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MY LITTLE PONY III

"Crystal Kingdom"

Part 1

Episode 301

Written by

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TEASER

INT. GOLDEN OAK LIBRARY - DAY

TWILIGHT SPARKLE frantically DARTS BACK and FORTH in front of SPIKE, using her magic to gather various items.

1 TWILIGHT
Where are all my quills?

She retrieves a HALF-DOZEN QUILLS and places them in a bag, then resumes darting around the room, pulling books from the shelves.

2 TWILIGHT (CONT'D)
No. No. No. I need the Magical Compendium
Volumes 1-36. Where is it?

She pulls book after book off the shelf. She finally finds the one she is looking for. It is an enormous tome.

3 TWILIGHT (CONT'D)
Flash cards. I should make some flash
cards.

She drops the book with a <THUD> and retrieves an enormous STACK of NOTE CARDS.

4 TWILIGHT (CONT'D)
Spike, I'm going to need you to quiz me.
On everything. Everything I've ever
learned. Ever.

She eyes the stack of note cards.

5 TWILIGHT (CONT'D)
That isn't going to be enough cards.

She searches frantically for more of them.

6 TWILIGHT (CONT'D)
Must have more around here somewhere.

7 SPIKE
Twilight, calm down. It's just a test.

Twilight SCREECHES to a halt.

8 TWILIGHT
Just a test?!

She SPINS on her heels to face Spike.

9 TWILIGHT (CONT'D)
JUST A TEST?!

She is nose to nose with Spike who leans so far back that he is nearly lying down.

10 TWILIGHT (CONT'D)
Princess Celestia wants to give me some kind of exam to find out how my studies are progressing and you're trying to tell me to calm down because - 'it's just a test?!

Twilight pulls away and Spike <SPROINGS> back upright.

11 SPIKE
(hesitant)
Yes?

Twilight lets out an <EXASPERATED GROAN> and resumes her frantic search of the library.

12 TWILIGHT
(mumbling to herself)
So little time to study... Don't even know which topics...

We WIDEN to REVEAL that APPLEJACK, RARITY, RAINBOW DASH, and FLUTTERSHY are standing in the doorway watching her.

13 APPLEJACK
I'd say she's handlin' things pretty well considerin'.

Twilight TRIPS over the enormous Complete History of Equestria book and CRASHES into the stack of note cards, sending them flying. She lets out another <EXASPERATED GROAN>.

FADE TO BLACK.

END OF TEASER

MAIN TITLES

ACT I

EXT. CANTERLOT CASTLE - DUSK - ESTABLISHING

INT. CANTERLOT CASTLE - THRONE ROOM

PRINCESS CELESTIA and PRINCESS LUNA stand before one of the stained-glass windows. They speak in HUSHED TONES.

14 PRINCESS LUNA
Are you sure you don't want me to go?
Surely my magic is more powerful.

15 PRINCESS CELESTIA
I'm sure.

16 PRINCESS LUNA
The kingdom cannot fall. It is too
important to the future of Equestria.

17 PRINCESS CELESTIA
She is also important to the future of
Equestria.
(then)
If she succeeds, we'll know that she is
that much closer to being ready.

18 TWILIGHT (O.S.)
Ahem.

Princess Luna and Princess Celestia turn to see Twilight standing in the doorway. She carries a pack stuffed with paper, quills, and books. She looks a little nervous.

19 PRINCESS CELESTIA
(quietly to Luna)
Trust me, little sister.

Princess Luna nods in understanding and departs. Princess Celestia gestures for Twilight to approach.

20 TWILIGHT
You wanted to see me?
(then)
To give me a test?

She uses her magic to remove the pack from her back.

21 TWILIGHT (CONT'D)
I brought my own quills. And plenty of
paper to show my work.

She uses her magic to retrieve the quills and a scroll. Nervous, she accidentally unfurls the paper across the length of the throne room.

22 TWILIGHT (CONT'D)
Sorry.

Princess Celestia uses her own magic to assist Twilight in rolling up the scroll.

23 PRINCESS CELESTIA
This is a different kind of test.

Twilight looks at her, confused.

24 PRINCESS CELESTIA (CONT'D)
One that requires a history lesson first.
(then)
Are you ready?

Twilight nods.

25 PRINCESS CELESTIA (CONT'D)
Long ago, in the northernmost corner of Equestria there was a beautiful place known as the Crystal Kingdom.

Princess Celestia's horn GLOWS. Suddenly, an IMAGE is PROJECTED into the air in front of she and Twilight. Wispy and ethereal, it depicts the CRYSTAL KINGDOM -- a sparkling and glorious place. A pair of CRYSTAL PONIES gallop across the kingdom.

