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MY LITTLE PONY

"Seeds of Chaos" Parts 1 & 2

Ep 27 & 28

Outline by
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Outline: May 28, 2010
Notes Due: June 1, 2010

MY LITTLE PONY

“Seeds of Chaos – Part I”

TEASER

A unicorn tour guide leads a group of schoolponies through a sculpture garden on the grounds of Canterlot. She’s teaching them that sculptures represent things, like love or victory or discord. One little colt is being teased mercilessly by his friends because a filly in the class, who is clearly smitten, wants him to come look at the Love statue with her. “Oooooooooo-oooo-oooo...” they mock. In an effort to save face, he tries to change the subject, asking the tour guide what “discord” means.

She leads them to a creepy statue of a draconequus, a mythical beast with the head of a pony and a hybrid body made up of parts from various creatures. He’s clutching his stomach, head thrown back in laughter. The tour guide explains that “discord” is a lack of harmony amongst ponies, and that the hybrid parts of the draconequus represent chaos and disunity. The little filly shivers at the sight of the smiling beast, nuzzling up to her colt crush. “Come on, Sugar Booger, let’s go look at Love again...”

As the guide leads the group away, the colt’s classmates are so busy giving him the business that nopony notices that the stone Discord statue has started to fissure. Nopony hears the faint, ghostly laughter that follows, either....

ACT I

Rainbow Dash is having a devil of a time. She races frantically through the skies over Ponyville trying to control the weather, but this is no ordinary weather. The clouds are made of sticky cotton candy, and they’re dropping sheets of chocolate milk rain. No matter what she tries, the weather won’t obey. She even hears reports of a major cola front ravaging Cloudsdale, but refuses to leave while her friends in Ponyville need her.

“STOP THAT CHOCOLATE MILK!” shouts Applejack, who’s having her own issues down at Sweet Apple Acres. The crops have gone haywire, and she’s lost her ability to control them! She struggles to contain the waves of popcorn shooting out from the cornstalks while Pinkie Pie laughs. “Why would you want to stop this?” A wave of popcorn crashes into her gaping mouth, followed by a downpour of chocolate milk.

“Fluttershy, DO SOMETHING!” shouts Applejack. Her apples have ballooned to the size of hula-hoops, and Angel and her woodland friends are having an enormous feast. Fluttershy, meanwhile, is flustered. Her attempts to control the animals aren’t working. Not only are they ignoring her usually enchanting kindness, they’re physically changing, too. The raccoons brazenly tear off their masks. The rabbits’ long legs grow to giraffe-like proportions so they can reach the highest apples on the trees. And Fluttershy is helpless to stop it.

Applejack, nearly buried in popcorn, says, "Fluttershy, I gotta be honest, YOU'RE MAKING ME FURIOUS RIGHT NOW! Stop being so nice to them critters! They're eating everything!"

Fluttershy replies that kindness is the only way to solve problems. Just as she says it, the birds overhead drop all their feathers in favor of fur, leaving Fluttershy covered in sticky milk and feathers. Pinkie Pie races past, giggling with delight.

Just then, the reinforcements arrive! It's Spike and Twilight Sparkle, ready with a quick spell that will put everything right. She fires up her horn and fires away! A sparkly stream of magic shoots out, washing over the disobeying animals, crops-gone-wild, and weird weather. The magic sparkles clear, leaving behind...

The exact same chaos! Even Twilight's magic has no effect! "What do we do?! Nothing seems to be—" Suddenly, Spike belches up flames and produces a scroll. Twilight reads it and her eyes go wide. "Come on, girls, we've got to find Rarity! The Princess wants to see us!"

Later that day, the ponies gather at the boutique and prepare to head to Canterlot, but end up waiting for Rarity instead. "Come on, Rarity! We don't have time for this!" She emerges from the back with beautiful outfits for all of them. "I'm sorry, girls, but I simply cannot allow you to arrive in Canterlot looking shabby. So I've made new outfits for us all!" The ponies realize they do look pretty dingy to be going in front of the Princess. Impressed with Rarity's generosity, they suit up and head out.

Upon their arrival at the palace (which is also having strange issues; the stone castle walls are as sproingy as jello), Princess Celestia explains why everything's going haywire in Equestria. An old foe of hers has returned, spreading chaos far and wide. His name is Discord, the mischievous spirit of disharmony. She's called the ponies to Canterlot because she needs them to wield the Elements of Harmony once more in order to stop him.

