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MY LITTLE PONY 4
"Trade Ya!"
Episode 418
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TEASER

INT. TRAIN TO RAINBOW FALLS - DAY

As the rest of the MANE SIX and SPIKE sit quietly in their train seats, PINKIE PIE BOUNCES AROUND, barely able to contain her excitement.

1 PINKIE PIE 1
Oh, c'mon, c'mon, c'mon! When's this train going to get there already?

The train <SCREECHES> to a halt, and through the windows we can see RAINBOW FALLS IN ALL ITS GLORY.

2 PINKIE PIE (CONT'D) 2
Yes! Best day ever! Not only is it a Tuesday - which is amazi-ful! - * we're all going to the Rainbow Falls Traders Exchange! And not just going! We're accompanying a princess on an official royal duty! *

As MANE SIX get up and start to exit the train, Twilight would rather not have a fuss made over her.

3 TWILIGHT 3
Please. It's not that big of a deal. There always has to be a princess at the Exchange. Last year * it was Princess Cadance. This year * it's me. It's just a formality. *

EXT. OUTSIDE THE RAINBOW FALLS ARENA - MOMENTS LATER

FAVOR TWILIGHT as she leads the rest of the gang towards the entrance.

4 TWILIGHT 4
I'm sure none of the other ponies will even notice I'm here.

As she says that, they enter the arena...

EXT. INSIDE THE ENTRANCE TO THE RAINBOW FALLS ARENA

The massive arena floor is covered with dozens and dozens of tents, stands, and stalls - and ponies busy trading all sorts of items.

But as Twilight leads her friends inside the arena, everything stops! Everypony stares at Twilight.

5 PONIES IN THE ARENA 5
<WALLAH: The Princess!/It's her!/Princess Twilight!>

Everypony there is excited to see the princess!

6 FEMALE PONY IN THE ARENA 6 *
Princess Twilight is here; the * Traders Exchange can officially * open!

An O.S. band strikes up a TUNE.

Another pony pulls on a long rope and <SNAP!> UNFURLS a GIANT WELCOME BANNER with Twilight's picture on it! STREAMERS AND CONFETTI go off around it.

7 APPLEJACK 7
Could be wrong, but I think they mighta noticed.

As Twilight SMILES SHEEPISHLY…

FADE TO BLACK:

END TEASER

MAIN TITLES

ACT I

<u>EXT. INSIDE THE RAINBOW FALLS ARENA - RESUME</u>

As the MANE SIX enter deeper into the arena, we now see that APPLEJACK is pulling a wagon loaded with books and a couple of saddle bags.

As they walk, the Mane Six all look around in awe at all the different stands and stalls. Each one offers a different thing for trade: horseshoes, hats, artwork - everything and anything.

8 FLUTTERSHY 8
Oh my goodness!

9 RARITY 9
You said it! The Rainbow Falls Traders Exchange is simply divine! You can get anything you want here!

10 APPLEJACK 10
If’n you got the goods to trade for it.

Spike trails behind the group - carefully holding a BAGGED COMIC BOOK out in front of him with both hands. He's walking slowly to make sure nothing happens to it. But he's so focused on the comic that he bumps into Twilight and the others, who have stopped.

11 SPIKE 11
<impact grunt>

Spike BOBBLES the comic and drops it!

12 SPIKE (CONT’D) 12
No!!!!!

Luckily, Twilight uses her horn to catch it and levitate it back into Spike's hands.

13 SPIKE (CONT’D) 13
Thanks, Twilight. One ding, nick or dent and this Power Ponies comic book wouldn't be in perfect mint condition anymore! And if you want to trade for a mint comic, you gotta have a mint comic!

As Spike wanders off, concentrating on holding his comic safely, other ponies have gathered to stare at Twilight.

14 OTHER PONIES 14
Did you see that?/Princess Twilight!/Using her magic!

Twilight is clearly embarrassed by the attention.

15 APPLEJACK 15
I guess a pony who's here on official Princess business has to expect a little fussin’.

Twilight shrugs.

16 TWILIGHT 16
But all I'm supposed to do is settle disagreements over whether a trade is fair or not.
(MORE)

TWILIGHT (CONT'D)
And since the rule is that a trade is fair as long as both ponies get what they want, there's never been a disagreement.

Twilight stops to emphasize her point.

17 TWILIGHT (CONT'D) 17
So there's really no reason for anypony to treat me as anything special.

WIDEN: she's stopped next to a random YOUNG PONY who stares up at Twilight wide-eyed.

18 TWILIGHT (CONT'D) 18
(sweetly)
Can I help you?

The Pony retrieves a quill and points down to a picture of Twilight that she's put on the ground. Twilight <SIGHS> and uses her magic to take the quill and sign her name.

OVER TO: RAINBOW DASH and Fluttershy, as RD says her goodbyes.

19 RAINBOW DASH 19
Gotta dash. There's a pony here who's got a signed, first edition of *Daring Do and the Quest of the Sapphire Statue*. And I'm gonna get it! *

20 FLUTTERSHY 20
Wow, it sounds like you really want that book.

21 RAINBOW DASH 21
You bet I do! I've been able to get first editions of all the Daring Do books - except this one. No pony's <u>ever</u> put together a whole set! I'm gonna be the first!

RD's confidence falters a bit.

23 RAINBOW DASH (CONT'D) 23
If it hasn't been traded yet. It's the only one in all of Equestria!

24 FLUTTERSHY 24
Oh no! Oh, Rainbow Dash, I'd really hate to see you disappointed.
(MORE)

FLUTTERSHY (CONT'D)
I did want to trade this bear call
I brought for a bird whistle.

She gestures to her bear call, a BEAR-SHAPED WHISTLE around her neck.

