

Distribution:

Production:

Devon Cody
Meghan McCarthy
Jayson Thiessen
Ashley Irving-Scott

The HUB:

Donna Ebbs
Carin Davis
Tegan Molloy
Laurence Braun
Patrick Callen

Hasbro Studios:

Stephen Davis
Linda Steiner
Michael Vogel
Brian Lenard
Kathy Page
Robert Fewkes
Sophia Hussain

Hasbro Brand:

Mark Wiesenbahn
Matt Mattus
Valerie Jurries
Donna Tobin

MY LITTLE PONY IV
"Princess Twilight Part 1"
Episode 401
Written by: Meghan McCarthy

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TEASER

EXT. CANTERLOT - DAY

APPLEJACK, PINKIE PIE, RARITY, FLUTTERSHY, and SPIKE are lined up next to one another and looking up into the sky.

1 RAINBOW DASH (O.S.)
You gotta really flap 'em hard.

We PAN UP to reveal RAINBOW DASH hovering mid-air with PRINCESS TWILIGHT SPARKLE in front of her. Twilight FLAPS her wings so rapidly they create a forceful wind that blows Rainbow Dash off-screen.

A beat and then Rainbow Dash re-enters frame. This time in front of Twilight.

2 RAINBOW DASH (CONT'D)
Maybe not quite that hard.

Twilight stops FLAPPING and we PAN DOWN with her as she suddenly drops out of the sky and lands awkwardly next to her friends.

3 APPLEJACK
Looking good up there, Princess
Twilight.

*
*

4 PRINCESS TWILIGHT
Applejack, you know you don't have
to call me that.

*
*
*

5 RARITY
Why do you protest so? You've
already given up wearing your
crown all the time, the least you
can do is embrace your new title.

*
*
*
*
*

6 PRINCESS TWILIGHT
If other ponies want to address me
that way I suppose it's fine. But
not my friends. It just doesn't
feel right.

*
*
*
*
*

Princess Twilight <SIGHS> and lowers her head.

7 PRINCESS TWILIGHT (CONT'D)
And neither does all this flying
business.
(then)
The Summer Sun Celebration is only
two days away and I'm never going
to be ready to perform my part.

*
*
*
*
*

Rainbow Dash drops down next to Twilight.

8 RAINBOW DASH
Not if you spend all your time
down here you won't.
(then)
Now get up there and show
everypony the big finish!

Twilight gets a determined look in her eye, takes to the sky, and goes into an aerial loop-d-loop.

9 RARITY/AJ/PP/FLUTTERSHY
Beautiful, darling!/Great
form!/Work it, girl!/Yay!

Twilight smiles. Then realizes she is heading into a cloud bank. She tries to backpedal but instead crashes through the clouds. Disoriented she flails her legs and wings wildly, and ends up doing several awkward loop-d-loops before plummeting to the ground.

She lands on her hooves, but her forward momentum causes her to trip and fall on her belly. She skids across the ground on her stomach and screeches to a stop in front of her friends.

Pinkie Pie claps her hooves enthusiastically.

10 PINKIE PIE
Wow! That was a big finish!

END TEASER

MAIN TITLES

ACT I

FADE IN:

CLOSE ON - A STAINED GLASS WINDOW

It depicts Twilight wearing her Princess Crown with her wings outstretched.

11 RARITY (O.S.)
You look amazing, darling.

We WIDEN to REVEAL:

INT. CANTERLOT TOWER - SOON AFTER

Twilight stands with Applejack, Pinkie Pie, Rarity, Fluttershy, Rainbow Dash and Spike who admire the window.

12 RARITY
They've really captured your regality.

13 PRINCESS TWILIGHT
I suppose.

Princess Twilight turns away from the window and begins to walk down the long corridor. The other ponies follow.

14 RARITY
Don't be so modest, dear. It's everypony's dream to someday wear a crown and have their coronation ceremony preserved in stained glass for all to see.

*

15 RAINBOW DASH
I don't know that it's every pony's dream.

*

16 PINKIE PIE
Most of my dreams are about frosting.
(then)
Creamy, creamy frosting.

Pinkie Pie licks her lips and stares off dreamily.

17 FLUTTERSHY
Speaking of frosting, we'd better get going. We don't want to miss our train.

18 RAINBOW DASH
Uh. What exactly does catching a train have to do with frosting?

19 FLUTTERSHY
Pinkie Pie is in charge of the cakes for our celebration back home. If we miss our train she won't have time to frost them all.

20 APPLEJACK
Fluttershy's right. Don't know about y'all but I've still got bushels to do to get ready.
(MORE)

APPLEJACK (CONT'D)

The official Celebration may be here in Canterlot but whoo-wee has the Mayor got one heck of a party planned back home.

Applejack reads the disappointed look on Twilight's face.

21 APPLEJACK (CONT'D)

Aw, don't look like that, sugarcube. You get to be right there with the other princesses when Celestia raises the sun.

22 PRINCESS TWILIGHT

And I'm honored. Really I am.

(then, wistful)

It's just that the Summer Sun Celebration is what first brought all of us together.

She looks at her Ponyville friends.

23 PRINCESS TWILIGHT (CONT'D)

It doesn't feel right not getting to spend such a special day with my Ponyville friends.

24 RARITY

It doesn't feel right to us either, darling.

(then)

But we do understand your royal duties must come first.

