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MY LITTLE PONY III

"Magical Mystery Cure"

Episode 313

Written by

Mitch Larson

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TEASER

SC 1 - EXT. PONYVILLE - MORNING

HELICOPTER SHOT over town on a perfect morning as the opening <MUSIC> to "**Morning in Ponyville**" (in the style of "Oh What a Beautiful Morning" from *Oklahoma!*) begins. We end on the...

SC 2 - EXT. GOLDEN OAK LIBRARY - CONTINUOUS

...as TWILIGHT SPARKLE throws open the shutters and sings.

1 TWILIGHT SPARKLE
Morning in Ponyville shimmers /
Morning in Ponyville shines /
And I know for absolute certain /
That everything is certainly fine.

*
*

SC 3 - EXT. STREETS OF PONYVILLE - CONTINUOUS

She emerges into the street and does a Gene Kelly dance through the town we've come to know and love.

2 TWILIGHT SPARKLE
There's the Mayor en route to her office
/ There's the sofa clerk selling some
quills.

She passes the MAYOR and the QUILLS & SOFAS SALESPONY (124).

3 SALESPONY
Mornin' kid!

4 TWILIGHT SPARKLE
My neighborhood is so wonderfly good
/That things just couldn't go wrong/
there's no way they could...

*
*

SNIPS and SNAILS (106), Featherweight (223), PIP (204), DIAMOND TIARA and SILVER SPOON and TWIST (106), LICKETY SPLIT and JUNEBUG (210) burst into the street and dance-frolic behind her like the beginning of *West Side Story*.

5 ALL
Morning in Ponyville shimmers /
Morning in Ponyville shines /
And we know for absolute certain /
That everything is certainly fine.

*
*

They pass the CAKE FAMILY, including the babies (212).

6 PONY INCIDENTAL #1 *
Look! The Cakes are all off on a picnic!

7 PONY INCIDENTAL #2 *
Look! The pigs are a-rollin' in mud!

Some pigs slop in a puddle, splashing Snails in the face.

8 TWILIGHT SPARKLE
*Yes, my Ponyville is so gentle and still
/ Can things possibly go wrong? I don't
think they will...*

The <MUSIC> changes slightly as she comes to an outdoor
cafe and leaps onto a table, doing a quick TAPDANCE
routine. The prissy WAITER (103) watches her behind
raised nose, then suddenly leaps onto the table next to
her and does his own. They finish with a tandem
TAPDANCE, then Twilight leaps off and continues through
town.

9 TWILIGHT SPARKLE (CONT'D)
*Morning in Ponyville shimmers /
Morning in Ponyville shines /
And I know for absolute certain /
That everything is certainlyyyy--* *
*

<KA-RACK>!! Thunder smacks and she's DOUSED with rain!

10 TWILIGHT SPARKLE (CONT'D)
RAINBOW DASH! That's not funny!

11 RARITY
Terribly sorry, darling, I'm afraid I'm
not good with the thundery ones.

PAN OVER to RARITY, controlling the cloud with her horn. *
*directive; we see that Rarity's cutie mark is actually *
Rainbow Dash's. *

BACK ON TWILIGHT who looks alarmed.

12 TWILIGHT SPARKLE
Something tells me everything is not
going to be fine.

FADE OUT.

MAIN TITLES

ACT I

FADE IN:

SC 4 - EXT. PONYVILLE TOWN SQUARE - DAY

Rarity's horn glows wildly as clouds fly across the sky. There doesn't seem to be any rhyme or reason to what she's doing, and the weather fluctuates from sun to clouds.

13 TWILIGHT SPARKLE
What happened to your Cutie Mark?

14 RARITY
Whatever do you mean, Twilight? I'm simply doing what I've done since the day it first appeared...

Rarity arranges the sky into a checkered pattern, which looks nice, but causes consternation amongst TOWNSPONIES, confused by the sun and rain.

15 RARITY (CONT'D)
Does my sky look fabulous or what?

A crowd of angry, wet ponies gathers around her.

16 RARITY (CONT'D)
Too last season?

17 TWILIGHT
Where is Rainbow Dash? Why isn't she handling this?

DISSOLVE TO:

SC 5 - EXT. FLUTTERSHY'S COTTAGE - DAY

Twilight and Spike <KNOCK> on the door.

18 SPIKE
I still don't know what you had to wake me up for. I love sleeping in the rain.

19 TWILIGHT SPARKLE
It's not about the weather, Spike. Rarity had Rainbow Dash's Cutie Mark and said this was Rainbow Dash's cottage! Something terrible is going on!

The door opens and a haggard RAINBOW DASH answers (Cutie Mark hidden behind the door).

20 RAINBOW DASH
Hey guys.

21 TWILIGHT SPARKLE
Rainbow Dash! Why is Rarity doing your job?

The sounds of <SHEER ANIMAL CHAOS> echo from inside. Rainbow Dash darts back inside and more <ANIMAL CHAOS> rings out!

