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MY LITTLE PONY

"Seeds of Chaos - Part 2"

Ep 202

Written by

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FADE IN:

EXT. CANTERLOT, SCULPTURE GARDEN - DAY

We open on the face of a distraught Twilight Sparkle, as she listens to the maniacal laugh of the villian, Discord.

1 DISCORD (V.O.)
HA HA HA HA HA HA!!!

Reverse angle. Discord is not laughing so evilly or triumphantly, but with maniacal delight. Pinkie Pie rushes past Twilight to confront Discord.

2 PINKIE PIE
And what are *you* laughing at?

3 DISCORD
(wiping a tear)
Oh you ponies are such are the most fun I've had in *eons!*

4 PINKIE PIE
Well quit it! You better think before you laugh at the Pink!
(awkward beat)
-ie Pie!

5 FLUTTERSHY (V.O.)
Oh yeah? Well, ha ha!

Pinkie turns viciously towards Fluttershy.

PINKIE PIE
Quit it!

FLUTTERSHY
No. Ha ha!

PINKIE PIE
Quit it!

FLUTTERSHY
No. Ha ha!

6 APPLEJACK
Uh, Rarity, this here diamond? #
Twilight said we should split it #
six ways since we found it #
together. #

Applejack goes to retrieve Rarity's gigantic boulder for herself. Rarity leaps between them and WHIPS into a karate pose.

7 RARITY
Yah! Try it, punk! He's MINE! ALL MINE!

She snaps into other poses.

8 RARITY (CONT'D)
Yah! Yah! Yah!

Twilight looks on in horror and disbelief at this uncharacteristic, bizarro behavior from her friends.

9 PONIES
Ha ha!/Quit it!/Yah!/That's my story and I'm stickin' to it.

Twilight jumps between them to break it up.

10 TWILIGHT SPARKLE
Girls, why are you all acting like this?! We need to stick together!

Discord wraps an arm around Twilight, <CHUCKLING>.

11 DISCORD
Oh, it's just too entertaining!

12 TWILIGHT SPARKLE
Stop it Discord! You're not playing fair!

13 DISCORD
<u>I'm</u> not playing fair?
(he sticks out a hand)
Perhaps we haven't met, I'm Discord, spirit of chaos and disharmony?

14 TWILIGHT SPARKLE
How are we supposed to find the Elements of Harmony when you took away the labyrinth before we could get to the end?

Discord pretends he's just realized some sort of misunderstanding.

15 DISCORD
Oh, wait... did you... oh, how funny! You thought the Elements were in the labyrinth? I never said they were in the labyrinth.

He snaps his fingers.

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

Discord and Twilight appear back in a previous scene just in time to hear the stained glass Discord say:

16 STAINED GLASS DISCORD
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.

Discord gives Twilight a smug smile, then snaps his fingers again.

EXT. CANTERLOT, SCULPTURE GARDEN - DAY

And they're back in the garden.

17 DISCORD
(innocently)
You came to that on your own.

Twilight realizes he's right. She's speechless.

18 TWILIGHT SPARKLE
But... but...

19 DISCORD
Keep trying, Twilight Sparkle.
(mockingly)
Maybe the "magic of friendship" can help you. Now if you'll excuse me, I have some chaos to wreak...

He swirls away into the air. <THUNDER CLAP> Twilight looks up, dark clouds are rolling in, then cartoonishly dump chocolate milk. Twilight is instantly drenched.

20 PINKIE PIE (V.O.)
Chocoalte milk? I hate chocolate milk!

21 TWILIGHT SPARKLE
Think, Twilight, think! "Find the Elements back where you began..." Back where you began...

Twilight closes her eyes to concentrate, but all she can hear is...

22 PONIES (V.O.)
Don't touch my gem!/I wasn't touching it./I'm touching your gem Rarity! Ha ha!/Watchoo laughing at!

23 TWILIGHT SPARKLE
Ugh, I just want to go home...
(realizing)
Wait a minute... home... back where you began! This whole crazy thing started at home! The Elements must be in...

EXT. ROAD TO PONYVILLE - DAY

We see Ponyville not too far in the distance. Dark clouds are forming above it. Twilight runs towards it with urgency.

24 TWILIGHT SPARKLE
...Ponyville!

She turns to the others.

25 TWILIGHT SPARKLE (CONT'D)
C'mon girls, I'm certain this is what Discord's riddle really meant. If we get back to the library, I have a book that I just know can give us a clue---

Mutant Angel appears out of nowhere and leads a team of mutant animals straight over Twilight's back.

26 TWILIGHT SPARKLE (CONT'D)
Ack!

27 FLUTTERSHY
Good boy Angel! Mama's so proud!

<WHOOP>! Suddenly, the sun dives out of the sky! It's instantly night!

28 PINKIE PIE #
Not funny, Mr. Sun! #

Suddenly, Applejack's legs slip out from under her! She BOWLING PINS into the other ponies!

29 APPLEJACK #
I meant to do that.

Twilight tries to get to her feet, but her legs keep slipping like Bambi on the ice.

30 TWILIGHT SPARKLE
Discord's turned our dirt roads into soap!

Rarity lovingly strokes her craggy boulder.

31 RARITY
Good. I wouldn't want any filth on my beautiful gem.

Just then, Discord materializes next to Twilight, a proud look on his face. <WHOOP>! The sun rockets back into the sky!

