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MY LITTLE PONY II

"Lesson Zero"

EP 203

Written by

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1st Draft: September 27, 2010

Notes Due: September 29, 2010

TEASER

EXT. GOLDEN OAK LIBRARY - MORNING - ESTABLISHING

A bright morning sun shines through the branches of the tree, casting a beautiful glow on the ground below.

INT. TWILIGHT SPARKLE'S LOFT - CONTINUOUS

SPIKE is standing in the middle of the room holding a piece of parchment in one claw, a quill at the ready in the other. He looks on as TWILIGHT SPARKLE uses her magic to transport a feathery purple quill from atop a bookshelf to her desk.

1 TWILIGHT
Quill.

2 SPIKE
Check.

Spike checks "quill" off a list of items written upon the parchment he is holding. Twilight then uses her magic to retrieve a piece of parchment which she places next to the purple quill.

3 TWILIGHT
Parchment.

Spike checks the item off his list.

4 SPIKE
Check.

A glass bottle of ink floats in front of Spike.

5 TWILIGHT
Extra ink.

Another check mark.

6 SPIKE
Check.

Spike looks up as another bottle of ink floats by him.

7 TWILIGHT
Extra extra ink.

Spike marks it off his list.

8 SPIKE
Check.

Twilight looks at the items that are now neatly lined up on her desk, then back at Spike.

9 TWILIGHT
Is that everything on the
checklist?

10 SPIKE
Yep.

Twilight gives Spike a satisfied smile.

11 TWILIGHT
Great. Now that we've completed
the checklist of things we need to
create a checklist, we can make my
checklist of the things I have to
accomplish by the end of the day.
(then)
Ready?

Spike retrieves the parchment and purple quill from the desk.

12 SPIKE
Ready.

13 TWILIGHT
Item one. Create checklist of the
things I have to accomplish by the
end of the day.

Spike rolls his eyes as we...

CUT TO:.

MY LITTLE PONY TITLE SEQUENCE

ACT I

EXT. PONYVILLE - TOWN SQUARE - LATER THAT DAY

Spike, eyeing his lengthy new checklist, follows Twilight through the busy Town Square. They pass a few of our series regulars -- the CUTIE MARK CRUSADERS, BIG MACINTOSH, GRANNY SMITH...

14 TWILIGHT
How are we doing, Spike?

15 SPIKE

Let's see, we've already...
(reading from the list)
...dropped off your cape at the
cleaners, returned the blackboard
you borrowed from Cheerilee,
ordered new parchment and quills
from the stationary shop...

16 TWILIGHT

Seems like we just placed an order
for those a few days ago.

17 SPIKE

(under his breath)
Can't imagine why we go through so
many of them.

Twilight hasn't heard Spike's last remark.

18 TWILIGHT

Sounds like we're ahead of
schedule. What's next?

Spike looks at his checklist and brightens.

19 SPIKE

Cupcakes.

INT. SWEET SHOPPE - SOON AFTER

Spike stands on Twilight's back peering down into a box of
cupcakes, his mouth watering. Twilight examines the box as
well, a confused look on her face. She addresses MRS. CAKE
who stands behind the counter.

20 TWILIGHT

I only ordered twelve.

21 MRS. CAKE

Oh, I know dear. But I had an
extra so I thought I'd make it a
baker's dozen.

For some reason, Twilight seems concerned by this.

22 TWILIGHT

That was very thoughtful of you
it's just... Some of the icing from
the extra cupcake is getting all
over the one next to it.

She nudges the box around with her nose so that Mrs. Cake can take a look inside.

23 TWILIGHT (CONT'D)
See?

ON CUPCAKES -- They all look exactly the same.

Mrs. Cake stares for an uncomfortable beat, slightly confused. She looks up at Spike who just shrugs at Twilight's unwavering perfectionism.

24 MRS. CAKE
(not quite convincing)
Oh. Sure.

25 TWILIGHT
It's just that I'm planning on sharing these at a picnic later and I don't want anypony to feel like somepony else is getting more icing.

Mrs. Cake still seems uncertain.

26 MRS. CAKE
(searching for a response)
Oh no... of course not.

Twilight considers the situation for a moment.

27 TWILIGHT
Not to worry. We'll just transfer the icing back to its original cupcake.
(then to Mrs. Cake)
Do you have a spatula I could borrow?

28 MRS. CAKE
Uuuuh... yes. Here you are.

Mrs. Cake gives Twilight a spatula. Twilight uses her magic to dip the spatula into the box. (We do not see exactly what she is doing to the cupcakes.)

29 TWILIGHT
I'll just move some off this one to.... Hmm. I think I may have scooped too much.

She focuses and dips the spatula in again.

30 TWILIGHT (CONT'D)
Oops. Now those two have more.
(cheery)
Let's just try this again.

She makes another attempt to even out the icing. Spike and Cupcake exchange "what is she doing?" looks.

31 TWILIGHT (CONT'D)
No. That won't do.
(then)
Let me just...

She wields the spatula once more, unaware that she is FLINGING ICING everywhere as she works.

32 TWILIGHT (CONT'D)
(spatula in her mouth)
...put some here. Then... No,
that's not right. Should be more
on this one... Wait. I'll just...
Little bit here... and here and...
perfect!