She leads them to the Cathedral of Harmony via a long, majestic hallway flanked with stained glass windows that tell the history of the Elements. The first one depicts a red draconequus, similar to the statue in the Teaser, laughing amidst a dark, chaotic world. The Princess explains that before there were ponies, the world was made up of darkness and mayhem and ruled by a powerful draconequus named Discord, the mischievous spirit of disharmony.

The next window depicts Celestia and Luna battling Discord. "My sister and I rose up to defeat him. We turned him to stone, and the Elements of Harmony were born." They move down the hall to the next window, and Pinkie Pie says, "Hey, look! It's us! We're famous!" Sure enough, the stained glass depicts the scene of the ponies defeating Night Mare Moon with the Elements of Harmony from the pilot episode. "Yes," says the Princess, "you are an important part in the history of the Elements. Applejack, you

represent honesty. Rainbow Dash, loyalty. Rarity, generosity. Pinkie Pie, laughter. Fluttershy, kindness. And Twilight Sparkle, the magic of friendship. Together, you showed the true potential of the Elements of Harmony. And now, you must do it again to defeat Discord before he thrusts all of Equestria into eternal chaos.” The ponies exchange a nervous glance, except for Pinkie Pie, who says, “Look, I know we want to defeat Discord and all that, but let’s think this through for a minute. Eternal chaos comes with chocolate rain, you guys. CHOCOLATE Rain!!” They roll their eyes and move on into...

The Cathedral of Harmony, where the ponies watch with reverence as the Princess opens the vault. She removes a jewel-encrusted case and lifts the lid. Everypony gasps! It’s empty! The Elements are missing!

Pinkie Pie shrugs. “Oh well. If anyone needs me, I’ll be outside wading in the chocolate puddles with a giant swizzle straw.

ACT II

Celestia and the ponies emerge back into the hallway. “We’ve got to find those Elements before Discord...” She trails off when she hears the distant sound of laughter.

“Did you miss me, Celestia?” Down at the end of the hall, the stained glass image of Discord has started to move! He makes his way from one window to another, laughing all the while. Speaking in cryptic riddles, he says he’s hidden the Elements of Harmony, and in order to find them, the ponies will have to make their way through many twists and turns, only to end up back where they began.

Twilight demands to know why he’s causing so much trouble. Discord laughs heartily. “Because it’s fun! It’s very, very fun!” His image freezes again, fixed in a pose of riotous laughter.

Twilight ponders his riddle. “Many twists and turns... end back where we started...” She notices a massive hedge maze out on the Canterlot grounds. “That must be it! There’s nothing with more twists and turns than a labyrinth, and look! The exit is right next to the entrance!” The Princess wishes them luck, and they head off on their quest.

The ponies approach the entrance to the labyrinth. Rainbow Dash says retrieving the Elements will be a cinch. She’ll just fly overhead and find them. She tries to take off, but slams right back into the ground. “What’s going on?!” Her wings have disappeared! So have Fluttershy’s (“I feel so... *exposed!*”). In fact, Twilight and Rarity’s horns have vanished, too!

Discord staggers out from behind the Love statue, clutching his stomach from laughter. He tells the ponies that before they begin their quest, they need to understand the rules of the game, and there are only two. First, no magic and no flying. Second, everyone

plays or the game is over. Fluttershy, who just wants to wait outside, looks terrified. Twilight steps forward confidently. “Don’t worry, we’ll find the Elements no problem, as long as we all stick together!”

WHOOOMP! Tall hedge walls shoot up from the ground, separating them the instant they step inside the maze. As Discord’s laughter echoes, the ponies react in their own unique way. Rainbow Dash tries to leap over the hedge, but it shoots up and blocks her. Applejack tries to bulldog her way through, but the hedge sproings her back like a trampoline. Fluttershy races around in terrified circles. Twilight tries to calm everyone down, shouting over the labyrinth walls for everypony to head to the center of the maze as fast as they can; they can regroup there. The ponies agree to the plan and set off on their own paths...Applejack wends her way through the labyrinth, headed for the central meeting place, but distracted by the chaos she left behind in Ponyville. “Gosh, I sure hope Big McIntosh and Granny Smith have enough butter for all that popcorn—” Suddenly, she stops in her tracks, sniffing the air. “Golly! Is that... *apples*?” She rounds a bend and notices three apples lying on the ground in the shape of her Cutie Mark. She sees a few more up ahead leading around a turn in the maze. She follows the apple trail, which leads to an enormous apple grove! Like most things in the labyrinth, there’s a hazy, magical quality to the grove, like it exists somewhere between reality and fantasy. “Where am I?”