The other ponies <AD-LIB AGREEMENT>.

25 APPLEJACK

The Summer Sun Celebration may have brought us together, but it's something much bigger that'll always keep us connected.

Applejack gestures to another stained glass window.

26 APPLEJACK (CONT'D)

Exhibit A.

REVEAL: It portrays our Mane 6 defeating Nightmare Moon with the Elements of Harmony.

27 APPLEJACK (CONT'D)

The six of us are united by the Elements of Harmony. No amount of "royal duties" is gonna change that.

(MORE)

APPLEJACK (CONT'D)

(then)
Right everypony?

Everyone but Pinkie Pie nods and <AD-LIBS AGREEMENT>.

28 APPLEJACK (CONT'D)
Right, Pinkie Pie?

Pinkie Pie is still lost in a daze.

29 PINKIE PIE
(dreamily)
Creamy, creamy frosting.

30 FLUTTERSHY
(to Twilight)
You should take that as a "yes".

DISSOLVE TO:

EXT. TRAIN STATION - SOON AFTER

Princess Twilight and Spike <AD-LIB GOOD-BYES> as Pinkie Pie, Rainbow Dash, Rarity, Applejack, and Fluttershy prepare to board the train.

31 APPLEJACK
Gonna write you just like we
promised. Give you so many details
it'll be like you're right there
with us.

32 RARITY
And you will be with us right
after the celebration.
(then)
We already have an appointment on
the books to discuss the royal
upgrades to your loft decor.
I've got some fuschia window
treatments in mind that are
absolutely to die for.

33 TRAIN CONDUCTOR (O.S.)
Last call for Ponyville!

The Ponyville Ponies give Twilight a few final embraces,
then quickly board the train.

*

34 PRINCESS TWILIGHT
<SIGH> I can't help it, Spike.
They've only been gone a minute
and I already feel like I'm
missing something.

A CANTERLOT PEGASUS approaches Twilight, levitating an envelope in front of him. *

35 CANTERLOT PEGASUS
For the Princess. *

Spike jumps up and retrieves the envelope, then reads aloud from the letter inside. *

36 SPIKE
Dear Twilight, You aren't missing anything. Your friend, Applejack. *

But as Twilight looks out at the departing train and sees her friends all chatting and laughing together without her she doesn't look so sure that's true.

37 PRINCESS TWILIGHT
But I am. I just know it. *

DISSOLVE TO:

EXT. CANTERLOT CASTLE - EVENING - ESTABLISHING

EXT. CANTERLOT TOWER - CONTINUOUS

Spike scans a lengthy scroll as Twilight levitates next to him, gently flapping her wings.

38 SPIKE
Check. Check. Check. Check. Check.
Check. And... check.
(then)
Whatta you know? We are way ahead
of schedule.
(then, proudly)
I credit your extremely competent
assistant.

Twilight gives him a little smile.

39 PRINCESS TWILIGHT
So do I.

40 SPIKE
The Celebration isn't until the
day after tomorrow. We could still
fit in a quick trip to Ponyville
and be back in plenty of time to
finish off these last few things
before the main event.

Twilight drops down next to Spike.

41 PRINCESS TWILIGHT
That would be nice, Spike. But
what if something else came up
while we were gone?
(then)
What if we were delayed getting
back and I wasn't able to finish
everything on that list?
(increasing anxiety)
What if we lost the list on the
way to Ponyville and then couldn't
remember which things we'd done
and which things we hadn't done
and then spent so much time trying
to figure out what we hadn't done
and what we had done that we
ruined the entire celebration by
not doing the one really important
thing we were supposed to do?

A beat.

42 SPIKE
So that's a "no", then?

43 PRINCESS TWILIGHT
These are the first royal duties
Princess Celestia has given me. I
can't risk letting her down.

44 PRINCESS CELESTIA (O.S.)
And I'm sure you won't.

WIDEN TO REVEAL that PRINCESS CELESTIA is approaching.

45 SPIKE
Your highness.

Spike bows in reverence. Princess Twilight starts to do
the same but Princess Celestia gently nudges her back up.

46 PRINCESS CELESTIA
No need for that now, Princess
Twilight.

47 PRINCESS TWILIGHT
Sorry.

48 PRINCESS CELESTIA
No need to apologize.

49 PRINCESS TWILIGHT
Sorry.

Twilight smiles sheepishly.

Princess Celestia crosses to a nearby window and gazes out at the FULL MOON that now appears in the night sky. *

50 PRINCESS CELESTIA
I must admit that it is wonderful
to actually be looking forward to
the Summer Sun Celebration.

Twilight gives Princess Celestia a quizzical look.

51 PRINCESS TWILIGHT
What do you mean?

Princess Celestia continues to gaze at the moon. *

52 PRINCESS CELESTIA
For my subjects it has always been
a celebration of my defeat of
Nightmare Moon, but for me it was
just a terrible reminder that I'd
had to banish my own sister.

Princess Twilight considers this for a moment.

53 PRINCESS TWILIGHT
I guess I'd never really thought
about it that way.

Princess Celestia's looks to a tower that can be seen through the window. Standing at the top is PRINCESS LUNA. *
*

54 PRINCESS CELESTIA
But now it has become a wonderful
reminder of her transformation
back into Princess Luna and our
happy reunion. *

She turns back to face Twilight and Spike.