25 FLUTTERSHY (CONT'D) 25
But getting that book seems so
important to you. So if you need me
to help you first...

26 RAINBOW DASH 26
Normally, I'd say I don't need any
help. But you're right: This is
really important. I gotta get that
book! So c'mon!

RD grabs Fluttershy and they race off...

OVER TO: APPLEJACK AND RARITY. Having unhooked herself from the WAGON she was pulling, AJ tosses her saddlebags from it onto her back(leaving the books in the wagon).

27 APPLEJACK 27
Well, I'm off to take a gander at
some of the vintage stalls.

28 RARITY 28
Did you say vintage? Why, old and *
rare items are so in style right *
now!

Rarity nods to her sleek and stylish saddle-bags, which she slips off the cart and onto her back.

29 RARITY (CONT'D) 29
I'm hoping to get a vintage item as
well! I just hope I brought enough *
to trade…

AJ nods sadly as she looks at her own saddle bags.

30 APPLEJACK 30
I know what you mean, Rarity. It'd
sure be a pity to find somethin'
plumb amazin' and not be able to
get it...

Applejack has an idea.

31 APPLEJACK (CONT'D) 31
Hey, I tell you what. How 'bout
this: why don't we pool our trade
stashes!

32 RAIRITY 32
Pool?

33 APPLEJACK 33
Yeah. That way, if one of us finds something really valuable she can't live without…

34 RARITY 34
She'll definitely be able to get it! Who could say no to exchanging a single object for such a huge assortment of items?
(then)
Oh, yes, that's absolutely brilliant! I am so glad I have a friend like you, Applejack.

35 APPLEJACK 35
I feel the same way!

36 RARITY 36
Then let's go *shopping*!
(to Pinkie and Twilight)
Ta-ta!

AJ and Rarity happily race off in opposite directions, leaving Pinkie and Twilight - and the cart full of books.

Pinkie starts off - and is surprised to see Twilight standing by the cart of books, not moving.

37 PINKIE PIE 37
Um, shouldn't your Princessness be heading to the royal Box Seats?

38 TWILIGHT 38
I may be the “princess on duty,” *
but I don’t think that means I have *
to sit up there all alone doing *
nothing. *

Twilight uses her horn to telekinetically move parts of the cart around and…

39 TWILIGHT (CONT’D) 39
Ever since I became a princess, Celestia has been sending me more books to read than ever. The library is over flowing. So I figured while we're here…

WHOMP! The cart has been transformed into a trading stall!

40 TWILIGHT (CONT'D) 40
…I might as well trade away some books I don't need any more!

Pinkie Pie nods her head in approval.

EXT. COMIC BOOK STALL/ANOTHER PART OF THE ARENA

Spike walks up carefully, holding out his comic to protect it. Spike stops short when he sees a comic book displayed on the front of the stall.

41 SPIKE 41
That's the comic I want to trade for! *If* it's in mint condition…

As Spike reaches to check it out…

The COMIC GEEK PONY who runs the stall appears out of nowhere to snatch the display comic away before Spike touches it.

42 COMIC GEEK PONY 42
Whoa! Claws off the merch. First, let me see if what you got is mint enough to trade for it.

He reaches for Spike's comic, but Spike pulls it back.

43 SPIKE 43
Oh, no! You might scuff it!

44 COMIC GEEK PONY 44
How'm I supposed to tell if yours is really mint if I can't peruse it?

45 SPIKE 45
Well, how'm I supposed to tell if <u>yours</u> is really scuff-free if I can't touch it?

They stare each other down, each clutching their own comic. Both narrow their eyes. Neither budges.

46 COMIC GEEK PONY 46
Well, now. It appears what we've got here is an old-fashioned, mint-condition stand off.

EXT. ARENA/DARING DO COLLECTOR'S BOOTH - LATER

With Fluttershy at her side, Rainbow Dash races up to a stand full of DARING DO MEMORABILIA. And there, right at the front of the stall is...

47 RAINBOW DASH 47
There it is! The first edition of *Daring Do and the Sapphire Statue!* It hasn't been traded yet!

She turns to the DARING DO COLLECTOR who runs the stand.

48 RAINBOW DASH (CONT'D) 48
Lucky for you!

Rainbow Dash reaches for something hidden in the crook of her wing.

49 RAINBOW DASH (CONT'D) 49
Because I've brought my most valuable possession to trade for it:

She places something on the stand's counter.

50 RAINBOW DASH (CONT'D) 50
My lucky pin!

The Collector eyes it carefully.

51 FLUTTERSHY 51
Oooh! The one we all gave you for your birthday last year?

52 RAINBOW DASH 52
Yup! 'Course, I really don't need luck, but I still consider it my most valuable position cuz of how much it meant when my friends gave it to me.

53 FLUTTERSHY 53
Oh, how sweet!

54 DARING DO COLLECTOR 54
Yeah, that is really sweet.
(then)
But I don't want it.

RAINBOW DASH is shocked.

55 RAINBOW DASH 55
What!?!!

56 DARING DO COLLECTOR 56
It's just a rusty old pin. That's not worth anything to me.

57 FLUTTERSHY 57
But - but - but how is Rainbow Dash going to get the book she really wants?

58 DARING DO COLLECTOR 58
She's not.

Rainbow Dash sinks.

59 DARING DO COLLECTOR (CONT'D) 59
Unless she can get me that!

RD leaps up and sees the Collector point across the Exchange…

To the Traders Exchange's ANCIENT BEAST STALL. CHAINED UP in front of it is an Orthros: a two-headed dog (St. Bernard) with a serpent's tail.

60 FLUTTERSHY 60
Ooh, an Orthros! How cute!

Across the fair, the Ortho's two heads <GROWL> revealing huge teeth. And whole lot of DOG SLOBBER.

61 DARING DO COLLECTOR 61
The pony running the Ancient Beast Stall doesn't want anything I got. If you can get me the Orthros, I'll trade you the book for it.