Before she knows it, three creatures wobble awkwardly out from behind the trees. They’re made of constantly moving piles of apples, one green, one red, and one yellow, and have gurgly Yoda-esque voices. “Who are y’all?” asks Applejack. The apple creatures stumble over each other, spilling out into piles of apples. She watches in amazement as they re-form, then explain that they’re the guardians of the Grove of Truth. She’s allowed to ask them one question about her future, and the reflection in the stream will reveal the absolute truth. “Well that sounds easy enough. We’re all real worried about this feller Discord. Are we gonna be able to beat him and put things back to normal?”

Meanwhile, up in a tree, Discord struggles to contain his laughter. He’s controlling the apple creatures like a marionette with invisible strings. He moves the creatures toward the stream, then uses them to tell Applejack to seek her answer in the waters...

She leans over the stream, watching as the clear water starts to cloud up. Then, slowly, a vision appears. Applejack sees Ponyville in utter chaos. To make matters worse, she and her friends are in the midst of a huge argument. They turn their backs on each other, refusing to even speak. Applejack’s eyes go wide with concern. “Oh no! It just can’t be!”

ACT III

Despite the awful vision of the future, Applejack can't look away from the water. Meanwhile, up in the tree, Discord slaps his hands over his mouth to contain his laughter, dropping his invisible marionette strings and causing the apple creatures to collapse into apple piles, snapping Applejack out of it. "That's not true!" she says. "I won't let it happen!" But the apple creatures assure her, the Grove of Truth never lies.

As her mind reels... THOOMP! A hedge wall retracts into the ground, revealing Twilight on the other side. "Applejack! Thank goodness! Who were you talking to just now?" Applejack turns to see that the apple grove is gone, creatures and all.

"Uhhh...." The awful vision returns to Applejack. She sees her friends feuding as Ponyville descends into wacky chaos. Suddenly Discord himself appears in the vision, speaking directly to her: "Go ahead, my darling Applejack. Tell your friend the truth about the future..." He points straight into camera, twirling his finger deliberately. Back on Applejack, something strange is happening. Her gorgeous green eyes suddenly start to swirl into HYPNO-EYES!

"Applejack?" asks Twilight. "Who were you talking to?" Applejack snaps out of her dream-state, her hypno-eyes returning to normal. Confused and flustered, she does something totally out of character: she lies. "I wasn't talking to anypony. I didn't see nothin'!" Twilight is totally confused. She could have sworn she heard Applejack talking to somepony. Would Applejack really *lie*?!

Rarity, meanwhile, walks daintily down a hedge path, fussily brushing leaves off her gorgeous outfit. "I was expecting an audience with the princess, not... *outdoor sports*!" She rounds a bend and comes upon a craggy rock wall. There, in the center, are three shimmering diamonds in the shape of her Cutie Mark. As she studies the gorgeous gems, she seems to get lost in their beauty. She doesn't even react when three little laughing Discords appear deep in the shimmering facets of the diamonds. "Aren't we beautiful? *Ah-ha-ha-ha-ha-ha!!!*"

The Discords start to spin inside the gems, and soon Rarity has spiraling hypno-eyes! As the Discords disappear, leaving only his echoing laughter, Rarity convinces herself that she's got time to dig them out before she meets the others in the center. It'll only take a few minutes. And even if it doesn't... she gazes deliriously at the gems... she's not leaving until they're hers. Rarity's greed has started innocently enough, but will continue to grow to absurd proportions as the story goes on.

Meanwhile, Pinkie Pie merrily skips through the labyrinth, humming a happy tune. She rounds a corner and the maze opens up into a spectacular garden. But instead of flowers, multicolored balloons sprout up everywhere! The balloons have happy faces, laughing and singing and welcoming her to their home. Greatest balloon garden in the world! As she makes her way through the gorgeous garden, she doesn't notice one of

the balloons wrap itself around her leg. WHOOMP! She face-plants into the ground, causing roars of laughter from the balloons. Mud on her face, she sits up, confused. "What'd you do that for?" But she doesn't get an answer; just more laughter.

Just then, Discord himself steps out from the balloons and helps Pinkie to her feet. Suspicious, she says she's looking for the Elements so she can defeat him, so why's he being nice to her? He lays on the charm. He's just misunderstood, that's all. Pinkie has to admit, anyone who likes to laugh as much as he does can't be all bad. WHOOMP! One of the balloons pulls Pinkie's legs out from under her, the pratfall causing waves of laughter from the balloon garden. Pinkie's starting to get upset, but Discord says she should be used to it by now; after all, her friends laugh at her constantly. Pinkie corrects him, saying her friends like to laugh with her. Discord puts an arm around her shoulder and tells her to listen closer...

