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MY LITTLE PONY

"Boast Busters"

EP007

Story by

Chris Savino

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TEASER

INT. TREE LIBRARY - ESTABLISHING

CLOSE on Spike. He has a determined look on his face.

1 SPIKE
Come on, Twilight, you can do it!

CLOSE ANGLE on Twilight.

2 TWILIGHT
I don't know, Spike...

WIDEN TO REVEAL: Spike and Twilight are in the library where Twilight is practicing her magic. Spike is egging Twilight on. We don't know what the trick is yet, but Spike sure is stoked. Twilights' horn starts to GLOW.

3 SPIKE
Come on! I know you can!

4 TWILIGHT
Okay, here goes...

Twilight bows her head pointing her horn toward Spike. She squints her eyes and the horn begins to glow brighter.

Spike readies himself. The horn glows brighter. Twilight squints harder.

ZAP!

Magically a MUSTACHE appears on Spike's face. Twilight opens her eyes to see if the magic has worked. A SMILE proves yes.

Spike feels his upper lip.

5 SPIKE
Hahaaa! You did it!!!

Spike rushes over to a DRAWING EASEL. Clipped to the easel is a SHEET OF PARCHMENT with a bunch of magic tricks written on a giant list. Quite a number have HASH MARKS next to them. He grabs a marker and adds another hash mark.

6 SPIKE
Materializing magic! That's number twenty five! Twenty five different types of tricks and counting!

Spike checks himself out in a nearby MIRROR.

7 SPIKE (CONT'D)
And I think this is the best trick
so far if I do say so myself.

Spike makes some cool guy poses in the mirror. Uh huh. Oh Yeah.

8 SPIKE (CONT'D)
Helloooo, Rarity. What's that? Oh
it's nothing. Just my awesome
mustache.

9 TWILIGHT
<Giggles> That'll win her over for
sure.

10 SPIKE
Hey! You know what would make this
even cooler? A beard!

Spike excitedly rushed over to Twilight.

11 SPIKE (CONT'D)
How about it Twilight? Use that
awesome magic of yours and give me
a beard so I can impress Rarity!

12 TWILIGHT
Sorry Romeo. All magic tricks stay
right here. As attractive and
enticing as you look, it's gotta
go.

13 SPIKE
(realizing what's coming)
Wait!

Twilight bows her head once more and once more her horn
glows. Her magic zaps the mustache from Spikes face as
quickly as it was put there.

14 SPIKE
Rats.

Twilight giggles a bit as we...

FADE OUT.

MAIN TITLES

ACT 1

FADE IN:

EXT. PONYVILLE TOWN SQUARE - DAY

The TOWN SQUARE is teeming with Pony activity. Various and random Unicorns do their magic to help out.

Twilight and Spike stroll up the street. Spike walks proudly along side his friend. We catch them mid conversation.

15 SPIKE
... twenty *six*, Twilight! Twenty
six different kinds of tricks...
and counting!

Twilight dips her head shyly.

16 SPIKE (CONT'D)
I can hardly wait to see what you
do next!

Spike excitedly hops around Twilight.

17 SPIKE (CONT'D)
I thought Unicorns were only
supposed to have a little magic
that matches their special talents.

18 TWILIGHT
True... for ponies whose talents
are for things like cooking, or
singing, or math. But what if a
Unicorn's special talent **is** magic?

19 SPIKE
Like you, Twilight! And you know a
ton of magic! Like.. like...

Note: this little sequence plays quickly and excitedly

The pair pass a male Unicorn with a U-SHAPED MAGNET for a CUTIE MARK, who is magically helping an elderly Pony carry bags of groceries. Spike calls over in that direction.

20 SPIKE (CONT'D)
(proudly, but not cocky)
Levitation magic, nice. Twilight
can do that.

The Unicorn shoots a look over to Twilight.

Twilight's eyes grow wide. She sheepishly grins at the Unicorn.

21 TWILIGHT
(thru teeth, whispered)
Spike!

They continue on and pass another Unicorn who has a CHERRY for a CUTIE MARK. This one is magically turning a bushel of CHERRIES into HOT CHERRY PIES. Spike, again walks their way.

22 SPIKE
Transformation magic. Not bad.
Twilight can do that.

The Unicorn looks at Twilight who is slightly mortified by this.

23 TWILIGHT
(slightly louder now)
Spike!

Spike now hurries ahead to another Unicorn who has a LIGHT BULB for a CUTIE MARK. This one magically lights up a DARK SHED for a WORKER PONY.

24 SPIKE
Illumination magic. Pedestrian, but
my girl Twilight here can do it
too!

Another look.

Twilight is growing visibly concerned by Spike's comments. Her eyes dart to and fro trying not to lock eyes with the Unicorns.

Spike approaches yet another Unicorn helping out in a garden.

25 SPIKE
Growing magic? Growing plants? You
wanna talk about growing magic,
Twilight here grew me a big ol'
musta--

26 TWILIGHT
(finally cutting him off)
Spike! Please!

27 SPIKE
What??

28 TWILIGHT
I don't want anyone...
(quietly)
I don't want anyone thinking I'm...
a show off.

29 SPIKE
But you aren't showing off. You're
just special. You were never
worried about 'showing off' in
Canterlot.

30 TWILIGHT
And I didn't have any friends in
Canterlot either. Now that I've
finally got some, I don't want to
lose them by boasting about how
'special' I am.

