Distribution:

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

Discovery/Hasbro:
Donna Ebbs
Scott Pennington
Chris Mehl

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

Habro IP:
Mark Wiesenhahn
Matt Mattus

Hasbro Global Brand:
Valerie Jurries
Michelle Hogue

Hasbro Design:
Liz Knight

MY LITTLE PONY

"The Ticket Master"

EP003

Story by
Lauren Faust
&
Amy Keating Rogers

Locked Polish : November 11, 2009

TEASER #

SC 1 EXT. BIG APPLE ORCHARD - COUNTRY ROAD - DAY #

Twilight Sky and Applejack walk alongside a country fence # down a quaint dirt road that cuts through an apple orchard. They both have bushels of apples strapped to their backs like saddlebags and Spike rides along on Twilight's back. He's picking through her apples to find a good one to eat while Applejack and Twilight talk.

1 SPIKE
No.... Nope...nope... worm... no...

2 APPLEJACK
Thankee kindly Twilight for helpin' me out-- I bet Big Apple I could * get all these golden delicious in * the barn by lunchtime. If I win, * he's gotta walk down Stirrup Street * in one Granny's girdles! <snicker> *

3 TWILIGHT SKY #
No problem at all, Applejack! But * I'm glad the goal is lunch time, * all this hard work is making me * hungry! *

Spike is still picking through the apples.

4 SPIKE
I know, right? *

5 TWILIGHT SKY #
Puh-lease, Spike! You've been * lounging on my back all morning while we worked!

6 SPIKE
Exactly. You two are taking sooooo * long, I missed snack time!

Spike's tummy RUMBLES. Spike points to it.

7 SPIKE (CONT'D)
What'd I tell you!

Twilight's tummy RUMBLES even louder than Spike's. She's a little embarrassed.

8 TWILIGHT SKY #
Eh heh heh. Uh, I guess we better get some food. *

Spike finally finds a good apple.

9 SPIKE *
Ah ha!

Twilight's eyes light up as Spike shines it up on his scales.

10 TWILIGHT SKY #
Oh, Spike, that looks delicious!
Tha---

It looks like Spike is going to toss her the apple when suddenly, he takes a bite.

11 TWILIGHT SKY (CONT'D) #
Spike!

12 SPIKE
(mouth full)
What? *

He swallows. A beat. Then... +

13 SPIKE (CONT'D)
<noises like he's going to hurl>

The two ponies stop when they hear Spike retching. Applejack is a little insulted.

14 APPLEJACK
(half-lidded)
Good gravy, Spike. I thought you +
liked that apple!! +

Just then, Spike burps up a stream of flames! Applejack has to jump out of the way!

15 APPLEJACK (CONT'D)
Whoa Nelly!

When the flames disappear, Applejack finds that Spike was *not* #
commenting on her apple but in fact delivering a letter as an #
envelope conjures itself from the smoke.

16 TWILIGHT SKY #
It's a letter from Princess +
Celestia!

Spike grabs it from the air and opens it up. He reads.

17 SPIKE
<clears throat> "Hear ye, hear ye,
her grand royal highness, Princess +
Celestia of Equestria-- #
(MORE)

SPIKE (CONT'D)
is pleased to announce the Grand #
Galloping Gala to be held in the
magnificent capital city of
Canterlot, on the 21st day of...
yadda yadda yadda... and as reward +
for her diligence and hard work, +
cordially extends an invitation to +
Twilight Sky plus one guest!" +

Twilight and Applejack look at each other. #

18 TWILIGHT AND APPLEJACK #
(with girlish excitement) #
The Grand Galloping Gala! #

END OF TEASER #

ACT 1 #

SC 1 EXT. BIG APPLE ORCHARD - COUNTRY ROAD - DAY - CONTINUOUS #

We repeat the last bit of action from the teaser. #

19 TWILIGHT AND APPLEJACK #
(with girlish excitement) #
The Grand Galloping Gala! #

Spike then pulls out a couple colorful tickets.

20 SPIKE #
Look! 2 tickets!

21 TWILIGHT SKY #
Wow, great! I've never been to the +
Gala. Have you, Spike? +

22 SPIKE +
No, and I plan to keep it that way! +
I don't want any of that girly, +
frilly, froo-froo nonsense. +

23 TWILIGHT SKY #
C'mon Spike, a dance would be nice. +

24 APPLEJACK
Nice?!! It's a heap good more than
just *nice!* I'd love to go! Do you +
know how many ponies attend that
festival?

On Applejack as we RIPPLE DISSOLVE into her imagination.
NOTE: Style-wise, Applejack's vision is the most realistic. #

SC 2 EXT GALA - BIG APPLE FARM STAND - APPLEJACK'S VISION #

She's at the Gala with her Big Apple Farm stand. Ponies are in a long line that wraps around, going off into the distance. Applejack sells her apple treats and ponies give her money, which is piling up high.

25 APPLEJACK (V.O.) #
Land sakes! If I had an apple
stand set up, ponyies'd be chawin' +
on our tasty vittles til the cows
came home! Do you have any idea
how much business I could drum up
for Big Apple Orchard?? Why with
all that money, we could do a heap +
of fixin' up 'round here!

Applejack's vision transitions to the farm. #

SC 3 EXT BIG APPLE FARM - BARN #

On the barn with an old, worn-out roof.

26 APPLEJACK (V.O.) #
Why we could replace that saggy old
roof.

ZING! The roof is new and shiny.

On Big Apple with an old, worn-out plow.

27 APPLEJACK (V.O.) (CONT'D)
And Big Apple could replace that
saggy old plow.

ZING! The plow is new and shiny.

On Granny Smith, looking old and worn-out.

28 APPLEJACK (V.O.) (CONT'D)
And Granny Smith could replace that
saggy old hip.

ZING! Granny Smith standing up new and shiny.

BACK TO REALITY.

