Distribution:

Production:
Devon Cody
Meghan McCarthy
Jayson Thiessen
Ashley Irving-Scott

The HUB:
Donna Ebbs
Carin Davis
Tegan Molloy
Laurence Braun
Patrick Callan

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

Hasbro Brand:
Mark Wiesenhahn
Matt Mattus
Valerie Jurries
Donna Tobin

MY LITTLE PONY IV
"Princess Twilight Part 2"
Episode 402
Written by: Meghan McCarthy

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ACT IV

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

Twilight cowers in a corner in fear as the throne room comes <CRASHING DOWN> around her.

Twilight REACTS as...

PHZAAMM! A wayward blast of magic RIPS a HOLE in the ceiling revealing the FULL MOON in the night sky.

Nightmare Moon basks in the light of it as she stares down her sister, her horn glowing and at the ready.

Twilight steels her resolve and rushes to Princess Celestia's side, powering up her own horn.

1 PRINCESS TWILIGHT
Luna! Think of how long you were banished to the moon. You'll give us no choice but to send you back there if you don't stop.

Princess Luna doesn't even look in Twilight's direction.

2 PRINCESS TWILIGHT (CONT'D)
Luna! Luna!

Still no reaction. Her steely gaze remains focused on Princess Celestia.

3 PRINCESS TWILIGHT (CONT'D)
(to herself)
Why can't she hear me?

4 PRINCESS CELESTIA
Luna, I will not fight you. You must lower the moon. It is your duty.

5 NIGHTMARE MOON
"Luna", who is this Luna, of which you speak? I am Nightmare Moon!
(then)
I have but one royal duty now--

Her eyes glow white hot.

6 NIGHTMARE MOON (CONT'D)
--To destroy you.

She FIRES a BLAST at Princess Celestia who narrowly avoids being hit and takes to the sky through the hole in the ceiling.

(NOTE: Princess Luna's magic blast should land far enough away that it would not burn or scorch her.)

7 NIGHTMARE MOON (CONT'D)
And where do you think you are going?

Nightmare Moon flies up through the hole in the roof.

Twilight's wings extend and she takes to the sky after them. Albeit, with far less skill then the two Princesses she is chasing after.

EXT. SKY - NIGHT - A MOMENT LATER

Twilight pursues Princess Celestia and Princess Luna as they zip around the magnificent spires of the castle.

Nightmare Moon continues FIRING at her sister. Her blasts of magic missing her sibling, but taking off huge chunks of the castle's stone facade.

Nightmare Moon's eyes narrow as she POWERS UP once more and...

PHZAAMM! Sends a mighty blast straight at Celestia who WINCES as she is HIT.

Twilight REACTS as the injured Princess Celestia goes plummeting toward the roof of one of the castle's structures.

8 PRINCESS TWILIGHT
Celestia!

Princess Twilight zooms toward Princess Celestia but cannot reach her before...

<SMASH> she CRASHES through the roof.

Nightmare Moon <LAUGHS MANIACALLY> as a horrified Twilight DIVES DOWN through the hole in the roof left by Princess Celestia's falling body.

INT. CASTLE - ELEMENTS ROOM - CONTINUOUS

Princess Twilight lands next to the crumpled figure of Princess Celestia. Debris from the roof is scattered around them on the floor.

Twilight bends down next to Celestia's limp body. Her eyes welling with tears.

9 PRINCESS TWILIGHT
No. Please. No.

Twilight hangs her head in despair. She doesn't see Princess Celestia blink her eyes.

10 PRINCESS TWILIGHT (CONT'D)
Why would Luna do this? Why now?

Princess Twilight begins to <SOB>.

A beat as Twilight's <SOBBING> competes with the <MANIACAL LAUGHTER> of a victorious Nightmare Moon.

With her head down and her eyes closed, Twilight doesn't notice that Princess Celestia has begun to stir.

It's slow going at first but soon enough she is back on her feet. Twilight looks up at her.

11 PRINCESS TWILIGHT (CONT'D)
(overwhelming relief)
You're alright.

She leaps to her feet.

12 PRINCESS TWILIGHT (CONT'D)
You're alright!

Princess Celestia doesn't react to Twilight's excited response to her recovery, and instead walks away from her.

13 PRINCESS TWILIGHT (CONT'D)
(confused)
Princess Celestia?

No response.

14 PRINCESS CELESTIA
Oh, dear, sister. I am sorry, but you have given me no choice but to use these.

Twilight <GASPS>.

REVEAL: Princess Celestia stands before a pedestal that holds the ELEMENTS of HARMONY.

15 PRINCESS TWILIGHT
Are those...the Elements of Harmony? But that's how they looked in... *

She trails off as it suddenly hits her where she is.

16 PRINCESS TWILIGHT (CONT'D)
(a realization)
The past. This is the night you banished her...

Princess Celestia retrieves the Elements and without a word to Twilight, rises up through the hole in the ceiling.

Twilight looks up into the night sky.

From her POV we see...

Nightmare Moon REACT in HORROR as Princess Celestia harnesses the power of the Elements of Harmony. (NOTE: We should just see a flash of light illuminate Nightmare Moon. From this angle we can't see exactly how Princess Celestia is powering up the Elements.)