31 SPIKE
Come on, Twilight! We all know
there isn't a Unicorn in all of
Equestria with your kind of
ability.

Just then two young Unicorns rush past. SNIPS, a portly,
round Unicorn and SNAILS, a smaller-than-average Unicorn.
Both have very small horns and have not gotten their CUTIE
MARK yet.

32 SNAILS
Gangway! Comin' through!

33 SNIPS
(like a siren)
Wooooooo woooooooooooooooo!!

Spike stops them.

34 SPIKE
Snips! Snails! What's going on?

The skid to a stop.

35 SNAILS
Haven't you heard? There's a new
Unicorn in town! They say she's got
more magical powers than any other
Unicorn, ever!

36 SNIPS
And they say she even vanquished an
URSA MAJOR all by herself!!!

Spike starts to correct them.

37 SPIKE
Pfft! No way, Twi--

Twilight, knowing what he's about to say, cuts him off, stepping on his tail.

38 SPIKE
Yow!

39 TWILIGHT
Really? Where is this Unicorn?

40 SNAILS
She's in the town square! Come on!

41 SNIPS
Yeah! Come on! Wooooooooooooooooooo!!!

The two Unicorns rush off.

Spike looks at Twilight as if to say "let's check it out."
Twilight leads the way as we...

CUT TO:

EXT. PONYVILLE TOWN SQUARE - CONTINUOUS

Twilight and Spike enter the Town Square. A small crowd is gathered. We don't see this new Unicorn yet, but we do hear noises of appreciation from the crowd.

42 CROWD
< Oohs and Ahhs >

Spike pushes his way through the crowd to see what all the commotion is about. He clears the way for Twilight as well as for us. Snips and Snails are already front and center before a kind of circus trailer. A dramatic voice from inside announces....

43 TRIXIE
Come one, come all! Come and
witness the amazing magic of the
great and powerful...

On it's own the trailer unfolds itself to form a sort of stage, the curtains it reveals quickly pull to the sides, sparkling with magic!

44 TRIXIE
...Trixie!!!

Out pops Trixie, a fast-talking Unicorn wearing an extravagant, long flowing cape.

Trixie's horn glows and conjures above her the magically sparkling word "Trixie" and upon another horn glow, a great pyrotechnic display bursts from the corners of the stage.

45 CROWD
< More Oohs and Ahhs >

ON SPIKE AND TWILIGHT:

46 SPIKE
She certainly doesn't have any
problem showing off HER magic.

BACK ON TRIXIE:

47 TRIXIE
Watch in awe as the great and
powerful Trixie performs the most
spectacular feats of magic ever
witnessed by pony eyes!

All of the fanfare brings out the other Ponies of Ponyville. Rainbow Dash, Apple Jack and Rarity join Twilight and Spike.

48 RARITY
What's all of the commotion?

49 SPIKE
Aw, this new Unicorn over here
is...

Spike realizes he is standing next to Rarity.

50 SPIKE (CONT'D)
(stammering)
Oh! Hey... uh... Rarity. Uh...it's
uh... that is... heh... I'm...
uh...
(blurting)
Mustache!

Spike hustles away. Twilight fills in the rest of the story.

51 TWILIGHT
(quite sincerely)
Apparently, there's a new Unicorn
in town who has a lot of magical
powers and...

52 SPIKE
(from behind Twilight)
She's totally bragging that she's
better than everyone else.

53 TWILIGHT
Shhhhh!

ON TRIxie:

Trixie hears this. She walks to the end of her stage nearest
the gang.

54 TRIxie
Well, well, well. It seems we have
some na-a-ay sayers, so to speak,
in the audience. Who is so ignorant
as to challenge the magical ability
of the great and powerful Trixie?
(horn glow, pyrotechnics)
Do they not know that they are in
the presence of the most talented
Unicorn in all of Equestria?

BACK:

55 RARITY
My, my, my... What boasting!

56 TWILIGHT
There's nothing wrong with being
talented is there?

57 APPLE JACK
Nothing at all, 'ceptin' when
someone goes around showin' it off
like a schoolfilly with fancy new
ribbons.

58 RARITY
Just who does she think she is? We
most certainly don't need ponies
around who think they are better
than the rest of us.

59 RAINBOW DASH
'Specially when you got me around
being better than the rest of us.

A look from Apple Jack.

60 RAINBOW DASH (CONT'D)
Er... I mean, yeah! Magic schmagic!

Rainbow rushes the stage and confronts Trixie.

61 RAINBOW DASH
What makes you think you're so
awesome anyways?

ON TRIXIE:

62 TRIXIE
Why, only the great and powerful
Trixie has magic strong enough to
vanquish the DREADED URSA MAJOR!

Her horn glows once more, the pyrotechnics shoot off swirling
in the sky above her to create the image of bear made of
stars.