Pinkie's eyes spin out into hypno-eyes! She looks at the balloons and realizes they're laughing at her! Like the evil clown nightmare in *Pee-Wee's Big Adventure*, the balloons take on a sinister edge. Their smiling faces are replaced by the faces of her friends. Through the balloons, Rarity, Fluttershy, Twilight, Applejack, and Rainbow Dash are laughing at her! "No! Stop it! Stop laughing at me!"

Pinkie's hypno-eyes fade away, and her normally smiling face is furious. "That settles it, I'm through with laughter! All it's done is make me the butt of their jokes." As soon as she says it, the balloon garden detaches all at once and floats up into the sky. The hedge wall swings open to reveal Twilight and Applejack on the other side. Twilight bursts into a laughing smile. "Pinkie Pie! Are we glad to see you!" "I bet you are! Have a good laugh, whydoncha?" And she storms off into the maze, revealing only a fraction of the silly surliness to come. Applejack shrugs and follows her, "She's right. I saw you laugh at her." Exasperated, Twilight chases after them. "That's not true!" She's doubly confused now, with honest Applejack lying and giggly Pinkie scowling.

Back at the rock wall, Rarity's hypno-eyes are spinning like crazy. She's made no progress toward meeting her friends because she's been digging the entire time. But it was worth it because it turns out the three diamonds are actually part of one enormous gemstone! And she's determined to bring this baby home. With extraordinary exertion, she hoists the giant diamond onto her back as her eyes return to normal.

Suddenly, one of the hedge walls evaporates into leaves from a massive gust of wind, revealing Twilight, Applejack, and a sulking Pinkie. Confused, Twilight asks why she's got a humongous boulder on her back. From the others' eyes, Rarity's diamond is nothing more than a heavy hunk of rock. But to Rarity, it's a glittering diamond. Twilight says she doesn't know what's going on with everyone, but she has a feeling they need to get to the meeting point quickly before things get too weird. And Rarity's rock will only slow them down. Unfortunately, the normally generous Rarity is already caught in the grip of greediness, refusing to leave her treasure behind. With Applejack continuing to lie and Pinkie refusing to smile, Twilight feels like she's doing a delicate balancing act to

keep their group from coming apart. , They need to find the others and the Elements before anything else happens...

Fluttershy, meanwhile, huddles in a corner, hooves over her eyes, shuddering with fright. She's horrified to be alone in this nasty labyrinth. Her fear evaporates, however, when she notices three butterflies dancing around her face. Thankfully, they seem to want to lead her through the maze.

She follows them, rounding corner after corner. But before long, they're gone. "Little butterflies? Where did you go?" "We're right here," say three high-pitched voices behind her. She whirls around and sees the butterflies, only now their faces have been replaced by Discord's face! The butterflies hypnotically tell Fluttershy they can sympathize with her fears. It must feel awful having been left behind by her friends. But Fluttershy, in her innocence and kindness, says she knows her friends are doing their best to find her. Surprised their manipulation didn't work, the Discord-butterflies continue trying to rile her up. It must be hideous to know her friends think she's weak and helpless. But again Fluttershy doesn't take the bait. "They're right. I do need to be more assertive. Gosh, I sure am lucky to have friends who want the best for me." The butterflies try again and again to play on her insecurity, but nothing works.

Finally, Discord himself steps out from behind a shrub: "Oh, for goodness sake..." Frustrated with her innocence, he gives up and just zaps her. "You've been kind too long. Time to be cruel!" Her eyes google into hypno-eyes while Discord laughs crazily, his voice fading into echoes. He disappears, and Fluttershy's eyes return to normal. "What was that?!" she says.

WHOOOMP! A hedge wall opens to reveal the others, their new personalities on full display (Applejack: "Y'all know I'm the real Princess of Equestria, right?" Pinkie Pie: "That rock's laughing at me! Make it stop!" Rarity: "He's not a rock! And why do you keep talking about him? You want him, don't you?!") Twilight is beyond relieved to see Fluttershy's kind face. "Thank goodness it's you! I don't know what's going on, but everyone's really short-tempered lately—"

"Boo-hoo-hoo," says Fluttershy sarcastically, launching into a smart-alecky attack on Twilight. Twilight bites her lip nervously, "Applejack's lying, Pinkie Pie won't laugh, and Rarity's greedy. And now Fluttershy's mean?" This adventure seems to be straining their relationships like never before! With a new urgency, Twilight assists Rarity with her giant boulder and trudges forward. She must find the Elements before this journey tears their friendship apart!

