

MY LITTLE PONY
"Seeds of Chaos"
by
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TEASER

EXT. CANTERLOT, SCULPTURE GARDEN - DAY

On the grounds of Canterlot sits an elaborate hedge LABYRINTH surrounded by a serene sculpture garden. CHEERILEE leads a group of schoolponies on a tour. Among them are SWEETIE BELLE, SCOOTALOO, APPLE BLOOM, TWIST, TIARA, SILVER SPOON, SNIPS, and SNAILS. They pass a stone sculpture of three ponies leaping over each other and laughing.

TIARA

I totally don't get it. It's just a bunch of, like, rocks.

SILVER SPOON

Totally.

CHEERILEE

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

As she continues her lecture, we stay with the Crusaders and Twist, who looks particularly googly-eyed.

APPLE BLOOM

What's up with you, Twist? You've been acting weird ever since we saw that Love statue.

TWIST

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

Confused, the Crusaders part to reveal who she's looking at. It's Snails, just finishing a cupcake, frosting smeared across his face.

SCOOTALOO

Snails?! Beautiful?!

TWIST

Maybe it'th being here in Canterlot, or maybe it'th all thith talk about love. I dunno, look at him, he'th... thophistocated... and... worldly...

SWEETIE BELLE

Maybe you oughtta go talk to him.

TWIST

No, I could never do that, what if--

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

SNAILS

(confused)

Hi.

TWIST

Wanna go back and look at that Love
thtatue with me, Thnails?

SNAILS

Huh?

Meanwhile, some of the classmates have gathered around to watch the uncomfortableness. Snips sees Twist wrapped around Snails's leg and breaks out in a devious smile.

SNIPS

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

CHEERILEE

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

SNIPS

Yeah, let's go. We should give
these two some time alone.

CLASSMATES

<mocking laughter>

SNAILS

(blushing)

What's happening?

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

SNAILS (CONT'D)

(still confused)

Are you okay?

CHEERILEE

Now this is a really interesting
statue. It represents Discord.

The statue depicts a hideous creature with the head of a pony and a body comprised of various animal parts.

The creature clutches his stomach, head thrown back in laughter. There's something unsettling about it.

TWIST

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

CRUSADERS

<giggles>

SWEETIE BELLE

Miss Cheerilee? What does
"discord" mean?

CHEERILEE

See if you can figure it out based
on what the statue represents.

SWEETIE BELLE

It's a total mess. He's got one
eagle claw, one lion paw, a snake
tail... none of it makes any sense!

CHEERILEE

That's right! This creature is
called a draconequus. He has the
head of a pony and a body made up
of all sorts of things. "Discord"
means a lack of harmony between
ponies, a disagreement. All of his
different parts represent that.

Twist nuzzles Snails.

TWIST

(earnestly)

There will never be dithharmony
between uth, Snailth.

CLASSMATES

<mocking laughter>

As the class moves on, we stay behind on the grotesque statue
of Discord.

SNAILS (O.S.)

Miss Cheerilee? Is there a
sculpture that's the opposite of
Love?

The sounds of the class's <LAUGHTER> fades away...

We HOLD ON the Discord statue for a beat. Then, suddenly, a
fissure <SPLITS> into the stone!

Faint, ominous <LAUGHTER> comes from some unknown source...
Cracks spiderweb across the stone as the ghostly <LAUGHTER>
echoes...

FADE OUT.

MAIN TITLES

ACT I

FADE IN:

EXT. CLOUDS ABOVE PONYVILLE - DAY

RAINBOW DASH
Come back here, you!

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

RAINBOW DASH (CONT'D)
Gotcha!

She lunges, tackling the cloud. It sticks to her like
spiderwebs.

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

She sticks out her tongue and tastes it.

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

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

RAINBOW DASH (CONT'D)
Hey! I didn't tell you to go
anywhere! What's going on?

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.

RAINBOW DASH (CONT'D)
Wait a second, clouds... 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.

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

EXT. SWEET APPLE ACRES - CONTINUOUS

APPLEJACK, wearing a rain slicker, is dealing with problems of her own. Her ears of corn have started erupting with popcorn!

APPLEJACK
Rainbow Dash, stop that rain! I mean, chocolate milk! I mean, CHOCOLATE MILK RAIN!!

ANGLE ON Rainbow Dash up above.

RAINBOW DASH
Sorry, Applejack, I've tried everything! These clouds have a mind of their own!

APPLEJACK
So do these crops!

RAINBOW DASH
Cloudsdale's being hit by a major cola front right now, but I'm not going anywhere 'til I get control of this rain!

Down below, PINKIE PIE twirls past Applejack like Gene Kelly, mouth open to the heavens.

PINKIE PIE
Why would you want to stop this? Chocolate milk rain is the BEST THING EVER!!

APPLEJACK
I can't hold it!

The popcorn menace overwhelms Applejack, puffing past her outstretched arms and right into Pinkie Pie's waiting mouth. She chews and swallows, then opens wide for another downpour of chocolate milk.

PINKIE PIE
Weather's never tasted so good!

Applejack gives up on the popcorn when she notices more craziness in her apple trees.

APPLEJACK
Fluttershy, DO SOMETHING!

ANGLE ON THE TREES -- the apples have ballooned to the size of hula-hoops, and ANGEL and her WOODLAND FRIENDS are having an enormous feast.

FLUTTERSHY, soaked with chocolate milk, tries in vain to stop the animals.

FLUTTERSHY
(soothingly)
Now, Angel, you know better than to eat Applejack's crops--HEY!

Angel bounces right off Fluttershy's face and into another tree, where she devours a huge, mutant apple.

FLUTTERSHY (CONT'D)
You two, please don't do that!

Two RACCOONS stand up on their hind legs and TEAR OFF THEIR MASKS! They <LAUGH> and join the chaos!

FLUTTERSHY (CONT'D)
Maybe we shouldn't be doing that either, guys...

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

FLUTTERSHY (CONT'D)
I don't know what to do, Applejack!
Nothing's working!

ANGLE ON Applejack -- nearly buried in popcorn.

APPLEJACK
I gotta be honest, YOU'RE MAKING ME FURIOUS RIGHT NOW!! Stop being so nice to them critters! They're eating all my crops!

FLUTTERSHY
Kindness is the only way to solve problems.

Just then, a flock of BIRDS flies overhead. <WHOOOMP>! They collectively drop all their feathers and grow instant fur coats! The furry birds fly off with a <LAUGH>, leaving Fluttershy covered in sticky milk and feathers.

Pinkie Pie races past, <GIGGLING> with delight.

PINKIE PIE
I love whatever's happening right now!

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

ANGLE ON TWILIGHT SPARKLE and SPIKE standing heroically nearby!

TWILIGHT SPARKLE (CONT'D)
I've got a spell that's sure to save the day!

RAINBOW DASH
(tangled in clouds like a spiderweb)
Hurry!

Twilight concentrates, her horn glowing pink. The glow intensifies until 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!

APPLEJACK (O.S.)
(completely buried)
You call that saving the day?!

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

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.

TWILIGHT SPARKLE (CONT'D)
Come on, girls, we've got to find Rarity right away!

Another rogue <THUNDERCLAP> echoes dramatically.

TWILIGHT SPARKLE (CONT'D)
The Princess wants to see us all in
Canterlot immediately!

From the manic chaos of the orchard, we...

SMASH CUT TO:

INT. CAROUSEL BOUTIQUE - DAY

Soft <MUZAK> plays as the ponies sit around, bored. Twilight paces.

TWILIGHT SPARKLE
Come on, Rarity, we don't have time
for this! The Princess was quite
clear with her "immediately"...

RARITY emerges from the back of the shop carrying six
gorgeous outfits.

RARITY
I'm sorry, girls, but I simply
cannot allow us to arrive in
Canterlot looking so shabby. I've
made new ensembles befitting an
audience with the Princess.

The ponies look themselves over. Milk, feathers, popcorn,
and who knows what else.

TWILIGHT SPARKLE
Huh, you're right. I guess we do
look a little dingy.

APPLEJACK
Yeah, good thinkin', Rarity.

Rarity hands each of them an outfit and they start to suit
up.

INT. CANTERLOT, CELESTIA'S PALACE - DAY

The ponies head through the regal palace.

RAINBOW DASH
At least that crazy weather cleared
up a bit before we got here.

APPLEJACK
Yeah, and the rest of it, too. I wonder what caused that mayhem?

PRINCESS CELESTIA (O.S.)
I might be able to answer that, Applejack.

PRINCESS CELESTIA enters.

TWILIGHT SPARKLE
Princess Celestia, we came as fast as we could...
(glancing at Rarity)
Sort of.

PRINCESS CELESTIA
Thank you for coming so quickly. And might I add, you all look beautiful.

RARITY
Why thank you.

RAINBOW DASH
So what happened, Princess? Why did Equestria go so haywire like that?

PRINCESS CELESTIA
It seems an old foe of mine has returned. A scoundrel named Discord.

The ponies exchange a nervous glance.

PRINCESS CELESTIA (CONT'D)
What we experienced today was probably just a test of his powers after not using them for so long. You see, Discord is the mischievous spirit of disharmony, and he lives to spread chaos.

Fluttershy picks a few straggling feathers off her head.

FLUTTERSHY
He's sure good at his job.