63 SNIPS/SNAILS
It's true!!!! YES!!!!

She plays off of Snips and Snails excitement and acts out the
dialogue as if she is telling a great tale. As she does, a
simple little star-studded scenario plays above her where the
image of the Ursa is zapped by an image of Trixie. It
actually plays rather crudely, like a poorly animated neon
sign.

64 TRIXIE (CONT'D)
When all hope was lost, the ponies
of Hoofington had no one to turn
to, but The Great and Powerful
Trixie stepped in and with her
awesome magic, vanquished the Ursa
Major and sent it back to its cave
deep within the Ever-Free forest!

65 SNIPS/SNAILS
Sweeeeet!

The two colts suddenly leap onto the stage full of
excitement!

66 SNIPS
That settles it!

67 SNAILS

Trixie truly *is* the most talented
most magical most awesome Unicorn
in Ponyville!

68 SNIPS

NO! IN ALL OF EQUESTRIA!

Trixie smiles triumphantly. Spike can't take it anymore. He calls out...

69 SPIKE

How do you know! You didn't see
it! And besides, Twi---

Twilight takes with fear! With a quick, discreet tilt of her head Twilight magically ZAPS a ZIPPER over Spikes mouth.

70 SPIKE

Mmmmmfff mmmmmff mmmf!!

Trixie gloats, prancing across the stage.

71 TRIXIE

Ha ha ha! It's true my
enthusiastic little admirers!
Trixie is most certainly the best
in Ponyville!

Twilight sees her friends scowling at Trixie.

72 TRIXIE

Don't believe the great and
powerful Trixie? Well then, I
hereby challenge you, Ponyvillians!
Anything you can do, I can do
better!

We pan across the ponies. Applejack and Rainbow are angry, Rarity is disgusted, and Twilight is.... nervous!

73 TRIXIE (V.O.)

Any takers? Anyone? Hmm?? Or is
Twixie destined to be the greatest
equine in all of Ponyville? In all
of Equestria?!??

Pan down. Spike grovels at Twilight's feet. He unzips his mouth.

74 SPIKE

(over the top begging)
Pleeeeeeease!! She's unbearable!
(MORE)

SPIKE (cont'd)
You gotta show her you just gotta-a-
a-a-aaaaahhh!

75 TWILIGHT
(whispering)
Spike I said---

Suddenly Trixie is staring right at her!

76 TRIxie
How about.... You!!!

Zoom truck on Twilight! She gulps.

77 TWILIGHT
<gulp!>

END OF ACT 1

ACT 2

Trixie is staring straight at Twilight.

78 TRIxie
How about it, hmmm? Do you think
you can redeem Ponyville? Is there
anything you can do that Trixie
cannot?

Twilight is nervous. She starts to stammer.

79 TWILIGHT
...I... I...

But we quickly truck out to reveal Applejack beside her.
Trixie was looking at her!

80 TRIxie
Well... little hayseed?

81 APPLE JACK
That's it! I cain't stand no more
of this.

82 SPIKE
You show her, A.J.!

Apple Jack leaps up on stage and approaches Trixie.

83 APPLE JACK
Kin yer magical powers do this?

Apple Jack grabs a lasso rope with her tail and begins to swing it in circles. The circle of the lasso grows and soon is as large as Apple Jack.

84 CROWD
< Oohs and Ahhs>

Trixie just looks on, bored.

Soon Apple Jack is leaping in and out of the twirling lasso. Swinging it around her like a Hula Hoop side to side, up and down.

As a finally, she bull's-eyes an Apple with the lasso from a nearby apple tree plucking it from the branch and sending it sailing through the air and catching it with her mouth.

The crowd goes crazy as Apple Jack confidently chews her apple.

85 APPLE JACK
Top *that*, missy!

86 CROWD
< Cheers>

87 TRIXIE
Oh yee of little talent. Watch and
be amazed at the magic of Trixie!!!

Not to be outdone, Trixie kicks back in a comfortable and most relaxed pose. Her horn glows and suddenly snake charmer music can be heard.

The music and magic from her horn makes the rope "come to life".

88 CROWD
< Oohs and Ahhs>

Trixie magically makes the rope slither and sway. The snake rope dances before Apple Jack's eyes, mesmerizing her.

Soon the rope is twirling and dancing around Apple Jack.

Meanwhile the other end of the rope slithers over to the tree, plucks an apple and tosses it through the air.

Apple Jack is too distracted to notice that the rope that was dancing around her is now coiling around her legs. All in one fell swoop the rope tightens around her legs sending her to the ground, just in time for the apple to wedge itself on Apple Jack's teeth leaving her looking like a holiday feast.

89 TRIXIE & CROWD
< Laughing and Cheers>

90 TRIXIE
 (to the crowd)
Once again the great and powerful
Trixie prevails!

Rainbow Dash marches over to Trixie.

91 RAINBOW DASH (CONT'D)
There's no need to go strutting
around an' showing off like that.

92 TRIXIE
Oh?

93 RAINBOW DASH
That's MY job!

An determined smirk appears on Rainbows face. She rears back and zips off, aiming straight for a windmill. She whips around in its blade, finally slinging herself high into the sky.

She shoots through a cloud leaving a Rainbow Dash shaped hole in it. The momentum causes the cloud to move in front of the sun.