32 DISCORD
Beautiful, isn't it?

Twilight rolls her eyes.

33 DISCORD (CONT'D)
This is the new and improved Ponyville. And these are only my first changes.

Pinkie Pie slides by on the soap road, followed by butterflies with peanut butter sandwich wings.

34 PINKIE PIE
This may look like fun, but it's not!

Discord puts an arm around Twilight's shoulder like a used car salesman.

35 DISCORD
Picture it: the chaos capital of the world!

<WHOOP>! Day becomes night again!

36 TWILIGHT SPARKLE
I can't picture anything. It's too dark.

37 DISCORD
Wait a few minutes and you'll see it in the beautiful light of day. Or not. Who knows?

He snaps his fingers and disappears.

38 TWILIGHT SPARKLE
Ponyville, the chaos capital of the world?
(with determination)
Not if I have anything to say about it.

Fluttershy slides past on the moonlit soap road.

39 FLUTTERSHY
Don't worry. You won't.

Twilight lets out a frustrated <HUFF>.

EXT. GOLDEN OAK LIBRARY - DAY

Twilight and her friends arrive outside the library just as the sun pops back into the sky. In the harsh light of day, we see that, matching the ponies' personality changes, they're also undergoing physical transformations. Their vibrant coats are TURNING GRAY.

40 TWILIGHT SPARKLE
(frazzled)
Okay, we're here. Everyone, please please *please* just go inside? Please?

41 APPLEJACK
I absolutely refuse.

Applejack goes in. Fluttershy after her.

42 FLUTTERSHY
With pleasure!

She purposefully stomps across a flower bed on her way in. Pinkie files in.

43 PINKIE PIE
I hate libraries.

A beat. No Rarity. Twilight rolls her eyes as she realizes Rarity is lagging behind with her giant rock. She goes back to help speed things along.

44 TWILIGHT SPARKLE
Pleeeeease! We gotta hurry!

45 RARITY
Forget it, Twilight, I know what you're up to. The second I go in, you'll have your little minion Spike come and take Tom.

46 TWILIGHT SPARKLE
Tom?

47 RARITY
Well it's not going to work!

Twilight opens her mouth to argue, then stops herself.

Rarity pets the giant boulder affectionately.

48 TWILIGHT SPARKLE
You're not going in without him, are you?

Rarity shakes her head firmly.

49 TWILIGHT SPARKLE (CONT'D)
(with growing frustration)
Errrgghh... Fine!

With great effort, Twilight and Rarity haul the giant rock into the library.

INT. GOLDEN OAK LIBRARY, TWILIGHT'S LOFT - MOMENTS LATER

The library is immaculate. Spike has cleaned it top to bottom, as evidenced by a nearby mop and bucket. He sleeps the sleep of the just, laying on his back in the midst of a pleasant dream...

<SPLOOSH>! The rapidly graying Fluttershy soaks him with the mop bucket.

50 SPIKE
(disoriented)
Waaaugh... heeeeagh... whouugh...

Spike shakes himself, spraying water everywhere.

51 SPIKE (CONT'D)
What'd you do that for, Fluttershy?

52 FLUTTERSHY
'Cause you just looked so peaceful.

53 SPIKE
I... uh... *huh?*

<BOOM>! Twilight and Rarity burst in and drop the massive rock to the floor.

54 RARITY
Careful, Twilight! You'll ruin his beautiful finish!

She's losing her patience.

55 TWILIGHT SPARKLE
(angrily)
Oh for the love of--

56 SPIKE
Twilight! What's going on? Why's everybody look so... gray?

57 TWILIGHT SPARKLE
Don't ask. I need you to help me find something--

58 FLUTTERSHY
Hey Twilight, what's soaking wet and clueless?

59 TWILIGHT SPARKLE
(irate)
Fluttershy, I've just about had it--

60 FLUTTERSHY
Your face!

She unloads the rest of the water bucket in Twilight's face.<SPLOOSH>!

61 TWILIGHT SPARKLE
<Incoherent disbelieving livid nonsense>

62 SPIKE
What's happened to everypony?

63 APPLEJACK
I guess you just bring out the worst in us, Spike.

64 TWILIGHT SPARKLE
(getting control of herself)
No time to explain. We've got to find the reference guide to the Elements of Harmony before SOMEPONY does something she'll REGRET.

She scowls at the others, daring them to pull something else.

65 SPIKE
The Elements of Harmony? I know exactly where that book is!

He climbs up to a high shelf and looks for the right book.

66 SPIKE (CONT'D)
Here it is!

He takes it off the shelf.

67 SPIKE (CONT'D)
OOP!

Suddenly, he's hit by a barrage of scrolls! Fluttershy is launching them at him like javelins! He drops the book... right into her hooves.

68 FLUTTERSHY
Ha! What a shot!

Twilight's hoof <STOMPS> into frame. She faces off against Fluttershy like an Old West showdown.

69 TWILIGHT SPARKLE
Fluttershy, you best give me that book--

70 FLUTTERSHY
KEEPAWAY!

She flings the book to Applejack. (*board note: be careful how ponies are holding book. Fluttershy can hold between her front knees if she's flying, others hold in their mouths, or balance on their backs.) Twilight races to Applejack.

71 TWILIGHT SPARKLE
Hey! Applejack, give me that book!

72 APPLEJACK
What book? I don't have any book.

Applejack tosses it to Pinkie Pie.