Meanwhile, the only missing pony, Rainbow Dash, is sure she's got this labyrinth figured out. She's tracking a small clump of clouds emitting rainbow lightning up ahead. That must be where her Element is! She races to the rainbow lightning and discovers... Discord! He's reclining on a hammock made of clouds. "Ah! Rainbow Dash, I presume? I can see why you like these clouds so much. Very plush..."

Rainbow Dash immediately gets ready to fight, but Discord assures her he only wants to help. In his typical cryptic fashion, he tells her that she has to make the most important choice of all. "And if you make the wrong choice, the foundations of your home will crumble without you." Rainbow Dash is about to offer a cocky retort when suddenly her eyes go hypno. She stammers, "Home... crumble... without me..." The cloud that's been hanging overhead morphs into a small-scale version of Cloudsdale! As Rainbow Dash's hypno-eyes watch, the buildings start to crumble and fall. With a delighted laugh, Discord says, "You see now what's at stake! So I'll make you this offer. You can have your wings back and leave the game..." He produces her wings with a casual swipe of his hand. "Or you can carry on wandering this maze. Choose wisely. Or better yet, don't!" He cracks himself up while Rainbow Dash, hypno-eyes a-spinning, considers her options.

The other ponies, meanwhile, are making slow progress through the maze. As if things weren't bad enough, sarcastic Fluttershy's favorite thing to do seems to be pushing the others' buttons. Everypony's at each other's throat, but Twilight still has hope they can find the Elements and put everything right again. "It will all be fine once we're all together again. As a team, we're unstoppable! Rainbow Dash will find us, she'd never let us down..."

Then she sees something that stops her cold. It's Rainbow Dash, and she's flying away! Twilight can't believe her eyes. The most loyal pony of all is abandoning her friends! And just when they need her most!

WHOOOMP! With Rainbow Dash leaving the game, the entire labyrinth collapses into the ground. Twilight has completely lost control of the situation. The Elements are missing, Rainbow Dash has abandoned them, and their friendships are crumbling. She can only stand there helplessly as Discord's laughter echoes through Canterlot...

Fluttershy walks over and stands next to the crestfallen Twilight as if to comfort her. Then she pushes her over.

MY LITTLE PONY
“Seeds of Chaos – Part II”

ACT IV

Twilight Sparkle digs frantically in the dirt where the labyrinth just stood, desperately searching for the Elements. “It’s not fair! We tried to do everything you asked, but you keep changing the rules!” In a swirl of red clouds, Discord appears. He’s giddy. Twilight shouts, “How are we supposed to find the Elements when you took away the labyrinth before we could get to the end?”

Discord is having a grand old time. “Oh, I’m sorry, did you think the Elements were in the labyrinth? What a hilarious misunderstanding!” Twilight can’t believe her ears. “Misunderstanding?! You told us they were in there!” Discord corrects her. “I did no such thing.” He reminds her about the twists and turns, and ending up back at the beginning. “But I never said they were in the maze.” With glee, he swirls away into the air, leaving the ponies in an empty field arguing about nothing. “I saw a pod of whales fly in and take the Elements...” “Rarity’s so greedy she probably hid them somewhere...” “That’s not funny!” “No, but Twilight’s face is...” “Leave my gem alone!!”

Twilight does her best to ignore the discord while she puzzles over Discord’s clues. “End at the beginning... end at the beginning...” Finally, it dawns on her. “We just went through the twists and turns, but we haven’t gone back to the beginning yet! He hid the Elements in Ponyville!”

Back in town, Discord’s chaos reigns. Animals run wild in the streets, the sun and moon rise and set every three minutes and the ponies can barely keep from slipping on the soap roads that used to be dirt. Twilight suggests they head straight to the Library Loft. She’s got a reference book about the Elements that might give a clue how to find them. Unfortunately for her, things have deteriorated amongst her friends since they left Canterlot.

“I truly don’t know why we’re wastin’ our time; there’s no such thing as Elements of Harmony anyway.” “That’s a lie!” “It is not!” “That’s a lie, too!” Meanwhile, Pinkie Pie has become convinced that she’s laughing at herself now. Rarity has developed a Gollum-like obsession with her “diamond,” naming it Tom and becoming upset if anypony so much as looks at it. And Fluttershy has morphed into the ultimate “mean girl,” going to ridiculous lengths to amuse herself by stirring the pot.