26 PRINCESS CELESTIA (CONT'D)
But the kingdom fell to an evil Changeling Queen.

Another FLICK of her horn and we now see the cackling CHANGELING QUEEN and a pair of her MINIONS descending through the sky. The landscape of the Crystal Kingdom turns black and ominous with their arrival.

27 TWILIGHT
Is that--?

Princess Celestia looks down at Twilight.

28 PRINCESS CELESTIA
Yes. The Changeling Queen who tried to replace your sister-in-law and control your brother on their wedding day.

Princess Celestia's horn GLOWS and another image appears. In it we see the Changeling Queen standing opposite SHINING ARMOR who is dressed in his wedding attire.

29 PRINCESS CELESTIA (CONT'D)
And whose plot to take over the rest of
Equestria only you were wise enough to
figure out in time.

Another image appears. It is of Twilight angrily staring
down the Changeling Queen.

Princess Celestia looks back down at Twilight who is
blushing a little. A flick of Celestia's horn and the
image of Twilight and the Changeling Queen disappears.

30 PRINCESS CELESTIA (CONT'D)
Because Princess Cadence and Shining
Armor were able to eject her from
Equestria, they have been chosen to take
her place as rulers of the Crystal
Kingdom.
(then)
But they need your help.

31 TWILIGHT
My help?

32 PRINCESS CELESTIA
Yes. The Crystal Kingdom must be returned
to its former glory. If it is not, it
will remain susceptible to another
attack. By the Changeling Queen-- or
something much worse.

Princess Celestia projects a new image. In this one we
see not only the Changeling Queen, but several other EVIL
CREATURES descending upon the kingdom.

33 PRINCESS CELESTIA (CONT'D)
Helping Princess Cadence and Shining
Armor restore the kingdom and its
citizens -- that is your test.

Twilight considers the gravity of this task.

34 PRINCESS CELESTIA (CONT'D)
I have every confidence you will succeed.
And when you do, I'll know you are ready
to move on to the next level of your
studies.

Twilight smiles at the idea of this, then it hits her...

35 TWILIGHT
But what if I fail?

36 PRINCESS CELESTIA
You won't.

37 TWILIGHT
But what if--?

38 PRINCESS CELESTIA
(gently)
You won't.
(then)
And you won't be going alone. Your
friends are already at the train station
waiting for you. They can assist you in
any way you see fit.

Twilight brightens at this.

39 PRINCESS CELESTIA (CONT'D)
But, Twilight, in the end, it must be you
and you alone who ultimately assists
Cadence and Shining Armor in restoring
the Kingdom and its citizens.
(then)
Do you understand?

Twilight nods in the affirmative.

40 PRINCESS CELESTIA (CONT'D)
Then you must go now. There is no time to
lose. The longer the kingdom remains in
its current state, the more difficult it
becomes to transform.

Twilight quickly gathers her things and makes her exit.

EXT. CANTERLOT CASTLE - DUSK

Spike is lying on his back, staring up at the sky.

41 SPIKE
A turtle. No... a rabbit. No...

SPIKE'S POV of the cloud-filled sky. A CLOUD that looks
like a strange rabbit/turtle hybrid floats across.

42 SPIKE (O.S.) (CONT'D)
More of a--

Suddenly, Twilight's face enters frame.

43 SPIKE (O.S.) (CONT'D)
Twilight!

ANOTHER ANGLE as Spike eagerly JUMPS to his feet.

44 SPIKE (CONT'D)
That was fast. Let me guess. You got a
perfect score.

Twilight starts walking, a determined look on her face.
Spike chases after her.

45 SPIKE (CONT'D)
A-minus?

No response.

46 SPIKE (CONT'D)
B-plus?

Still no response from Twilight.

47 SPIKE (CONT'D)
Twilight, did you...

He looks around nervously, then leans in close.

48 SPIKE (CONT'D)
(whispering)
...fail?

MUSIC UP as Twilight begins to SING a SONG --

49 TWILIGHT
*I was prepared to do my best./Thought I'd
studied for any test./I can do so many
tricks./But I wasn't prepared for this.*

EXT. CANTERLOT STREET - A MOMENT LATER

Spike follows Twilight as she walks past an outdoor cafe.

50 TWILIGHT
Levitation would have been a breeze./

She LEVITATES the CUP of a PONY at a the cafe.

51 TWILIGHT (CONT'D)
Facts and figures I recite with ease./

She stops walking.

52 TWILIGHT (CONT'D)
(then speaking)

The square root of 546 is 23.36664289109.

PAN OVER to a PROFESSOR PONY at a CHALKBOARD with a lengthy equation written upon it.

53 PONY
She is correct!

PAN BACK to Twilight as she continues to sing.