62 RAINBOW DASH 62
You go it!
(then, to FS)
I don't know how, but somehow we're gonna get that Orthros!

EXT. ANOTHER PART OF THE ARENA - DAY

In front of another set of stalls, AJ and Rarity RACE TOWARDS EACH OTHER.

63 RARITY 63
Oh, Applejack! I am so glad I found you!

They screech to a halt in front of each other, both smiling.

64 APPLEJACK 64
Me too. You're not gonna believe it.

65 APPLEJACK AND RARITY 65
(at the same time) I found a super valuable vintage item that I just have to have! And all it's going to cost is all our stuff!

The two drop their smiles as they simultaneously realize…

66 APPLEJACK AND RARITY (CONT'D) 66
Uh-oh.

END ACT I

ACT II

<u>EXT. VINTAGE PIE TIE STAND - LATER</u>

AJ leads Rarity up to stand full of USED COOKING ITEMS.

67 RARITY 67
So where is this valuable vintage item you want to trade everything we have for?

AJ proudly points to a rusty old PIE TIN!

68 APPLEJACK 68
There!

69 RARITY 69
Where?

AJ points again.

70 APPLEJACK 70
Right there.

71 RARITY 71
But that's a dented old pie tin!

72 APPLEJACK 72
(proud)
A dented <u>vintage</u> pie tin! The metal *
they used to fashion this one helps *
the pies cook up to five seconds faster! They don't make 'em like this anymore!

73 RARITY 73
(wrinkles nose)
Thank goodness.

She uses her horn to magically push the pie tin away.

74 RARITY (CONT'D) 74
I am so glad you showed that to me, darling. Because once you see what I found, you won't want to waste our trade goods on that!

Rarity pulls AJ over to a nearby JEWELRY BOOTH. She points to a brooch on the counter.

75 RARITY (CONT'D) 75
Just look at this gorgeous vintage brooch! It's one of a kind!

AJ looks at it - then looks back at Rarity, confused.

76 APPLEJACK 76
One of a kind? It looks exactly like the one you're already wearing!

Indeed - it's identical to the one Rarity reveals when she brushes her mane aside.

77 RARITY 77
Well, yes, it may <u>look</u> the same. But I know it's older. That's what makes it so much more divine!

78 APPLEJACK 78
But that doesn't make a lick of sense! Why I wager if I switched 'em up, you wouldn't even know the difference!

79 RARITY 79
Don't be silly - of course I would!

80 APPLEJACK 80
Oh yeah?

Applejack snatches the brooch off Rarity, then three-card montes it with the other brooch on the counter, shuffling them around. Then…

81 APPLEJACK (CONT'D) 81
So which is the vintage one?

Rarity hesitates - then makes a guess.

82 RARITY 82
Um…that one, of course.

83 APPLEJACK 83
Ha! You're bluffin'!

Rarity smiles.

84 RARITY 84
Am I? How can you tell?

Applejack looks back and forth between the brooches.

85 APPLEJACK 85
Well, because…
(then)
Argh! I can't! Cuz the one you want to waste our whole stash on is exactly the same as the one you already got! There's no way anypony would notice the difference!

Rarity snorts back:

86 RARITY 86
I'd say its a lot more likely they'd notice that than that some dented tin cooked a pie a whole two seconds faster!

86A APPLEJACK 86A
It's *five* seconds faster.

The two stare each other down. Stalemate.

EXT. THE ANCIENT BEAST DEALER'S STALL - DAY

Chained up outside the stall, the two-headed Orthros <GROWLS,> drooling two mouths worth of dog slobber. Until Fluttershy gives it a pet and it immediately calms down.

87 FLUTTERSHY 87
Yes, such a good two-headed boy!
Yes you are!

Inside, the stall is surprisingly deep - and dark. Lit by a single LAMP, it's hard to see all the way to the back. Mostly, we just see SHAPES AND SHADOWS. But we can hear a cacophony of screeches and hoots and howls, from all the MYTHOLOGICAL BEASTS are crammed in there.

At the front of the stall, the ANCIENT BEAST DEALER frantically SHOUTS at the animals deep in the shadows of the stall, trying to keep order. But it's a losing battle.

88 ANCIENT BEAST DEALER 88
Stop that! C'mon, don't you start now too.

RD and Fluttershy march up.

89 RAINBOW DASH 89
Ok, I can see you're busy, so I'll give to you straight. I need to trade you this pin for...
(gesturing to Orthros)
...that so I can I get the most awesome book in all of Equestria. We gotta deal?

Rainbow dash sticks out a hoof so they can shake on it. The Ancient Beast Dealer, BUSY TRYING TO KEEP ALL THE SAVAGE BEASTS IN LINE, doesn't even turn around to face her.

90 ANCIENT BEAST DEALER 90
Nope.
(then to beast in stall)
Down boy! Watch out for the lamp!

CRASH! One of the ancient beasts SMASHES the LAMP that had been lighting the stall's interior. The back of the stall is now PITCH DARK. Can't see what's going on back there, but the SCREECHES, GROWLS and ROARS grow even crazier.

At the front of the stall, the Dealer holds the broken pieces of the lamp.

91 ANCIENT BEAST DEALER (CONT'D) 91
But I could really use another lamp.

ZIP PAN TO:

THE LAMP STAND

FD and RD race up frantically, but pause when they see the stand is filled with DISCORD-SHAPED LAMPS.

92 RAINBOW DASH 92
A whole stand filled with Discord-shaped lamps?! Seriously?

FS nods, impressed.

93 FLUTTERSHY 93
They really do have everything at the Traders Exchange!

RD immediately returns to frantic mode as she turns to the THE LAMP STAND PONY, who leans against a wooden counter.

94 RAINBOW DASH 94
Will you trade a lamp for my pin, so I can trade it for an Orthros and get my book?

The Lamp Stand Pony pulls the Discord shaped-lamp a little closer to himself.

