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MY LITTLE PONY

"Seeds of Chaos - Part 1"

Ep 027

Written by

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## TEASER

### EXT. CANTERLOT, SCULPTURE GARDEN - DAY

CHEERILEE leads a group of schoolponies on a tour through a serene sculpture garden surrounding a HEDGE LABYRINTH. Among them are SWEETIE BELLE, SCOOTALOO, APPLE BLOOM, TWIST, TIARA, SILVER SPOON, SNIPS, and SNAILS.

1        DIAMOND TIARA  
Um, when do we get to see the castle?

2        CHEERILEE  
Soon, Diamond Tiara. I wanted us to start our field trip here in the world-famous Canterlot sculpture garden!

3        DIAMOND TIARA  
World-famous? It's just a bunch of, like, rocks.

They pass several sculptures of ponies in different, dramatic poses that broadly illustrate specific concepts.

4        CHEERILEE  
You have to look at what the sculpture represents. This one represents Friendship. That one over there represents Victory, and this one is.... Love.

We linger on the Love statue, panning down to the Crusaders looking up at it from it's base. With them is Twist, who is particularly googly-eyed.

5        TWIST  
\*sigh\*

6        APPLE BLOOM  
What's up with you, Twist? You've been acting really weird.

7        TWIST  
I can't help it, guyth. He'th just tho... beautiful...

Zip pan to reveal... SNAILS, just finishing a cupcake, frosting smeared across his face.

8        SCOOTALOO  
*Snails?! Beautiful?!*

Twist twirls around and dances, caught up in emotion.

9 TWIST  
Maybe it's being in Canterlot or  
maybe it's all this talk about  
love. I dunno, look at him...

He dopedily eats leaves from the hedges and chews like a cow as  
Twist describes him...

10 TWIST (V.O.) (CONT'D)  
...he's thophistocated... and...  
worldly...

11 SWEETIE BELLE  
Tee hee! You should go talk to him.

12 TWIST  
I could never do that, what if--

ZIP! Just like that, she's cozied up to the oblivious  
Snails, a hoof wrapped around his front leg.

13 SNAILS  
(confused)  
Uh... hi?

14 TWIST  
Wanna go back and look at that Love  
statue with me, Thnails?

15 SNAILS  
Huh?

Meanwhile, some of the classmates have gathered around to  
watch the uncomfortableness.

16 SNIPS  
Go on, loverboy, the statue's right  
over there!

17 CLASSMATES  
<mocking laughter>

18 CHEERILEE  
Come on, now, class, we've still  
got a lot more to see.

Snails blushes as Cheerilee leads the class to the next  
statue. Twist chases after him, still trying to snuggle.

19 CHEERILEE (CONT'D)  
Now this is a really interesting  
statue. It represents Discord.

The statue depicts a HIDEOUS CREATURE with the head of a pony  
and a body comprised of various animal parts. The creature  
clutches his stomach, head thrown back in laughter.

20 DIAMOND TIARA  
Ga-ross!

21 TWIST  
It'th not ath good ath Love, ith  
it, Snailth?

22 CLASSMATES  
<giggles>

23 APPLE BLOOM  
This statue's a total mess. He's  
got one eagle claw, one lion paw, a  
snake tail... none of it makes any  
sense!

We push in slow and ominously on the freaky sculpture.

24 CHEERILEE  
That's right! This creature is  
called a *draconequus*. He has the  
head of a pony and a body made up  
of all sorts of things. "Discord"  
means chaos, a lack of harmony  
between ponies.

Twist nuzzles Snails.

25 TWIST  
(earnestly)  
There will never be dithharmony  
between uth, Snailth.

26 SNAILS (O.S.)  
Miss Cheerilee, is there a sculpture  
that's the opposite of Love?

As the <GIGGLING> class moves on, we stay on the grotesque  
statue for a beat. Then, suddenly, a fissure <SPLITS> into  
the stone! Faint, ominous <LAUGHTER> comes from some unknown  
source...

## MAIN TITLES

## ACT I

**EXT. CLOUDS ABOVE PONYVILLE - DAY**

27 RAINBOW DASH  
Come back here, you!

RAINBOW DASH zips through the air. She's in hot pursuit of... a *cloud*?

28 RAINBOW DASH (CONT'D)  
Gotcha!

She tackles the cloud. It sticks to her like spiderwebs.

29 RAINBOW DASH (CONT'D)  
Ew, what is this? This cloud is made of...

She sticks out her tongue and tastes it.

30 RAINBOW DASH (CONT'D)  
... cotton candy?!

Meanwhile, other pink and blue cotton candy clouds zip through the air.

31 RAINBOW DASH (CONT'D)  
Hey! I didn't tell you to go anywhere!

She tries to grab a passing cloud, but the sticky sugar is all over her. A massive <THUNDERCLAP> echoes, and the cotton candy clouds start to heave like they're going to explode.

32 RAINBOW DASH (CONT'D)  
Wait a second, it's not supposed to rain until tomorrow! You can't just--

<SHLOOSH>! Thick brown liquid starts to pour from the bloated cotton candy clouds.

33 RAINBOW DASH (CONT'D)  
<sigh>

**EXT. SWEET APPLE ACRES - CONTINUOUS**

Ears of corn have started erupting with popcorn! APPLEJACK, wearing a rain slicker, races around the expanding pile of kernels, furiously shoveling popcorn like a dog digging in the dirt.

34 APPLEJACK

Rainbow Dash, what's going on with  
this rain? I mean, chocolate milk!  
I mean, CHOCOLATE MILK RAIN!!

35 RAINBOW DASH

There's crazy weather all over  
Equestria! Cloudsdale's getting  
soaked by a major cola storm right  
now! But don't worry, I'm not  
leaving you 'til I get control of  
Ponyville!

36 APPLEJACK

We sure are lucky to have a loyal  
friend like URP--!

