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MY LITTLE PONY

"Seeds of Chaos - Part 1"

Ep 201

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, DIAMOND TIARA, SILVER SPOON, SNIPS, and SNAILS. They pass several sculptures of ponies in different, dramatic poses that broadly illustrate specific concepts.

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

2 CHEERILEE
Soon, Diamond Tiara. I want 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.

4 CHEERILEE
You have to look at what the sculpture represents. That one over there represents Friendship. This one represents Victory...

They pass a sculpture of a buff pony striking a heroic pose.

5 SCOOTALOO
How cool would it be to have <u>that</u> for a Cutie Mark?

6 APPLE BLOOM
That would be amazing! I don't think I've ever seen a Cutie Mark like that.

Sweetie Belle's eyes pop open.

7 SWEETIE BELLE
Hey girls! What if it <u>is</u> one of our Cutie Marks?

8 SCOOTALOO
Huh?

9 SWEETIE BELLE
What if one of us has a hidden talent for art appreciation ?!

10 SCOOTALOO
Great idea! I’ve always *wanted* to appreciate art! I think...

They rejoin the class who stand next to a sculpture of a dancing pony captured mid-frolic.

11 CHEERILEE
Does anypony have a guess as to what this one represents?

Sweetie Belle rushes forward.

12 SWEETIE BELLE
Does it represent Dancing?

Apple Bloom follows.

13 APPLE BLOOM
Ooh! Ooh! What about Pride?

Scootloo zips in.

14 SCOOTALOO
I know I know! It’s Springtime, isn’t it?

The Crusaders jostle to be in front of each other.

15 CHEERILEE
Uh, nice guesses, girls, but notice how the pony is carefree and smiling? This represents Joy.

16 SCOOTALOO
(thrusting her hoof up)
I was gonna say Joy!

17 APPLE BLOOM
Me too!

Cheerilee leads the class to another statue.

18 CHEERILEE
Now <u>this</u> is a really interesting statue.

It 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.

19 DIAMOND TIARA
Ga-ross!

20 CHEERILEE
What do you notice about it?

Once again, the Crusaders push their way to the front, waving a hoof in the air but not waiting to be called on.

21 APPLE BLOOM
It's got an eagle claw!

22 SCOOTALOO
And a lion paw!

23 SWEETIE BELLE
And a snake tail!

24 CHEERILEE
Yes, 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. What do you suppose that represents?

25 CRUSADERS
Confusion! / Evil! / Chaos! / Fruit salad!

26 SWEETIE BELLE
(to Scootaloo)
It's not Chaos, you dodo! *

27 SCOOTALOO
Don't call me things I don't know the meaning of! And it is too Chaos!

28 SWEETIE BELLE
Is not!

29 APPLE BLOOM
You're both wrong!

All of a sudden, the Crusaders are embroiled in a cartoony wrestling match!

30 CHEERILEE
Actually, in a way, you're all right.

The wrestling stops on-a-dime as they perk up their heads.

31 CHEERILEE (CONT'D)
This statue represents Discord, which means "a lack of harmony between ponies."

The Crusaders get up off the ground.

32 CHEERILEE (CONT'D)
In fact, you three have demonstrated discord so well that you're each going to write me an essay explaining it.

Their faces drop as the rest of the class <GIGGLES> at their misfortune.

33 CHEERILEE (CONT'D)
Now let's go, and I don't want any more fighting!

The class moves on, the Crusaders pausing to check their flanks.

34 SCOOTALOO
Nothing. Great idea, Sweetie Belle.

35 APPLE BLOOM
Yeah! A talent for art appreciation. Ha!

The both roll their eyes and head off to join the class.

36 SWEETIE BELLE
Hey, wait up!

She chases after. We, meanwhile, stay on the hideous stone sculpture of the draconequus. As the voices of the class recede, a fissure suddenly <SPLITS> into the stone! Faint, ominous <LAUGHTER> comes from some unknown source...

MAIN TITLES

ACT I

<u>EXT. CLOUDS ABOVE PONYVILLE - DAY</u>

37 RAINBOW DASH
Come back here, you!

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

38 RAINBOW DASH (CONT'D)
Gotcha!

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

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

She sticks out her tongue and tastes it.

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

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

41 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.

42 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.

43 RAINBOW DASH (CONT'D)
(forlorn)
You did!

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.

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

45 RAINBOW DASH
There's crazy weather all over Equestria!
(MORE)

RAINBOW DASH (CONT'D)
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!

46 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.

47 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.

48 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.

49 APPLEJACK
Fluttershy, DO SOMETHING!

The apples have ballooned to the size of beach balls, but ANGEL and his WOODLAND FRIENDS are up to the task. Their mouths grow cartoonishly large and are able to consume each apple with only a couple bites. FLUTTERSHY, soaked with chocolate milk, tries in vain to stop them.