54 TWILIGHT
*Could ace a quiz on friendship's
bliss./But I wasn't prepared for this.*

Spike hurries after Twilight as she rounds a corner and arrives at...

EXT. ANOTHER STREET - CONTINUOUS

Twilight continues walking with Spike right behind her.

55 TWILIGHT
*Will I fail or will I pass, I can't be
sure. My mind is sharp.*

56 SPIKE
Your mind is sharp.

57 TWILIGHT
My heart is pure.

58 SPIKE
Your heart is pure.

59 TWILIGHT
*Oh I've taken, my share of licks.
But I wasn't...*

60 SPIKE
Oh no she wasn't...

61 TWILIGHT
Oh no I wasn't...

62 SPIKE
Oh no she wasn't...

63 TWILIGHT
Oh no I wasn't....

She holds the note for a very long time. Spike looks at her, impressed.

64 TWILIGHT (CONT'D)
Prepared for this. Prepared for this.
Prepared for this!

MUSIC OUT. Spike <CLAPS> enthusiastically, then stops.

65 SPIKE
(confused)
Prepared for what exactly?

66 APPLEJACK (O.S.)
Twilight!

WIDEN TO REVEAL that Spike and Twilight have arrived at:

EXT. TRAIN STATION - CONTINUOUS

Twilight looks over to see Applejack, Rarity, Rainbow Dash, Pinkie Pie and Fluttershy rushing over to her.

67 APPLEJACK
Didja pass?

68 PINKIE PIE
Are we going to celebrate your
awesomeness with Princess Celestia?

Pinkie Pie tosses STREAMERS and CONFETTI into the air.

69 TWILIGHT
Not quite.

The confetti and streamers FREEZE above Pinkie Pie.

70 TWILIGHT (CONT'D)
We're going to the Crystal Kingdom.

Off her friends confused look we...

FADE TO BLACK.

END OF ACT I

ACT II

FADE IN:

EXT. NORTHERN-MOST EQUESTRIA - DAY

Rainbow Dash struggles to fly through an icy gale. Twilight, Rarity, Fluttershy, and Pinkie Pie trudge their way through the snow behind her, the wind whipping through their manes. In the background, we can just make out the TRAIN that brought them to this frozen wasteland.

71 RARITY
And you all made fun of me for packing so many scarves.

ANGLE ON SPIKE who is struggling to drag a STUFFED SUITCASE behind him through the snow.

72 SPIKE
I didn't say a word.

The suitcase hits an icy rock and POPS OPEN. Spike chases after several SCARVES that are whipped about by the wind.

73 RAINBOW DASH
Looks like you've got your work cut out for you, Twilight.

74 APPLEJACK
We've got our work cut out for us. We're here to help.

Applejack notes the worried look on Twilight's face.

75 APPLEJACK (CONT'D)
And it won't be work. It'll be an adventure. Betcha we'll have this place turned around in no time. Right, girls?

76 FLUTTERSHY/RARITY/PINKIE
(shivering)
Ye-e-e-ssss.

77 TWILIGHT
Can anyone see the castle?

78 RAINBOW DASH
I don't know. Is it made out of mountain?

She gestures ahead at a forboding looking MOUNTAIN.

79 TWILIGHT
It's supposed to be made out of crystals.

80 PINKIE PIE
(hopeful)
Ice crystals?

81 SHINING ARMOR (O.S.)
Twilight!

Twilight squints to see through the wind and snow.

82 TWILIGHT
Shining Armor?

In the distance, a figure approaches. As he gets closer, we can see that it is indeed Twilight's older brother, SHINING ARMOR.

He gallops up to Twilight and her friends.

83 SHINING ARMOR
Twily! You made it!

The two share a nuzzle.

84 SHINING ARMOR (CONT'D)
Sorry it's not under better
circumstances.

85 TWILIGHT
I'm just happy to see you.

86 SHINING ARMOR
Me, too, little sis.
(then)
We'd better get moving, Cadence is
waiting for us at the castle.

87 FLUTTERSHY
(nervous)
The mountain castle?

88 SHINING ARMOR
The Crystal Castle.
(then, to Twilight)
Didn't Princess Celestia tell you?

ON TWILIGHT - a confused look on her face.

89 TWILIGHT
Tell me what?

MATCH CUT TO:

TWILIGHT'S FACE - As her expression suddenly turns to one of awe. Rarity leans into the frame, her eyes wide with wonder.

90 RARITY
It's gorgeous. Just gorgeous.

We WIDEN TO REVEAL:

EXT. CRYSTAL KINGDOM - SOON AFTER

Twilight and the rest of the ponies are now entering the Crystal Kingdom. It is absolutely beautiful. Bright light reflects off of its every surface. A veritable Shangri-La in the middle of the icy tundra.