55 PRINCESS CELESTIA (CONT'D)
I'm so pleased that you will be
playing a role in the festivities.
(then)
I know it must have been difficult
to see your friends return to
Ponyville without you.

56 PRINCESS TWILIGHT
Maybe a little.

57 PRINCESS CELESTIA
You may no longer be my student,
but I hope you know that I will
always be here if you need me.
(then)

(MORE)

PRINCESS CELESTIA (CONT'D)

Just as I know that you will
always be there when I need you.

Princess Celestia gives Twilight a little nuzzle.

58 SPIKE

<CLEARS HIS THROAT> I think this
guy needs you.

WIDEN TO REVEAL: A member of the ROYAL GUARD waits
patiently with a scroll in his mouth. He sets it down.

59 ROYAL GUARD

A message for Princess Twilight,
actually.

Twilight eagerly uses her magic to unfurl the scroll.
Her eyes scan the page.

60 PRINCESS TWILIGHT

<GIGGLES>

61 PRINCESS CELESTIA

A letter from Ponyville I presume?

*

Princess Twilight looks up from the scroll.

*

62 PRINCESS TWILIGHT

Applejack was just updating me on
their celebration plans. Pinkie
Pie accidentally frosted the--
(quickly)
Nevermind. It's not important.

*

*

*

*

*

She uses her magic to roll up the scroll and returns to
the task at hand.

*

*

63 PRINCESS TWILIGHT (CONT'D)

Spike, where were we?

64 SPIKE

(hopeful)

About to call it a night?

65 PRINCESS TWILIGHT

We should probably go over our
checklist one more time.

Spike slumps a little.

66 SPIKE

I knew you were gonna say that.

Princess Celestia gives Twilight a little smile.

67 PRINCESS CELESTIA
I'll leave you to it.

Princess Celestia departs as Twilight looks over Spike's shoulder to peruse the checklist.

ON CELESTIA as she rounds a corner and is out of sight of Twilight and Spike. She senses something and looks down to see STRANGE BLACK WEEDS suddenly appear around her hooves. Before she has a chance to react, the VINES wrap around her and WHOOSH! pull her down into the ground.

*
*
*
*
*

DISSOLVE TO:

EXT. CANTERLOT - DAWN

The sun is just beginning to rise.

EXT. CANTERLOT TOWER - AT THE SAME TIME

PRINCESS LUNA stands at the top of the tower. Her horn GLOWS as the moon begins to drop down in the sky and the sun continues to rise.

Luna suddenly gets a strange look on her face. She glances down to see that TENTACLE-LIKE BLACK WEEDS have sprouted up around her hooves.

She goes to move her right hoof, but the weeds wrap around it, pulling it back down to the ground.

INT. CANTERLOT TOWER - AT THE SAME TIME

Twilight has fallen asleep with her head on the windowsill, her checklist unfurled beneath her.

She groggily opens her eyes and rubs the sleep from them with her hooves. She looks out the window, then tilts her head, a puzzled look on her face.

68 PRINCESS TWILIGHT
Spike.

REVEAL: Spike is sound asleep in a little bed on the other side of the room.

69 SPIKE
(in his sleep)
Check.

Twilight moves from the window and rouses Spike.

70 PRINCESS TWILIGHT
Spike!

Spike slowly opens his eyes and stretches.

71 SPIKE
What time is it?

72 PRINCESS TWILIGHT
It's the middle of the night.
(then)
But it could be morning.
(then)
That's just it. I can't tell.

73 SPIKE
Huh?

Twilight nudges Spike out of bed and toward the window.
He hops up on the windowsill to take a look.

74 SPIKE (CONT'D)
That's weird.

REVEAL: Through the window we can now see what has left
Spike and Twilight so confused. The moon and sun both
hang in the sky, parallel to one another.

75 PRINCESS TWILIGHT
Come on, Spike. We have to find
out what's going on.

Spike jumps off the windowsill and onto Twilight's back
and she makes for the exit.

EXT. CANTERLOT TOWER - A MOMENT LATER

Twilight, with Spike still on her back, emerges from the
castle. They join a handful of CANTERLOT CITIZENS who
are staring up at the sky, confused.

76 CANTERLOT UNICORN
What do you think it means?

One of the citizens realizes Princess Twilight is now
among them.

77 CANTERLOT PEGASUS
Princess Twilight will know.

<WALLA> as the crowd gathers around Twilight looking for
an explanation. She tries to get a word in as they ask a
million questions at once.

78 PRINCESS TWILIGHT
(stammering)
I'm sure it's just...There's
certainly a logical...

Just then, a pair of ROYAL GUARDS rush up to Twilight and whisk her away from the crowd.

79 ROYAL GUARD
Your highness, you must come with
us.

Once they are out of earshot of the crowd, he continues.

80 ROYAL GUARD (CONT'D)
It's Princess Luna and Princess
Celestia.

81 ROYAL GUARD #2
They're gone.

Off Twilight's shocked expression we...

END ACT I

ACT II

INT. CANTERLOT CASTLE - THRONE ROOM - A MOMENT LATER

Princess Twilight and Spike are with the Royal Guards.

82 TWILIGHT
But, but I don't understand. Where
are they?

83 ROYAL GUARD #2
We don't know. It seems that
Princess Celestia and Princess
Luna have simply...

The Royal Guard leans in close.