SC 4 EXT. BIG APPLE ORCHARD - COUNTRY ROAD - DAY #

29 APPLEJACK #
Why, I'd give my left hind leg to #
go to the Gala! #

30 TWILIGHT SKY #
Oh, well in that case, would you
like to... #

Just then...

31 RAINBOW DASH (O.S.) #
Woah!!

Crash! Rainbow Dash falls out of a tree and lands on the two ponies sending apples everywhere!

32 RAINBOW DASH (CONT'D) #
Are we talking about the *Grand* #
Galloping Gala?

33 APPLEJACK
Rainbow Dash! You told me you were
too busy to help me harvest apples!
What were you busy doin'? *Spying?*

34 RAINBOW DASH
(matter-of-factly)
No! ...I was busy *napping.*

Applejack rolls her eyes as Rainbow gets in Twilight's face. Rainbow waggles her eyebrows.

35 RAINBOW DASH (CONT'D)
(to Twilight, hopefully)
And I just *happened* to hear that
you have an extra ticket...?!

36 TWILIGHT SKY #
Yeah, but...

Rainbow leaps up and does several back flips in the air!

37 RAINBOW DASH
Yes!! This is so awesome!

Still hovering in the air, Rainbow invades Twilight's personal space once more.

38 RAINBOW DASH (CONT'D)
The Blue Thunders perform at the
Grand Galloping Gala every year!

Close on Rainbow Dash as we RIPPLE DISSOLVE into her imagination. NOTE: Rainbow Dash's vision of the party is more stylized and actiony. Everyone is looking up in the sky as the Blue Thunders perform.

SC 5 EXT GALA- SKY - RAINBOW DASH'S VISION #

39 RAINBOW DASH (V.O.) #
I can see it now. Everyone would be watching the sky, their eyes riveted on the Blue Thunders. But then in would fly...

Rainbow zips across the screen performing a showy prance. .

40 RAINBOW DASH (V.O.) (CONT'D)
Rainbow Dash! I would draw their attention with my Super Steed Strut!

All the ponies watch in amazement. Rainbow suddenly picks up speed, finishing with a barrel roll and a flip.

41 RAINBOW DASH (V.O.) (CONT'D)
Then I would mesmerize them with my Fantastic Filly Flash!

She then performs a crazy maneuver, much like an olympic high diver, flipping, twisting and contorting downward. Just before she hits the crowd she straitens out and ascends into the air!!

42 RAINBOW DASH (V.O.) (CONT'D)
And for my grand finale: The Buck-a-neer Blaze!

The crowd CHEERS and STOMP their hooves.

43 RAINBOW DASH (V.O.) (CONT'D)
The ponies would go wild!

The Blue Thunders surround Rainbow.

44 RAINBOW DASH (V.O.) (CONT'D)
The Blue Thunders would insist that my signature moves be incorporated into their routine.

The Blue Thunders raise Rainbow up on their backs and begin to fly her into the sky.

45 RAINBOW DASH (V.O.) (CONT'D)
And then welcome me as the newest member!

Back to reality, Rainbow is still hovering in the air.

SC 6 EXT. BIG APPLE ORCHARD - COUNTRY ROAD - DAY #

46 RAINBOW DASH #
Don't you see, Twilight? This could be my one chance to show 'em my stuff! You gotta take *me*! +

Applejack pulls Rainbow back down to earth by the tail.

47 APPLEJACK
(mouth full of tail)
Hold on just one pony-pickin' * minute here! (ptew) I asked for that ticket first!

48 RAINBOW DASH
So? That doesn't mean you own it!

Applejack and Rainbow butt heads and challenge each other like a couple of bucks locking horns!

49 APPLEJACK
Oh yeah, well I challenge you to a hoof-wrastle, winner gets the ticket!

The two tomboys immediately take position to hoof wrestle (over a conveniently located boulder!) when Twilight interrupts.

50 TWILIGHT SKY #
GIRLS! These are my tickets, I'll decide who gets it, thank you very much! Whoever has the best reason to go should get the ticket, don't you think?

Applejack and Rainbow Dash both flash Twilight cheesy pleading grins.

51 APPLEJACK
Drummin' up business for the farm?

52 RAINBOW DASH
A chance to audition for the Blue Thunders?

53 APPLEJACK
Money to fix Granny's hip! +

54 RAINBOW DASH
Living the dream!

Twilight sinks.

55 TWILIGHT SKY #
Oh my. Those are all pretty good +
reasons aren't they?

Applejack and Rainbow's smiles disappear. Just then, Twilight's stomach RUMBLES louder than before. She tries to laugh this off and use it as an excuse.

56 TWILIGHT SKY (CONT'D) #
Heh, heh. Listen to that. I am
starving! I don't know about you, +
but I can't make important
decisions on an empty stomach.

Spike climbs onto Twilight's back. She starts to back away.

57 TWILIGHT SKY (CONT'D) #
So I'll think about it over lunch
and get back to you two. Okay?

58 APPLEJACK AND RAINBOW
(sullen, pouty)
Ok.

Twilight turns and starts to canter down the path towards town, As soon as Twilight's out of sight, the other two look + at each other.

Beat.

The two tomboys re-assume their hoof wrestling position!

59 APPLEJACK AND RAINBOW (CONT'D)
(hoof wrestling)
Nnnnghh... unnnnnghh...

CUT TO:

SC 7 <u>EXT. STREETS OF PONYVILLE - DAY</u> #

Twilight walks down the street with Spike on her back. She ponders her dilemma.

60 SPIKE
So who are you gonna give the ticket to, Twilight?

61 TWILIGHT SKY #
I don't know, Spike. But I really can't think straight when I'm hungry, so where should we ea---

WHAM!!! The door of the Sugar Cube Sweet Shoppe swings open and Pinkie Pie races out, mouth full of candy, running right into Twilight and Spike, who just happened to be walking past!!

They lay in a heap sort of stunned for a beat, then suddenly all the candy she had comes raining down on them, along with... THE TICKETS! They land smack over Pinkie Pie's eyes.

