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MY LITTLE PONY II

"Lesson Zero"

EP 203

Written by

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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 get done 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)
(MORE)

SPIKE (CONT'D)
...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)
Ooops.
(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 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)
Oooooh! 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!

Wider as Spike undercuts the drama.

57 SPIKE
What’s that now?

58 TWILIGHT
TAR-DEE, Spike! Late! I’ll be late!

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

59 TWILIGHT (CONT’D)
Ohhh. How could I have let this happen? I’m usually so organized. I’ve never been late with an assignment!

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

61 TWILIGHT
I'm afraid to take that chance, Spike. This is the ruler of all of Equestria we're talking about. The Pony who holds my fate in her hooves. What if she doesn't forgive me? What if instead she starts thinking I'm not taking my studies on friendship seriously?

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

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

64 SPIKE
Why would she--?

65 TWILIGHT
What if she makes me come back to Canterlot and puts me back in school and makes me *prove* I've been taking them seriously by giving me a test?

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

66 TWILIGHT (CONT'D)
What if I don't pass?

67 SPIKE
Why wouldn't you pass--?

Twilight gets in Spike's face.

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

Spike can only blink.

69 TWILIGHT (CONT'D)
THEY SEND THEM BACK A GRADE!!!!

Spike face palms.

70 SPIKE
Oh c'mon, Twi---

Twilight resumes her manic pacing.

71 TWILIGHT
(crazed)
But she won't just send me back a grade. Oh no! I'm her star pupil. 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 disappointment 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.)

72 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.

73 SPIKE
Twilight! Twilight!

Twilight snaps out of it.

74 TWILIGHT
Huh?

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

76 TWILIGHT
You're right. I have no reason to worry.

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

77 TWILIGHT (CONT'D)
Because I am going to solve a friend's problem and get that letter to Princess Celestia **before sundown!!** # #

Spike's smile fades.

78 TWILIGHT (CONT'D)
Soooooo...

Twilight leans in close.

79 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.

80 SPIKE
(apologetic)
I got nothin'.

Twilight exhales.

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

Twilight dashes out the door. Spike sinks.

82 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.

83 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.

84 RARITY (O.S.)
AAAAAHHHH!

85 TWILIGHT
Rarity!

She gallops toward the Carousel Boutique.

INT. CAROUSEL BOUTIQUE - CONTINUOUS

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

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

Twilight bursts through the door, striking a heroic pose!

87 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.

88 RARITY
Why me?!

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

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

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

90 TWILIGHT
What's happened? Are you alright?

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

91 RARITY
(very over-the-top)
My diamond encrusted purple ribbon! I've lost my diamond encrusted ribbon! I've searched. High and low. Low and high. But I can't find it anywhere. Anywhere!

Rarity throws herself onto a nearby fainting couch.

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

Twilight rushes to her side.

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

94 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.

95 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.

96 TWILIGHT
So, you just lost your ribbon?

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

97 RARITY
Mmm-hmm.

98 TWILIGHT
But now you've found it.

99 RARITY
Mmm-hmm.

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

Rarity looks up form her work, serious.

101 RARITY
There is one thing.

Twilight perks up.

102 TWILIGHT
Yes?

103 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.

104 TWILIGHT
(DISAPPOINTED SIGH) Measuring tape.
Sure.

Rarity takes notice.

EXT. CAROUSEL BOUTIQUE - SOON AFTER

Twilight opens the door to exit.

105 RARITY (O.S.)
Twilight, is there something bother-

Twilight <SLAMS> the door, not hearing her friend. She's already giving herself another pep talk.

106 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.

107 RAINBOW DASH
RRRAAAAHHH!

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.

108 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.

109 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.

110 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.

111 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.

112 RAINBOW DASH
What are you talking about?

113 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.

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

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

Twilight is taken aback.

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

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

AppleJack peers out from behind a tree.

118 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.

119 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.

120 APPLEJACK
I'd take cover if I were you.

121 RAINBOW DASH (O.S.)
RAAAAHHHH!

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

122 TWILIGHT
Aaah!

Behind the tree, Twilight sinks in defeat. Applejack takes notice.

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.

123 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 whacks 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.

124 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.

125 BEAR
(pained)
ROOAARR.

The bear goes limp.

Twilight's shock now turns to anxiety.

126 TWILIGHT
No. No. No. How can this be happening? 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.

127 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.

128 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.

129 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.

130 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.

131 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.

132 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.

133 SPIKE (V.O.) (CONT'D)
SNAP OUT OF IT!

Twilight finally does just that.

134 TWILIGHT
Huh?

135 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.

136 KINDERGARTEN PONIES
<LAUGHING GOOD NATUREDLY>

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

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

He hands her the box of cupcakes.

138 SPIKE (CONT'D)
Here. You've been so anxious all day that you completely forgot about the picnic. Why don't you just relax and go hang out with-

139 TWILIGHT
The picnic! You're right Spike. I should go see my friends.

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

141 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.