95 LAMP STAND PONY 95
No. But I'd trade it for an antique chicken.

96 RAINBOW DASH 96
Great!
(then)
Wait, what's an antique chicken?

Before she gets an answer…

ZIP PAN TO:

EXT. THE ANTIQUE CHICKEN STAND

Fluttershy and RD face shelves lined with ancient statues of chickens (think Venus de Milo: ancient marble statues).

97 ANTIQUE CHICKEN STAND PONY 97
Oh, I got all kinds of antique chicken statues: I got yer Blue Hens, Speckled Greys-

98 RAINBOW DASH 98
OK, cool. So will you trade one for a pin, so I can trade it for a lamp and then trade that for a Orthros so I can get my book?

99 ANTIQUE CHICKEN STAND PONY 99
Well, lemme think. Ehhhhh-no.

Rainbow Dash and Fluttershy sink.

100 ANTIQUE CHICKEN PONY 100
But I'd gladly trade one 'a my chickens for a crystal chalice.

ZIP PAN TO:

EXT. CRYSTAL CHALICE STAND

The PONY running the stand waits to hear what Fluttershy and Rainbow Dash have to say.

101 RAINBOW DASH 101
Hang on one sec.

Rainbow dash <takes a deep breath> then continues.

102 RAINBOW DASH (CONT'D) 102
(launches into spiel)
We need a crystal chalice to trade for a chicken to trade for a magic lamp to trade for an Orthros. So what are you willing to trade for? I'm guessing it's gotta be some crazy thing way across the Exchange.

103 FEMALE CRYSTAL CHALICE STAND PONY 103 *
Actually, I could use a slightly *
rusty old pin. *

104 RAINBOW DASH 104
Yeah, but where'm I gonna find-
wait! I got one of those!

Fluttershy nods excitedly as Rainbow pulls out her pin and puts on the counter. The Crystal Chalice Stand Pony pushes a crystal chalice towards RD.

RD and Fluttershy leap up and do a hoof-bump.

105 RAINBOW DASH (CONT'D) 105
Now that we've got the chalice, this is gonna be a cinch!

106 FLUTTERSHY 106
Oh my, do you really think so? *

107 RAINBOW DASH 107
Sure! All we gotta do is bring thing to the Chicken Stand and we are---

As she says that, she grabs the chalice. As soon as she touches it, the crystal chalice BREAKS INTO A MILLION PIECES!!

108 RAINBOW DASH(CONT'D) 108
--Ahhhhhhhhhhhh!!!!!

EXT. TWILIGHT'S BOOK STAND - CONTINUOUS

Twilight is about to make a deal with a PETITE PONY.

109 TWILIGHT 109
You want me to trade all my books for a broken pen?

The pony nods.

110 TWILIGHT (CONT'D) 110
You got yourself a dea--

Suddenly, Pinkie leaps in from nowhere.

111 PINKIE PIE 111
Stop! What are you doing?

112 TWILIGHT 112
I was trying to get rid of all the books I don't need anymore.

Pinkie Pie gestures to the pen.

113 PINKIE PIE 113
For that? Do you reallllllllllly want that?

Twilight shrugs.

114 TWILIGHT 114
Well, not really. But I'm running out of library space, so-

Pinkie Pie FREAKS OUT.

115 PINKIE PIE 115
Oh my gosh! Oh my gosh! Oh my gosh! I can't believe that almost happened! But luckily it didn't happen! Thanks to me!

116 TWILIGHT 116
What are you talking about?

117 PINKIE PIE 117
The rules! According to the rules of the Exchange, a trade is only fair if both ponies end up with something they want. You're the "Princess on duty"! You can't break the rules! *

Pinkie Pie looks around frantically.

118 PINKIE PIE (CONT'D) 118
(frantic)
Did anypony see you do it? I don't think anypony saw.

The Petite Pony who had just tried to trade Twilight the pen sheepishly raises a hoof.

Pinkie turns to the PETITE PONY.

119 PINKIE PIE (CONT'D) 119
(threatening the Petite Pony)
But you're not going to say anything, are you?
(then, cheerful)
Just kidding!
(then, threatening)
Or am I?
(then, confused)
Sometimes even I can't tell...

A little freaked out, the Petite Pony quickly backs away.

120 TWILIGHT 120
Wait, don't go!
(then trying to give Pinkie a hint)
You know, if you want to go check out the rest of the Exchange and trade whatever you brought-

121 PINKIE PIE 121
Nope! I didn't bring anything - I just came to pony watch. So don't worry - I'm not going anywhere! I won't let you make a mistake like that again. Just leave it to me! I know how to make sure you get something supery-dupery for your books. *

SMASH CUT TO:

Pinkie in full on carnival-barker mode, standing on top of Twi's stall, exhorting the crowd to…

122 PINKIE PIE (CONT'D) 122
Hey Everypony! Do not walk! *Gallop* over here for your chance to trade for authentic, one-of-a-kind, official Princess merchandise!

Twilight slaps hoof to forehead in disbelief.

EXT. THE ANTIQUE CHICKEN STAND - LATER

FS and RD race up to the Antique Chicken stand, carrying the crystal chalice - which has obviously been glued back together from a million pieces.

123 RAINBOW DASH 123
Well, that took forever! But we finally glued this thing back together.

124 FLUTTERSHY 124
I just hope it looks okay.

They set the chalice down on the counter in front of the Chicken Stand Pony. Who takes one look and exclaims:

125 CHICKEN STAND PONY 125
This is perfect!

RD and FS are psyched. Until the Chicken Stand Pony happily takes out a hammer and SMASHES the chalice to pieces!

126 CHICKEN STAND PONY (CONT'D) 126
Perfect for the broken chalice mosaic I'm making!

The Chicken Stand Pony proudly pulls out the incomplete mosaic from behind the counter. RD and FS can't believe it!

