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MY LITTLE PONY III

"Crystal Kingdom"

Part 2

Episode 302

Written by

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ACT IV

EXT. EDGE OF CRYSTAL KINGDOM - DAY

It has clearly reverted back to the way it was when ruled by the Changeling Queen. The SHADOWS that emerged from the arctic wasteland continue to spread out into the kingdom as it FLICKERS and FADES.

EXT. CRYSTAL KINGDOM - FAIRGROUNDS - AT THE SAME TIME

Twilight and Shining Armor share a worried look.

1 TWILIGHT
(re: the shadows)
Those shadows -- what are they?

2 SHINING ARMOR
I don't know. But they look like
they're... invading.

Twilight considers this for a moment, then has an idea.

3 TWILIGHT
Your protection spell! You can use it to
defend the kingdom. At least until
Cadence is able to use the Crystal Heart
to transform the Crystal Ponies.

Shining Armor shakes his head "no".

4 SHINING ARMOR
I can't.
(then, explaining)
That day, at our wedding, when Princess
Cadence and I joined forces to get rid of
the Changeling Queen...

FLASH TO:

INT. CANTERLOT CASTLE - WEDDING BALLROOM - FLASHBACK

Shining Armor POWERS UP his horn. As it reaches full strength, Princess Cadence looks deep into his eyes. She lowers her horn and touches it to his.

PHZOOM! There is a sudden BLAST of WHITE LIGHT like a star exploding in the heavens.

A startled Queen Chrysalis turns to see what almost looks like WAVES of PINK ELECTRICITY washing over Princess Celestia, Spike and the Ponyville Ponies.

5 CHANGELING QUEEN
Nooooo!

The WAVE of electricity CRASHES into her, sending her back out through the open window. She FLAPS HER WINGS helplessly against the electric tide.

NOTE: The above can be reuse from Episode 226.

FLASH BACK TO:

EXT. FAIRGROUNDS - ROYAL BOX - THE PRESENT

Shining Armor continues.

6 SHINING ARMOR
After that day, my magic became forever
entwined with hers.

He touches his horn to Cadence's.

7 SHINING ARMOR (CONT'D)
When her magic fades, so does mine.

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.

8 SHINING ARMOR (CONT'D)
I have to find the Crystal Heart.

9 TWILIGHT
No. You stay here with Cadence. You may
not be able to use your magic, but you
can still help protect her if things...

She doesn't want to consider the possibility.

10 TWILIGHT (CONT'D)
(determined)
I'll retrieve the heart.

11 RAINBOW DASH
Yeah! Let's do this!

Twilight shakes her head, "no".

12 TWILIGHT
I've been trying to figure out how I'm
meant to pass Celestia's test. Bringing
the Crystal Heart to the Princess on my
own must be it.
(then)
But there is something else you can do.

13 RAINBOW DASH
Name it.

14 TWILIGHT
You and the rest of our friends have to
keep the faire going as if nothing is
wrong. You can't let the Crystal Ponies
find out that the heart isn't really
here.

15 RAINBOW DASH
Done and done.

Rainbow Dash takes to the sky, heading out into the fair
to pass on the plan to the others.

Twilight turns to go.

16 SHINING ARMOR
Twily...

Twilight turns back to face her brother.

17 SHINING ARMOR (CONT'D)
Be careful.

He gives her a little nuzzle.

18 TWILIGHT
I will.

Twilight makes her exit.

EXT. ANOTHER PART OF THE FAIRGROUNDS - A MOMENT LATER

Rarity is in the middle of showing off some traditional
Crystal Kingdom weaving techniques to a PAIR of CRYSTAL
PONIES. Spike is by her side. Rainbow Dash suddenly lands
next to her and <WHISPERS> in her ear.

19 RARITY
<HORRIFIED GASP>

Rarity notes the concerned expressions on the Crystal Ponies faces. She forces a smile.

20 RARITY (CONT'D)
(covering)
I just found out they're offering face-
painting for the little ones.

Rainbow Dash ZIPS off in search of the others as Rarity leans down and <WHISPERS> to Spike. His eyes go wide and he takes off like a shot.

The Crystal Ponies give Rarity a confused look.

21 RARITY (CONT'D)
(covering)
He really loves getting his face painted.

EXT. FAIRGROUNDS - A MOMENT LATER

Twilight exits the fairgrounds.

22 SPIKE (O.S.)
Twilight! Wait!

Twilight looks back to see that Spike is chasing after her. She stops, allowing him to catch up.