A deluge of popcorn shoots into her mouth. Meanwhile, PINKIE  
PIE twirls past like Gene Kelly, mouth open to the heavens.

37 PINKIE PIE

Why would you want to stop this?  
Weather's never tasted so good!

Buried in popcorn, Applejack pops her head out.

RARITY walks up to her, dressed in her most stylish rain  
apparel and protected by a jewel-encrusted parasol.

38 RARITY

I heard about your troubles,  
Applejack, and came to see if their  
was anything I could do... without  
getting wet... or dirty ... or out  
from under my umbrella.

Before Applejack can respond she notices even more craziness,  
this time in her apple trees.

39 APPLEJACK

Fluttershy, DO SOMETHING!

The apples have ballooned to the size of beach balls, and  
ANGEL and his WOODLAND FRIENDS are chowing down like locusts!  
FLUTTERSHY, soaked with chocolate milk, tries in vain to stop  
them.

40 FLUTTERSHY

(soothingly)

Now Angel, you really shouldn't--

Two RACCOONS run in and look at her mischievously.

41 FLUTTERSHY (CONT'D)  
You two, what are you...

They TEAR OFF THEIR MASKS!

42 FLUTTERSHY (CONT'D)  
(hyperventilating)  
No! It's not possible... I must be  
seeing things!!

Two RABBITS' long legs morph to giraffe-like proportions.  
They happily devour the highest apples on the trees.

43 FLUTTERSHY (CONT'D)  
Ohhohh... I'm not well! Where's a  
fainting couch when you need one?!

Applejack's voice comes from a huge mound of popcorn.

44 APPLEJACK (O.S.)  
You aren't seeing things  
Fluttershy, and that's the truth.  
Now fight back against them  
critters!

45 FLUTTERSHY  
I am fighting! I'm killing them  
with kindness!  
(alt)  
I am fighting! With random acts of  
kindness!

46 TWILIGHT SPARKLE (O.S.)  
Don't worry, everyone!

TWILIGHT SPARKLE and SPIKE have arrived to save the day!

47 TWILIGHT SPARKLE (CONT'D)  
I've learned a new spell that'll  
fix everything!

48 RAINBOW DASH  
(tangled in sticky clouds)  
Hurry! We could use a little magic  
right now!

Twilight concentrates, her horn glowing pink. Finally a  
sparkly stream of MAGIC shoots out, washing over the  
disobeying animals, crops-gone-wild, and weird weather.

The magic sparkles clear like smoke, leaving behind...

The exact same chaos!

49 RAINBOW DASH (CONT'D)  
You know that '**little** magic' is  
just an expression, right?

50 TWILIGHT SPARKLE  
(to Spike)  
My fail-safe spell... failed! What  
do we do?!

51 SPIKE  
Um... Give up?

Rarity comes into the scene.

52 RARITY  
Spike! Twilight will come up with  
something.

She places her umbrella over Twilight's head.

53 RARITY (CONT'D)  
If we're just generous enough to  
give her a moment to think.

Twilight takes that moment to think and gets a determined  
look in her eyes.

54 TWILIGHT SPARKLE  
Time for Plan B.  
(to Rainbow Dash)  
Rainbow! Can you corral all those  
clouds in one corner of the sky?

Rainbow salutes.

55 RAINBOW DASH  
You bet I can!

The camera pans with Rainbow as she chases down the clouds.  
She uses her speed and acrobatic ability to gather them all  
into one place and flies in a tight circle to keep them  
there. Pinkie stands below the concentrated chocolate shower  
with her mouth wide open.

Twilight turns to Applejack.

56 TWILIGHT SPARKLE  
Applejack, I need you to bring  
those high-strung storm clouds down  
to earth.

Applejack breaks out her lasso.

57 APPLEJACK  
With pleasure!

Cut up to the clouds as AJ's lasso comes up into scene and tightens around the clouds, cutting off the chocolate rain. Pinkie keeps her mouth open for a beat before discovering she's been cutoff.

58 PINKIE PIE  
Hey!! Wha' happened?!?

As Applejack reels in the clouds, Twilight whispers in Fluttershy's ear. She nods with understanding.

59 FLUTTERSHY  
(calling out)  
Oh dear! I hope that none of the animals see these delicious, chocolate-filled, cotton candy clouds! I'd hate to have to share them!

Widen to reveal Pinkie with her head buried in the middle of the clouds which AJ has brought down and tied to a post.

60 PINKIE PIE  
You and me both, sister!

But the animals do hear. Angel leads his mutant gang over to the captured clouds and they start eating, just as Twilight had planned. Pinkie suddenly flies out from behind the crowd of animals like she's been tossed--- which she has.

61 PINKIE PIE (CONT'D)  
Hey!

62 APPLEJACK  
And when y'all are done with that, feel free to have some popcorn for dessert.

AJ sidles up to Twilight and Spike. RD and Fluttershy also join them. All are relieved. Pinkie comes in too but she looks back at the animals resentfully.

63 TWILIGHT SPARKLE  
Y'see Spike, you should never give up. There's nothing we can't overcome if we all work together!

But Spike doesn't answer. He clutches his stomach like he's going to be sick. Then... <FOOMP>! He belches up a flame and a scroll. Twilight reads it, and her eyes go wide.

64 TWILIGHT SPARKLE (CONT'D)  
Come on, girls! Princess Celestia  
wants to see us all in Canterlot  
immediately!

DISSOLVE TO:

**INT. CANTERLOT, CELESTIA'S THRONE ROOM - DAY**

The ponies enter the main hall where PRINCESS CELESTIA waits,  
a worried look on her face. Twilight steps forward.

65 TWILIGHT SPARKLE  
Princess Celestia, we came as fast  
as we could.

66 PRINCESS CELESTIA  
Thank you, Twilight. Thank you  
all.

67 TWILIGHT SPARKLE  
Is this about the weather? And the  
animals' weird behavior? What's  
happening out there? Why isn't my  
magic working? Is there--

The Princess raises her hoof. She takes a deep breath.

