

Distribution:

Production:

Sarah Wall
Meghan McCarthy
Jayson Thiessen
Jim Miller
Ashley Irving-Scott

The HUB:

Nikki Reed
Carin Davis
Tegan Molloy
Laurence Braun
Patrick Callan

Hasbro Studios:

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

Hasbro Brand:

Mark Wiesenbahn
Donna Tobin

MY LITTLE PONY IV
"Inspiration Manifestation"
Episode 423
Written by: Corey Powell

1st draft: March 19, 2013

Outline: February 12, 2013

Premise: January 17, 2013

TEASER

INT. - CAROUSEL BOUTIQUE - DAY

RARITY marches through the shop, like a pony on a mission. As she weaves through the merchandise, she uses her magic to pull things from the piles.

1 RARITY 1
I will need this, that, and even
more of these!

She uses her magic to lift a feathered boa, a pile of ribbons and bags of glitter into the air. They fly OFF SCREEN. She moves to another pile.

2 RARITY (CONT'D) 2
I will not rest until this is the
greatest Rare-iot that Equestria
has ever seen.

She uses her magic to lift a bouquet of fake flowers OFF SCREEN.

FOLLOW the flowers to SPIKE who is barely visible underneath all of the accessories Rarity has been piling on top of him. He peeks out from behind the goods.

2A SPIKE 2A
Rare-iot?

Spike crosses to an old cart that is parked in the shop.

2B SPIKE (CONT'D) 2B
Are you talking about this old
cart?

7 RARITY 7
Dear, dear, Spike, a Rare-iot is
sooo much more than a cart. It's
part chariot, part wagon, a smidgen
rickshaw and totally brilliant!

Spike puts down the accessories to have a closer look.

8 SPIKE 8
I'm still seeing a cart.

9 RARITY 9
Well, when I'm finished working on
it, you'll see...
(dramatically)
A Rare-iot.

She looks around.

9A RARITY (CONT'D) 9A
 There's still so much work to be
 done! This is just the first of an
 entire new line of creative
 endeavours.
 (then, an explanation)
 All the greats diversify.

10 SPIKE 10
 You're definitely "one of the
 greats".

10A RARITY 10A
 Oh, Spike, you're too kind.
 (then)
 Please, continue.

10B SPIKE 10B
 This new "creative endeavour" of
 yours is gonna be brilliant,
 because you're brilliant!
 (then)
 So who is it for? Princess
 Celestia? Princess Cadance?
 Princess Twilight?

Rarity breaks into a smile.

11 RARITY 11
 No, no, no. Those Rare-iots will
 come later I'm sure. *This* one was
 13 commissioned by Equestria's most
 famous celebrity puppeteer, the
 Amazing Claude. It will be, as you
 say, a *brilliant* traveling puppet
 theater.
 (then)
 You do think it's a good idea,
 don't you?

Spike's head whips around to look at her sincerely.

14 SPIKE 14
 Brilliant!

Rarity stomps her feet.

14A RARITY 14A
 Then let's get to work!

FADE TO BLACK:

END TEASER

MAIN TITLE**ACT ONE****INT. - CAROUSEL BOUTIQUE - DAYS LATER**

Rarity and Spike are nervously watching something OFF SCREEN. Rarity is disheveled and worn out looking. She's clearly been working too hard to sleep or do much grooming.

15 RARITY 15
 (softly to Spike)
 The sleepless nights, the grooming
 free days... they've all been worth
 it to finish my masterpiece!

15A SPIKE 15A
 No pony and her dragon friend have
 ever worked so hard!

She smiles at him.

18 CLAUDE (O.C.) 18
 Mmmmmmmmm.

WIDEN as Rarity dashes over to CLAUDE'S side.

19 RARITY 19
 I take it, that's a good mmmmmmm?

ANGLE ON CLAUDE who is a unicorn with a pair of PONY PUPPETS he uses his magic to move. Claude scowls. The puppets cross their front legs and scowl. Rarity takes a surprised step backwards.

20 RARITY (CONT'D) 20
 That's a bad mmmmm?

21 CLAUDE 21
 It's a very bad mmmmm! This is the
 worst puppet theater I've ever
 seen.

Claude stomps over to the Rare-iot and motions to various aspects of the cart. He lowers his head and tries to push the cart, but the wheels are too laden with gems and decorations to go around.

22 CLAUDE (CONT'D) 22
It doesn't travel!

Claude tries to put his head into the theater, but there are too many ribbons, bows and flowers everywhere for him to get his head into.

23 CLAUDE (CONT'D) 23
There's no room for my puppets!

The puppets all wag their hooves in her direction.