23 SPIKE (CONT'D)
I'm coming with you.

24 TWILIGHT
(quietly)
You can't. I have to retrieve the Crystal
Heart by myself.

25 SPIKE
I know. I'm just going to be there to
provide moral support.

He puts one hand over his heart and raises the other as if swearing an oath.

26 SPIKE (CONT'D)
Promise I won't lift a claw to help you.

Twilight motions for him to climb onto her back and she resumes her gallop. They exit the fairgrounds.

27 SPIKE (CONT'D)
Where are we going exactly?

28 TWILIGHT
I think I might know where the Changeling
Queen hid the Crystal Heart.

29 SPIKE
Where?

30 TWILIGHT
The last place a Crystal Pony would have
dared to look while the Queen was in
power.

Twilight quickens her pace and makes her way to...

EXT. CRYSTAL CASTLE - CONTINUOUS

Twilight and Spike arrive at the entrance to the castle.

31 SPIKE
The castle?

32 TWILIGHT
The Changeling Queen would have been
counting on the fact that nopony would
dare come looking for it here. They'd
have been too afraid to even try.

33 SPIKE
I hope you're right.

34 TWILIGHT
You and me both.

EXT. FAIRGROUNDS - AT THE SAME TIME

Rainbow Dash stands guard in front of the pedestal, the
flag still covering Twilight's make-shift Crystal Heart.
A Crystal Pony casually walks by the pedestal. Rainbow
Dash immediately gets in the ponies face.

35 RAINBOW DASH
What're you looking at?

The Crystal Pony hurries off.

36 RAINBOW DASH (CONT'D)
That's what I thought.

Applejack approaches her friend.

37 APPLEJACK
 (whispering)
*We're supposed to be actin' like nothin'
is wrong.*

38 RAINBOW DASH
Yeah. And?

39 APPLEJACK
 (whispering)
*And I'm thinkin' maybe you should let me
look after the heart while you distract
the locals with some joustin'.*

Rainbow Dash grins.

40 RAINBOW DASH
My awesomeness would be pretty
distracting.

Rainbow Dash dashes over to Fluttershy who is manning a
miniature PETTING ZOO.

41 RAINBOW DASH (CONT'D)
Come on Knight Fluttershy, its show-time.

42 FLUTTERSHY
Huh?

Rainbow Dash nudges a confused Fluttershy along.

ANGLE ON - Applejack as she sidles up to another Crystal
Pony who has gotten too close to the pedestal.

43 APPLEJACK
Who-ee, it is a scorcher. Bet you'd like
to quench your thirst with a little
Crystal Kingdom nectar.

She gently steers the Crystal Pony toward a DRINK STAND,
then casually returns to her post.

Another Crystal Pony tries to get a peek under the flag
hiding the fake Crystal Heart. Just as he's about to get
a look, Applejack steps in front of him.

44 APPLEJACK (CONT'D)
You tried the Crystal Kingdom fritters
yet? Made from a traditional Crystal
Kingdom recipe. You're gonna love 'em.

She steers the pony toward a FRITTER STAND. She spots
another curious pony approaching the pedestal.

45 APPLEJACK (CONT'D)
Hear there's a joustin' match about to
start. You don't wanna miss that.

She quickly ushers the Crystal Pony away from the
pedestal.

INT. CRYSTAL CASTLE - AT THE SAME TIME

Twilight, with Spike right behind her, searches the
castle. She uses her MAGIC to lift rugs, move statues,
levitate furniture...

46 TWILIGHT
It's got to be here somewhere. It's just
got to be.

She turns a corner and finds herself in:

INT. CRYSTAL CASTLE - LONG HALLWAY - CONTINUOUS

Lined with HALF-A-DOZEN DOORS on either side, each one
leading to a room that will need to be searched.

Twilight <SIGHS>.

DISSOLVE TO:

INT. CRYSTAL CASTLE - LONG HALLWAY - A LITTLE LATER

Twilight, with an exhausted Spike trying to keep up after
her, emerges from the last room on the left and is about
to enter the last room on the right when she stops short.

47 TWILIGHT
Of course!

Spike SLAMS into her backside.

48 SPIKE
<IMPACT GRUNT>

He gets to his feet, looking around.

49 SPIKE (CONT'D)
What? Why did you stop? Did you find it?

50 TWILIGHT
No. Because we're never going to find the
Crystal Heart here.
(MORE)

TWILIGHT (CONT'D)

(then, excited)

Because this isn't the Changeling Queen's castle.

51 SPIKE

Huh? I thought this is where she lived when she was in power.

52 TWILIGHT

It is. But it didn't look like this.

Twilight suddenly POWERS UP her horn to cast a spell.

53 TWILIGHT (CONT'D)

It looked like this...

