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MY LITTLE PONY IV
"Twilight Time"
Episode 415
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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! Dagpony it! 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.

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 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 you like.

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 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
Did you follow the magic plant-
growing formula I gave you?

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

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

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

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

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

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

24 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.

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!

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>

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 CROWD OF KIDS
<CHEERS>

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

39 DIAMOND TIARA
I know. I don't know how I do it.

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
Especially since we're putting in
all that time with Twilight to
actually learn how to do stuff
ourselves.

42 SWEETIE BELLE
Hey! Wouldn't it be cool if we
used the skills we're learning to
put on a little playground display
of our own?

43 ALL THE CMCS
(considering this)
Hmm...

DISSOLVE TO:

EXT. SCHOOL PLAYGROUND - FANTASY

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.

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!

55 APPLEBLOOM
 (surprised)
Wow that's... pretty nice of you
guys.

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.

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 DIAMOND TIARA
I mean I used to see her around
town all the time.

66 SILVER SPOON
So did I.

67 DIAMOND TIARA
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 SILVER SPOON
Totally. Awesome.

71 DIAMOND TIARA
So can I?

72 SILVER SPOON
We?

73 DIAMOND TIARA
Go?

A beat. The CMCs all exchange bewildered looks.

74 SWEETIE BELLE
Uh, I dunno... maybe just once.

75 APPLEBLOOM
Won't you two excuse us a moment?

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

76 APPLEBLOOM (CONT'D)
What are you doing? I don't want
them there with us while I'm mixing
potions and accidentally sendin'
plants into choking fits!

77 SWEETIE BELLE
Look, if they come they'll have to
learn stuff too. Just like we do.
They'll make mistakes, too. No big
deal.

87 TWILIGHT
Hey there, guys. Come on in.

88 DIAMOND TIARA/SILVER SPOON
(giddy shrieking)
Aah, Princess Twilight. 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.

Diamond Tiara and Silver Spoon continue CARRYING ON while the
CMCs anxiously file past Twilight into the library.

90 TWILIGHT (CONT'D)
(to CMCs, sotto)
Are they all right?

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?

98 DIAMOND TIARA
And your shade of purple.
Fabulous.

99 SILVER SPOON
You should totally be that purple,
Di.

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 SWEETIE BELLE
Oh yeah, they did.

103 APPLEBLOOM
They were just telling us how much
they wanted to learn.

104 SCOOTALOO
You know, how to, uh...

105 DIAMOND TIARA
Decorate!

106 ALL THE CMCS
That was it. / Yeah, decorate. /
Couldn't remember.

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.

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
(glares at Sweetie Belle)
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?

The CMCs look at one another. They feel awful.

INT. SCHOOL HALLWAY - 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 still feel awful. We didn't even
tell Twilight they'd be coming.

119 SWEETIE BELLE
Yeah well, I'm just glad it's
behind us. 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.

120 DIAMOND TIARA
Hey, guess what! I told everyone
about Twilight Time and they all
want in!
(then, sotto to CMCs)
Thanks to me you three are now the
hottest thing around. You're
welcome.

121 SILVER SPOON
(leading chant)
Twilight Time!

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!

125 SCOOTALOO
How did this happen?

126 DIAMOND TIARA
I started sharing with them how
Princess Twi and I bonded and one
thing led to another and, next
thing we knew they all wanted in.

127 SWEETIE BELLE
All these ponies really want to
meet Princess Twilight that badly?

128 CROWD OF KIDS
Twilight time! Twilight time!

129 APPLEBLOOM
Okay seriously, you have got to
make this stop.

130 CROWD OF KIDS
Twilight time! Twi - !

131 DIAMOND TIARA
Now, now, everypony. My dearest of
dear friends Applebloom here wants
some silence for her close-friends-
with-a-Princess ears, so... time to
dial down the ruckus.

The noise dies down.

132 SCOOTALOO
Whew! That's better. For a minute
there I thought -

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...

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

Meanwhile, ANGLE ON the CMCs as they confer.

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?

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 Twi.

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??

