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
Michael Vogel
Brian Lenard
Kathy Page
Robert Fewkes
Sophia Hussain

Hasbro Brand:
Mark Wiesenhahn
Matt Mattus
Valerie Jurries
Donna Tobin

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

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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! 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.

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

42 SWEETIE BELLE
Hey, come to think of it, if we get really good at the stuff Twilight's teaching us, <u>we</u> could be the big shots around here for a change. *

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 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 SILVER SPOON
Plus she has wings. *

71 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. *

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. *

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 to. Can you *
imagine watching them try to *
actually get good at something? *

SCOOTALOO *
You mean... *we'll* get to be the *
ones laughing at *them*? *

ALL THE CMCS *
(considering again) *
Hmmmmmmmmmmmm.... *

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.

80 DIAMOND TIARA
Oh my gosh, a princess lives in there. And I'm about to go inside and see her! I can't even tell you how excited I am!

81 SILVER SPOON
I can't either!

82 DIAMOND TIARA
Of course you can't. How could you possibly say how excited I am if I can't even say it? Sometimes you make no sense at all.

Then, as Scootaloo KNOCKS on the front door...

83 SWEETIE BELLE
Now remember, Twilight takes this time out with us so we can learn stuff.

84 APPLEBLOOM
So did you two decide what you've come here to learn?

85 DIAMOND TIARA
Um, uh, Silver Spoon? What did we come here to learn?

86 SILVER SPOON
Um... uh... ummmmmmmmmm....

The CMCs share a DISCRETE GIGGLE. *

SWEETIE BELLE *
(whisper) *
This is awesome already. *

TWILIGHT comes to the door and greets them.

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?

TWILIGHT *
How... can a horn be... 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 APPLEBLOOM *
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! *

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.

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? *

They glance over at Diamond Tara and Silver Spoon, who look on expectantly. *

SWEETIE BELLE *
D-d-d-don't you want them to go first? *

TWILIGHT *
No silly, I set up Twilight Time especially for you. *

Twilight smiles. The CMCs swallow hard. *

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 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.

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

SCOOTALOO *
So much for learning skills to be big shots. *

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

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

DIAMOND TIARA *
- and they all want in! *

ALL THE PONIES *
<CHEERS> *

DIAMOND TIARA *
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! *

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...

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... *
(off their worried looks) *
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.

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

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. *

Sweetie Belle steps around BEHIND THE BUSH and reacts. *

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. *

ALL THE KIDS *
Oops. *

SCOOTALOO *
(hoarse whisper) *
She's coming. *

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? *

DIAMOND TIARA *
As you wish, Sweetie Belle. *

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. *

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. *

TWILIGHT *
(mouth full) *
I'm so glad you all asked me to *
join you here today. I'm so *
honored. *

SWEETIE BELLE *
You are? *

TWILIGHT *
Sure. When you first asked me to *
help you develop new skills, I was *
like: working with young students *
so devoted to the joy of learning *
purely for its own sake? What *
could be better? It's like being *
with a bunch of little me's. *

SWEETIE BELLE *
Yes, well, we feel the same way. *

APPLEBLOOM *
That's why we invited you here. *

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. *

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?

The CMCs all look exceedingly uncomfortable. *

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.

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 it 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.

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.

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 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 that this.

As she walks away, the CMCs react. *

SWEETIE BELLE *
Look who's inviting who to her *
fancy house. *

APPLEJACK *
I believe we have arrived, Cutie *
Mark Crusaders. *

SCOOTALOO *
Game, set and match. *

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.

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 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 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.
(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 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.

267 SWEETIE BELLE
Hoo boy.

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

268 TWILIGHT
Is this true? *

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! Give us a chance. *

TWILIGHT *
But - *

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! *

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!

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.

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. *

ALL THE KIDS *
Oooooh! *

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

ALL THE KIDS *
Ooooooh! *

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. *

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

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

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. *

APPLEBLOOM *
Thanks. *

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

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... *

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.

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 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... 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. *

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. *

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

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

SCOOTALOO *
Or because we look ridiculous? *

A beat as Sweetie Belle sizes up their outfits. *

SWEETIE BELLE *
A little of both, actually. *

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

FADE OUT.

END.