ON CUPCAKES -- They look exactly the same as they did before.

Mrs. Cake nods in agreement.

33 MRS. CAKE
(unconvincing)
Oh yes. Much better.

34 TWILIGHT
Okay. Time to tackle the next item
on our--

She stops short as she turns to see that Spike is now covered head to toe in splattered icing.

35 TWILIGHT (CONT'D)
(sheepish)
Oops.
(then)
Looks like we're going to have to
add "give a baby dragon a bath" to
our list.

36 SPIKE
Naah. I got this.

Spike sticks out his tongue and licks off all the icing on one side of his body.

37 TWILIGHT
Very efficient.

Spike slurps off the rest of the icing with his tongue.
Twilight grimaces.

38 TWILIGHT (CONT'D)
And also a little bit gross.

Spike shrugs.

INT. TWILIGHT SPARKLE'S LOFT - SOON AFTER

Twilight enters carrying Spike on her back. She uses her magic to retrieve the box of cupcakes from her saddlebag as Spike jumps off and flips through his checklist.

39 SPIKE
(reading aloud)
Double check checklist to make sure
we haven't forgotten anything on
the checklist.
(then)
Check.
(then)
Looks like that's everything.

40 TWILIGHT
Almost everything.

She gestures to the last item on Spike's checklist with her horn. Spike flips through the pages again.

41 SPIKE
Triple check checklist to make sure
we didn't miss anything when we
double checked the checklist.
(then)
Check.

He puts down his quill.

42 SPIKE (CONT'D)
Whew. I've been holding that quill
so long I've got a claw cramp.

He stretches his gnarled claw.

43 SPIKE (CONT'D)
Good thing we don't have anything
to report to Princess Celestia this
week. I don't think I could write
another word.

Twilight perks up, alarmed. She spins around to face Spike.

44 TWILIGHT
We haven't sent a letter to
Princess Celestia this week?!

45 SPIKE
Why? Is that bad?

46 TWILIGHT
Bad? BAD?! Of course it's bad!
I'm supposed to send Princess
Celestia a letter every week
telling her about a lesson I've
learned about friendship. Not
every other week. Not every ten
days.

She pokes Spike in the chest for emphasis.

47 TWILIGHT (CONT'D)
Every. Single. Week.

She runs out of frame, leaving Spike bewildered. From off
screen, books and other items come flying at him as she
violently rummages around for something.

48 TWILIGHT (CONT'D)
Ooooooh! Where's my calender!
Where's my calender!

Spike opens a drawer.

49 SPIKE
Where it always is---

He can barely lift the small file-o-fax style book out before
Twilight's magic enchants it and sends it flying off screen.
She flies it in front of her face and starts frantically
flipping through it.

50 TWILIGHT
(panicked)
WHEN DID WE SEND THE LAST ONE?!

51 SPIKE
(still bewildered)
Last Tuesday...?

52 TWILIGHT
(more panicked)
AND TODAY IS...?

Twilight finds her page and rapidly scans the grid of the calender page. On the page we see a box marked with an "X" and quickly pan to the empty box below it as Spike says...

53 SPIKE (V.O.)
Tuesday...?

Twilight freezes in terror at the realization. She dashes to the window...

54 TWILIGHT
Oh-no-oh-no-oh-no-oh-no!!!

...and checks the position of the sun. It is still high in the sky.

55 TWILIGHT (CONT'D)
If I don't send her a letter by
sundown, I'll be...(GASP)

Truck and zoom on her horror stricken face.

56 TWILIGHT (CONT'D)
(mortified)
Tardy!

Spike watches, confounded, as she paces frantically back and forth in front of him.

57 TWILIGHT (CONT'D)
Ohhh. How could I have let this
happen? I'm usually so organized.
I've never turned in an assignment
late!

58 SPIKE
Is *that* what this is about? Oh
please. You're the most studious
student ever. I'm sure the Princess
will cut you some slack if you miss
one little deadline.

59 TWILIGHT
This is the ruler of all of
Equestria we're talking about.
(MORE)

TWILIGHT (CONT'D)

The Pony who holds my fate in her hooves. What if she doesn't "cut me some slack"? What if instead she starts thinking I'm not taking my studies on friendship seriously?

60 SPIKE

Yeah. I don't think she'll--

61 TWILIGHT

What if she starts thinking I haven't been taking my studies on magic seriously either?

62 SPIKE

Why would she--?

63 TWILIGHT

What if she makes me come back to Canterlot to prove I've been taking them seriously by giving me a test?

She stops in her tracks as something horrifying dawns on her.

64 TWILIGHT (CONT'D)

What if I don't pass?

65 SPIKE

Why wouldn't you pass--?

Twilight gets in Spike's face.

66 TWILIGHT

She's my mentor, Spike. My *TEACHER*. Do you know what teachers **do** to students who don't **pass???**

Spike can only blink.

67 TWILIGHT (CONT'D)

THEY SEND THEM BACK A GRADE!!!!

Spike face palms.

68 SPIKE

Oh c'mon, Twi---

Twilight resumes her manic pacing.

69 TWILIGHT

(crazed)

But she won't just send me back a grade. Oh no! I'm her star pupil.