PRINCESS CELESTIA
I've called you here because you're the only ones who can help.
(MORE)

PRINCESS CELESTIA (CONT'D)
I need you to wield the Elements of
Harmony once more. I need you to
stop Discord before what happened
today becomes permanent.

The ponies exchange another nervous glance.

INT. CELESTIA'S PALACE, HALLWAY - MOMENTS LATER

The Princess leads the ponies down a long, majestic hallway flanked with stained glass windows on one side and openings on the other revealing a spectacular view of the sculpture garden and labyrinth on the grounds below. At the other end of the hallway is the entrance to a massive cathedral.

PRINCESS CELESTIA
In order to defeat Discord, you'll
need to know a little more about
him.

She shows them the first stained glass window, which depicts a red draconequus, similar to the statue in the Teaser, laughing amidst a dark, chaotic world.

PRINCESS CELESTIA (CONT'D)
Before Equestria existed, before
there were even ponies, the world
was made up of darkness and mayhem.
This was Discord's world.

The next window depicts Celestia and her sister LUNA battling Discord.

PRINCESS CELESTIA (CONT'D)
My sister Luna and I rose up to
defeat him. We turned him to
stone, and in the process, the
Elements of Harmony were born.

RAINBOW DASH
All right, Princess!

The Princess allows herself a smile as she takes them to the next window.

PINKIE PIE
Hey, look! It's us! We're famous!

Sure enough, this window depicts the scene of the ponies defeating NIGHT MARE MOON with the Elements of Harmony (from the pilot episode).

PRINCESS CELESTIA
Yes, you six played an important
part in the history of the
Elements.

CLOSE ON each stained glass pony with her Element as the
Princess lists them off:

PRINCESS CELESTIA (O.S.) (CONT'D)
Applejack, you represented honesty.
Rainbow Dash, loyalty. Rarity,
generosity. Pinkie Pie, laughter.
Fluttershy, kindness. And Twilight
Sparkle, the magic of friendship.
When you worked together, you
showed the true potential of the
Elements of Harmony.

CLOSE ON the Princess, a grave look on her face.

PRINCESS CELESTIA (CONT'D)
And now, you must do it again
before Discord thrusts all of
Equestria into eternal chaos.

The ponies exchange a nervous glance. Twilight's face steels
with determination.

TWILIGHT SPARKLE
You can count on us--

PINKIE PIE
Hold on a second, Twilight. Now, I
know we want to defeat Discord and
all that, but let's just think this
through for a minute.

TWILIGHT SPARKLE
Think it through?! What is there
to think through?

PINKIE PIE
Eternal chaos comes with chocolate
rain, you guys. CHOCOLATE RAIN!!

The ponies roll their eyes.

TWILIGHT SPARKLE
Come on.

They move on into...

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

The Cathedral of Harmony is an ornately decorated chamber with an immense vault in the middle. The ponies watch reverently as the Princess unlocks multiple locks and enters multiple codes. Eventually, the massive vault doors open, and the Princess removes a beautiful jewel-encrusted case.

RARITY

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

The Princess pauses before opening the case.

PRINCESS CELESTIA

Have no fear, my little ponies. I
have complete confidence that you
will be able to defeat Discord...
with these.

She lifts the case's lid.

Everypony <GASPS>!

The case is empty! The Elements are missing!

PINKIE PIE

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

FADE OUT.

END OF ACT I

ACT II

FADE IN:

INT. CELESTIA'S PALACE, HALLWAY - DAY

Celestia and the ponies emerge from the cathedral into the hallway.

TWILIGHT SPARKLE

What do we do now, Princess?

PRINCESS CELESTIA

We've got to find the Elements of
Harmony before...

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

PRINCESS CELESTIA (CONT'D)

Discord!

DISCORD (O.S.)

You called, my liege?

PRINCESS CELESTIA

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 is playful, with occasional hints of anger*)

DISCORD

Did you miss me, Celestia? I've missed you. It's quite lonely being encased in stone.

PRINCESS CELESTIA

What have you done with the Elements of Harmony?

The stained glass Discord makes his way from one window to another, pushing through the other stained glass images. Finally, he stops in the window depicting the ponies.

DISCORD

I took them.

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

PRINCESS CELESTIA

You'll never get away with this, Discord. Harmony always defeats disharmony.

DISCORD

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

RAINBOW DASH

Hey! No pony insults the Princess!

She lunges at him, but stained glass Discord disappears, then reappears in a different part of the window.

DISCORD

Ah, you must be Rainbow Dash! Famed for her loyalty.

RAINBOW DASH

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

DISCORD

Oh, really. Well that sounds like
a challenge.

RARITY

I can't believe we're wasting our
time talking to a stained glass
window--

Stained glass Discord suddenly appears in the window right
behind her.

DISCORD

The beautiful Rarity. Known for
being generous, if I'm not
mistaken.

APPLEJACK

So ya know who we are. Big deal.

DISCORD

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

TWILIGHT SPARKLE

You seem to know our strengths,
too.

DISCORD

Yes, Twilight Sparkle, and yours is
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>.

PINKIE PIE

Oh, I'm so sorry... I just... it's
so funny... he...

TWILIGHT SPARKLE

What are you laughing at, Pinkie?

PINKIE PIE

He... he's standing on your head!

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

TWILIGHT SPARKLE
Hey! Stop that!

He disappears and reappears in the window behind her.

DISCORD
True, I know your strengths. So
doesn't it also follow that I'd
know...

He appears behind Fluttershy, making her leap for cover behind the Princess.

DISCORD (CONT'D)
... your weaknesses?

RAINBOW DASH
We don't have any weaknesses!

He laughs a low, creepy <LAUGH>.

DISCORD
That remains to be seen, doesn't
it?

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

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.

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

PINKIE PIE
I don't get it.

TWILIGHT SPARKLE
 What do you want from us, Discord?
 Why are you causing so much
 trouble?

Discord <LAUGHS> heartily.

DISCORD
 Because it's fun! It's very, very
 fun!

Back in the first window, his image freezes in the same pose
 in which he started.

FLUTTERSHY
 Can we go home now?

TWILIGHT SPARKLE
 Not without the Elements.

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

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

Twilight glances out one of the openings and notices the
 massive hedge labyrinth out on the Canterlot grounds.

TWILIGHT SPARKLE (CONT'D)
 Twists and turns! That's it!
 Discord must have hidden the
 Elements in the palace labyrinth!

The ponies all turn to look at Pinkie Pie.

TWILIGHT SPARKLE (CONT'D)
 Labyrinth?

She sheepishly shrugs.

RARITY
 Hedge maze?

Pinkie Pie shakes her head, clueless.

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

PINKIE PIE
Ohhhhh! You mean like the apple
orchard!

The ponies exchange a look.

APPLEJACK
Close enough.

RAINBOW DASH
Yes, Pinkie, like the apple
orchard.

PINKIE PIE
Cool!

PRINCESS CELESTIA
Well done, Twilight! You figured
out Discord's riddle. My labyrinth
is full of twists!

RARITY
And when you find your way out, you
end up back where you began!

RAINBOW DASH
Now all we've got to do is go
inside, find the Elements, and
navigate our way back out. Piece
of cake.

PINKIE PIE
Cake! Woo-hoo!

PRINCESS CELESTIA
Good luck, ponies, I know you can
do it.

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

As they head off on their quest, Discord's ominous <LAUGHTER>
echoes...

EXT. CANTERLOT, SCULPTURE GARDEN - DAY

The ponies approach the entrance to the labyrinth. They've
all changed out of their beautiful outfits except for Rarity.

RAINBOW DASH
 This is gonna be a cinch. I'll
 just do a quick flyover and get a
 pegasus-eye view. We'll have the
 Elements in no time.

She gets a running start and takes off...

<THUD>!! She slams face-first right back into the ground!

RAINBOW DASH (CONT'D)
 (muffled)
 Urgh... wha' happened?

TWILIGHT SPARKLE
 Rainbow Dash! Your wings! They're
 gone!

Rainbow Dash picks herself up and shakes off the dirt. Sure
 enough, her wings are missing!

RAINBOW DASH
 (panicked)
 My wings! My beautiful, sporty
 wings!

FLUTTERSHY
 I don't mean to undermine what's
 happened to you, Rainbow Dash, but
 MINE ARE GONE TOO!! I feel so...
 exposed!

APPLEJACK
 I hate to tell you this, y'all, but
 your horns are missin', too.

Twilight feels her naked forehead.

TWILIGHT SPARKLE
 What's going on?!

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

Delighted <CAACKLING> echoes out from the sculpture garden.

TWILIGHT SPARKLE
 I should have known you'd be behind
 this, Discord.

Discord staggers out from behind the Love statue, clutching
 his stomach.

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

RARITY
 (covering her bare
 forehead)
 What's the meaning of this? I
 demand my horn back!

Discord silkily moves between ponies.

DISCORD
 You'll get your wings and horns
 back in good time. I simply took
 them to ensure there's no cheating.

PINKIE PIE
 Huh. That seems fair.

DISCORD
 You see, this is the first rule of
 our little game: no flying and no
 magic.

RAINBOW DASH
 The first rule?

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

FLUTTERSHY
 (shaking with fear)
 Do I have to play? I'd rather just
 wait out here...

Discord erupts in <LAUGHTER>.