17 NIGHTMARE MOON
NOOOOOO!!!

ON TWILIGHT as she is hit by a blinding FLASH of LIGHT and everything goes WHITE.

FADE IN ON:

EXT. PONYVILLE TOWN SQUARE - CONTINUOUS

Twilight slowly opens her eyes to see Zecora, Spike, and the other Mane 6 eyeing her strangely.

18 PRINCESS TWILIGHT
Why are you all looking at me like that?

One of her eyes still glows in its socket. She gives her head a little tap and it stops.

19 APPLEJACK
It's just you were mumblin' to yourself, then started actin' like you were flyin'.

20 PINKIE PIE
Don't forget the uncontrollable sobbing.

21 FLUTTERSHY
We were really worried about you.

22 DISCORD (O.S.)
I, for one, found it delightful.

REVEAL: Discord is sitting in a levitating theater seat holding a BAG of POPCORN.

23 DISCORD (CONT'D)
Sort of a one-pony theater piece, if you will.
(then)
You should really consider taking it on the road.

Twilight shoots him a look.

24 DISCORD (CONT'D)
What is with all the side-eye today? I was paying you a compliment.

25 RAINBOW DASH
So... did you find out whose rump we need to kick and where we can find 'em?

Rainbow Dash does a few karate moves.

26 PRINCESS TWILIGHT
I saw something from a long time ago. <DISAPPOINTED SIGH> But it didn't explain what's happening now.

27 ZECORA
Perhaps farther back still are the answers you seek?

Zecora nudges the vial of purple liquid toward Twilight.

28 ZECORA (CONT'D)
Another sip of the potion will give you a peek.

Twilight lifts the potion with her magic.

29 SPIKE
Are you sure about this?

Twilight answers by taking several sips of the potion.

A beat and then her eyes begin to glow white. *

Discord tosses popcorn into his mouth.

30 DISCORD
Oh, I do hope she breaks into song this time.

Zecora, Spike, and the other ponies all glare at him.

31 DISCORD (CONT'D)
(feigning innocence)
What?

ON Twilight's GLOWING WHITE EYES. *

A FLASH OF WHITE brings us to...

EXT. SKY - DAY - THE EVEN MORE DISTANT PAST

A checker board patterned sky. Plants sprout upside down from clouds. Buildings float upside down into frame and then suddenly plummet out of sight.

Twilight struggles to keep up with Princess Celestia and Princess Luna who are now engaged in a far less playful game of chase with Discord.

Every time they almost get to him - POP! - he suddenly disappears, then pops up somewhere else far away.

He finally pauses on a cloud to catch his breath, giving Celestia, Luna, and Twilight an opportunity to catch up.

32 DISCORD
This is so much fun, my pets. We should really get a game of pin-the-tail-on-the pony going next. *

33 PRINCESS CELESTIA
Play time is over for you Discord.

Discord snaps his fingers and produces a small pouch. He munches on the strange looking snack it contains.

34 DISCORD
Oh, I doubt that.
(then)
Hungry?

Discord offers up his snack bag. They make no effort to accept his offer.

35 DISCORD (CONT'D)
Suit yourselves.
(then)
You don't mind if I do, do you?

Celestia and Luna produce the Elements of Harmony.

36 DISCORD (CONT'D)
Oooh. Whatcha got there?

37 PRINCESS CELESTIA
The Elements of Harmony.

38 DISCORD
Sounds fancy.

39 PRINCESS LUNA
With them we shall defeat you and bring harmony to this land.

Princess Celestia and Princess Luna begin to POWER UP. Discord starts to <GIGGLE>.

40 DISCORD
(through laughter)
I'm sorry. It's just that you should see yourselves right now.
(laughing even harder)
The expressions on your faces. So intense. So sure of yourselves.
(then)
Hilarious. Absolutely hil--

POW! Discord's frivolity is cut short as he is turned to stone by the sudden blast of Princess Celestia and Princess Luna's magic combined with the Elements of Harmony.

A FLASH OF WHITE and we are in...

EXT. FOREST - NIGHT - THE EVEN MORE DISTANT PAST

Twilight follows a PRINCESS LUNA and PRINCESS CELESTIA through the forest. (NOTE: This forest should be bright and cheery. Very different from the Everfree Forest.)

41 PRINCESS LUNA
Can't we rest for but a moment?

42 PRINCESS CELESTIA
No, dear sister.
(then)
It won't be long now.

Twilight brings up the rear as the sisters enter a clearing. They stop at the edge of a ravine. Princess Luna looks down into it.

43 PRINCESS LUNA
<GASP> The Tree of Harmony.

44 PRINCESS TWILIGHT
(confused)
The <u>Tree</u> of Harmony?

Twilight joins Princess Celestia and Princess Luna as they fly down to the tree. Princess Luna shines her light on the tree's trunk.

45 PRINCESS LUNA
Look.

We PAN DOWN the trunk of the tree, revealing that carved into it are Princess Celestia, Princess Luna, and Princess Twilight's CUTIE MARKS.

As Princess Luna steps aside, an awed Twilight reaches out with her hoof and touches the carving in the tree that looks so much like the mark on her flank.

46 PRINCESS TWILIGHT
My Cutie Mark.

Suddenly, the ravine is filled with COLORFUL LIGHT.