Shining Armor, carrying Spike on his back, leads the Ponyville Ponies through the kingdom toward the beautiful CRYSTAL CASTLE at its center.

91 TWILIGHT
I don't understand. It's perfect.

92 SHINING ARMOR
Cadence had no trouble with the kingdom itself. Her magic was strong enough to take care of that.
(then)
It's the Crystal Ponies.

Shining Armor gestures to a PAIR of PONIES. Their coats are an ashen gray as if they were made of stone. He gives the ponies a friendly nod but they only hang their heads and slink away.

93 PRINCESS CADENCE (O.S.)
I've tried everything...

DISSOLVE TO:

INT. CRYSTAL CASTLE - THRONE ROOM - A MOMENT LATER

Shining Armor stands next to Princess Cadence as she addresses Twilight and her friends. She is as beautiful as ever, but her expression is sullen.

94 PRINCESS CADENCE
...But they don't respond to my magic.
I've always been able to spread love. But here...

Princess Cadence voice trails off. She walks over to a window and looks out on the kingdom.

DOWN BELOW -- A PAIR of CRYSTAL PONIES look up. They clearly see that the Princess is looking at them and nervously run away.

BACK IN THE THRONE ROOM - Princess Cadence hangs her head, despondent.

95 TWILIGHT
Don't they know you two were the ones who got rid of the Changeling Queen?

96 SHINING ARMOR
They do. But they still don't feel like they can trust us. The Changeling Queen left them feeling suspicious of anypony from outside the kingdom.

Shining Armor looks sadly over at his bride.

97 SHINING ARMOR (CONT'D)
(quietly to Twilight)
She's taking this so hard.
(then, somber)
And I feel like there's nothing I can do.

98 TWILIGHT
You can lean on me. I'm here to help.

99 APPLEJACK
We all are.

The other Ponies nod in agreement. Buoyed by their support, Shining Armor brightens a little.

100 SHINING ARMOR
Well, we think that if we can bring back some of their important traditions, they'll see that we truly are their allies.
(then)
We just don't really know what those traditions are.

Twilight considers this. Her face suddenly lights up.

101 TWILIGHT
A research paper!

102 SHINING ARMOR
Huh?

103 TWILIGHT
That must be part of my test. To gather
information about the kingdom's
traditions and deliver it to you.
(then)
This is going to be great! I loooove
research papers.

104 RAINBOW DASH
(sarcastic)
Yeah. Who doesn't?

105 TWILIGHT
Don't worry, big brother. I am really
good at this kind of thing.

SMASH CUT TO:

EXT. CRYSTAL KINGDOM - COTTAGE - SOON AFTER

A door SLAMS in Twilight's face. Spike looks on as she
addresses whomever is on the other side of the door.

106 TWILIGHT
If you change your mind and want to
talk...

Spike nudges Twilight away from the door.

107 SPIKE
That was some serious door-slamming. She
definitely isn't going to want to talk.

Twilight walks away from the cottage.

108 TWILIGHT
(hopeful)
Maybe the others are having better luck?

CUT TO:

EXT. ANOTHER PART OF THE KINGDOM - AT THE SAME TIME

Rainbow Dash DARTS back and forth in front of CRYSTAL
PONY like a buzzing gnat. The Crystal Pony is clearly
trying to get away from her.

109 RAINBOW DASH
Traditions. You got any or what?

The Crystal Pony tries more desperately to get around Rainbow Dash.

110 RAINBOW DASH (CONT'D)
Hey! I'm talking to you.

Rainbow Dash remains oblivious to the Crystal Ponies efforts to elude her.

111 RAINBOW DASH (CONT'D)
Come on. Just one. One little tradition.
That's all you need to give me.

The Crystal Pony ducks down an alleyway.

112 RAINBOW DASH (CONT'D)
Hey! Where do ya think you're going?

CUT TO:

EXT. ANOTHER PART OF THE KINGDOM - AT THE SAME TIME

Fluttershy very nervously approaches a CRYSTAL PONY.

113 FLUTTERSHY
(nervous whisper)
Excuse me...

The Crystal Pony doesn't hear her and continues walking. Fluttershy turns to another passing CRYSTAL PONY.

114 FLUTTERSHY (CONT'D)
(nervous whisper)
Hello, I was just wondering...

The Crystal Pony doesn't even register that she's seen Fluttershy standing there. Fluttershy backs away from the Crystal Ponies.

115 FLUTTERSHY (CONT'D)
That's okay. You all look really busy.

The Crystal Ponies could not look less busy.

CUT TO:

EXT. ANOTHER PART OF THE KINGDOM - AT THE SAME TIME

Pinkie Pie is dressed in black. She pulls a ski-mask down over her face. Her eyes narrow in fierce determination.