(MORE)

TWILIGHT (CONT'D)

She's invested years of mentoring
in me. She took me under her wing
as her own, personal protege, all
because she thought I had
"potential." I'll be her greatest
dissapointment in a thousand years!
No. She won't send me back one
grade, she'll send me back to...

Truck and zoom on her horror stricken face (again.)

70 TWILIGHT (CONT'D)

...Magic Kindergarten!

WHITE FLASH TO:

INT. CANTERLOT CLASSROOM - TWILIGHT'S FANTASY - DAY

Twilight stands behind a desk that is far too small for her.
She is surrounded by KINDERGARTEN AGE UNICORNS who stare at
her for a moment before BURSTING into LAUGHTER.

We PUSH IN on Twilight's horrified face, then WIDEN TO:

INT. TWILIGHT SPARKLE'S LOFT

Twilight has the same horrified expression on her face.
Spike shakes her, trying to get her attention.

71 SPIKE

Twilight! Twilight!

Twilight snaps out of it.

72 TWILIGHT

Huh?

73 SPIKE

That is the most ridiculous thing I
have ever heard. You are not going
to be sent back to Magic
Kindergarten.

74 TWILIGHT

You're right. I'm not.

Spike smiles, glad she's come to her senses.

75 TWILIGHT (CONT'D)

Because I am going to get that
letter to Princess Celestia **before**
sundown!!

Spike's smile fades.

76 TWILIGHT (CONT'D)
Sooooooo...

Twilight leans in close.

77 TWILIGHT (CONT'D)
(hopeful, frantic)
Got any problems, troubles,
conundrums, or any other sort of
issues, major or minor, that I, as
a *good friend* could help you solve?

She smiles and bats her eyes expectantly, holding her breath.
Spike thinks. And thinks. And thinks.

78 SPIKE
(apologetic)
I got nothin'.

Twilight exhales.

79 TWILIGHT
(steely resolve)
Then it looks like I'm going to
have to find somepony who does.

Twilight dashes out the door. Spike sinks.

80 SPIKE
This won't end well.

END ACT I

ACT II

EXT. PONYVILLE STREET - DAY

Twilight marches down the street, giving herself a pep talk.

81 TWILIGHT
You've got this, Twilight. You
still have plenty of time to get
that letter to Princess Celestia.
Has to be somepony around here who
needs the help of a good friend--

Twilight is stopped in her tracks by an ear-piecing wail.

82 RARITY (O.S.)
AAAAAHHHH!

83 TWILIGHT
Rarity!

She gallops toward the Carousel Boutique.

INT. CAROUSEL BOUTIQUE - CONTINUOUS

Close on Rarity, her head buried in her hooves, in tears.

84 RARITY
Of all the worst things that could
happen, this is The. Worst.
Possible. Thing.

Twilight bursts through the door, striking a heroic pose!

85 TWILIGHT
Don't worry Rarity, I'm here!
(then)
Oh my goodness!

Smash truck out to reveal the inside of the boutique. Fabric is strewn about. Mannequins have been toppled. Rarity pops up into frame dramatically.

86 RARITY
Why me?!

She flings her mane left, then right, then left again as she cries out to the heavens.

87 RARITY (CONT'D)
Why?! Why?! Why?!

Twilight smiles. This is perfect! She eagerly rushes to her friend.

88 TWILIGHT
What's happened? Are you alright?

Rarity gestures dramatically as she answers. A "this is all too much" hoof to the forehead.

89 RARITY
(very over-the-top)
My diamond encrusted purple ribbon!
I've lost my diamond encrusted
ribbon! I've searched.
(MORE)

RARITY (CONT'D)
High and low. Low and high. But I
can't find it anywhere. Anywhere!

Rarity throws herself onto a nearby fainting couch.

90 RARITY (CONT'D)
(increasingly overwrought)
How can I possibly finish my latest
creation if I can't find it?!!

Twilight rushes to her side.

91 TWILIGHT
Never fear, Rarity! As your
friend, I'll do my best to help you
fi--

92 RARITY
(then, perfectly calm)
Oh. There it is.

Rarity gets up from the fainting couch and retrieves a roll
of diamond encrusted ribbon from a nearby shelf. All
melodrama completely dissolves.

93 RARITY (CONT'D)
(pleasant, matter-of-fact)
Isn't it just always the last place
you look?

Twilight's jaw drops in disbelief. Rarity returns to her work
as Twilight approaches her.

94 TWILIGHT
So, you just lost your ribbon?

Rarity doesn't look up from the task at hand as she answers.

95 RARITY
Mmm-hmm.

96 TWILIGHT
But now you've found it.

97 RARITY
Mmm-hmm.

98 TWILIGHT
And nothing else is bothering you?
Nothing that I as a good friend
could help you with?

Rarity looks up from her work, serious.

99 RARITY
There is one thing.

Twilight perks up.

100 TWILIGHT
Yes?

101 RARITY
I think I left my measuring tape
under that fabric over there.
Could you get it for me?

Twilight's slumps. This wasn't what she had in mind.

102 TWILIGHT
(DISAPPOINTED SIGH) Measuring tape.
Sure.

EXT. CAROUSEL BOUTIQUE - SOON AFTER

Twilight exits, giving herself another pep talk.

