

AS RECORDED @ DMC
Thurs April 11/2013

Distribution:

Production:

Devon Cody
Meghan McCarthy
Jayson Thiessen
Ashley Irving-Scott

* PICKUP: Twilight Sparkle 04/15/2013

The HUB:

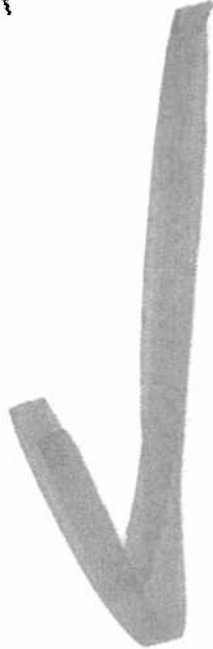
Donna Ebbs
Carin Davis
Tegan Molloy
Laurence Braun
Patrick Callan

Hasbro Studios:

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

Hasbro Brand:

Mark Wiesenbahn
Donna Tobin



MY LITTLE PONY IV
"Twilight Time"
Episode 415
Written by: Dave Polsky

Locked Polish: December 20, 2012

Polish draft: December 10, 2012

2nd draft: December 3, 2012

1st draft: November 15, 2012

Outline: October 24, 2012

Premise: September 24, 2012

FADE IN:

INT. TWILIGHT'S LIBRARY - DAY

TWILIGHT SPARKLE has SWEETIE BELLE, APPLEBLOOM and SCOOTALOO (i.e., the CMCs) with her as her guests, scattered about the room. Twilight stands with Sweetie Belle.

1 TWILIGHT

Sweetie Belle, maybe we should run through the steps another few times before you try on your own.

2 SWEETIE BELLE

Nope. Ready to give it a shot. I'm gonna start with that broom over there and lift it clear up to the ceiling.

3 TWILIGHT

(skeptical)

Okay then. Give it your best shot.

Sweetie Belle points her horn toward a BROOM propped against the wall. She STRUGGLES, GRUNTS AND GROANS as she exerts magical force, attempting to buck her head up toward the ceiling and the broom against the wall right along with it.

4 SWEETIE BELLE

Can't... seem... to...

(then, giving up)

Ouch! Phooey! I think I threw my neck out.

5 SCOOTALOO

Aw, you're okay. Maybe just sprained your pride a little.

6 APPLEBLOOM

It's okay, Sweetie Belle. A little more magic practice and lifting brooms'll be a cinch.

7 SWEETIE BELLE

I doubt it. That thing weighs a ton!

SPIKE enters.

8 SPIKE

Hey, has anypony here seen my - ?

(then)

Oh there it is.

3A

Spike obliviously strides over and grabs the broom, CASUALLY AND EFFORTLESSLY SPINNING IT as he turns to exit, WHISTLING. Sweetie Belle crosses her arms angrily and pouts.

9 ¹⁶ SWEETIE BELLE
Hmph. I'll never get my cutie mark for this.

10 TWILIGHT
Maybe not. But I'm happy to keep helping you learn just for the fun of it as long as you like.

*use last
read on page 2*

Meanwhile, Spike happens past Scootaloo with UNICYCLE PARTS strewn about her on the floor.

11 SPIKE
Hey, who's gonna clean up this mess? Not me, I hope.

12 SCOOTALOO
This is no mess! These are the carefully arranged pieces of a unicycle I took apart and will be putting back together... as soon as Twilight shows me how.

13 TWILIGHT
Scootaloo, I already told you I won't show you how. But I'll help you find the instructions so you can figure it out yourself.

14 SCOOTALOO
And by help me find the instructions you mean find them for me?

(off Twilight's look)
Blech, I hate research.

15 TWILIGHT
To your left, third shelf from the bottom. You'll find it in no time.

16 APPLEBLOOM
Thanks so much for helping us all learn these new skills, Twilight.

17 TWILIGHT
Happy to. Always glad to pass on my love of learning for learning's sake.

18 ⑨ APPLEBLOOM
Only I'm afraid I'll never get the
hang of this potion-making.

REVEAL the POTION BOTTLES and SMALL PLANT surrounding her.

19 TWILIGHT ③ ⑥
Did you follow the magic plant-
growing formula I gave you?

20 ⑨ APPLEBLOOM
Well, uh... more or less...

21 TWILIGHT ④
Hmm. More or less, huh? Well,
let's try it out on this apple
seedling and see how we do.

22 ⑩ ⑪ ⑫ APPLEBLOOM
(mixing formula)
Ooh, I hope this works!

The other ponies gather round as she POURS it onto the plant.

23 ⑭ ⑮ APPLEBLOOM (CONT'D)
Grow, seedling. Grow!

22 23 23A 23B 24 24A
The seedling STANDS UP STRAIGHTER FOR A MOMENT... and then
begin COUGHING and HACKING and WHEEZING. Applebooom's
friends STIFLE CHUCKLES while she looks around, embarrassed.

24 ⑨ APPLEBLOOM (CONT'D)
(to plant)
Laying it on a little thick, aren't
we pal?

The stricken plant LIFTS A LEAF to its "forehead" and SWOONS.

10 11 12ab 13
25 APPLEBLOOM (CONT'D)
(to plant)
Okay, knock it off!

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

EXT. SCHOOL PLAYGROUND - NEXT MORNING

The CMCs play FOUR SQUARE with a fourth pony, PIP SQUEAK, who hits the ball out of bounds. Sweetie Belle retrieves it.

26 SWEETIE BELLE
Okay, my serve.

ANGLE ON DIAMOND TIARA and SILVER SPOON.