68 PRINCESS CELESTIA  
Follow me.

**INT. CELESTIA'S PALACE, CATHEDRAL OF HARMONY - CONTINUOUS**

The Princess ushers the ponies into a majestic hallway full  
of STAINED-GLASS WINDOWS. Light pours in, giving the hallway  
a magical, multicolored glow. They're awestruck.

69 PRINCESS CELESTIA  
I've called you here for a matter  
of great importance...

The Princess stops and faces them. As she speaks, Fluttershy  
notices a striking patch of glowing red sunlight on the  
floor.

70 PRINCESS CELESTIA (CONT'D)  
It seems an old foe of mine,  
someone I thought I had defeated  
long ago, has returned. His  
name...

Fluttershy follows the ray of light to its source: a stained glass depiction of a hideous red creature.

71 PRINCESS CELESTIA (CONT'D)  
... is **Discord**.

72 FLUTTERSHY  
AAAH!!

She leaps behind Twilight. The stained glass draconequus, similar to the statue in the Teaser, clutches his stomach, laughing heartily amidst a dark, chaotic world.

73 PRINCESS CELESTIA  
Discord is the mischievous spirit of disharmony. Before my sister and I stood up to him, he ruled Equestria in an eternal state of unrest and unhappiness.

The next window depicts Celestia and LUNA battling Discord.

74 PRINCESS CELESTIA (CONT'D)  
Luna and I saw how miserable life was for Earth ponies, Pegasi, and Unicorns alike. We combined our powers and rose up against him, turning him to stone.

75 RAINBOW DASH  
All right, Princess!

The Princess allows herself a smile as she takes them to the next window. It depicts happy Equestrians standing around the six multi-colored ELEMENTS OF HARMONY.

76 PRINCESS CELESTIA  
As the turmoil of Discord's reign started to fade, something happened in Equestria that hadn't been seen before: friendships began to bloom. The power of friendship was so strong that it caused six beautiful stones to appear. The Elements of Harmony were born!

She turns and leads them towards a vault-like structure.

77 PRINCESS CELESTIA (CONT'D)  
This is the Cathedral of Harmony, where the Elements are kept since you recovered them.

Arched ceilings and stained glass surround an immense vault in the middle of the room. The Princess stands before it dramatically. We truck in as she declares...

78 PRINCESS CELESTIA (CONT'D)  
I need you to wield the Elements of  
Harmony once again and stop Discord  
before he thrusts all of Equestria  
into eternal chaos.

The ponies just stare back, mouths hanging open in shock.

79 TWILIGHT SPARKLE  
But why us? Why don't you---

80 PINKIE PIE (O.S.)  
Hey, look! We're famous!

Pinkie Pie is looking at another window, which depicts the scene of the ponies using the Elements to defeat NIGHT MARE MOON (from the pilot episode).

CLOSE ON each stained glass pony with her Element.

81 PRINCESS CELESTIA  
You six showed the full potential  
of the Elements by harnessing the  
magic of your friendship to beat a  
powerful foe. I know you can do it  
again.

The ponies look to Twilight with uncertainty. Her face steels with determination. She steps confidently forward as <HEROIC MUSIC> starts to swell.

82 TWILIGHT SPARKLE  
Princess Celestia, you can count on--

83 PINKIE PIE  
Hold on a second!

<RECORD SCRATCH>! Everypony looks at Pinkie Pie.

84 PINKIE PIE (CONT'D)  
Let's just think this through for a  
minute, ok? Eternal chaos comes  
with chocolate rain, you guys.  
CHOCOLATE RAIN!!

85 TWILIGHT SPARKLE  
Don't listen to her, Princess.  
We'd be honored to use the Elements  
of Harmony again.

Using her magic, the Princess opens a variety of locks. The massive vault doors open, and the Princess removes a beautiful jewel-encrusted case.

86 RARITY  
Whoa... you can keep the Elements,  
I'll take that case!

87 PRINCESS CELESTIA  
Have no fear, ponies. I have total  
confidence that you will be able to  
defeat Discord... with these.

She lifts the case's lid. Everypony <GASPS>! It's empty!  
The Elements are missing!

88 PINKIE PIE  
Oh well. If anyone needs me, I'll  
be outside in the chocolate puddles  
with a giant swizzle straw.

## END OF ACT I

## ACT II

### INT. CELESTIA'S PALACE, HALLWAY - DAY

Celestia and the ponies emerge back into the hallway.

89 TWILIGHT SPARKLE  
The Elements! They're gone!

90 PRINCESS CELESTIA  
That chamber is protected by a  
powerful spell that only I can  
break! This doesn't make sense--

Distant, ghostly <LAUGHTER> emanates from an unseen source.

91 DISCORD (O.S.)  
Make sense? What fun is there in  
making sense?

92 PRINCESS CELESTIA  
Discord! Show yourself!

Suddenly, down at the end of the empty hallway, the stained  
glass image of the draconequeus starts to move! (*NOTE:*  
*Discord's tone and acting is playful, with occasional hints*  
*of anger*)

93 DISCORD  
Did you miss me, Celestia?

The stained glass Discord makes his way from one window to another, pushing through the other stained glass images.

94 DISCORD (CONT'D)  
(bitterly)  
I've missed you. It's quite lonely  
being encased in stone. But you  
wouldn't know, would you? Because  
I don't turn ponies into stone.

Finally, he stops in the window depicting the ponies.

95 PRINCESS CELESTIA  
Enough! What have you done with the  
Elements of Harmony?

96 DISCORD  
Oh, I just borrowed them for a  
teensy little while.

As he says it, the stained glass depictions of the Elements  
in the window disappear... <POP>! <POP>! <POP>!