There is a FLASH of LIGHT.

ON SPIKE - He shields his eyes. Spike slowly opens his them. His jaw drops.

54 SPIKE

Whoa.

WIDEN TO REVEAL:

INT. CHANGELING QUEEN'S CASTLE - CONTINUOUS

The inside of the Crystal Castle has been transformed. Its beautiful, colorful interior is now made of menacing shards of black crystal.

55 SPIKE

When did you learn to do that?

56 TWILIGHT

I studied some more advanced spells for the test I thought I would be taking in Canterlot.

Spike follows Twilight as she enters:

INT. CHANGELING QUEEN'S CASTLE - THRONE ROOM - CONTINUOUS

Twilight's face suddenly lights up. There affixed to the top of the Changeling Queen's BLACK THRONE is a small, bright pink CRYSTAL HEART.

57 TWILIGHT

Why wouldn't she hide it in plain sight?

Twilight crosses to the throne and USES HER MAGIC to remove the Crystal Heart from the throne.

But just as she does so, the floor beneath her begins to shift. The pink Crystal Heart turns black.

Spike and Twilight DIVE out of the way just as the ground beneath them splits to reveal...

...A DARK STAIRCASE.

58 TWILIGHT (CONT'D)
Then again, maybe she hid it down there.

Spike peers down the ominous staircase.

59 SPIKE
<NERVOUS GULP>

Twilight begins her descent down the stairwell. Spike cautiously takes his first step to follow her.

60 TWILIGHT
You stay here.

Spike quickly pulls his foot back.

61 SPIKE
If you insist.

DISSOLVE TO:

INT. CHANGELING QUEEN'S CASTLE - STAIRWELL - SOON AFTER

Twilight slowly descends the long and winding staircase. She has POWERED UP her HORN and uses the LIGHT now emanating from it to illuminate her way.

62 SPIKE (O.S.)
Can you see what's down there, yet?

63 TWILIGHT
Not yet.

She tries to shine her light down the center of the staircase, to see how much further she has to go. But the light of her horn is swallowed up by the darkness below.

64 TWILIGHT (CONT'D)
I can't even tell how far down this goes.

Twilight is struck by an idea. She uses her magic to conjure up a COIN. She drops it over the side of the stairwell. A long, long beat, then <PING> the coin touches down.

65 TWILIGHT (CONT'D)
Spike?

66 SPIKE (O.S.)
Yeah?

67 TWILIGHT
Can you see outside?

INT. CHANGELING QUEEN'S CASTLE - THRONE ROOM

Spike leaves his spot at the top of the stairs and runs over to a window. He peers outside.

SPIKE'S POV: In the distance, even more of the Crystal Kingdom has lost its Crystal form. A TWISTED BLACK SHADOW curves around a newly formed BLACK CRYSTAL SPIRE.

Spike rushes back to the stairwell.

68 SPIKE
(calling down to Twilight)
It's getting worse. Fading faster than before. And there's something out there. It looks like it's--

INT. CHANGELING QUEEN'S CASTLE - STAIRWELL - NOW

Twilight finishes his thought.

69 TWILIGHT
--Invading. We're running out of time.

Twilight looks down the dark staircase. She takes a <DEEP BREATH> and begins to descend more quickly, now taking the stairs several at a time. She's picking up even more speed when suddenly...

<CRACK>! A step breaks beneath her front right hoof, causing her to lose her footing. She is a blur of movement as she TUMBLES down the remaining steps.

70 TWILIGHT (CONT'D)
<IMPACT GRUNTS>

She finally lands with a <THUD> on the shiny black surface at the base of the steps.

71 TWILIGHT (CONT'D)
<IMPACT GRUNT>

72 SPIKE (O.S.)
Twilight?! Are you okay?

Twilight slowly gets to her feet, shaken but otherwise uninjured.

73 TWILIGHT
(pained)
Yes.

She sees that she is now standing in front of TWO DOORS. She looks at the BLACK DOOR on the right, then at the WHITE DOOR left. She has a decision to make.

She POWERS UP her HORN and is about to use her magic to open the black door, when it suddenly switches places with the white door.

74 TWILIGHT (CONT'D)
What in the--?

She tries again to open the black door, but it switches places with the white door again.

75 TWILIGHT (CONT'D)
Stop--

She lunges toward the black door and it is all of a sudden on another wall.

76 TWILIGHT (CONT'D)
--moving!

Twilight makes another attempt to open it but it switches walls again. An exasperated Twilight gives up and decides to open the white door instead. Success! She is struck by a BRIGHT LIGHT as it swings open wide.

