Highness!

Twilight and the others exchange a glance of sheer relief.

197 PRINCESS CELESTIA
Unfortunately that visit is going to have to wait for another time.

198 TWILIGHT
Why? What's wrong?

199 PRINCESS CELESTIA
I'm afraid an emergency has come up in Fillydelphia.

200 TWILIGHT
An emergency?

[NOTE: The Princess says the next line with a wink and a nod, so we know she's aware of what the ponies have been through]

201 PRINCESS CELESTIA
Apparently there's been some sort of... infestation.

The ponies all exchange a glance.

202 TWILIGHT
(nervously)
An... infestation?

203 PRINCESS CELESTIA
Yes. A swarm of incredibly bothersome creatures has invaded the poor town. I'm sorry, Twilight, to have put you all through so much trouble.

204 TWILIGHT
(more nervously)
Trouble? What trouble?

205 PRINCESS CELESTIA
Why the parade, of course.

Twilight and the others exchange another glance of relief. As the Princess turns to board her carriage, she stops.

206 PRINCESS CELESTIA (CONT'D)
Before I have to go, would you care to give me your latest report on the Magic of Friendship in person?

207 TWILIGHT
My... report?

208 PRINCESS CELESTIA
Haven't you learned anything about friendship?

Twilight looks at Pinkie Pie, laden with instruments, leading the troublesome parasprites into the Ever Free Forest.

209 TWILIGHT
Actually, I have. I've learned that sometimes the solution to your problems can come from where you least expect it. It's a good idea to stop and listen to your friends' opinions and perspectives...

There's a giant <CYMBAL CRASH> from Pinkie.

210 TWILIGHT (CONT'D)
(smiling)
...even when they don't always seem to make sense.

The Princess beams.

211 PRINCESS CELESTIA
I'm so proud of you, Twilight Sparkle. And I'm very impressed with your friends, as well. It sounds like you're all learning so much from each other.

212 TWILIGHT
Thank you, Princess.

They all bow as the Princess steps into her carriage and the procession heads off to Fillydelphia.

Pinkie Pie, having deposited the last of the parasprites back into the Ever Free Forest, joins the rest of the group as they watch the Princess's procession head down the road.

213 PINKIE PIE
Hey! What happen to the Princess?

214 TWILIGHT
Emergency in Fillydelphia.

They all look knowingly at each other.

215 RAINBOW DASH
Some sort of infestation.

216 PINKIE PIE
Oh no! Have they got parasprites too? Well... have tuba, will travel.

She starts 'suiting up' again into her one-pony band get up. Twilight stops her.

217 TWILIGHT
I think the Princess can handle it.

218 APPLEJACK
So you knew what those critters were all along, huh Pinkie Pie?

219 PINKIE PIE
Well, DUH! Why do you think I was so frantic to get my hooves on all these instruments? I tried to tell you!

220 TWILIGHT
We know Pinkie Pie. And we're sorry we didn't listen.

221 PONY WALLA
That's right! / Sorry, Pinkie! / We messed up big time!

222 TWILIGHT
You're a great friend, even if we don't always understand you.

223 PINKIE PIE
Thanks, guys! You're all great friends, too! Even when I don't understand me.

224 TWILIGHT
We're all so thankful for your help. You saved my reputation with Princess Celestia, and more importantly, you saved Ponyville!!!

EXT. PONYVILLE, TOWN SQUARE - DAY

The ponies stand slack-jawed in the center of their decimated village. The Sugarcube Sweet Shoppe sign swings loose, then <CRASHES> to the ground.

225 TWILIGHT
Or not...

Pinkie sticks her head into the scene and plays a sad/comic musical sting on her trombone. BWAA-BWAAAAAP!

FADE TO BLACK.