Rainbow Dash does an acrobatic flip up over the cloud and zips straight down through it. A light rain mist sprinkles from it.

Rainbow zips back toward the windmill whipping around in the blade in the opposite direction now. It slings her out at an amazing speed.

She skids to a stop inches from Trixie. Rainbow strikes an awesome pose as the light mist causes an actual rainbow to arc over her head. Awesome.

The crowd claps with delight.

94 CROWD
< More Cheers>

95 RAINBOW DASH
They don't call me Rainbow and Dash
for nothing.

96 TRIXIE
When Trixie is through the only
thing they will call you is LOSER!

Trixie saunters passed Rainbow Dash. She quickly turns, rears back and shoots a bolt of magic into the misting cloud.

The cloud turns a dark shade of Gray and the once light mist turns into a torrential downpour. All of which dumps directly onto Rainbow Dash, drenching her.

Before she can recover (or even get the hair out of her eyes) the cloud magically transforms into a miniature tornado and swoops down to grab Rainbow Dash.

The tornado flies back up into the sky with Rainbow Dash inside. It loops around in a dizzying pattern.

97 RAINBOW DASH
Whooh! Whoooooah! Woahhohhoh!

The tornado lands in the middle of Twilight and the others. After a beat it floats up slightly and transforms back into a cloud, revealing Rainbow Dash spinning around. She slows to a stop. Her chin on the ground and her butt up in the air.

98 RAINBOW DASH
(very quiet & woozy)
I think I'm gonna be sick.

Back on Trixie and the crowd as they enjoy the show.

99 TRIxie
(to the crowd)
Seems like anypony with a 'dash' of
good sense would think twice before
tussling with the Great Trixie.

Rainbow Dash is just getting her self upright (with some help from Applejack) when she is zapped in the hind quarters by a tiny bolt of lightning from Trixie's cloud.

100 RAINBOW DASH
Yipe!

The friends all glare offscreen at Trixie.

101 TRIxie & CROWD
< Laughing and Cheers >

Spike very openly stares at Twilight.

102 SPIKE
What we need is another Unicorn to
challenge her! Someone with some
magic of her own!

Rainbow looks at Spike. She doesn't cue into the fact that he means Twilight specifically. Spike keeps staring at Twilight, jerking his head at her repeatedly, trying to clue the others in.

103 RAINBOW DASH
Yeah! A unicorn to show this
unicorn who's boss!

Applejack joins the group. Again, she does not focus on Twilight although Spike is being really obvious.

104 APPLE JACK
A real unicorn to unicorn tussle!

105 TWILIGHT
(nervous and quiet)
Uh...

Apple Jack, Rainbow Dash and Spike all look over to Rarity as she speaks up from out of nowhere.

106 RARITY
Enough! Enough all of you! I take
your hint. But Rarity is above such
nonsense. Rainbow Dash and
Applejack may behave like ruffians
but Rarity conducts herself with
beauty and grace.

107 TRIxie
What's the matter? Afraid you'll
get a hair out of place in that
rat's nest you call a mane?

Rarity's eyes pop open. She is incensed!

108 RARITY
Oh. It. Is. On.

Rarity circles Trixie, sizing her up.

109 RARITY
You might think you're tough, with
all of your so called powers. But
there's more to magic than your
brutish ways. A unicorn needs to be
more than just muscle. A unicorn
needs to have STYLE!

Rarity's horn begins to glow. Trixie's curtains fly off her stage and wrap around Rarity, ultimately turning into an elegant pony gown! To finish, her hair coils itself up into a mind bendingly wonderful hair-do.

The crowd loves it.

110 CROWD
<in awe at the beauty>

Rarity confidently struts around Trixie showing it off.

111 RARITY
A unicorn's not a unicorn without
grace and beauty!

Trixie gets an evil smirk.

ON TWILIGHT AND THE GANG:

Spike proudly boasts about his crush.

112 SPIKE
Rarity won't let Trixie get the
best of her! She's strong. She's
beautiful she's---

113 CROWD
<Gasp>

Rarity comes running up to the group. We see their fallen faces but don't see her.

114 RARITY
Quick! I need a mirror!!! Get me a
mirror! What did she do to my hair?
I know she did something terrible
to my hair.

115 TWILIGHT
Nothing.

116 RAINBOW DASH
It's fine!

117 APPLE JACK
It's gorgeous!

118 SPIKE
It's green.

They all shoot a look to Spike. Widen to reveal a green rat's nest on top of Rarity's head.

119 SPIKE (CONT'D)
What?

A local BARBER PONY pulls out a mirror for her. Rarity looks in.

120 RARITY
Gasp!!! No! Green hair? Not green hair!

Rarity runs off. She passes a Pony with green hair on her way.

121 RARITY (CONT'D)
Such an awful, awful color!
Nooooooooo..

122 GREEN HAIREP PONY
(turning up its nose)
Well! I never!

Spike turns to Twilight. He calls her out in front of Applejack and Rainbow Dash.

123 SPIKE
Well, Twilight. I guess it's up to you.

Twilight looks around nervously.