77 TWILIGHT (CONT'D)
Spike! I think it's here--

She slowly walks toward the light.

ON TWILIGHT as her eyes go wide.

We WIDEN to REVEAL that she is now in:

INT. CANTERLOT CASTLE - THRONE ROOM - THE PRESENT

Off Twilight's utterly confused expression we...

END ACT IV

ACT V

INT. CANTERLOT CASTLE - CONTINUOUS

Twilight has the same flabbergasted look on her face.

78 PRINCESS CELESTIA (O.S.)
What are you doing here?

Twilight turns to see Princess Celestia staring at her.

79 TWILIGHT
I don't know. I opened the door and--

80 PRINCESS CELESTIA
And now you must go.

81 TWILIGHT
Go where?

82 PRINCESS CELESTIA
Wherever you wish. You are no longer my student. It doesn't matter to me.

Now Twilight is really confused.

83 TWILIGHT
No longer your student? But I, I don't understand. The test--

84 PRINCESS CELESTIA
You failed the test, Twilight. Not only will you not move on to the next level of your studies, you won't continue your studies at all.

Princess Celestia turns her back on Twilight.

85 TWILIGHT
I, I don't understand. You didn't say anything about no longer being your student if I failed.

Princess Celestia looks over her shoulder at Twilight.

86 PRINCESS CELESTIA
(coy)
Didn't I?

Twilight steps in front of the Princess.

87 TWILIGHT
But what do I do now?

88 PRINCESS CELESTIA
I don't know. What do ponies do when the
thing that is most important to them is
taken away?
(then, pointedly)
Perhaps you should ask the Crystal
Ponies.

Twilight slumps.

89 PRINCESS CELESTIA (CONT'D)
Now go.

Twilight does as she is told. She looks over her shoulder
one more time at the Princess who just shakes her head in
disappointment.

EXT. CANTERLOT CASTLE - A MOMENT LATER

Twilight emerges from the castle to find Applejack,
Rarity, Pinkie Pie, Fluttershy, and Rainbow Dash waiting
for her.

90 TWILIGHT
I...failed.

91 RAINBOW DASH
Duh. Of course you did.

Twilight is surprised by her harsh response to this news.

92 TWILIGHT
What?

93 FLUTTERSHY
It was obvious from the start you didn't
have what it takes.

94 APPLEJACK
Yep. Really obvious.

The others nod in agreement.

95 PINKIE PIE
Didn't need Pinkie Sense to see this one
coming.

96 RARITY
Good one.

Rarity and Pinkie Pie exchange a HIGH-FIVE.

MUSIC UP as Rarity beings to sing a REPRISE of Twilight's
SONG from ACT I with new lyrics.

97 RARITY (CONT'D)
*Poor little Twilight, she tried her
best./ But alas, couldn't pass this
test./ Does many things, so very well/
But truth be told we knew she'd fail.*

Twilight's friends form a CIRCLE around her as they join
in on the song.

98 APPLEJACK
You clearly don't have what it takes./

99 PINKIE PIE
Which is too bad with such high stakes/

100 FLUTTERSHY
She thought for sure she would prevail./

101 RAINBOW DASH
*But truth be told we always knew that she
would fail.*

The Ponyville Ponies begin to DANCE in a circle around
Twilight.

102 RARITY
*Sorry that your future looks so very dim.
Remain our friend?*

103 TWILIGHT
(hopeful)
Remain your friend.

104 RAINBOW DASH
The chance is slim.

105 TWILIGHT
The chance is slim?

106 APPLEJACK
Do many things, so very well...

107 PONYVILLE PONIES
But we always knew...

108 TWILIGHT
You always knew?

109 PONYVILLE PONIES
We always knew...

110 TWILIGHT
You always knew?

MUSIC OUT as Rarity leans in close to Twilight.

111 RARITY
(speaking)
We always knew--

MUSIC BACK UP as the Ponville Ponies finish out the song.

112 PONYVILLE PONIES
That you would fail. That you would fail.
That you would fail.

MUSIC OUT.

The Ponyville Ponies <LAUGH> and <LAUGH> and <LAUGH> as they walk away from Twilight.

113 RAINBOW DASH
See ya!

114 RARITY
Wouldn't want to be ya!

More <LAUGHTER> as they disappear into the distance. Twilight watches them go, overwhelmed with sadness and too stunned by what has transpired to move.

115 SPIKE (O.S.)
Twilight!

She doesn't seem to hear him calling for her.

116 SPIKE (O.S.) (CONT'D)
(louder)
Twilight!

No response.

117 SPIKE (CONT'D)
TWILIGHT!

BAM! Twilight is suddenly struck by something. She hits the ground with a <THUD>.