DISCORD
 Oh, I like her!
 (to Fluttershy)
 I'm sorry, my dear. Everyone plays
 if you want your precious...
 (mockingly)
 ... *Elements of Harmony*.

Twilight steps forward confidently and strikes a heroic
 action pose.

TWILIGHT SPARKLE
Don't worry, Fluttershy, we'll find
the Elements. All we have to do is
stick together!

SMASH CUT TO:

INT. LABYRINTH - MOMENTS LATER

<WHOOOMP>! The instant the ponies step inside, tall hedge
walls shoot up from the ground, separating them!

FLUTTERSHY
AH!! What's going on?!

She races around in terrified circles.

Rainbow Dash, meanwhile, backs up and gets ready to leap the
hedge.

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

She takes her best jump... she's gonna clear it!

<WHOOOMP>! The hedge grows just enough to block her!

Applejack gets a running start and lowers her head to bulldog
through...

<WHAM>! The leaves are hard as stone, knocking her to the
ground!

APPLEJACK
I can't get through, y'all! It's
solid!

Twilight looks up and down the paths in front of her, trying
to figure out a solution to the problem. She shouts over the
walls.

TWILIGHT SPARKLE
Stay calm, guys! Everypony head to
the center of the labyrinth as fast
as you can and we'll regroup there!

Pinkie Pie looks around at all the different possibilities in
front of her.

PINKIE PIE
Uh...
(on a dime)
Okay! See you guys there!

She happily skips off into the maze.

TWILIGHT SPARKLE
Fluttershy? Are you okay?

Fluttershy fans herself with her hooves. She's freaking out.

FLUTTERSHY
I... I don't know...

TWILIGHT SPARKLE (O.S.)
There's nothing to be scared of!
Just make your way to the middle
and we'll all meet up there, okay?

FLUTTERSHY
Okay... okay, I can do that... I'll
just head to the middle...

She takes a few tentative steps into the maze.

Rarity does the same.

So does Rainbow Dash.

And so does Twilight.

Applejack, meanwhile, confidently wends her way through the maze. We stay with her as she comes to a clearing with a small fountain in it. Different paths branch off from this hub.

APPLEJACK
Let's see... if we came into the
labyrinth from thatta way... then I
turned there and went thissa way...
I reckon the center must be...

She chooses one of the paths.

APPLEJACK (CONT'D)
Down there!

She continues further into the maze, but something's on her mind, distracting her.

APPLEJACK (CONT'D)
Gosh, I sure hope everything's okay
back in Ponyville. I don't know if
Big McIntosh and Granny Smith have
enough butter for all that
popcorn...

She stops dead in her tracks. Everything is silent except for some distant <CHIRPING BIRDS>. She takes a step forward and <SNIFFS> the air.

APPLEJACK (CONT'D)
Is that... could it really be...

She <SNIFFS> again.

APPLEJACK (CONT'D)
Apples!

She races forward and rounds a bend. 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 inspects one and takes a bite.

APPLEJACK (CONT'D)
These are beauts!

She sees a few more apples up ahead, leading around another turn in the maze. She follows the apple trail, tentatively rounding the bend 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, like it exists somewhere between reality and fantasy.

APPLEJACK
Where am I?

Before she knows it, three CREATURES wobble awkwardly out from behind the trees. 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*)

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

RED APPLE CREATURE
We are the--

The awkward creatures bump into each other, spilling out into piles of apples.

Incredibly, the apples pull back into each other, re-forming the creatures.

RED APPLE CREATURE (CONT'D)
We are the...

GREEN APPLE CREATURE
... guardians of the...

YELLOW APPLE CREATURE
... Grove of Truth.

Applejack studies the creatures, amazed and amused.

APPLEJACK
You guys should come to Sweet Apple Acres sometime. I got a little sister who would just love y'all.

RED APPLE CREATURE
The Grove of Truth is always correct...

GREEN APPLE CREATURE
... and never tells a lie...

YELLOW APPLE CREATURE
... one question may you ask of us...

RED APPLE CREATURE
... but beware!

GREEN APPLE CREATURE
For the truth is not always pleasant...

She can't help but laugh as the creatures awkwardly roll around her.

APPLEJACK
You mean I can ask y'all one question and you'll tell me the absolute truth?

YELLOW APPLE CREATURE
That is correct.

APPLEJACK
All right, then, that sounds like a fair deal. What I want to know is if me and my friends are gonna be able to beat this feller Discord and put things back to normal?

GREEN APPLE CREATURE
Very well...

RED APPLE CREATURE
Look into the waters...

YELLOW APPLE CREATURE
... and the truth will be revealed.

As Applejack and the apple creatures head to the edge of a gentle stream, we TILT UP one of the apple trees to find...

DISCORD, struggling to contain his laughter. He's controlling the apple creatures like a marionette with invisible strings. We can see that he's even giving the apple creatures their voices. He's having the time of his life.

RED APPLE CREATURE
Behold, the waters shall reveal the answer to your question...

Down below, Applejack leans tentatively over the gentle 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 we never see each other again!

FLUTTERSHY
Me too!

PINKIE PIE
Fine!

RARITY
Fine!

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.

APPLEJACK
 That can't be right! I love my
 friends, and they love me! Why
 would you show me this lie?

The apple creatures circle around her, unspeaking. Up in the tree, Discord's eyes are watering from withholding his laughter. Applejack's misery is his delight...

FADE OUT.

END OF ACT II

ACT III

FADE IN:

INT. LABYRINTH, APPLE GROVE - DAY

The horrible vision gone, Applejack looks up from the water.

APPLEJACK
 That'll never happen! Our
 friendships are too strong!

The three apple creatures gyrate silently around her. And that's because...

Up above, Discord has tears in his eyes from trying not to laugh. He lets out a little <CHORTLE>, then slaps his hands over his mouth, causing his invisible marionette strings to break.

Down below, the apple creatures collapse into apple piles. The red one re-forms without missing a beat.

RED APPLE CREATURE
 We assure you, Applejack...

The green one re-forms.

GREEN APPLE CREATURE
 ... the Grove of Truth...

The yellow one re-forms.

YELLOW APPLE CREATURE
 ... is never wrong.

APPLEJACK
 (reeling)
 But... but...

Then, suddenly, <THOOMP>! One of the hedge walls retracts into the ground, revealing Twilight on the other side.

TWILIGHT SPARKLE
Applejack! Thank goodness! I
thought I heard voices over here.

Applejack turns to see that the apple grove is gone, creatures and all. She's completely baffled.

TWILIGHT SPARKLE (CONT'D)
Who were you talking to just now?

APPLEJACK
Uhhh...

The awful vision returns to Applejack. She sees her friends turning their backs on each other with a huff. Suddenly Discord himself appears in the vision, speaking directly to her:

DISCORD
Go ahead, darling Applejack. Tell
your friend the truth about the
future...

He points straight INTO CAMERA, twirling his finger like he's dialing an old rotary phone.

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

TWILIGHT SPARKLE (O.S.)
Applejack? Who were you talking
to?

Discord's <GHOSTLY LAUGHTER> echoes as 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.

APPLEJACK
I wasn't talking to nopony. What
are you talkin' about, Twilight?
It's just me here, see?

Twilight eyes her suspiciously.

TWILIGHT SPARKLE
I thought for sure I heard other
voices--

APPLEJACK

No pony here but me. Come on, we better get to the middle of this crazy maze so we can meet up with the others.

She heads off down a path leaving Twilight bewildered.

TWILIGHT SPARKLE

Did Applejack just... *lie* to me?

She shakes her head to try and clear it.

TWILIGHT SPARKLE (CONT'D)

No, there's no way. Guess I must be hearing things.

(calling to Applejack)

Hey! Wait up!

She chases after.

CUT TO:

INT. LABYRINTH - DAY

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

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 and comes upon...

INT. LABYRINTH, ROCK WALL - CONTINUOUS

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, light refracting spectacularly off the gems.

As she studies them, she seems to get lost in their beauty. She doesn't even react when three little LAUGHING DISCORDS appear deep in the gleaming depths of the diamonds.

DISCORDS

Well hello there, Rarity, and welcome to your lucky day.

(MORE)

DISCORDS (CONT'D)
You see, you've found the one thing
in Equestria that could rival my
face for sheer beauty.

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

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!

RARITY
(in a trance)
Yes. I like very much...

The tiny Discords disappear from the diamonds, leaving only
<ECHOING LAUGHTER>.

RARITY (CONT'D)
Must have gems...

Suddenly, she shakes her head like she's just snapped out of
a vivid dream.

RARITY (CONT'D)
But I don't have time to dig them
out! I've got to get to the center
to meet the others.
(back into her trance)
It'll only take a few minutes. And
even if it doesn't...

The dazed expression on her face is replaced by one of pure
desire.

RARITY (CONT'D)
These gems will be mine.

<BLOOP>! Discord appears and hands her a pickax. <BLOOP>!
He disappears.

With diamonds in her eyes, she sets to work...

CUT TO:

INT. LABYRINTH - DAY

Pinkie Pie, meanwhile, merrily skips through the labyrinth,
<HUMMING> a happy tune.

PINKIE PIE
 What a great day for a larabinth...
 lathabin... bananalirth...
 (thinking)
 MAZE!

She trots happily on, and rounds a bend into...