103 TWILIGHT
No need to panic. Rarity is just
one pony. I'm sure one of my other
friends will need me.

CUT TO:

CLOSE ON RAINBOW DASH

She's wearing a pair of safety goggles. Her nostrils flare.
Her eyes narrow. Her upper lip curls into a snarl. She
seems really, really mad.

104 RAINBOW DASH
RRRAAAHHH!

She takes a running start then LEAPS, hooves outstretched
into an airborne KARATE POSE. We WIDEN TO REVEAL:

EXT. SWEET APPLE ACRES - CONTINUOUS

Rainbow Dash is headed straight for the side of one of
AppleJack's barns! SMASH! She CRASHES into it! A moment
later she CRASHES through the other side, still in her karate
pose. She shakes off bits of splintered wood, then
suddenly...

...ATTACKS the roof of the barn, angrily KICKING off tiles.

105 RAINBOW DASH

Take that! And that! And that!

The beams now exposed, she grabs one in her teeth and YANKS it loose, hurling it behind her. We follow the beam as it sails through the air past...

...Twilight walking up the path. She has to duck to avoid being hit. She looks over and sees Rainbow by the damaged barn holding a plank of wood in her teeth and shaking it like a dog would a stuffed toy.

106 TWILIGHT

What in the world? Rainbow's going to town on that barn...

(realizing)

...because she must be angry with Applejack!! She must hate her guts! How wonderful!

Back to Rainbow as she takes to the air and ZOOMS back DOWN towards an exposed beam.

107 TWILIGHT (O.S.) (CONT'D)

RAINBOW DASH! STOP!

Rainbow Dash SCREEECHES to a halt, her forehead just inches from the beam. She looks over to see a distraught Twilight looking up at her.

108 TWILIGHT (CONT'D)

(slightly lecturing)

Listen Rainbow, I know you're upset with AppleJack, but don't worry. Whatever it is that has come between you two, I'm sure that I as a *good friend* can help you resolve your problems.

Rainbow Dash unfreezes herself and lands lightly beside Twilight.

109 RAINBOW DASH

What are you talking about?

110 TWILIGHT

Oh Rainbow Dash, you and your stubborn pride! You don't have to hide your feelings from me. I can tell you two must have had a terrible row.

Twilight suddenly lays Rainbow down on a nearby bench and conjures up a clipboard, quill and pair of glasses. She sits on a nearby rock and takes on the posture of a therapist.

111 TWILIGHT (CONT'D)
Now, why don't you tell me all
about your issues with Applejack.

112 RAINBOW DASH
(miffed)
I don't have any issues with
Applejack.

Twilight is taken aback.

113 TWILIGHT
You don't? Then why are you
destroying her property?

114 RAINBOW DASH
Because she asked me to.
(calling out)
Right, AppleJack?

AppleJack peers out from behind a tree.

115 APPLEJACK
Yes, ma'am. I want to put up a new
barn, but this one's gotta come
down first.
(then)
Now get back to it, RD.

116 RAINBOW DASH
You got it, boss.

Rainbow Dash's eyes narrow into what we now know is a look of determination, not anger. She takes to the sky.

117 APPLEJACK
(to Twilight)
I'd take cover if I were you.

118 RAINBOW DASH (O.S.)
RAAAAHHHH!

Twilight dives behind the tree to join AppleJack as splintered wood and roof tiles rain down around her.

119 TWILIGHT
Aaah!

Behind the tree, Twilight sinks in defeat.

EXT. FIELD - SOON AFTER

Twilight gallops through a field of flowers, shaking off barn debris as she goes. She's starting to look a little frazzled.

120 TWILIGHT
(berating herself)
I can't believe I wasted all that time! I should have just come here first. Fluttershy always has some fear she's trying to get over. As a *good friend* I'll be able to help her...

Twilight's voice trails off as her eyes go wide.

TWILIGHT'S POV

In the distance, FLUTTERSHY is fighting a BEAR! She KARATE CHOPS at his spine with her front hooves, sending him sprawling.

Fluttershy GRABS one of the beast's legs with her mouth and PULLS it up over the bear's head. The bear WINCES, slamming his fist on the ground like he's crying "uncle". But Fluttershy is relentless in her attack. She STOMPS on the bear's back as hard as she can.

ANGLE ON TWILIGHT

In a state of shock.

121 TWILIGHT (CONT'D)
(disbelief)
Fluttershy?

BACK TO TWILIGHT'S POV

The bear tries to lift up, but Fluttershy takes his head between her hooves and twists. His neck CRACKS.

122 BEAR
(pained)
ROOAARR.

The bear goes limp.

Twilight's shock now turns to anxiety.

123 TWILIGHT
No. No. No. How can this be happening?
(MORE)

TWILIGHT (CONT'D)

Of all the days she had to stop
being such a scaredy-pony she had
to pick today. What am I going to
do?

Twilight, looking flustered, heads back the way she came.
Over her shoulder, we can see Fluttershy still going to work
on the bear, taking the prone beast's paw in her mouth and
flying up in the air, effectively pulling the bear's arm back
and up and lifting his chest off the ground.