62 PINKIE PIE
AAAHHH!! BATS! BATS ON MY FACE!! HAAAAALLLPPPP!!! #

The ticket flops off her eyes and lays across her nose. She # pauses and look at them, crossing her eyes.

63 PINKIE PIE (CONT'D)
Wait, these aren't.... #

Pinkie starts hopping around in circles, excited and giddy!

64 PINKIE PIE (CONT'D)
Tickets to the Grand Galloping Galla! +

On Pinky as we 67PPLE to her vision. NOTE: Pinky's vision # of the party is sweet and soft, but also frenetic and fast!

SC 8 EXT GALA- PINKIE PIE'S VISION #

Pinkie Pie rushes around the party as confetti falls down all around her. Wide-eyed, she takes it all in.... #

65 PINKIE PIE #
It's the most amazing-incredible- #
awesome-tremendous-ginormous-super- #
fun-wonderful-fabulous-terrifically #
HUMUNGOUS party in ALL OF #
EQUESTRIA! I've *always always* #
ALWAYS wanted to go! #

....walking by a fun house mirror that changes her shape. #
This surprises her. #

66 PINKIE PIE (V.O.) (CONT'D) #
(sings crazy fast) #
Oh the Grand Galloping Gala is the #
place for me. Oh the Grand #
Galloping Gala is the place for me. #
Hip hip hooray it's the bestest #
place for me, for Pinkie! #
+

There are streamers, signs, balloons, and piñatas. Pinkie Pie hits the piñata and candy showers down over the scene.

67 PINKIE PIE (V.O.) (CONT'D) +
With decorations like streamers and
fairy lights and pinwheels and
piñatas and pin cushions...

Reveal Pinkie Pie is eating everything from cotton candy to cakes to the ice cream sundae bar.

68 PINKIE PIE (V.O.) (CONT'D)
With goodies like sugar cubes and
sugar cane and sundaes and sunbeams
and sarsaparilla.

Pinkie Pie is blind-folded and has a paper tale in her mouth that she is walking up to a tail-less pony picture.

69 PINKIE PIE (V.O.) (CONT'D)
And I get to play my favoritest of
favorite fantabulous games like Pin
the Tale on the Pony!

Pinkie Pie is given balloons. But there are so many, she floats up in the sky, above the wonderful party scene.

70 PINKIE PIE (V.O.) (CONT'D) +
Oh the Grand Galloping Gala is the
place for me. Oh the Grand
Galloping Gala is the place for me.
Cause it's the most Galloprific,
Terrific, Gallactical Gala Ever in
the whole Galaxy! Wee!

Close on Pinkie Pie's happy face as we transition back to reality.

SC 9 - EXT SWEET SHOPPE - CONTINUOUS #

The tickets still on her face, Pinky snuggles Twilight.

71 PINKIE PIE #
Oh thank you Twilight! It's the most wonderfullest gift ever!

72 TWILIGHT SKY #
Um actually....

Twilight takes the tickets in her mouth and gives them to Spike, unaware that Rarity stands right behind him. Her eyes bug right out at the sight of the tickets!! +

73 RARITY
GASP!! Are these what I think they are??!!!

74 TWILIGHT SKY #
Uh---

75 PINKIE PIE
YES YES YES!! Twilight's taking me to the Grand Galloping Gala in CANTERLOT!!!

76 RARITY
The Gala! I design ensembles for + the Gala every year but I've never + had the opportunity to attend!! The + society, the culture, the glamour-- it's where I truly belong! And it's where I'm destined to meet...*HIM!*

Pinkie Pie's eyes light up.

77 PINKIE PIE
(shouting)
HIM!!!!

But then Pinkie Pie looks around, confused.

78 PINKIE PIE (CONT'D)
Who?

Close on Rarity as we RIPPLE DISSOLVE to her vision. NOTE: Rarity's version of the Gala is very regal and refined with lots of dignified, snooty ponies everywhere.

SC 10 EXT GALA- RARITY'S VISION #

79 RARITY (V.O.)
HIM!

Rarity strolls through the Gala, looking more poised than ever. She is like Eliza Doolittle in the ballroom scene in "My Fair Lady." All the ponies turn to watch her.

80 RARITY (V.O.) (CONT'D)
I would stroll through the Gala and everyone would wonder, "Who is that mysterious mare?" They would never guess that I was just a simple pony from little old Ponyville. Why, I would cause such a sensation that I would be invited for an audience with Princess Celestia herself! +

Rarity bows before the Princess. +

81 RARITY (V.O.) (CONT'D)
And the Princess would be so taken + with the style and elegance that she would introduce me to HIM! Her nephew, the most handsome, eligible Unicorn stallion in Canterlot!

Rarity is introduced to a fine looking Unicorn stallion, who is clearly quite taken with her.

82 RARITY (V.O.) (CONT'D)
Our eyes would meet, our hearts would melt, our courtship would be magnificent.

Rarity dances with the handsome stallion as they swirl through a background of emeralds and pearls and diamonds.

83 RARITY (V.O.) (CONT'D)
He would ask for my hoof in marriage. And of course I would say, "Yes!"

Rarity in a beautiful white outfit on the cover of "Bridal Bridle." Push in on her and then pull out at her wedding, standing next to the groom in an amazing chapel.

84 RARITY (V.O.) (CONT'D)
We would have a royal wedding, befitting a princess, which is what I would become upon marrying HIM: the stallion of my dreams!

Rarity and her stallion nuzzle at the end of the ceremony.

Back to reality. Rarity's actually nuzzling Pinkie Pie. She snaps out of it.

SC 11 - EXT SWEET SHOPPE - CONTINUOUS #

85 RARITY #
Twilight! I simply cannot believe you would invite Pinkie Pie so she could "party" and prevent me from #
meeting my true love! How could #
you?

Rarity snappishly turns her back on Twilight, turning up her nose and whipping her tail around pointedly.