97 PRINCESS CELESTIA  
You'll never get away with this,  
Discord. Harmony always defeats  
chaos!

98 DISCORD  
I'd forgotten how grim you can be,  
Celestia. It's really quite boring.

99 RAINBOW DASH  
Hey! No pony insults the Princess!

She lunges at him, but stained glass Discord simply pops to a  
different part of the window. <BLOOP>!

100 DISCORD  
Ah, you must be Rainbow Dash!  
Famed for her loyalty, the Element  
of Harmony you represent.

101 RAINBOW DASH  
That's right. I'll always be loyal  
to the Princess.

102 DISCORD  
We'll see about that...

103 RARITY  
I can't believe we're wasting our  
time talking to a tacky window--

<BLOOP>! He appears in the window behind her.

104 DISCORD  
The beautiful Rarity. Representing  
the Element of Generosity, if I'm  
not mistaken.

105 APPLEJACK  
So ya know who we are. Big deal.

106 DISCORD  
Oh, I know much more than that,  
honest Applejack.

107 TWILIGHT SPARKLE  
You seem to know our strengths, too.

108 DISCORD  
Yes, Twilight Sparkle, and yours is  
the most powerful and elusive  
Element, magic. Fluttershy's is  
kindness, and Pinkie Pie's is a  
personal favorite of mine:  
laughter.

Pinkie Pie looks like she's holding something in and is about  
to explode. Finally, she bursts out in <LAUGHTER>.

109 TWILIGHT SPARKLE  
Pinkie!!

110 PINKIE PIE  
Hee hee hee--- I'm sorry he's...  
he's standing on your... head! Ha  
ha ha ha!!!

Sure enough, stained glass Discord is standing on stained  
glass Twilight's head. He does a little jig, sending Pinkie  
into further hysterics.

111 PINKIE PIE (CONT'D)  
HA HA HA HA HA!!!!

112 PRINCESS CELESTIA  
Stop stalling, Discord. What have  
you done with the Elements of  
Harmony?

113 DISCORD  
Ugh. So boring, Celestia, really.  
Fine, I'll tell you, but I'll only  
tell you my way.

Stained glass Discord starts to skip back through the windows toward his starting place.

114 DISCORD (CONT'D)  
*To retrieve your missing Elements /  
Just make sense of this turn of  
events / Twists and turns are my  
master plan / Then find the  
Elements back where you began.*

The ponies pause, taking it in. Then...

115 PINKIE PIE  
I don't get it.

116 DISCORD  
(laughing heartily)  
Ta for now!

Back in the first window, his image freezes in the same pose in which he started. The ponies stare, confounded. Then...

117 FLUTTERSHY  
Can we go home now?

118 APPLEJACK  
What do you reckon he meant?  
Twists and turns and ending back  
where we started?

119 TWILIGHT SPARKLE  
Twists and turns... twists and  
turns...

Twilight paces in thought, pausing by a big, clear piece of glass in the stained windows. She notices the massive hedge labyrinth on the Canterlot grounds.

120 TWILIGHT SPARKLE (CONT'D)  
Twists and turns! That's it! I  
bet Discord hid the Elements in the  
palace labyrinth!

121 PINKIE PIE  
Yeah! That makes perfect sense!  
They're in the labby.. lam...  
lummuuuh... wait. Wha?

122 APPLEJACK  
Labyrinth.

123 PINKIE PIE  
Laaaaaahhhhh...

124 RARITY  
You know, like a hedge maze?

Pinkie blankly BLINKS.

125 TWILIGHT SPARKLE  
Sigh. It's a giant maze made out  
of bushes and you go inside and try  
to find your way out. For fun.

126 PINKIE PIE  
Wow, they make those? Cool!

127 PRINCESS CELESTIA  
Good luck, my little ponies. The  
fate of Equestria is in your hooves.

Pinkie looks at her hooves in amazement.

128 TWILIGHT SPARKLE  
Thanks, Princess. We won't let you  
down.

They head off on their quest, Discord's <LAUGHTER> echoing...

**EXT. CANTERLOT, SCULPTURE GARDEN - DAY**

Close on the gnarled, thorny outer wall of the labyrinth.  
Widen as the ponies <GASP>.

129 FLUTTERSHY  
W-we have to go in there...?

130 RAINBOW DASH  
Nope! Dopey Discord forgot about  
these babies.

She brandishes her wings.

131 RAINBOW DASH (CONT'D)  
I'll just do a quick flyover, and  
we'll have the Elements in no time.

She gets a running start and takes off...

<POOF>! Suddenly, her wings DISAPPEAR, and <THUD>! She  
slams face-first into the ground!

132 RAINBOW DASH (CONT'D)  
(panicked)  
My wings!!

<POOF>! There go Flutterhy's wings!

133 FLUTTERSHY  
AAAHH!!

<BLOOP>! <BLOOP>! Twilight and Rarity's horns DISAPPEAR!

134 TWILIGHT AND RARITY  
Your horn!  
(realizing)  
My horn! AAAHH!!

Discord staggers out from behind the Love statue, cackling with delight.

135 DISCORD  
Oh, you should see the looks on  
your faces! Priceless!

136 RARITY  
Look away... I'm hideous...

137 FLUTTERSHY  
(hiding)  
I feel so... exposed!

138 TWILIGHT SPARKLE  
What's the meaning of this? Give  
us our wings and horns back!

Discord silkily moves between ponies.

139 DISCORD  
You'll get them back in good time.  
I simply took them to ensure  
there's no cheating. You see, this  
is the first rule of our game: no  
flying and no magic.

140 RAINBOW DASH  
The first rule?

141 DISCORD  
The second rule is, everyone has to  
play or the game is over.

142 FLUTTERSHY  
(cupping her mouth)  
Except Fluttershy.  
(normal voice)  
Phew! Well I'll be in Ponyville if  
you need me, under the bed...