50 FLUTTERSHY
(soothingly)
Now Angel, you really shouldn't--

Two RACCOONS run in and look at her mischievously.

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

They TEAR OFF THEIR MASKS!

52 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.

53 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.

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

55 FLUTTERSHY
I am fighting! With random acts of kindness!

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

TWILIGHT SPARKLE and SPIKE have arrived to save the day!

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

58 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!

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

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

61 SPIKE
Um... Give up?

Rarity comes into the scene.

62 RARITY
Spike! Twilight will come up with something.

She places her umbrella over Twilight's head.

63 RARITY (CONT'D)
If were just generous enough to give her a moment to think.

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

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

Rainbow salutes.

65 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.

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

Applejack breaks out her lasso.

67 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.

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

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

69 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.

70 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.

71 PINKIE PIE (CONT'D)
Hey!

72 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.

73 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.

74 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.

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

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

77 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.

78 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.

79 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.

80 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.

81 PRINCESS CELESTIA (CONT'D)
... is Discord.

82 FLUTTERSHY
AAAHHH!!!

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.

83 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, using the Elements of Harmony to fight Discord.

84 PRINCESS CELESTIA (CONT'D)
Luna and I saw how miserable life was for Earth ponies, Pegasi, and Unicorns alike. After a long and perilous quest, we discovered the Elements of Harmony, combined our powers and rose up against him, turning him to stone.

85 RAINBOW DASH
All right, Princess!

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

86 PRINCESS CELESTIA
I thought the spell we cast would keep him contained forever, but since Luna and I are no longer connected to the Elements, the spell has been broken.

87 TWILIGHT SPARKLE
No longer connected? What do you --

88 PRINCESS CELESTIA
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...

89 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.

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

91 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.

92 PRINCESS CELESTIA
You six showed the full potential of the Elements by harnessing the magic of your friendship to beat a mighty foe. Although Luna and I once wielded the Elements it is *you* who now control their Power. And it is *you* who must defeat Discord.

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

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

94 PINKIE PIE
Hold on a second!

<RECORD SCRATCH>! Everypony looks at Pinkie Pie.

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

96 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.

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

98 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!

99 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

<u>INT. CELESTIA'S PALACE, HALLWAY - DAY</u>

Celestia and the ponies emerge back into the hallway.

100 TWILIGHT SPARKLE
The Elements! They're gone!

101 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.

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

103 PRINCESS CELESTIA
Discord! Show yourself!

Suddenly, down at the end of the empty hallway, the stained glass image of the draconequus starts to move!

(NOTE: Discord's tone and acting is playful, with occasional hints of anger)

104 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.

105 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.

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

107 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>!

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

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

110 RAINBOW DASH
Hey! Nopony insults the Princess!

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

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

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

113 DISCORD
We'll see about that...

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

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

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

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

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

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

119 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>.

120 TWILIGHT SPARKLE
Pinkie!!

121 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.

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

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

124 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.

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

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

126 PINKIE PIE
I don't get it.

127 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...

128 FLUTTERSHY
Can we go home now?

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

130 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.

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

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

133 APPLEJACK
Labyrinth.

134 PINKIE PIE
Laaaaaahhhhh...

135 RARITY
You know, like a hedge maze?

Pinkie blankly BLINKS.

136 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.

137 PINKIE PIE
Wow, they make those? Cool!

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

Pinkie looks at her hooves in amazement.

139 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>.

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

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

She brandishes her wings.

142 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!

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

<POOF>! There go Flutterhy's wings!

144 FLUTTERSHY
AAAHH!!

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

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

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

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

Fluttershy and Rarity grovel pathetically.

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

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

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

Discord silkily moves between ponies.

150 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.

151 RAINBOW DASH
The <u>first</u> rule?

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

153 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!

154 FLUTTERSHY (CONT'D)
AAHH!!

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

155 DISCORD
Good luck, everypony!

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

156 RARITY
Whatever shall we do?

157 FLUTTERSHY
How will we get through without wings?

158 RARITY
Or magic!

Twilight strikes a heroic action pose.

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

Rainbow Dash steps forward.

160 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!

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

162 PONIES
Together!!

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

INT. LABYRINTH - CONTINUOUS

Detached from each other, the ponies all freak out.

163 PONIES
AAAAAAAAHHHHHHHH!!!!!!!

ON FLUTTERSHY -- immediately reduced to tears.

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

ON RAINBOW DASH -- preparing to leap the hedge.

165 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.

166 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.

167 PINKIE PIE
(covering eyes)
Eenie meenie miney moe!
(MORE)

PINKIE PIE (CONT'D)
(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.