27 DIAMOND TIARA
Yoo hoo! Gather round! It's time!

29 In response, a bunch of the other young ponies on the playground quit their play to run over and look. The CMCs, however, abstain with disdain.

28 SWEETIE BELLE
Uch, that Diamond Tiara. I can't believe she can get so many ponies to pay attention to her.

29 APPLEBLOOM
Let's just play and try to ignore her.

30 SCOOTALOO
Only one problem...

WIDEN TO REVEAL Pip Squeak disappeared along with the rest.

31 SCOOTALOO (CONT'D)
... it's hard to play four square with three ponies.

ANGLE BACK ON Diamond Tiara and Silver Spoon, with the CROWD jostling around her.

32 DIAMOND TIARA
As you know, I had promised to put on an amazing first-time-ever acrobatic display for you all today.

33 CROWD OF KIDS
<CHEERS>

34 DIAMOND TIARA
I know. It's so exciting. But I'm tired.

35 CROWD OF KIDS
<AWWWW>

31 (33)

36 DIAMOND TIARA
But I did not wish to disappoint
you all, so I brought my butler
Randolph to do them for me.

WIDEN TO REVEAL RANDOLPH THE BUTLER, he does some AMAZING
TUMBLES and BACKFLIPS and then STICKS THE LANDING.

37 (26)

<CHEERS>

CROWD OF KIDS

(33)

38 SILVER SPOON
Wow! That was amazing, Diamond
Tiara.

39

DIAMOND TIARA

I know. I don't know how I do it.

(42)

39A

The admiring crowd closes in on Diamond Tiara to offer their
adulation (while completely ignoring Randolph) while a
disgruntled group of CMCS look on.

40

APPLEBLOOM

I can't believe she gets so much
attention without even really doing
anything.

41

SCOOTALOO

She's using somepony else to build
herself up. And without even
putting in the effort to learn her
own skills like we do.

34

36

37

38

39

40

(41)

*

42

SWEETIE BELLE

Hey, come to think of it, if we get
really good at the stuff Twilight's
teaching us, we could be the big
shots around here for a change.

34

35

* use first line from take 34
a add to rest of
line from take 35.

43

ALL THE CMCS

(considering this)

Hmm...

(35)

DISSOLVE TO:

EXT. SCHOOL PLAYGROUND - FANTASY

43A

The CMCS stand amidst a crowd of their fellow classmates,
much like the one Diamond Tiara just gathered.

44

SCOOTALOO

Check this out. With one wing tied
behind my back.

57-58 (63)

5

43

44A

Impossibly fast, Scootaloo whips parts together into a unicycle and presents it proudly, WOWING the crowd.

45

APPLEBLOOM

And check this out.

Applebloom POURS potion onto a seed and a suddenly a tree full of fruit grows to full height in its place.

46

SILVER SPOON

La-de-da. An apple tree.

47

APPLEBLOOM

Correction. A candy apple tree.

The crowd is WOWED once again.

48

SWEETIE BELLE

And check this out.

Sweetie Belle points horn and lifts it toward the sky. WIDEN TO REVEAL her magically holding Diamond Tiara up in the air.

49

DIAMOND TIARA

Hey! Put me down!

DISSOLVE TO:

INT. SCHOOL PLAYGROUND - BACK TO SCENE

Sweetie Belle chuckles to herself while the real Diamond Tiara stands next to her, looking on.

50

DIAMOND TIARA

Hey, can't you hear me? I'm right next to you!

51

SWEETIE BELLE

(snapping out of it)

Huh? Wha?

52

DIAMOND TIARA

I was asking if your sister Rarity will be taking you to Manehattan anytime soon.

53

SILVER SPOON

Because if she is maybe you can meet up with us while we hang out with a bunch of famous celebrities.

54

SCOOTALOO

Cool!

6

68 69 74 75 76 77 78
55 APPLEBLOOM

(surprised)

Wow that's... pretty nice of you guys.

70
56 SWEETIE BELLE

Actually, my sister hasn't offered to take me to Manehattan anytime soon.

57 DIAMOND TIARA

Yeah, we figured.

They bump flanks as they chant.

58 DIAMOND TIARA/SILVER SPOON

Bump. Bump. Sugarlump. Rump.

<GIGGLES>

Sweetie Belle FUMES.

59 SWEETIE BELLE

Oh yeah, well, I don't have to go all the way to Manehattan to hang out with the famous and super-cool. Me and my friends hang out with Princess Twilight all the time!

(then, to CMCs)

Come on, guys.

As they walk off, Diamond Tiara and Silver Spoon stand frozen with SHOCK and AMAZEMENT.

60 DIAMOND TIARA

D-d-d-did you say "Princess Twilight?" You hang out with her all the time? For reals?

61 APPLEBLOOM

Not all the time. More like once a week.

71 72
62 SCOOTALOO

She helps us learn cool new stuff to do. That we actually do.

(pointedly)

Ourselves.

63 DIAMOND TIARA

You must bring me along next time you go!

64 SILVER SPOON

Bring us along!

65 ⁷² DIAMOND TIARA
I mean we used to see her around
town all the time. And I thought
whatever.

68 SILVER SPOON
Me too. I thought that.

69 DIAMOND TIARA
But now she's a *Princess*, which
makes her totally awesome.

70 ⁷³ SILVER SPOON
Plus she has wings.

71 ⁷³ DIAMOND TIARA
And she's an Alicorn. So can I?

72 SILVER SPOON
We?

73 DIAMOND TIARA
Go?

A beat. The CMCs all exchange bewildered looks.