INT. LABYRINTH, BALLOON GARDEN - CONTINUOUS

Pinkie Pie's jaw drops. She's in an enormous, breathtaking garden full of sprouting, multicolored BALLOONS!

PINKIE PIE
 No. Way.

She wanders into the magnificent garden, taking in what is surely her idea of Heaven. Blowing her mind even more, the balloons all have HAPPY FACES! They <LAUGH> and <SING> as she passes by.

BALLOONS
*Welcome to our happy home /
 We're all filled with helium /
 Happiness and funny songs /
 Stay with us the whole day long!*

Pinkie spins and twirls through the garden, the balloons fluttering in her wake. She's never been so happy.

PINKIE PIE
 This is the greatest balloon garden
 I've ever seen!! How did I not
 know about this--OOP!!

Suddenly, she faceplants into the mud! She sits up and realizes that one of the balloons has wrapped its string around her leg, intentionally tripping her. Waves of high-pitched <BALLOON LAUGHTER> rain down on her.

PINKIE PIE (CONT'D)
 What'd you do that for?

But she doesn't get an answer; just more <BALLOON LAUGHTER>.

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

DISCORD
 Mischievous little things, aren't
 they?

Suspiciously, she takes his hand and stands up.

PINKIE PIE
Yeah. I guess they are.

Discord brushes a clump of mud off of her head and helps straighten her out.

PINKIE PIE (CONT'D)
I'm in this maze trying to find the Elements of Harmony so I can defeat you and turn you into stone again, so how come you're being so nice to me, huh?

DISCORD
Look, Pinkie Pie, I understand you and your friends don't like me, what with my chocolate milk rain and all.

Pinkie's eyes go wide with remembrance.

DISCORD (CONT'D)
But that doesn't mean I don't like you.

<BLOOP>! He disappears and reappears right behind her.

DISCORD (CONT'D)
I'm actually a very nice guy. I'm just misunderstood, that's all.
(to the balloons)
Right everyone?

BALLOONS
Yeah!!

Pinkie's still suspicious, but she can't help warming to this guy.

PINKIE PIE
I gotta admit, it's hard to believe that anyone who likes to laugh as much as you do can be all bad. Maybe the Princess was wrong about you--ULP!!

She <SPLATS> into the mud again, a purple balloon pulling her legs out from under her. Waves of <LAUGHTER> follow.

PINKIE PIE (CONT'D)
Cut it out, balloons! I've always been one of your biggest fans, but that's just not nice!

Discord's face appears in a red balloon.

DISCORD

I don't know why you're getting so upset, Pinkie Pie. I'd think you'd be used to it by now.

His face moves from balloon to balloon.

DISCORD (CONT'D)

After all, your friends laugh at you all the time.

Pinkie struggles to follow his face.

PINKIE PIE

They don't laugh at me! They... stay still!

His face comes to rest in a balloon right next to her.

PINKIE PIE (CONT'D)

My friends laugh with me, not at me.

DISCORD

Au contraire, poor poor Pinkie. Listen closely, won't you?

The Discord balloon starts to spin around, causing Pinkie Pie's eyes to spin into HYPNO-EYES!

She looks out over the field of <LAUGHING> balloons. At first, it's simple, innocuous laughter. But as Pinkie's hypno-eyes spin, the whole scene takes on a comically sinister edge, similar to the evil clown nightmare in *PEE-WEE'S BIG ADVENTURE*.

Pinkie Pie gasps in horror as the smiling balloon faces are replaced by those of her friends. Through the balloons, Rarity, Fluttershy, Twilight, Applejack, and Rainbow Dash are laughing at her!

PINKIE PIE

No! Stop it! Stop laughing at me!

But the friend-balloons only laugh harder. Pinkie is so overcome that she covers her head with her hooves.

The laughter dies away, leaving the serene balloon garden she first walked into. She lowers her hooves, her hypno-eyes gone. Her normally smiling face is furious.

PINKIE PIE (CONT'D)
They... they really do laugh at me!

Indignant, she leaps to her feet, storming through the gently-swaying balloons back to the entrance to the garden.

PINKIE PIE (CONT'D)
That settles it, I'm through with
laughter! All it's done is made me
the butt of their jokes!

The instant she says this, every balloon in the garden simultaneously detaches and floats up into the sky.
<WHOOOMP>! A hedge wall swings open like a door to reveal Twilight and Applejack on the other side.

TWILIGHT SPARKLE
Pinkie Pie!

She bursts into a laughing smile.

TWILIGHT SPARKLE (CONT'D)
Are we glad to see you!

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

She storms off into the maze, brushing past the mystified Twilight.

TWILIGHT SPARKLE
What's she so mad about?

Applejack turns to follow Pinkie.

APPLEJACK
I know, but I can't tell you.

Exasperated, Twilight chases after them.

TWILIGHT SPARKLE
(to herself)
Clearly that's not true.
(to the others)
Guys, wait for me!

CUT TO:

INT. LABYRINTH, ROCK WALL - DAY

Back at the rock wall, Rarity drops the pickax, sweat pouring down her face. Her gorgeous outfit is in tatters. A huge pile of chipped rock sits next to her.

RARITY

Well, Rarity, you've outdone
yourself this time.

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

RARITY (CONT'D)

Now, to get you home...

She stoops to roll the giant diamond onto her back, but stops and stands up, as though something's just occurred to her.

RARITY (CONT'D)

Was there something else I was
supposed to be doing right now?
Something about a middle and some
Elements of Harmony or something?

She thinks for a beat.

RARITY (CONT'D)

Guess it's not that important.
Definitely not as important as this
beauty.

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.

TWILIGHT SPARKLE

Rarity! What are you doing with
that humongous boulder?

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

RARITY

What do you mean "boulder"? This
is my stunning new gem!

And from Rarity's point of view, it really is a spectacular gem.

Twilight and Applejack look at the huge rock, then exchange a glance.

APPLEJACK

Oh yeah, I can see that.

TWILIGHT SPARKLE

(stunned)

Applejack! That's a lie!

RARITY

If my gem is just, as you say, a huge rock, then you won't mind keeping your greedy little eyes to yourself. I found it, and it's mine fair and square.

TWILIGHT SPARKLE

Fine, it's all yours. I just want to get to the meeting point as quickly as possible...

(to herself)

... before things get too weird.

PINKIE PIE

Forget it, Rarity! I know you've got a ridiculously big boulder on your back, but I refuse to laugh about it! Not gonna happen!

TWILIGHT SPARKLE

What is going on?

RARITY

Good, we're all agreed then. To the meeting point.

Applejack and Pinkie exit. Twilight, head still reeling, follows. Rarity struggles to take a step. Then another. Finally, Twilight comes back.

TWILIGHT SPARKLE

Your "gem" seems to be slowing us down a bit, Rarity. Maybe you should leave it here and come back for it later.

RARITY

Ah ha! You'd like that, wouldn't you! Give you a shot at it for yourself! Well nice try, Twilight!

Twilight <SIGHS> and heads back into the labyrinth. Rarity lifts a heavy hoof and takes another excruciating step.

CUT TO:

INT. LABYRINTH - DAY

Fluttershy huddles in a corner, hooves over her eyes, shuddering with fright.

FLUTTERSHY
C'mon, Fluttershy, you can do this.
Just lower your hooves, stand up,
and go meet the others in the
middle. Deep breath, and...
(deep breath)
... lower the hooves.

She slowly lowers her hooves. Three BUTTERFLIES flutter in front of her face.

FLUTTERSHY (CONT'D)
AAAHHH!!!

Hooves up! After a beat, she realizes what's she's doing and carefully lowers her hooves again.

FLUTTERSHY (CONT'D)
Oh! Hello, little butterflies!
You have no idea how happy I am to
see you. I'm stuck in this nasty
labyrinth all by myself!

The butterflies flutter down one branch of the labyrinth and hover in place.

FLUTTERSHY (CONT'D)
Where are you going?

She gets to her feet.

FLUTTERSHY (CONT'D)
Oh! You want me to follow you?

She heads off after the butterflies.

FLUTTERSHY (CONT'D)
Thank you so much!

She follows them around one bend... then another.

FLUTTERSHY (CONT'D)
 I really would have been in trouble
 if you hadn't come along to help.

The butterflies seem to be moving faster and faster,
 Fluttershy now galloping to keep up. Finally, she rounds a
 bend and they're gone. She <GULPS>.

FLUTTERSHY (CONT'D)
 Little butterflies? Where did you
 go?

DISCORD BUTTERFLIES (O.S.)
 We're right here.

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

FLUTTERSHY
 Discord!

DISCORD BUTTERFLIES
 Don't be alarmed, my dear; we're
 here to help.

FLUTTERSHY
 I don't need help from you! I just
 need to find my friends.

DISCORD BUTTERFLIES
 It must feel truly awful to be left
 behind by your so-called friends.

FLUTTERSHY
 I have the best friends in the
 world, and I know they're doing
 their best to find me.

One of the Discord butterflies flits a bit closer.

DISCORD BUTTERFLY
 It's okay, Fluttershy, there's no
 need to act brave with us. It must
 feel hideous to know how weak and
 helpless your friends think you
 are.

FLUTTERSHY
 Oh, no, not at all. They help me
 try to be more assertive all the
 time!

The Discord butterfly scowls with frustration.

