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MY LITTLE PONY III

"Crystal Kingdom"

Part 1

Episode 301

Written by

Meghan McCarthy

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TEASER

WHITE. Nothing but white for as far as the eye can see.

A beat and then entering the frame is a cute BABY SEAL with a FISH in its mouth.

We WIDEN TO REVEAL:

EXT. NORTHERNMOST EQUESTRIA - ARCTIC TUNDRA - DAY

A barren wasteland of ice and snow. The Seal who is about to enjoy his lunch is the only sign of life. He tosses the fish up into the air and is about to catch it in his open mouth when he is suddenly startled by a loud <CRACKING SOUND>.

The fish hits the ground. The frightened seal looks around. Another, even louder <CRACKING SOUND>.

The seal makes a break for it as the ice beneath him starts to FISSURE. Tiny CRACKS in the ICE turn into huge crevices. We hear more sounds of ice <CRACKING> and <BREAKING APART>.

ON THE SEAL - As he stops in his tracks. His eyes go WIDE. He tilts his head up. His gaze following something unseen as it rises up, up, up.

EXT. CANTERLOT - ESTABLISHING - DAY

Bright, sunny, and warm. Very different from the place we've just left.

INT. CANTERLOT CASTLE - AT THE SAME TIME

PRINCESS CELESTIA is in the throne room looking over some documents. She glances up as A ROYAL GUARD approaches and bows.

1 SHINING ARMOR
News from Northern Equestria, your highness.

Princess Celestia looks a bit surprised by this.

2 PRINCESS CELESTIA
Yes?

3 ROYAL GUARD
I am simply to tell you that, “It has returned.”

If Celestia was surprised before, she is in absolute shock now. She quickly issues a command.

4 PRINCESS CELESTIA
Find Princess Cadence and Shining Armor.

5 ROYAL GUARD
Yes, your highness.

The Royal Guard departs, leaving a pensive Princess Celestia behind.

A beat and then she uses her magic to retrieve a scroll and quill. She begins to write.

6 PRINCESS CELESTIA (V.O.)
My dearest Twilight, you must come to Canterlot at once...

As her quill moves across the page we...

END TEASER

ACT I

INT. GOLDEN OAK LIBRARY - DAY

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

7 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.

8 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.

9 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.

10 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.

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

She searches frantically for more of them.

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

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

Twilight <SCREECHES> to a halt.

14 TWILIGHT
Just a test?!

She SPINS on her heels to face Spike.

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

She is nose to nose with Spike who leans so far back that he is nearly lying down. Twilight uses her magic to show Spike an unfurled scroll with writing across it.

16 TWILIGHT (CONT'D)
Princess Celestia wants to give me some kind of exam and you're trying to tell me to calm down because — 'it's just a test?!

Twilight pulls away and Spike <SPROINGS> back upright.

17 SPIKE
(hesitant)
Yes?

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

18 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.

19 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>.

DISSOLVE TO:

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.

20 PRINCESS LUNA
Are you sure you don't want me to go as well?

21 PRINCESS CELESTIA
Yes. Princess Cadence and Shining Armor are already there. The others will be joining them soon.

22 PRINCESS LUNA
The kingdom's magic is powerful. It cannot fall again, my sister.

23 PRINCESS CELESTIA
She will succeed at her task. And when she does, we'll know that she is that much closer to being ready.

24 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.

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

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

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

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

27 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.

28 TWILIGHT (CONT'D)
Sorry. Sorry.

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

29 PRINCESS CELESTIA
This is a different kind of test.

Twilight looks at her, confused.

30 PRINCESS CELESTIA (CONT'D)
The Crystal Kingdom has returned.

31 TWILIGHT
The Crystal Kingdom?
(nervous)
I'm sorry... I thought I'd studied...

Twilight uses her magic to rifle through her books.

32 TWILIGHT (CONT'D)
I don't think there's anything in any of my books...

Princess Celestia uses her magic to close the books.

33 PRINCESS CELESTIA
There wouldn't be. Few remember it ever existed at all.

Twilight listens intently as the Princess continues.