116 PINKIE PIE
Time to gather some intel.

ANGLE ON a pair of CRYSTAL PONIES exchanging small talk.
As they do, a stealthy Pinkie slowly lowers herself into
frame via a thin wire attached to her back.

117 CRYSTAL PONY #2
It looks the same, but it doesn't feel
the same.

118 CRYSTAL PONY
Who's to say this isn't all just a trick?

119 CRYSTAL PONY #2
Exactly. The Princess could be the
Changeling Queen in disguise for all we
know.

Pinkie Pie is now inches above the Crystal Ponies heads.

120 PINKIE PIE
She isn't.

Pinkie quickly covers her mouth with her hooves but it is
too late. The Crystal Ponies look up to see the spread-
eagle Pinkie Pie looming over them.

121 CRYSTAL PONIES
Aaaahhhh!

122 PINKIE PIE
Aaaahhhh!

123 CRYSTAL PONY #2
A spy!

They GALLOP off leaving Pinkie Pie still hanging there.

124 PINKIE PIE
A spy?!
(then, suspicious)
How did they know?
(then, a realization)
Must've noticed my night-vision goggles.

She flips her head forward and a pair of NIGHT-VISION
GOGGLES drop down over her eyes.

125 PINKIE PIE (CONT'D)
Ooooh. Night visiony.

CUT TO:

EXT. ANOTHER PART OF THE KINGDOM - AT THE SAME TIME

Rarity has transformed into a Crystal Pony! She SPARKLES and SHINES in the sun as she PRANCES up and down the street in all her glittery glory.

126 RARITY
And when you flip your mane it must just
create a rainbow of color.

Rarity flips her mane and sure enough it creates a rainbow effect on the ground.

ANGLE ON a confused Crystal Pony.

We WIDEN TO REVEAL she is staring at Rarity who has her eyes closed and is prancing about, lost in a daydream. She has not, in fact, transformed into a Crystal Pony.

127 RARITY (CONT'D)
Wouldn't I look just magnificent?

The Crystal Pony slinks away unnoticed as Rarity, her eyes still closed, spins in a circle.

128 RARITY (CONT'D)
Sooo sparkly!

CUT TO:

EXT. CRYSTAL KINGDOM - ALLEYWAY - AT THE SAME TIME

Rainbow Dash now has the Crystal Pony she's been bothering cornered in an alleyway.

129 RAINBOW DASH
DON'T YOU SEE I'M TRYING TO HELP YOU!

The Crystal Pony cowers in fear.

DISSOLVE TO:

EXT. CRYSTAL CASTLE - A LITTLE LATER

Rainbow Dash, Rarity, Fluttershy, and Applejack are gathered around Twilight.

130 RAINBOW DASH
I got nothin'. It's like they were scared
to talk or something. It was strange.

131 RARITY
Speaking of strange...

She gestures to Pinkie Pie who is SLINKING around the side of the castle. She is still dressed in black. She looks around to make sure the coast is clear and then TIP-TOES over to her friends.

132 PINKIE PIE
(whispering)
Operation Crystal Kingdom Tradition was a no go. My cover has been blown. I repeat - my cover has been blown.

Twilight raises an eyebrow.

133 TWILIGHT
O-kay...

134 APPLEJACK
Sorry, Twilight, all I was able to get out of 'em was somethin' about a library.

Twilight suddenly gets very excited.

135 TWILIGHT
A library?! They have a library?! Well why didn't you say so?

136 APPLEJACK
Thought I just did.

EXT. THE CRYSTAL KINGDOM LIBRARY - A MOMENT LATER

Its walls have been returned to crystal as a result of Princess Cadence's magic. An excited Twilight leads Spike and the Ponyville Ponies inside.

INT. CRYSTAL KINGDOM LIBRARY - CONTINUOUS

It is a mess of overturned shelves and tattered and torn books. Twilight lets out a <HORRIFIED GASP>.

137 TWILIGHT
Oh the horsmanity!
(then)
I knew she was evil, but this-- This is unforgiveable!

Twilight uses her magic to gingerly retrieve a book.

138 TWILIGHT (CONT'D)
You poor, poor thing.
(then)
Twilight's here. Everything is going to
be fine now.

Her friends watch her a little dumbfounded.

139 RAINBOW DASH
I knew she liked books but-- whoa.

140 APPLEJACK
So, uh, Twilight, what should we be
looking for?

Twilight delicately places the book on the ground.

141 TWILIGHT
Anything that looks like it might provide
us with details about the history of the
kingdom.

Twilight and her friends begin the difficult task of
sifting through the rubble.