She gallops away. Discord casually <SNAPS> his fingers.  
Suddenly, Fluttershy is running straight into the labyrinth!

143 FLUTTERSHY (CONT'D)  
AAHH!!

She throws on the breaks, plowing to a stop just outside the entrance. Discord erupts in <LAUGHTER>.

144 DISCORD  
Good luck, everypony!

He slowly starts to evaporate like smoke, his <LAUGHTER> fading into echoes.

145 RARITY  
Whatever shall we do?

146 FLUTTERSHY  
How will we get through without wings?

147 RARITY  
Or magic!

Twilight strikes a heroic action pose.

148 TWILIGHT SPARKLE  
Never fear, girls. We have each other.

Rainbow Dash steps forward.

149 RAINBOW DASH  
Yeah, like Twilight said, there's nothing we can't overcome if we all stick together!

Applejack joins them. Rarity and Pinkie Pie fall into line.

Fluttershy takes a deep breath and joins them. Together, the six best friends stand before the entrance. We pan across them, full of confidence and courage!

150 TWILIGHT SPARKLE  
All right, girls, let's do this!

151 PONIES  
Together!!

At once, they step inside. <WHOOOMP>! Tall hedge walls shoot up from the ground, separating them!

#### **INT. LABYRINTH - CONTINUOUS**

Detached from each other, the ponies all freak out.

152 PONIES  
AAAAAAAHHHHHHHH!!!!!!

ON FLUTTERSHY -- immediately reduced to tears.

153 FLUTTERSHY  
(panic attack)  
Ohmygoodness ohmygoodness  
ohmygoodness!!!

ON RAINBOW DASH -- preparing to leap the hedge.

154 RAINBOW DASH  
Don't worry! I'm coming!

She takes her best jump... she's gonna clear it! <WHOOMP>!  
The hedge grows just enough to block her!

ON APPLEJACK -- getting a running start, lowering her head to  
bulldog through. <WHAM>! The leaves are hard as stone,  
knocking her to the ground!

ON TWILIGHT -- looking down the paths, trying to figure out a  
solution to the problem. She shouts over the walls.

155 TWILIGHT SPARKLE  
Stay calm, girls! Everypony head  
to the middle as fast as you can  
and we'll regroup there!

ON PINKIE PIE -- surrounded by all sorts of different  
pathways. Too many options.

156 PINKIE PIE  
(covering eyes)  
Eenie meenie miney moe!  
(peeks to see pick)  
Okay! See you guys there!

She happily skips off into the maze.

ON FLUTTERSHY -- she's completely buried herself in a pile of  
leaves so only her eyes are showing. They dart back and  
forth at every perceived sound. She HYPERVENTILATES.

157 FLUTTERSHY  
Whatsat?! Whosere?!

A slight breeze blows through, pushing one leaf off her pile  
and into the air.

158 FLUTTERSHY (CONT'D)  
AAHH!!

Out of fear she darts down a path.

159 FLUTTERSHY (CONT'D)  
GIIIIIIIRRRLLLLSSS!!!

ON RARITY -- stepping into the maze.

160 RARITY  
*Ciao, ladies, see you in the center!*

ON RAINBOW DASH -- picking a path and heading in.

161 RAINBOW DASH  
Moving out!

ON APPLEJACK -- choosing her way.

162 APPLEJACK  
Yee haw!

ON TWILIGHT -- She rounds a few bends, then finds a clearing with a small fountain in it. Different paths branch off from this hub. They all look the same.

163 TWILIGHT SPARKLE  
Hmmm... We came into the labyrinth  
that way... then I turned there and  
then here... the center must be...  
(choosing a path)  
Down there!

Her instincts lead her straight into... a DEAD-END.

164 TWILIGHT SPARKLE (CONT'D)  
(with a sigh)  
I hope the others have a better  
sense of direction than I do...

CUT TO:

APPLEJACK confidently wends her way through the maze. She rounds a bend, and there, up ahead, THREE APPLES lie on the ground. She may or may not notice that the apples are arranged in the shape of her CUTIE MARK. She stops short.

165 APPLEJACK  
What in tarnation...?

She follows the trail of apples around a bend and into...

**INT. LABYRINTH, APPLE GROVE - CONTINUOUS**

It's an enormous apple grove! Like most things in the labyrinth, there's a hazy, magical quality to the grove.

166 APPLEJACK  
Where am I?

Three CREATURES wobble awkwardly towards her. They're made up of constantly moving piles of apples, one green, one red, and one yellow, and have gurgly Yoda-esque voices. (*See the "Helping Hands" from LABYRINTH for reference*)

167 APPLEJACK (CONT'D)  
Who are y'all?

168 RED APPLE CREATURE  
The keepers of the Grove of Truth..

The awkward creatures bump into each other, spilling out into piles of apples but then pull back into each other, reforming the creatures.

169 RED APPLE CREATURE (CONT'D)  
You may ask us...

170 GREEN APPLE CREATURE  
... one question...

171 YELLOW APPLE CREATURE  
... past, future, or present.

172 RED APPLE CREATURE  
But be warned...

173 GREEN APPLE CREATURE  
... that the *truth*...

174 YELLOW APPLE CREATURE  
... may not always be pleasant.

175 APPLEJACK  
Hmm. You mean I can ask y'all one question about anything and you'll give me the straight truth?

They awkwardly roll around in silence.

176 APPLEJACK (CONT'D)  
All right, then, I don't trust this  
place worth a hill o' beans, but I  
got a real bad feeling about this  
feller Discord. What's going to  
come of this here mission we're on?

The apple creatures lead Applejack to a gentle stream.

177 RED APPLE CREATURE  
For the answer you seek...

We TILT UP a nearby apple tree to find...

DISCORD, struggling to contain his laughter. He's  
controlling the apple creatures like a marionette with  
invisible strings. He's even giving them their voices.