73 PINKIE PIE
I know I'm not supposed to judge a book by it's cover, but this looks terrible.

She tosses the book to Fluttershy just before Twilight reaches her.

74 TWILIGHT SPARKLE
Pinkie!

The three ponies toss the book back and forth for a few turns as Twilight pathetically runs back and forth.

75 TWILIGHT SPARKLE (CONT'D)
(really losing it)
YOU GUYS! Stop it RIGHT **NOW**!!!

Spike tackles Fluttershy during a toss and the book falls to the floor.

76 SPIKE
Gah!

Twilight makes a grab for it but Rarity flies in and intercepts it!

77 RARITY
Mine!

78 TWILIGHT SPARKLE
Rarity, KNOCK IT OFF!! Do you even know what you just stole?

79 RARITY
No, but if you want it, I want it!

Twilight huffs and puffs. Her hair is a mess and her nerves are fraying. She lets out a <PRIMAL SCREAM> and charges at Rarity!

80 TWILIGHT SPARKLE
GIMME THAT BOOK!!

Rarity bolts, tossing chairs and tables in her wake to try to slow Twilight down. Twilight hurdles the obstacles, racing after Rarity and running straight into... Applejack!

81 TWILIGHT SPARKLE (CONT'D)
(out of breath)
Where is she? Where's Rarity?

82 APPLEJACK
I don't know!

83 TWILIGHT SPARKLE
LIES!!

Twilight loses it. She leaps into the air in SLOW MOTION and a huge melee breaks out! In a cloud of dust and flying books, all the ponies get wrapped up in it! Finally, the dust starts to clear and a victor emerges. It's Twilight!

84 TWILIGHT SPARKLE (CONT'D)
Get back, ALL of you! This is MY book and I'm going to read it!

Spike wields a scroll like a sword and keeps the others at bay. Behind Spike's perimeter, Twilight finally has a chance to open the book. Inside, she sees something that makes her jaw drop...

The Elements of Harmony themselves!

FADE OUT.

END OF ACT IV

ACT V

FADE IN:

INT. GOLDEN OAK LIBRARY, TWILIGHT'S LOFT - DAY

Twilight can't quite believe her eyes.

85 TWILIGHT SPARKLE
The Elements... they were here all along!

86 SPIKE
This is great! Now you guys can defeat Discord and put everything back to normal!

Twilight rushes to her friends, full of elation.

87 TWILIGHT SPARKLE
See girls? We did it! We found the Elements of Harmony... together! Isn't it wonderful?

Applejack yawns. Fluttershy flicks a scowling Pinkie Pie's ear with her hoof. Rarity "shines" her rock. None of them even notice the Elements.

88 TWILIGHT SPARKLE (CONT'D)
You don't even care, do you?

89 ALL
Nope.

Any glimmer of hope in Twilight's eyes fades away.

90 TWILIGHT SPARKLE
(sad)
I never thought it would happen. My friends...
(and suddenly angry)
Have turned into complete JERKS!

Spike watches in horror as the color drains from her body, in almost an instant, she's as gray as the others.

91 SPIKE
<Gasp!>

Now drained of color, Twilight looks up, her eyes filled with anger. She scoops up the necklaces and shoves them onto each unsuspecting pony.

92 TWILIGHT SPARKLE
Necklace, necklace, necklace, necklace aaaaaand...

She harshly shoves her crown on her head.

93 TWILIGHT SPARKLE (CONT'D)
...big crown thingy. Come on, everypony, let's go.

94 SPIKE
But, Twilight, aren't you missing somepony?

She looks around.

95 TWILIGHT SPARKLE
Nope, we got the liar, the grump, the hoarder, and the brute. That about covers it.

96 SPIKE
What about Rainbow Dash?

Twilight thinks for a beat. She shoves the necklace on him.

97 TWILIGHT SPARKLE
Congratulations, Spike, you're the new Rainbow Dash. Now let's go.

98 SPIKE
Me?! B-b-but I'm not a fast flier! I hate heights!

Terrified, he gets right in Twilight's face.

99 SPIKE (CONT'D)
What if she finds out I've been impersonating her?!
(gravely)
That won't end well...

100 TWILIGHT SPARKLE
Too bad. You're Rainbow Dash. Now let's go defeat Discord so we don't ever have to talk to each other again!

101 ALL
Yeah!! Woo!!

They flood to the staircase, except for Rarity, who struggles to lift Tom.

102 TWILIGHT SPARKLE
Move. You can have it back when we get downstairs.

Twilight pushes Rarity aside and heaves the giant rock onto her own swaying, gray back. Rarity pauses for a beat, then quickly scoops up a bunch Twilight's stuff before following her out.

EXT. GOLDEN OAK LIBRARY - DAY

103 TWILIGHT SPARKLE (O.S.)
(from inside)
Look out! Here comes Tom!

The ponies pour out into the street! Moments later, the giant rock <CRASHES> through the front door! Twilight and Rarity race out a beat later.

104 DISCORD (O.S.)
Well well well, I see you've found the Elements of Harmony. How terrifying!

It's Discord! He's leaning casually against a tree.

105 TWILIGHT SPARKLE
Discord! I figured out your lame riddle. You're in for it now!

106 DISCORD
(condescendingly)
I certainly am. You've clearly outdueled me, and now it's time to meet my fate.

He waves a hand in front of his stomach and a large BULLS-EYE appears.