86 RARITY (CONT'D)
Hmph!!

Spike looks on helplessly, clutching the tickets. Suddenly, a tiny bunny leans into scene and seizes the tickets in her +
teeth and takes off!!

87 SPIKE
Hey!!!

We stay close on the little bunny as she scampers along the +
road until she meets a long, pink pony tail. She scampers +
up, continues across a yellow back, and up to the top of a head where she brandishes the tickets before a blue-eyed +
pony's eyes!

88 FLUTTERSHY
<Gasp!> Angel! These are perfect! +

Cut back to Twilight standing helplessly between her two friends, one bouncing around joyfully unaware, the other snubbing her with all her might.

89 TWILIGHT SKY #
Uh, listen guys, I haven't decided who to give the extra ticket to... +

The two other ponies attitudes change dramatically and instantly.

RARITY #
(thrilled)
You haven't?!

PINKIE PIE
(devastated)
You haven't?!

Suddenly...

90 FLUTTERSHY (O.S.) #
Excuse me...

Rarity and Pinkie stop and look over to Fluttershy, the bunny +
under her mane holds the tickets. +

91 FLUTTERSHY (CONT'D) #
Twilight, I would just like to ask, *
I mean if it would be alright, if
you haven't given it to someone
else... +

92 RARITY +
You?! *You* want to go to the Gala?? +

Fluttershy lowers her head. +

93 FLUTTERSHY +
Oh, no. +

Angel the bunny nudges her. +
+

94 FLUTTERSHY (CONT'D) +
I mean 'yes'. Or, actually, 'kind +
of'. You see... +

RIPPLE DISSOLVE as we see Fluttershy standing against the +
wall in a corner of the Gala. +

SC 12 EXT GALA- FLUTTERSHY'S VISION #

95 FLUTTERSHY (V.O.) +
It's not so much the Grand *
Galloping Gala as it is the +
wondrous private gated garden that +
surrounds the dance. +

Fluttershy turns to gaze out the window as the camera pulls +
back to reveal a lush and exotic garden outside. NOTE: This +
section should be an over-the-top Technicolor Disney Princess +
fantasy. We pan away from the window for a beat and come upon +
Fluttershy once more, now outside and nuzzling all of the +
fantastic plants that surround her. +

96 FLUTTERSHY (V.O.) (CONT'D) +
The flowers are said to be the most +
beautiful and fragrant in all of +
Equestria. For the night of the +
Gala and that night alone will they +
all be in bloom. +
(MORE)

FLUTTERSHY (V.O.) (CONT'D)
And that's just the flora! Don't +
get me started on the fauna! +

Birds of all varieties enter the scene and dance around +
Fluttershy. +

97 FLUTTERSHY (V.O.) (CONT'D) +
There's Loons and Toucans and +
Bitterns, oh my! Hummingbirds that +
can really hum. And Buzzards that +
can really buzz. And Blue Jays and +
Red Jays and Green Jays. Pink Jays +
and Pink Flamingos. +

A goofy looking pink flamingo emerges from the crowd and +
takes a solo turn around the 'dance floor' with Fluttershy. +

Back to reality. Fluttershy dances around with her eyes +
closed as the other ponies exchange sidelong glances. +

SC 13 - EXT. STREETS OF PONYVILLE - DAY #

98 TWILIGHT SKY +
(unconvinced) +
Gee, Fluttershy. It sounds..... +
beautiful? +

99 RAINBOW DASH (O.S.) #
Wait just a minute!!

Swish pan up-Rainbow Dash is perched on a near by roof top.

100 TWILIGHT SKY #
Rainbow Dash! Were you following *
me?

101 RAINBOW DASH
No! I mean, yes! I mean, maybe...
Look it doesn't matter!

She leaps up high and flies down to the group below.

102 RAINBOW DASH (CONT'D)
I couldn't risk a goody-four-shoes
like you giving the ticket away to
just anybody! +

103 APPLEJACK (O.S.) #
Wait just another minute!

Swish pan over-- Applejack comes marching out from behind a
shop corner.

104 TWILIGHT SKY #
Applejack! Were you following me, *
too?

105 APPLEJACK
No! I was following (points to *
Rainbow) *this one* to make sure she
didn't try any funny business---
which she sure as sugar *is!!* Still #
trying to take my ticket! #

106 RAINBOW DASH #
Your ticket?!!? #

107 PINKIE PIE #
But Twilight's taking me!! #

Instantly, all the ponies start arguing over the ticket!

108 ALL PONIES #
<arguing walla>

We dramatically truck through the group of arguing ponies to Twilight. The arguing crescendos until we're close on her face, blinking in disbelief. +

END OF ACT 1 +

ACT 2 +

We come back where we left off with all the ponies arguing +

109 ALL PONIES (CONT'D) #
<arguing walla> +

Close on Twilight. Suddenly her brow furrows with +
determination.

110 TWILIGHT SKY #
QUIIIIEEEEETTTT!!!!!!

The 5 ponies stop, except for Pinkie who trails a little.

111 PINKIE PIE
...and then I said, oatmeal? Are
you craz---- (realizing) oh!

112 TWILIGHT SKY #
Girls, there's no use arguing!

113 RARITY
(a little whiny)
But Twili---

114 TWILIGHT SKY #
(cutting her off)
Eh!

Twilight marches back and forth before her friends like a miliary officer as she scolds them.

115 TWILIGHT SKY (CONT'D) #
This is my decision, and I'm going to make it on my own! And I certainly can't think straight with all this noise!

A BIG noise of her tummy RUMBLING. Her tummy actually wiggles with hunger.

116 TWILIGHT SKY (CONT'D) #
Not to mention *hunger!* #

Her friends all pout in frustration.

117 ALL PONIES #
<grumble grumble grumble>

118 TWILIGHT SKY #
(stern)
No go on now! Shoo!

The 5 pouty ponies disperse.