178 DISCORD  
(as Green Apple Creature)  
Go ahead, take a peek!

Down below, Applejack leans tentatively over the water and  
sees her reflection looking back. Slowly, the crystal water  
starts to cloud up. From the murkiness, a VISION appears...

APPLEJACK'S VISION -- Ponyville is in utter chaos! Applejack  
and her friends turn their backs on each other, furious!

RAINBOW DASH  
I hope I never see you again!

FLUTTERSHY  
Me too!

PINKIE PIE  
Fine!

RARITY  
Fine!

179 TWILIGHT SPARKLE  
It's settled then!

And just like that, the six best friends all head off in  
separate directions, their friendships destroyed.

BACK ON APPLEJACK -- her eyes wide with concern.

180 APPLEJACK  
No! Our friendship? Over? It  
can't be true, it just can't!

**END OF ACT II**

**ACT III**

**INT. LABYRINTH, APPLE GROVE - DAY**

The horrible vision of Applejack and her friends turning their backs on each other replays in the water.

181 APPLEJACK  
That just can't be the truth!

182 RED APPLE CREATURE  
When all the truth does...

183 GREEN APPLE CREATURE  
... is make your heart ache...

The image of the creatures cross dissolve with Discord, staring straight at camera, twirling his eagle claw finger in hypnotic circles.

184 DISCORD  
... sometimes a **lie** is easier to  
take.

CLOSE ON APPLEJACK -- something strange is happening. Her gorgeous green eyes suddenly start to swirl into HYPNO-EYES!

Then, suddenly, <THOOMP>! One of the hedge walls retracts into the ground, revealing a surprised Twilight on the other side. The apple grove is gone, creatures and all.

185 TWILIGHT SPARKLE  
Applejack! Thank goodness! I  
thought I heard voices over here.  
Who were you talking to?

Discord's <GHOSTLY LAUGHTER> echoes as Applejack snaps out of her dream state, her hypno-eyes returning to normal.

186 APPLEJACK  
I was talkin' to...

Confused and flustered, she does something totally out of character: she lies.

187 APPLEJACK (CONT'D)  
I was talkin' to... uh... I, um...  
no pony. Yeah, uh... no pony!  
No pony whatsoever! And certainly  
not about the future and y'all being  
mad and us not being friends nomore--

188 TWILIGHT SPARKLE  
What?!

189 APPLEJACK  
Nothing! Come on, uh, we best be  
going.

She heads off down a path leaving Twilight bewildered.

190 TWILIGHT SPARKLE  
Did Applejack just... *lie* to me?

She <CHUCKLES> unconvincingly.

191 TWILIGHT SPARKLE (CONT'D)  
Come on, Twilight, Applejack  
wouldn't lie. You must have been  
hearing things.

She chases after.

**INT. LABYRINTH, BALLOON GARDEN - DAY**

Pinkie Pie, <WHISTLING TERRIBLY>, rounds a bend and her jaw drops. She's just entered an enormous, breathtaking garden full of sprouting, multicolored BALLOONS! And they all have happy faces and they're all <HUMMING> a happy tune!

192 PINKIE PIE  
No. Way.

Pinkie spins and twirls through the garden.

193 PINKIE PIE (CONT'D)  
Tee hee hee! This is the greatest  
balloon garden I've ever seen!!  
It's the *first* balloon garden I've  
ever seen, but still--OOP!!

She faceplants into the mud! One of the balloons has wrapped its string around her leg. <BALLOON LAUGHTER> rains down.

194 PINKIE PIE (CONT'D)  
(confused)  
Eh heh heh... Funny balloon guys,  
you sure got me! Heh heh?

Just then, Discord himself steps out from the balloons and extends a hand.

195 DISCORD  
Mischievous little things, aren't  
they?

Pinkie starts to get up, then <SPLAT>! A purple balloon pulls her legs out from under her. Waves of <LAUGHTER>.

196 PINKIE PIE  
Ouch! Hey! What gives?

Discord's face appears in a red balloon.

197 DISCORD  
What's the matter, Pinkie Pie? I  
thought you appreciated a good  
laugh.

198 PINKIE PIE  
It's different. They're laughing  
at me.

His face moves from balloon to balloon.

199 DISCORD  
It's hardly different. Your  
friends laugh at you all the time.

200 PINKIE PIE  
My friends laugh with me, not at me.

201 DISCORD  
(devilishly)  
Oh, really...

The Discord balloon starts to spin around, causing Pinkie Pie's eyes to spin into HYPNO-EYES! She looks into the field of <LAUGHING> balloons, the whole scene taking on a comically sinister edge.

Pinkie Pie gasps in horror as the smiling balloons suddenly morph into the heads of her friends! Rarity, Fluttershy, Twilight, Applejack, and Rainbow Dash are laughing at her!

202 PINKIE PIE  
No! Stop it! Stop laughing at me!

She covers her head with her hooves.

203 DISCORD  
Awwwww. Poor Pinkie Pie. I thought  
laughter made you happy!

His dark <LAUGHTER> fades into echoes. She lowers her hooves, her hypno-eyes gone. Her normally smiling face is furious.

204 PINKIE PIE  
(Dirty Harry style)  
Happy? I don't think so...

Suddenly, POP POP POP POP POP! Every balloon in the garden pops, revealing an opening in the wall. Twilight and Applejack are there. Twilight races to meet her friend.

205 TWILIGHT SPARKLE  
Pinkie Pie! Are we glad to see you!

206 PINKIE PIE  
You are, huh? Why?  
(angrily)  
Need a good laugh?

She brushes past the mystified Twilight.

207 TWILIGHT SPARKLE  
Pinkie?  
(to Applejack)  
What do you suppose has her so  
upset? It's so not like her.

208 APPLEJACK  
She, uh, I think she hurt her foot.  
Yup. That's the ticket. Gotta go!

Twilight stares at Applejack as she exits.