107 DISCORD (CONT'D)
I'm prepared to be defeated now, ladies. Fire when ready.

Twilight barks out orders.

108 TWILIGHT SPARKLE
Formation! NOW!

They shrug and form a semi-circle around Discord.

109 TWILIGHT SPARKLE (CONT'D)
(to Spike)
Rainbow Dash, get over here!

Spike <GULPS>, and heads over to join them. He reluctantly takes Rainbow Dash's Element.

110 TWILIGHT SPARKLE (CONT'D)
All right, let's get this over with!

The ponies put on their game faces and prepare for the big, dazzling light show and the powerful rainbow blast that happened last time they used the Elements. A glowing aura forms around them. Where previously they had expressions of joy, now they look disinterested or angry--- or both! Spike just looks worried. Tension builds, music crescendos, Discord gleefully braces for impact, but...

NOTHING HAPPENS. They fall to the ground.

111 TWILIGHT SPARKLE (CONT'D)
What's going on?

112 APPLEJACK
Mine's working, there must be something wrong with yours.

113 PINKIE PIE
I hate the Elements of Harmony!

114 FLUTTERSHY
(tossing hers in the dirt)
Garbage.

Rarity swoops in and snatches up Fluttershy's Element. Spike hands his back to Twilight.

115 SPIKE
Sorry, Twilight. Guess I better get back upstairs and clean up the library. Good luck with all this...

As he makes a move to leave, Fluttershy accidentally-on-purpose trips him.

116 FLUTTERSHY
Oops, sorry, Rainbow Crash!

Discord <LAUGHS> and <CLAPS>.

117 DISCORD
Bravo, ponies, bravo!

He scans the ponies with a delighted smile. They're all colorless and scowling.

118 DISCORD (CONT'D)
Harmony in Equestria is officially dead! Discord rules, Celestia drools!

He skates off into his new kingdom of Ponyville on the soap-bar streets, his <LAUGHTER> trailing behind him.

119 PINKIE PIE
It's your fault it didn't work!

120 TWILIGHT SPARKLE
Who are you talking to?

121 PINKIE PIE
Any of you! I'm outta here!

122 TWILIGHT SPARKLE
Where are you going?

123 PINKIE PIE
Back to my family's rock farm, where smiling and laughing are strictly forbidden!

124 APPLEJACK
I better go, too. I've got new, better friends waiting for me at the farm.

125 FLUTTERSHY
Yeah, I'm sick of you losers. I'm outey.

Rarity isn't even waiting for an official break-up. She's already busy shoving her rock back down the soap road to the boutique. Twilight, now almost completely gray, finds herself alone.

126 TWILIGHT SPARKLE
Fine! Leave! See if I care! I don't need you guys either!

Her anger starts to run itself out.

127 TWILIGHT SPARKLE (CONT'D)
With friends like you, who needs...

She stands alone in the street. Her anger is gone. All that's left now is sadness.

128 TWILIGHT SPARKLE (CONT'D)
...enemies.

And with that, the last of her color fades away, leaving her completely gray. She trudges off toward the town square, head hung low.

EXT. PONYVILLE, TOWN SQUARE - DAY

Twilight trudges into Ponyville, where all hope is officially lost. Chaos has taken hold throughout the town.

The MAYOR hides under a vegetable cart while the vegetables throw each other at her!

The CAKES, meanwhile, are at each other's throats.

129 CARROT CAKE
This is the worst flavor we've ever had!

He shoves a cupcake into his wife's mouth.

130 CUPCAKE
(mouthful of cupcake)
Not a chance! This is easily the worst one!

She returns the favor.

131 CARROT CAKE
I've never liked cupcakes!

132 CUPCAKE
Neither have I!

Just then, the CRUSADERS race up to Twilight.

133 APPLE BLOOM
Twilight, help us!

134 SCOOTALOO
Something horrible's about to happen!

135 TWILIGHT SPARKLE
Surprise surprise.

136 SWEETIE BELLE
We're terrified that we're about to...

137 CRUSADERS
... get our Cutie Marks!

138 SWEETIE BELLE
It's awful!

139 APPLE BLOOM
You've got to help us make sure we don't get them!

140 SCOOTALOO
Wait, you guys! I just thought of something! What if we get our Cutie Marks for panicking!!

141 CRUSADERS
AAAHHH!!

They race around in delirious circles before shooting away, leaving the gray and depressed Twilight alone. The town that she loves has become a funhouse of chaos.

Suddenly, Discord strolls up next to her. He can't catch his breath because he's <LAUGHING> so hard.

142 DISCORD
Oh, my stomach! Oh, Twilight, you've got to see what I just did! I made it so you can walk in and out of Rarity's boutique through the walls, but if you try to go through the door, you bonk your head! It's priceless!

He wipes a tear from his eye, then notices Twilight's hangdog expression.

143 DISCORD (CONT'D)
Come now, Twilight Sparkle, you've got to get into the spirit of things!

The Cakes race past, Cupcake throwing frosting at Carrot Cake.

144 CUPCAKE
Licorice and celery? That's the worst frosting you've ever made!

145 DISCORD
(ignoring them)
After all, this is your new home!

Twilight looks around her. Ponyville is barely recognizable. Ponies run amok in the streets. She sinks lower than ever.

146 TWILIGHT SPARKLE
Not anymore...

She sadly turns her tail and trudges back toward her loft. Discord watches her mope away. He grins the biggest grin and pumps his fist.