144 SWEETIE BELLE
Hmm, good point... but I know
exactly how to handle this...

145 APPLEBLOOM/SCOOTALOO
Wait wait wait. / Stop right there.

Sweetie Belle waves them off with a smile and turns to
address the crowd mobbing Diamond Tiara and Silver Spoon.

146 SWEETIE BELLE
(addressing crowd)
Look, I'm not sure we can get you
in for some quality one-one-one
face time with the Princess... you
know, the kind we spend with her so
regularly...

ANGLE ON Applebloom and Scootaloo reacting with dismay.

147 APPLEBLOOM
Oh brother...

148 SCOOTALOO
At least she's talking them out of
it...

ANGLE BACK ON Sweetie Belle addressing crowd.

149 SWEETIE BELLE
But I might be able to give you a
tip on where you can eyeball her at
one of her favorite hangouts.
Would you like that?

150 PIP SQUEAK
Would we ever!

151 CROWD OF KIDS
<CHEERS>

Sweetie Belle looks over to WINK at her friends.

152 APPLEBLOOM
(hissing)
What are you doing??

153 SCOOTALOO
(ditto)
She doesn't hang out anywhere
special. Not that we know of,
anyway.

154 SWEETIE BELLE
Relax. I got this.

EXT. SWEET SHOPPE - DAY

The CMCs stand waiting together out front, fidgeting.

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

156 SCOOTALOO
This feels like a trick.

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... just as Twilight
steps into frame.

159 TWILIGHT
Hey there -

160 ALL THE CMCS
(startled)
Twilight!

They snap on smiles and stiffly try to look natural.

161 TWILIGHT
Sorry I'm late. This is so sweet
of you to invite me out for
something so sweet. Let's eat.
I'm starving.

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.

162 TWILIGHT
(mouth full)
Mmm, this stuff is delicious.
(to waitress, re: plate)
More of whatever this was, please.
(to CMCS)
Come on, eat up. Am I the only one
with an appetite here?

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.

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?

A beat. Twilight eyes the confection.

167 TWILIGHT
(sheepishly)
You um, you sure you're not gonna eat that?

Applebloom nods. Twilight snags the plate and digs in just 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.

170 SWEETIE BELLE
You should make it your hang out.

Applebloom immediately gives her a SHARP ELBOW to the gut.

171 SWEETIE BELLE (CONT'D)
Oof.

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.

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.

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.

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

The CMCs watch her go, helpless and terrified.

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

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...

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.

181 TWILIGHT
Did you all... drop something?

They all slowly rise, embarrassed...

... and then immediately SWARM HER FOR AUTOGRAPHS.

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
Twi'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.

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.

EXT. SCHOOL HALLWAY - DAY

Diamond Tiara and Silver Spoon watch the CMCs walk past with
a slew of admiring classmates following close behind.

198 DIAMOND TIARA
This is terrible.

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 CMCs 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 wends 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 APPLEBLOOM
This is the worst game of four
square ever.

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.

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.

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.

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.

221 CLASSMATE PONY #2
Done shining your horseshoes. It's
an honor to do you the favor.

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.

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.

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.

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

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.

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?

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

233 CLASSMATE PONY #3
Twilight Time!

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.

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

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.

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.

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 said
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 it's okay by
me.

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 a few
more than that.

247 SPIKE
No problemo. How many more?

The HUGE CROWD of ponies comes POURING IN.

248 SPIKE (CONT'D)
(shellshocked)
Eep...

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

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.
(MORE)

TWILIGHT (CONT'D)

(then, pointing)

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

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

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.

254 DIAMOND TIARA

Thank you, Princess!

255 SILVER SPOON

We love you, Princess!

256 ALL THE PONIES

<ENTHUSIASTIC CHEERING>

257 TWILIGHT

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

<MORE ENTHUSIASTIC CHEERING>

Sweetie Belle steps forward.

259 SWEETIE BELLE

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

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

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

264 PIP SQUEAK
No fair!

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

266 PIP SQUEAK
Because then I could become a big
star and collect favors from all my
other classmates all because
everyone knows I get to hang with
you.

Utter silence as the smile disappears from Twilight's face.
The CMCs register panic.

267 SWEETIE BELLE
Hoo boy.

Concerned, Twilight walks the CMCs with her out of earshot
while the rest of the ponies party on obliviously.