DISSOLVE TO:

INT. CRYSTAL KINGDOM LIBRARY - LATER

The Ponyville Ponies look exhausted. They've obviously
been at this for a while. Rainbow Dash helps Applejack
slowly lift yet another overturned bookshelf. They look
down to see a FAMILY of MICE chomping on a book. The mice
give them the evil eye.

142 APPLEJACK
Startin' to think this is a lost cause.

143 TWILIGHT (O.S.)
<A SQUEAL OF DELIGHT>

Applejack and Rainbow Dash rush over to Twilight. Spike,
Fluttershy and Pinkie Pie are already by her side.

144 APPLEJACK
Twilight! Are you okay?

Twilight uses her magic to very delicately retrieve a
large BLACK BOOK. It is tattered and torn. But emblazoned
across its cover are the words:

145 TWILIGHT
(reading)
A Complete History of the Crystal
Kingdom.
(then)
Bingo!

Pinkie Pie looks at Twilight, confused.

146 PINKIE PIE
Bingo?! All this time I've been looking
for books and you've been playing Bingo?

Pinkie Pie pouts.

END OF ACT II

ACT III

EXT. CRYSTAL CASTLE - ESTABLISHING - AFTERNOON

INT. CRYSTAL CASTLE - THRONE ROOM - CONTINUOUS

Spike stands next to Twilight holding the open history book. Twilight addresses Shining Armor and Princess Cadence.

147 TWILIGHT
A Crystal Faire. According to this book,
it was established by the first Crystal
Princess and became their most important
tradition.
(then)
And probably the first thing the
Changeling Queen got rid of when she took
over.

She looks down at the open book.

148 TWILIGHT (CONT'D)
It says here that...
(reading aloud)
"It brought light to their hearts."

149 SHINING ARMOR
Sounds promising.

Princess Cadence nods her agreement.

150 TWILIGHT
My friends and I can help put it
together. Everything we need to know is
in the book.

151 PRINCESS CADENCE
I hate to ask this of you, but the faire--
it needs to come together quickly.
(then)
Something is happening.

She leads Twilight to the window.

152 PRINCESS CADENCE (CONT'D)
My magic. It's... fading.

Twilight looks out at the Crystal Kingdom.

TWILIGHT'S POV - In the distance, the border of the
kingdom is starting to FLICKER, like a Christmas light
that is about to go out.

BACK IN THE THRONE ROOM - Twilight addresses Cadence.

153 TWILIGHT
Don't worry. We can get started right
away.
(then)
C'mon, Spike. There's no time to lose.

Spike, struggling under the weight of the heavy book,
follows Twilight as she makes her exit.

EXT. CRYSTAL CASTLE - HALLWAY - SOON AFTER

Twilight walks down the hallway. Spike is now on her back
with the book. He flips through its pages.

154 SPIKE
I'm confused. If everypony is going to
help put together the faire, how are you
going to pass Princess Celestia's test?
(then)
She said it had to be you and only you
who helped Princess Cadence restore the
Crystal Ponies.

Twilight stops in her tracks. Spike has to grab hold of
her mane to keep from falling off her back.

155 TWILIGHT
I don't know.
(then, assured)
But the answer will surely present itself
at some point.

She starts walking again. She stops suddenly.

156 TWILIGHT (CONT'D)
(not so assured)
At least I hope it does.

She resumes her pace.

157 TWILIGHT (CONT'D)
No time to think about it now. I've got
to start handing out assignments. We've
got a Crystal Faire to put together.

INT. CRYSTAL CASTLE - SOON AFTER

Twilight and her friends are gathered around a table.
Twilight uses her MAGIC to place the Complete History of
the Crystal Kingdom book upon it. She opens the book and
begins to SING.

158 TWILIGHT
*They are a kingdom in despair./A
Changeling Queen has left them wincing./
We know Cadence isn't like her/But these
ponies need convincing.*

The other Ponies nod in agreement.

159 TWILIGHT (CONT'D)
*We have to get this right./ Yes, we have
to make them see./ That the Princess
cares about them./And their history.*

She turns a page in the book.

REVEAL: It is an ILLUMINATED MANUSCRIPT. She flips
through its pages as her fellow ponies join her in song.

160 RAINBOW DASH
It says that they liked jousting.

161 RARITY
Flew a flag of many hues.

162 APPLEJACK
Made sweets of Crystal Berries.

163 FLUTTERSHY
Had a petting zoo with tiny ewes.

164 PONIES
*Oh we have to get this right./Yes, we
have to make them see./ That the Princess
cares about them./ And their history.*

165 PINKIE PIE
*There was a Crystal Flugelhorn, that
everypony learned to play.*

166 TWILIGHT
*And a Crystal Kingdom anthem. Can you
learn it in a day?*

167 PONIES
*Oh we have to get this right./ Yes, we
have to make them see./That the Princess
cares about them./And their history.*

DURING THE SONG:

We DISSOLVE between STILL IMAGES in the book that depict the Crystal Faire and our PONIES putting these elements together.