73A ⁷² APPLEBLOOM
Well, I don't think we should -

75 SWEETIE BELLE
Won't you two excuse us a moment?

Sweetie Belle forcefully YANKS Applebloom aside to discuss.
Scootaloo follows.

75A ^{78 79} SWEETIE BELLE (CONT'D)
We should totally say yes. This is
a golden opportunity!

76 APPLEBLOOM
Are you kidding? I don't want them
laughing at us while I'm mixing
potions and accidentally sendin'
plants into choking fits!

77 SWEETIE BELLE
But don't you get it? They'll have
to learn something, too.

77A SCOOTALOO
And how will they laugh at us when
they're so busy trying to learn
stuff of their own?

*

*
*
*

78 (79)

41

*
*
*
*
*

EXT. TWILIGHT'S LIBRARY - LATER THAT WEEK

The CMCs and Diamond Tiara and Silver Spoon approach, Sweetie Belle with her magic book, Applebloom with her plant, and Scootaloo with her unicycle parts.

8081

8081

81

82

82 83

82 83

PLEBLOC

54

54

TWILIGHT comes to the door and greets them.

50

me o
85

81 04 DIAMOND TIARA/SILVER SPOON (CONT'D)
It's really her! / Oh my gosh! I
don't believe it!

89 TWILIGHT
Oh, and uh, you brought guests.
Great. The more the merrier.

80
Diamond Tiara and Silver Spoon continue CARRYING ON while
following Twilight into the library. The CMCs lag behind.

90 SCOOTALOO
(to CMCs, sotto)
Am I the only one getting a bad
feeling about this... ?

INT. TWILIGHT'S LIBRARY - CONTINUOUS

They all file in. Twilight closes the door.

91 DIAMOND TIARA
Princess Twilight, it is such a
thrill and honor to be here, you
have no idea.

92 TWILIGHT
(to CMCs)
You three go ahead and set up while
I see how I can help your friends.

93 DIAMOND TIARA
Oh my gosh, who dyes your tail?

94 SILVER SPOON
I so have to get that done.

95 TWILIGHT
Actually, it's not dyed. I've
always -

96 DIAMOND TIARA
And that horn? Such a great look.

97 SILVER SPOON
Is that designer?

97A TWILIGHT
How... can a horn be... designer?

98 DIAMOND TIARA
And your shade of purple.
Fabulous.

87 88 89 90 (91)
99 SILVER SPOON
Di, You should totally be that purple,
H.

100 DIAMOND TIARA
Totally.

(to Twilight)
Is there someone you recommend I
see about that? You know, about
being purpler?

101 TWILIGHT
I'm sorry, there must be some
misunderstanding. Did you two come
here to learn something?

The CMCs rush over, one by one.

102 APPLEBLOOM SWEET BLUE
Oh yeah, they did come to learn.

103 APPLEBLOOM (CONT'D)
They were just telling us outside
how much they wanted to...

104 SCOOTALOO
... learn how to ...

105 DIAMOND TIARA
Decorate!

105A ALL THE CMCS
Yes!

107 DIAMOND TIARA
All the books you have in here make
great decorations. Very regal.

108 SILVER SPOON
So have to try that.

109 TWILIGHT
Um, they're not really decorations.
I actually read them.

Diamond Tiara and Silver Spoon look back at her blankly.

110 TWILIGHT (CONT'D)
Say, tell you what - I'll try to
think up some good decorating tips
while I help these other ponies.

90 92 (93)
111 DIAMOND TIARA
Sure, you go ahead. We can just
admire you here from afar.

A befuddled Twilight walks the CMCs across the room.

112 TWILIGHT
What's going on with your friends?

113 SWEETIE BELLE
They're not really our friends.

114 TWILIGHT
So why did you bring them?

115 APPLEBLOOM
(sheepish)
No good reason, really.

116 TWILIGHT
Listen, I'm all for helping as many
ponies as I can, but maybe we
should keep these weekly visits
just between us, hmm?
(then, brightly)
Okay, which of you wants to
practice first?

116A SWEETIE BELLE
(re: Diamond Tiara and
Silver Spoon)
But shouldn't they go first?

116B TWILIGHT
No silly, I set up Twilight Time
especially for you.
(then)
Applebloom, go ahead. Let's see
how your plant potions are coming.

Applebloom LOOKS OVER at Diamond Tiara and Silver Spoon
looking on, and starts SWEATING BULLETS, then SHOOTs A LOOK
AT SWEETIE BELLE AND SCOOTALOO.

116C SWEETIE BELLE/SCOOTALOO
(sotto)
Sorry...

INT. SCHOOL - NEXT DAY

The CMCs walk along together toward the playground entrance.

117 APPLEBLOOM
I can't believe I let you talk us
into bringing guests yesterday.

118 SCOOTALOO
I didn't hear them laugh once,
Applebloom.

118A APPLEBLOOM
Because they laughed on the inside.

119 SWEETIE BELLE
Don't worry. We won't make that
same mistake again.

EXT. SCHOOL PLAYGROUND - CONTINUOUS

The CMCs enter the playground where they are IMMEDIATELY
GREETED by Diamond Tiara, Silver Spoon and a CROWD OF KIDS.

119A APPLEBLOOM
Oh great. Look who showed up to
make fun of us.

119B SCOOTALOO
So much for learning skills to be
big shots.

120 DIAMOND TIARA
Hey, guess what! I told everyone
about your special Twilight time -

120A SWEETIE BELLE
(bracing self)
Oh no... here it comes.

120B DIAMOND TIARA
- and they all want in!

120C ALL THE PONIES
<CHEERS>

120D DIAMOND TIARA
Thanks to me you three are now the
hottest thing around. You're
welcome.