124 SPIKE (CONT'D)
C'mon! Show her what you're made of!

125 TWILIGHT
What do you mean? I-I'm nothing special.

126 SPIKE (CONT'D)
Yes you are! You're better than her!

127 TWILIGHT
I'm not better than anyone!

Trixie picks up on this conversation and quickly makes her way over to Twilight.

128 TRIXIE
You think you're better than The Great and Powerful Trixie? You think you have more magical talent?
(MORE)

TRIXIE (cont'd)
Come on. Show Trixie what you've
got. Show us ALL.

Twilight looks to Spike. She looks to her friends. They all
look back at her awaiting her answer.

129 TWILIGHT
Who? Me? I'm just your run of the
mill citizen of Ponyville. No
powerful magic here.
(making an excuse)
I, uh... I think I hear my laundry
calling. Sorry! gotta go!

Twilight zips off. Spike stares in disbelief.

130 SPIKE
Twilight?

ON TRIXIE

131 TRIXIE
Once again the Great and Powerful
Trixie has proven herself to be the
most amazing Unicorn in all of
Equestria? Was there ever any
doubt?

Off Spike's angry look we...

DISSOLVE TO:

EXT. PONYVILLE TOWN SQUARE - EVENING

Trixie sits outside her wagon trailer. Snips and Snails rush
up.

132 SNAILS
Here's the Oat Smoothie you asked
for. With extra hay, just how you
like it.

133 SNIPS
Hayyyyy.

Trixie takes the drink. The boys stare at her in awe.

134 TRIXIE
Yes?

135 SNIPS
Tell us another story, Great and
Powerful Trixie.

136 SNAILS
Yeah! Tell us about how you
vanquished the Ursa Major!!!

137 TRIxie
Trixie is far to exhausted from
performing feats beyond
imagination. Be gone with you until
morning.

The boys bow and back away from Trixie as if she were
royalty.

138 SNAILS
Of course Great and Powerful
Trixie.

139 SNIPS
Anything you say. We are at your
beck and call.

As they turn the corner they run into Spike. He gives them a
look.

140 SPIKE
What are you two doing.

141 SNIPS
Just bringing the G and P T...

142 SPIKE
The what?

143 SNIPS
The Great and Powerful Trixie.

144 SPIKE
Sheesh!

145 SNIPS
Just bringing her a smoothie.

146 SPIKE
How can you fall for her lameness.
She's just a show-off. All pomp and
no circumstance, unlike Twilight
who--

147 SNAILS
(interrupting)
The great and powerful Trixie
vanquished an Ursa Major! Can your
Twilight claim that?

148 SPIKE
Oh really? Were you guys actually
there??

149 SNAILS
No, but...

150 SPIKE
But nothing. The proof is in the
pudding!

151 SNIPS
Ooo! I like pudding.

152 SPIKE
Look, Unless an Ursa Major comes
waltzing up the street for Trixie
to vanquish I am not going to
believe a word she says and neither
should you.

153 SNAILS
An Ursa walking up the street?
(idea!)
Snips, you thinking what I'm
thinking?

154 SNIPS
Why is it they call it a flea
market when they really don't sell
fleas?

155 SNAILS
(a beat, then)
Come on!

The two run off leaving Spike to just shake his head.

DISSOLVE TO:

INT. TWILIGHT'S HOUSE - EVENING

The same layout with Spike shaking his head in the same exact
manner. Widen to reveal Twilight who sits at her window
before an open book.

156 TWILIGHT
Didn't you see how they hated
Trixie's bragging, Spike? If I go
out there and show off my magic, I
run the risk of losing them as
friends.

157 SPIKE
It's not the same thing, Twilight.

158 TWILIGHT
Yes it is! It's *exactly* the same!

Spike zips over to the easel with the hashmarks. He points at it.

159 SPIKE (CONT'D)
Come on, Twilight! Any one of these tricks, even the teeniest, would be enough to show up Trixie.

160 TWILIGHT
I'm not showing off my magic anymore.

Trying to stop Spike, Twilight ZAPS him into a LARGE GIFTWRAPPED BOX complete with a LONG SILKY BOW.

161 SPIKE
(from inside the box)
SEE???

Spike bursts through the box.

162 SPIKE (CONT'D)
That's the kind of stuff I'm talking about!!! Now show them!

163 TWILIGHT
I don't want to chance it.

Twilight zaps Spike inside of GIANT HAMSTER BALL.

Spike rolls around the room like a Hamster. He runs into a wall and breaks through it. He continues as if that didn't happen.

164 SPIKE
I've seen you do it and I'm still your friend.

165 TWILIGHT
I don't want to be seen as a bragger like Trixie!

Twilight makes a DOORWAY complete with a CLOSED DOOR appear. Spike kicks the door open.

166 SPIKE
But you're the BEST!

This time no magic, but real exasperation.

167 TWILIGHT
PLEASE! Spike! I said no!

Spike finally gets it.

168 SPIKE
If that's the way you want to be,
then fine!

Spike stomps through the doorway and slams it shut. He realizes it's the door that Twilight made. A beat then, he storms out the real front door and slams it shut.

Sad and conflicted, Twilight bows her head and sighs.