22 TWILIGHT SPARKLE (CONT'D)
And what in Equestria is going on in--

SC 6 - INT. FLUTTERSHY'S COTTAGE - CONTINUOUS

23 TWILIGHT SPARKLE
--here?

ANIMAL MADNESS. Rainbow Dash leaps after them, but they dive away before she can grab them. *Rainbow Dash, who has Fluttershy's cutie mark.*

*
*

24 RAINBOW DASH
I'll tell you what's going on in here...

<MUSIC UP> as Rainbow Dash begins to sing a SONG: **"What My Cutie Mark Is Telling Me"**.

25 RAINBOW DASH (CONT'D)
*These animals don't listen, no not one
little bit /They run around, out of
control and throw their hissy fits/ It's
up to me to stop them to, cause plainly
you can see/ It's got to be my
destiny.../ And it's what my Cutie Mark
is telling me*

*
*
*
*
*
*

Rainbow Dash turns to shout at the animals. Twilight nudges Spike and points at her Cutie Mark. It's not the rainbow cloud anymore; it's Fluttershy's butterflies

Off Spike and Twilight's concerned expressions we...

DISSOLVE TO:

SC 7 - INT. SUGARCUBE CORNER - DAY

FLUTTERSHY sits timidly inside the sweet shoppe as SHOPPERS come in and out. Twilight and Spike stand next to her, noticing that she has Pinkie Pie's Cutie Mark.

Fluttershy slaps on Groucho glasses and timidly blows a noisemaker, which makes the softest, most pathetic noise ever. A confused PONY gives her a weird look and walks around her.

26 FLUTTERSHY

*I try to keep them laughing put a smile
upon their face/
But no matter what I try it seems a bit
of a disgrace/
I have to entertain them, it's there for
all to see/
It's got to be my destiny.../
And it's what my Cutie Mark is telling me*

*
*
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*
*

She perks up as a nearby PONY <LAUGHS> hysterically, then deflates when she realizes he's laughing at Spike, who has casually donned the Groucho glasses. He whips them off when he sees Fluttershy's sadness.

DISSOLVE TO:

SC 8 - EXT. SWEET APPLE ACRES - DAY

Twilight and Spike search the strangely deserted orchard. Apples are scattered across the ground, and the whole place has the general feel of disrepair. They spot Pinkie Pie who now has Applejack's Cutie Mark and is half-heartedly kicking a tree with her back legs.

27 PINKIE PIE

*I don't care much for pickin' frui, and
plowin' fields ain't such a hoot /
No matter what I try I cannot fix this
busted rain chute!*

*
*
*
*

She tries to snap a gutter back into place, but the whole thing falls off.

28 PINKIE PIE (CONT'D)

*I've got so many chores to do, it's no
fun being me/
But it has to be my destiny.../
'Cause that's what my Cutie Mark is
telling me.*

*
*
*
*
*

She leans against a trough, which flips over.

DISSOLVE TO:

SC 9 - INT. CAROUSEL BOUTIQUE - DAY

Twilight and Spike watch APPLEJACK who is covered in fabric, and has Rarity's Cutie Mark. There are trimmings and terribly-made outfits everywhere.

29 APPLEJACK

*Lookie here at what I made, I think that
it's a dress/
I know it doesn't look like much, I'm
under some distress/
Could y'all give me a hand here, and help
me fix this mess/
My destiny is not pretty.../
But it's what my Cutie Mark is telling
me.*

*
*
*
*
*
*
*
*

She tries to work the sewing machine, but it smokes and
<EXPLODES> in pieces!

DISSOLVE TO:

SC 10 - EXT. PONYVILLE TOWN SQUARE - A MOMENT LATER

Twilight and Spike look up at Rarity who is still
struggling with her weather duties.

SPLIT SCREEN of Rarity, Rainbow Dash, Fluttershy, Pinkie
Pie, and Applejack.

30 RARITY

*I'm in love with weather patterns, but
the others have concerns/
For I just gave them both frostbite over
top of their sunburns/
I have to keep on trying, for everyone
can see*

*
*
*
*
*
*

A growing split screen as each pony sings.

*

RAINBOW DASH

It's got to be...

*
*

FLUTTERSHY

It's got to be...

*
*

PINKIE PIE

My destiny...

*
*

APPLEJACK *
My destiny... *

RARITY/RAINBOW DASH *
It's what my Cutie Mark... *

PINKIE PIE/FLUTTERSHY *
It's what my Cutie Mark... *

31 ALL 5 MAIN PONIES *
(big finish)
Yes, it's what my Cutie Mark is telling *
me. *

<END SONG>.

SC 11 - INT. GOLDEN OAK LIBRARY - DAY

Twilight bursts in, Spike trailing.

32 TWILIGHT
This is bad. This is very, very bad.

33 SPIKE
What's going on? Why is this happening?

34 TWILIGHT SPARKLE
Last night when you were taking one of
your seven hour bubble baths, I got a
special delivery from the Princess.

Twilight retrieves a box and we DISSOLVE TO:

SC 12 - INT. GOLDEN OAK LIBRARY - FLASHBACK - DAY

Twilight answers the door and a DELIVERY PONY gives *
Twilight a package. She opens the box to reveal...