147 DISCORD
Yes! Ha ha ha ha ha ha!!!!

INT. GOLDEN OAK LIBRARY, TWILIGHT'S LOFT - NIGHT

Twilight enters her room just as the moon shoots up into the sky outside.

148 TWILIGHT SPARKLE
Pack your things, Spike. We're leaving.

But Spike doesn't stir. He's curled up on his side nursing a queasy stomach.

149 TWILIGHT SPARKLE (CONT'D)
I don't ask where we're going 'cause I don't know yet. Just not *here.*

Spike shudders.

150 SPIKE
Can't... move...

Next to him sits a massive pile of SCROLLS.

151 SPIKE (CONT'D)
The princess... has been sending these... since I came back upstairs... *ULGH...*

He clutches his stomach as another burst of fire comes up. He rolls on the floor in comic agony.

152 SPIKE (CONT'D)
Make it stop...

Twilight grabs the scroll that just appeared. Her face twists up in confusion.

153 TWILIGHT SPARKLE
Huh?

She rummages through the pile of scrolls, inspecting them at random.

154 TWILIGHT SPARKLE (CONT'D)
These are all the letters I've written to the Princess since I've lived in Ponyville. All the lessons I've learned about friendship.

155 SPIKE
Uggghhh...

156 TWILIGHT SPARKLE
But why would she send them back?

She picks one up and reads it. We truck in slow, music slowly starts to swell...

157 TWILIGHT SPARKLE (CONT'D)
"Real friends don't care what your 'cover' is, it's the contents of a person that count. And a good friend, like a good book, is something that will last forever."

She grabs another scroll and reads. Music builds.

158 TWILIGHT SPARKLE (CONT'D)
"Friendship is a wondrous and powerful thing. You need understanding and compromise. You've got to share. You've got to care. And, like the path cut through the orchard, there'll always be a way through."

The music continues to swell as she reads and remembers, her color starts to return.

159 TWILIGHT SPARKLE (CONT'D)
"The best thing to do is stay true to yourself and be the best friend that you can. And if you are true to your friendship, your friend will do the same."

The background FADES AWAY leaving only Twilight's face. As she reads the scrolls, memories of good times with her friends appear behind her, QUICK IMAGES of her friends laughing, playing, and enjoying each other.

160 TWILIGHT SPARKLE (CONT'D)
"Everypony everywhere has a special, magical connection with her friends, maybe even before she's met them."

Emotion returns to her voice. That familiar spark comes back into her eye. Twilight Sparkle is rejuvenated.

161 TWILIGHT SPARKLE (CONT'D)
Spike! Spike, it's all so clear!

She grabs him and dances around the room. He hangs there like a ragdoll. She drops him back into his bed.

162 TWILIGHT SPARKLE (CONT'D)
Can't you see? Discord's trying to distract us from what's important! He knows how powerful our friendships are, and he's trying to keep us from seeing it!

163 SPIKE
Urlghh...

164 TWILIGHT SPARKLE
Do you remember what I said the first day we arrived in Ponyville? I told you that the future of Equestria didn't rest on me making friends.

Twilight can't stand still. She races around the room, overflowing with renewed energy from the old letters.

165 TWILIGHT SPARKLE (CONT'D)
But the opposite is true! The friendships I've made since I've been here are what saved Equestria from Night Mare Moon! And now they need to save it from Discord!

166 SPIKE
Uggggghhh...

167 TWILIGHT SPARKLE
You're right, Spike. I've got to fight for my friendships! For them! For me! **For EQUESTRIA!!**

She heroically charges out of the room, leaving Spike writhing on the ground. After a beat, she pops back in.

168 TWILIGHT SPARKLE (CONT'D)
Oh, uh... why don't you stay here and rest? I'll take care of the whole fighting for friendship thing myself.

169 SPIKE
Ooooff...

FADE OUT.

END OF ACT V

ACT VI

FADE IN:

EXT. SWEET APPLE ACRES - DAY

Twilight bursts through the front gate and finds Applejack with GRANNY SMITH, who dances an energetic jig throughout the scene, and BIG MCINTOSH, who digs up healthy crops like a dog digging for bones.

170 APPLEJACK
... so I tried to defeat Discord but none of my so-called "friends" would lift a hoof to help me...

Twilight bursts through the front gate, striking a dramatic, heroic pose!

171 TWILIGHT SPARKLE
Applejack! I'm here to fight for our friendship!

172 APPLEJACK
Oh, *now* you wanna fight! Where were you when I was battling Discord?

Twilight LUNGES -- TACKLES Applejack to the ground!

173 APPLEJACK (CONT'D)
Hey! Let me up! Granny, Big McIntosh, help!

174 TWILIGHT SPARKLE
Snap out of it! This isn't you! You're not a liar!

175 APPLEJACK
Yes I am! Wait. No I'm not. Wait. Oh, this is a tricky one...

Twilight touches her horn on Applejack's forehead, closes her eyes and concentrates. Applejack fights back, but as the horn starts to glow, she stops struggling.

WHIP ZOOM INTO APPLEJACK'S HEAD -- and straight into her thoughts!

FLASHBACK

Clips from previous episodes play in slow motion, the edges blurred like a dream.

The friends all laugh over some apple juice... (the end of Applebuck Season.)

They share a bath at the spa...(the end of Bridle Gossip.)