WIDEN TO REVEAL she is back in:

INT. CHANGELING QUEEN'S CASTLE - STAIRWELL - CONTINUOUS

Spike is sprawled out on top of her. He quickly gets to his feet, then helps Twilight get back onto hers.

118 SPIKE

(a-mile-a-minute)

I know you told me to stay up there, but you were down here for such a long time and you weren't answering, and I got worried so I came down here and you were just staring at that wall. And I was calling your name, but I couldn't seem to get your attention and-- What were you looking at?

He gestures to the open door. There is nothing beyond it but a slate black wall.

119 SPIKE (CONT'D)

I mean, it's just a wall.

He examines it more closely. The expression on his face changing to one of absolute surprise.

120 SPIKE (CONT'D)

Ponyville? How did I get--?

His expression suddenly goes dark, as if he is seeing something that troubles him.

121 SPIKE (CONT'D)

No. I don't want to go. Please, Twilight, don't make me--

Twilight KICKS the door and it <SLAMS> shut. Spike snaps out of his daze but continues to look troubled and confused.

122 SPIKE (CONT'D)

We were home. You told me you didn't need me anymore. You were sending me away to live with other dragons...

His voice trails off.

123 TWILIGHT

(explaining)

The Changeling Queen's dark magic. A doorway that leads to your worst fear.

(then, gently)

A fear that will never come to pass. I'm never going to send you away.

(then, determined)

And I'm not going to fail my test.

(then)

At least not if there's something better behind door number two.

She spins on her heels and PHZOOM! Sends a magical blast toward the black door before it has a chance to play its little game of chase. It flies open.

124 TWILIGHT (CONT'D)

Gotcha!

She peers through the now open door.

125 SPIKE

(nervous)

What's in there?

126 TWILIGHT

<A SIGH> Stairs.

ANOTHER ANGLE reveals a flight of ascending stairs that disappear into darkness.

127 TWILIGHT (CONT'D)

Lots and lots of stairs.

She turns back to Spike.

128 TWILIGHT (CONT'D)

Maybe you should come with me this time.

Spike nods in agreement and follows Twilight as she hurries up the stairs.

EXT. FAIRGROUNDS - AT THE SAME TIME

Applejack remains at her post in front of the pedestal. Fluttershy and Rainbow Dash approach, now dressed in JOUSTING GEAR. Fluttershy looks frazzled.

129 FLUTTERSHY

Can't somepony else please take over the jousting demonstration with Rainbow Dash?

130 APPLEJACK
Sorry, Fluttershy, joustin' is
traditionally a Crystal *Pegasus* sport.
Whole point of this thing is to show 'em
the Princess appreciates their culture.

131 FLUTTERSHY
(WHIMPER)

132 RAINBOW DASH
Geez. I'll take it easy on you next time.

Fluttershy looks relieved.

133 RAINBOW DASH (CONT'D)
(a conspiratorial whisper)
*But not too easy. We want these guys to
stay distracted, we gotta put on a show.*

134 FLUTTERSHY
(WHIMPER)

Rarity arrives on the scene. She plasters on a smile for
the benefit of a passing Crystal Pony then addresses
Applejack as surreptitiously as she can.

135 RARITY
(whispering)
*I'm running out of weaving materials.
I just made a hat out of three pieces of
hay and a drinking straw.*
(then)
I made it work, but still.

136 APPLEJACK
(whispering)
*We just gotta keep this up a little while
longer. I'm sure Twilight's doin' the
best she can to get back here with the
heart.*

137 PINKIE PIE (O.S.)
I sure hope so.

REVEAL: Pinkie Pie is on her hind legs in a JESTER
COSTUME, juggling Crystal Kingdom FLUGELHORNS.

138 PINKIE PIE (CONT'D)
*Even I can't keep this party going
forever.*

And with that said, she loses her balance and stumbles
backward.

139 PINKIE PIE (CONT'D)
Uh-oh.

Everything goes SLO-MO as Pinkie Pie <CRASHES> into the pedestal. Her friends react as it tips over, the flag hiding the fake heart goes flying into the air, and Twilight's Crystal Heart hits the ground.

We RESUME NORMAL SPEED as the fake Crystal Heart rolls and lands at the feet of a Crystal Pony.

140 CRYSTAL PONY
Hey! That isn't the Crystal Heart.

The Ponyville Ponies react as an <ANGRY WALLA> rises up around them as more and more Crystal Ponies discover the heart is a fake.

INT. DARK STAIRWELL - SOON AFTER

Spike struggles to keep up as Twilight ascends the stairs as quickly as she can.