121 SILVER SPOON
(leading chant)
Twilight Time!

101 (102) (103)
122 CROWD OF KIDS
(joining in)
Twilight Time! Twilight Time!
123 SWEETIE BELLE
Uh oh.

The chant continues as the CMCs look on in dismay.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

INT. SCHOOL PLAYGROUND - SAME TIME

The CMCs glare at Diamond Tiara as the chanting continues.

124 CROWD OF KIDS
Twilight time! Twilight time!

132 SWEETIE BELLE
Wow - all these ponies really want
to meet Twilight that badly?

133 PIP SQUEAK
We love you, Cutie Mark Crusaders!

134 CROWD OF KIDS
<CHEERS>

135 PIP SQUEAK
I used to think not having a cutie
mark was lame, but now I want to be
a Cutie Mark Crusader, too!

136 CROWD OF KIDS
Twilight time! Twilight time!

137 DIAMOND TIARA
Now now, everypony. Demanding time
with a Princess as an unruly mob
simply won't do. Might I suggest
you get organized through us, the
Cutie Mark Crusaders' nearest and
dearest friends?

She CLAPS HER HOOVES, and Silver Spoon immediately ZIPS to
her side with a CLIPBOARD. Then, as the crowd presses in...

112 (116)

138 SILVER SPOON
Making a list. Everypony get it
line. No pushing. No pushing!

Meanwhile, ANGLE ON the CMCs as they confer.

117 (116)

139 APPLEBLOOM
What a mess.

140 SWEETIE BELLE
Of awesome! Don't you see... we're
really and truly and certifiably
the biggest of the big shots in
school right now.

141 SCOOTALOO
Huh?

119

142 SWEETIE BELLE
They all think we're the greatest
because we're their ticket to get
time with Ponyville's newest and
biggest celebrity: Princess Twilight.

143 APPLEBLOOM
But we're not. We just said like
two seconds ago that inviting two
ponies to Twilight Time was a big
mistake... and now we're supposed
to bring the whole class??

120

144 SWEETIE BELLE
Hmm, good point... but I know
exactly how to handle this...
(off their worried looks)

(121) Relax. I got this.

EXT. SWEET SHOPPE - DAY

The CMCs stand waiting together out front, fidgeting.

121 122 (123)

155 APPLEBLOOM
I don't like this, Sweetie Belle.

155A SWEETIE BELLE
You said not to invite them to
Twilight Time and I didn't, so
what's the problem?

124

156 SCOOTALOO
This feels like a trick.



121 123 124 25 127

157 SWEETIE BELLE
What's tricky about inviting
Twilight out for a meal thanking
her for all the nice things she's
done for us? Seems like the least
we can do the Princess.

Pip Squeak pops up from behind a bush.

158 PIP SQUEAK
Did someone say Princess?

Diamond Tiara POPS UP from behind the same bush and pulls her
back down out of sight, as her sidekick Silver Spoon pops up
and down uselessly right alongside her.

Sweetie Belle steps around BEHIND THE BUSH and reacts.

158A SWEETIE BELLE
Wait a sec, when I told you when
you could come eyeball the Princess
at one of her favorite hangouts, I
said only two or three of you tops.

REVERSE ANGLE to reveal the huge crowd of hidden classmates.

158B ALL THE KIDS
Oops.

158C SCOOTALOO
(hoarse whisper)
She's coming.

158D SWEETIE BELLE
(to hidden crowd)
Okay, but stay out of sight. We
can't have you all making a big
deal out of this, understood?

158E DIAMOND TIARA
As you wish, Sweetie Belle.

158F SWEETIE BELLE
(liking this)
Yes. As I wish.

Sweetie Belle hurries to join the other CMCs just as Twilight
arrives.

161 TWILIGHT
Sorry I'm late. Today's been so
busy I've barely eaten a thing.

161-1

Twilight strides inside. The CMCs let out a sigh with relief at escaping this close call and follow.

INT. SWEET SHOPPE - A LITTLE LATER

Twilight eats the EXTRAVAGANT TREATS set before them with GUSTO. Meanwhile the CMCs merely pick at their food, fidgeting nervously, while MRS. CAKE waits on other tables. *

161A TWILIGHT

(mouth full)

I'm so glad you all asked me to join you here today. I'm so honored.

161B SWEETIE BELLE

You are?

161C TWILIGHT

When you first asked me to help you develop new skills, I thought: working with young students so devoted to the joy of learning purely for its own sake? What could be better? You all remind me of myself when I was your age. *

161D SWEETIE BELLE

Yes, well, we feel the same way. *

161E APPLEBLOOM

That's why we invited you here. *

161F SCOOTALOO

Because of our love of learning. *

REVERSE ANGLE to reveal what the CMCs are looking at. Over Twilight's shoulder we see a big crowd of their schoolmates pressed against the window, jostling for position, ogling, taking pictures, etc.

161G TWILIGHT

(mouth full)

Mmm, this stuff is delicious.

(to Mrs. Cake, re: plate)

More of whatever this was, please. *

(to CMCs)

Come on, eat up. Am I the only one with an appetite here?

The CMCs all look exceedingly uncomfortable.

138 139 140
 163 SWEETIE BELLE
 We all had big breakfasts, I guess.

Twilight, noticing the CMCs seem distracted by something behind her, begins to turn around.

164 ALL THE CMCS
 (alarmed)
 Twilight!

Too late, but in that SPLIT SECOND the crowd of onlookers is somehow able to DUCK COMPLETELY OUT OF SIGHT. Twilight, seeing nothing unusual, turns back around to face the CMCs.