The Chicken Stand Pony turns to FS and RD who are still dumbstruck that he's smashed the chalice.

127 ANTIQUE CHICKEN STAND PONY 127
All right, so - what kind of Antique Chicken do you want? I got speckled, brown, gray…

As she goes on and on, naming chickens…

128 RAINBOW DASH 128
Oh, no! The pony we're supposed to trade the chicken statue to didn't tell us what kind he wanted!

129 ANTIQUE CHICKEN STAND PONY 129
…mud cluckers, bantams, red shavers, petite blues…

130 RAINBOW DASH 130
(to Fluttershy)
Ok, look - I'm fast. I'll fly over to the Lamp Stand and find out what kind of chicken he wants. Just don't let anypony trade for ANY chicken while I'm gone, ok?

131 FLUTTERSHY 131
Um, well, okay. I can do that. I think.

As Rainbow Dash strides backward to take a running leap to take off…

A TALL PONY wanders up and points at one the chicken statues.

Fluttershy nervously steps between the Tall Pony and the Antique Chicken Stand Pony.

132 FLUTTERSHY (CONT'D) 132
(softly to the Tall Pony)
Uh, well...maybe you shouldn't get one of these. Um, you know, unless you really want to…

Hearing that, RD stops short in mid running take off - and ends face planting in the ground.

133 RAINBOW DASH 133
<frustrated Grunt>

RD marches back up to FS and the TALL PONY.

134 RAINBOW DASH (CONT'D) 134
(to the Tall Pony)
Beat it.
(to Fluttershy)
You go. I'll stay here.

EXT. ANOTHER PART OF THE EXCHANGE - DAY

Rarity and Applejack's saddlebags -- their combined trade stash -- are piled on the ground in between them. Rarity <SIGHS.>

135 RARITY 135
Well, since we can't both get what we want, I will be the better friend. You take our trade goods and get what you want.

She pushes the trade stash towards AJ.

(In the BACKGROUND Fluttershy trots across screen heading to the lamp stand).

136 APPLEJACK 136
Who do you think you're talking to? I'm an amazin' friend. So even though it's fer somethin' that don't seem valuable at all, you take our stash.

She pushes it back towards Rarity.

137 RARITY 137
How dare you let me get what I want?! What kind of friend do you think I am? You're going to get what you want.

(In the BACKGROUND Fluttershy trots quickly back in the direction of the antique chicken stand).

138 APPLEJACK 138
No, you are.

139 RARITY 139
No - YOU are!

As they <CONTINUE TO ARGUE>, Fluttershy and RD zip by with an antique chicken statue. Follow them to…

EXT. LAMP STAND - CONTINUOUS

RD and FS race up to the LAMP STAND.

<PANTING>, RD puts down the antique chicken statue and looks around. There's NO PONY in the stand.

140 RAINBOW DASH 140
Hello? We got the kind of chicken you asked for. Hello? Hey! Where's the pony running this joint?

There's a SIGN hanging from the front of the stand. Rainbow Dash sees it and reads…

141 RAINBOW DASH (CONT'D) 141
"On break"!? URRRGHHHH!

RD grabs FS and they race off.

EXT. TWILIGHT'S STALL - LATER

Pinkie paces on top of the stall, talking to the gathered CROWD in full on Atlantic-City-boardwalk/infomercial mode…

142 PINKIE PIE 142
These books made Twilight the princess she is! Before that, she was nothing. Trust me, I knew her then. Big fat zero. Then she read these books and *voila* - Princess!

Standing nearby, Twilight is clearly not happy to hear that.

143 TWILIGHT 143
Hey!

Up on top of the stand, Pinkie can't hear her.

144 PINKIE PIE 144
So who wants to start the bidding!

The crowd of ponies lift their hooves in the air, clamoring for Pinkie's attention:

145 CROWD OF PONIES 145
<wallah: Me!/Me first!/Over here!>

146 TWILIGHT 146
Pinkie!

But Pinkie is too engaged with the SHOUTING crowd to hear, so Twilight climbs up onto the stall.

147 TWILIGHT (CONT'D) 147
(to the crowd)
Just one sec.

She turns to Pinkie.

148 TWILIGHT (CONT'D) 148
Pinkie, I appreciate your help and all. But I'm not sure I'm comfortable with this. No pony should trade for my books just because I'm a princess. I'm not better than anypony else.

That dampens crowd's enthusiasm. Pinkie turns to Twi.

149 PINKIE 149
(stage whisper))
I know you're not better than everypony. In fact, you're much worse than me. At whipping up the crowd into a buying frenzy. So please! Just leave this to me! *

Pinkie turns back to crowd, trying to get them excited again.

150 PINKIE PIE 150
Oh, did I mention that PRINCESS TWILIGHT got these books from…PRINCESS CELESTIA?

151 FEMALE PONY IN CROWD 151 *
Whoa, wait - you don't mean?

152 PINKIE PIE 152
That's right - double Princess!!!

That stokes the crowd into an even bigger FRENZY!

EXT. FOOD TRUCK LINE- MOMENTS LATER

FS and RD gallop up. Fluttershy points to the LAMP STAND PONY, way in the back of the line leading up to the food truck.

153 FLUTTERSHY 153
There he is!

RD and FS race up to him.

154 RAINBOW DASH 154
Look, I know it's your break and all, but you've got to open up your stand so we can trade you for a lamp!

155 LAMP STAND PONY 155
Sorry, girls. Been trading all day. My belly's telling me its time to eat an oat burger.

156 RAINBOW DASH 156
Oh, come on! Please?

157 FLUTTERSHY 157
Pretty, pretty, pretty please?

The both BLINK THEIR EYES AT HIM. The Lamp Stand Pony's BELLY <GRUMBLES loudly>.