209 TWILIGHT SPARKLE  
(to herself)  
Weird. Better pick up the pace  
before the stress of this gets the  
better of us all!

#### **INT. LABYRINTH - DAY**

Meanwhile, Rarity walks daintily down a hedge-lined path, fussily brushing leaves off herself.

210 RARITY  
I was expecting an audience with  
the princess, not... *outdoor*  
*sports!*

Without even paying attention to where she's going, she rounds a bend...

#### **INT. LABYRINTH, ROCK WALL - CONTINUOUS**

<CONK>! She slams into a rock wall!

211 RARITY  
Oh, my!

There, embedded in a craggy rock wall, are three SHIMMERING DIAMONDS in the shape of her Cutie Mark. She moves in for a closer look, and sees three little LAUGHING DISCORDS appear deep in the gleaming depths of the diamonds.

212 DISCORDS

Welcome to your lucky day, Rarity!  
You've found the one thing in  
Equestria that could rival my face  
for sheer beauty.

He magically makes the prisms light from the gems revolve like tiny disco balls.

213 DISCORDS (CONT'D)

Whattaya think? You like?

CLOSE ON RARITY -- as the light spins across her face, her eyes google out into spiraling HYPNO-EYES!

214 RARITY

(in a trance)

Yes. I like very much...

The tiny Discords disappear with <ECHOING LAUGHTER>. Rarity shakes her head like she's just snapped out of a vivid dream.

215 RARITY (CONT'D)

(melodramatically)

No... no! I shan't succumb to such  
fabulousness!

She steps away, making a show of her selflessness.

216 RARITY (CONT'D)

I must get to the center... to  
meet... the others...

Her eyes start to swirl again. She LUNGES at the wall and starts wildly digging at it with her hooves!

217 RARITY (CONT'D)

MINE!!!

DISSOLVE TO:

**INT. LABYRINTH, ROCK WALL - LATER**

Sweat pours down Rarity's face. She's a disheveled mess. A huge pile of chipped rock sits next to her.

218 RARITY  
(slightly crazed)  
Well, Rarity, it took forever, but  
it was worth it.

She's managed to extract the three diamonds, but it turns out  
it's not three diamonds at all; it's one ENORMOUS GEM.

219 RARITY (CONT'D)  
Who knew three little gemstones  
would turn out to be this handsome  
*hunk* of a diamond! Now, to get you  
home...

Rarity exits frame and returns with the gigantic rock on her  
back. With incredible exertion, she takes a step.

Suddenly, a gust of wind evaporates one of the hedge walls  
into a flurry of leaves. There, on the other side, are  
Twilight, Applejack, and a sulking Pinkie.

220 TWILIGHT SPARKLE  
Rarity! Are we glad to see--- Why  
are you carrying a humongous  
boulder?

Sure enough, the giant hunk of rock on Rarity's back is  
nothing more than a giant hunk of rock.

221 RARITY  
What do you mean "boulder"? This  
big, beautiful, bedazzling rock is  
a DIAMOND! And it's all mine!

It's still a rock.

222 APPLEJACK  
Hoo-whee! And what a diamond it  
is! At least a thousand carats!

Twilight looks at AJ in confusion, rubs her eyes, then looks  
at the rock again. It's still a rock.

223 TWILIGHT SPARKLE  
Am I seeing things now, too?

Rarity gets in Twilight's face and pokes her in the chest  
with her hoof.

224 RARITY  
Keep your envious little eyes off  
it. I found it, and it's mine fair  
and square.

Twilight watches Applejack and Pinkie thoughtlessly exit as Rarity hauls her boulder like a beast of burden.

225 TWILIGHT SPARKLE  
Rarity...?

Twilight is bewildered... and worried.

**INT. LABYRINTH - DAY**

A blank hedge wall. Just leaves. Suddenly, two eyes appear inside. They glance to the left. Then to the right. Seeing that the coast is clear, Fluttershy pokes her head out.

226 FLUTTERSHY  
Okay. Okay, I can do this. I can--

Three BUTTERFLIES flutter in front of her face.

227 FLUTTERSHY (CONT'D)  
AAAHHH!!!

She plunges back into the hedge! After a beat, she pops her head out again.

228 FLUTTERSHY (CONT'D)  
Wait a minute... butterflies? Oh!  
You have no idea how happy I am to  
see you.

The butterflies flutter down one of the paths.

229 FLUTTERSHY (CONT'D)  
Wait! Don't leave me here!

She bolts out of the leaf pile and chases after. She follows them around one bend and they're gone.

230 DISCORD BUTTERFLIES (O.S.)  
Don't worry, Fluttershy, we're  
right here.

She wheels! The butterflies hover behind her, only now their faces have been replaced by Discord's! She <GASPS>!

231 DISCORD BUTTERFLIES (CONT'D)  
Looks like you've been left behind  
by your so-called friends, eh?

232 FLUTTERSHY  
(comically sweet)  
Oh no. They didn't leave me behind.  
(MORE)

FLUTTERSHY (CONT'D)  
I'm certain they're doing their  
best to find me.

233 DISCORD BUTTERFLIES  
It must be so upsetting to know how  
weak and helpless they think you are.

234 FLUTTERSHY  
(smiling)  
Upsetting? Not at all. I *am* weak  
and helpless and I truly appreciate  
their understanding.

The butterflies exchange confused looks.

235 DISCORD BUTTERFLIES  
Surely it burns you up that they're  
always pointing out your flaws?

236 FLUTTERSHY  
Not really. In fact, I think I'm  
awfully lucky to have friends who  
want me to be the best I can be.

Suddenly, Discord himself steps out from behind a shrub.

237 DISCORD  
(frustrated)  
Oh, for goodness sake...

He ZAPS her with a magic bolt from his finger, causing her  
eyes to spiral into HYPNO-EYES!