124 BEAR
(pained)
ROOOAAAAR!

Fluttershy lets go of the bear's paw. His arm and chest drop
back down on the ground. Fluttershy leans down to talk to
the helpless animal.

125 FLUTTERSHY
(sweetly)
You really should have come to me
sooner. You are carrying so much
tension in that shoulder.

She massages his shoulder much less violently.

126 BEAR
(agreeing)
ROOOARR

EXT. PONYVILLE STREET - DAY

Close on Twilight's worried expression, sideways. Truck out
to reveal she is on a park bench, curled in a fetal position.

127 TWILIGHT
It's fine. It will all be fine.
The day isn't over yet.
(then, fretting)
But it'll be over soon. It'll be
all over. My time in Ponyville.
My advanced studies.
(sitting up, steely resolve)
No. You're a good student. You
can do this.
(then)
But what if I can't?
(then, steely resolve)
You can. You just have to keep it
together. Keep. It. Together.

We WIDEN to REVEAL that Spike is standing next to her, eyeing her with concern. He's holding the box of cupcakes.

128 SPIKE

Uh, are you talking to yourself?

Spike trails off as he notices that Twilight isn't paying any attention to him. She's looking at something across the street.

129 SPIKE (CONT'D)

Twilight?

Twilight continues to stare ahead.

TWILIGHT'S POV -- Three KINDERGARTEN PONIES are on the street corner, LAUGHING MOCKINGLY and POINTING at her.

130 SPIKE (V.O.) (CONT'D)

SNAP OUT OF IT!

Twilight finally does just that.

131 TWILIGHT

Huh?

132 SPIKE

Are you ok?

Twilight moves her head to look past Spike.

TWILIGHT'S POV -- Three Kindergarten Ponies are jumping rope double dutch style. Not one of them is looking in Twilight's direction. It was her imagination.

133 KINDERGARTEN PONIES

<LAUGHING GOOD NATUREDLY>

Twilight rubs her eyes. She looks stressed beyond belief. Spike looks concerned.

134 SPIKE

Twilight, I'm really worried. This letter thing is really getting to you.

He hands her the box of cupcakes.

135 SPIKE (CONT'D)

Here. You've been stressing out all day and you completely forgot about the picnic. Why don't you just relax and go hang out with-

136 TWILIGHT
You're right Spike. I should go
see my friends.

137 SPIKE
I'm glad you've come to your
senses.

138 TWILIGHT
They might not have any problems
for me to help solve, but I bet
they know somepony who does!

Twilight levitates the box and takes off leaving Spike
behind.

139 SPIKE
<Sigh.>

EXT. PONYVILLE TOWN SQUARE - SOON AFTER

Rainbow Dash, AppleJack, Rarity, Pinkie Pie and Fluttershy
put out blankets and picnic baskets. Rarity noses through a
picnic basket, looking for something.

140 RARITY
Puh-lease tell me I did not forget
plates. I did. I totally forgot
them. Of all the worst things that
could happen, this is...The. Worst.
Possible. Thing.

She throws herself onto a fainting couch that is inexplicably
located in the middle of the park.

141 RARITY (CONT'D)
Why?! Why?!

She looks up to see Rainbow Dash, AppleJack, and Fluttershy
looking down at her in disbelief.

142 RARITY (CONT'D)
What? You didn't expect me to sit
on the grass, did you?

Twilight arrives with the cupcakes. Her friends notice how
stressed she looks.

143 APPLEJACK
(to Twilight)
You alright, hon?

144 TWILIGHT
No. I am not alright. I am not
alright at all!

Her friends react with alarm.

145 ALL
Oh no!/What is it?/What can we do?

146 TWILIGHT
It's just terrible.

147 ALL
Yes?

They lean in closer.

148 TWILIGHT
Simply awful.

Even closer.

149 ALL
Yes?

150 TWILIGHT
It's the most horrific predicament
I've ever been in and I really,
really, *really* need your help.

Closer still.

151 ALL
Yes?

A tense beat as her friends await her response. Then...

152 TWILIGHT
(with great concern)
My letter Princess Celestia is
almost overdue and I still haven't
learned anything about friendship!

Underwhelmed, they all relax.

153 RAINBOW DASH
That's it? You're turning in your
homework late?

154 FLUTTERSHY
Oh, thank goodness. I thought
something really awful had
happened.

155 TWILIGHT
Didn't you hear what I said?
Something awful *has* happened! If I
don't turn in the letter on time,
I'll be tardy. *TARDY!!*

The other ponies exchange glances, even politely stifle some snickers.

156 APPLEJACK
No offense, sugarcube, but it looks
like somepony's getting themselves
all worked up over nothing.

157 TWILIGHT
(getting desperate)
This is not nothing! This is
everything! I need you guys to
help me find somepony with a
problem I can help fix before
sundown. My whole life *depends on*
it!

158 PINKIE PIE
Oh Twilight, you're such a crack
up! Tee hee hee!

159 TWILIGHT
But...

The girls all take their places on the picnic blanket.

160 APPLEJACK
Come on now, have seat and stop
sweating the small stuff.

Twilight just stares, confused as Applejack pats Twilight's spot on the picnic blanket. Her expression quickly switches to anger. She turns on her hoof and STORMS OFF in a huff. Leaving her friends speechless.