141 SPIKE
(winded)
What if this is just more of her magic?
She makes a door that leads to your worst
nightmare, why not a staircase that goes
on forever?

Twilight stops climbing. She considers this for a moment. She POWERS UP her horn and produces another COIN. Spike catches up to her.

142 TWILIGHT
Hold onto me.

Spike grabs hold of her leg.

143 SPIKE
What are you doing?

Suddenly, the room SPINS and Spike, Twilight and the staircase are UPSIDE DOWN. Spike clings to Twilight's leg as she DROPS the coin. A beat then <PING> the coin touches down.

Twilight POWERS UP her horn and the room SPINS so that Spike, Twilight, and the staircase are now RIGHT-SIDE UP.

144 TWILIGHT
I don't know what we'll find at the end,
but at least we know there is an end.

Twilight starts up the stairs again. Spike is still a little stunned by the magic she's just performed.

145 SPIKE
How did--? Were we just upside--?

146 TWILIGHT
Spike, come on!

Spike rushes up the steps to catch up with Twilight.

EXT. FAIRGROUNDS - AT THE SAME TIME

Applejack, Rainbow Dash, Pinkie Pie, Rarity and even Fluttershy try to hold back the ANGRY MOB that has surrounded Princess Cadence and Shining Armor.

147 CRYSTAL PONY
Why would you trick us like this?

<ANGRY WALLA> from the crowd.

148 RAINBOW DASH
It's not a trick. It's on its way.

149 CRYSTAL PONY #2
We don't believe you!

<MORE ANGRY WALLA>

150 FLUTTERSHY
(meekly)
I don't think they believe us.

151 RARITY
(under her breath)
I don't know if I believe us.

The angry mob is closing in. Shining Armor takes a protective stance in front of Princess Cadence.

152 CRYSTAL PONY #2
The Princess is a liar!

153 CRYSTAL PONY #3
She's no better than the Changeling Queen!

The <ANGRY WALLA> continues. It is Princess Cadence's worst nightmare come true.

INT. TOWER - AT THE SAME TIME

A round room with windows on all sides. Through them we can see the Crystal Kingdom, FLICKERING and FADING at an alarming rate. The BLACK SHADOWS spreading like a plague across the landscape.

But it is what is at the far end of the room that has caught Twilight's eye -- a levitating CRYSTAL HEART.

A winded Spike reaches the top of the staircase as an eager Twilight rushes over to retrieve it. She uses her magic to pick it up, breathing a tiny <SIGH> of relief.

154 TWILIGHT
Got it.

But just as she turns to go, there is a loud <CRACK>. Startled, she drops the Crystal Heart.

Suddenly, BLACK CRYSTALS SHARDS shoot up out of the floor and surround her, trapping her in a black crystal prison.

Off Twilight's terrified expression we...

END ACT V

ACT VI

INT. CRYSTAL CASTLE - TOWER - LATER

Twilight is still trapped in the black crystal prison. She frantically searches around her.

155 TWILIGHT
The heart? Where is the crystal--?

156 SPIKE (O.S.)
Here.

Twilight looks out from her black crystal cell to see that Spike is holding the Crystal Heart.

157 SPIKE (CONT'D)
It rolled over to me when you dropped it.

Spike starts to move toward Twilight.

158 TWILIGHT
Don't move!

Spike stops, freezing mid-step.

159 TWILIGHT (CONT'D)
You can move. Just not toward me. There
could be other traps.

Spike slowly lowers his foot.

160 TWILIGHT (CONT'D)
How could I have been so foolish? I was
just so eager to get it. Saw what was
going on outside...

Twilight paces her cell.

161 TWILIGHT (CONT'D)
(thinking aloud)
An escape spell... I think I know... If I
could just remember...

162 SPIKE
You have to get out of there Twilight.
You have to be the one who brings the
Crystal Heart to Princess Cadence. If
you don't you fail Celestia's test.

Twilight looks out through the crystal shards. Through
the windows of the tower she can see that the Crystal
Kingdom is growing as JAGGED and BLACK as the cage in
which Twilight is imprisoned.

FLASH TO:

INT. CANTERLOT CASTLE - FLASHBACK

Princess Celestia addresses Twilight.

163 PRINCESS CELESTIA
...susceptible to another attack. By the
Changeling Queen-- or something much
worse.

Princess Celestia projects an image of the Changeling
Queen and several other evil creatures descending upon
the crystal kingdom. Among them the SWIRLING SHADOWS
we've already seen descending upon the kingdom.

FLASH BACK TO:

INT. CRYSTAL CASTLE - THE PRESENT

Twilight looks at Spike, a calmness washing over her. She knows what she must do.