A) A STILL IMAGE of two PEGASUS CRYSTAL PONIES in ARMOR rushing toward one another with LANCES strapped to their sides DISSOLVES TO...

...Rainbow Dash looking in a MIRROR as she tries on some armor emblazoned with the same crest as the Crystal Ponies. She likes what she sees.

B) A STILL IMAGE of a brightly-colored flag DISSOLVES TO:

Rarity unfurling FABRICS of the same color and getting to work stitching them together.

C) A STILL IMAGE of a BUSH covered in MULTI-COLORED BERRIES DISSOLVES TO:

Applejack collecting them in a basket. She gives one a taste. Now she's the one who is wincing.

D) A STILL IMAGE of what appears to be a normal-sized CRYSTAL EWE DISSOLVES TO:

Fluttershy prancing through a field with a row of TEENY-TINY SHEEP following her.

E) A STILL IMAGE of a CRYSTAL PONY playing a FLUGELHORN
DISSOLVES TO:

The Ponyville Ponies covering their ears as Pinkie Pie
struggles to master the Flugelhorn.

Big finish as the Ponies all sing together.

The SONG ENDS and we WIDEN TO REVEAL:

EXT. CRYSTAL KINGDOM - FAIRGROUNDS - DAY

The CRYSTAL KINGDOM FLAG flaps in the wind. Down below
there are COLORFUL TENTS, GAMES OF CHANCE, CRAFT BOOTHS,
FOOD BOOTHS, and a small JOUSTING ARENA -- it is the Pony
equivalent of a Renaissance Faire. Twilight and her
friends admire their handiwork.

168 TWILIGHT
It looks amazing. I don't know how I
could have done this without you.

169 APPLEJACK/RAINBOW DASH/
PINKIE PIE/FLUTTERSHY
Aw, shucks./No big whoop./It was easy-
peasy./Happy to help.

170 TWILIGHT
One last check to make sure everything is
in place and then the festivities can
begin.

171 APPLEJACK (O.S.)
What's this thing for?

REVEAL: Applejack is standing next to a PEDESTAL at the
center of the fairgrounds. Upon it is a CRYSTAL HEART.

172 TWILIGHT
The last page of the book mentioned a
crystal heart as the faire's centerpiece,
so I used my magic to create one. I don't
really know what purpose it's meant to
serve.

173 APPLEJACK
Maybe we could find out from one of the
locals.

Pinkie Pie DROPS INTO FRAME in her SPY GEAR.

174 PINKIE PIE
(determined)
I'm on it.

She starts to make her stealthy exit but Twilight PULLS her back into frame.

175 TWILIGHT
We may not have time for that.

She gestures out into the kingdom. Even more of it is FLICKERING.

176 TWILIGHT (CONT'D)
The longer Princess Cadence's subjects remain in despair, the more her magic seems to fade.
(then)
We need to start the faire.

Pinkie Pie DASHES out of frame. She returns with her Crystal Kingdom Flugelhorn.

177 PINKIE PIE
I'm on it!

EXT. CRYSTAL KINGDOM - STREET - SOON AFTER

Pinkie Pie BLOWS into the Crystal Kingdom flugelhorn. She stops to take a breath. Twilight steps forward and is about to speak when Pinkie Pie BLOWS on the horn again. She finishes the musical run. Twilight begins to speak.

178 TWILIGHT
HEAR YE! HEAR--

<HORN MUSIC> interrupts her. Twilight looks over to see Pinkie Pie rocking out on the flugelhorn. She stops when she sees Twilight staring at her.

179 PINKIE PIE
My bad.

Twilight <CLEARS HER THROAT>.

180 TWILIGHT
HEAR YE! HEAR YE! PRINCESS CADENCE AND
PRINCE SHINING ARMOR DO CORDIALLY INVITE
YOU TO ATTEND THE CRYSTAL FAIRE.

A handful of Crystal Ponies peer out from their cottages and shops. <WALLA> as they express their curiosity. One of the ponies cautiously approaches Twilight.

181 CRYSTAL PONY
The Crystal Heart? It's there?

182 TWILIGHT
Oh, yes. And all of your traditional foods, replicas of the flags of the first Princess, jousting matches...

The Crystal Pony's coat seems to SPARKLE just the tiniest bit. Pinkie Pie gives Twilight the pony equivalent of a "thumbs up."

EXT. FAIRGROUNDS - ENTRY GATES - SOON AFTER

A SMALL CROWD has gathered at the entrance to the fairgrounds. Applejack welcomes them inside.