DISSOLVE TO:

EXT. EVER-FREE FOREST - NIGHT

We follow Snips and Snails as they trek through the forest. After a beat or two they come upon a giant cave opening. The interior is black as coal.

They both look at each with a slight bit of fear and enter.

INT. CAVE - NIGHT

It is pitch black inside the cave. All we see are Snips' and Snails' eyes.

169 SNIPS
How are we going to find an Ursa
Major when I can't even see my own
hoof in front of my face?

170 SNAILS
Hold on.

We're hear a GRUNTY struggle noise from Snails. With each grunt a tiny amount of light appears on his horn (think Lumos Wand Spell from Harry Potter).

Grunt. Little light.

Grunt. Little light.

Grunt!!! Finally, Snips' magic works and his horn glows, luminating the entire cave.

171 SNIPS
That's better.

They immediately see that they are standing before the face of a SLEEPING URSA (a giant bear-like creature)! PULL WIDE to REVEAL just how big this thing is.

172 SNIPS/SNAILS
Ahhhhhhhhhhhhhhhh!!!!!!!

The Ursa's eyes pop wide open. It bolts upright before the boys. The look up, up, up... finally reaching its face.

Snips screams. Snails Screams. Ursa screams.

173 SNIPS
Ahhhhhhhhhhhhhhhhhhhhhhhhhh!!!

174 SNAILS
Ahhhhhhhhhhhhhhhhhhhhhhhhhh!!!

175 URSA
Ahhhhhhhhhhhhhhhhhhhhhhhhhh!!!

The two hightail it out of the cave with Ursa angrily following behind.

END OF ACT 2

ACT 3

EXT. PONYVILLE STREET - NIGHT

Spike sadly walks along the edge of town as Snips and Snails burst from the forest.

176 SPIKE
Hey guys where are you--

177 SNIPS
Can't talk now!

178 SNAILS
Gotta MAJOR problem...

179 SNIPS
Ursa Major to be exact.

Spike looks confused for a moment and then sees the reason for their hasty departure.

Ursa bursts from the forest ROARING as it goes. Snips and Snails run off.

180 SNIPS/SNAILS
Trixie!!!!

181 SPIKE
Twilight!!!!

Spike runs back in the direction he just came.

EXT. TRIXIE'S WAGON TRAILER - MOMENTS LATER

Snips and Snails rush up to the door of Trixie's trailer and pound on it.

182 SNIPS
Trixie! You've gotta help!

183 SNAILS
Trixie! Come out! Trixie!!!!

Trixie groggily pokes her head out of the upper half of the dutch door. She's still sipping her smoothie from earlier.

184 TRIXIE
Trixie thought she said The Great and Powerful Trixie did not want to be disturbed.

185 SNIPS
We've got a tiny little problem.

186 SNAILS
Actually...it's a big one.

187 TRIXIE
What is so important that you cannot wait until morning to disturb Trixie?

Trixie takes another sip of her smoothie. Just the then rampaging Ursa rounds the bend. Trixie's eyes go wide as saucers and she SPIT TAKES.

Howling and growling. He's heading straight toward Trixie's trailer.

Trixie busts through her door and pushes past Snips and Snails who fall to the ground.

188 TRIXIE (CONT'D)
WAAAAAAAAHHHHHHHHHHHHHHH!!!!!!!

Snips and Snails scramble out of the way just as the Ursa steps down on the trailer, crushing it. Pyrotechnics burst from the crushed wagon like fireworks only serving to anger the Ursa even more.

CUT TO:

INT. TWILIGHT'S HOUSE - NIGHT

Spike bursts through Twilight's door. Twilight is in her BAY WINDOW still reading the same book.

189 SPIKE
Twilight! You've gotta come! Quick!

190 TWILIGHT
I've already told you, Spike I don't want to show up Trixie.

191 SPIKE
No! You don't understand, it's--

We hear the loud ROAR of the Ursa in the distance.

192 TWILIGHT
Uh... is that what I think it is?

193 SPIKE
Majorly.

They both rush from her house.

CUT TO:

EXT. PONYVILLE TOWN SQUARE - NIGHT

The boys and Trixie are now cornered by the Ursa. As it closes in, the boys implore Trixie.

194 SNAILS
Great and Powerful Trixie! You've got to vanquish the Ursa!

195 SNIPS
Yes! Vanquish. So we can watch!

196 SNAILS

It took a lot of trouble to get
that thing here...

197 TRIXIE

Wait... YOU brought this here?? Are
you out of your little pony minds??

198 SNIPS

But you're the great and powerful
Trixie!

199 SNAILS

Remember, you defeated an Ursa
Major!

200 SNIPS

When all hope was lost, the ponies
of Hoofington had no one to turn
to, but The Great and Powerful
Trixie stepped in and with her
awesome magic, vanquished the Ursa
Major and sent it back to its cave
deep within the Ever-Free forest!

201 TRIXIE

Geez. What did you do? Take notes?

202 SNIPS

Yep!

Snips produces a small notebook. They turn a corner only to
find themselves at a dead end, the Ursa is still upon them!

203 TRIXIE

Uhhh. Ok. Gulp. Stand back.