In addition to their over-the-top personalities, the ponies are undergoing a physical transformation as well. Their vibrant coats are turning gray. The more outrageous their behavior, the more colorless they become.

Twilight finally manages to wrangle the bickering fillies, and gets them to agree to come up to the Library Loft. Rarity, however, refuses to leave Tom on the street for anyone to

take. So Twilight is forced to haul the worthless and super heavy rock up the stairs.

Spike is rudely jolted out of a pleasant afternoon nap by the bizarro ponies. Exhausted both physically and emotionally, Twilight explains everything. Spike puts it all together. That's why the weather, the crops, and the animals were acting so strangely earlier. And from the sounds of it, if they don't find the Elements of Harmony soon, their freindships could be destroyed forever! Twilight asks Spike to help her out and fetch the reference guide to the Elements off a high shelf. Maybe there's something in there that will help decipher Discord's clues.

But true to Discord's upside-down version of Ponyville, the books scatter like bats when Spike comes near. They fly from one side of the room to the other while he chases them. Fluttershy throws scrolls at him and laughs hysterically at his misfortune (Pinkie Pie: "I know you're laughing at me by laughing at him!") Finally, Spike corners the book he wants and tackles it to the floor with a crash. He struggles to bring it back to Twilight, who cracks it open to find...

The Elements of Harmony themselves!

ACT V

Twilight is elated. They've found the Elements of Harmony, They can defeat Discord!

But nopony cares. Their unfriendly behavior has become so outrageous, their coats so gray, their bickering so extreme, none of them even care about finding the Elements or defeating Discord anymore. To Twilight, this is the final straw. Her own color begins to fade as she loses faith in her friends. She just wants this over so she can get away from their rotten attitudes. But they're still missing one important piece: the sixth friend. Eager to put this all behind her and out of ideas, Twilight angrily appoints Spike as Rainbow Dash's replacement. "Me?! B-b-but I'm not a fast flier! I hate heights!" Terrified, he gets right in Twilight's face. "What if she finds out I've been impersonating her?! She'll pound me!" "Too bad, you're Rainbow Dash. Come on, everybody, let's go use the Elements of Harmony to defeat Discord so we don't ever have to talk to each other again!"

Twilight hauls Rarity's big dumb rock back down the stairs, the others following (except for Rarity, who pauses to grab as much of Twilight's stuff as she can carry). To their surprise and amazement, when they reach the street Discord is right there waiting for them. "I see you've found the Elements! How terrifying!" He seems delighted at the prospect of being beaten by the ponies. With a wave of his hand, he paints a huge bulls-eye right on his stomach. "I'm prepared to be defeated now, ladies. Fire when ready!"

The surly ponies stand in a semi-circle. Twilight calls out to Spike, "Rainbow Dash, get over here!" He joins them, and now it's time for the big show, where the Elements will reunite with glorious sparkling lights and a powerful rainbow that defeats Discord once

and for all!

But instead, nothing happens.

"Mine's working, there must be something wrong with yours," lies Applejack. "Plus I'm 473 years old." "I suppose you're all gonna laugh at me for this, too, huh?" shouts Pinkie. Rarity, meanwhile, drops her Element in the dirt and races back to her precious Tom. Weirdered out, Spike backs away, saying, "I'm gonna leave you guys alone to figure out your issues..." As he makes a move to leave, Fluttershy accidentally-on-purpose trips him. "Oops, sorry, Rainbow *Crash!*"

Discord can barely contain his joy. He proudly declares that harmony in Equestria is dead! Discord is in charge again!

As he skates off into his new kingdom of Ponyville on the soap bar streets, the ponies all blame one another for their failure and decide once and for all that their friendship is through. Fluttershy's gonna pack her bags and move back to Cloudsdale. Applejack is done selling apples in Ponyville, and she's closing the gates to the farm... permanently. Rarity's already busy heaving her beloved Tom back to the boutique where she can have it all to herself. Pinkie's got her mind made up that she's moving back to the family rock farm where laughing and smiling are frowned upon. All of them are almost completely gray.

As her bizarro friends head their separate ways, Twilight, herself nearly devoid of color, trudges off toward the town square, head hung low. If this is what friendship culminates to, then who needs it! She never should have come to Ponyville. Twilight's mood doesn't improve when she sees the chaos that's taken hold throughout the town. Everywhere, ponies are at each other's throats. The Mayor hides under a vegetable cart. The Cakes are acting like the Kramdens. Even the Crusaders swear off their Cutie Mark crusade. The entire town has been taken over by irrational, cartoonish behavior. The Ponyville that Twilight knows and loves is now a funhouse of chaos.