238 DISCORD (CONT'D)  
You've been kind for far too long,  
my dear. Time to be cruel!  
(disappearing)  
*Arrivederci...*

Once he's gone, Fluttershy's eyes return to normal.  
<WHOOOMP>! A hedge wall opens to reveal the other ponies,  
their bizarro personalities on full display.

239 PINKIE PIE  
That rock's laughing at me! Make  
it stop!

240 RARITY  
He's not a rock! And why are you  
talking about him? He's mine! Mine!

241 APPLEJACK  
How do you know it's yours?  
(wheels spinning)  
(MORE)

APPLEJACK (CONT'D)  
Maybe it's mine! It's an old family  
heirloom. Yeah, that's it!

Twilight hurries over to Fluttershy.

242 TWILIGHT SPARKLE  
Fluttershy, I so glad to see a  
friendly face! This awful labyrinth  
is getting to everypony, you won't  
believe what we've been through---

243 FLUTTERSHY  
(sarcastically)  
Aw, boo-hoo-hoo...

Twilight just stares, mouth hanging open. Even the tone of  
Fluttershy's voice is different, brash and aggressive.

244 FLUTTERSHY (CONT'D)  
Why dontcha wave your little magic  
horn and make everything all right?

245 TWILIGHT SPARKLE  
Uh...

246 FLUTTERSHY  
Oh, that's right. You can't. You  
don't have one.

247 APPLEJACK  
I do. I've got twelve.

The upside-down ponies move off into the maze.

248 TWILIGHT SPARKLE  
What is happening to my friends?

249 RARITY  
Little help here?

Twilight, head spinning, goes to help Rarity haul her rock.

250 RARITY (CONT'D)  
Thanks, Twilight.

Twilight breaks out in a relieved smile.

251 TWILIGHT SPARKLE  
You're welcome, Rarity--

252 RARITY  
But don't get any ideas about my  
gem. I know where you live.

**INT. LABYRINTH - DAY**

Meanwhile, Rainbow Dash, moves through the maze like a trained soldier. She peeks out, runs ahead, and dives for cover. Up ahead, she's tracking a small clump of CLOUDS emitting sparks of RAINBOW LIGHTNING.

253 RAINBOW DASH  
I've got you now, Element.

She darts out from behind a hedge and rounds a bend into...

**INT. LABYRINTH, CLOUD HAMMOCK - CONTINUOUS**

She's in a small clearing with a giant fluffy cloud stretched from one tree to another like a hammock. Reclining luxuriously, arms behind his head, sunglasses on, is Discord.

254 DISCORD  
I can see why you like these clouds  
so much. Very plush.

255 RAINBOW DASH  
Get off there and put 'em up! Come  
on, Marquess of Queensbury rules!  
Let's go!

Rainbow Dash assumes a boxer's stance while Discord puts up his hands in mock surrender.

256 DISCORD  
I have no interest in fighting.  
I'm here to deliver a message.

She hops around, throwing punches in his direction.

257 RAINBOW DASH  
I got a message for you, too!

258 DISCORD  
Listen closely. This is important.  
(clearing his throat)  
*A weighty choice is yours to make /  
The right selection or a big mistake  
/ If the wrong choice you choose to  
choose / The foundations of home  
will crumble without youse.*

259 RAINBOW DASH  
"Youse?"

260 DISCORD  
Bad grammar, but a good rhyme!

Discord gives the hammock a yank like a window shade and it starts to spin. Rainbow Dash's eyes swirl into HYPNO-EYES!

261 RAINBOW DASH  
Home... crumble... without me...

The cloud overhead that she had been following suddenly morphs into a small-scale version of CLOUDSDALE!

262 RAINBOW DASH (CONT'D)  
Cloudsdale...?

As Rainbow Dash's eyes continue to spin, the cloud buildings start to crumble and fall.

263 RAINBOW DASH (CONT'D)  
No!

<BLOOP>! A gift-wrapped box appears at her feet.

264 DISCORD  
That box contains your wings. You  
can take them and leave the game,  
or you can carry on aimlessly  
wandering this maze. Your choice.

Rainbow Dash looks at the box, then back at the destroyed Cloudsdale model. Her hypno-eyes just keep spinning...

#### **INT. LABYRINTH - CONTINUOUS**

The other ponies, meanwhile, are making slow progress. Twilight huffs and puffs under the weight of the boulder.

265 TWILIGHT SPARKLE  
(to herself)  
Must find Rainbow Dash... as a  
team, we're unstoppable... Rainbow  
Dash won't let us down...

266 APPLEJACK  
Well lookee there! Rainbow Dash is  
flying away! She's abandoning us!

267 TWILIGHT SPARKLE  
Now I know that's a lie!

Applejack points up at the sky. Sure enough, it's Rainbow Dash! And she really is FLYING AWAY!

268 TWILIGHT SPARKLE (CONT'D)  
<Gasp!> How can it be?

<WHOOOMP>! The entire labyrinth collapses into the ground, leaving the ponies in the empty sculpture garden. The only other thing there is... DISCORD.

269 DISCORD

Well well well, somepony broke the  
no wings/no magic rule. Looks like  
our little game has come to an end.

He snaps his fingers. <BLOOP>! Twilight and Rarity get their horns back and Fluttershy gets her wings.

270 APPLEJACK

Um, you forgot *my* wings. And my  
horn. Oh. And a million dollars.

271 DISCORD

Hmm. Game's over, little ponies,  
and you didn't find your precious  
Elements...

With a smile, Discord looks up at the sky, holding out his hand like he's expecting rain.

272 DISCORD (CONT'D)

Looks like we might be due for a  
big ol' storm of chaos.

He smiles at the horrified Twilight. He starts a low, ominous <LAUGH>, which echoes through Canterlot...

FADE TO BLACK.

**THE EN**