Trixie bows her head and the magic of her horn commences.

A piece of rope uncoils and slithers, snake like over toward
the Ursa.

TIGHT ON the rope as it coils around an unrecognizable part
of the Ursa. It pulls tight.

204 TRIXIE

Piece of cake.

TRUCK OUT to REVEAL the rope is so small that it is only
wrapped around two of the Ursa's fingers.

The Ursa looks at the rope and spreads its fingers easily
snapping it.

The Ursa ROARS in response. Trixie's face sags. Uh oh.

205 SNIPS
Come on Trixie...

206 SNAILS
Stop goofing around and vanquish
it!

207 TRIxie
Gulp!

Trixie bows her head again. And again her horn glows.

CLOSE ON dark and ominous storm clouds being drawn together.
They rumble and rage with electricity. PULL WIDE to REVEAL:

The clouds are tiny in comparison to the giant Ursa.

208 SNAILS
(bummed)
Well, that was a dud.

209 SNIPS
(also bummed)
Come on! Where's all the cool
explosions and smoke and stuff like
earlier?

A tiny bolt of lightning, a static shock in comparison, zaps
the Ursa in the backside. It's eyes grow wide.

210 TRIxie
(sotto)
Uh oh.

This only serves to make the Ursa more irate. It roars a
beastly roar and bounds toward Trixie, Snips and Snails.

211 TRIxie, SNIPS AND SNAILS
AAAAHHHHHHHHHHHHH!

They run.

Just then, Twilight and Spike round the bend.

Meanwhile, the commotion from the Ursa has brought out all of
the local towns-ponies. They are all shocked and frightened
to see an Ursa in their village.

Twilight rushes over to Trixie, Snips and Snails.

212 TWILIGHT
What's going on???

213 SNIPS
We brought an Ursa to town.

214 TWILIGHT
You what???

215 SNAILS
Don't worry, the great and powerful
Trixie will vanquish it.

216 TRIXIE
I can't.

217 SNIPS/SNAILS
What?

218 TRIXIE
I can't! I never have! I made the
whole story up to make me look
better!

219 SNAILS
Then this is where we...

220 SNIPS
RUUUNNNNN!!!!!!

Snips and Snails run off and duck behind the leg of a water tower.

Apple Jack, Rainbow Dash and Rarity show up. They are agape.

Twilight looks at her friends for a beat. She hesitates only briefly and then acts.

221 TWILIGHT
Okay. Stand back.

Twilight leaps into action rushing over to the Ursa. She bows her head and readies herself. Her eyes closed tight in concentration her horn begins to glow in a way we have yet to see.

Her friends are taken aback by this.

Twilight's magic fills the air. First, a gentle breeze magically blows across some broken reeds in a nearby pond. The wind hits each one in a way to make a melody.

The Ursa stops its tantrum and calmly turns toward the direction of the lullaby. The sweet music calms the beast. It's eyes start to droop.

222 SPIKE
(sotto, approving)
Nice use of number 16

Twilight continues her concentration. Her magic lifts up a water tower (the kind with the pointed top), removes the top and tips the container, pouring out the water (and drenching Snips and Snails in their hiding place).

She guides the tower through a barn filled with cows. As it passes through the barn we only hear the surprised cows as they MOO.

223 COWS
Moo!/ Moo!/ Mooooo!/ Oh golly
dont'chah know!

The container emerges from the barn, now full of milk and the top is gently put back in place.

224 SPIKE
That's new.

Meanwhile, the lullaby is putting the Ursa to sleep. It wavers and begins to fall over. It is just about to land on Trixie when a big burst of magic stops it.

Trixie looks up to see the giant Ursa floating just inches above her.

The milk container carefully inserts into the Ursa's mouth like a giant baby bottle. The Ursa cheerfully sucks on it as it drifts off to sleep.

Twilight musters even more of her ability, floating the Ursa carefully over the heads of the awed onlookers, over Trixie's head and out of town...

EXT. EVER-FREE FOREST - NIGHT

The Ursa floats through the forest and gently back into its cave.

EXT. PONYVILLE - NIGHT

Twilight, exhausted from this feat, nearly collapses. Her horn goes dark. She breathes heavy.

225 CROWD
<Wild Cheers>

226 SPIKE
That was amazing!

Twilight looks around at all of her friends. She is clearly worried about their response to this.

227 RAINBOW DASH
Unbelievable!

228 RARITY
My stars!

229 APPLE JACK
Heavens to Betsy! We knew you had ability but not THAT much!

230 TWILIGHT
(addressing her friends)
I'm sorry, I wasn't trying to show off, honest! Please, please don't hate me!

231 APPLE JACK/RAINBOW DASH
HATE YOU???!!!

232 RARITY
Why what ever do you mean darling?

233 TWILIGHT
Well, I know how much you all hated Trixie's showing off with *her* magic tricks and I just thought...

234 RAINBOW DASH
Whoa whoa whoa! Magic's got nothing to do with it. Trixie is just a loud mouth.

235 RARITY
Most unpleasant.

236 APPLE JACK
All hat and no cattle.

237 TWILIGHT
So you don't mind my magic tricks?

238 APPLE JACK
Your magic is a part of who you are, sugarcube.
(MORE)

APPLE JACK (cont'd)
And we like who you are. We're
proud to have such a powerful,
talented unicorn as our friend.