183 APPLEJACK
Come on in, y'all. Got food and drink that-away. Games and craft booths are that-away. Crystal Heart's in the back near the Princess.

<MURMURS> as the crowd files into the fairground. The Crystal Pony that Rainbow Dash was pestering earlier enters with the crowd. Rainbow Dash suddenly swoops down and gets right in her face. She gestures to the faire.

184 RAINBOW DASH
Totally nailed it, right?

The Crystal Pony once again tries to avoid her, Rainbow Dash is oblivious.

185 RAINBOW DASH (CONT'D)
What are you gonna do first?

The Crystal Pony tries to duck behind a FOOD CART. Rainbow Dash follows her.

186 RAINBOW DASH (CONT'D)
Grub. Good choice. What are you thinking? Crystal Kingdom Berry Pie? Maybe some Crystal Corn on the Cob?

Rainbow Dash turns to retrieve some corn on the cob. She turns back around to find that the Crystal Pony is gone.

187 RAINBOW DASH (CONT'D)
What is with these ponies?

ANGLE ON the Crystal Ponies that Pinkie Pie was "spying" on earlier. They approach the food cart where Rainbow Dash is now devouring some corn on the cob.

188 CRYSTAL PONY
How were they able to retrieve it?

189 CRYSTAL PONY #2
I don't know. The Changeling Queen said she'd hidden it where we could never reach it.

Rainbow Dash overhears this. Her interest piqued, she eavesdrops as the Crystal Ponies continue.

190 CRYSTAL PONY
Do you think the crystal heart will still be as powerful?

Now Rainbow Dash is really curious.

191 CRYSTAL PONY #2
We'll find out when the Princess uses her magic to light it.

192 CRYSTAL PONY
I want to see it before then.

193 CRYSTAL PONY #2
Me, too.

Rainbow Dash's eyes go wide.

194 RAINBOW DASH
Uh-oh.

Rainbow Dash drops the corn and takes to the sky, flying as fast as she can to the center of the fair. She passes a Crystal Kingdom flag and snatches it off the flagpole with her teeth.

Rarity reacts down below.

195 RARITY
Hey! That was hoof-stitched.

Rainbow Dash picks up speed and reaches the Crystal Heart Twilight has made for the festival. She quickly drops the flag over the Crystal Heart, concealing it from view.

She lands on the ground next to a confused Twilight.

196 TWILIGHT
Why did you--?

197 RAINBOW DASH
We've got a problem.

198 TWILIGHT
(nervous)
What kind of a problem?

199 RAINBOW DASH
The big kind. The "Crystal Heart might be
the key to the success of the entire
Crystal Faire" kind.

200 TWILIGHT
I don't understand.

201 RAINBOW DASH
The heart you made-- Does it have, you
know, magical powers?

202 TWILIGHT
No.

203 RAINBOW DASH
Then we might be in trouble.

Twilight's face reflects her concern.

EXT. FAIRGROUNDS - ROYAL BOX - A MOMENT LATER

Rainbow Dash and Twilight have joined Princess Cadence and Shining Armor in the royal box that overlooks the fair. A panicked Twilight whispers to the royal couple as she uses her magic to flip through the history book.

204 TWILIGHT
*The book didn't mention anything about
it. I didn't know it was an actual relic.*

She stops at the end of the book, noticing a frayed edge that indicates a page has been torn out.

205 TWILIGHT (CONT'D)
*There's a page missing. How did I not
notice...?*

206 SHINING ARMOR
It's alright, Twilight.

207 TWILIGHT
*It isn't alright. They're expecting it.
They think it's here. If they don't see
the real heart -- see you use your magic
to make it do whatever they are expecting
it to do--*

208 PRINCESS CADENCE
They'll think we're trying to trick them.

209 SHINING ARMOR
I don't think they'll--

210 PRINCESS CADENCE
*They're already suspicious. This will
only make them more so. This will make
them think...*

Her voice trails off. Her shoulders slump.

211 PRINCESS CADENCE (CONT'D)
I'm no better than the Changeling Queen.

Princess Cadence hangs her head, pained at the mere thought of this. Twilight and Shining Armor exchange concerned looks.

Shining Armor notices something in the distance.

212 SHINING ARMOR
(worried)
Twilight--

Twilight follows his gaze out beyond the Crystal Faire. From their elevated position on the platform they can see out into the kingdom, the edges of which FLICKER and then FADE, and are soon replaced by the DARK, FORBODING landscape of the Changeling Queen.

Suddenly, rising up out of the ARCTIC TUNDRA adjacent to the kingdom are DARK, TWISTING SHADOWS. They begin to spread ominously into the transformed parts of the kingdom as we...

FADE OUT.

END PART I