119 ALL PONIES #
<grumble grumble grumble>

120 TWILIGHT SKY #
(calling after them)
And don't worry! I'll figure this out!!!

Twilight maintains her confident stance as her friends shuffle away, but once they're out of sight, she sinks. She looks to Spike.

121 TWILIGHT SKY (CONT'D) #
...somehow....

CUT TO:

SC 13 <u>EXT. CAFÉ HAY - LATER</u> #

Twilight sits at an outdoor table with Spike. There is a vase with flowers on the table. Spike looks at the menu, not #
paying attention to Twilight. +

122 TWILIGHT SKY #
Ugh! Spike, what am I going to do? +
All 5 of my best friends have +
really good reasons to go to the +
Gala. +

She picks the petals off the flower doing a "He Loves Me, He +
Loves Me Not," dropping each petal on the table. +

123 TWILIGHT SKY (CONT'D) +
Applejack? Or Rainbow Dash? Pinkie
Pie? Or Fluttershy? Rarity? Oh, who
should go with me?

The petals are now all gone from the flower. She looks at
them on the table. Defeated, she gobbles them up. She lays
her head on the table with a THUD. +

The Pony Waiter comes up.

124 WAITER
Have you made your decision?

Twilight looks up at him, freaked out.

125 TWILIGHT SKY #
I CAN'T DECIDE!!!

126 SPIKE
Twilight, he just wants to take
your order.

127 TWILIGHT SKY #
Oh. I would love a daffodil and
daisy sandwich.

The waiter looks at Spike.

128 SPIKE
Do you have any rubies?

The waiter gives him a questioning look.

129 SPIKE (CONT'D)
No? Okay, I'll have the hay fries,
extra crispy.

The waiter leaves.

130 TWILIGHT SKY #
What do you think, Spike?

131 SPIKE
I think we have to try another +
restaurant. I mean, I like grass +
just fine, but would it hurt *
anybody to offer some gem stones?

132 TWILIGHT SKY #
I *mean* about the Gala and the
ticket and who I should take!

133 SPIKE
Oh. You're still on that?

134 TWILIGHT SKY #
Spike! Listen!

Through Twilight's speech, push in close on her face.

135 TWILIGHT SKY (CONT'D) #
How do I choose? And when I do
choose, will the other 4 be mad at
me? I mean, I could give up my
ticket and give away 2, but that
would still leave 3 disappointed #
ponies. What if I--- +

Suddenly she hears...

136 WAITER (V.O.)
Your food.

Her plate is lowered before her. She brightens.

137 TWILIGHT SKY #
Oh, thank you! This looks SO good!
I'm sure everything will be much +
clearer once I eat!

She is about to take a bite when...

WHOOSH! Pony diners rush past her and run inside!

138 WAITER (V.O.)
Um, Madame?

Twilight stops, looking up. The waiter calls out to her from the doorway where all the other pony diners are running in!

139 WAITER (CONT'D)
Are you going to eat your food in
the rain?

140 TWILIGHT SKY #
It's not ra--

But when she and Spike look around, they see that rain is POURING all over! Then they notice that their table is in a perfect circle of dryness and sunshine.

141 TWILIGHT SKY (CONT'D) #
What's going...? *

Twilight looks up. Directly above her there is a perfect hole in the rain cloud covering Ponyville. Rainbow Dash pokes her face through it.

142 RAINBOW DASH
Hi there best friend forever I've +
ever, ever had! Enjoying the sunny
weather?

143 TWILIGHT SKY #
Rainbow Dash, what are you doing?

144 RAINBOW DASH
What do you mean? I just saw the
smartest most generous pony about +
to get rained on. So I thought I'd
kick a little hole in the clouds to
keep her dry so she could dine in
peace, that's all.

145 TWILIGHT SKY #
(suspiciously)
Rainbow, you're not trying to get
extra consideration for the extra
ticket by doing me extra special
favors, are you?

146 RAINBOW DASH
Me? No, no, of course not!

147 TWILIGHT SKY #
(skeptical)
Uh huh....

148 RAINBOW DASH
Seriously, I'd do it for any pony! #

Twilight looks around. The few ponies still left on the
patio are drenched. Twilight shoots Rainbow a disapproving +
glare. Rainbow Dash smiles sheepishly through her hole in
the cloud.

149 RAINBOW DASH (CONT'D)
(sheepishly)
Heh... heh heh...

150 TWILIGHT SKY #
(scolding)
Rainbow, I am NOT comfortable
accepting unwanted favors, so I'd *
appreciate it if you'd close up
that rain cloud right now!

151 RAINBOW DASH
Gaaaaah--- *fine!*

Rainbow's face disappears behind the cloud and the hole closes. We cut to Twilight looking up angrily.

152 TWILIGHT SKY #
That's better!

She looks back at her food and is about to take a bite when...SSHHHHH!!! Rain pummels her, Spike, and their food. Twilight slow burns.

Rarity walks by along the sidewalk carrying a fancy umbrella.

153 RARITY
Twilight! It's raining!

154 TWILIGHT SKY #
Nooooo. Really?

155 RARITY (V.O.)
Come with me before you catch a *
cold! *

SC 14 - INT. CAROUSEL COUTURE - MOMENTS LATER #

Twilight and Spike step inside while Rarity holds open the door. Twilight puts her head down and shakes the water off like a dog. When she looks up, Rarity is now drenched and looks really, really angry.

156 TWILIGHT SKY #
Oops, sorry...

Bing! Rarity's face pops into a very forced grin.

157 RARITY
(over the top sweet)
Oh no! It's quite alright. After
all we are...

Rarity gets close to Twilight and bats her eyes.

158 RARITY (CONT'D)
...the *BEST OF FRIENDS* are we not?

Twilight looks a little confused.

159 RARITY (V.O.) (CONT'D)
And you do know what Best Friends do?

160 TWILIGHT SKY #
Uuuuh...

Rarity rears up and shoves Twilight behind a fancy screen.