24 CLAUDE (CONT'D) 24
This is an abomination to
puppeteers everywhere!

Rarity nearly collapses.

25 RARITY 25
(shell-shocked)
Abomination!?

Spike races to her side and fans her.

26 SPIKE 26
I'm sure he didn't mean that!

27 CLAUDE 27
Oh, I mean it.

28 RARITY 28
But, but, I worked so hard.

29 CLAUDE 29
Really? It seems like you didn't
spend any time on it at all because
if you had, you *surely* would have
figured out that this thing doesn't
work!

Claude spins on his heels and departs. Rarity watches him walk away, stunned.

30 RARITY 30
So many late nights spent working.
So much effort. And he thinks I
didn't work on it at all?!

Spike waves it off.

31 SPIKE 31
Pffft! So, that clod didn't like
your Rare-iot! We can take a few
of his notes and try again!

Spike tries to lead her back to a table where her supplies are laid out.

32 SPIKE (CONT'D) 32
Rare-iot Part Two!

Rarity shakes her head.

33 RARITY 33
I've had enough failure for one day, thank you very much.

CUT TO:

INT. - CAROUSEL BOUTIQUE - SHORT TIME LATER

Rarity has her back turned stubbornly on her table full of accessories. Spike picks up a jeweled crown.

34 SPIKE 34
Come on, a Rare-iot for royalty?

Rarity shakes her head as Spike picks up a handful of feathers and flaps his arms.

35 SPIKE (CONT'D) 35
I've always wanted to fly... in a Rare-iot!

She shakes her head again.

36 RARITY 36
No, darling. I'm afraid my Rare-iot days are over. I put my heart and soul into that last one and for what? To be told it looked like I put in no effort whatsoever? What's the point of working so hard on something new if that work goes unappreciated?!

37 SPIKE 37
You can't give up now. It's like you said, "All the greats diversify." And, like I said, "you are one of the greats."

Spike holds a bolt of fabric up hopefully. Rarity eyes the fabric Spike is holding.

40 RARITY 40
(reconsidering)
I suppose I could...
(MORE)

RARITY (CONT'D)

(then)

Oh, but I'd have to figure out what gems go with that fabric and what fabric goes with that cart and what cart goes with which pony and so on and so on... it would require quite bit of effort and who is to say I wouldn't just get the same response.

(then)

Forget it, Spike. I'm done!

She dramatically flings herself onto a divan.

41 RARITY (CONT'D) 41
Done!

Spike trots over to the divan, flops down and mimics her pose.

42 SPIKE 42
Okay, I'm done too! We can be done together.

43 RARITY 43
You should just go home, Spike.

44 SPIKE 44
(stricken)
Home!?!

Rarity nods her head.

45 RARITY 45
I need to be alone withOUT my thoughts!

CUT TO:

INT. GOLDEN OAKS LIBRARY - DAY

Spike stands in the library perusing the shelves while Owlwiscious watches him from the top of a shelf.

46 SPIKE 46
(muttering)
There's gotta be something in here somewhere...

47 OWLOWISCIOUS 47
<HOO>

48 SPIKE 48
It's not who, it's what. Like,
what is going to get Rarity making
new things again?

Spike keeps examining the spines of the books.

49 SPIKE (CONT'D) 49
There's gotta be some kind of spell
book around here that'll do the
trick.

He turns to look directly at Owlowiscious.

50 SPIKE (CONT'D) 50
Come on, help a dragon out! Point
me in the right direction.

Owlowiscious shakes his head. Spike scowls at him.

51 SPIKE (CONT'D) 51
The book isn't for me! It's for
Rarity. I want Rarity to like me
and make Rare-iots with me and
diversify and, and... I just need a
spell that will make her want to do
those things again!

Owlowiscious blinks at him unmoved.

52 SPIKE (CONT'D) 52
You remember Rarity, don't you?
The generous pony who everyone
loves, the one who made you that
beak warmer when it was cold...

53 OWLOWISCIOUS 53
<HOO>

Owlowiscious gives up and uses a wing to point to a book.
Spike grabs it eagerly.

54 SPIKE 54
You won't be sorry!

Spike eagerly opens the book and flips through its pages. He
stops and reads aloud.

55 SPIKE (CONT'D) 55
Inspiration Manifestation -
instantly brings your ideas to
life. This is perfect! Whatever
Rarity "thinks" will magically
appear.

(MORE)

SPIKE (CONT'D)

She can create whatever she wants
without ever having to lift a
hoof...

(aside)

... and believe me, she is done
with that *working* business.