158 LAMP STAND PONY 158
Sorry. Belly says “no.”

159 RAINBOW DASH 159
But this line is going to take forever!

She looks up - the sun is low in the sky.

160 RAINBOW DASH (CONT’D) 160
And the Exchange ends at sundown!

Rainbow Dash turns to the line of ponies that stretches in front of the Lamp Stand Pony all the way to the Food Truck.

161 RAINBOW DASH (CONT’D) 161
C’mon! I got an idea.

She grabs Fluttershy and they ZIP off…

INT. INSIDE THE FOOD TRUCK - MOMENTS LATER

The PONY COOK uses his teeth to toss a GREASY BAG OF FOOD out the food truck’s window to the first pony in line, who catches it and trots off.

The NEXT PONY IN LINE steps up and opens her mouth to place his order when suddenly...

A greasy bag of food flies right at that pony, who manages to catch it despite her surprise.

162 RAINBOW DASH (O.S.) 162
Next!

The equally surprised cook turns and sees -

Rainbow Dash and Fluttershy, zipping around inside the Food Truck's cramped kitchen.

Fluttershy flips an oat patty in the air. RD catches it in the air between two buns, then drops the oat burger into a paper bag. She KICKS the paper bag out the food truck window to the next pony in line.

163 RAINBOW DASH (CONT'D) 163
Next!

ANGLE ON: THE LINE. It's moving very fast now!

164 RAINBOW DASH (O.S.) (CONT'D) 164
Next!

EXT. ANOTHER PART THE EXCHANGE - LATER

Struggling to carry the Orthros, FS and RD race across the exchange. Like a TWO-HEADED SAINT BERNARD, the Orthros rains slobber down on them.

165 RAINBOW DASH 165
We got the lamp and traded it for the Orthros. We're home free!
(then)
If this thing doesn't drown us in slobber!

166 FLUTTERSHY 166
Oh, he's just an affectionate little two-headed fellow, aren't you boy?

The Orthros plants TWO happy SLOBBERY KISSES ON HER. As it does, FS and RD run right past Rarity and AJ as they ARGUE:

167 APPLEJACK 167
No, I insist YOU go fetch what you want. Or else this shoppin' partnership is over. Cuz that's the kind of tried and true friend I am! *

She KICKS the saddlebags containing the trade stash to Rarity.

168 RARITY 168
Well in that case, it is over - because I'm way too generous to let you out-friend me like that!

As Rarity kicks AJ's half of the trade stash back...

BACK ON FLUTTERSHY and RAINBOW DASH - as they hustle with the Orthros past the **COMIC BOOK STAND.** They run right past SPIKE and the COMIC GEEK PONY - still frozen in their stare down.

As RD and FS carry the Orthros past, it's slobber flies everywhere - including towards the comic books Spike and the Comic Geek Pony are clutching. That snaps Spike and the Comic Geek out of their statue-like stare down. They both immediately freak out…

169 SPIKE AND COMIC GEEK PONY 169
Gah!!!

...And dive to the ground, each shielding his own comic from the slobber with his body.

170 SPIKE 170
Whew!
(then realizing he's covered in gross slobber)
Ewww!

ON FLUTTERSHY AND RAINBOW, as they continue to run through the Exchange with the Othros.

The SUN is beginning to set.

171 RAINBOW DASH 171
We gotta hurry!

But everywhere they turn, there's a crowd blocking their way.

172 FLUTTERSHY 172
(softly) Um, excuse me? Pardon me?

But it’s no use. Even when RD tries to pull the Orthros into the air with her wings, a CROWD of Pegasi shoppers zoom by, knocking her back down to the ground.

173 RAINBOW DASH 173
We’re never going to get to the Daring Do stand through this crowd in time!

Fluttershy thinks - then takes out her BEAR CALL AND BLOWS IT! The bear call makes a terrifying <ROARR!>

That jolts the crowd - creating an opening ahead of them.

174 RAINBOW DASH (CONT’D) 174
Thanks Fluttershy! C'mon!

Carrying the front half of the Orthros, RD pulls Fluttershy (carrying the back half) forward. FS accidentally DROPS her BEAR CALL.

175 FLUTTERSHY 175
(softly) My bear call...

In front, RD didn't hear that. But she sees that the crowd is starting to fill back in. They've got to get through now!

176 RAINBOW DASH 176
The crowd’s filling in! We gotta go!

177 FLUTTERSHY 177
Of course. It's just a bear call. There's nothing I could've traded it for that's more valuable to me than you!

She carries half of the Orthros and runs off with RD, leaving the bear call behind.

EXT. DARING DO COLLECTOR'S STALL - MOMENTS LATER

Panting with exhaustion, RD and FS drop the Orthros in front of the Daring Do Collector's stall.

178 RAINBOW DASH 178
<panting> Ok, the Exchange is almost over, but we did it! We traded a crystal chalice for an antique chicken.

179 FLUTTERSHY 179
And the chicken for a lamp.

180 RAINBOW DASH 180
And the lamp for an Orthros, just like you asked.

The Orthros lets out two slobbery <BARKS>.

181 RAINBOW DASH (CONT’D) 181
So here you go! Now where's my book?

182 DARING DO COLLECTOR 182
Um, yeah, you know, the thing is…I don't want an Orthros anymore.

RD and FD can't believe it!

183 FLUTTERSHY 183
But, but, but - oh my goodness! What do we do now, Dashy?

184 RAINBOW DASH 184
(determined)
I'll show you what we do!

And with that, RD dramatically keels over and FAINTS DEAD AWAY! (Eyes fluttering - she's unconscious but alive).

FADE TO BLACK

END ACT TWO

ACT THREE

EXT. DARING DO COLLECTOR'S STALL - RESUME

Rainbow Dash lies on the ground, <MOANING>. Fluttershy hovers around her.

185 FLUTTERSHY 185
Oh goodness. Oh goodness.

Unable to rouse her, Fluttershy runs off screen.