161 TWILIGHT SKY (CONT'D) #
Oof!

162 RARITY
MAKE OVER!!!!

Rarity dives behind the screen like a predator! Carousel clothes and accessories fly out from behind the screen!

163 TWILIGHT SKY (V.O.) #
Rarity-- ow!-- This really isn't nec--- aaack! I mean thanks but--- ooh that's too tight!

Rarity suddenly reappears and pulls the screen aside with a whoosh! --revealing Twilight in the most GORGEOUS carousel outfit you ever saw!

164 RARITY
There! You're simply to *die* for!

Twilight looks a little freaked out as she inspects herself in the mirror.

165 TWILIGHT SKY #
Uuuuuuhhh... (brightening) yeah, it is kinda pretty, isn't it!

Rarity's eyes then fall on Spike.

166 RARITY
And you! Oh, Spike, I have a dandy little outfit for the dashing gent!

Rarity grabs him and pulls him behind the screen.

167 SPIKE (V.O.)
Ouch! Oh! Hey now! Er! Oof! *

Rarity pulls the screen aside, revealing Spike looking like Little Lord Fauntleroy. Twilight tries to suppress a laugh.

168 TWILIGHT SKY #
Oh Spike.

But Rarity loves it.

169 RARITY
Oh Spike! Now you just need a hat!

Rarity picks up a plumed hat. Spike starts to back away in terror.

170 SPIKE
Eeuuh! I told you I don't want any +
part of this girly Gala gunk. See +
you back at the library!

171 SPIKE (ALT) (CONT'D) #
Thanks but no thanks, Rarity. (To #
Twilight) I told you I don't want #
any part of this girly Gala gunk. #
See you back at the library! #

ZIP! He's outta there, leaving the clothes floating in the air.

Rarity turns to Twilight who is still smiling and inspecting her new outfit in the mirror.

172 RARITY
Oh who needs him anyway. This is all about you and how *fabulous* you'll look at the Grand Galloping Gala!

She suddenly stops admiring herself.

173 TWILIGHT SKY #
Wait, the Gra---?

174 RARITY
<Gasp!> And, oh my goodness! What a coincidence! I happen to have an ensemble of my own that matches yours to a tee...

Rarity knocks a carousel mannequin off a high pedestal to #
make room for Twilight and pulls Twilight up by the bridle to #
paint a picture:

175 RARITY (CONT'D) +
(getting really into it)
We would be the belles of the ball you and I!
(MORE)

RARITY (CONT'D)
Everyone would be clamoring for our attention, all eyes would be on us! Then everyone would finally know, the most beautiful, most talented, most sophisticated pony in all of Equestria is RARITY THE UNICORN!!!

Twilight gives Rarity a "uh huh, oh really" look.

176 RARITY (CONT'D)
(nervous giggle)
Eh heh heh heh... And Twilight Sky, of course. Heh heh... #

Twilight puts her hoof behind her ear and shoves Rarity's fancy bridle off. She steps off the pedestal and makes her way to the door.

177 TWILIGHT SKY #
I see what's going on! You're just buttering me up so I give you the extra ticket! Well it's not going to work! You're going to have to wait for my decision just like everyone else! +

Twilight pauses at the door, her hoof on the handle.

178 TWILIGHT SKY (CONT'D) #
Now if you'll excuse me, I've been trying all day just to get some lunch!

She pulls the door open and standing right there is Applejack, a big overly-friendly grin on her face and a cart full of food in front of her!

179 APPLEJACK
Did somepony say lunch?

180 TWILIGHT SKY #
You've got to be kidding me!

SC 15 - EXT. STREETS OF PONYVILLE #

Twilight pushes past Applejack and leaves Carousel Couture. Applejack quickly dives into her harness and pulls the cart after her! Twilight tries to march on, but Applejack is right beside her.

181 APPLEJACK
I got apple pie, apple fritters, apple tarts, apple dumplings, apple crisp, apple crumblers aaaannnd....

In a cartoonish flash, Applejack wooshes out of frame and reappears directly in Twilights path, brandishing a tasty dish under her nose (*visual note* Applejack does this not by holding it with her front hooves, but buy balancing it on her head, which she uses to push the dish towards Twilight's nose.)

182 APPLEJACK (CONT'D)
(sing songy)
APPLE BROWN BET-TIEEEE! ---the desert, not my aunt.--- Whattaya say there, best friend? +

Twilight's tummy RUMBLES loudly again.

183 APPLEJACK (CONT'D)
Is that a "yes?"

She looks at all of Applejack's treats with longing in her eyes. But shakes her head and comes to her senses.

184 TWILIGHT SKY #
No! No! I don't know who I'm + giving the ticket too! And all + these favors aren't making it any + easier to decide! In fact, I'm + less sure now than I was this + morning! AAARGHHH! +

Twilight gallops away leaving Applejack alone, blank faced. +

185 APPLEJACK
So... that's a "maybe"? +

END OF ACT 2 +

ACT 3 +

SC 16 - <u>INT. THE TREE OF KNOWING LIBRARY</u> - TWILIGHT'S LOFT #

Twilight grumbles as she walks in the door and up to her loft.

186 TWILIGHT SKY #
Geez, I never thought being showered with favors would be so aggravating! <gasp!>

Twilight takes! From her P.O.V. we see that her loft is crawling with critters--critters cleaning her house! Suddenly she hears...

187 FLUTTERSHY
(singing)
Ah ha ha ha haaaaa! La la la la la!!!

Fluttershy, like a fairy tale princess, sings to the animals to get them to clean! She flaps her wings and hovers in the air while she cleans the windows with soapy sponges strapped to her hooves.

188 TWILIGHT SKY #
Fluttershy, not you too!!

189 FLUTTERSHY
Well hello Twilight! I hope you + don't mind, but we're all doing a little Spring cleaning for you!

She dusts the top of a high bookshelf with her tail.