165 TWILIGHT
 Uh huh? What is it?

And in the SPLIT SECOND that Twilight resumes her conversation, the crowd behind her POPS RIGHT BACK INTO VIEW, resuming their ogling and jostling without missing a step.

A beat as the CMCs try to think of something conversational.

166 APPLEBLOOM
 (re: her full plate)
 Want some of mine?

Twilight eyes the confection as PINKIE PIE wanders over.

168 PINKIE PIE
 Twilight! So great to see you.
 Haven't seen you here in, like,
 forever-and-a-half!

169 TWILIGHT
 I know. I've been so busy I forgot
 how delicious everything is here.

172 PINKIE PIE
 Totally!
 (then, re: crowd outside)
 Hey, what's going on out there?

The CMCs panic, but the CROWD DUCKS as Twilight turns.

173 PINKIE PIE (CONT'D)
 Nevermind. They're gone.

Twilight shrugs and turns back. The CROWD REAPPEARS.

174 PINKIE PIE (CONT'D)
 They're back!

The CMCs panic, but the CROWD DUCKS as Twilight turns.

139 140
175 PINKIE PIE (CONT'D)
Nevermind. They're gone.
(then, skipping away)
La la la la la.

Twilight looks confused, but dismisses it as she returns to eating with zeal. Meanwhile, ANGLE ON Scootaloo noticing all the pictures being taken by the crowd outside... and she can't help herself. She starts striking poses, throwing her arms around her friends with a big cheesy smile, etc.

Twilight sees this and seems completely perplexed.

142
176 APPLEBLOOM
(through clenched teeth)
Knock it off...

Twilight spins around quickly, CATCHING THE CROWD FLATFOOTED. They FREEZE... and then duck out of sight way too late.

1314
177 TWILIGHT
(getting up)
What is the world is going on out there?

The CMCs watch her go, helpless and terrified.

140
178 APPLEBLOOM
(mocks Scootaloo's poses)
What was all this? And this?

141
179 SCOOTALOO
I couldn't help it. When I don't smile in a picture I look sad.

Then, as Twilight exits the Sweet Shoppe to investigate...

140
180 SWEETIE BELLE
Oh, we're gonna look sad all right.

EXT. SWEET SHOPPE - SAME TIME

Twilight steps outside to stare bemused at the still-ducking crowd of kids. They look up at her, completely busted.

1314
181 TWILIGHT
Did you all... drop something?

They all slowly rise, embarrassed...

... and then immediately SWARM HER FOR AUTOGRAPHS.

15
Twilight - mid / perplexed

181A ALL THE KIDS
<ENTHUSIASTIC CLAMOR>

182 DIAMOND TIARA
Get my picture with her!

Silver Spoon readies the shot as Diamond Tiara throws an arm around Twilight. Pip Squeak jumps into frame.

183 PIP SQUEAK
Me first!

184 SILVER SPOON
(to Pip Squeak)
Hey, get out of the shot!

INT. SWEET SHOPPE - SAME TIME

Sweetie Belle, Applebloom and Scootaloo - still at their table - peer nervously out the window at the pandemonium.

185 SWEETIE BELLE
This is bad.

186 SCOOTALOO
Twilight's gonna be so ticked at us.

187 APPLEBLOOM
I told you this was a terrible idea.
(rising heavily)
Time to go face the music.

EXT. SWEET SHOPPE - MOMENTS LATER

A frantic mob CLAMORS for Twilight's autograph.

188 TWILIGHT
You seriously all want my autograph?? But... why?

189 DIAMOND TIARA
Oh, so modest. Could she be more divine?

190 PIP SQUEAK
If I don't get your autograph, I might cry. And explode.

16(7)
21
191 TWILIGHT

Okay, I'll sign just a couple more
for you ~~kids~~ but then I really must
get back to my little friends.

Then, as the CMCs skulk out from the shop...

192 TWILIGHT (CONT'D)

Oh there you are.

193 PIP SQUEAK

Wow, to think I've been to the
Sweet Shoppe so many times never
knowing it was the regular hangout
for a Princess!

194 TWILIGHT

This isn't my regular hang out.

(re: CMCs)

I'm only here to be with them.

(then)

Thanks guys, this was fun. See you
around.

Then, as Twilight walks off...

195 PIP SQUEAK

Y-y-y-you mean, Princess Twilight
decides where it's cool to go based
on... where they go?

The mob pivots as one to GAZE IN AWE at the CMCs.

196 ALL THE CMCS

(bewildered)

Wha - ?

NOW it's the CMCs who get mobbed for autographs, while
Diamond Tiara and Silver Spoon look on.

197 DIAMOND TIARA

(to Silver Spoon)

My my, look who just became
superstars.

INT. SCHOOL - DAY

Diamond Tiara and Silver Spoon look on as the CMCs are
surrounded by a slew of admiring classmates.

198 DIAMOND TIARA

This is terrible.

170 (171)

199 SILVER SPOON
I was totally thinking the same
thing.

(then, at a loss)
Why was I thinking that?

200 DIAMOND TIARA
Because now everypony wants to be
with the Cutie Mark Crusaders so
badly we've lost complete control
of the situation! We better act
fast if we want to worm our way
into their inner circle first.

They DART toward the CMCs, pushing their way to the front of
the throng surrounding them.

201 DIAMOND TIARA (CONT'D)
(to Sweetie Belle)
May I carry your books?

202 SILVER SPOON
(to Scootaloo)
May I carry yours?

Seeing this, Pip Squeak GRABS APPLEBOOM'S BOOKS, yanking.