161 FLUTTERSHY
Wow. I've never seen Twilight so
upset before.

162 RARITY
What a drama queen.

WIDER TO REVEAL that Rarity is lying on the fainting couch. The rest of the ponies shoot her a "you can't be serious" look.

163 RARITY (CONT'D)
Relatively speaking...

END ACT II

ACT III

INT. GOLDEN OAK LIBRARY - TWILIGHT'S LOFT - LATE AFTERNOON

We start on the window. The sun is lower in the sky and even seems to creeping towards the ground as we watch.

164 TWILIGHT
Clock is ticking Twilight. Clock.
Is. Ticking.

Twilight is clearly in an agitated state. She rummages around in a trunk looking for something, tossing items over her shoulder haphazardly as she mumbles to herself.

165 TWILIGHT (CONT'D)
Keep it together. Just gotta keep
it together. If I can't find a
friendship problem...

She pauses her search, brightening at the sight of something at the bottom of the trunk. Her eye starts to twitch.

166 TWILIGHT (CONT'D)
I'll make a friendship problem.

EXT. PONYVILLE - LAKE - SOON AFTER

The late afternoon sun shines down on SCOOTALOO, SWEETIE BELLE and APPLE BLOOM on the shore of the lake. They are tossing a beachball back and forth with their snouts.

167 SCOOTALOO/SWEETIE BELLE/APPLE BLOOM
(GIGGLES)

None of them notice Twilight peering out at them from behind a tree. Her left eye twitches a little. The girl is clearly not "keeping it together".

Back on the Crusaders.

168 TWILIGHT (O.S.)
(overly cheery)
Hi, girls!

Scootaloo, Sweetie Belle and Apple Bloom all jump at the sound of Twilight's voice. They turn to see her emerging from behind the tree. She looks slightly nuts.

169 APPLE BLOOM
Oh, hi, Twilight. How's it going?

170 TWILIGHT
(a bit manic)
Great. Just great. You three look like you're doing great too. Look like three good friends who obviously don't need the help of another *good friend*.

Scootaloo, Sweetie Belle and Apple Bloom note Twilight's manic behavior and exchange concerned glances.

171 TWILIGHT (CONT'D)
(unnaturally loud and forceful)
But I bet you could use a new toy!

Twilight uses her magic to retrieve a small STUFFED PONY from her saddlebag. It isn't a new toy at all. In fact, it looks pretty darn used.

172 TWILIGHT (CONT'D)
This is Smartypants. She was mine when I was your age and now I want to give her to you.

Scootaloo, Sweetie Belle and Apple Bloom look at the worn out doll hanging limply in the air in front of them. They smile at Twilight, but only in an effort to be polite.

173 SCOOTALOO
(forced)
Wow. She's great.

174 APPLE BLOOM
(unconvincing)
Yeah. Great.

175 SWEETIE BELLE
(searching)
I really like her... mane.

Twilight retrieves a tiny notebook and quill.

176 TWILIGHT

She even comes with her own notebook and quill for when you want to pretend she's doing her homework.

177 SCOOTALOO

(even more forced)

Wow. That's great.

178 APPLE BLOOM

(even less convincing)

Yeah. Great.

179 SWEETIE BELLE

(really searching)

I really like her... mane.

Twilight leans in a little too close, her eye twitches.

180 TWILIGHT

(mock concern)

I just hope that the fact that there are three of you and only one of her doesn't become a problem. I'd hate to cause a rift between such *good friends*.

She magically shoves the doll in their faces and shakes it.

181 TWILIGHT (CONT'D)

So, who wants to play with her first?

The girls exchange glances, unsure how to respond. Apple Bloom breaks the awkward silence.

182 APPLE BLOOM

You should play with her first, Sweetie Belle. You know, 'cause you like her mane so much.

Apple Bloom pushes the levitating doll towards Sweetie Belle.

183 SWEETIE BELLE

Who? Me? No, no, no. I think Scootaloo should get to play with her first.

Sweetie Belle pushes the ragged pony doll to Scootaloo.

184 SCOOTALOO
I'd love to but...um. You take her
Apple Bloom.

They proceed to push her back and forth as Twilight watches.

185 CRUSADERS
Applejack says it's important to
share/No, I couldn't/After you

Twilight's eyes widen in panic. Her plan isn't working. Sweat beads on her forehead, she bites her lip, her eyes dart back and forth.

186 TWILIGHT
No! Why isn't this working?!! I
gotta think of something! Think,
Twilight, think!

Suddenly, she's struck with an idea.

187 TWILIGHT (CONT'D)
That's it!

She focuses on the girls, a sinister smile grows over Twilight's face. We truck in as she lowers her head, FIRES UP her horn...

188 TWILIGHT (CONT'D)
(under her breath)
You're going to like Smartypants!
And you're going to like her more
than anything!

...and ZAPS the Smartypants toy! The 3 girls stop their pushing and pause, startled as the toy pulsates with electricity. ZZZZAP! ZZZZZAP! Then, just as quickly, the magic dissolves and the doll falls to the ground, seemingly unchanged. The girls stare blinking, silent. Then...