They watch shooting stars... (the beginning of Owl's Well that Ends Well)

They laugh over doughnuts... (the end of Best Night Ever)

They share a huge group hug... (the end of Magic of Friendship)

WHIP ZOOM BACK OUT of Applejack's head!

EXT. SWEET APPLE ACRES - DAY

Applejack looks like she's just woken from a deep sleep. Her vacant expression is gone, and her color is back.

176 APPLEJACK
What... what happened?

Twilight lets her up.

177 APPLEJACK (CONT'D)
HOOO-WEEEE!! I feel like a million buckets of apples!

She turns to Twilight remorsefully.

178 APPLEJACK (CONT'D)
Twilight! I saw a vision of us feudin' and fightin', and, well, it was just too horrible to imagine! I couldn't face the truth, so I started telling lies. I felt awful doin' it, but I just couldn't stop! I'm so sorry, can you ever forgive me?

179 TWILIGHT SPARKLE
I already have. Come on!

She yanks Applejack OFF SCREEN.

INT. FLUTTERSHY'S COTTAGE - DAY

ZOOM OUT of Fluttershy's face. Her color has returned. She blinks a few times, her hard edge gone.

180 FLUTTERSHY
Twilight? Applejack? I just had the worst dream...

REVEAL -- Twilight and Applejack have her pinned to the floor. They let her up.

181 FLUTTERSHY (CONT'D)
OH NO!!

182 TWILIGHT SPARKLE
What? What is it?

183 FLUTTERSHY
Did I do something...
(whispering)
... *hurtful?*

Twilight and Applejack exchange a look, stifling laughter.

184 FLUTTERSHY (CONT'D)
(mortified)
I'm so sorry! I didn't know what I was doing! It was Discord's fault! He's nothing but a big, horrible...
(MORE)

FLUTTERSHY (CONT'D)
meanie!
(beat)
Oh! Sorry, was that too harsh?

185 APPLEJACK
Fluttershy's back!

186 TWILIGHT SPARKLE
C'mon, girls! We're not done yet!

EXT. CAROUSEL BOUTIQUE - DAY

HOLD ON an establishing shot of the boutique.

187 RARITY (O.S.)
(from inside)
What do you think you're doing?
Get away from my gem! Get away...
(beat)
Get off of me! Get that horn
away...

There's a long beat of silence. Then...

The front door of the boutique opens and Rarity (back to full color) rolls the giant rock out into the street. The others join her at the doorway.

188 RARITY (CONT'D)
Out you filthy, tacky thing! Thank
you, ladies. Let us never speak of
this again.

EXT. ROCK FARM - DAY

Twilight, Fluttershy, and Rarity are headed down the path away from the dark, overcast rock farm. Applejack tows a small wagon, which has Pinkie Pie inside. She's full pink, and crying with <LAUGHTER>. Her gray siblings stand in the field in the background, watching stoically.

189 PINKIE PIE
Ah-hoo-ha-ha-ha-ha... and then I
was... ah-ha-ha-ha!! I was so...
serious!! Ha-ha-ha-ha-ha!! I
turned GRAY! HA-HA-HA-HA-HA!!!
Can you believe it?! GRAY!!

EXT. OUTSKIRTS OF PONYVILLE, RAINBOW DASH'S COUDOMINIUM - DAY

The four wingless ponies stand below the cloud structure, looking up. They all look like themselves again. Fluttershy appears from other edge and shrugs.

190 FLUTTERSHY
She's not here.

191 TWILIGHT SPARKLE
Rainbow Dash is nowhere to be found. It's the weirdest thing...

Just then, a herd of BUFFALO in tu-tus dances past doing Rockette kicks.

192 TWILIGHT SPARKLE (CONT'D)
Okay, maybe not the <u>weirdest</u> thing.

193 RARITY
Looks like Discord is still going strong with his chaos.

Fluttershy rejoins them on the ground.

194 FLUTTERSHY
Not if we've got anything to say to that... *meanie*.
(beat)
Oh no! I did it again!

195 TWILIGHT SPARKLE
Back to the problem at hoof: without Rainbow Dash, we can't use the Elements!

The buffalo kickline their way back the other direction.

196 APPLEJACK
She could be anywhere by now! We're never gonna find her!

197 PINKIE PIE
Yeah we will.

198 TWILIGHT SPARKLE
I appreciate your optimism, Pinkie, but what makes you say that?

199 PINKIE PIE
(pointing at the sky)
'Cause she's right there.

Sure enough, just overhead, Rainbow Dash kicks back on a small pile of clouds.

200 TWILIGHT SPARKLE
Rainbow Dash!

201 RAINBOW DASH
(casually)
Hey guys.

202 TWILIGHT SPARKLE
We've been looking everywhere for you!

203 RAINBOW DASH
That's nice.

204 TWILIGHT SPARKLE
Discord's still on the loose. We need you to help us defeat him with your Element, Loyalty.

205 RAINBOW DASH
Loyalty shmoyalty. Have you seen Ponyville? It's a disaster. I'm staying here in Cloudsdale, where everything's awesome.

206 RARITY
(to the others)
How on Earth can she think that tiny patch of clouds is Cloudsdale?

207 APPLEJACK
The same way he got you to think that cheap rock was a bonafide diamond.

208 RARITY
I thought we agreed to never speak of that again!

The buffalo dance in, do a loop around the ponies, and dance back out.