203 PIP SQUEAK
Gimme!

EXT. SCHOOL PLAYGROUND - LATER

The CMCs play Four Square with a classmate. Sweetie Belle
serves to her, and - instead of hitting the ball back - she
strikes a pose for a PHOTOGRAPH. As soon as the FLASH GOES
OFF, Pip Squeak starts pushing her out of the way.

204 PIP SQUEAK
(in line)
Great! I'm next!

Reveal Pip Squeak is next in a long long line that winds its
way around the playground.

Sweetie Belle serves to Pip Squeak, who poses for a
PHOTOGRAPH instead of hitting the ball back, exactly as the
previous pony did. Then the next pony in line steps up...

205 APPLEBOOM
This is the worst game of four
square ever.

173 (176)

206 SCOOTALOO
Is it? Or is it the awesomest?

207 SWEETIE BELLE
We're celebrities now. Get with
the program, A. B.

208 APPLEBLOOM
Who's A.B.?

209 SWEETIE BELLE
You are. It's your new celebrity
nickname.

210 SCOOTALOO
Because you're friends with P.T.

211 APPLEBLOOM
Princess... Twilight...

212 SCOOTALOO
Maybe being friends with P.T. is
what we're meant to get our Cutie
Marks for.

213 SWEETIE BELLE
(posing for photo)
Say celbre-cheese!

For the NEXT PHOTO Sweetie Belle and Scootaloo eagerly join
in on the posing. Applebloom not quite so much.

ANGLE ON Diamond Tiara conferring with Silver Spoon.

214 SILVER SPOON
But what if they still don't invite
us back for Twilight Time?

215 DIAMOND TIARA
Don't worry. I've got that all
figured out.

Diamond Tiara SNICKERS SLYLY. Silver Spoon attempts same.

ANGLE ON Pip Squeak getting Sweetie Belle's attention during
their ongoing Four Square photo session.

216 PIP SQUEAK
I'm opening a new lemonade stand.
Won't you come to the grand
opening?
(off her hesitation)
I'll give you free lemonade for a
week.

Sweetie Belle glances over at her fellow CMCs.

173 179
217 SWEETIE BELLE
Relax. I know exactly how to
handle this.

EXT. PONYVILLE - LEMONADE STAND - DAY

CAMERA VIEW of the three CMCs smiling broadly as they
together CUT THE RIBBON on a BRAND NEW LEMONADE STAND.

180 181
218 CROWD OF KIDS
<CHEERS>

EXT. PONYVILLE - LEMONADE STAND - A LITTLE LATER

As a party goes on around them, the three CMCs lounge around
happily guzzling lemonade, their bellies swollen.

182 183 184
219 PIP SQUEAK
(with tray)
More lemonade.

220 SWEETIE BELLE
Don't mind if I do.

She stands, the CONTENTS OF HER BELLY SLOSHING as she accepts
another glass. Meanwhile, Sweetie Belle gets a shoeshine.

45 46 47 48ab 49 50 51 52 53
221 CLASSMATE PONY #2
Done shining your hooves. It's an
honor to do you the favor.

184 185
222 SCOOTALOO
Wow, so bright I can see myself.

ANGLE ON her REFLECTION in her horseshoe, and Applebloom
crowding in to see her own reflection, too.

186 187
223 APPLEBLOOM
And so can I. Nice job bedazzling
my bow. What do I owe you?

224 CLASSMATE PONY #3
Your gratitude is thanks enough.

Diamond Tiara and Silver Spoon approach the CMCs.

225 DIAMOND TIARA
You two must come to my pool party.
It'll be much cooler than this.

As she walks away, the CMCs react.

182 (187)
225A SWEETIE BELLE
Look who's inviting who to her fancy house.

188
225B APPLEBLOOM
I believe we have arrived, Cutie Mark Crusaders.

189
225C SCOOTALOO
Game, set and match.

225D
HIGH HOOVES all around.

EXT. DIAMOND TIARA'S BACKYARD - LATER

The CMCs are with Diamond Tiara and Silver Spoon in her lavish pool, but without another pony in sight.

190 (191)
226 SWEETIE BELLE
Wow, this is nice, but there's no one else here. Why is this party cooler exactly?

192
227 DIAMOND TIARA
Because of all the ponies we're keeping out. Look.

ANGLE ON a crowd of classmates pressing up against a GATE, locked out and eagerly looking in.

193
228 SWEETIE BELLE
(climbing out)
This has been great, but we have to go. It's Twilight Time.

229 DIAMOND TIARA
So we're coming too, right?

230 SWEETIE BELLE
Actually no. We didn't have a chance to ask Twilight, so...

231 DIAMOND TIARA
Really? After all the favors we did for you?
(re: ponies outside)
After all the favors they did for you?

(190) 193

232 APPLEBLOOM
But, but, I thought you said our
gratitude was thanks enough?

(194)

233 CLASSMATE PONY #3
Twilight Time!

(195)

234 ALL THE PONIES
Twilight Time! Twilight Time!
Twilight Time!

ANGLE ON the horrified CMCs reacting to all the ponies
pressed against the gates like it's a prison riot in reverse.

(193)

235 SWEETIE BELLE
Okay. I know exactly how to handle
this... run!!

(196)
235A

As the CMCs SCRAMBLE to find a way to escape the gates and
the other ponies, we...

FADE OUT.

END OF ACT TWO.

ACT THREE

EXT. DIAMOND TIARA'S BACKYARD - MOMENTS LATER

The CMC's finishing helping each other jump the fence.

(197) (198)

236 SWEETIE BELLE
This way. I know a short cut.

237 SCOOTALOO
We got to beat them to Twilight's
so we can explain.

238 APPLEBLOOM
Then we run. Like the wind.

EXT. PONYVILLE - VARIOUS

The CMCs race behind buildings.