As Twilight trudges back to her Loft, all hope is lost. "This is how the dumb world works when your dumb friends won't use the dumb Elements..." She heads upstairs and tells Spike to pack up his things. "We're moving back to Canterlot."

But Spike doesn't stir. He's curled up on his side nursing a queasy stomach. "Can't... move..." Next to him sits a massive pile of scrolls. He's been belching them out since he came back upstairs. Just then, another burst of fire comes up. As Spike rolls on the floor in comic agony, Twilight inspects the scroll. She can't believe her eyes.

She rummages through the pile of scrolls. "These are all the letters I've written to the Princess! All the lessons I've learned about friendship! But why would she send them back to me?" As she reads the old letters, and experiences the memories of her friends they evoke, her color floods back. She remembers something she said to Spike on the

day she moved to Ponyville: “The future of Equestria does not rest on me making friends.” Now she knows that the opposite is true, that it was the strength of her friendships that saved Equestria from Night Mare Moon, and now her friendships must save it from Discord. But she’s already seen that Elements of Harmony don’t work when friendships are broken. If she’s going to have a chance of defeating Discord, she’ll have to act fast and fix her friendships first.

ACT VI

Twilight races to Sweet Apple Acres and tries to convince Applejack that they need to be friends again, that to overcome Discord, they need to remember the good times before they entered the labyrinth. But Applejack is still steamed about everything that’s happened, and she wants nothing to do with Twilight or her friendship. “Besides, Big McIntosh and Granny Smith already made me my own castle where I can rule over Ponyville and none of my friends are allowed inside! I’ve got my own circus and fifty-seven elephants and all the Elements of Harmony I could ever want...” Even as Applejack spins more preposterous lies, Twilight refuses to give up. She dives at Applejack, tackle-hugging her to the ground. She puts her horn on Applejack’s head, transferring the friendship memories she got from the scrolls. Slowly, Applejack stops fighting and her color returns.

Applejack looks like her old self again, like she’s just snapped out of a bad dream. She says that what she saw in that stream in the labyrinth, her best friends at each other’s throats, was too awful to even imagine. Something came over her, and before she knew what she was doing, she told a lie. Then she couldn’t stop lying, even though it felt horrible. Twilight says Discord has done the same thing to everypony; they’re all acting like the opposite of who they really are.

Twilight and Applejack race from Rarity and her diamond to Fluttershy in her cottage to Pinkie Pie on the rock farm, reminding their friends of why they became friends in the first place. Pinkie Pie sighs with relief as her color returns. Her face was starting to hurt from frowning so much. This is great! All they need now is Rainbow Dash and they’ll be able to use the Elements to defeat Discord!

But there’s one major problem. No pony’s seen Rainbow Dash since she abandoned them back at the labyrinth. Twilight laments their plight: “Without her, Discord wins! And she could be anywhere at this point! We’ll never find her!”

Pinkie Pie glances up at the sky. “There she is,” she says offhandedly. Sure enough, Rainbow Dash is kicking back on a small pile of clouds just overhead. Twilight calls to her, asking why she abandoned them when they needed her most. She replies (hypno-eyes spinning) that Discord told her Cloudsdale was collapsing. Turns out he was wrong. Cloudsdale’s great! It’s Ponyville that’s a total mess.

Rarity shouts, “Rainbow Dash, you do realize you’re not actually in Cloudsdale, right?”

But Rainbow Dash is still in the grips of Discord's spell. She's convinced that her tiny patch of clouds is the sprawling metropolis of Cloudsdale. No matter how much the ponies plead and tell her Ponyville needs her, Rainbow Dash is caught in the grips of her disloyalty. She's never coming back to Ponyville; it's too much of a madhouse. She's just fine right here in good ol' Cloudsdale.

Time for Plan B...

As Rainbow Dash relaxes in "Cloudsdale," suddenly the ponies' hot air balloon peeks up over the edge of the clouds. Twilight whispers to Fluttershy, "Okay, you grab her, and Applejack will lower me down with this rope so I can show her the memories." Fluttershy agrees, but then becomes far too polite to ambush her friend. "Um, excuse me, Rainbow Dash? Would it be okay if I hold you down against your will?"

Rainbow Dash immediately realizes what's happening. "Forget it! I don't need Ponyville, and I don't need you guys!" She bolts, streaking across the sky! Twilight calls to Fluttershy, "Take the rope! AFTER HER!!"