DISCORD BUTTERFLY
Not upset at all that they think
you're weak?

FLUTTERSHY
(smiling)
Why would I be upset? I am weak!

The butterfly flits back over to the other two and they huddle for a whispered conference. Then, the main butterfly comes back over.

DISCORD BUTTERFLY
It must burn you up inside how
they're always so superior, always
pointing out your flaws?

FLUTTERSHY
Gosh, I sure am lucky to have
friends who want me to be the best
I can be.

The butterfly can't believe she won't take the bait. Suddenly, Discord himself steps out from behind a shrub.

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

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

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

He starts to disappear.

DISCORD (CONT'D)
Arrivederci...

Once he's gone, Fluttershy's eyes return to normal.

FLUTTERSHY
Wow, what was that?!

<WHOOOMP>! A hedge wall opens to reveal the other ponies, their bizarro 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? He's mine!
Mine!

Twilight, meanwhile, hurries over to Fluttershy.

TWILIGHT SPARKLE
Fluttershy, thank goodness!
Something weird is going on.
Pinkie Pie's sworn off laughing and
Rarity is being really greedy about
that rock. And, I know this sounds
crazy, but I'm pretty sure
Applejack's been telling lies--

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

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

FLUTTERSHY (CONT'D)
Why don't you wave your little
magic horn and make everything all
right?

TWILIGHT SPARKLE
Uh...

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

APPLEJACK
I do. I got twelve.

The upside-down ponies move off into the maze, bickering
amongst each other. Twilight has no choice but to help
Rarity with her giant boulder.

RARITY
Thanks for the help, Twilight.

Twilight breaks out in a smile, relieved.

TWILIGHT SPARKLE
You're welcome, Rarity--

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

Twilight trudges into the maze with half the boulder on her back.

CUT TO:

INT. LABYRINTH - DAY

Meanwhile, the only missing pony, 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.

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.

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

RAINBOW DASH
Get off that cloud and put 'em up!
I'm not afraid of you! Come on,
Marquess of Queensbury rules!
Let's go!

Rainbow Dash assumes a boxer's stance while Discord leisurely removes his sunglasses and slides to the edge of the cloud hammock. He puts up his hands in mock surrender.

DISCORD
You've got me all wrong, Ms. Dash.
I'm not here for a fight, I'm here
for fun!

Rainbow Dash cautiously lowers her hooves.

RAINBOW DASH
Fun, huh? Well, I do like fun.
What'd you have in mind?

Discord hops off the cloud hammock.

DISCORD
What about a riddle?

RAINBOW DASH
Bo-ring!

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

RAINBOW DASH
Psh... whatever... that's a totally
easy riddle...

Discord hops back on the cloud hammock.

DISCORD
Think carefully, my dear. Think
very carefully.

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

RAINBOW DASH
(dazed)
Home... crumble... without me...

The cloud overhead that she had been following suddenly
morphs into a small-scale version of CLOUDSDALE! As Rainbow
Dash's eyes continue to spin, the cloud buildings start to
crumble and fall.

DISCORD
You see now what's at stake, don't
you? But fear not, Ms. Dash,
Discord is here to help.

He snaps his fingers and a gift-wrapped box appears at her
feet.

DISCORD (CONT'D)
This box contains your wings. You
can take them and leave the game,
or you can carry on aimlessly
wandering this maze. Choose
wisely. Or better yet, don't!

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

CUT TO:

INT. LABYRINTH - CONTINUOUS

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

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

APPLEJACK
Hey, look! It's a flying Pinkie
Pie!

PINKIE PIE
That's not funny!

Twilight looks up to see what's going on and sees something that stops her cold. It's Rainbow Dash! And she's FLYING AWAY!

TWILIGHT SPARKLE
Wait a minute! Where's Rainbow
Dash going? We need her!

But she just keeps flying higher and higher. No doubt about it, she's leaving.

FLUTTERSHY
What's your grand plan now, big
shot? Pretty hard to use six
Elements with only five ponies.

Twilight can only watch helplessly as Rainbow Dash gets smaller and smaller in the sky.

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

DISCORD.

DISCORD
Well, looks like our little game
has come to an end.

He snaps his fingers, giving Twilight and Rarity their horns back and Fluttershy her wings.

TWILIGHT SPARKLE
What did you say to Rainbow Dash?

DISCORD
Moi? What makes you think I had anything to do with this?

TWILIGHT SPARKLE
She's the most loyal pony in Equestria! She'd never abandon us like this!

DISCORD
And yet, she just did.

Discord looks up at the sky and holds out his hand like he's expecting rain.

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

He smiles at the horrified Twilight.

DISCORD (CONT'D)
Better seek shelter. This could last awhile.

He starts a low, ominous <LAUGH>, which echoes through Canterlot...

FADE TO BLACK.

THE END

ACT IV

FADE IN:

EXT. CANTERLOT, SCULPTURE GARDEN - DAY

Fluttershy <LAUGHS> evilly as she messes with Rarity, pretending to try to take her boulder.

RARITY
Stop it! He's mine!

APPLEJACK
(to Pinkie Pie)
Your mane's on fire.

PINKIE PIE
Is that supposed to be funny?

Twilight, meanwhile, doesn't know what to do.

TWILIGHT SPARKLE
This isn't fair!

DISCORD
Fair? You do realize I'm Discord,
the mischievous spirit of
disharmony, right?

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

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

DISCORD
Oh, wait... did you think... oh,
how funny! You mean you thought
the Elements were in the labyrinth?
What a hilarious misunderstanding!

PINKIE PIE
It's not hilarious! Nothing's
hilarious!

TWILIGHT SPARKLE
(ignoring her)
Misunderstanding?! You told us
they were in there!

DISCORD
I did no such thing.

He snaps his fingers.

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

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

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.

APPLEJACK
While y'all were gone a pod of
whales flew in and handed us the
Elements.

TWILIGHT SPARKLE
Stop lying, Applejack!

Discord ignores the others, focusing solely on Twilight.

DISCORD
So you see, my dear Twilight, I
never said the Elements were in the
labyrinth. You came to that on
your own.

TWILIGHT SPARKLE
How else am I supposed to interpret
that lousy riddle?

DISCORD
Ah! Perhaps there is more than one
way to read the clues. Keep at it,
Twilight, I'm sure you'll figure it
out. Ta for now!

He swirls away into the air.

TWILIGHT SPARKLE

How are we ever going to find the
Elements now?

FLUTTERSHY

Rarity's so greedy she's probably
got 'em hidden somewhere so she can
keep them for herself...

PINKIE PIE

That's not funny!

FLUTTERSHY

No, but Twilight's face is...

RARITY

Leave my gem alone!!

Twilight trots away from the chaos to clear her head. She
puzzles over Discord's clues.

TWILIGHT SPARKLE

End at the beginning... end at the
beginning...

She clutches her reeling head.

TWILIGHT SPARKLE (CONT'D)

Ugh, I just want to go home...

(realizing)

Wait a minute... home... back to
the beginning... we started this
whole crazy thing in our home! The
Elements must be in Ponyville!

(to the others)

Come on, girls!

APPLEJACK

Uh, actually I'm a bear.

PINKIE PIE

Not funny!

EXT. STREET OF PONYVILLE - DAY

As Twilight tries to block out her bickering friends, the
ponies arrive back in Ponyville. Only, it's a little
different than when they left.

Angel leads a team of animals straight over Twilight's back
as they continue a crazy romp through the town.

TWILIGHT SPARKLE

Hey!

Pinkie Pie erupts in <MOCKING LAUGHTER>, dancing around Twilight and pointing at her.

PINKIE PIE

How do you like it, Twilight?
Doesn't feel so good, does it?

Suddenly, the SUN shoots below the horizon and the MOON pops into the sky!

FLUTTERSHY

Good! I never liked that sun
anyway!

APPLEJACK

Whoa!

Suddenly, her legs slip out from under her! She slides down the road and BOWLING PINS into the other ponies! Twilight tries to stand, but her legs keep slipping like Bambi on the ice.

TWILIGHT SPARKLE

Discord turned our dirt roads into
soap! His chaos has already
started!

Rarity lovingly strokes her craggy boulder.

RARITY

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

Twilight and the others finally manage to stagger to their feet.

TWILIGHT SPARKLE

I've got a reference book on the
Elements back at the library.
Maybe that'll give us a clue. Come
on, before it's too late!

They race down the street! Or at least they try to. Their legs move fast on the slippery soap streets, but their bodies don't. Rarity gives up trying to haul her "gem" and just shoves it down the soap street.

<WHOOH>! The sun shoots back into the sky! Daytime again!

As the ponies frantically (but slowly) race toward the loft, Angel and her animal pals skate by in a row, arms crossed behind their backs, and do a figure eight around the ponies.

APPLEJACK

I truly don't know why we're
wastin' our time with all this.
I'd love to have Discord as the new
ruler of Equestria.

TWILIGHT SPARKLE

That's a lie!

APPLEJACK

It is not!

TWILIGHT SPARKLE

That's a lie, too!

Pinkie falls flat on her face, and when she sits up, she's wearing a soapy beard. She sees her face reflected in a window and breaks into laughter, then slaps her hooves over her mouth.

PINKIE PIE

Stop laughing at me! No, you stop
laughing at me! It's not funny! I
know it's not funny, so stop
laughing at me!