209 TWILIGHT SPARKLE
Time for Plan B.

EXT. CLOUDS ABOVE PONYVILLE - DAY

Rainbow Dash snores away in "Cloudsdale," and doesn't notice the bulbous form of the ponies' HOT AIR BALLOON peeking up behind her. Fluttershy flies up next to the basket.

210 TWILIGHT SPARKLE
(whispering)
Okay, Fluttershy, you grab Rainbow Dash and hold her down.
(MORE)

TWILIGHT SPARKLE (CONT'D)
Applejack will lower me down from this rope so I can cast the memory spell on her.

211 FLUTTERSHY
(unusually confident)
Got it!

Rarity and Pinkie Pie steer the hot air balloon into position. Fluttershy aggressively flies over to Rainbow Dash, but at the last second, merely taps Rainbow Dash, who <SNORTS> herself awake.

212 FLUTTERSHY (CONT'D)
Um, I'm just wondering if it's okay if I hold you down against your will for a little bit?

Rainbow Dash notices the balloon hovering overhead.

213 RAINBOW DASH
Nice try! Ponyville is *your* problem, not mine!

She BOLTS, streaking across the sky! Twilight tosses the rope down to Fluttershy.

214 TWILIGHT SPARKLE
Come on, Fluttershy, we gotta catch her!

Fluttershy grabs the rope between her teeth like a bit. Twilight <CRACKS> the other end like reins.

215 TWILIGHT SPARKLE (CONT'D)
HYAH!!

Fluttershy takes off after Rainbow Dash, towing the balloon behind her! Rainbow Dash disappears in a field of clouds. Suddenly, she appears next to the balloon.

216 RAINBOW DASH
Are you guys serious? You'll never catch *me!*

She does a few quick loops around the balloon, showing off.

217 TWILIGHT SPARKLE
Applejack, lasso her!

But it's too tight in the cramped basket for roping.

218 APPLEJACK
I need more room!

She throws the coil of rope around her neck and starts to climb the side of the balloon!

219 TWILIGHT SPARKLE
Fluttershy, stay on Rainbow Dash!

Fluttershy struggles with the cumbersome balloon.

220 FLUTTERSHY
Oh my goodness, oh my goodness!

With each mid-air turn Rainbow Dash makes, Fluttershy awkwardly follows. Applejack clings to the side of the balloon with her teeth, edging closer and closer to the basket on top.

221 PINKIE PIE
This is so thrilling! Yay, Applejack!

222 TWILIGHT SPARKLE
Rainbow Dash is too fast for us!

223 RARITY
(calling out)
Oh Fluttershy! Would you be a dear and fly faster, please?

Fluttershy is almost in tears from stress.

224 FLUTTERSHY
I can't!

225 TWILIGHT SPARKLE
(calling out)
If you can't catch her Discord wins!

CLOSE ON FLUTTERSHY -- her eyes narrow. She <u>really</u> doesn't like Discord.

226 FLUTTERSHY
That... big... dumb... *MEANIE!*

She digs deep and picks up speed, closing in on the cocky Rainbow Dash.

Applejack, meanwhile, inches closer and closer to the top...

Twilight holds the "reins" with all her strength...

Fluttershy bears down on Rainbow Dash...

Finally, Applejack manages to finish her precarious climb up the side of the balloon. She scrambles into the basket on top, lasso at the ready.

227 APPLEJACK
READY WHEN Y'ALL ARE!

Twilight steers Fluttershy into position...

Applejack starts to twirl the lasso...

Tears stream from Fluttershy's eyes from flying so fast...

Applejack winds up... FIRES!!

In SLOW MOTION, the lasso flies through the air...

And HITS ITS MARK! Rainbow Dash realizes she's been roped and PANICS, pulling Applejack's rope taut!

It yanks out of Applejack's mouth, pulling slack from the basket below...

And cinches around Pinkie Pie and Rarity's hind legs, jerking them out of the balloon!

228 RARITY/PINKIE
WAAAAHHH!!

They dangle from the rope around Rainbow Dash's neck!

229 RARITY
Pinkie, you were supposed to secure the rope!

230 PINKIE PIE
(smiling sheepishly)
Oops.

231 APPLEJACK
RARITY! PINKIE! HOLD ON, Y'ALL ARE SLOWING HER DOWN!

232 RAINBOW DASH
<effort noises>

They get a better grip and hang on for dear life! Their weight starts to pull on the rope around Rainbow Dash's neck, slowing Rainbow and allowing Fluttershy to pull even with the flagging Rainbow Dash! Twilight enchants another loop of rope and levitates it to Applejack.

233 TWILIGHT SPARKLE
OKAY, APPLEJACK, LAST ROPE! MAKE IT COUNT!!

Applejack grabs the end, twirls the rope, wind lashing her...

Rarity and Pinkie Pie struggle to hang tight...

Applejack concentrates... takes aim... FIRES!!

Another bulls-eye, right around Rainbow Dash's neck! (Storyboard Note: Please keep the lasso low, near RD's collar bone so it does not look like she's choking.) She bucks like a bronco, but this time the rope is secured to the basket and they've got her. Twilight steers Fluttershy toward the ground, dragging everypony else behind.

EXT. OUTSKIRTS OF PONYVILLE - CONTINUOUS

The balloon lands gently in the meadow near Fluttershy's cottage. Rarity and Pinkie Pie touch down and start to reel in Rainbow Dash like a kite.