CLOSE ON RAINBOW DASH as Suddenly <SPLASH!>, RD is doused with water. She stirs.

186 RAINBOW DASH 186
Uhhhhhhhhh…

Another SPLASH OF WATER. REVEAL: the water is SLOBBER coming from the Orthros' mouths - FS is directing the Orthros to slobber to directly onto RD.

187 FLUTTERSHY 187
Good boys! One more time.

Another <SPLASH> gets RD to her feet. She sees the Collector.

188 RAINBOW DASH 188
Hey! You said you wanted an Orthros!

189 DARING DO COLLECTOR 189
I did. When you were first here. Since then, I've been watching that Orthros over in the Ancient Beast Booth. It’s crazy! I don't want one in my house!

The Orthros' two dog heads angrily <GROWL> at the insult - drool and spraying slobber all over the place in the process.

Until Fluttershy calms it down with a few gentle pets.

190 FLUTTERSHY 190
There, there - that's a good Orthros.

She turns to the Collector.

191 FLUTTERSHY (CONT'D) 191
Orthros aren't crazy. You just have to know how to treat them. With a little patient training - and a big slobber mop - they can be a wonderful household pet.

And indeed, with Fluttershy's attention, the Orthros turns as docile as a kitten - one head giving her a big, slobbery KISS.

The other head gives the Daring Do Collector a big sloppy kiss. She <GIGGLES> happily. *

192 DARING DO COLLECTOR 192
<GIGGLES> All right, all right - you convinced me.
(to RD)
I'll trade you the book for the Orthros.

193 RAINBOW DASH 193
Yes!

The collector holds up the book. Seeing it, RD salivates (almost as much as the nearby Orthros).

194 DARING DO COLLECTOR 194
(gestures to FS)
If she comes and stays with us in Manehattan until its trained.

Excited by the prospect, the Orthos happily licks Fluttershy. But Fluttershy doesn't look as happy.

195 FLUTTERSHY 195
Gosh. Training an Orthros takes a long time. I'll probably be gone from Ponyville for I don't even know how many moons...

Fluttershy sees RD drooling over the book.

196 FLUTTERSHY (CONT'D) 196
But if that is really what you want…

Hearing that seems to shake Rainbow Dash out of her obsessive focus on the book.

197 RAINBOW DASH 197
Wow. You know, hearing you say that makes me finally realize…I'm gonna get the book!

198 DARING DO COLLECTOR 198
So we got a fair deal?

The Collector hands over the book. She's got it!

199 RAINBOW DASH 199
I’ve never wanted anything more than this! Of course its a deal!

RD immediately starts flipping through the pages. Her face buried in the book, she says…

200 RAINBOW DASH (CONT’D) 200
Fluttershy, can you believe it? I did it! I did it!

She looks up and sees that Fluttershy's not there - FS, the Collector and the Orthros are all gone. Now that it's over, and she's there alone, it finally hits RD:

201 RAINBOW DASH (CONT’D) 201
Oh, no - what did I do!?

EXT. TWILIGHT'S STALL - DAY

Standing on top of the stall, Pinkie address the crowd of excited ponies gathered in front.

202 PINKIE PIE 202
All rightie then! Who’s got something valuable enough to trade for Princess Twilight’s princess books she got from Princess Celestia?

203 MALE PONY 203 *
Over here, over here! *

That pony holds something up.

204 PINKIE 204
Oh, please! That's not even worth one page, let alone one book!

Another Pony holds something else up. Pinkie turns up her nose.

205 PINKIE (CONT'D) 205
Oh, come on! These are the books the Princess would sit up with all night, with nothing to read by but the light of her own horn!

Another Pony holds something up. Pinkie's eyes light up!

206 PINKIE (CONT'D) 206
Oooh, now that looks fun! (then) But not fun enough! She discovered that Night Mare Moon would return from reading this book! This one taught her how to host a sleep over! These are the books that made Twilight the Princess she is! So who's got what it takes to trade for them?

The Ponies in the crowd look at each other and HANG THEIR HEADS.

207 PONIES IN THE CROWD 207
When you put it like that.../Not me/I sure don't/Guess not…

The ponies all shrug and leave - leaving all her books. Seeing that, Pinkie realizes she messed up.

208 PINKIE PIE 208
Wait! Stop! Come back! These books aren't <u>that</u> great.

Twilight hops up next to Pinkie.

209 TWILIGHT 209
Oh yes they are.

Pinkie wasn't expecting that.

210 PINKIE PIE 210
But I thought you wanted to get rid of them.
(then)
And I just messed that up.

Twilight smiles.

211 TWILIGHT 211
No you didn't. You set me straight.

212 PINKIE PIE 212
Huh?

213 TWILIGHT 213
None of those ponies had anything valuable enough to trade for my books. Not because these books belonged to a Princess. But because they helped make me who I am - just like you said.

She levitates first one book, then another.

214 TWILIGHT (CONT'D) 214
This is the one I was so absorbed in the day Spike decided he owed Applejack a life debt. And this one reminds me of the day I got it, which was the day I met you. I may not ever need to read these again, but that doesn't mean they don't have value. I realize that now - thanks to you, Pinkie.

Pinkie smiles.

215 PINKIE PIE 215
Well, of course! I told you I'd take care of everything, didn't I?

Suddenly, RD runs up -

216 RAINBOW DASH 216
Twilight! I need you to say a trade wasn't fair! Fast!

EXT. ARENA BOX SEATS - A LITTLE LATER

One of the BOX SEATS that line the arena has been redressed as a royal court for the princess. Twilight sits in a high-backed chair, like a judge. Rainbow Dash and the Daring Do Collector face her, like the two sides in a trial. Fluttershy (and the Orthros) sit behind the Collector.

An audience of ponies (including PINKIE) listens raptly, as if they were in a courtroom gallery.