168 FLUTTERSHY
Whatsat?! Whosere?!

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

169 FLUTTERSHY (CONT'D)
AAHH!!

Out of fear she darts down a path.

170 FLUTTERSHY (CONT'D)
GIIIIIIRRRLLLLSSS!!!

ON RARITY -- stepping into the maze.

171 RARITY
Ciao, ladies, see you in the center!

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

172 RAINBOW DASH
Moving out!

ON APPLEJACK -- choosing her way.

173 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.

174 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.

175 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.

176 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.

177 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)*

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

179 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, re-forming the creatures.

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

181 GREEN APPLE CREATURE
... one question...

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

183 RED APPLE CREATURE
But be warned...

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

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

186 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.

187 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.

188 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.

189 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!

190 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.

191 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.

192 APPLEJACK
That just can't be the truth!

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

194 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.

195 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.

196 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.

197 APPLEJACK
I was talkin' to...

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

198 APPLEJACK (CONT'D)
I was talkin' to... uh... I, um... nopony. Yeah, uh... nopony! Nopony whatsoever! And certainly not about the future and y'all being mad and us not being friends nomore--

199 TWILIGHT SPARKLE
What?!

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

She heads off down a path leaving Twilight bewildered. Slow Truck In on Twilight as an unsettling music sting is heard.

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

She <CHUCKLES> unconvincingly.

202 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!

203 PINKIE PIE
No. Way.

Pinkie spins and twirls through the garden.

204 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.

205 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.

206 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>.

207 PINKIE PIE
Ouch! Hey! What gives?

Discord's face appears in a red balloon.

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

209 PINKIE PIE
It's different. They're laughing <u>at</u> me.

His face moves from balloon to balloon.

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

211 PINKIE PIE
My friends laugh <u>with</u> me, not <u>at</u> me.

212 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 <u>at</u> her!

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

She covers her head with her hooves.

214 DISCORD
Awwwwww. 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.

215 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.

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

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

She brushes past the mystified Twilight.

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

219 APPLEJACK
Why are *you* so upset? I didn't notice anything strange about Pinkie.

Twilight stares at Applejack as she exits.

220 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.

221 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!

222 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.

223 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 prismed light from the gems revolve like tiny disco balls.

224 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!

225 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.

226 RARITY (CONT'D)
(melodramatically)
No... no! I shan't succumb to such fabulouslness!

She steps away, making a show of her selflessness.

227 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!

228 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.

229 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.

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

She squats and somehow manages to hoist the giant diamond onto 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.

231 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.

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

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

233 TWILIGHT SPARKLE
Am I seeing things now, too?

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

234 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.

Twilight is bewildered... and worried.

235 TWILIGHT SPARKLE
(to herself)
I've never seen Rarity act so... greedy!

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.

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

Three BUTTERFLIES flitter in front of her face.

237 FLUTTERSHY (CONT'D)
AAAHHH!!!

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

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

The butterflies flitter down one of the paths.

239 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.

240 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>!

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

242 FLUTTERSHY
(comically sweet)
Oh no. They wouldn't leave me behind. I'm certain they're doing their best to find me.

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

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

The butterflies exchange confused looks.

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

246 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.

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

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

248 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. <WHOOMP>! A hedge wall opens to reveal the other ponies, their bizarro personalities on full display.

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

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

251 APPLEJACK
(whispering to Rarity)
Forget about Pinkie. It's Twilight who's after your diamond. Keep your eyes on *her*.

Twilight hurries over to Fluttershy.

252 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 though---

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

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

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

255 TWILIGHT SPARKLE
Uh...

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

The upside-down ponies move off into the maze.

257 TWILIGHT SPARKLE
What is happening to my friends?

258 RARITY
Little help here?

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

259 RARITY (CONT'D)
Thanks, Twilight.

Twilight breaks out in a relieved smile.

260 TWILIGHT SPARKLE
You're welcome, Rarity--

261 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.

262 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.

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

264 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.

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

She hops around, throwing punches in his direction.

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

267 DISCORD
Listen closely. This is important.
(clearing his throat)
(MORE)

DISCORD (CONT'D)
A weighty choice is yours to make / The right selection or a big mistake / If the wrong choice you choose to pursue / The foundations of home will crumble without you.

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

268 RAINBOW DASH
Home... crumble... without me...

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

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

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

270 RAINBOW DASH (CONT'D)
No!

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

271 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.

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

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

274 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!

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

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

276 DISCORD
Well well well, somepony broke the no wings/no magic rule.

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

277 DISCORD (CONT'D)
Game's over, my 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.

278 DISCORD (CONT'D)
Looks like we might be due for a big ol' storm of chaos.

He starts a low, ominous <LAUGH>. Dramatic Truck In on Twilight's horrified face.

THE