34 PRINCESS CELESTIA (CONT'D)
1000 years ago, King Umbra, a unicorn whose heart was black as night, took over the Crystal Kingdom.

Celestia fires up her horn and the shadow of a BLACK UNICORN with piercing RED EYES appears.

35 PRINCESS CELESTIA (CONT'D)
He was ultimately overthrown, turned to shadow, and banished to the ice of the arctic north.

As she speaks, the BLACK STEED dissolves into an AMORPHOUS SHADOW that then dissolves into nothing.

36 PRINCESS CELESTIA (CONT'D)
But not before he was able to put a curse upon the kingdom. A curse that caused it to vanish into thin air.
(then)
Even my knowledge of the kingdom is limited. But what I do know is that it contains a powerful magic.

Princess Celestia uses her magic to conjure up a CRYSTAL SHARD.

37 PRINCESS CELESTIA (CONT'D)
If the kingdom is filled with hope and love, those things are reflected across all of Equestria.

Using her magic, she shines a light through the crystal. Bright RAINBOWS OF LIGHT are reflected upon the walls of the room.

38 PRINCESS CELESTIA (CONT'D)
If hatred and fear take hold...

Princess Celestia uses her magic and the crystal goes dark, a growing BLACK SHADOW takes the place of the rainbows of light.

39 PRINCESS CELESTIA (CONT'D)
Which is why I need your help finding a way to protect it.

This definitely wasn't the kind of test Twilight was expecting.

40 TWILIGHT
You want me to help protect an entire kingdom?

41 PRINCESS CELESTIA
It is, as I said, a different kind of test.
(then)
But one I'm certain you will pass.

Twilight gives Celestia her most determined look.

42 TWILIGHT
How do I begin?

43 PRINCESS CELESTIA
By joining Princess Cadence and Shining Armor in the Crystal Kingdom.

Twilight brightens.

44 TWILIGHT
My brother is there?

45 PRINCESS CELESTIA
He is. And your Ponyville friends will join you there as well. They are already waiting for you at the train station and can assist you in any way you see fit.

Twilight smiles at this news.

46 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 likes the sound of this, but then it hits her.

47 TWILIGHT
But what if I fail?

48 PRINCESS CELESTIA
You won't.

49 TWILIGHT
But what if--?

50 PRINCESS CELESTIA
(gently)
You won't.
(then)
(MORE)

PRINCESS CELESTIA (CONT'D)
But, Twilight, in the end, it must be you and you alone who ultimately assists Princess Cadence and Shining Armor in doing what needs to be done to protect the Kingdom.
(then)
Do you understand?

Twilight nods in the affirmative.

51 PRINCESS CELESTIA (CONT'D)
Then go. There is no time to lose.

Twilight quickly gathers her things and makes her exit.

EXT. CANTERLOT CASTLE - DUSK

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

52 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.

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

Suddenly, Twilight's face enters frame.

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

ANOTHER ANGLE as Spike eagerly JUMPS to his feet.

55 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.

56 SPIKE (CONT'D)
A-minus?

No response.

57 SPIKE (CONT'D)
B-plus?

Still no response from Twilight.

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

He looks around nervously, then leans in close.

59 SPIKE (CONT'D)
(whispering)
...*fail*?

MUSIC UP as Twilight begins to SING a SONG --

60 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.

61 TWILIGHT
Levitation would have been a breeze./

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

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

She stops walking.

63 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.

64 PONY
She is correct!

PAN BACK to Twilight as she continues to sing.

65 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.

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

67 SPIKE
Your mind <u>is</u> sharp.

68 TWILIGHT
My heart is pure.

69 SPIKE
Your heart <u>is</u> pure.

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

71 SPIKE
Oh no she wasn't...

72 TWILIGHT
Oh no I wasn't...

73 SPIKE
Oh no she wasn't...

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

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

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

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

76 SPIKE
(confused)
Prepared for what exactly?

77 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.

78 APPLEJACK
Didja pass?

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

Pinkie Pie tosses STREAMERS and CONFETTI into the air.

80 TWILIGHT
Not quite.

The confetti and streamers FREEZE above Pinkie Pie.