84 ROYAL GUARD
(a whisper)
...vanished.

Spike's eyes go wide.

85 SPIKE
VANISHED?!

Spike quickly covers his mouth.

86 ROYAL GUARD #2
This is why we have come to you.

The two Royal Guards bow in reverence to Twilight.

87 ROYAL GUARD
We await your command.

88 PRINCESS TWILIGHT
My command?

The two Guards lift their heads.

89 ROYAL GUARD
We're officers of the Royal Guard.
We take our orders from royalty.
With Princess Luna and Princess
Celestia gone and Princess Cadance
overseeing the Crystal Empire now,
that means we take our orders from
you.

*
*

The royal guards bow in reverence again.

A beat as Twilight lets this sink in.

The Guards realize a command is not forthcoming and share
a look -- what do we do?

Royal Guard #2 steps forward to get Twilight's attention.

90 ROYAL GUARD #2
(gently)
Princess Twilight, there is no
time to waste. We need to know
what you want us to do.

Twilight snaps out of her daze and steels her resolve.

91 PRINCESS TWILIGHT
I want you to continue the search
for Princess Luna and Princess
Celestia. There must be some clue
that can tell us what's happened
to them.
(then)
If you find something, anything,
let me know immediately.

The guards nod their heads in understanding.

92 PRINCESS TWILIGHT (CONT'D)
We have to find them before ponies
start to panic.

93 SPIKE

Uh, Twilight, don't you think
everypony's going to realize
something is wrong when they look
up at the sky?

Twilight considers this for a moment before answering.

94 TWILIGHT

(to the guards)

The official word from Canterlot
is that this is all part of the
preparations for tomorrow's Summer
Sun Celebration.

(then)

We don't know where Princess
Celestia and Princess Luna are.
We're already in a crisis. We
don't need panic in the streets
making it worse.

*

Spike leans in close to Twilight.

95 SPIKE

(proudly)

Way to take charge, Twilight.

Just then another ROYAL GUARD (#3) bursts into the room.

96 ROYAL GUARD #3

Your highness, news from
Ponyville. The Everfree Forest.
appears to be, well, the word they
used was, "invading".

Spike and Twilight share a look of alarm.

97 SPIKE/TWILIGHT

Invading?!

INT. FLUTTERSHY'S COTTAGE - A FEW MINUTES AGO

Crammed with so many ANIMALS that Fluttershy can barely
move. The view through the windows is blocked by all the
woodland creatures. A SQUIRREL lets out a little <YELP>
as Fluttershy pushes through the throng of frightened
creatures and accidentally steps on his tail.

98 FLUTTERSHY

I'm so sorry, little squirrel.

A <GROWL> as she accidentally steps on the toe of a bear
nervously rocking back and forth.

99 FLUTTERSHY (CONT'D)

Are you alright?

The bear shakes his head "no" and points outside.

100 FLUTTERSHY (CONT'D)

My goodness, what is it that has
caused you all such distress?

<ANIMAL WALLA> as they all try to "explain" at once.

Fluttershy continues to make her way through the crowd of
nervous animals.

101 FLUTTERSHY (CONT'D)

Excuse me. Pardon me.

She reaches the front door and puts on a brave face.

102 FLUTTERSHY (CONT'D)

Whatever it is, I'm sure it's
nothing you need to really worry
about.

<FRIGHTENED WALLA> from the animals as Fluttershy opens
the door.

EXT. FLUTTERSHY'S COTTAGE - CONTINUOUS

Fluttershy peers around the doorway. Her eyes go wide.

WIDEN TO REVEAL: Snake-like vines are creeping out of the
Everfree Forest and spreading out into Ponyville.

103 FLUTTERSHY

Aaaah!

Fluttershy slams the door just as the tentacle vines
twist around her cabin.

INT. FLUTTERSHY'S COTTAGE - AT THE SAME TIME

Fluttershy has her back against the door and looks
downright terrified.

104 FLUTTERSHY

No. You were right. You should be
worried. Very, very worried.

The animals huddle around Fluttershy. Over this we HEAR:

105 APPLEJACK (O.S.)

Come on, y'all, put your backs
into it.

EXT. SWEET APPLE ACRES - AT THE SAME TIME

Applejack, BIG MAC, GRANNY SMITH, and APPLE BLOOM are trying their best to yank weeds from the ground with their teeth.

Applejack <GRUNTS> as she plants her back hooves and pulls with all her might on a stubborn weed that just won't budge.

Granny Smith <GRRRRS> like a puppy with a chew toy as she tussles with a weed, shaking her head left and right as she tries to pry it loose from the dirt.

Apple Bloom pulls and pulls and pulls. The weed she's got a hold of is coming out of the ground. But like a magician's handkerchief it doesn't seem to have any end.

Big Mac moves in to grab a weed with his teeth but just as he's about to get a hold of it, the weed disappears underground.

It then POPS UP again a few inches away. He moves to grab hold of it, but it disappears into the ground again.

A Whack-a-Mole like game ensues as he gives up trying to go after the weed with his teeth and instead tries to stamp on it with his hoof.

Unfortunately, it keeps disappearing, and then appearing somewhere else just as he's about to crush it with his hoof.

Applejack releases her stubborn weed.

106 APPLEJACK

Dagnabit! We ain't never had this
kind of trouble with weeds before.

Big Mac misses stomping the weed again.