189 SCOOTALOO
I want it.

190 APPLE BLOOM
I *need* it!

191 SWEETIE BELLE
I really like her mane!

The girls POUNCE, all three of them trying to get their hooves on the doll.

192 SCOOTALOO/APPLE BLOOM/SWEETIE BELLE
I want her./I saw her first./She's
mine!

Twilight smiles, satisfied and casually makes her way over to the bickering ponies.

193 TWILIGHT
(to herself)
The Want It Need It Spell. Works
every time.
(confident)
Okay. Okay. Let's break it up. I
think we can all see that there's
an important lesson to be learned
here about-- OOF!

Twilight is shoved aside by Sweetie Belle making a grab for the doll.

Twilight is starting to get a little more nervous as the girls begin to really shove one another in an effort to claim the ratty doll.

194 TWILIGHT (CONT'D)
(less confident)
Come on, girls. We're all friends
here, right? Don't you think you
ought to share?

195 APPLE BLOOM
No way!

The shoving and snatching of the doll escalates and Twilight is pushed aside. She stumbles back, bumping into BIG MACINTOSH who has just arrived on the scene. Twilight is thrilled to see the big pony.

196 TWILIGHT
Big MacIntosh! Thank goodness!
You gotta help me get that doll
away from those girls!

Big Mac eyes the doll as the girls continue to fight over it.

197 BIG MACINTOSH
Yup.

Big Macintosh approaches the cartoonish fight ball of bickering ponies, dips his head in and pops back into view, doll in mouth.

198 TWILIGHT
Thank you so much. Now if you
could just give her to me.

199 BIG MACINTOSH
Nope.

He snuggles the doll.

200 TWILIGHT
Oh no.

201 APPLE BLOOM
Get him!!!

The little ponies descend on Big Macintosh, trying
desperately to get Smartypants back from the much bigger
pony.

202 CRUSADERS
I want it!/It's mine!/ No, it's
mine!/I love her soooo much!

Suddenly, butting into the circle of ponies is the MAYOR.

203 MAYOR
What's all the commotion about--?

204 TWILIGHT
Mayor, thank goodness I---

205 BYSTANDER PONY 1
They're fighting over that doll!

206 BYSTANDER PONY 2
That incredible, amazing doll!

207 MAYOR
Gimmee!

Twilight is pushed farther and farther away as PONY after
PONY enters and lays claim to the lifeless, worn out doll.

208 TWILIGHT
What have I done?

EXT. PONYVILLE TOWN SQUARE - LATER

AppleJack, Rainbow Dash, Rarity, Fluttershy and Pinkie Pie
are packing up the remains of their picnic.

AppleJack suddenly perks up her ears. A rising PONY WALLA can be heard in the background.

209 APPLEJACK
Y'all hear that?

They exchange worried glances and run in the direction of the commotion.

EXT. PONYVILLE - LAKE - SOON AFTER

Twilight tries to stop what has turned into a TOTAL MELEE of ponies vying to play with Smartypants.

210 TWILIGHT
Please! Everypony! Stop!

AppleJack, Rainbow Dash, Fluttershy, Rarity and Pinkie gallop onto the scene.

211 APPLEJACK
What in the name of all things oats
and apples is going on?

Twilight quickly gets to her feet and pushes her friends away from the throng of arguing ponies.

212 TWILIGHT
Don't look at it!

213 RARITY
Don't look at what?

Rarity tries to look over her shoulder but Twilight grabs her face and twists it back the other way.

214 TWILIGHT
My Smartypants doll. I enchanted
her and now everypony is fighting
over her!

215 FLUTTERSHY
Why would you enchant your doll?

As Twilight explains her predicament to her friends, various ponies run through the background with the doll in their mouth followed by a mob. Left, right, left, right. A new pony possessing the doll with each turn.

216 TWILIGHT
I had to do something. I had
nothing to report to Princess
Celestia... I thought if I
couldn't find a problem, I'd make a
problem. The day is almost over!!

217 APPLEJACK
Not almost...

They look over. Beyond the mob of fighting ponies, the sun
serenely sets.

218 TWILIGHT
Oh no...

The sun dips below the horizon, and almost immediately after,
a BRIGHT WHITE LIGHT washes over Twilight and her friends.
They look up to see, hovering above them...

219 PRINCESS CELESTIA
TWILIGHT SPARKLE!!!

Twilight's eyes grow wide, as do her friends'. The
seriousness of Twilight's situation dawns on them.

220 APPLEJACK
(grave)
Whoah Nellie...

PRINCESS CELESTIA aims her horn and...

FLASH! As quickly as the crowd was drawn to the enchanted
toy, they lose interest and begin to disperse. (Except
perhaps for Big Mac who checks to see if anyone is looking
and then gives it one last snuggle.)

Princess Celestia lands before Twilight, staring down at her.

221 PRINCESS CELESTIA
(stern)
Meet me in the library.

The Princess takes flight. A solemn Twilight pauses to
address her friends, tears welling up.

222 TWILIGHT
Goodbye girls. If you care to
visit, I'll be in Magic
Kindergarten back in Canterlot.

She hangs her head and walks away to meet her fate. Her
friends are sincerely worried.