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

Off her friends confused looks we...

FADE TO BLACK.

ACT II

FADE IN:

EXT. NORTHERNMOST EQUESTRIA - TRAIN STATION - DAY

It is the end of the line for the Friendship Express. Twilight, Applejack, Rarity, Pinkie Pie, and Rainbow Dash exit the train into an icy gale.

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

ANGLE ON SPIKE who is struggling to drag a STUFFED SUITCASE off the train.

83 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.

84 SHINING ARMOR (O.S.)
Twilight!

Twilight squints to see through the wind and snow.

85 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.

86 SHINING ARMOR
Twily! You made it!

The two share a nuzzle.

87 SHINING ARMOR (CONT'D)
We'd better get moving.
(then)
There are things out here we <u>really</u> don't want to run into after dark.

88 FLUTTERSHY
(nervous)
What kinds of things?

89 SHINING ARMOR
Let's just say the kingdom isn't all that's returned.

Off the Ponyville Ponies puzzled looks we...

DISSOLVE TO:

EXT. NORTHERNMOST EQUESTRIA - ARCTIC TUNDRA - A BIT LATER

Twilight, Spike, and the Ponyville Ponies follow Shining Armor through a blistering wind and snow. They have to shout over the <HOWLING WINDS> to be heard.

90 SHINING ARMOR
(over the wind)
SOMETHING KEEPS TRYING TO GET IN. WE THINK IT'S THE UNICORN KING WHO ORIGINALLY CURSED THE PLACE.

91 TWILIGHT
(over the wind)
BUT PRINCESS CELESTIA SAID I WAS BEING SENT HERE TO FIND A WAY TO PROTECT THE KINGDOM. IF KING UMBRA CAN'T GET IN, THEN IT MUST ALREADY BE PROTECTED--

She stops short, interrupted by a <TERRIFYING SOUND>.

92 FLUTTERSHY
TH-TH-THAT'S ONE OF THE THINGS, ISN'T IT?

Shining Armor is clearly alarmed by the sound.

93 SHINING ARMOR
WE HAVE TO GET TO THE KINGDOM! NOW!

Shining Armor quickens his pace. The Ponyville Ponies follow his lead. Twilight scoops up Spike and puts him on her back. She senses something and looks back to see an AMORPHOUS SHADOWY CREATURE rising up out of the ice. It takes the shape of a unicorn with blazing RED EYES.

94 TWILIGHT
GO! GO!

WIDER as Shining Armor, Twilight, and her friends race across the frozen tundra. The SHADOW UNICORN right behind them.

95 SHINING ARMOR
ALMOST THERE!

Shining Armor looks back. He powers up his HORN and fires a blast at the shadow. The Shadow Unicorn splits in two, avoiding Shining Armor's blast. It then reforms and resumes its pursuit.

ON TWILIGHT as her face is suddenly hit with a BLINDING WHITE LIGHT. She squints her eyes and we WIDEN TO REVEAL:

EXT. CRYSTAL KINGDOM - CONTINUOUS

Absolutely beautiful. Light reflects off of its every surface. It is a veritable Shangri-La in the middle of the icy tundra.

The reformed Shadow Unicorn is almost upon them as Shining Armor dashes into the kingdom with Twilight and her friends right behind him.

Their pursuer lets out a <WAIL>, then disappears back into the tundra.

96 TWILIGHT
Everypony, okay?

The ponies stop to catch their breath and nod, “yes”. Now safe within the kingdom, they finally get to take a good look at their surroundings.

97 PINKIE PIE
Sparklerific!

98 SHINING ARMOR
Welcome to the Crystal Kingdom.
(then)
Not bad, huh?

99 RARITY
Not bad? It’s gorgeous. Absolutely gorgeous.

100 SHINING ARMOR
Wait ‘til you see the castle.

DISSOLVE TO:

EXT. CRYSTAL KINGDOM - CRYSTAL CASTLE - A MOMENT LATER

The Ponyville Ponies look at the castle in awe as they follow Shining Armor inside. Rarity is practically hyperventilating she’s so overwhelmed by its beauty.