A BOOK. On its cover are the Elements of Harmony.

Twilight uses her magic to open the book and a note
flutters out from between its pages.

35 TWILIGHT
(reading aloud)
Dear Twilight Sparkle, the spell
contained on the last page of this book
must be rewritten. I believe you are the
one who can do it. Princess Celestia.

Twilight aims her horn at the book.

36 TWILIGHT (V.O.) (CONT'D)
I cast the spell so I could find out what
it was and what I might need to do to
rewrite it. But nothing seemed to happen.

Twilight waits a beat. Nothing. Confused, she closes
the book and places it back in the box.

BACK TO:

SC 13 - INT. GOLDEN OAK LIBRARY - SAME

Twilight looks panicked.

37 TWILIGHT
But now I know something did happen!

She retrieves the book from the box and looks at its
cover. The colors of the Elements of Harmony have all
been switched.

38 TWILIGHT (CONT'D)
This spell has made the Cutie Marks on
all of my friends change. Now everything
in Ponyville has been turned upside down!

39 SPIKE
So just cast a counter-spell to switch
them back.

Twilight flips through the pages of the book.

40 TWILIGHT
There is no counter-spell.

41 SPIKE
Why don't you just use that memory spell
you used to fix everypony when Discord
was here?

42 TWILIGHT SPARKLE
It's not their memories, Spike. It's
their true selves that have been altered.

43 SPIKE
Zecora's cure for the Cutie Pox?

44 TWILIGHT
That won't work either.

Twilight's shoulders slump. Spike does his best to try
and comfort her.

45 SPIKE

Maybe it won't be so bad. Maybe our friends will grow to like their new lives.

46 TWILIGHT

No, Spike. If I don't find a way to fix this and fix it soon...

Her voice trails off as we...

RIPPLE DISSOLVE TO:

SC 14 - EXT. GOLDEN OAK LIBRARY - FLASH FORWARD

~~TWILIGHT SPARKLE glumly opens the shutters and looks out on Ponyville. MUSIC UP as a song begins: "Morning in Ponyville (reprise)". A slower, sadder version of our opening number.~~

47 TWILIGHT

~~Morning in Ponyville's tragic./Morning In Ponyville's dire./I know for absolute certain/Only terrible things will transpire~~

DISSOLVE TO:

SC 15 - EXT. SWEET APPLE ACRES - DAY

~~The trees are dead, the fields are weedy, the buildings are crumbling. GRANNY SMITH, APPLE BLOOM, and BIG MAC hang their heads as Pinkie Pie stands on a small stage in front of rows of folding chairs. FLIM and FLAM (215) sit in the front row holding bidding paddles, other FARMER-PONIES behind.~~

48 TWILIGHT SPARKLE

~~The orchard has fallen on hard times/
The orchard has fallen on hard times/
Flim and Flam will take over we know this for sure/
The Apple Clan's farming days will be no more~~

SC 16 - EXT. STREETS OF PONYVILLE - DAY

~~A cart is stuck in the mud. The outdoor cafe has a big CLOSED sign. Ponies look up at the sky, which now has a houndstooth pattern of clouds, and <SLAM> their windows shut. An angry crowd shakes their hooves at Rarity who looks overwhelmed and confused.~~

49 TWILIGHT

~~Morning in Ponyville's tragic./Morning In-~~
~~Ponville's dire./I know for absolute-~~
~~certain/Only terrible things will-~~
~~transpire~~

SC 17 - INT. CAROUSEL BOUTIQUE - DAY

~~Ugly, poorly-made outfits sit on dress forms. Applejack-~~
~~looks at them and sighs, then begins boarding up the-~~
~~entrance and windows of the Boutique.~~

50 TWILIGHT

~~Everypony here wants to look stylish/-~~
~~Everypony here wants to look stylish/-~~
~~But no pony can look good in outfits like-~~
~~those/So the shop has gone under and now-~~
~~it must close~~

SC 18 - EXT. FLUTTERSHY'S COTTAGE - DAY

~~Rainbow Dash lays in a puddle on the ground, the most-~~
~~miserable pony in Equestria. All around the cottage, the-~~
~~Ever-Free Forest has started to GROW IN. If left-~~
~~unchecked, it will swallow up the cottage and continue-~~
~~into Ponyville.~~

51 TWILIGHT

~~Morning in Ponyville's tragic./Morning In-~~
~~Ponville's dire./I know for absolute-~~
~~certain/Only terrible things will-~~
~~transpire~~

SC 19 - EXT. PONYVILLE TOWN SQUARE - DAY

~~Fluttershy sits meekly by the fountain as ANGRY PONIES-~~
~~stalk down the street. It's like those cliches of New-~~
~~York City, with people elbowing past each other without-~~
~~even looking.~~

52 TWILIGHT

~~A good laugh can brighten the worst day/-~~
~~A good laugh can brighten the worst day/-~~
~~If you don't get to chuckle it's cause-~~
~~for alarm/You might as well live on a-~~
~~cold old rock farm~~

RIPPLE DISSOLVE TO:

SC 20 - EXT. SWEET APPLE ACRES - DAY <MONTAGE>

<MUSIC UP> as we hear the instrumental beginning to SONG #3 : "I Have to Find A Way," a sad pop ballad. Throughout the song we see images of what the future holds for our Ponies.