Twilight's eyes go wide.

REVEAL: In the center of the tree and now shining brightly are the ELEMENTS of HARMONY.

Princess Celestia hovers next to the Elements. It is the light of her horn that is passing through them and making them glow. She looks down at Princess Luna.

47 PRINCESS LUNA
Are you sure?

48 PRINCESS CELESTIA
We have managed to discover the only means by which we can defeat Discord and free the citizens of Equestria.
(then)
We did not travel so far and face so many trials to have second thoughts now.

Twilight continues to watch in awe as the Princess Luna joins her sister and the two siblings use their magic to pluck the Elements from the tree.

As they are removed, an indention in the shape of each element appears in the tree's thick green foliage. The indentions seem to pulsate.

49 PRINCESS CELESTIA (CONT'D)
Even without the Elements, the Tree of Harmony will possess a powerful magic. As long as that magic remains, it will continue to control and contain all that grows here.

Princess Twilight REACTS as she hears that last part.

Then her eyes begin to glow. *

There is a FLASH of WHITE LIGHT and we are back in...

EXT. PONYVILLE TOWN SQUARE - CONTINUOUS

Twilight snaps out of her daze and finds her friends staring at her expectantly.

50 SPIKE
So, whatja find out?

51 TWILIGHT
I still don't know what's happened to Princess Luna and Princess Celestia, but I think I know why the Everfree Forest is acting this way.
(then)
Something's happened to the Tree of Harmony.

52 RAINBOW DASH
The Tree of what now?

53 TWILIGHT
The Tree of Harmony. It's where Princess Celestia and Princess Luna found the Elements. I think it's in danger.

54 APPLEJACK
Well, alright then, let's go save a... tree.
(then)
Where is it exactly?

Twilight gestures to the Everfree Forest. It was spooky-before. Now it is flat-out terrifying.

55 PRINCESS TWILIGHT
I think it's in there. *

Twilight's friends jaws drop at the not-so-good news.

56 DISCORD
(gleefully)
I'm going to need more popcorn.

END ACT IV

ACT V

EXT. PONYVILLE TOWN SQUARE - A MOMENT LATER

The ponies have recovered from their shock at the news they'll be heading into the Everfree Forest.

57 DISCORD
Come on ladies, into the woods we go.

58 PRINCESS TWILIGHT
You're staying here to help Ponyville.

59 DISCORD
What are you talking about? Ponyville is fine. *

Just then, an ENORMOUS VINE rips the top off the CLOCK TOWER and smashes it into the ground a few feet away.

60 DISCORD (CONT'D)
Oh, alright.

Zecora approaches the ponies.

61 ZECORA
A warning to you all as you take on this endeavor. Every creature in the forest is even nastier than ever.

Off the girls concerned faces we...

DISSOLVE TO:

EXT. EVERFREE FOREST - SOON AFTER

Fluttershy, Applejack, Rainbow Dash, Twilight (with Spike on her back), Rarity, and Pinkie Pie look into the Everfree Forest. There is no longer a clear path to follow into the woods. (NOTE: It might be nice if this shot were identical to the one in Episode 102 when they first head into the Everfree Forest.)

62 RARITY
Seems like only yesterday we were heading into these woods to find the Elements of Harmony.

63 PRINCESS TWILIGHT
Seems like only yesterday I was foolish enough to think I should go after them on my own.
(then)
I don't know what we're going to face in there. But whatever it is, I know we need to face it together.

Her friends <AD-LIB AGREEMENT>

64 PINKIE PIE
(then)
Whee! Let's go!

Pinkie Pie rushes into the forest, runs smack dab into a tangle of vines and is bounced back to her friends.

65 PINKIE PIE (CONT'D)
(to Twilight)
Maybe you should lead the way.

DISSOLVE TO:

EXT. EVERFREE FOREST - SOON AFTER

Twilight uses her magic to hack through the overgrown brush. Spike, Applejack, Rainbow Dash, Fluttershy, Pinkie Pie, and Rarity follow silently behind.

A <STRANGE SNAPPING> cuts through the silence.

The girls share nervous glances.

66 PRINCES TWILIGHT
Everypony stay close.

The ponies smoosh themselves so close together they can barely move.

67 PRINCESS TWILIGHT
Maybe not that close.

The ponies separate.

Another <STRANGE SNAPPING SOUND>.

68 FLUTTERSHY
Wh-wh-what is that?

The group reaches a particularly thorny patch of weeds and vines that block their path.

Twilight gives the vines a ZAP and they fall away to reveal...

A POND.

Twilight gestures to the row of sharp gray rocks that form a pathway across it.

69 PRINCES TWILIGHT
We can use those to cross.

She takes a cautious step toward the first rock when suddenly..

ROAR! An enormous mouth filled with razor sharp teeth emerges from the pond.

Twilight leaps backward falling into her friends and knocking them over like bowling pins.

Twilight and the others scramble to their feet as emerging from the pond is an enormous crocodile like creature with gray skin. It almost looks as if it were made out of stone. We'll call it...

70 RARITY
A Rockadile! Run for your lives.

The ponies scatter as the ROCKADILE gives chase, snapping its massive jaws at them.