217 TWILIGHT 217
I've heard what you both have to say. And I'm sorry, Rainbow Dash. But my hooves are tied. You said it was a fair trade.

218 RAINBOW DASH 218
Yeah, I said it. But I was wrong! There's no way this trade can be fair!

The crowd <GASPS>!

Twilight <BANGS> her gavel for order. The crowd quiets.

219 RAINBOW DASH (CONT'D) 219
Look, I'm not gonna lie: I did want that book. A lot. It was worth more to me than a pin, or a chalice, or an antique chicken, or an Orthros. *
I said I wanted that book more than anything in all of Equestria. And I meant it. But there's no thing in all of Equestria that's worth as much to me as a friend. I mighta forgotten that for a little bit, but it's true. Which means there's no way this trade can be fair!

223 DARING DO COLLECTOR 223
Oh, come on that's...the sweetest thing I've ever heard! Trade's off! The trade's off!

The crowd erupts in <CHEERS> The collector takes his Daring Do book back. RD rushes at Fluttershy - and gives her a big, happy hug - a hug that is quickly joined by the slobbering Orthros.

224 TWILIGHT 224
And with that I declare this trial - and this year's Rainbow Falls Traders Exchange - over!

She <BANGS> her gavel. Pinkie leaps up and exclaims. *

227 PINKIE 227
WOO-HOO!!

The crowd disperses. Follow some ponies as they walk off past...

EXT. THE COMIC BOOK STALL

Spike and the Comic Geek Pony are still frozen in their standoff.

228 SPIKE 228
We've been standing here for so long, the Exchange is over! It's now or never. Whattaya say we just trust each other and make the trade?

The Comic Geek LAUGHS DARKLY.

229 COMIC GEEK PONY 229
<Laughs Maniacally>
(darkly)
You think we can end this just like that? Because if you do... *
(then, nicer)
...that'd work for me. *

The Comic Geek carefully hands over his pristine comic at the same time that Spike does…

As soon as each snatches the comic out of the other's hand, they both plop down on the ground back to back and haphazardly rip open the comic bags and happily flip through their new comics.

230 SPIKE AND COMIC GEEK PONY 230
<contented SIGH>

INT. THE TRAIN BACK TO PONYVILLE- THAT NIGHT

Spike and the Mane Six all ride back to Ponyville. Sitting side by side, Rarity turns to AJ…

231 RARITY 231
You know, Applejack, it was so silly, us arguing for so long about who's the better friend. We almost missed the whole Exchange!

232 APPLEJACK 232
I know. I feel plumb foolish about it too.

233 RARITY 233
But… there was just enough time in the end for me to take my half of our trade goods and get you this.

She gives AJ a small pie tin.

234 RARITY (CONT'D) 234
I know it's not the pie tin you were after.
(MORE)

RARITY (CONT'D)
But I'm sure you'll like it - it's the rustiest piece of junk I could get.

AJ is obviously happy to have the tin. But she tells Rarity…

235 APPLEJACK 235
An' you think that makes you the better friend? Well, I took my half of our stash and got you this!

She gives Rarity a piece of jewelry.

236 APPLEJACK (CONT'D) 236
And I know you're a'gonna love it - cuz you already have a bunch a ones that look exactly the same sittin' in a drawer doing nothing!

237 RARITY 237
Ooohh.

Rarity obviously loves the jewelry.

238 APPLEJACK 238
So that should settle once and for all which us is the better friend!

Rainbow Dash pops up from the seat behind them and gets in between the two.

239 RAINBOW DASH 239
Come on! You're both awesome friends. You both gave up what you wanted to do something for each other. That's the coolest thing a friend can do. Trust me, I know.

RD plops back down in her seat next to Fluttershy, who smiles. Pinkie Pie leans in towards RD from across the aisle.

240 PINKIE PIE 240
You know, even if you didn't end up with the book you wanted, you still walked away with an Orthros! That's so cool! Where is it?

241 RAINBOW DASH 241
Oh, I traded it for something way better.

REVEAL Fluttershy happily playing with a little bird whistle. She gives it <TOOT> and a bird flies in through the open window and lands on her shoulder.

242 TWILIGHT (O.S.) 242
Well, what do you know! Look at this!

Rainbow Dash turns and sees...Twilight (sitting next to Pinkie), rummaging through one of her boxes of books. Twilight levitates out a battered copy of DARING DO AND THE SAPPHIRE STATUE.

243 TWILIGHT (CONT'D) 243
My copy of Daring Do and the Sapphire Statue. It's just a beat up old paperback, not a one-of-a-kind first edition...

Twi levitates it over to Rainbow Dash, who grabs it eagerly.

244 RAINBOW DASH 244
Even better! Because I can read this one with ALL my friends.

As RD snuggles up to dive into the book with Fluttershy.

245 RAINBOW DASH(PRE-LAP)(CONT'D)245
And that's the thing we'll always remember about the Traders Exchange...

DISSOLVE TO:

INT. RAINBOW DASH'S HOUSE - LATER

Rainbow Dash makes an entry in the JOURNAL OF THE TWO SISTERS…

246 RAINBOW DASH 246
There were hundreds of ponies trading everything from diamonds to dog collars. But no matter what any other pony traded for, no pony walked out of there with anything more valuable than us.

As she says this, we CROSS DISSOLVE to the other ponies:

Rarity happily taking the new jewel AJ got her - and putting it next to several IDENTICAL JEWELS…

AJ pulling a pie out of the oven in her new (old) pie tin…

Pinkie and Twilight reading her books by the light of Twi's horn (as Spike nuzzles nearby with his new comic)…

Fluttershy blowing her bird whistle - and instantly being covered with dozens of birds…

247 RAINBOW DASH (CONT'D) 247
…cuz we left with our friends!

And on that note, we are at...

THE END