107 BIG MAC

Nope.

Applejack examines the weed she's just released more closely.

108 APPLEJACK

Now that I think about it. I've
never even seen these kind of
weeds before. Have y'all?

Big Mac stamps his foot, once again failing to get to the weed in time before it disappears into the dirt.

109 BIG MAC
Nope.

110 APPLE BLOOM
Hate to break it to you, sis, but
it looks like we're gonna keep
seeing more of 'em.

REVEAL: Patches of weeds are POPPING UP all over.

111 APPLEJACK
Where the heck are these things
comin' from?
(then)
And what in tarnation is going on
with the sky?

*
*
*

We PAN UP as the Apple family looks up at the moon and
sun in the sky. Ominous looking BLACK SPIKY CLOUDS move
across the frame.

*
*
*

EXT. EVERFREE FOREST/EXT.PONYVILLE - AT THE SAME TIME

The black, spiky RAIN CLOUDS rise up out of the Everfree
Forest and, much like the snake-like vines on the ground
below, descend upon Ponyville.

*

112 RAINBOW DASH (O.S.)
Oh, no you don't.

REVEAL: Rainbow Dash staring down a black cloud.

113 RAINBOW DASH (CONT'D)
This is Ponvyille territory. And
we aren't due for rain for until
after the Summer Sun Celebration.
(then)
You Everfree clouds need to just
head on back to where you belong.

The spiky black cloud doesn't move.

*

114 RAINBOW DASH (CONT'D)
Gonna make me do this the hard
way, huh?

Rainbow Dash backs up and then goes roaring toward the
black cloud, prepared to give it a nice big head-butt.

BAM! She hits the cloud with her head, but it doesn't
move an inch.

A dazed, Rainbow Dash starts to fall from the sky, but
regains her bearings just in time, and zooms back up
again. Only to find even more of the black clouds.

ZAP! She narrowly avoids a BOLT of LIGHTNING.

Frustrated, she gives the cloud a good swift kick, and then winces in pain. The cloud hasn't moved an inch.

INT. CAROUSEL BOUTIQUE - AT THE SAME TIME

OPAL grooms herself as Rarity uses her magic to pour herself a cup of tea.

115 RARITY
<HUMMING>
(then)
Oh I do so enjoy a cup of tea in
the morning.
(then)
It is morning, isn't it?

She looks out the window.

116 RARITY (CONT'D)
Something a bit strange about the
sky.

She turns away from the window and doesn't notice the
BLACK VINES that have begun to creep inside. They emit
strange ELECTRICAL SPARKS.

*
*
*

Rarity's horn lights up as she uses her magic to lift her
teapot. Suddenly, her horn begins to let out little
SPARKS. She REACTS as without warning, the teapot begins
to go haywire, pouring tea into the sugar bowl, then into
a flowerpot, then on the head of a mannequin.

*
*

117 RARITY (CONT'D)
What in the name of calming
chamomile is going on?

The teapot pauses mid-air then turns and begins chasing
Opal around the room.

118 RARITY (CONT'D)
Opal, darling, I'm so sorry. I
promise I'm not doing this on
purpose...

Rarity shakes her head, her horn sparking again. Opal
DIVES out of the way as the teapot suddenly CRASHES to
the ground and SHATTERS.

Opal gives Rarity the evil eye.

119 RARITY (CONT'D)
It wasn't me. I swear.

Rarity then looks around, suspicious.

120 RARITY (CONT'D)
Sweetie Belle, if this is some
sort of prank you and your little
Crusader friends are pulling, I
find very little humor in it.

Just then, SWEETIE BELLE bursts into the room, a
terrified look on her face.

121 SWEETIE BELLE
Rarity, you have to help me. I...
I think something's wrong with my
horn.

Sweetie Belle points her horn at a nearby bolt of fabric.
The fabric lifts off the ground, but then suddenly starts
unfurling and draping over everything in the room.

122 SWEETIE BELLE (CONT'D)
That wasn't what I was trying to
do!

Opal returns to grooming herself as the still unfurling
fabric chases a terrified Rarity and Sweetie Belle around
the room.

123 RARITY
Help! We're about to be pummeled
by polyester!

*

EXT. CANTERLOT TOWER - NOW

Spike struggles to keep up with Twilight as she races out
of the tower. (NOTE: Twilight should now be wearing her
crown with her Element of Harmony embedded in it.)

*

*

124 SPIKE
(out of breath)
Where are we going?

125 TWILIGHT
To Ponyville. Princess Luna and
Princess Celestia are missing.
The Everfree Forest is "invading".
Whatever is going on I'm sure
we're going to need our friends
and the Elements of Harmony to
stop it.
(then)
I just hope we haven't missed the
train.

126 SPIKE
Uh, Twilight, there is another way
for us to get to Ponyville,
remember?

Twilight stops running.

127 TWILIGHT
There is?

Spike realizes she's stopped too late, crashes into her
and falls back onto his bum. Twilight uses one of her
wings to help him to his feet.

128 SPIKE
You can fly.

Twilight eyes the wing she's just used to help Spike up.

129 TWILIGHT
(sheepishly)
Oh. Right.

EXT. PONYVILLE - SOON AFTER

BLACK VINES twist their way through the town, wrapping
around buildings, overturned carts, and CITIZENS too slow
to get out of their way.