101 RARITY
I just-- I don’t even know what to--
There are no words--

102 APPLEJACK
Focus, Rarity. We’re here to help Twilight, not admire the scenery.

103 RAINBOW DASH
I don’t see what the big deal is. Just looks like another old castle to me.

104 RARITY
(flabbergasted)
Another old-- You can’t be-- Have you lost your mind--?

Rainbow Dash and Applejack share a grin. Rarity realizes Rainbow Dash was trying to get a rise out of her.

105 RARITY (CONT'D)
Very funny.

Rainbow Dash and Applejack continue to smile as they enter the castle.

INT. CRYSTAL CASTLE - THRONE ROOM - A MOMENT LATER

Princess Cadence stands in the middle of the room, her HORN GLOWING. She is as beautiful as ever, but looks a little tired.

106 TWILIGHT (O.S.)
Cadence!

Princess Cadence smiles as Twilight rushes up to her. The two share an embrace, then their "secret hoofshake" (NOTE: See Episode 226 for reference.)

107 CADENCE AND TWILIGHT
Sunshine. Sunshine. Ladybug's awake. Clap your hooves and do a little shake.

The two share a smile.

108 CADENCE
One of these days we need to get together when the fate of Equestria isn't hanging in the balance.

Twilight grins, then notices Cadence's exhausted appearance.

109 TWILIGHT
Are you okay?

Shining Armor nuzzles up to his bride.

110 SHINING ARMOR
Cadence has been able to use her magic to spread love and light. That seems to be what is protecting it.
(then, concerned)
But she hasn't slept. Barely eats.
(then)
I want to help her, but my protection spell seems to only work in Canterlot.

He POWERS UP his horn. There is a tiny FLASH of WHITE LIGHT and for a brief moment a CRACKLING of ELECTRICITY around them, but it quickly disappears.

111 SHINING ARMOR (CONT'D)
See.

112 CADENCE
It's alright, Shining Armor, I'm fine.

113 SHINING ARMOR
She's not fine. She can't go on like this forever. And if her magic were to fade... Well, you saw what's out there waiting for that to happen.

Twilight reads the troubled look on her brother's face.

114 TWILIGHT
That's why we're here.

115 APPLEJACK
Why we're all here.

The other Ponies nod in agreement.

116 SHINING ARMOR
Well, with Cadence putting all her strength into keeping her spell going and me trying to keep an eye on signs of trouble in the arctic, we haven't been able to gather much information from the Crystal Ponies--

Rarity lights up.

117 RARITY
(excited)
Crystal Ponies?! There are Crystal Ponies?!

She stops short, realizing everyone is staring at her.

118 RARITY (CONT'D)
(sheepish)
Please continue.

119 SHINING ARMOR
But we have to believe one of them knows how we can protect the Kingdom without having to use Cadence's magic.

Twilight considers this. Her face suddenly lights up.

120 TWILIGHT
A research paper!

121 SHINING ARMOR
Huh?

122 TWILIGHT
That must be part of my test. To gather information from the Crystal Ponies and deliver it to you.
(then)
This is going to be great! I loooove research papers.

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

Pinkie Pie doesn't pick up on the fact that this is a rhetorical question.

124 PINKIE PIE
Oooh. Oooh. Let me guess. Is it Spike?
(confident)
No. Fluttershy.
(then, just guessing now)
Rarity?

Rainbow Dash just shakes her head at Pinkie's antics as Twilight addresses Shining Armor.

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

EXT. CRYSTAL KINGDOM - COTTAGE - SOON AFTER

A CRYSTAL PONY stands in the doorway. Spike is at the ready with a scroll and quill as Twilight continues a conversation in progress.

126 TWILIGHT
You're sure? Absolutely sure?

127 CRYSTAL PONY
I'm sorry. I wish I could help you. But I can't seem to remember anything before King Umbra came to power.
(then)
And I don't <u>want</u> to remember anything about the time he ruled over us.

The Crystal Pony shudders. Twilight notices that for a brief moment, the Crystal Pony's coat loses its lustre.

128 TWILIGHT
(to Spike)
Did you see--?

Spike nods.