At SWEET APPLE ACRES The trees are dead, the fields are weedy, the buildings are crumbling. GRANNY SMITH, APPLE BLOOM, and BIG MAC hang their heads as PINKIE PIE stands on a small stage in front of rows of folding chairs.

In the STREETS OF PONYVILLE it's raining and a cart is stuck in the mud. The outdoor café has a CLOSED sign. Ponies look up at the sky through their windows at the patterned storm clouds. Then slamming their windows shut as Rarity looks overwhelmed and confused.

Outside of the CAROUSEL BOUTIQUE we see Applejack looking sadly at the ugly malformed dresses in the window, then boarding up the front entrance, revealing an OUT OF BUSINESS sound.

Outside of FLUTTERHY'S COTTAGE the Ever-Free forest has grown in, threatening to swallow up the whole cottage. Rainbow Dash lays in a puddle on the ground, miserable.

In PONYVILLE TOWN SQUARE Fluttershy sits meekly by the fountain as ANGRY PONIES stalk down the street, elbowing past each other without even looking.

53 TWILIGHT

*I have to find a way/
To make this all okay/
I can't believe this small mistake/
Could have caused so much heartache/*

*Oh why...?
Oh why...?*

*Something is wrong it's plain to see/
This isn't how it's meant to be/
Yet you can't see it like I do/
It's not the life that meant for you/*

*Oh why...?
Oh why...?*

(MORE)

TWILIGHT (CONT'D)

*Losing promise, I don't know what to do/
Seeking answers, I fear I won't get
through to you...*

*
*
*

Oh why...?

*

Oh why...?

*

Oh why...?

*

Oh why...?

*

*

SONG ENDS as Twilight buries her head in her hooves.

54 TWILIGHT (CONT'D)

Oh, Spike. What have I done?

END ACT I

ACT II

SC 21 - INT. GOLDEN OAK LIBRARY - SOON AFTER

Twilight still has her hooves in her hands. Spike approaches.

55 SPIKE

Come on, Twilight. You'll figure out a way to fix this. These are your friends.

Twilight looks up.

56 TWILIGHT

You're right, Spike. And they mean more to me than anything.

~~MUSIC UP as Twilight begins to sing: "A FRIEND TO ME". As she sings we see IMAGES of Twilight with her friends throughout all three seasons.~~

*

~~TWILIGHT (CONT'D)~~

~~Fluttershy, you are so lovely /
My kindest friend for sure /
In the Ever-Free Forest stood /
The growling manticore /
You saved us with compassion /
You always does her part /
And when Equestria needed water /
You showed such courage and such heart /~~

(MORE)

TWILIGHT (CONT'D)

~~CHORUS: She is a friend to me/ A friend
whose destiny/Cannot go unfulfilled/
And that is why I will/Try with all my
might/To make everything alright/ She is
a part of me~~

~~Rainbow Dash, most loyal/A friend so fun
and true /You taught me things about
pegasi /That I never knew /From the Tank
auditions/Where you found her pet/To your
Sonic Rainboom, something no one could
forget~~

~~CHORUS: She is a friend to me/ A friend
whose destiny/Cannot go unfulfilled/And
that is why I will/Try with all my
might/To make everything alright/ She is
a part of me~~

~~Applejack, so honest/ So strong and smart
and good /You know the importance of
family ties/Your love is understood/
Your helped the young Crusaders /
Befriend Babs Seed again /When I needed
to rescue Spike, went into the dragon's
den~~

~~CHORUS: She is a friend to me/ A friend
whose destiny/Cannot go unfulfilled/And
that is why I will/Try with all my
might/To make everything alright/ She is
a part of me~~

~~Pinkie Pie, you are infectious /
Your laughter and her spunk /
You give smiles just by being who you
are/ Without you I'd be sunk /
The parasprite invasion /Didn't bother
you /And if there are over a dozen Pinkie
Pies /It's still a few too few~~

~~CHORUS: She is a friend to me/ A friend
whose destiny/Cannot go unfulfilled/
And that is why I will/Try with all my
might/To make everything alright/ She is
a part of me~~

~~Rarity, my dahling /You always make my
day /I admire the way that you live your
dream /And still make time to play /You
were Princess Platinum /On a cold
Hearth's Warming Eve /You even taught our
meek, helpless Fluttershy /~~

(MORE)

TWILIGHT (CONT'D)

~~To in herself believe /~~

~~CHORUS: They are friends to me / Friends
whose destinies / Cannot go unfulfilled /
And that is why I will / Try with all my
might / To make everything alright / They
are friends to me~~

~~MUSIC ENDS.~~

Spike looks at Twilight. A strange GLOW is coming off of her.