Rarity, meanwhile, continues slowly pushing her rock along the soapy road. She's shielding it with her body as best she can.

RARITY

(to the rock)

Don't worry, Tom. I won't let
anypony look at you. You're mine,
and soon we'll be alone and no pony
will ever bother us again! WHULP--

She slips on the soap and falls into the path of the giant boulder, which shoves her down the street with its momentum.

Nearby, Fluttershy has gathered a huge pile of suds and waits behind a storefront for Angel and her friends to skate past. When they do, she blows a bunch of bubbles, causing them to lose control into a huge furry pile-up.

FLUTTERSHY

Bubble attack! Ah-ha-ha-ha-ha!!

Twilight stands with her jaw hanging open, watching as chaos envelopes her adopted hometown, and her friends act like bizarro versions of themselves.

Discord materializes next to Twilight, a proud look on his face.

DISCORD
Beautiful, isn't it?

TWILIGHT SPARKLE
You're ruining everything! Why are you doing this?

DISCORD
I'm sure I don't know what you mean.

TWILIGHT SPARKLE
Applejack can't stop lying, Rarity has become the most greedy pony in Ponyville, Pinkie Pie hates laughter, and Fluttershy is downright mean!

DISCORD
I hadn't noticed.

TWILIGHT SPARKLE
And somehow you got Rainbow Dash to abandon us right when we need her most!

DISCORD
Ah, Rainbow Dash. I did very much enjoy my chat with her. Feisty little thing, that one.

TWILIGHT SPARKLE
Look what you've done to my town!

Pinkie Pie slides past out of control.

TWILIGHT SPARKLE (CONT'D)
Our dirt roads turned to soap...

The moon shoots up. Nighttime.

TWILIGHT SPARKLE (CONT'D)
Days that last three minutes...

DISCORD

You're living in the past, my dear Twilight. This, THIS is the new and improved Ponyville. And these are only my first changes.

He puts an arm around her shoulder like a used car salesman.

DISCORD (CONT'D)

Picture it: the chaos capital of the world!

TWILIGHT SPARKLE

I can't picture anything. It's too dark.

DISCORD

Wait a few minutes and you'll see it in the beautiful light of day.

He snaps his fingers and disappears.

TWILIGHT SPARKLE

Ponyville, the chaos capital of the world?

(with determination)

Not on my watch.

Fluttershy slides through and takes out Twilight's legs.

EXT. GOLDEN OAK LIBRARY - DAY

Twilight and her friends arrive outside the library just as the sun pops back into the sky.

TWILIGHT SPARKLE

Oh no! What's happening to your coats?

Matching the ponies' personality changes, they're undergoing physical transformations as well. Their vibrant coats are TURNING GRAY.

TWILIGHT SPARKLE (CONT'D)

You're all losing your color!

FLUTTERSHY

I bet Rarity took it!

TWILIGHT SPARKLE

Come on! We better get upstairs and find out where those Elements are before it's too late!

The ponies head into the library, except for Rarity.

RARITY
Forget it, Twilight, I know what
you're up to. The second I go
upstairs, you'll have your little
minion Spike come and take Tom.
Well it's not going to work!

Twilight opens her mouth to retort, then stops herself.

TWILIGHT SPARKLE
(resigned)
Okay. Let's just get Tom upstairs.

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.

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

APPLEJACK
Ah-ha-ha-ha-ha--ULP!!

Pinkie Pie clamps Applejack's mouth shut with her hooves.

PINKIE PIE
I never want to hear that sound
again!

SPIKE
Wha's happening? Why'd you do
that, Fluttershy?

FLUTTERSHY
'Cause you just looked so peaceful.

SPIKE
I... uh... huh?

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

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

TWILIGHT SPARKLE
His beautiful finish?! What about
my floors!

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

TWILIGHT SPARKLE
An old nemesis of Princess
Celestia's is back. His name is
Discord, and he's put some sort of
spell on everypony.

APPLEJACK
Except me. I naturally have three
heads.

SPIKE
Ohhhhhhh-kay...

TWILIGHT SPARKLE
Discord is the master of chaos.

SPIKE
That would explain why the weather,
the crops, and the animals were
acting so strangely earlier.

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

TWILIGHT SPARKLE
(to Spike)
Oh yeah, and Fluttershy's really
mean now.
(to Fluttershy)
Lemme guess, Spike?

FLUTTERSHY
Nope! Your face!

She <SPLASHES> the rest of the water bucket into Twilight's
face.

PINKIE PIE
Ah-ha-ha-ha-ha-ha--OOP!

She jams her own mouth closed.

PINKIE PIE (CONT'D)
(muffled)
Bad Pinkie, bad!

Twilight shakes off the water.

TWILIGHT SPARKLE
Come on, Spike, we need the
reference guide to the Elements
before somepony does something
she'll regret.

SPIKE
You got it.

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

SPIKE (CONT'D)
Found it!

He reaches for the book, but suddenly the entire shelf
scatters like bats!

SPIKE (CONT'D)
Oop! Looks like Discord got to the
books, too!

He chases the flock of books across the room, but they zoom
away from him at every turn.

SPIKE (CONT'D)
Come here, you!

He closes in on the reference book, but when he reaches out
to grab it...

<WHAM>! A flying scroll knocks his hand away. Fluttershy
<LAUGHS> down below as she launches another one at him.

FLUTTERSHY
Watch for flying scrolls, Spike!

PINKIE PIE
Stop it, Fluttershy, I know you're
laughing at me by laughing at him!

Spike dodges the scrolls as he chases the flock of books,
finally cornering the one he wants. He leaps, grabbing the
book! They plummet through the air, and finally he tackles
it to the floor with a <CRASH>!

He struggles to restrain the squirming book as he brings it back to Twilight.

SPIKE
How dare you, book! I just cleaned
this place!

APPLEJACK
Nuh-uh, I did!

Twilight takes the book and forces it open. 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 looks happier than she has the entire episode.

TWILIGHT SPARKLE
The Elements of Harmony! This is
wonderful! Now we can finally
defeat Discord and put everything
back to normal!

Rarity zooms in and swipes the Elements.

RARITY
Mine!

Twilight's patience has nearly worn out. She moves in on Rarity, who is now almost completely gray, backing her into a corner.

TWILIGHT SPARKLE
Rarity, give me those Elements!

RARITY
Never!

SPIKE
Twilight, look at your coat!
You're turning gray, too!

Twilight looks herself over. Sure enough, her color has started to fade.

TWILIGHT SPARKLE
So what? No pony else cares, why should I? I can't wait to get away from these horrible ponies and their rotten attitudes.

She turns back to Rarity.

TWILIGHT SPARKLE (CONT'D)
Rarity, you have until the count of three to give those back.

RARITY
Not a chance!

TWILIGHT SPARKLE
One...

Spike looks desperate. He doesn't want these friendships to devolve into something physical.

TWILIGHT SPARKLE (CONT'D)
Two...

FLUTTERSHY
Isn't this great, Twilight? It's so fun to be mean!

TWILIGHT SPARKLE
Three...

SPIKE (O.S.)
Rarity! Over here!

All heads turn to see Spike standing atop Tom.

SPIKE (CONT'D)
Give the Elements back to Twilight, or you'll never see your... uh... *gem* again.

RARITY
Tom!

She tosses the Elements at Twilight's feet, then zooms over and knocks Spike off the rock.

RARITY (CONT'D)
(hugging the rock)
It's okay, Tom, mamma's got you...

Twilight scoops up the Elements.

TWILIGHT SPARKLE
Thanks, Spike. Now let's go find
Discord and get this over with.

SPIKE
But, Twilight, aren't we missing
somepony?

Twilight scans the room, her color fading fast.

TWILIGHT SPARKLE
Nope, we got the liar, the mope,
the hoarder, and the jerk. That
about covers it.

SPIKE
What about Rainbow Dash?

APPLEJACK
There's no such thing as Rainbow
Dash!

Twilight thinks for a beat.

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

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

Terrified, he gets right in Twilight's face.

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

TWILIGHT SPARKLE
Too bad. You're Rainbow Dash.
(to the room)
All right, everypony, let's go use
the Elements of Harmony to defeat
Discord so we don't ever have to
talk to each other again!

ALL
Yeah!! Woo!!

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

TWILIGHT SPARKLE
Give it to me. You can have it
back when we get downstairs.

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

EXT. GOLDEN OAK LIBRARY - DAY

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

The ponies pour out of the library moments before the giant rock crashes through. Twilight and Rarity race out a beat later.

FLUTTERSHY
Did he hit anypony?
(she sees that everyone's
okay)
Aww...

DISCORD (O.S.)
I see you've found the Elements.
How terrifying!

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

TWILIGHT SPARKLE
Discord! We - I should say I -
solved your riddle! You're in for
it now!

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.

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

Twilight distributes the Elements to the gray ponies, who form a semi-circle around Discord.

TWILIGHT SPARKLE
(to Spike)
Rainbow Dash, get over here!

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

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. But instead, after a beat...

NOTHING HAPPENS.

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

APPLEJACK
Mine's working, there must be
something wrong with yours. Plus
I'm 473 years old.

PINKIE PIE
I suppose you're all gonna laugh at
me for this, too, huh?

FLUTTERSHY
(hand raised)
Ooh ooh! I will!