56 OWLOWISCIOUS 56
<HOO>

57 SPIKE 57
It's just what she needs!

CUT TO:

INT. - CAROUSEL BOUTIQUE - SHORT TIME LATER

Rarity is still prostrate on the divan when Spike barges into
the boutique.

58 RARITY 58
Leave me be! Can't you see how
distraught, disappointed and
downtrodden I'm feeling?!

Spike triumphantly holds up the book.

59 SPIKE 59
Inspiration Manifestation -
instantly brings your ideas to
life!

Rarity doesn't budge.

60 SPIKE (CONT'D) 60
(hopeful)
To life?

61 RARITY 61
(unenthused)
I heard you the first time. The
problem is, it's too much work to
have ideas. You can work and work
and then some puppeteer says,
"mmmm, you're an abomination!"

Spike brings the book close to Rarity.

62 SPIKE 62
Maybe I should have stressed the
instantly part. With this book,
you don't have to work. Your ideas
will happen just like that!

Spike <SNAPS> his fingers and Rarity is slightly more interested. She takes the book from Spike and reads from the page he's bookmarked.

63 RARITY 63
 (reading aloud)
 When you say aloud a grand idea.
 Soon enough it will appear. Just
 sit back, enjoy the perk, of never
 doing a bit of work.
 (then)
 Oh, that's just ridiculous. Sounds
 more like a children's nursery
 rhyme than a spell.

Rarity closes the book.

63A RARITY (CONT'D) 63A
 And could this book be more plain?
 A spell book should have more
 pages, a velvet cover, a whole lot
 of jewels and a nice sparkle to let
 me know it's working.

Instantly the book sparkles and then transforms into a velvety and bejeweled wonder.

64 RARITY (CONT'D) 64
 <GASP> It works! I said aloud a
 grand idea and... and it appeared!
 (then)
 And I didn't have to use any glue,
 gems or time of my own!

65 SPIKE 65
 See, what did I tell you? Who's
 your dragon now?

66 RARITY 66
 (thrilled)
 You are!

Spike basks in the moment. Rarity looks at the book hungrily. There is a sudden GLOW in her eye that matches the sparkle of the book.

67 RARITY (CONT'D) 67
 And you, my little spell book, are
 going to make things so much easier
 for me. No labor, no execution,
 just pure ideas!

68 SPIKE 68
 'Can't wait!

Rarity leaps to her feet.

69 RARITY 69
Just imagine what will happen when
my creativity is unfettered!?

Her eyes glow even more.

69A RARITY (CONT'D) 69A
Everypony will bow to my
creativity!

Spike spontaneously takes a bow. He straightens up, a confused look crosses his face.

70 SPIKE 70
What just happened?

71 RARITY 71
They will applaud my brilliance.

Spike suddenly <APPLAUDS>. Rarity's eyes glow again.

71A RARITY (CONT'D) 71A
Oh, yes, this is going to be
fabulous.
(then)
Don't you think so, Spike?

Spike is still clapping.

71B SPIKE 71B
Definitely.
(sincere)
What could possibly go wrong?

Off Rarity's glowing eyes we...

END OF ACT ONE

ACT TWO

EXT. STREETS OF PONYVILLE - DAY

Rarity and Spike walk down Main Street Ponyville. Rarity is energetic and excited. At the moment, her eyes are glow free. Spike carries the spell book and trails a bit behind.

73 SPIKE 73
Wonder what this little baby can do
when a mind as brilliant as yours
is using it?

73A RARITY 73A
Let's find out!

She stops in front of a flower that is growing by the side of the road.

74 RARITY (CONT'D) 74
This flower should be bigger.

The flower doesn't change at all.

74A RARITY (CONT'D) 74A
(pouting)
It didn't work.

Spike races up to her.

74B SPIKE 74B
Maybe you have to say the spell
again.

He holds the book up to her. Her eyes immediately begin to glow with the same sparkle that illuminates the book.

Instantly, the flower grows to three times its size.

74C SPIKE (CONT'D) 74C
Whoa!
(then, realizing)
But you didn't say the spell.

75 RARITY 75
It seems that I don't have to say
it, I just need the spell near me.
(then)
Isn't that marvelous? I don't even
have to do the work of reciting the
spell again.

76 SPIKE 76
Yep, thanks to me, your brilliant
ideas are gonna happen instantly.
No muss no fuss.

76A RARITY 76A
I should probably hold onto the
book though, don't you think?

76B SPIKE 76B
It's all yours, my magical-ness!

Rarity uses her magic to take the book from Spike and put it in her saddlebag. The glow leaves her eyes.

The two start walking again.

77 RARITY 77
Just between you and me, Ponyville has been needing a makeover for quite some time.

Spike considers this.