129 CRYSTAL PONY
(in disbelief)
Have we really been gone a thousand years?

130 TWILIGHT
Yes.

131 CRYSTAL PONY
It feels like it was just yesterday...

The Crystal Pony is lost in her own thoughts.

132 TWILIGHT
If you think of anything... Even the smallest thing.

133 CRYSTAL PONY
Of course.

Twilight and Spike walk away as the Crystal Pony closes her front door.

134 SPIKE
Well that was a total bust.

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

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. *

136 RAINBOW DASH
A way to protect the kingdom. You know anything about it or what?

137 CRYSTAL PONY *
I'm sorry. I don't. *

The Crystal Pony tries to get around Rainbow Dash. *

138 RAINBOW DASH *
Come on. You gotta know something. *

139 CRYSTAL PONY *
I wish I could help you. Really. *

The Crystal Pony tries again to get past Rainbow Dash. *

140 RAINBOW DASH *
You can help me. By coughing up some *
information. *

141 CRYSTAL PONY *
But I don't have any information. *

The Crystal Pony makes a move and is able to dart past *
Rainbow Dash. *

142 RAINBOW DASH *
Hey! Where do ya think you're going? *
We're still talking here. *

She takes off after the Crystal Pony.

CUT TO:

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

Fluttershy very nervously approaches a CRYSTAL PONY.

143 FLUTTERSHY
(nervous whisper)
Excuse me...

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

144 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.

145 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.

146 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.

147 CRYSTAL PONY
It just feels like something is missing.

148 CRYSTAL PONY #1
I know. It <u>looks</u> the same, but it doesn't <u>feel</u> the same.

Pinkie Pie is now inches above the Crystal Ponies heads.

149 PINKIE PIE
(a conspiratorial whisper)
Because it 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.

150 CRYSTAL PONIES
Aaaahhhh!

151 PINKIE PIE
Aaaahhhh!

152 CRYSTAL PONY #2
A spy!

They GALLOP off leaving Pinkie Pie still hanging there.

153 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.

154 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.

155 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.

156 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.

157 RARITY (CONT'D)
Sooo sparkly! *

DISSOLVE TO:

EXT. CRYSTAL CASTLE - A LITTLE LATER

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

158 RAINBOW DASH
I got nothin' so far. *

159 RARITY
Me neither... *

Her voice trails off as she notices Pinkie Pie 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. *

160 PINKIE PIE
(whispering)
My cover has been blown. I repeat -- my cover has been blown.

Twilight raises an eyebrow.

161 TWILIGHT
O-kay...

162 APPLEJACK
Sorry, Twilight. These Crystal Ponies seem to have some kinda collective amnesia or somethin'. Don't seem to remember much of anything before King Umbra. Only thing I was able to get out of 'em was somethin' about a library.

Twilight suddenly gets very excited.

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

164 APPLEJACK
Thought I just did.

EXT. THE CRYSTAL KINGDOM LIBRARY - SOON AFTER

A pair of STONE GRYPHONS guard the entrance. (The Crystal Kingdom equivalent of the Lions outside the New York Public Library). Twilight leads Spike and the Ponyville Ponies up the steps and inside.

INT. CRYSTAL KINGDOM LIBRARY - CONTINUOUS

Cavernous and filled with rows and rows of books that seem to go on for miles. Twilight is in awe.

165 TWILIGHT
I just-- I don't even know what to-- There are no words--

166 RARITY
(with a shrug)
Looks like a regular old library to me.

167 TWILIGHT
Have you--? You can't be serious--?

She stops, quickly realizing that Rarity is trying to get a rise out of her.

168 TWILIGHT (CONT'D)
Very funny.

169 VOICE (O.S.)
Ahem.

Twilight and the other ponies turn to see the CRYSTAL PONY LIBRARIAN.

170 LIBRARIAN
May I help you?

Twilight brightens at the sight of the librarian.

171 TWILIGHT
Yes! We're looking for a book.

The librarian looks around.

172 LIBRARIAN
We have plenty of those.

Twilight looks around the library.