164 TWILIGHT
Something is already attacking the kingdom. It could reach the Crystal Ponies at any moment. Reach Princess Cadence, my brother, my friends-- There may not be enough time for me to find a way to escape.
(then)
You have to be the one to bring the Crystal Heart to the Princess.

165 SPIKE
Me? But, Twilight--

166 TWILIGHT
Go.

167 SPIKE
But--

168 TWILIGHT
Go!

Spike spins on his heels and heads down...

INT. STAIRWELL

Spike, carrying the Crystal Heart, runs as fast as his little legs will carry him down the stairs.

EXT. FAIRGROUNDS - SOON AFTER

Shining Armor and the Ponyville Ponies are still trying to keep the Crystal Ponies at bay.

169 APPLEJACK
Come on, y'all. This is all just a big misunderstandin'.

Spike suddenly pushes his way through the crowd. He steps in front of the Princess and places the Crystal Heart at her feet. She looks down, relief washing over her.

170 PRINCESS CELESTIA
Thank you.

Princess Celestia uses her magic to lift the heart off the ground. A <SUDDEN HUSH> falls over the crowd as the Ponyville Ponies look up to see the heart hovering in the air above them.

171 RAINBOW DASH
Woo-hoo! Way to go--

It hits her that she doesn't see Twilight anywhere. She looks down at Spike.

172 RAINBOW DASH (CONT'D)
Where's Twilight?

Spike shakes his head -- she isn't coming. The Ponyville Ponies register what this means.

173 FLUTTERSHY
But if she isn't the one to help the Princess...

She trails off. The Ponyville Ponies have little time to lament their friend's failure to pass Celestia's test. The crowd before them is parting, making way for Princess Cadence who is using her magic to carry the Crystal Heart to the center of the fair.

174 PRINCESS CELESTIA
The Changeling Queen took away all that was important to you. Please trust that I will make sure that every bit of it is returned.

Princess Cadence uses her magic to upright the overturned pedestal and place the Crystal Heart upon it. The Crystal Ponies gaze up at it in awe.

175 CRYSTAL PONIES
The heart./It's here./She's brought it back to us./I thought it was gone forever.

The faces of the Crystal Ponies transform from hatred to hope. One of them begins to ever-so-slightly GLITTER and SHINE. Then another begins to shine. Then another. Then another.

Princess Cadence is overwhelmed by the sight of her hope-filled subjects. Suddenly, her HORN begins to GLOW.

She instinctively points it at the Crystal Heart.

FLASH! There is an EXPLOSION of LIGHT from every facet of the Crystal Heart. Another FLASH! and...

The Crystal Ponies are suddenly TRANSFORMED!

REVEAL: Applejack, Fluttershy, Rainbow Dash, Pinkie Pie, and Rarity take on a Crystal appearance as well.

176 RARITY
<SQUEAL OF DELIGHT>

177 PINKIE PIE
Oooh. Sparkly.

Suddenly, BRIGHT LIGHT bursts forth from the Crystal Ponies and into the Crystal Heart. It combines with the light coming from Princess Cadence's horn and

PHZOOM! An BEAM OF MULTI-COLORED LIGHT shoots out from the top of the heart and into the sky.

Applejack, Rarity, Pinkie Pie, Fluttershy, Rainbow Dash, and Spike look up in awe to see...

An AURORA BOREALIS EFFECT in the night sky.

CUT TO:

A SERIES OF SHOTS

Depicting ponies in PONYVILLE, MANE-HATTAN, APPLE-LOOSA, CLOUDSDALE, and CANTERLOT staring in awe at the newly created display of light in the night sky.

INT. TOWER - AT THE SAME TIME

The black crystal walls of Twilight's prison SHATTER around her and she too GLITTERS and GLOWS like a Crystal Pony. The tower is transformed back into Crystal as Twilight rushes to a window.

TWILIGHT'S POV - The kingdom below shines even brighter than before. The DARK SHADOWS crawl back into the arctic tundra and disappear.

BACK ON TWILIGHT - She smiles.

178 TWILIGHT
(softly)
Good job, Spike.

DISSOLVE TO:

EXT. CRYSTAL KINGDOM - THE NEXT DAY

Princess Cadence and Shining Armor join Twilight and her friends as they travel through the kingdom. The Ponyville Ponies have returned to their normal pony states.

NOTE: As they walk, we are able to see CRYSTAL PONIES enjoying life in their fully restored kingdom.

179 RARITY
(pouting)
Oh I do so wish it was permanent. Did you see how my mane just absolutely sparkled?

180 PRINCESS CADENCE
Sorry, Rarity. It seems the magic of the Crystal Heart was only meant to stay with the citizens of the kingdom.