The Rockadile goes after Pinkie Pie who scrambles up a tree. Now at a safe distance, she <BLOWS A RASPBERRY> at it.

The Rockadile turns and sets its sights on Rarity who is frozen in fear.

71 RARITY (CONT'D)
<HORRIFIED SQUEAL>

Just then, Rainbow Dash swoops in and pulls her out of harms way.

72 RAINBOW DASH
You call that "running for your life"?

The Rockadile turns and spots Twilight who carries a terrified Spike on her back.

73 SPIKE
(soothingly)
Nice, Rockadile. You don't want to hurt me. We're practically cousins.

ROAR! The Rockadile leaps for Spike and Twilight.

Twilight takes off running.

Twilight looks behind her to see the Rock-a-dile closing in, its jaw open wide.

74 SPIKE (CONT'D)
Up, Twilight! Use your wings!

Twilight tries to take to the sky, but in her haste to extend her wings, accidentally gets one caught between some twisted vines.

She tries desperately to pull herself loose but it is no use. The Rockadile is just about to snap its jaws down on her when it is suddenly YANKED BACKWARD out of frame.

REVEAL: A lasso made out of vines is wrapped around his tail. Applejack leads the other ponies in pulling the Rockadile away from Twilight.

After much effort, they manage to tie their end of the lasso securely around a tree.

ANGLE ON TWILIGHT who manages to extricate her wing from the vines. A moment later her friends rush to her side.

75 FLUTTERSHY
Oh, my goodness. Oh my goodness.

Twilight winces a little as she tucks her wing back into her side.

76 PRINCESS TWILIGHT
<u>That</u> was close.

77 APPLEJACK
A little too close if you ask me.

The other ponies nod in agreement.

Princess Twilight leads the group away from the still snapping Rockadile. Applejack notes Twilight wincing as she pulls her injured wing in close.

78 APPLEJACK (CONT'D)
You sure you're alright?

79 PRINCESS TWILIGHT
I'm fine.
(re: her wings)
(MORE)

PRINCESS TWILIGHT (CONT'D)
I just can't seem to get these new wings to do what I want when I want them to do it.

80 RAINBOW DASH
Aw, you'll figure it out eventually.

81 PRINCESS TWILIGHT
"Eventually" isn't soon enough.

Applejack stops walking.

82 APPLEJACK
You have been havin' an awful lot of trouble with those things.
(then)
And, well, who knows what else is gonna come after us. We could get ourselves into a whole mess a trouble and, you know weighin' the pros and cons and such it just seems-- I mean, I'm just wonderin' if maybe--

83 RAINBOW DASH
Spit it out already.

84 APPLEJACK
I'm just wonderin' if maybe we should take it from here.

85 RARITY *
What do you mean?

86 PRINCESS TWILIGHT *
Yes, Applejack, what do you mean?

87 APPLEJACK
I mean-- Maybe it wouldn't be such a bad idea for Twilight to go back to Ponyville and let us look for the Tree of Harmony without her.

88 PRINCESS TWILIGHT
What?! Why?

89 APPLEJACK
For starters, you just about got eaten by a Rockadile.

90 PRINCESS TWILIGHT
We all did. He wasn't after just me.

91 APPLEJACK
Sure. But... well, the rest of us aren't princesses.

92 PRINCESS TWILIGHT
What has that got to do with anything?

93 APPLEJACK
Princess Celestia and Princess Luna are gone... If something happened to you... I just don't think Equestria can risk losin' another Princess.

The others consider this for a moment.

94 RARITY
Applejack does make a valid point. Even if we manage to save the Tree of Harmony, it won't necessarily mean Princess Celestia and Princess Luna will return.
(then)
Equestria will need somepony to lead them in their absence.

95 PRINCESS TWILIGHT
And that somepony can be Princess Cadance.

96 RAINBOW DASH
I dunno. She's got an awful lot on her plate already. She can't exactly up and leave her post in the Crystal Empire to take over for Luna and Celestia.
(then)
Face it Twilight, Equestria needs you.

97 FLUTTERSHY
You are super important now.

98 PINKIE PIE
Super, duper important.

99 PRINCESS TWILIGHT
But the Tree of Harmony. I'm the only one who has seen what it looks like.

100 RAINBOW DASH
Huge tree. Cutie Marks on the trunk. Probably being attacked by something hideously awful.
(then)
Yeah. I'm pretty sure we'll know it when we see it.

Princess Twilight slumps a little.

101 PRINCESS TWILIGHT
All of you feel this way? Feel like I shouldn't be here?

The other ponies look at one another, then back at Twilight. They nod their heads "yes".

102 FLUTTERSHY
It is probably for the best.

Twilight considers her options as we...

DISSOLVE TO:

EXT. PONYVILLE - SOON AFTER

Discord files his nails, paying little mind to the fact that SNIPS and SNAILS are a few feet in front of him, upside down and suspended in mid-air. They are held aloft by a pair of vines that have wrapped themselves around the pair's back ankles.

103 SNIPS/SNAILS
Help! Help!

104 DISCORD
<HUMMING TO HIMSELF>

105 PRINCESS TWILIGHT
(admonishing)
Discord!

Discord looks up to see Twilight and Spike approaching. He casually zaps the vines that hold Snips and Snails captive. The two fall to the ground and run off.