Rarity drops her Element in the dirt and races back to her precious Tom.

Spike hands his Element back to Twilight.

SPIKE
I think 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.

FLUTTERSHY
Oops, sorry, Rainbow Crash!

Discord <LAUGHS> and <CLAPS>.

DISCORD

Bravo, ponies, bravo! I can't
imagine a more enjoyable way to
spend an afternoon than watching
your friendships disintegrate
before my very eyes!

TWILIGHT SPARKLE

Our friendships haven't
disintegrated! We love each other!

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

DISCORD

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.

PINKIE PIE

It's your fault it didn't work!

TWILIGHT SPARKLE

Who are you talking to?

PINKIE PIE

Any of you! I'm outta here!

TWILIGHT SPARKLE

Where are you going?

PINKIE PIE

Back to my family's rock farm,
where smiling and laughing at
people are strictly forbidden!

APPLEJACK

I better go, too. I've got a
secret mission to finish.

FLUTTERSHY

Yeah, I'm bored with you guys. I'm
going back to Cloudsdale.

Rarity isn't even waiting for an official break-up. She's
already busy rolling her rock back to the boutique.

As her bizarro friends head their separate ways, Twilight, herself nearly devoid of color, trudges off toward the town square, head hung low.

TWILIGHT SPARKLE
Fine, I don't need you guys either.
If this is what friendship leads
to, then who needs it!

EXT. PONYVILLE, TOWN SQUARE - DAY

Twilight trudges into Ponyville, and her sour mood gets even worse. 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.

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

He shoves a cupcake into his wife's mouth.

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

She returns the favor.

CARROT CAKE
I've never liked cupcakes!

CUPCAKE
Neither have I!

Just then, the CRUSADERS race up to Twilight.

APPLE BLOOM
Twilight, help us!

SCOOTALOO
Something horrible's about to
happen!

TWILIGHT SPARKLE
What is it?!

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

CRUSADERS
... get our Cutie Marks!

SWEETIE BELLE
It's awful!

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

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

CRUSADERS
AAHHH!!

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.

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 as he catches his breath.

TWILIGHT SPARKLE
I hope you're happy, Discord.
You've ruined something that meant
a lot to a lot of ponies. My
friends were the most important
thing in the world to me, and now
none of them even want to see each
other.

DISCORD
Isn't it wonderful?

TWILIGHT SPARKLE
No. No, it isn't.

DISCORD

Come now, Twilight, you've got to
get into the spirit of things!

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

CUPCAKE

Try it! Licorice and celery?
That's the worst frosting you've
ever made!

DISCORD

(ignoring them)

After all, this is your new home!
And it will be forever!

TWILIGHT SPARKLE

It can't be. I can't live in a
place like this...

She sadly turns her tail and trudges back toward her loft.
Her color is completely faded.

TWILIGHT SPARKLE (CONT'D)

This is how the dumb world works
when your dumb friends won't use
the dumb Elements...

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

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

TWILIGHT SPARKLE

Pack up your things, Spike. We're
moving back to Canterlot.

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

SPIKE

Can't... move...

Next to him sits a massive pile of SCROLLS.

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.

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

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

TWILIGHT SPARKLE
Huh?

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

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!

SPIKE
Uggghhh...

TWILIGHT SPARKLE
But why would she send my friendship letters back to me?

She picks one up and reads it.

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, color FLOODING back into her eyes.

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."

With each scroll she reads, more and more pieces of her color return.

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.

TWILIGHT SPARKLE (CONT'D)

"Everypony everywhere has a special, magical connection with her friends, maybe even before she's met them."

And just like that, the old Twilight Sparkle is back. Her color has returned and that familiar spark is back in her eye.

TWILIGHT SPARKLE (CONT'D)

Spike! Spike, it's all so clear to me now! 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!

SPIKE

Urlghh...

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.

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 my friendships have to save it from Discord!

SPIKE

Ugggghhh...

TWILIGHT SPARKLE
 You're right, Spike. The Elements
 of Harmony don't work when
 friendships are broken. If we're
 going to defeat Discord, we'll have
 to fix our friendships first! Come
 on!

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

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

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 lays lazily on his back, arms
 behind his head.

APPLEJACK
 ... so I told Discord that I wasn't
 gonna take his nonsense anymore,
 and he said okay and went home.
 I'm a major hero, y'all--

TWILIGHT SPARKLE
 Applejack! I figured it out!

APPLEJACK
 Oh, uh, so did I! I figured it out
 before you did!

TWILIGHT SPARKLE
 (ignoring her)
 We have to be friends again! It's
 the only way to defeat Discord!

APPLEJACK
Well, uh, I already defeated
Discord last Tuesday--

TWILIGHT SPARKLE
Applejack, snap out of it! This
isn't you! You're not really a
liar!

APPLEJACK
Sure I am! And I don't need you or
none of them others neither! I got
me my own castle where I can rule
over Ponyville and none of my so-
called friends are allowed inside!
I've got my own circus and fifty-
seven elephants and all the
Elements of Harmony I could ever
want--

Twilight LUNGES -- TACKLES Applejack to the ground!

APPLEJACK (CONT'D)
Hey! Let me up! Granny, Big
McIntosh, help! I'm being attacked
by aliens!

But Granny just keeps dancing and Big McIntosh yawns
apathetically. Despite Applejack's struggles, Twilight keeps
her pinned down.

TWILIGHT SPARKLE
Stop fighting me and feel the magic
of friendship!

Twilight puts her horn on Applejack's head. It starts to
GLOW. Almost immediately, she stops struggling.

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

EXT. SWEET APPLE ACRES - FLASHBACK - DAY

Applejack runs as fast as she can. Rainbow Dash flies next
to her. They're racing, and they're neck and neck...

In SLOW MOTION, Applejack's hoof stomps down on a stray
apple!

She loses control -- SLAMS into Rainbow Dash! The two out-of-
control ponies careen into the other friends, who are
cheering at the finish line! The pile of six best friends
SLAMS into an apple tree.

They all sit up, stars in their eyes. Suddenly, apples drop from the tree, conking them all on the head. They erupt in laughter, having the time of their lives.

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 hard expression is gone, and her color comes flooding back.

APPLEJACK
What... what happened?

Twilight climbs off of her, and she scrambles to her feet.

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

She grabs Twilight excitedly (think George Bailey after Clarence shows him he's still alive).

APPLEJACK (CONT'D)
Twilight! Twilight, I'm so sorry,
can you ever forgive me?

TWILIGHT SPARKLE
Of course--

APPLEJACK
I saw a vision us all feudin' and
fightin', and, well, it was just
too horrible to imagine! Something
came over me, and before I knew it,
I was tellin' lie after lie after
lie. I felt awful doin' it, but I
just couldn't stop!

TWILIGHT SPARKLE
It's okay, Applejack, it wasn't
your fault! Discord's done the
same thing to everypony!

APPLEJACK
(with disgust)
Discord. I've got a thing or two
I'd like to say to that varmint.

TWILIGHT SPARKLE
You'll get your chance, but first
we've got some work to do. Come
on!

They bolt, leaving Granny Smith happily dancing her jig while Big McIntosh <SNORES>. Applejack pops back in.

APPLEJACK
I'll fix y'all up later. Just...
keep doin' what yer doin'.

She exits.

INT. FLUTTERSHY'S COTTAGE - DAY

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

FLUTTERSHY
Twilight? Applejack? I've just
had the worst dream...

REVEAL -- Twilight and Applejack have her pinned to the floor. They realize she's back to normal and let her up. Suddenly, Fluttershy's face falls.

FLUTTERSHY (CONT'D)
OH NO!!

TWILIGHT SPARKLE
What? What is it?

FLUTTERSHY
Did I say something...
(whispering)
... *hurtful*?

Twilight and Applejack exchange a look, stifling laughter.

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

APPLEJACK
Fluttershy's back!

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

EXT. CAROUSEL BOUTIQUE - DAY

HOLD ON an establishing shot of the boutique.

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. She wipes her hooves, job well done. The others join her at the doorway.

RARITY (CONT'D)
 Thank you, ladies. Let us never
 speak of this again.

EXT. ROCK FARM - DAY

Twilight, Fluttershy, and Rarity walk 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.

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 - DAY

The five ponies head toward Ponyville, all looking like their old selves. A herd of BUFFALO in tu-tus dances past doing ballet kicks.

TWILIGHT SPARKLE
 Looks like Discord is still going
 strong with his chaos.

FLUTTERSHY
 Not for long.
 (beat)
 Sorry.

RARITY
 All we need now is Rainbow Dash.

FLUTTERSHY

But we haven't seen her since she
flew away from the labyrinth! Who
knows what Discord told her back
there.

TWILIGHT SPARKLE

What do we do now? Without Rainbow
Dash, we can't use the Elements.
Discord wins!

The buffalo dance back through the other direction.

APPLEJACK

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

PINKIE PIE

Yeah we will.

TWILIGHT SPARKLE

Why do you say that, Pinkie?

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.

TWILIGHT SPARKLE

Rainbow Dash!

RAINBOW DASH

(casually)
Hey guys.

TWILIGHT SPARKLE

We found the Elements, but we
couldn't find you! Why did you
leave?

RAINBOW DASH

Discord told me Cloudsdale was
collapsing, but he was completely
wrong. Cloudsdale's great! Turns
out it's Ponyville that's a total
mess. You guys sure got your work
cut out for ya down there.