The CMCs race over a stream.

The CMCs briefly hitch a ride on the back of the Friendship
Express and then jump back off.

(197) (198)
238A

EXT. TWILIGHT'S LIBRARY - LATER

Winded, the CMCS approach their destination.

239 SWEETIE BELLE
(wheezing)

We made - it - quick - knock on -

Just before they get there, a few CLASSMATES ON BIKES zip in between them and the door, blocking their way. They do the KNOCKING INSTEAD. Diamond Tiara and the rest of the class, following closely behind, arrive moments later. The CMCS look on helpless and horrified as Twilight opens the door.

240 SWEETIE BELLE (CONT'D)
Twilight, we can explain.

241 APPLEBLOOM
We know you said we should keep Twilight Time to just us.

242 SCOOTALOO
We didn't mean for so many other ponies to be here. Honest!

243 TWILIGHT
(breezy and kind)
Oh don't be silly. I only meant that for your benefit, so you could get the most out of our time together. But if you want to share your time with others that's fine.

244 SCOOTALOO
So you're not mad.

245 TWILIGHT
Of course not. Come on in, everypony. Spike made nachos.

INT. TWILIGHT'S LIBRARY - CONTINUOUS

Twilight looks in at Spike holding a single plate of nachos.

246 TWILIGHT
Spike, turns out we'll need some more than that.

247 SPIKE
No problemo. How much more?

The HUGE CROWD of ponies comes POURING IN.

51 55 56
248 SPIKE (CONT'D)
(shellshocked)

Eep...

Half a second later, the nachos he's holding are all gone.

246A Spike FLEES in a panic.

INT. TWILIGHT'S KITCHEN - A MOMENT LATER

Spike rushes in, closes himself inside and proceeds to BARRICADE THE DOOR.

INT. TWILIGHT'S LIBRARY - MOMENTS LATER

The place is teeming with school age ponies. Twilight strives to impose order on the throng.

249 TWILIGHT

(shouting over ruckus)

Before we start we should maybe get a bit more organized.

(then, pointing)

Ponies interested in magic in this corner... ponies who want to learn potions over here... bookworm ponies over there...

*
*

Meanwhile, the CMCs take refuge together in a far corner of the room. Things could hardly be going better for them.

211 212 213
250 APPLEBLOOM

Incredible. Looks like everything's working out fine.

251 SCOOTALOO

And I was so afraid Twilight would be disappointed in us. Pretty silly, huh?

252 SWEETIE BELLE

Told you I knew exactly how to handle all this.

ANGLE BACK ON Twilight as ponies gather in their groups as instructed and the ruckus dies down.

253 TWILIGHT

First, thanks to all of you for taking time out to come learn new things.

211 (214)
254 DIAMOND TIARA
Thank you, Princess!

255 SILVER SPOON
We love you, Princess!

256 ALL THE PONIES (219)
<ENTHUSIASTIC CHEERING>

257 TWILIGHT (212)
Okay okay, let's settle down. If
you want to thank anypony, thank
the Cutie Mark Crusaders for so
generously sharing this time.

258 ALL THE PONIES (220) (221)
<MORE ENTHUSIASTIC CHEERING>

Sweetie Belle steps forward.

259 SWEETIE BELLE (214)
It was nothing, really. We just
felt it was the right thing to do.

260 DIAMOND TIARA
(under her breath)
Hmph. What a laugh.

Sweetie Belle, apparently the only pony to hear this, reacts.
Meanwhile, Twilight steps over to one of the groups.

261 TWILIGHT (212)
Let's begin over here.
(to Adorable Little Pony)
And what would you like to learn,
little one?

262 PIP SQUEAK (215)
I want to learn how to become a
Cutie Mark Crusader.

263 TWILIGHT (212)
(utterly charmed)
Aw sweetie, you can't become a
Cutie Mark Crusader. You already
have your cutie mark.

264 PIP SQUEAK (216)
No fair!

265 TWILIGHT (22)
And why do you want to become a
Cutie Mark Crusader so badly, hmm?

211 216 (223)

266 PIP SQUEAK
Because then I could get all my
classmates to do me favors and
stuff because I'm friends with a
famous Princess.

UTTER SILENCE as the smile disappears from Twilight's face.
The CMCs register panic.

217 218 216

267 SWEETIE BELLE
Hoo boy.

222

267A

Concerned, Twilight walks the CMCs with her out of earshot
while the rest of the ponies resume socializing, oblivious.

268 TWILIGHT
Is this true?

2122 23
↓ ↓ ↓

269 APPLEBLOOM
No, no... that's not it.

224 225

270 SWEETIE BELLE
We wanted our time together just as
a way to be with you and learn new
things. Really and truly.

216 217

271 TWILIGHT
Okay then, prove it.

21 22 23

272 SWEETIE BELLE
Huh?

227

273 TWILIGHT
If that's true then I'm sure you've
all been practicing your skills
over the past week. Show me how
much better you got.

23

274 APPLEBLOOM
Oh. Uh... well, we... can't.

227

275 SCOOTALOO
We kind of rushed over and forgot
to bring our stuff.

276 TWILIGHT
Hmm. I see. Well, that pretty
much says it all, doesn't it?

21 22 23

277 SWEETIE BELLE
No wait! Give us a chance.

228

277A TWILIGHT
But -

23

224 (228)
277B / SWEETIE BELLE
(addressing crowd)

Hey everypony, you're in luck. You came to learn, but instead you're getting dinner and a show! Get ready, 'cause we, the Cutie Mark Crusaders, are about to lay on you the amazing skills we learned in Twilight Time!