173 TWILIGHT
(dreamily)
You do. You really do.

Applejack steps in for the awestruck Twilight.

174 APPLEJACK
We're lookin' for a history book. Somethin' that might tell us how the kingdom might've protected itself from danger back in the day.
(then)
'Less of course you know somethin' about that.

175 LIBRARIAN
I'm afraid I don't. I seem to be having some trouble with my memory. I can't seem to remember anything before the King--

She shudders.

176 FLUTTERSHY
It's okay. You have been away for a really, really, <u>really</u> long time.
(then, encourage)
(MORE)

FLUTTERSHY (CONT'D)
But if you could help us find a history book, that would be really, really, really wonderful.

177 LIBRARIAN
Yes. Of course. A history book.
(thinking aloud)
History...history.
(a light bulb moment)
Ah, yes! That would be in the “H” section.

A beat as the Ponyville Ponies expectantly wait for her to continue. She is not forthcoming with any additional information.

178 TWILIGHT
(prompting)
Which is where exactly?

179 LIBRARIAN
Oh. Yes. It’s...

She scans the library.

180 LIBRARIAN (CONT’D)
(befuddled)
I...I can’t seem to remember.
(then)
Come to think of it. I’m not sure I actually work here.

Rainbow Dash slaps her forehead.

181 TWILIGHT
We’ll just take a look around. I’m sure we can find it on our own.

Twilight heads out into the great expanse of the library. Her friends follow her.

182 LIBRARIAN
(cheerily calling after them)
Good luck.
(then)
Let me know if you need anything!

183 PINKIE PIE
(re: the librarian)
I like her.

DISSOLVE TO:

INT. CRYSTAL KINGDOM LIBRARY - MUCH LATER

The Ponyville Ponies look exhausted. They've obviously been at this for a while. They are surrounded by stacks and stacks of books they've pulled from the shelves.

ON APPLEJACK who is scanning a row of books.

184 APPLEJACK
(calling out to the others)
Anybody else startin' to think this is a lost cause. I haven't even found my way out of the "C's" yet.

185 TWILIGHT (O.S.)
H! I found H!

INT. ANOTHER PART OF THE LIBRARY - A MOMENT LATER

Twilight uses her magic to rapidly pull books from the shelf and examine them. She is soon joined by Applejack, Rarity, Rainbow Dash, Fluttershy, Pinkie Pie, and Spike who join her in pulling books off the shelves.

186 TWILIGHT
No. No. No.

Twilight uses her magic to pull a book from a shelf.

187 TWILIGHT (CONT'D)
Yes!

Emblazoned across its cover are the words:

188 TWILIGHT (CONT'D)
(reading)
History of the Crystal Kingdom.
(then)
Bingo!

Pinkie Pie looks at Twilight, confused.

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

Pinkie Pie pouts as Twilight opens the book. *

190 TWILIGHT *
I just hope it has the answers we need. *

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 Cadence and Shining Armor.

191 TWILIGHT
A Crystal Faire. According to this book, it was established by their first Queen and became their most important tradition. The faire was held every year to...

She looks down at the open book.

192 TWILIGHT (CONT'D)
(reading)
..."renew the spirit of love and unity in the kingdom so they could protect it from harm."

193 SHINING ARMOR
That sounds pretty promising.

Princess Cadence nods her agreement. She's looking even more weary than before.

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

She notes Cadence's exhaustion.

195 TWILIGHT (CONT'D)
We'll get started right away.

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.

196 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)
I thought she said it had to be you and only you who helped Princess Cadence and Shining Armor ultimately protect the Kingdom.

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

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

She starts walking again. She stops suddenly.

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

She resumes her pace.

199 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. MUSIC UP as Twilight begins to SING.

200 TWILIGHT
Princess Cadence needs our help. And we really must act fast./We've got to bring the Crystal Ponies a light and love that will forever last.

The other Ponies nod in agreement.

201 TWILIGHT (CONT'D)
If this book is to be trusted, a Crystal Faire it is the key./But just where do we begin?/Well, let's just see...

She uses her magic to open the book.