268 TWILIGHT
Is that what's been going on this
whole time? You've been using our
time together just as a way to be
big shots with your friends who,
incidentally, seem to have no
interest in learning anything?

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

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

271 TWILIGHT
Okay then, prove it.

272 SWEETIE BELLE
Huh?

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.

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

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?

277 SWEETIE BELLE
No wait! We can do this! We can
prove it to you that's all we cared
about. Give us just a second.

Sweetie Belle pulls the other CMCs over to confer privately.

ANGLE ON Spike as he BURSTS IN from the kitchen carrying a
MASSIVE TRAY.

278 SPIKE
Nnnnnnnnachos!

Spike NIMBLY sets the tray down and dodges the HORDE OF
PONIES descending upon him.

279 SPIKE (CONT'D)
 (to Twilight)
Hey, I know what you could teach
them. Manners.

Twilight and Spike watch the VORACIOUS PONIES DEVOUR NACHOS.

Meanwhile, The CMCs wrap up their huddle.

280 SCOOTALOO
But do we have to do it this way?

281 SWEETIE BELLE
You heard Twilight. We need to
prove why we really wanted this
time with her in the first place.

282 APPLEBLOOM
I don't see any other way out.

Scoot nods solemnly.

283 SWEETIE BELLE
(addressing crowd)
Hey everypony, you're in luck. You
came to learn, but instead you're
getting dinner and a show! We CMCs
are going to show you the amazing
skills we learned in Twilight Time.

The crowd responds favorably.

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!

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

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 SCOOTALOO
 (hops on assembled bike)
Ta da!

290 APPLEBLOOM
 (pouring potions)
Become a tree!

291 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.

The ponies look stunned, Twilight looks dismayed, and the CMCs hang their heads. Then, finally breaking the silence...

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

293 DIAMOND TIARA
Well, look who's on the outs with Princess Twi.
 (then)
Good news, Princess. I can think of a pony who you could keep doing Twilight Time with.

294 SILVER SPOON
I can think of two ponies!

295 TWILIGHT
Look, I'm not sure anypony here
really wants to learn, so perhaps
it's best you all go.

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.

Twilight watches the door close behind them. Then...

297 TWILIGHT
I must admit, I'm pretty
disappointed that you -

Then, as she turns to look at the CMCs, she's surprised and
amazed. Scootaloo RIDES THE REASSEMBLED BIKE with ease,
Applebloom GROWS THE SEED FROM THE EXPLODED APPLE into a
fully formed APPLE TREE, and Sweetie Belle has her BROOM
MAGICALLY SWEEPING THE CEILING.

298 TWILIGHT (CONT'D)
What.. but how... so you have been
practicing. But why... ?

299 SWEETIE BELLE
You said you wanted us to prove
that what we really cared about was
learning with you, right?

300 APPLEBLOOM
Much more than being big shots at
school. We knew if we tanked it
the first time around, Diamond
Tiara would tear us apart.

301 SCOOTALOO
And we wouldn't be big shots
anymore. So now do you believe us?

Twilight smiles a huge, warm smile. The CMCs smile back.

302 SWEETIE BELLE
I realize we're not really in a
position to ask favors right now,
but... can we make a diary entry
like our big sisters do? I think
we may have learned something worth
sharing...

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.

303 SWEETIE BELLE (V.O.)
So we're back to our Twilight Time as normal, thank goodness, even though me and my friends got our priorities so mixed up. 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.

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

The CMCs all beam.

305 TWILIGHT (CONT'D)
You're so good now it looks as though you won't need Twilight Time any more at all!

The CMCs register sudden alarm.

306 SCOOTALOO
(teetering on unicycle)
Oh no, the pedals are locking up!

307 APPLEBLOOM
(pouring bottle on plant)
Oh no, I think I put on too much of this stuff!

308 SWEETIE BELLE
(duck and cover)
Look out, falling broom!

As the sudden mayhem of COLLAPSING UNICYCLES, WITHERING TREES and CRASHING BROOMS ensues, Twilight flashes a mischievous smile, and we...

FADE OUT.

END.