231
277E
The crowd responds favorably. Meanwhile, Applebloom and Scootaloo scramble to catch up with this change of plan.

284 SWEETIE BELLE (CONT'D)
Unfortunately, since we don't have Scootaloo's unicycle parts, she'll take apart and put back together one of the bicycles from outside.

Scootaloo enters with a bike and proceeds to take it apart.

285 PIP SQUEAK
Hey, that's my bike!

232
286 SCOOTALOO
(sotto)
You got us into this mess, kid.
Might wanna roll with us ~~on this~~.

286A
Pip Squeak's confused, but rolls with it anyway.

287 SWEETIE BELLE
(still to crowd)
Applebloom doesn't have her apple seedling, so she'll just grab an apple from the kitchen.

Applebloom emerges from the kitchen with an ordinary apple.

288 SWEETIE BELLE (CONT'D)
And I will begin by using my magic to lift this broom.

Sweetie Belle produces a broom from a closet and sets it against the wall.

ANGLE ON Scootaloo beginning to reassemble the bicycle.

ANGLE ON Applebloom standing over the apple, mixing potions.

ANGLE ON Sweetie Belle preparing her horn to cast magic.

ANGLE ON Twilight and the other ponies paying full attention.

We see the pure determination on the faces of each of the CMCs as they complete preparations to fulfill their task. The tension builds in the room... and builds... then...

289 ²³³ SCOOTALOO
(hops on assembled bike)

Ta da!

290 APPLEBLOOM
(pouring potions)
Become a tree!

291 ²³⁵ SWEETIE BELLE
(zapping broom)
Rise!

Then, practically all at once, Scootaloo's BIKE FALLS TO PIECES and she falls to the floor; Applebloom's apple GROWS TO MASSIVE PROPORTIONS AND EXPLODES, covering everypony in APPLE PULP; and Sweetie Belle's broom, which hasn't budged till now, FALLS OVER FEEBLY and CLATTERS TO THE FLOOR.

291A SWEETIE BELLE (CONT'D)
That... didn't turn out quite how I had hoped...

292 TWILIGHT
(sad yet firm)
Looks like Twilight Time is over.

293 DIAMOND TIARA
And look who's not the Princess' entourage anymore.

293A ALL THE KIDS
Ooooooh!

293B SILVER SPOON
Guess they didn't come here to learn after all.

293C ALL THE KIDS
Ooooooh!

293D TWILIGHT
Well... neither did any of you.

Flustered, Diamond Tiara and Silver Spoon exit, followed by all the CMC's classmates... the last of whom, Pip Squeak, pauses at the door.

296 PIP SQUEAK
(to Scoot, re: bike)
Keep it.

They exit. Twilight then turns to the CMCs, who are CRUSHED.

233 (236)

296A SWEETIE BELLE
We're really sorry, Twilight. We made a huge mistake.

296B APPLEBLOOM
And we really and truly did enjoy learning new skills with you.

(237)

296C SCOOTALOO
Guess we'll just have to keep on doing it without you now, that's all. Thanks, Twilight.

Scootaloo puts the BIKE BACK TOGETHER and gives it to her. It's not quite right, but not a complete disaster either.

(238)

296D APPLEBLOOM
Thanks.

Applebloom uses a potion to grow a TINY BLOSSOM in a pot and then hands it to Twilight. It wilts a little.

296E SWEETIE BELLE
Thanks.

Sweetie Belle uses her horn to PICK THE TINY BLOSSOM and then with a bit of effort places it gently BEHIND TWILIGHT'S EAR.

Then, as the FILE SADLY OUT THE DOOR...

240 (25)

296F TWILIGHT
Wait. Sweetie Belle?
(as they all turn)
Remember a moment ago when you asked me to "give you a chance?"

Twilight smiles a forgiving smile. The CMCs smile back.

INT. TWILIGHT'S LIBRARY - LATER

Sweetie Belle makes a DIARY ENTRY on behalf of the CMCs, while, in the b.g., Scootaloo RIDES A UNICYCLE and Applebloom POURS POTION ON A SEEDLING and PICKS APPLES FROM THE RESULTING APPLE TREE.

244 245 (246) (249)

303 SWEETIE BELLE (V.O.)
Well I guess Twilight must not be so super upset anymore 'cause she's letting us do a diary entry like our sisters do. Boy, did we get our priorities mixed up.

(MORE)

245 SWEETIE BELLE (V.O.) (CONT'D)
We started acting special because
we were friends with someone
special. We almost forgot the real
reason she's special: because
she's our friend. But she forgave
us and, like magic, things are good
as new. That's the kind of magic I
really want to get good at... now
that I'm getting so good at the
other kind.

REVEAL that above Sweetie Belle has a BROOM FLYING IN CIRCLES
ABOVE HER HEAD... and Applebloom with an IMPRESSIVE PLANT and
Scootaloo riding a UNICYCLE.

304 TWILIGHT
Wow, all three of you have made so
much progress. I'm so proud of
you! See you next time.

305 SWEETIE BELLE
(finishing entry)
We're just glad Twilight Time is
back to normal. Well... almost
back to normal...

The CMCs all put on ELABORATE INCOGNITO DISGUISES.

306 SWEETIE BELLE (CONT'D)
(as they exit)
I just hope no one sees us.

307 APPLEBLOOM
Because we're trying to keep
Twilight Time a secret now?

308 SCOOTALOO
Or because we look ridiculous?

A beat as Sweetie Belle sizes up their outfits.

309 SWEETIE BELLE
A little of both, actually.

As they exit, and off of Twilight's smile, we:

FADE OUT.

END.