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

202 RAINBOW DASH
It says that they liked jousting.

203 RARITY
Flew a flag of many hues.

204 APPLEJACK
Made sweets of Crystal Berries.

205 FLUTTERSHY
Had a petting zoo with tiny ewes.

206 PONIES
Princess Cadence needs our help. And we really must act fast./We've got to bring to the Crystal Ponies a light and love that will forever last.

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

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

209 PONIES
Princess Cadence needs our help. And we're sure we must act fast./We've got to bring to the Crystal Ponies a light and love that will forever last.

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.

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

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

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

213 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.

214 TWILIGHT
The last page of the book mentioned a crystal heart as the faire's centerpiece, so I used my magic to create one.

Twilight uses her magic to display the last page of the book. It features a Crystal Heart that looks just like the one Twilight has created.

215 APPLEJACK
Nice work, Twi. Think we're ready to get this faire up and runnin'.

DISSOLVE TO:

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.

216 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.

217 PINKIE PIE
My bad.

Twilight <CLEARS HER THROAT>.

218 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.

The Crystal Ponies coats seems to SPARKLE just the tiniest bit brighter as they make their way to the fairgrounds.

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. Applejack welcomes them inside.

219 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.

<EXCITED MURMURS> as the crowd files into the fairground.

220 CRYSTAL PONY #3
Did she say, "crystal heart"?

221 CRYSTAL PONY #4
I think she did.

222 CRYSTAL PONY #3
(thinking aloud)
"Crystal heart". Something familiar about that.

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.

223 RAINBOW DASH
We totally nailed it, right?

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

224 RAINBOW DASH (CONT'D)
Must be feeling a lot of love and unity about now.

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

225 RAINBOW DASH (CONT'D)
Gonna have some grub, huh? 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.

226 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.

227 CRYSTAL PONY
Seeing all of this-- I feel like I’m starting to remember. Remember things from before the king...

The Crystal Pony nods.

228 CRYSTAL PONY #2
Me, too.

The two suddenly let out a <GASP>.

229 CRYSTAL PONY #1/#2
The Crystal Heart!

230 CRYSTAL PONY
Do you think they really have it?

Rainbow Dash overhears this.

231 RAINBOW DASH
(bragging)
Course we have it. Can’t have the Crystal Faire without the Crystal Heart, right?

The Librarian is now standing behind Rainbow Dash.

232 LIBRARIAN (O.S.)
Of course you can’t.
(rapid-fire)
The whole purpose of the Crystal Faire is to lift the spirits of the Crystal Ponies so the light within them can power the Crystal Heart so that the kingdom can be protected.
(another memory returns)
I <u>do</u> work at the library.

Rainbow Dash doesn’t look so confident anymore. She turns to face the librarian.

233 RAINBOW DASH
What’s that about powering the heart?

234 LIBRARIAN
I just can’t believe you found it. King Umbra said he’d hidden it away where we would never see it again
(then)
(MORE)

LIBRARIAN (CONT'D)
I only hope it will still be as powerful after all these years.
(then, excited)
Mmm. Funnel cake.

The librarian darts off in pursuit of funnel cake.

A beat then Rainbow Dash 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.

235 RARITY
Hey! That was hoof-stitched.

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

She lands on the ground next to a confused Twilight.

236 TWILIGHT
Why did you--?

237 RAINBOW DASH
I think we may have a problem.

238 TWILIGHT
(nervous)
What kind of a problem?

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.

239 TWILIGHT
I didn't know it was an actual relic. The book didn't mention anything about the Crystal Ponies powering the heart.

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

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

241 CADENCE
It's alright, Twilight.

Princess Cadence goes to comfort Twilight and stumbles. Shining Armor quickly steps in to catch her. He looks at her horn. It is starting to lose its glow. Shining Armor looks out into the kingdom.

242 SHINING ARMOR
(worried)
Twily--

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 FLICKER, FADE, and are soon replaced by a DARK, FOREBODING landscape.

Suddenly, rising up out of the arctic tundra adjacent to the kingdom are DARK, TWISTING SHADOWS. They begin to weave their way through the transformed parts of the kingdom as we...

FADE OUT.

END PART I

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