The black EVERFREE CLOUDS send SNOW, then RAIN, then
LIGHTNING down upon the PANICKED PONIES below.

Pinkie Pie stands amidst the chaos, looking up into the
sky. She slips into a PARKA, abandons it for a RAIN COAT
and RAIN HAT, then whips out a KITE with a KEY attached
to its string.

130 PINKIE PIE
Make up your mind!

Applejack races into frame and pushes Pinkie Pie out of
the way just as a BLACK VINE comes bursting through the
ground right where Pinkie Pie was once standing.

EXT. PONYVILLE TOWN SQUARE - A MOMENT LATER

Rarity, Fluttershy, and Rainbow Dash are gathered under
the gazebo.

131 RARITY
Something very strange is going on
and I for one would appreciate an
explanation.

*
*
*
*

132 RAINBOW DASH

Don't look at me. All I know is
the sky's split in two and these
clouds moving in sure aren't from
around here.

*
*
*
*
*

133 APPLEJACK (O.S.)

Neither are all these crazy
plants.

REVEAL: Applejack and Pinkie Pie brave WHIPPING VINES and
a TORRENTIAL DOWNPOUR to get to their friends.

134 APPLEJACK (CONT'D)

They're comin' from the Everfree
Forest. And try as we might, us
Earth Ponies can't do anything to
get rid of 'em.

(then, to Rarity)

Don't suppose you know any magic
that might stop 'em from
spreading?

135 RARITY

Alas, this whole "raging forest"
situation seems to have left my
horn on the fritz.

(then)

Believe me, you do not want a
demonstration.

She shakes off a length of fabric that is still wound
around her back leg.

*

136 FLUTTERSHY

We have to figure out something. I
don't know how much more of this
Ponyville can take.

WIDEN TO REVEAL: Ponyville has been almost completely
overtaken by the fast-growing foliage.

Various terrified citizens can just barely be seen
peering out their windows. Their view blocked by the
criss-crossing vines that have ensnared their homes and
businesses.

HAIL, RAIN, and SNOW continue to fall from the storm
clouds above. Accented by random BOLTS of LIGHTNING.

137 FLUTTERSHY (CONT'D)

I don't know how much more I can
take.

She REACTS with a <FRIGHTENED YELP> as a vine snakes its
way around her ankle.

138 APPLEJACK

The Forest is expandin', y'all.
And judgin' by how fast it's
movin', it don't seem content just
takin' over Ponyville.

(then)

I reckon before long it'll cover
half of Equestria.

*

Rarity, Rainbow Dash, Pinkie Pie, and Fluttershy share
concerned glances as...

*

*

Elsewhere, black vines BURST out of the ground. The MAYOR
rushes for the safety of TOWN HALL as the vines emerge
from the ground all around her. She just barely makes it
inside as we...

*

*

*

*

END ACT II

ACT III

EXT. SKY - SOON AFTER

Twilight, her wings extended, bursts into frame with
Spike holding onto her back for dear life.

She awkwardly banks left, then right. Spike clutches
Twilight's neck even more tightly.

139 SPIKE

I'm starting to wish we'd taken
the train!

140 PRINCESS TWILIGHT

Almost there.

Twilight lowers her head and DIVES out of frame.

EXT. GOLDEN OAK LIBRARY - A MOMENT LATER

A victim of the expanding Everfree Forest, it too is now
wrapped in vines. Some of its branches are heavy with
snow. Others are soaked from what must have been a
torrential downpour. Still others look like they've been
charred by lightning.

141 SPIKE (O.S.)

Incoming!

Suddenly, a BLUR of PURPLE, PINK, and GREEN plummets from the sky and goes CRASHING through the top branches of the tree.

142 TWILIGHT AND SPIKE
<IMPACT GRUNTS>

The blur is revealed to be Twilight and her terrified dragon passenger as each impact with a branch or vine slows their descent.

Twilight finally hits the ground, somehow managing to land on her feet, albeit very awkwardly.

Spike leaps off her back and kisses the ground.

143 SPIKE
<KISSING SOUNDS> Sweet ground.
Sweet, sweet, wonderful ground.

144 PRINCESS TWILIGHT
Okay. I get it. I need to work
on my flying.

Twilight makes her way to the entrance of the Golden Oak Library. It appears that someone else has already hacked through the vines that once blocked the entrance.

145 PRINCESS TWILIGHT (CONT'D)
Come on, Spike. We need to get
the Elements of Harmony and find
the others.

INT. TWILIGHT'S LOFT - A MOMENT LATER

Twilight and Spike burst through the door.

146 RARITY (O.S.)
Oh, thank goodness.

REVEAL: Rarity, Applejack, Pinkie Pie, and Rainbow Dash. They are surrounded by open books. <EXCITED WALLA> as the friends greet Spike and Twilight.

147 APPLEJACK
(re: the open books)
Sorry 'bout all this, but you
weren't here to ask permission and
we were gettin' desperate.
(then)
We were hopin' one of your books
might explain what in the hay is
goin' on around here.

148 PINKIE PIE

Don't know if you've noticed, but
the Everfree Forest is just a
teeny-tiny bit out of control.

Her NOSE TWITCHES and she ducks just seconds before a
VINE <CRASHES> through a nearby window.

149 APPLEJACK

Guess it turned out you were
missing something here in
Ponyville after all.

150 RARITY

Perhaps you already know what's
causing all of this calamity?
Princess Celestia has sent you to
dispel of it post haste?