58 SPIKE

Twilight? Are you all right? You look a little... glowey.

The glowing aura around her becomes even more intense, finally focalizing on her horn, which starts to arc with sparks of magic! Suddenly, her eyes pop open!

59 TWILIGHT SPARKLE

I've got it! I know what to do!

60 SPIKE

You do?

61 TWILIGHT

The Twilight Sparkle who spent all her time with her nose buried in books in Canterlot wouldn't have cared what happened to these ponies. But I'm not that Twilight Sparkle anymore. I've learned a magic more powerful than anything in any of those books. And my friends are the ones who taught that magic to me...

(then, increasing confidence)

I may not be able to remind them of who they are, but I can show them what they mean to each other!

(then, increasingly excited)

They'll find the part of themselves that's been lost so they can help the friend they care so much about! Come on, Spike!

Twilight makes her exit with Spike right behind her.

SC 22 - EXT. PONYVILLE TOWN SQUARE - A MOMENT LATER

Twilight charges through the crisscrossing ponies, Spike chasing after. She catches up with Fluttershy who pulls a suitcase behind her.

62 TWILIGHT SPARKLE
Fluttershy, wait!

63 FLUTTERSHY
(glum)
Oh, hey Twilight.

64 TWILIGHT SPARKLE
Where are you going?

65 FLUTTERSHY
I'm moving back to Cloudsdale. I don't know what's wrong, but I can't seem to make anypony laugh. I'm just no good at it, even though that's what my Cutie Mark says I should be doing.

66 TWILIGHT SPARKLE
Before you go, I was wondering if you might be willing to help Rainbow Dash. She's really struggling with her animals and I think she could use your help.

67 FLUTTERSHY
But I don't really know anything about animals.

68 TWILIGHT
But you do know something about Rainbow Dash.

Twilight casts a spell over Fluttershy. Fluttershy's eyes go wide with insight, a la *2001: A Space Odyssey* as images flash past of her and Rainbow Dash. The images are a combination of moments from the series - the first time they met in Cloudsdale when Rainbow Dash stuck up for her with the bullies (123), Fluttershy and Rainbow Dash cheering after working together to wrap up winter (111) - and original moments.

Fluttershy smiles.

69 FLUTTERSHY
I know that she's a true friend. And I'll do anything I can to help her!

SC 23 - INT. FLUTTERSHY'S COTTAGE - DAY

Fluttershy's cottage has been almost completely swallowed up by the Ever-Free Forest as the other three race up. Twilight and Fluttershy both GLOW with the magic of friendship.

70 TWILIGHT SPARKLE
Rainbow Dash? Rainbow Dash!

71 RAINBOW DASH (O.S.)
I'm in here! Help! I'm trapped!

72 FLUTTERSHY
Hurry, Twilight! Can't you do some sort of spell to get her out?

73 TWILIGHT SPARKLE
Great idea! Hold on, Rainbow Dash!

Her horn starts to glow... she assumes the position... then, she realizes something and stops.

74 TWILIGHT SPARKLE (CONT'D)
No.

75 FLUTTERSHY AND RAINBOW
DASH
What?!

76 TWILIGHT SPARKLE
Fluttershy, you're the only one who can help! Rainbow Dash needs you!

77 FLUTTERSHY
I... I... okay, I'll try. For my friend.
For Rainbow Dash.

She walks to the new border of the Ever-Free Forest.

78 FLUTTERSHY (CONT'D)
Um, hello? Little woodland creatures? I know you're hiding in there, but we'd all really appreciate it if you'd come out and eat some of this vegetation.

Some cute little forest eyes appear.

79 FLUTTERSHY (CONT'D)
You think you could maybe do that?

One by one, little animals pop out of the trees.

80 FLUTTERSHY (CONT'D)
Oh, hello little ones! Look at all those
nice tasty leaves. Do you think you
might want a snack?

The animals start to attack the overgrown forest.

81 TWILIGHT SPARKLE
Fluttershy, look! Your Cutie Mark!

Fluttershy's rump has started to GLOW!

82 FLUTTERSHY
AAAHHH!!

She freaks out, jumping all over the place to try to get
away from it.

83 FLUTTERSHY (CONT'D)
GET IT OFF! GET IT OFF!

Suddenly, <POP>! There's a bright flash of white and her
rump returns to normal... including her original Cutie
Mark!

84 FLUTTERSHY (CONT'D)
Wha... what happened? I feel like I've
just had the most awful dream.

85 TWILIGHT SPARKLE
It worked! It worked!

She tackles Fluttershy in an embrace.

86 TWILIGHT SPARKLE (CONT'D)
You're back to normal!

87 RAINBOW DASH
Um, hello? Good friend trapped inside,
remember?

88 TWILIGHT SPARKLE
Come on, Fluttershy. We've got some
friends to save.

SC 24 - MONTAGE

<MUSIC STARTS>: **SONG #4 "A True Friend."** A montage of
the various friends singing, blasting through Twilight's
2001 magic, having visions of their past/present/future
friendships, and having their Cutie Marks restored. Once
each pony is restored, she GLOWS.