106 DISCORD
(calling after him)
You're welcome!
(then, to Twilight)
No luck finding your tree?

107 PRINCESS TWILIGHT
We ran into some trouble and my friends decided it would be best if I returned to Ponyville while they continue the search.
(then)
Equestria will need me if Princess Celestia and Princess Luna don't return.

108 DISCORD
I see.

Discord reads the disappointment on Twilight's face.

109 DISCORD (CONT'D)
(feigning sympathy)
Oh, cheer up, Princess Twilight. So your friends are going off without you. You're royalty now with royal obligations.

Discord puts a comforting arm around Twilight.

110 DISCORD (CONT'D)
I'm just surprised you agreed to their plan. I never thought you'd be the kind of pony who would think she was better than everypony else.

Twilight shakes off Discord's arm.

111 PRINCESS TWILIGHT
(defensive)
I don't think I'm better than anypony.

112 DISCORD
How silly of me to assume you would think that.
(then)
All you did was choose to keep your precious Princess-self out of harm's way while your friends thrust themselves right into it.
(then)
I'm sure you'll all just be the best of pals again once they return from the terrifying, yet deeply bonding experience they are having without you.

Twilight stews for a moment, then spins on her heels and takes off back in the direction from which she just came. Spike races after her.

113 SPIKE
Where are you going?

114 PRINCESS TWILIGHT
I need to find my friends. I never should have agreed to come back here.

115 SPIKE
Come on, Twilight, Discord may be "reformed" but he's not that reformed. He's just trying to get under your skin.

116 PRINCESS TWILIGHT
Well it's working!

Discord grins as he watches Twilight and Spike head back into the wild of the Everfree Forest.

EXT. CASTLE RUINS - SOON AFTER

Applejack, Rainbow Dash, Rarity, Pinkie Pie, and Fluttershy slowly approach the bridge that leads to the ruins. (NOTE: This is the same bridge they crossed in episode 102).

Rainbow Dash is growing frustrated by the search.

117 RAINBOW DASH
Anypony else starting to think this is a lost cause? We're almost to Celestia and Luna's old castle. Kinda running out of forest here.
(then)
Maybe whatever Twilight saw when she took that crazy potion wasn't real. Maybe there is no Tree of Harmony. Maybe--

118 APPLEJACK
Maybe it's right down there. *

Rainbow Dash looks down.

REVEAL: She is hovering over a ravine. The other ponies stand at its edge, looking down.

Rainbow Dash moves in for a closer look.

119 RAINBOW DASH
Is that--? It can't be.
(then)
What's it doing down there?

120 RARITY
More importantly, how are <u>we</u> supposed to get to it?

121 PINKIE PIE
Take the stairs, silly!

Pinkie Pie bounces her way down a staircase that has been carved into the side of the ravine. Rarity, Fluttershy, and Applejack soon follow her into...

EXT. RAVINE - CONTINUOUS

Rainbow Dash drops down next to her fellow ponies and joins them as they stare in awe at the THE TREE of HARMONY. On either side of it are STRANGE TOPIARIES in the shape of unidentifiable creatures.

But the ponies focus is on the The Tree of Harmony. Its leaves have turned an ashen gray. Thorny black vines twist around it, squeezing tighter and tighter as they wind around its trunk.

122 FLUTTERSHY
It's dying.

123 APPLEJACK
So let's save it already.

Applejack moves to pull a vine from the tree's trunk, but is suddenly smacked away by another vine that encircles the tree. (NOTE: She should not be smacked in the head.) She lands on her rump next to Fluttershy.

124 APPLEJACK (CONT'D)
<IMPACT GRUNT>

125 RAINBOW DASH
Nice try.
(then)
Let me take care of this.

Rainbow Dash backs away and then zooms toward the tree, legs extended to deliver a mighty blow to the vines that strangle it.

SMACK! She too is knocked back by a twisting vine and lands on her rump next to Pinkie Pie. (NOTE: She is not smacked in the head.)

126 RARITY
Valiant effort on both your parts, but the tree remains in jeopardy.

127 APPLEJACK
And I suppose you've got a better idea.

128 RARITY
It's perfectly obvious we should... I mean anyone can see...

129 APPLEJACK
That's what I thought.

130 PINKIE PIE
Oooh. Oooh. I've got it!

Her friends look at her expectantly.

131 PINKIE PIE (CONT'D)
(cheery)
Just kidding. I don't.

132 FLUTTERSHY
I know who would know what to do.
(then)
But we sent her home.

EXT. EVERFREE FOREST - AT THE SAME TIME

An exhausted Twilight and Spike make their way through the even more dense foliage of the Everfree Forest.

133 SPIKE
Are we there yet?

Twilight stops in her tracks. She looks around. Menacing trees and thorny vines surround them. There is no clear path to follow. Twilight's shoulders slump.

134 PRINCESS TWILIGHT
I don't know where we are.
(then)
We're lost. Hopelessly, helplessly lost.

Princess Twilight slumps to the ground.

135 PRINCESS TWILIGHT (CONT'D)
I never should have left my friends.

136 SPIKE
We can't just give up.
(then)
Maybe if I get up there...

Spike scrambles up a tree.