The other ponies look to Twilight, hopeful.

151 PRINCESS TWILIGHT

Not exactly. You see, Princess
Celestia is, well she and Princess
Luna are both... missing.

<GASPS> from Spike and Twilight's Ponyville friends.

Twilight eyes Spike who has his hands over his open mouth
and a shocked expression on his face.

152 PRINCESS TWILIGHT (CONT'D)

Spike, you already knew they were
missing.

153 SPIKE

I know. But it's still pretty
shocking when you hear it said out
loud.

154 PRINCESS TWILIGHT

I don't know who has taken them.
But I've got a hunch we're going
to need the Elements of Harmony to
get them back.

Princess Twilight uses her magic to retrieve the Elements
of Harmony and distribute them among her friends. (NOTE:
These are the Elements in their necklace and tiara form.
Twilight will already be wearing hers.)

*
*

Rainbow Dash grins.

155 RAINBOW DASH

Oh yeah. Just like old times.

Pinkie Pie POPS UP and offers up "hoof bumps" to Twilight and Rainbow Dash.

156 PINKIE PIE
Boo-yah!

Applejack sidles up to Twilight.

157 APPLEJACK
Told you we'd always be connected
by the Elements.
(then)
Now we just gotta figure out who
to aim these bad boys at so we can
get Celestia and Luna back and
keep the rest of Equestria from
becoming plant food.
(then)
Any ideas?

158 PINKIE PIE
I haven't found squat in any of
the books I've been looking
through.

Pinkie Pie gestures to several opened COLORING BOOKS. A
pack of CRAYONS emptied next to them.

159 PINKIE PIE (CONT'D)
Oops. Missed a spot.

She picks up a crayon with her teeth and colors the book.

Twilight crosses to the one window through which she can
still see Ponyville. The rest have been completely
blackened out by the vines that encircle the library.

We see TWILIGHT'S POV of the sky split in two. The moon
still on one side. The sun on the other.

A black cloud moves into frame and a BLIZZARD's worth of
SNOW falls. The snow cloud moves away and is replaced by
a black rain cloud that sends down a TORRENTIAL DOWNPOUR.

TWILIGHT'S POV PANS DOWN as the rain falls on the
seemingly sentient vines that thirstily lap it up.

Twilight turns away from the window to face her friends.

160 TWILIGHT
Half-day. Half-night. Strange
weather patterns. Out of control
plants.
(then)
(MORE)

TWILIGHT (CONT'D)

I think I'm starting to get a
pretty good idea of who we're up
against.

EXT. PONYVILLE TOWN SQUARE - SOON AFTER

Twilight and her friends are now wearing their Elements
of Harmony and have very angry looks on their faces.

Twilight starts to POWER UP her horn.

161 RARITY

Your magic. It's still
functional?

Princess Twilight nods.

162 RARITY (CONT'D)

Seems there is another benefit to
your recent transformation.

Princess Twilight finishes POWERING UP. There is a FLASH
of LIGHT and then a familiar voice.

163 DISCORD (O.S.)

(singing)

Winter wrap up. Winter--- wha-?

REVEAL: DISCORD is now standing before the girls. He has
a bar of soap in one hand and a loofah sponge in the
other. Spike fearfully ducks behind Twilight.

164 DISCORD (CONT'D)

Now Twilight, you know Princess
Celestia said you were to give me
a heads up before you summoned me
with that little spell she gave
you.

(then)

In case you hadn't noticed, I was
in the middle of a particularly
invigorating shower.

(then, singing again)

Winter wra--

165 PRINCESS TWILIGHT

(cutting him off)

First of all, it's *Princess*
Twilight, and secondly, enough is
enough. Release Princess Celestia
and Princess Luna and stop the
Everfree Forest from invading.

166 DISCORD
Why whatever are you talking
about?

167 APPLEJACK
Don't play dumb with us. We know
you're the one behind all of this.

Discord looks around at the chaos that is now Ponyville.

168 DISCORD
Don't get me wrong, I absolutely
love what you've done with the
place, but I couldn't possibly
take responsibility.

He sidles up next to Fluttershy.

169 DISCORD (CONT'D)
I'm reformed. Don't you remember?

170 RAINBOW DASH
Yeah. Right. This has got your
cloven foot-prints all over it.

171 DISCORD
I'll have you know I only have one
cloven foot.

*
*

He points to his feet, revealing one is a dragon foot.
Rainbow Dash rolls her eyes.

*
*

172 DISCORD (CONT'D)
Such accusations.
(then)
And here I thought we were
friends.

*
*

173 PINKIE PIE
Drop the act, buster..
(eyes narrowing)
...we're onto you.

174 DISCORD
Ladies, ladies, I'm innocent.
(then)
Would I lie to you?

The ponies share a look, then reply in unison:

175 PONIES
Yes!

176 DISCORD
Well, then, it seems we've reached
an impasse.

(MORE)

DISCORD (CONT'D)

I'm telling the truth, but you think I'm lying.

(then)

What do good friends like us do in a situation like this, Princess Twilight?

(then, an aside)

Congrats on the promotion by the way. You totally deserve it.

177

RAINBOW DASH

I say we blast 'em back to stone.

178

APPLEJACK/RARITY

Works for me./ Here! Here!

The three ready their Elements of Harmony, but Fluttershy steps in front of Discord.