*

-First, in the Town Square, where an angry crowd has started to shout Rarity out of Ponyville.

89 TWILIGHT SPARKLE

*It worked! It worked! Oh I'm so happy
you're back to normal. Now we need your
help!*

TWILIGHT (SINGING)

*A True, True Friend helps a friend in
need / A friend will be, there to help
them see*

TWILIGHT/FLUTTERSHY

*A True, True Friend helps a friend in
need / To see the light that shines from
a True, True Friend*

-Next, Twilight, Fluttershy, the restored Rainbow Dash, and Rarity head to the Carousel Boutique, where Applejack is in tears from frustration.

RAINBOW DASH

*Um hello? True friend trapped inside,
remember?*

TWILIGHT

(to Rainbow Dash)

*Rarity needs your help/ She's trying
hard, but could use a hand/*

FLUTTERSHY

*Would you try, just give it a chance/ You
might find, you'll start to understand...*

TWILIGHT/FLUTTERSHY

*A True, True Friend helps a friend in
need /
A friend will be, there to help you see/
A True, True Friend helps a friend in
need/
To see the light that shines from a True,
True Friend.*

RAINBOW DASH

What... just happened?

TWILIGHT

(excitedly)

*There's no time to explain... but we need
your help, Rarity's trying to make
weather!*

RAINBOW DASH

Say no more.

RAINBOW DASH (CONT'D)

Applejack needs your help/
She's trying hard, but could use a hand/
Would you try, just give it a chance/
You might find that you'll start to
understand...

TWILIGHT/FLUTTSHY/RD

*A True, True Friend helps a friend in
need /
A fiend will be, there to help you see/
A True, True Friend helps a friend in
need/
To see the light that shines from a True,
True Friend.*

-Next, Twilight, Fluttershy, Rainbow Dash, the restored
Rarity, and Applejack head to Sweet Apple Acres.

RARITY

Oh my!... what a terrible dream I had!
...or maybe I'm still having it.

TWILIGHT

Rarity, Pinkie Pie is about to lose the
Apple Farm. We need Applejack's help...

RARITY

Lose the Apple Farm? Well we can't let
that happen now can we!

RARITY (CONT'D)

(singing)

Pinkie Pie is in trouble/
We need to get to there by her side/
We can try to do what we can now/
For together we can be her guide...

TWILIGHT/FLUTTER/RD/RARITY

*A True, True Friend helps a friend in
need /
A fiend will be, there to help you see/
A True, True Friend helps a friend in
need/
To see the light that shines from a True,
True Frieeend...*

-Twilight, Fluttershy, Rainbow Dash, Rarity, the restored
Applejack, and Pinkie Pie head to the Ponyville Town
Square, where everyone scowls. All the joy is gone from
the town.

APPLEJACK

Yeee haw! Now that's more like it! What's next?

TWILIGHT

The townspeople are furious... we need the old Pinkie Pie back!

APPLEJACK

Ha! I'm on it, I know just the thing.

APPLEJACK (CONT'D)

(singing)

The townspeople need you they've been sad
for a while/
They march around, face a-frown, and
never seem to smile/
And if you feel like helpin' we'd
appreciate a lot.../
If you'd get up there and spread some
cheer from here to Canterlot...

PINKIE PIE

Come on ponies! I wanna see you SMILE!!!

TOWNSPONIES

(cheering together)

PINKIE!!!

As Pinkie Pie starts to entertain the crowd and her Cutie Mark returns, and all the friends are restored, they hit the big finish.

EVERYPONY

*A True, True Friend helps a friend in
need /
A fiend will be, there to help you see/*

*A True, True Friend helps a friend in
need/
To see the light...
That shines...
That shine!
From a True, True Frieeend!*

END MONTAGE AND SONG.

SC 25 - EXT. PONYVILLE TOWN SQUARE - DAY

As the ponies go in for a group hug, they hear a commotion.

102 TWILIGHT SPARKLE
What's going on?

103 SPIKE
Twilight! The Library!

Something truly strange is happening in Twilight's home.
COLORED LIGHTS shoot out of every window! SPARKLES,
SHIMMERING WAVES... all sorts of Studio B amazingness!

104 TWILIGHT SPARKLE
Come on, everypony!

SC 26 - INT. GOLDEN OAK LIBRARY - MOMENTS LATER

They <BURST> inside. The light show is coming from the book Celestia sent Twilight. Suddenly, the book rises up and floats in mid-air. The Elements of Harmony on its cover swirling around. It's SPARKING and GLOWING and doing all kinds of COOL STUFF! Suddenly, the cover opens and the book flips to the page with the spell Twilight cast.

105 APPLEJACK
Look, y'all! The words!

The words that comprise the ancient spell suddenly GLOW WHITE! They lift up, hovering just off the page! Then, they start to move around and rearrange, before finally settling back down on the book!