190 TWILIGHT SKY #
(sotto)
It's summer.

191 FLUTTERSHY
Oh, well better late than never, right? It was Angel's idea! +

Swish over to Angel who is dressed as a chef and preparing a + delicious meal. She gives Twilight a little salute. +

Suddenly a crash is heard in the other room. A herd of raccoons come running out chased by Spike.

192 SPIKE
Shoo shoo! You said you were going to take out the garbage, not eat it!! Twilight I'm sorry, I tried to stop them!

Fluttershy lands in front of Twilight.

193 TWILIGHT SKY #
You're not doing this for that ticket, are you? +

194 FLUTTERSHY
Oh *no!* I'm doing this because you're my very best friend! (to Angel) Right Angel? +

Angel presents the delicious plate of food to Twilight. And + then thumps her back leg. +

195 FLUTTERSHY (CONT'D) +
Oh I see. (to Twilight) Yes. We are just doing this for the ticket.

Twilight looks at the food. It looks delicious. Her tummy RUMBLES loudly.

196 TWILIGHT SKY #
(frustrated growl)
Uuuuurrgghhh! No no **NO!**

Twilight turns from the dish and marches to the door.

197 TWILIGHT SKY (CONT'D) #
Well, this was all very nice of you and Angel, but I'm not accepting + any extra favors until I've made my final decision. So I'm going to have to ask you to le---

Twilight opens the door and...

SC 17 - EXT. LIBRARY TREE TWILIGHT'S FRONT LAWN #

198 PINKIE PIE AND PARTY
SURPRIIIIIISE!!!!!

Pinkie and practically every resident of Ponyville, decked out in party wear, attack Twilight with streamers and party favors! Pinkie immediately breaks into a fast song!

199 PINKIE PIE
Oooooh!--- Twilight is my bestest friend, whoopee, whoopee...

200 TWILIGHT SKY #
(annoyed)
Pinkie...

But Pinkie's way too into it. The party ponies bounce up and down to the melody. It's a very silly scene.

201 PINKIE PIE
She's the smartest, cutest, all-around-best pony, pony...

202 TWILIGHT SKY #
Pinkie.

203 PINKIE PIE
I bet that if I throw her a super duper fun par-tee...

204 TWILIGHT SKY #
Pinkie.

205 PINKIE PIE
She'll give her extra ticket to the Gala to meeeeeeeeeee----

Twilight, her patience at an end, yells so loud Pinkie's hair flies back!

206 TWILIGHT SKY #
PINKIIIIEEEEEEE!!!!!

Pinkie stops mid note and bats her eyelashes.

207 PINKIE PIE
(perfectly innocent)
Yes, Twilight??

208 TWILIGHT SKY #
At least the other ponies *tried* to be subtle.

Then, from the crowd....

209 PONY 1
Wait, what ticket? What gala?

210 PINKIE PIE
Oh, didn't you know? Twilight has an extra ticket to the Grand Galloping Gala.

211 ENTIRE CROWD
THE GRAND GALLOPING GALA???!

Suddenly...

212 PONY 2
Twilight have I ever told you how much I love your mane?

213 PONY 3
Twilight, would you like any help with your gardening?

214 PONY 1
Twilight, I have a cart load of extra carrots. Are you hungry?

The crowd closes in on Twilight, barking out favors left and right!

215 CROWD
I'll paint your cottage/ I'll mow your lawn/ I'll do all your chores/etc....

Spike clutches Twilight in fear.

216 SPIKE
Twilight, what are we gonna do?!!

Twilight backs away from the benevolent mob in terror!

217 TWILIGHT SKY #
We're gonna....**RUUUUNNN!!!**

Twilight makes a break for it! The mob follows!

SC 18 - EXT. STREETS OF PONYVILLE - MOMENTS LATER #

With Spike clinging to her back, Twilight runs through the streets with the crowd following behind. At one point, we see the crowd run past a flower cart. After a beat, Twilight emerges from behind, seemingly safe.

218 TWILIGHT SKY/SPIKE #
Phew!

But then...

219 PONY 4
Those posies go perfect with your eyes!

220 PONY 5
I'll buy them for you!

221 TWILIGHT SKY #
Aaaahhh!!

They take off again and the mob is back!

She dives into a hay bailer and the crowd passes again, but...

222 HAYSEED PONY
Hey there missy, I'll trade all the * sweetgrass you can eat for that ticket.

223 TWILIGHT SKY/SPIKE #
Aaaaah!

And they're off again and the mob pursues! Every turn she makes, they follow. Every store she dives into, they follow. Eventually Twilight finds herself cornered in an alley!

The ponies surround her, closing in on her like friendly, generous zombies!

224 CROWD
Here are some oat bars I made for you/ Do you need help with your yardwork?/ I'll give you a pony pedi/ I'll do your taxes!

Twilight and Spike are backed against a wall. We cut close on their faces as the shadows of her would-be gift-givers grow over her. Suddenly, Twilight closes her eyes tight and determined, her horn starts to sparkle, and...

TWINK!!! In a flash of light she and Spike disappear! *

225 CROWD (CONT'D)
<GASP!> Where she go?/ What happened?/etc...

CUT TO:

SC 19 - INT. LIBRARY TREE - TWILIGHT'S LOFT - MOMENTS LATER #

TWINK!! In another bright flash, Twilight and Spike reappear inside her now empty house. Spike spins dizzily. *

226 SPIKE *
Whoooooah... warn me next time *
you're gonna do that! *

227 TWILIGHT SKY #
I didn't even know it was going to +
happen. Now quick! Lock the doors! +

Spike, still dizzy, stumbles to the door and locks it. In a flash, they quickly close the shutters and pull all the drapes. Safe now, they breathe a sigh of relief. *

228 TWILIGHT SKY/SPIKE #
Phew!

Then...

229 TWILIGHT SKY/SPIKE (CONT'D) #
AAAAHHHHH!!

Standing before them are Rainbow Dash, Rarity, Applejack, Fluttershy and Pinkie Pie looking a little forlorn. Twilight practically has a breakdown!