142 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.

143 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.

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

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

145 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.

146 APPLEJACK
(to Twilight)
Aw Sugarcube, you sure seem to be having bad day. You alright, hon?

147 TWILIGHT
No. I am not alright. I am not alright because you girls *have* been alright all day! And that's not alright!!

Her friends react with alarm.

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

149 TWILIGHT
It's just terrible.

150 ALL
Yes?

They lean in closer.

151 TWILIGHT
Simply awful.

Even closer.

152 ALL
Yes?

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

Closer still.

154 ALL
Yes?

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

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

Underwhelmed, they all relax.

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

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

158 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.

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

160 TWILIGHT
(getting desperate)
This is not nothing! This is everything!
(MORE)

TWILIGHT (CONT'D)
I need you guys to help me find somepony with a problem I can help fix before sundown. My whole life *depends on it!*

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

162 TWILIGHT
But...

The girls all take their places on the picnic blanket.

163 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.

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

165 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.

166 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.

167 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.

168 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.

169 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.

170 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.

171 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.

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

173 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.

174 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.

175 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.

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

177 APPLE BLOOM
(unconvincing)
Yeah. Great.

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

Twilight retrieves a tiny notebook and quill.

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

180 SCOOTALOO
(even more forced)
Wow. That's great.

181 APPLE BLOOM
(even less convincing)
Yeah. Great.

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

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

183 TWILIGHT
(mock concern)
I just hope that the fact that there are <u>three</u> of you and only <u>one</u> of her doesn't become a problem.
(MORE)

TWILIGHT (CONT'D)
I'd hate to cause a rift between such *good friends*.

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

184 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.

185 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.

186 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.

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

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

188 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.

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

Suddenly, she's struck with and idea.

190 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...

191 TWILIGHT (CONT'D)
(under her breath and to herself)
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...

192 SCOOTALOO
I want it.

193 APPLE BLOOM
I *need* it!

194 SWEETIE BELLE
I really like her mane!

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

195 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.

196 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.

197 TWILIGHT (CONT'D)
(less confident)
Come on, girls.
(MORE)

TWILIGHT (CONT'D)
We're all friends here, right?
Don't you think you ought to share?

198 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.

199 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.

200 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.

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

202 BIG MACINTOSH
Nope.

He snuggles the doll.

203 TWILIGHT
Oh no.

204 APPLE BLOOM
Get him!!!

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

205 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.

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

207 TWILIGHT
Mayor, thank goodness I---

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

209 BYSTANDER PONY 2
That incredible, amazing doll!

210 MAYOR
Gimmee!

Twilight is pushed farther and farther away as PONY after PONY enters and lays claim to the lifeless, worn out doll. #
Soon she is on the outside of a large huddle. She warms up #
her unicorn horn and shifts her head this way and that. #

211 TWILIGHT
Can't.. get a... clear shot. Oh, #
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.

212 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.

213 TWILIGHT
Please! Everypony! Stop!

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

214 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.

215 TWILIGHT
Don't look at it!

216 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.

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

218 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.

219 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!!

220 APPLEJACK
Not almost...

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

221 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...

222 PRINCESS CELESTIA
TWILIGHT SPARKLE!!!

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

223 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.

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

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

225 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.

226 FLUTTERSHY
Magic Kindergarten?

227 RAINBOW DASH
Canterlot?

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

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

230 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 before Princess Celestia. Spike watches the proceedings from behind a bookshelf.

231 TWILIGHT
(confused)
B-But 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.

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

233 TWILIGHT
Really?

234 PRINCESS CELESTIA
(warmly)
Really.

235 TWILIGHT
So I was worried about nothing after all. I can't believe all the trouble I caused by letting my fears run away with me.

236 PRINCESS CELESTIA
(more stern)
Yes, about that...

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

237 RAINBOW DASH
Wait!

238 PINKIE PIE
You can't punish her!

239 APPLEJACK
It wasn't all her fault!

Princess Celestia appears intrigued rather than angry at the intrusion.

240 PRINCESS CELESTIA
I'm listening.

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

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

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

244 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.

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

The Princess softens.

246 PRINCESS CELESTIA
Looks like you all learned a pretty valuable lesson today.

They nod.

247 PRINCESS CELESTIA (CONT'D)
Very well. I'll forget Twilight's #
punishment--- on one condition.

Twilight's friends gather around her.

248 ALL
Anything!/You betcha!/Whatever you need, Princess!/etc

The Princess paces, thinking.

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

The Princess turns around quickly to make an important statement.

250 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.

251 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.

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

253 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.

254 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.

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

Spike quickly retrieves a quill and parchment.

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

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

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

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

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

261 APPLEJACK
Signed, Your loyal subjects--

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

He continues to write.

263 SPIKE (CONT'D)
P.S. Obviously Spike did not have to learn a lesson because he is the best most awesome 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.

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

The girls turn to each other and smile as he hastily scratches out his addition to the letter. #
#

FADE OUT.

THE END