106 TWILIGHT SPARKLE
The spell is rewriting itself!

But the light show hasn't entirely finished. ARCS OF MAGICAL LIGHT <ZAP> out of the book toward Twilight, engulfing her! The other ponies back away and shield their eyes as she's completely subsumed by BRILLIANT WHITE LIGHT! She's lifted into the air while swirls of color race around her!

Finally, the magical cocoon starts to flare off of her, dissolving until there's nothing left! Twilight's hooves slowly descend toward the floor, then stop, hovering inches above it. The others look up and <GASP>...

REVEAL -- Twilight Sparkle floats just off the ground by virtue of her brand new WINGS!

Off her friends' shocked expressions we...

END ACT II

ACT III

SC 27 - EXT. PONYVILLE - DAY

Twilight floats above the others.

107 APPLEJACK
I've never seen anything like it!

108 RARITY
Now those are the most beautiful wings
I've ever seen! Simply smashing!

109 PINKIE PIE
WING PARTY!!

110 TWILIGHT SPARKLE
I... I don't understand... where did they
come from? What did I do to deserve
them?

111 PRINCESS CELESTIA (O.S.)
Perhaps I can answer that.

112 TWILIGHT SPARKLE
Princess!

She drops to the floor and self-consciously hides her wings. Celestia crosses to the ancient magic book and reads the newly re-formed words.

113 PRINCESS CELESTIA
You gained those wings by doing something
today that's never been done before.
Something I was certain the lessons
you've learned here in Ponyville would
allow you to do.
(then)
You used your own special magic - the
magic of friendship - to rewrite an
ancient spell. You've proven that you're
ready, Twilight.

114 TWILIGHT SPARKLE
Ready? Ready for what?

<MUSIC UP> as Princess Celestia begins to sing **SONG #5:**
"Celestia's Ballad."

115 PRINCESS CELESTIA
(singing)
*You've come such a long, long way/
(MORE)*

*
*

*
*
*

PRINCESS CELESTIA (CONT'D)

*And I've watched you from the very first
day/*

*
*

*To see how you might grow/
Too see what you might do/
To see what you've been through/
And all the ways you've made me proud of
you...*

*
*
*
*
*

*It's time now for a new change to come/
You've grown up, and your new life has
begun/*

*
*
*

*To go where you will go/
To see what you will see/
To find what you will be/
For it's time for you/
To fullfill your desitnyyy...*

*
*
*
*
*
*

The song ends on a beautiful, bittersweet note.

117 PINKIE PIE

Hold on a second.

She picks up a cup and takes a drink, then SPITS IT OUT.

118 TWILIGHT SPARKLE

A... a princess?

119 PRINCESS CELESTIA

You're ready, Twilight Sparkle.

120 TWILIGHT SPARKLE

But... but what do I do? What do I say?
I don't know anything about being a
princess!

121 PRINCESS CELESTIA

You've shown time and again that you have
what it takes to be a princess, Twilight.
Since you've come to Ponyville, you've
displayed the compassion, the kindness,
the discipline, and the courage of a true
princess.

122 TWILIGHT SPARKLE

But...does this mean I won't be your
student anymore?

123 PRINCESS CELESTIA

Not in the same way as before. I'll
still be here to help and guide you, but
we're all your students now, too.

Twilight looks around the room at her friends and mentor.

124 PRINCESS CELESTIA (CONT'D)
When you first became my pupil, I saw a rare talent in you. I knew you had something special, and I hoped I could be the one to help you realize it. But I never imagined the magic that you would master would be the magic of friendship. You're an inspiration to us all, Twilight.

125 TWILIGHT SPARKLE
(head spinning)
But what do I do now? Is there a book about being a princess I should read?

Princess Celestia <CHUCKLES> at the ever studious Twilight.

126 PRINCESS CELESTIA
There will be time for all of that later.

DISSOLVE TO:

SC 28 - EXT. CANTERLOT CASTLE - ESTABLISHING

SC 29 - INT. CANTERLOT CASTLE - CONTINUOUS

CLOSE ON PRINCESS CELESTIA standing next to her sister, PRINCESS LUNA. Throughout her speech, we see vignettes of the crowd, highlighting characters from throughout the series, including CRYSTAL PONIES (301/2), and scattered other species.

127 PRINCESS CELESTIA
Fillies and gentlecolts. We are gathered here today in celebration of a momentous occasion. My most faithful student Twilight Sparkle has done many extraordinary things since she's lived in Ponyville. She has done her best to learn the lessons I sent her here to learn, and has gone above and beyond that, embracing the magic of friendship in ways I never could have imagined. She even helped reunite me with my sister, Princess Luna...

The sisters share an affectionate nuzzle.

128 PRINCESS CELESTIA (CONT'D)
But today, Twilight Sparkle did something
extraordinary. She created new magic,
proving without a doubt that she is ready
to be crowned Equestria's newest
princess! Fillies and gentlecolts, may I
present for the very first time...
Princess Twilight Sparkle!

MUSIC UP for **SONG #6 "Princess Twilight Cometh"** - a regal
instrumental in the vein of the "Heart Carol" from
Hearth's Warming Eve.