Applejack leaps off the balloon, and Twilight unties Fluttershy. Together, the five friends haul their sixth friend in.

234 RAINBOW DASH
Let me go! I don't need you guys! Leave me alone!

Rarity, Pinkie Pie, Applejack, and Fluttershy hold Rainbow Dash by their ropes, like a bunch of cowboys trying to hold a wild mustang. She breathes and snorts like bull. Twilight approaches her slowly, gently. She smiles warmly and touches her horn to Rainbow's forehead. Slowly, she stops struggling. Her color comes flooding back. She blinks.

235 RAINBOW DASH (CONT'D)
Wha... wha happened? <gasp> How's Ponyville? Where are the Elements! Did we stop Discord?

236 PONIES
All right! / Yeah! / Welcome back, Rainbow Dash!

They all pull in for a group hug. After a heartwarming beat, the buffalo kickline dances by. Then the sun bolts below the horizon.

237 TWILIGHT SPARKLE
Maybe it's a little early for a group hug.

EXT. PONYVILLE, TOWN SQUARE - DAY

Discord sits on a throne delighting in the chaos he's caused. He <LAUGHS> as the Cakes run past, Cupcake pelting her husband with frosting. He <ROARS> as Angel and her friends (still transformed as before) run amok. He holds out his hand with delight as chocolate milk once again sprinkles from the sky.

238 DISCORD
Chaos is a wonderful, wonderful thing...

239 TWILIGHT SPARKLE (O.S.)
Not as wonderful...

Twilight and her friends step in.

240 TWILIGHT SPARKLE (CONT'D)
... as friendship.

The Elements shine brightly from their necks. Discord rolls his eyes.

241 DISCORD
Ugh, this again?

242 APPLEJACK
That's right. You couldn't break apart our friendship for long.

243 DISCORD
(patronizingly)
Oh, Applejack, don't lie to me. I'm the one who made you a liar. Will you ever learn?

244 TWILIGHT SPARKLE
I'll tell you what we've learned, Discord. We learned that friendship isn't always easy...

She glances at Rainbow Dash, who blushes.

245 TWILIGHT SPARKLE (CONT'D)
But there's no doubt it's worth fighting for!

246 DISCORD
Gag. Fine, go ahead, try and use your little Elements, *frenemies.* Just make it quick. I'm missing some excellent chaos here.

247 TWILIGHT SPARKLE
All right, ladies! Let's show him what friendship can do!

They form a semi-circle, their faces determined. <HEROIC MUSIC> begins to swell. And then...

248 PINKIE PIE
Wait wait wait!

The ponies look over at her in confusion. She catches a few last gulps of chocolate milk rain.

249 PINKIE PIE (CONT'D)
Ahh...

She realizes everyone's looking at her.

250 PINKIE PIE (CONT'D)
Okay, I'm ready.

Discord <YAWNS>, totally unimpressed. Then, suddenly, his eyes pop open. The Elements have started to sparkle. He can't believe what he's seeing.

251 DISCORD
What's this?

With the combined power of their friendship, a POWERFUL RAINBOW starts to form from the Elements! The rainbow builds in power, then...

252 DISCORD (CONT'D)
NO! *NOOOOOOOO!!!*

The rainbow ZAPS DISCORD, turning him to stone! Unlike the laughing statue of Discord from the Teaser, this Discord statue is frozen in an expression of shock.

DISSOLVE TO:

INT. CELESTIA'S PALACE, CATHEDRAL OF HARMONY - DAY

A large crowd is gathered to catch a glimpse of the heroes, who stand in front with Princess Celestia.

253 PRINCESS CELESTIA
We're gathered here today to once again honor the heroism of these six friends, who stood up to the villain Discord, and saved Equestria from eternal chaos!

The crowd <CHEERS> wildly!

254 PRINCESS CELESTIA (CONT'D)
Fluttershy, Rainbow Dash, Pinkie Pie, Applejack, Rarity...

She shares a meaningful look with Twilight.

255 PRINCESS CELESTIA (CONT'D)
... and Twilight Sparkle. I'm so proud of you all.

256 TWILIGHT SPARKLE
Thank you, Princess Celestia.

257 PRINCESS CELESTIA
And now...

She waves her horn and off to the side, a curtain falls away revealing a new window depicting the ponies using the Elements against Discord. The crowd <CHEERS> again, and the ponies smile and high-hoof. Everyone is overjoyed by the honor... except Rarity.

258 TWILIGHT SPARKLE
What's wrong, Rarity?

259 RARITY
My hair!

REVEAL: Rarity's visage on the window has some funky hair going on. She fusses with her own hair.

260 RARITY (CONT'D)
Does it really look like that?

While the crowd moves in to congratulate the heroes, we TRACK OUT of the Cathedral and down the hallway...

EXT. CANTERLOT, SCULPTURE GARDEN - CONTINUOUS

... and out into the grounds. A team of earth ponies is hard at work constructing a brand new labyrinth amidst the sculpture garden.

They've already finished the fountain and placed some sculptures in the center of the new labyrinth. As they hoist a wall of hedges into place, we FLOAT IN and see that one of the sculptures is Discord, frozen in horror by the magic of friendship. A shadow crosses over it as the hedge wall is secured into place, sealing Discord inside the labyrinth.

From somewhere unknown, we hear Discord's <GHOSTLY LAUGHTER>...

THE END