137 SPIKE (CONT'D)
I'll be able to spot 'em.

Perched on a branch, he pushes aside a pair of enormous leaves to take a peek out at the forest.

138 SPIKE (CONT'D)
Well, whatta ya know?

SPIKE'S POV: In the distance are the ruins. Hovering just above them is the tiny figure of Rainbow Dash.

139 SPIKE (CONT'D)
See! Just leave it to good ol' Spike.

No response from Twilight.

140 SPIKE (CONT'D)
Twilight?

He pushes aside some leaves so he can look back down.

141 SPIKE (CONT'D)
<GASP>

Spike's POV of TWILIGHT who is back on her feet, but now surrounded by SHADOWY FIGURES with spindly bodies and enormous heads. They close in around her as we...

END ACT V

ACT VI

EXT. RUINS - A MOMENT LATER

Pinkie Pie, Rarity, and Fluttershy look on as Rainbow Dash and Applejack argue.

142 RAINBOW DASH
It was your idea.

143 APPLEJACK
We all agreed it was the best thing. We were tryin' to protect her.

Just then, Spike bursts onto the scene. He points back toward the area from which he's just come.

144 SPIKE
(out of breath)
Twilight. Trouble. Help.

The ponies react with concern and then take off in the direction Spike has just pointed.

EXT. EVERFREE FOREST - CLEARING - A MOMENT LATER

Princess Twilight does her best to fend off her attackers -- FOUR ENORMOUS FLOWERS that are darting around her and firing shots of powdery pollen in her eyes.

Twilight fires her magic in an effort to stop them but, blinded by the pollen, can’t see well enough to aim it effectively at her captors.

Just then, Rarity, Rainbow Dash, Pinkie Pie, Fluttershy, and Applejack burst onto the scene.

145 RAINBOW DASH
Twilight!

Twilight stops firing her magic and the flowers turn their “heads” to survey the new arrivals.

146 APPLEJACK
Listen here you rabid rhododendrons. You mess with one of us. You mess with all of us.

The flowers seem to look at one another as if formulating a plan. Just then, Pinkie Pie POPS UP in front of one of the flowers.

147 PINKIE PIE
Yoo-hoo! Come and get me.

She darts off before it can fire its pollen and it goes after her, its lengthy stem trailing behind it.

148 RARITY
Don’t forget about me!

Another flower pursues Rarity.

149 RAINBOW DASH
Up here!

Another flower shoots up into the air after Rainbow Dash who then zooms back down toward the ground.

A BLUR of ACTIVITY (and perhaps a little Circus Music) as a flower follows Pinkie Pie who bounces over Fluttershy who leaps over Applejack who dives under Rarity.

ON TWILIGHT rubbing her eyes. She opens them.

TWILIGHT’S BLURRY POV becomes clear enough to REVEAL:

The Flowers are now completely tied up in knots and unable to move. Pinkie Pie pops up behind them.

150 PINKIE PIE
Ta-da!

Just then, one of the flowers lunges for Pinkie Pie.

ZAP! It is stunned by a blast from Twilight's horn.

Pinkie Pie bounces up behind Twilight. *

151 PINKIE PIE (CONT'D) *
Whee! Ta-da times two! *

EXT. RUINS - SOON AFTER

The Ponyville Ponies lead Twilight and Spike to the ravine.

152 APPLEJACK
I sure am glad you came lookin' for us.

153 PRINCESS TWILIGHT
Not as glad as I am that you found me.

154 RARITY
The truth of it is, Twilight, we're simply lost without you.

155 RAINBOW DASH
Yeah. Equestria may need its Princess...

156 FLUTTERSHY
...But we need our friend.

Twilight stops walking and tears up a little, a bit overwhelmed by the sentiments expressed by her friends. Fluttershy notices Twilight's watering eyes.

157 FLUTTERSHY (CONT'D)
Oh dear, do you still have some of that nasty pollen in your eyes?

Twilight quickly wipes away a tear.

158 PRINCESS TWILIGHT
No. I'm fine. But...
(heart-felt)
Thank you.

Pinkie Pie suddenly bounces up between Twilight and Fluttershy.

159 PINKIE PIE
(sing-songy)
We're here!

EXT. RAVINE - A MOMENT LATER

Princess Twilight and Spike follow the Ponyville Ponies down the staircase to the Tree of Harmony. The vines around its trunk have tightened their grip. Its leaves are even grayer than before.

Twilight moves closer to the tree. Just barely visible between vines encircling the trunk is the carving in the shape of Twilight's Cutie Mark.

Twilight reaches out and touches it with her hoof. The vines immediately move to take hold of her and she quickly backs away.

Twilight looks up at the tree. OVER this we HEAR:

160 PRINCESS CELESTIA (V.O.)
Even without the Elements, the Tree of Harmony will possess a powerful magic. As long as that magic remains, it will continue to control and contain all that grows here.

Twilight flaps her wings and rises up until she is eye level with the ELEMENT-SHAPED INDENTIONS in the tree. They PULSATE as they did in the past, but only more slowly now. Like a heart-beat that is starting to give out.

Twilight drops back down to her friends.