Spike looks at Rarity lovingly.

181 SPIKE
I think you're perfect just the way you are.

Shining Armor approaches Twilight.

182 SHINING ARMOR
You've got to stop saving my rump like this. It's starting to get embarrassing.

183 TWILIGHT
Wasn't me who saved you in the end, it was Spike.

Shining Armor reads the worry in Twilight's eyes.

184 SHINING ARMOR
Everything's going to be okay. It's just a test. Maybe she'll let you retake it.

Twilight raises an eyebrow at this suggestion.

185 SHINING ARMOR (CONT'D)
Okay maybe not "retake it". Maybe she'll give you a new test.
(MORE)

SHINING ARMOR (CONT'D)

An entirely new test that doesn't involve
invading dark shadows and fading magic
and hidden crystal hearts and--

186 TWILIGHT

I don't think she's going to give me a
new test.

187 SHINING ARMOR

Whatever happens, your big brother loves
you. You know that much, right?

Twilight nods, "yes".

188 SHINING ARMOR (CONT'D)

Good.

Shining Armor smiles and playfully tussles her mane.

DISSOLVE TO:

EXT. CANTERLOT - ESTABLISHING - EVENING

EXT. CANTERLOT CASTLE - AT THE SAME TIME

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

189 APPLEJACK

We'll be right here when you come out.

190 RAINBOW DASH

Chin up, kid.

Twilight takes a <DEEP BREATH> and enters the castle.

INT. CANTERLOT CASTLE - THRONE ROOM - SOON AFTER

Twilight finds Princess Celestia looking out the window
at the night sky -- the bright light of the Crystal
Kingdom streaked across it. Twilight joins the Princess
at the window.

191 PRINCESS CELESTIA

It's beautiful.

192 TWILIGHT

I wish it had been me who ultimately made
it so.

(then)

But it wasn't.

Twilight hangs her head in sadness. So much for keeping her chin up.

193 TWILIGHT (CONT'D)
I guess this means I won't be moving to the next level of my studies.

Princess Celestia turns to face Twilight.

194 PRINCESS CELESTIA
On the contrary. You have more than proven that you should, no, must continue.

Twilight looks up, confused.

195 TWILIGHT
But you said that I had to be the one who ultimately helped Princess Cadence restore the Crystal Kingdom. I failed to follow your instructions. How can I have passed the test?

Princess Celestia gives Twilight a gentle smile.

196 PRINCESS CELESTIA
Twilight, as I understand it, Spike brought Princess Cadence the Crystal Heart because you weren't sure how quickly you could find a way to escape the tower.

Twilight nods in the affirmative.

197 PRINCESS CELESTIA (CONT'D)
You weren't willing to risk the future of the citizens of the Crystal Kingdom in an effort to guarantee your own.
(then)
Far better that I have a student who understands the meaning of self-sacrifice, than one who only looks out for her own best interests.

198 TWILIGHT
Does this mean--?

199 PRINCESS CELESTIA
You will advance.
(then)
You do want to move to the next level of your studies, don't you?

200 TWILIGHT
Yes! Yes! Yes!

Princess Celestia smiles at Twilight's enthusiasm.

201 PRINCESS CELESTIA
I'll let you know what that entails at a
later time.
(then)
I believe you have some friends who might
be worried about you. Perhaps you should
share with them the good news.

She gestures for Twilight to make her exit. An excited
Twilight dashes off.

EXT. CANTERLOT CASTLE - A MOMENT LATER

The Ponyville Ponies pace nervously outside the castle.
Spike seems to be having the most trouble keeping it
together. All color seems to have drained from his
cheeks.

202 SPIKE
Breathe, Spike, breathe. It's not the end
of the world.
(then)
But she's going to think it is. She's
totally going to lose it.

He starts to <HYPERVENTILATE> a little.

203 SPIKE (CONT'D)
Keep it together, buddy. Gotta stay
strong for Twilight.

Suddenly, Twilight BURSTS through the front doors of the
castle. She looks a bit crazy.

204 RARITY
Look at her she's hysterical.
(then, calling to her)
Don't fret, darling, Rarity is here.

Rarity and the rest of Twilight's friends rush over to
offer her their support. But before they can say a word,
Twilight exclaims:

205 TWILIGHT
I passed!

Twilight's friends bounce up and down excitedly and take turns embracing her.

206 SPIKE
(unconvincing)
<NERVOUS LAUGHTER> I knew everything was
going to be fine.

And with that said, he faints.

FADE TO BLACK.

END EPISODE