223 FLUTTERSHY
Magic Kindergarten?

224 RAINBOW DASH
Canterlot?

225 PINKIE PIE
We're never going to see Twilight
again!

226 APPLEJACK
What are we going to do, y'all?

227 RARITY
Of all the worst things that could
happen, this is...The. Worst.
Possible. Thing.
(then)
I really mean it this time.

INT. GOLDEN OAK LIBRARY - NOW

Twilight stands head lowered before a stern Princess Celestia. Spike nervously watches the proceedings from behind a bookshelf. It doesn't look good.

Suddenly, AppleJack, Rainbow Dash, Rarity, Pinkie Pie and Fluttershy burst into the room, dashing between the Princess and Twilight, protecting her.

228 RAINBOW DASH
Wait!

229 PINKIE PIE
You can't punish her!

230 APPLEJACK
It wasn't all her fault!

Princess Celestia appears intrigued rather than angry at the intrusion.

231 PRINCESS CELESTIA
I'm listening.

232 FLUTTERSHY
Please, your highness. We all saw
that Twilight was upset.

233 RAINBOW DASH

But we thought the thing she was
worrying about wasn't worth
worrying about.

234 APPLEJACK

So when she ran off all worked up,
not a single one of us tried to
stop her.

235 RARITY

As Twilight's *good friends*, we
should have taken her feelings
seriously and been there for her.

Twilight's friends hang their heads, ashamed. The Princess
looks down at them, raising an eyebrow.

236 FLUTTERSHY

Please don't take her away from us
just because we were too
insensitive to help her.

The Princess softens.

237 PRINCESS CELESTIA

Looks like you all learned a pretty
valuable lesson today.

Twilight steps through her groups of friends to accept her
fate.

238 TWILIGHT

But it was my responsibility to
learn a lesson about friendship and
I didn't. Not in time anyway.

Twilight puts on a brave face, and holds her head high,
fighting back tears.

239 TWILIGHT (CONT'D)

I'm ready to go back to Magic
Kindergarten.

Princess Celestia bends down to address the crestfallen pony.

240 PRINCESS CELESTIA

My dear Twilight, what in Equestria
are you talking about?

Twilight opens her eyes, confused.

241 TWILIGHT
I-I'm supposed to send you a letter
about friendship every week. I
missed the deadline. I'm a bad
student! I'm *tardy*!

The Princess smiles.

242 PRINCESS CELESTIA
You are a wonderful student,
Twilight. I don't have to get a
letter every week to know that.

243 TWILIGHT
Really?

244 PRINCESS CELESTIA
(warmly)
Really.

Twilight's friends appear suddenly for a big group hug.

245 ALL
Thank goodness!/That was close/We
thought we lost you/etc

The Princess interrupts.

246 PRINCESS CELESTIA
Still...

They stop and look up, uncertain. The Princess paces,
thinking.

247 PRINCESS CELESTIA (CONT'D)
The study of the magic of
friendship is extremely important,
and it's imperative that I receive
as much information as possible...

The girls exchange worried glances. The Princess turns
around quickly to make an important statement.

248 PRINCESS CELESTIA (CONT'D)
So, I think it would behoove us all
if Twilight were to receive a bit
of assistance. From this day forth,
I would like you *all* to report to
me your findings on the magic of
friendship.

The girls all brighten! The Princess leans into Twilight and
gives her a wink.

249 PRINCESS CELESTIA (CONT'D)
When, and only when, you happen to
discover them.

The Princess steps out onto the balcony and spreads her wings
to leave.

250 TWILIGHT
Princess Celestia, wait! How did
you know I was in trouble?

251 PRINCESS CELESTIA
Your friend Spike made me aware
that you were letting your fears
get the best of you. I commend him
for taking your feelings seriously.

Spike emerges from behind the bookshelf and gives Twilight a
proud smile. She nods her thanks.

252 PRINCESS CELESTIA (CONT'D)
Now, if you will all excuse me, I
must return to Canterlot.
(with a smile)
I'm expecting some mail.

Princess Celestia departs.

253 APPLEJACK
Y'all heard the Princess.
(then)
Spike, take a letter.

Spike quickly retrieves a quill and parchment.

254 APPLEJACK (CONT'D)
Dear Princess Celestia... We're
writing to you because today we all
learned a little something about
friendship.

255 FLUTTERSHY
We learned that you should take
your friend's worries seriously...

256 RAINBOW DASH
Even if you don't think she has
anything to worry about.

257 RARITY
And that you shouldn't let your
worries turn a small problem--

258 PINKIE PIE
...into an enormously huge, entire
town in total chaos, Princess has
to come and save the day problem!

259 APPLEJACK
Signed, Your loyal subjects--

260 SPIKE
(as he writes)
AppleJack, Pinkie Pie, Rainbow
Dash, Rarity, and Fluttershy.

He continues to write.

261 SPIKE (CONT'D)
P.S. Obviously Spike did not have
to learn a lesson because he is the
bestest best friend a pony could
ask for because unlike everypony
else, he took things seriously
and...

He trails off as he notices the ponies are glaring at him.

262 SPIKE (CONT'D)
(NERVOUS LAUGH) Yeah. I'll just,
uh...

He hastily scratches out his addition to the letter as we...

FADE OUT.

THE END