161 PRINCESS TWILIGHT
I know how we can save the Tree of Harmony.

162 RAINBOW DASH
Knew she'd know what to do.
(then)
Spill it, sister.

163 PRINCESS TWILIGHT
1000s of moons ago Princess Celestia and Princess Luna took something from this tree. A magic it didn't need. Until now.
(then)
To save the tree we have to give it the power to save itself.
(then)
We have to give it the Elements of Harmony.

Twilight's friends react to this news.

164 RAINBOW DASH
Whoa. Whoa. Whoa. Let me get this straight. We're supposed to just hand over the most powerful magic we've got? *
How are we supposed to protect Equestria? *

The other ponies <AD-LIB AGREEMENT>. *

165 RARITY *
How are we meant to threaten Discord if *
we can't use the Elements turn him back *
to stone? *

More <AD-LIBBED AGREEMENT>. *

166 APPLEJACK
Twilight, the Elements of Harmony... *
They're what brought us all together. They're what keep us connected no matter what.

167 PRINCESS TWILIGHT
You're right about one thing, Applejack. The Elements of Harmony did bring us together. But it isn't the Elements that will keep us connected.

She looks around at the faces of her friends.

168 PRINCESS TWILIGHT (CONT'D)
It's our friendship. And it is more important and more powerful than any magic.
(then)
My new role in Equestria may mean I have to take on new responsibilities. And our friendships may be tested. But it will never, ever be broken.

The friends consider this for a moment and then quickly <AD-LIB AGREEMENT>.

169 PRINCESS TWILIGHT (CONT'D)
There's no time to lose. Everybody *
ready?

170 PONIES
Ready!

The Ponvyille Ponies, with the exception of Rarity, all give their Elements over to Twilight.

171 PINKIE PIE
Fork it over, missy. *

172 RARITY
(pouting)
It's just mine is so pretty. And it does make such a lovely accessory. Are we really sure the tree needs all of them?
(off her friends' looks)
Oh, alright. Take it.

Twilight uses her magic to remove the Elements from their settings.

Levitating them in front of her, Twilight rises up and moves them toward the indentions in the tree.

She is just about to place them in their respective spots when suddenly, without warning...

VENUS FLYTRAP-like flowers with snapping jaws SHOOT OUT from the black vines and attack Twilight.

Startled, Twilight drops the Elements and they fall back to the ground.

The Venus Flytraps move in to scoop them up, but the Ponyville Ponies spring into action and get to them first.

The girls dodge the snapping flowers, protecting their Elements by bouncing them back and forth to one another.

The keep-away game continues for a moment until finally Princess Twilight is able to use her magic to once again gather the Elements from her friends.

She flies up through the snapping Venus Flytraps toward the indentions in the tree.

EXT. RUINS - CONTINUOUS

Princess Twilight, wings fully extended, the Elements of Harmony swirling around her powered up horn, ZOOMS up into the sky with the Venus Flytraps right behind her.

She does a perfect LOOP-D-LOOP which manages to get the Venus Flytraps off her tail just long enough so that she can DIVE BACK DOWN into...

EXT. RAVINE - A MOMENT LATER

Twilight uses her magic to give the Elements over to the tree and they lock into their respective places within its foliage.

Twilight drops down to her friends and they all go wide-eyed as the Tree of Harmony begins to GLOW.

Suddenly, the vines that were choking the life out of it are turned to dust.

The ponies jaws drop as the strange creature-shaped topiaries on either side of the tree crumble to reveal...

...Princess Celestia and Princess Luna!

The tree GLOWS even more brightly.

EXT. PONYVILLE - AT THE SAME TIME

Ponyville Citizens <REJOICE> as the vines that had taken over their town retract at lightning speed back into the Everfree Forest. Discord pouts at the sight.

173 DISCORD
Oh. Poo.

EXT. RAVINE - AT THE SAME TIME

Twilight and her friends continue to look on in awe as a BEAM of LIGHT travels through the Elements and form a SPARKLING CRYSTAL RAINBOW! (NOTE: Its colors should reflect the skin tones of our Mane 6.)

The rainbow encircles Twilight, Rarity, Rainbow Dash, Fluttershy, Pinkie Pie, and Applejack and they too begin to GLOW.

The trunk of the tree suddenly OPENS UP and a GOLDEN CHEST emerges. Emblazoned upon it is Princess Twilight's Cutie Mark.

The chest suddenly opens and the Crystal Rainbow shoots down into it.

The top of the Chest <SLAMS SHUT> and the light of the Crystal Rainbow shoots through the keyholes of the 6 LOCKS that now secure it.

There is a FLASH of RAINBOW COLORED LIGHT and we...

DISSOLVE TO:

EXT. RAVINE - SOON AFTER

No more black vines. A soft glow emanates from the Tree of Harmony and the Elements within its foliage SPARKLE and SHINE. Princess Celestia and Princess Luna address Twilight and her friends.

174 PRINCESS CELESTIA
We know how difficult it must have been for you to give up the Elements. It took great courage to relinquish them.

175 PRINCESS LUNA
We are forever in your debt.
(then)
Another moment trapped within those vines and I fear our magic might have been taken from us as well.

176 PRINCESS CELESTIA
A magic we would be wise to use now, sister. If I'm not mistaken, the sun and moon both still remain in the sky.