A mid-air high-speed chase ensues! Fluttershy has the rope between her teeth like a bit, while Twilight holds the other end like reins, spurring her on. "Faster, Fluttershy! We'll never catch her unless you MOVE!!"

Fluttershy pulls the balloon and chases Rainbow Dash through a field of clouds. But Fluttershy isn't a very strong flier and Rainbow Dash flies circles around her. Applejack, meanwhile, starts a perilous climb up the side of the balloon. She's aiming to get to the perch on top so she can throw a lasso around Rainbow Dash! Pinkie Pie cheers her on. "This is so thrilling!"

Finally, Twilight manages to appeal to Fluttershy's tiny hidden reserve of assertiveness by reminding her how mean Discord is. Fluttershy digs deep and pulls the hot air balloon with everything she's got. Applejack, meanwhile, finally manages to finish her precarious climb up the side of the balloon. She's in the basket on top, lasso at the ready. While Twilight steers Fluttershy into position, Applejack winds up and fires!

The lasso flies through the air, perfectly roping Rainbow Dash! Realizing she's caught, she panics and takes off! The rope pulls taut... right around the legs of Pinkie Pie and Rarity! They're pulled out of the balloon, hanging in mid-air from the rope around Rainbow Dash's neck! "Pinkie, you were supposed to secure the rope!" She smiles sheepishly, "Oops."

The chase gets more frantic now that Rainbow Dash realizes what's going on. Fluttershy pulls the balloon as fast as she can, but an energized Rainbow Dash is too skilled a flier. Applejack calls out to Pinkie Pie and Rarity. They've got to find a way to slow Rainbow Dash down.

With the rope caught around their front legs, Rarity and Pinkie Pie try to pull with all their might. Rainbow Dash cuts through the air like a speedboat pulling the other two behind like waterskiers. But the tactic works! They're able to slow her down enough for Fluttershy to catch up.

Fluttershy manages to pull the hot air balloon even, giving Applejack one last toss. This is their final rope, so if she misses, they're out of options. She concentrates, takes aim, and fires!

Bull's-eye! A perfect shot, right around Rainbow Dash's neck! She bucks like a bronco, but the combined weight of Pinkie Pie and Rarity pulling on one rope, and the hot air balloon dragging on the other prove enough to tow her back down to Ponyville. The balloon lands gently in the meadow near Fluttershy's cottage, then Rarity and Pinkie Pie reel her in. With her friends holding her down, Twilight is able to place her horn on Rainbow Dash's forehead. "Rainbow Dash! We're not letting your friendship go without a fight!" Rainbow's color floods back and she stops struggling as Discord's spell is broken. They did it!

Meanwhile, Discord is in Ponyville's town square enjoying the fruits of his labors, delighting in the chaos he's caused. He laughs hysterically at the fighting Cakes, Angel and her friends running wild, and the rapidly changing weather. He is completely in his element...

Until Twilight and her friends arrive with the Elements of Harmony. Discord is thrown, but he's still confident. After all, they tried to use the Elements before and it didn't work. Why should this time be any different?

Twilight has the answer. She says that the reason the Elements didn't work before is because they were missing the key ingredient: the magic of friendship! Friendship may not always be easy (she glances at a sheepish Rainbow Dash), but there's no doubt it's worth fighting for! Discord can't believe his eyes as the Elements start to sparkle. With the combined power of their friendship, a powerful rainbow forms from the Elements, zapping Discord, and turning him into a statue! DISSOLVE TO:

The ponies are gathered in Canterlot, attending a ceremony in the Cathedral of Harmony to unveil a new stained glass window. All of the craziness from Discord's reign is gone, and the castle is as majestic as ever. The Princess tells the assembled crowds how proud she is of the ponies. Their friendship was powerful enough to defeat the mighty Discord, saving Equestria from eternal chaos. She waves her horn and the curtain falls away, revealing the new window depicting the ponies battle with Discord. The crowd cheers, and the ponies smile and high-hoof. Everyone is overjoyed by the honor... except Rarity. "Does this stained glass window make me look fat?"

While the crowd cheers the heroes, we track out the window and down into the garden, where a team of earth ponies is hard at work constructing a new labyrinth. They've

already finished the fountain and sculpture garden in the center. As they put up a wall of hedges, we see that one of the statues is Discord, frozen in horror by the magic of friendship.

A shadow crosses over the statue as the hedge wall is hoisted into place, sealing Discord inside the labyrinth. No pony notices as tiny bits of rock start to crack away from the base. From somewhere, we hear Discord's ghostly laughter...