179

FLUTTERSHY

We can't do that. What if he really is telling the truth?

180

DISCORD

Finally, somepony willing to give me the benefit of the doubt.

(then to the others)

The rest of you could learn a lot about friendship from my dear pal, Shutterfly here.

181

FLUTTERSHY

(quietly)

Fluttershy.

182

DISCORD

(feigning innocence)

What did I say?

183

PRINCESS TWILIGHT

<EXASPERATED HARUMPH> We haven't got time for this. We need to get Princess Celestia and Princess Luna back. We need to stop the Everfree Forest. And we need to do it now!

(then, to Discord)

If you're not the one responsible, then help us figure out who is.

184

DISCORD

I suppose I could, but after all the hoof-pointing and besmirching of my good name I just don't know if I'm up to it.

Discord lounges in mid-air, grabs a pair of vines, and begins KNITTING with them.

Princess Twilight buries her head in her hooves in frustration.

185 DISCORD (CONT'D)
Why don't you ask your zebra
friend if she knows anything?

Discord doesn't bother to look up from his knitting as he casually gestures to ZECORA who is slowly approaching the group. Her legs buckle under the weight of a heavy pack filled with nearly all of her worldly possessions.

186 PRINCESS TWILIGHT
Zecora!

Princess Twilight and the others rush over to her, helping to remove the pack from her back.

187 ZECORA
From my home, I have had to flee.
The forest has grown too wild even
for me.

188 APPLEJACK
Any idea why all this is
happening?

189 ZECORA
I'm afraid it is a mystery to me
as well...

She eyes Princess Twilight, an idea forming.

190 ZECORA (CONT'D)
But I may have something that if
combined with a spell...

Zecora digs through her bag.

191 ZECORA (CONT'D)
Sometimes the past can explain the
present day. This potion may be
able to show you the way.

She retrieves a SMALL VIAL of PURPLE LIQUID.

192 ZECORA (CONT'D)
I did not think to use it myself.
The results would be tragic. It
only responds to alicorn magic.

She places it on the ground in front of Twilight.

*
*
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*

193 ZECORA (CONT'D)

Princess Twilight you can turn the
potion from purple to white. After
a sip you may see why the Everfree
is angry and the sky is day and
night.

*
*
*
*

Princess Twilight aims her horn at the purple liquid.
Her WINGS EXTEND a bit as she FIRES HER HORN at the vial.

Pinkie Pie quickly moves in to get a closer look, her
eyes crossing as she peers into the vial. She reacts as
the liquid inside turns from purple to white.

194 PINKIE PIE

Oooohhh.

*

Twilight open the vial and uses her magic to lift it to
her lips and take a sip.

A beat. Nothing happens.

195 PRINCESS TWILIGHT

Doesn't seem to be work--

Her eyes suddenly GLOW WHITE.

*

The frame is suddenly filled with a FLASH of WHITE LIGHT.

FADE IN ON:

INT. CASTLE OF THE TWO SISTERS - THRONE ROOM - NIGHT

It's dark, but by the light of a full moon, we can just
make out a PAIR OF THRONES at one end of the room. In one
is carved a moon. In the other a sun.

Twilight stands in the middle of the room, trying to get
her bearings.

196 TWILIGHT

Where am I?

Twilight turns and is thrilled to find Princess Luna
standing in the far corner of the room.

197 PRINCESS TWILIGHT

Princess Luna!

Twilight starts to move toward her but is met by an angry
glare from her fellow Princess.

198 PRINCESS LUNA

Not another step.

199 PRINCESS TWILIGHT
I don't understand. Where are we?
Why did you and Celestia
disappear?

Princess Luna's mouth curls into an angry snarl.

200 PRINCESS LUNA
Did you really expect me to sit
idly by why they all basked in
your "precious light"?

Now Twilight is really confused.

201 PRINCESS TWILIGHT
"Precious light"?

202 PRINCESS LUNA
There can only be one Princess in
Equestria. And that Princess will
be me! <TERRIFYING LAUGHTER>

Twilight's eyes go wide as Luna suddenly...

....TRANSFORMS into NIGHTMARE MOON!

*

Her body begins to elongate.

*

Legs.

*

Neck.

*

Wings.

*

She is now a towering figure with a sinister smile.

*

The transformation continues as almost like ink spilled
on the page, the color BLACK spreads across her purple
coat and wings, finally seeping into her horn.

*

*

*

Her light blue mane dissolves into a dark blue starry
mist.

*

*

203 NIGHTMARE MOON
<MANIACAL LAUGHTER>

*

*

Twilight is too stunned to move.

PHZAMMM! Nightmare Moon fires a BLAST from her horn.

Twilight DIVES out of the way, barely avoiding being hit
by Nightmare Moon's powerful magic.

PHZAMM! Nightmare Moon fires another shot!

Twilight reacts in surprise as it misses her by a mile.

REVEAL: The blast was not intended for Twilight, but for Princess Celestia who has powered up and is using her magic to DEFLECT that of her sister.

204 PRINCESS CELESTIA
Please, my sister. Do not do this!

PHZAAMM! Another blast from Nightmare Moon.

PHZAAMM! It is countered by Celestia.

PHZAAMM! PHZAAMM! PHAZAMM!

Off Twilight's terrified expression we...

SNAP TO BLACK.

END PART I