Princess Celestia move to make their departure.

177 PRINCESS TWILIGHT
Wait!

The two princesses stop and turn to face Twilight.

178 PRINCESS TWILIGHT (CONT'D)
The chest. What's inside it?

179 PRINCESS CELESTIA
Even I do not know what it contains. But whatever it is, it is obviously meant for you.

She gestures to the Cutie Mark that decorates the chest.

180 PRINCESS TWILIGHT
But how am I supposed to open it?

181 PRINCESS CELESTIA
Six locks. Six keys.

Princess Twilight starts to ask another question, but Princess Celestia speaks before she has the chance.

182 PRINCESS CELESTIA (CONT'D)
I do not know where they are.
(then)
(MORE)

PRINCESS CELESTIA (CONT'D)
But I do know that it is a mystery you will not be solving alone.

We PAN ACROSS Twilight's friends who stand around the chest, then return to Twilight who smiles and nods in understanding.

DISSOLVE TO:

EXT. PONYVILLE - SOON AFTER

Spike and the Mane 6 emerge from the Everfree Forest to find clean up in Ponyville has already begun.

Discord zips into frame next to them.

183 DISCORD
Bravo, ladies! Bravo! However did you save the day this time? Blast a beasty with your magic necklaces, I presume?

184 RAINBOW DASH
Not exactly.

185 DISCORD
Where are those little trinkets of yours? You know, the ones you can use to send me back to my extremely uncomfortable stone prison.

186 APPLEJACK
Gone.

187 DISCORD
Gone?
(then, plotting)
Gone?

188 FLUTTERSHY
But our friendship remains.
(then)
And if <u>you</u> want to remain friends you'll stop thinking whatever it is you're thinking and help us clean up.

189 DISCORD
Fine.

He crosses his arms defiantly.

190 DISCORD (CONT'D)
But I don't do windows.

Twilight rolls her eyes and then she and her friends venture deeper into Ponyville, assessing the damage.

191 APPLEJACK
One thing I don't get. Why'd all this happen now?

192 DISCORD
I know, right? Those seeds I planted should've sprouted up ages ago.

The ponies spin on their heels to face Discord.

193 PRINCESS TWILIGHT
(furious)
What did you say?

194 DISCORD
Oh why should I try to explain it, when you can see for yourself?

Discord suddenly produces the vial of purple liquid and offers it to Twilight.

Twilight glares at Discord and then uses her magic it * turn the liquid white. She swallows it down. Her eyes * GLOW. There is a FLASH of WHITE LIGHT and we are in...

EXT. SKY - DAY - THE DISTANT PAST

Princess Twilight looks on as Princess Celestia and Princess Luna confront Discord.

195 PRINCESS CELESTIA
Play time is over for you Discord.

Discord snaps his fingers and produces a small pouch. He munches on the strange looking snack it contains.

196 DISCORD
Oh, I doubt that.
(then)
Hungry?

Discord offers up his snack bag. They make no effort to accept his offer.

197 DISCORD (CONT'D)
Suit yourselves.
(then)
You don't mind if I do, do you?

Discord tosses back some of the snack and we ZOOM IN to reveal that it looks suspiciously like a seed.

We FOLLOW one of the seeds as it misses Discord's mouth, falls down from the sky and lands in...

EXT. EVERFREE FOREST - DAY

The seed burrows into the ground. There is a FLASH of WHITE LIGHT and we are back in...

EXT. PONYVILLE TOWN SQUARE - THE PRESENT

Twilight's eyes stop swirling and she glares at Discord.

198 DISCORD
Obviously things didn't go according to my original plan. My plunderseeds should have stolen the magic from that tree and taken Princess Celestia and Princes Luna 1000s of moons ago. I had my suspicions * those two would be trouble. *
(with a sigh)
Alas it seems the Tree of Harmony had enough magic to keep them from growing up big and strong for much longer than I expected.

199 PRINCESS TWILIGHT
(furious)
You realize this is information we could have used hours ago?

200 DISCORD
And rob you of a valuable lesson about being Princess?
(then)
What kind of friend would I be?

Off Twilight's irritated look we...

DISSOLVE TO:

EXT. CANTERLOT - DAWN

TRUMPETS SOUND as the Summer Sun Celebration commences. Princess Celestia steps out onto the stage with Princess Luna on one side and Princess Twilight on the other. Behind them are three statues -- a silver moon, a golden sun, and a bronze star in the shape of Twilight's Cutie Mark.

201 PRINCESS CELESTIA *
Citizens of Equestria, it is no longer *
with a heavy heart that I raise the *
summer sun. But with great joy. For this *
celebration now represents not the defeat *
of Nightmare Moon, but the return of my *
sister, Princess Luna. *

Princess Celestia POWERS UP and uses her wings to rise up in front of her sun statue. Princess Luna does the same.

ON TWILIGHT as she takes a deep breath, extends her wings and rises up in front of her star.

MUSIC SWELLS and Princess Twilight and Princess Luna perform perfect aerial loop-d-loops before dropping down in front of their respective statues again.

Princess Luna smiles at her sister, then turns to Princess Twilight and gives her a smile.

Off Princess Twilight's proud expression we...

SNAP OUT.

END PART II