EVERYPONY

The Princess Twilight Cometh!
Behold! Behold!
The Princess Twilight Cometh!
Behold! Behold!

The Princess Twilight Cometh!
Behold! Behold!
The Princess Twilight Cometh!
Behold! Behold!

A Princess Born for Greatness!
Behold! Behold!
A Princess Born for Greatness!
Behold! Behold!

Princess Celestia, her phoenix PHILOMENA (122) sitting
behind her, steps aside. Princess Twilight Sparkle,
wearing a royal coronation gown, walks forward to
<THUNDEROUS APPLAUSE>. Princess Celestia places a
SHIMMERING TIARA on her head.

Twilight tears up as applause washes over her. She looks
to one side of the stage, where PRINCESS CADENCE and
SHINING ARMOR (225/6) are seated in their Royal Box,
applauding and smiling at her.

Then she glances to the side of the stage, where her best
friends stand, <CHEERING> and <APPLAUDING>.

Princess Celestia whispers in her ear.

129 PRINCESS CELESTIA
Say something, Princess!

Twilight steps forward to address the crowd.

130 TWILIGHT SPARKLE

Oh, uh, er...

She looks out over the sea of faces, many of which we recognize from seasons past: DAISY JO THE COW and CRANKY THE DONKEY (218), SAPPHIRE SHORES (119), CHERRY JUBILEE (214), MR. BREEZY (118), HAYSEED TURNIPTRUCK (209), PONY JOE (126), FILTHY RICH (211), etc. <EMOTIONAL MUSIC> continues in the background.

131 TWILIGHT SPARKLE (CONT'D)

A little while ago, my teacher and mentor Princess Celestia sent me to live in Ponyville. She gave me a strange mission that I didn't understand at the time. She sent me here to study friendship, which is something I didn't really care much about. But now, on a day like today, I can honestly say I wouldn't be standing here if it weren't for the friendships I've made with all of you. You've made Ponyville a true home for Spike and me. Each one of you taught me something about friendship, and for that I will always be grateful. Today I consider myself the luckiest pony in Equestria. Thank you, friends! Thank you, everypony!

The crowd erupts in <CHEERS>!

ON RARITY, standing with her PARENTS (205) and SWEETIE BELLE, all <CHEERING> loudly. HOITY TOITY sidles up next to her.

132 HOITY TOITY

I think it's time we discussed a permanent collection, Rarity. That coronation gown is sheer heaven.

Rarity turns to Sweetie Belle with stars in her eyes.

ON GILDA (105) AND GUSTAVE (224), also <CLAPPING>.

133 GILDA

(off Twilight)

Okay, that's cool!

134 GUSTAVE

Tres magnifique!

Next to them stands the UPPITY PONY with a monocle (217).

135 UPPITY PONY
I say! Good show, Princess!

ON DERPY (104), facing away from the stage applauding.
Next to her is FULL BODY CAST PONY (216).

136 DERPY
Muffins!

ON FUTURISTIC, PUNKY TWILIGHT (220), who suddenly
vanishes in a FLASH OF LIGHT!

And BACK TO THE STAGE, where Twilight takes her bows.
Shining Armor and Princess Cadence approach.

137 SHINING ARMOR
Twilight, I'm so proud of you.

138 TWILIGHT SPARKLE
Are you crying?

He hastily wipes a tear.

139 SHINING ARMOR
Of course not! It's liquid pride, a
totally different thing!

They both laugh and share a big hug. Suddenly, PHOTO
FINISH (120) struts in with her ASSISTANTS and pops up
her camera.

140 PHOTO FINISH
Official Princess photo... GO!

She <SNAPS> a bunch of pictures, blinding Twilight.

141 PHOTO FINISH (CONT'D)
Forget ze magiks, look at ze wings!

She packs up her stuff and leaves with her assistants.

142 APPLEJACK
Way to go, Princess!

143 PINKIE PIE
Best coronation day ever!

144 FLUTTERSHY
We love you, Twilight!

She steps off the stage to join her five best friends.

145 TWILIGHT SPARKLE
I love you, too, girls.

The friends embrace and the MUSIC CRESCENDOS as we...

SMASH CUT TO:

SC 30 - EXT. PONYVILLE - THE NEXT DAY

HELICOPTER SHOT over town on another perfect morning.
Suddenly, the winged Twilight swoops down from above.

SC 31 - EXT. PONYVILLE - TOWN SQUARE - CONTINUOUS

Twilight joins her friends and they launch into a show-
stopping reprise of "Morning in Ponyville" (aka Life in
Equestria) as they make their way through Ponyville
together. (*lyrics to be update)

*
*
*
*

146 PONIES

*Morning in Ponyville shimmers /
Morning in Ponyville shines /
I know for absolute certain /
Everything's going to be fine.*

*Morning in Ponyville shimmers /
Morning in Ponyville shines /
I know for absolute certain /
Everything's going to be fine.*

*Morning in Ponyville shimmers /
Morning in Ponyville shines /
I know for absolute certain /
Everything's going to be fine.*

SLAM TO BLACK.

THE END