RARITY

Rainbow Dash, you do realize you're
not actually in Cloudsdale, right?

Rainbow Dash sits up, confused.

RAINBOW DASH

You trying to play some sort of trick on me or something? Of course I'm in Cloudsdale. Check it out!

APPLEJACK

(to the others)

Discord's got her all turned around. She actually thinks that tiny patch of clouds is Cloudsdale.

TWILIGHT SPARKLE

Sure, Rainbow Dash, Cloudsdale's in great shape! But we sure could use your help with Ponyville! We can't use the Elements without you, you know!

She lays back down, arms behind her head.

RAINBOW DASH

Not a chance. Everything's A-OK up here in Cloudsdale. Ponyville? Not my problem.

As the buffalo make another pass, Twilight turns to the others.

TWILIGHT SPARKLE

Time for Plan B.

EXT. CLOUDS ABOVE PONYVILLE - DAY

Rainbow Dash relaxes in her fantasy version of "Cloudsdale." She got headphones on listening to some tunes and chilling out.

Suddenly, the bulbous form of the ponies' HOT AIR BALLOON peeks up behind her. Fluttershy flies alongside.

TWILIGHT SPARKLE

(whispering)

Okay, Fluttershy, you grab Rainbow Dash and hold her still. Meanwhile, Applejack will lower me down with this rope so I can show her the friendship memories.

FLUTTERSHY

Got it!

Rarity and Pinkie Pie steer the hot air balloon into position above Rainbow Dash. Fluttershy, meanwhile, flies over to her. We can physically see her losing her nerve. She politely approaches the napping unicorn.

APPLEJACK

(up above)

What's she doing? She's gonna blow it!

Fluttershy meekly taps Rainbow Dash on the shoulder. She sits up and pulls off her headphones.

RAINBOW DASH

Fluttershy! What do you want?

FLUTTERSHY

Um, I'm just wondering if it would
it be okay if I hold you down
against your will?

Rainbow Dash scowls, then notices the shadow of the balloon hovering overhead.

RAINBOW DASH

Not a chance! I don't need
Ponyville, and I don't need you
guys!

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

TWILIGHT SPARKLE

Fluttershy, take the rope!

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

TWILIGHT SPARKLE (CONT'D)

HYAH!! AFTER HER!!

Fluttershy takes off after Rainbow Dash, towing the balloon behind her, as a high-speed mid-air chase breaks out!

Rainbow Dash leads Fluttershy into a field of clouds, where Fluttershy quickly loses sight of her. Suddenly, she appears next to the balloon.

RAINBOW DASH

Are you guys serious? You'll never
catch me! I'm the best flier in
Cloudsdale!

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

TWILIGHT SPARKLE
Applejack, lasso her!

Applejack tries to twirl the rope, but the basket is just too cramped.

APPLEJACK
I need more room! If I can get to
the perch on top of the balloon,
I'll get her roped.

TWILIGHT SPARKLE
Just be careful, okay?

Applejack nods, throws the coil of rope around her neck, and starts a daring climb up the side of the balloon!

TWILIGHT SPARKLE (CONT'D)
Fluttershy, there goes Rainbow
Dash!

Fluttershy does her best to tow the balloon, but she's not a particularly strong flier, and the balloon is incredibly cumbersome. With each mid-air turn Rainbow Dash makes, Fluttershy awkwardly follows. Applejack clings to the side of the balloon with her teeth.

PINKIE PIE
This is so thrilling! Yay,
Applejack!

TWILIGHT SPARKLE
This isn't working! Rainbow Dash
is too fast!

RARITY
We simply need to motivate
Fluttershy.

TWILIGHT SPARKLE
How do we do that? She's back to
being her old, gentle self!

RARITY
There might be one thing that could
get her going. Remember what she
said about Discord?

Twilight's eyes light up.

TWILIGHT SPARKLE
 Great idea, Rarity!
 (calling out)
 Fluttershy, you've got to fly
 faster! If you can't catch Rainbow
 Dash, you'll be letting that MEANIE
 Discord win!

CLOSE ON FLUTTERSHY -- her eyes narrow. She really doesn't like Discord. 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.

APPLEJACK
 READY WHEN Y'ALL ARE!

PINKIE PIE
 Applejack's in place, Twilight!

Twilight watches the twists and turns Rainbow Dash is making, and she 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! It lands perfectly around Rainbow Dash's shoulders!

She realizes she's been roped and panics! She takes off, pulling Applejack's rope taut!

It comes free from Applejack's teeth! The slack from the rope feeds out...

And wraps tight around the legs of Pinkie Pie and Rarity!

They're pulled right out of the balloon, hanging in mid-air from the rope around Rainbow Dash's neck!

RARITY

Pinkie, you were supposed to secure
the rope!

PINKIE PIE

(smiling sheepishly)

Oops.

Now that Rainbow Dash realizes she's in danger of being caught, the chase gets even more frantic! Fluttershy's still pulling the balloon as fast as she can, but an energized Rainbow Dash is too skilled a flier. She's starting to get away!

APPLEJACK

RARITY! PINKIE PIE! Y'ALL GOT TO
FIND A WAY TO SLOW THAT GIRL DOWN!!

With the rope caught around their front legs, Rarity and Pinkie Pie pull back with all their might. Rainbow Dash cuts through the air like a speedboat pulling the other two behind like waterskiers.

But the tactic seems to be working! By pulling on Rainbow Dash's rope, they're able to slow her down just enough for Fluttershy to catch up.

TWILIGHT SPARKLE

Way to go, Fluttershy! Keep it up!

Fluttershy manages to pull the hot air balloon even.

TWILIGHT SPARKLE (CONT'D)

(calling to Applejack)

OKAY, APPLEJACK, THIS IS OUR LAST
ROPE! MAKE IT COUNT!!

Applejack's eyes narrow as she focuses. She starts to twirl the rope, wind lashing her on top of the balloon...

Rarity and Pinkie Pie pull with all their might...

So does Fluttershy...

So does Twilight...

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

Another bulls-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, proves too much.

Twilight uses her rope to steer Fluttershy down toward the ground, dragging everypony else behind. Finally, they manage to tow the bucking Rainbow Dash down to Ponyville...

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.

RAINBOW DASH

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

Finally, they get her to the ground.

TWILIGHT SPARKLE

We're not letting your friendship
go without a fight!

With Rarity, Pinkie Pie, Applejack, and Fluttershy holding Rainbow Dash, Twilight touches her horn to her forehead. Slowly, she stops struggling. Her color comes flooding back.

RAINBOW DASH

You guys... you guys are the best!
I feel amazing!!

PONIES

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

Discord's spell is broken. They did it!

TWILIGHT SPARKLE

Come on, ladies. We've still got
one more piece of unfinished
business.

EXT. PONYVILLE, TOWN SQUARE - DAY

Discord sits on a throne enjoying the fruits of his labors, delighting in the chaos he's caused. He <LAUGHS> and points as the Cakes run past, Cupcake pelting her husband with frosting. He <ROARS> as Angel and her friends run wild. He holds out his hand with delight as chocolate milk once again starts to sprinkle from the sky.

DISCORD
(satisfied)
Chaos is a wonderful, wonderful
thing...

TWILIGHT SPARKLE (O.S.)
Better not get used to it, Discord.

It's Twilight and her friends! They're full color and they
have their Elements!

DISCORD
Well well well... Twilight Sparkle.
I see you found Rainbow Dash.

RAINBOW DASH
That's right, bub. And now we're
all together again.

DISCORD
You'll forgive me if I'm not
quaking with fear, but I've seen
how your Elements of so-called
Harmony work.

TWILIGHT SPARKLE
It's true, they didn't work last
time. But that's because we were
missing the most important Element
of all: the magic of friendship!

DISCORD
HA! Oh, Twilight, your idealism is
so... cute.

TWILIGHT SPARKLE
We've all learned something today,
Discord. Friendship may not always
be easy...

She glances at Rainbow Dash, who blushes.

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

DISCORD
(with a sigh)
Very well. Let's see these
fearsome Elements in action.

TWILIGHT SPARKLE
All right, ladies! Show him what
friendship can do!

They form a semi-circle, their faces determined. And then...

PINKIE PIE
Wait wait wait!

The ponies look over at her in confusion. She closes her eyes and opens her mouth and catches a few last gulps of chocolate milk rain.

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

She realizes everyone's looking at her.

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.

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

DISCORD
No! Wait! You can't--

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 disbelief.

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.

PRINCESS CELESTIA
We're gathered here today to unveil
a new stained glass window for the
Cathedral of Harmony. The window
honors the heroism of these six
friends, who stood up to the
villain Discord, and saved
Equestria from eternal chaos!

The crowd <CHEERS> wildly!

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

She shares a meaningful look with Twilight.

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

TWILIGHT SPARKLE
Thank you, Princess Celestia.

PRINCESS CELESTIA
And now, the window!

She waves her horn and the curtain falls away, revealing the 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.

TWILIGHT SPARKLE
What's wrong, Rarity?

RARITY
Look at my stained glass hair!
It's a total mess!

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

EXT. CANTERLOT, SCULPTURE GARDEN - CONTINUOUS

... and out into the grounds of Canterlot. 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