230 TWILIGHT SKY #
Aaaaahhhh!! I can't decide I just can't decide!! It's important to all of you and I just can't stand to disappoint any of you and giving me gifts and doing me favors won't make any difference because you're all my friends and I want to make you all happy and I can't I just can't!!!

Twilight curls up in a little ball of stress and covers her eyes, perhaps hiding some tears. Applejack approaches her gently.

231 APPLEJACK
Twilight, sugar, I-I didn't mean to put so much pressure on you. And if it helps, I don't want the ticket any more. You can give it to somepony else. I won't feel bad, I promise.

Fluttershy joins in.

232 FLUTTERSHY
Me too! I feel just awful that I made you feel so awful. +

233 PINKIE PIE
And me too. It's no fun upsetting your friends.

234 RARITY
And I as well. Twilight, it was unfair of me to try to force you as I did. +

Rainbow Dash leaps in the air!

235 RAINBOW DASH
YES!!! That means the ticket is mine!!

She does a silly victory dance and struts around the room. The other four shoot her a disapproving look. Rainbow stops mid-strut, then sinks.

236 RAINBOW DASH (CONT'D)
You know, I haven't perfected my signature moves for the Blue Thunders anyway. I don't need the ticket either.

237 APPLEJACK +
We all got so gung-ho about going +
to the Gala that we couldn't see +
how un-gung-ho we were making you. +

238 ALL
We're sorry Twilight.

Twilight smiles, inspired by her friends.

239 TWILIGHT SKY #
Spike, take down a note. I'm
writing to the Princess. +

Spike pulls out a scroll and a feather pen and writes while Twilight dictates.

240 TWILIGHT SKY (CONT'D) #
Dear Princess Celestia, I've +
learned that one of the joys of
friendship is sharing your
blessings, but when there's not
enough blessings to go around,
having more than your friends can
make you feel pretty awful. Maybe *
sometimes it is better to have less *
than to see your friends feel bad. *
My friends gave up something they *
wanted so that I wouldn't feel bad, *
and in return, I'm going to give up *
something for them. So, though I *
appreciate the invitation, I will
be returning BOTH tickets to the
Grand Galloping Gala.

241 ALL PONIES (BUT TWILIGHT) #
WHAT???!!

Twilight smiles warmly to her friends.

242 TWILIGHT SKY #
If my friends can't all go, I don't
want to go either.

Twilight's five friends smile back.

243 TWILIGHT SKY (CONT'D) #
Your faithful student, Twilight #
Sky. #

244 APPLEJACK
Twilight, you don't have to do
that..

245 TWILIGHT SKY #
Nope! I've made up my mind!
Spike, you can send the letter now.

Spike takes a deep breath and *FWOOOOOSH!* Magically incinerates the letter. Glittery remnants of the paper and the tickets swirl in the air and fly out the window, on their way to the Princess. +

246 SPIKE
All sent!

The five friends rally around Twilight.

247 FLUTTERSHY
Now you won't get to go to the Gala
either!

248 TWILIGHT SKY #
It's ok girls, I couldn't possibly
enjoy myself without my best
friends there with me, so I would
rather not go at all.

In the pony equivalent of a group hug, they nuzzle each other and laugh.

249 ALL PONIES #
<sweet giggling>

This sweet, sappy moment is broken by the familiar sound of Spike wretching.

250 SPIKE
<noises like he's going to hurl>

The ponies stop and look up when they hear Spike. Applejack, once again, is a little insulted.

251 APPLEJACK
(half-lidded)
Well wallop my whithers, Spike. +
Isn't that just like a boy--- can't
handle the least bit of sentiment!

Just then, just like in the opening sequence, Spike burps up a stream of flames! And once again, Applejack has to jump out of the way!

252 APPLEJACK (CONT'D)
Whoa Nelly! You're just itchin' to burn my tail feathers, ain'tcha!

When the flames disappear, an envelope conjures itself from the smoke.

253 TWILIGHT SKY #
A letter from the Princess? That +
was fast.

Spike grabs it from the air and opens the envelope. He reads.

254 SPIKE
(reading)
"My faithful student Twilight, Why didn't you just say so in the first place?"

Spike pulls out 6 tickets!

255 SPIKE (CONT'D)
6 tickets to the Grand Galloping Gala!

The ponies' faces light up!

256 ALL PONIES #
<GASP!!>

257 TWILIGHT SKY #
Now we can all go!

258 ALL PONIES #
<celebratory walla> +

RUMBLE!! Twilight's stomach puts an immediate stop to the +
celebration. The ponies stare at Twilight. She looks a +
little embarrassed. +

259 TWILIGHT SKY #
(sheepishly) +
Heh heh... I uh, sort of +

260 RARITY +
Allow us to treat you to dinner. +

261 RAINBOW DASH +
What a great way to apologize! +

262 PINKIE PIE +
And to celebrate! C'mon everyone. +
The cupcakes are on me! +
<the celebratory walla resumes> +

Pan away from the girls as they leave for dinner to reveal +
Spike. He stands slumped in the corner with his back to the +
ponies. +

264 SPIKE +
(pouting to himself) +
How come I don't get a ticket to +
the Gala? +

Suddenly his cheeks inflate. +

265 SPIKE (CONT'D) +
<one quick hurling noise> +

He burps a small flame into his own hands with dissipates +
quickly, revealing a single ticket. Attached is a small note +
on royal stationary reading "and one for you, Spike! -heart- +
Princess Celestia" +

266 SPIKE (CONT'D) #
(reading to himself) #
"And one for you, Spike. Heart, #
Princess Celestia." #

Spike grasps the ticket and starts to smile but then glances +
furtively over towards the door. Assured they've left, he +
hunches over the ticket and shakes with excitement. +

267 SPIKE (CONT'D) #
<girlish giggles> +

+

CUT TO BLACK: +

END +