239 RAINBOW DASH
And after whoopin' that Ursa's hind
quarters we're even prouder!

240 TWILIGHT
You are????

All the pony friends nod in agreement and share a warm smile.
Spike breaks it up.

241 SPIKE
Wow Twilight!!! How did you know
what to do with that Ursa Major?

242 TWILIGHT
That wasn't an Ursa Major. It was
an Ursa *Minor*. A baby.

Trixie breaks through the crowd. Her cape and cap are
disheveled from her ordeal. She's a mess.

243 TRIXIE
THAT was just a baby?

244 TWILIGHT
And it wasn't rampaging it was just
cranky because
(directed toward Snips and
Snails)
SOMEONE woke it up.

Snips and Snails hang their heads in shame.

245 SPIKE
Well, if THAT was an Ursa Minor,
then what's an Ursa Major like.

Off a look from Twilight we...

FLASH TO:

INT. URSA CAVE - CONTINUOUS

The URSA MINOR sleeps soundly just where Twilight's magic
left it.

TRUCK WAY OUT to REVEAL that the Ursa Minor, tiny by comparison, is nestled in the very large, loving arms of it's mother, an URSA MAJOR. She tenderly looks at her baby as we...

FLASH BACK TO:

EXT. PONYVILLE TOWN SQUARE

Back to the group.

246 TWILIGHT
You don't want to know.

247 TRIxie
Ha! You may have vanquished an Ursa MINOR, but you will never have the amazing, show-stopping ability of the Great and Powerful TRIxie!

A big poof of smoke and pyrotechnics. As the smoke clears, Trixie can clearly be seen galloping away in the distance.

248 RAINBOW DASH
Why that little---

Rainbow starts to go after her, but Twilight stops her.

249 TWILIGHT
Just let her go. Maybe some day she'll learn her lesson.

Twilight turns to Snips and Snails. Their heads hang low.

250 TWILIGHT
Now about you two...

251 SNIPS
We're sorry we woke the Ursa Minor.

252 SNAILS
We just wanted to see some awesome magic!

253 SNIPS
And the way you vanquished the Ursa Minor was awesome!

They both get excited for a moment but as they see Twilight's scowl they hang their heads again.

254 SNAILS

We deserve whatever punishment you
give us.

255 TWILIGHT

For starters, you can clean up this
mess and... What do you think,
Spike? Should I give them Number
Twenty Five?

256 SPIKE

Oh! Twenty Five. Yes. And I think I
deserve it too!

The boys look at Spike like he's crazy.

257 TWILIGHT

I think you're right.

Twilight bows her head and points her HORN at Spike and the
two young Unicorns. Their eyes grow wide in uncertain
expectation of their punishment.

Twilight bestows all three boys with mustaches.

258 SNIPS/SNAILS/SPIKE

Sweeeeet!

FADE OUT.

FADE IN ON:

INT. TWILIGHT'S HOUSE - DAY

CLOSE-UP of a piece of parchment. A Quill writes what we hear
Twilight saying.

259 TWILIGHT (O.S.)

Dear Princess Celestia. I have
learned a very valuable lesson
about friendship.

PULL WIDE to REVEAL Twilight using her magic to make the
quill write the letter.

260 TWILIGHT

I was so afraid of being thought a
show off that I was hiding a part
of who I am. My friends helped me
realize that it's okay to be proud
of your talents.

(MORE)

TWILIGHT (cont'd)
Celebrating your abilities is not
the same thing as bragging about
them. And it makes your friends
happy to celebrate with you.

Spike enters as the letter is finished.

261 SPIKE
So you finally admit that you are
the most talented Unicorn in all of
Ponyville?

262 TWILIGHT
(with slight modesty and a
wink)
Well... yeah... but it's nothing to
brag about.

Spike gives Twilight a smile and a nod.

263 TWILIGHT (CONT'D)
(pointing at Spike's
mustache)
So uh... how did it go with Rarity?

264 SPIKE
Awww. She didn't go for the
mustache.

265 TWILIGHT
Ya know Spike, that mustache has
nothing to do with who you really
are. Maybe you should just try
being yourself.

266 SPIKE
(a beat, then)
Or... MAYBE the mustache wasn't
enough... maybe if I had a mustache
AND a beard...

267 TWILIGHT
Not this again!

268 SPIKE
What? Aw, come on! You're Twilight
remember? This stuff is easy for
you!

269 TWILIGHT
Sure I could do it. Easy. But I
won't.

DISSOLVE TO:

EXT. TWILIGHT'S HOUSE - CONTINUOUS

Twilight and Spike have a friendly "argument" as we GENTLY
PULL BACK from the LIBRARY TREE-HOUSE.

270 SPIKE
Imagine me with a nice long
Fumanchu? Maybe a goatee? Ooo! No!
A soul patch!

271 TWILIGHT
I'm not listening...

272 SPIKE
Come on! Pleeese????

FADE TO BLACK.

273 **THE END**