78 SPIKE 78
And how much of Ponyville are you thinking about changing?

79 RARITY 79
Just the parts that are in need of a little magical Rarity redo... except the magical part is just between us, right? I want to be anonymous during this designing phase.

79A SPIKE 79A
You do?

79B RARITY 79B
Yes, the spell gives me the chance to try out my ideas without having to lift a hoof, but I don't want to claim them until I'm completely satisfied with the results.
(then)
So... promise you won't say a word to anyone?

Spike mimics locking his mouth and throwing away the key.

80 SPIKE 80
(with mouth shut)
Yooogotit.

Rarity spots BIG MAC and APPLEJACK selling apples from one of their carts.

81 RARITY 81
My muse is calling me... to give these apple-selling ponies a little style!

82 SPIKE 82
Bring on the inspiration!

Rarity's eyes glow.

83 RARITY 83
Ponies need to know what they're
buying and a hat should do the
trick!

The book glows and instantly Big Mac is wearing a GIANT APPLE
HAT on his head. Applejack does a double take.

84 APPLEJACK 84
(to Big Mac)
Holy Winesap! Have I been eatin'
fermented apples? 'Cause I could
swear yer startin' to look edible!

85 RARITY 85
And Applejack really needs to sell
herself better.

Suddenly, Applejack is wearing a pony-sized sandwich board
with flashing lights and an arrow pointing to her cart.
Applejack looks down and squeezes her eyes shut in disbelief.

86 APPLEJACK 86
Please tell me I ain't blinkin'!

ANGLE ON Rarity and Spike as they continue down the road.

87 SPIKE 87
That was brilliant!

88 RARITY 88
That's something I never get tired
of hearing. Thanks for being such
a good friend.

Spike melts.

89 SPIKE 89
I'm always there for you!

CUT TO:

EXT. - FIELD - SHORT TIME LATER

Rarity and Spike spot FLUTTERSHY in the distance running
drills with her butterflies. Spike elbows Rarity.

90 SPIKE 90
I just know you're gonna do
something great with that!

91 RARITY 91
You're right, of course!

Rarity looks at the spell book appreciatively.

92 RARITY (CONT'D) 92
I never realized until now what
drudgery it was to *work* at
something. If I didn't have this
book, I might have to tire myself
out...

Her eyes suddenly begin to glow.

92A RARITY (CONT'D) 92A
... decorating those butterflies
with glitter.

Suddenly, the butterflies' wings are all covered in glitter.
It is clearly heavy, and they have a hard time keeping
afloat. Fluttershy gapes at them.

93 FLUTTERSHY 93
Don't worry! It'll wash off after
one bath!

The butterflies all land on the ground, spent.

94 FLUTTERSHY (CONT'D) 94
(worried)
Or two!

Rarity keeps on walking with that spell-induced glint in her
eye. She is completely oblivious to what just happened.

95 RARITY 95
You know, Spike, we may be able to
tell everyone I'm behind all the
changes around here sooner than
later. I mean, when your first
ideas are as good as mine, who
needs seconds?

Spike follows Rarity, but looks back briefly at the downed
butterflies.

96 SPIKE 96
(doubtful)
Maybe a third wouldn't hurt once in
awhile.

The glow leaves.

97 RARITY 97
What?

Spike quickly turns back to Rarity and keeps on walking.

98 SPIKE 98
Nothing! I was just saying that I
can't wait to see what brilliant
idea you're going to come up with
next.

CUT TO:

EXT. FIELD - SHORT TIME LATER

Rarity and Spike continue their trek through Ponyville until they spot RAINBOW DASH flying high above them. She is practicing her flying skills by slaloming through the clouds.

99 RARITY 99
Rainbow Dash's air-look could
definitely use some improvement.

100 SPIKE 100
Always thought that pony could have
a little more pizazz.

Rarity's eyes begin to glow. She is under the book's spell once again.

101 RARITY 101
(slightly manic)
I see a gown with a train, a hoop
skirt and more ruffles than you can
count!

ANGLE ON RAINBOW DASH as she is suddenly dressed in a full gown. The hoop skirt and ruffles are so big that she can't bring her wings down for a full flap and the train is getting tangled on everything. She quickly starts to lose altitude.

102 RAINBOW DASH 102
(to herself)
Lace, ruffles, a skirt!?! What's
more embarrassing this or the crash
landing I'm about to make!

Spike watches in fear as Rainbow Dash starts to fall. He then turns to Rarity and points to Rainbow Dash.

103 SPIKE 103
You gonna do something about that!?

Rarity is still under the book's spell. It's clear that she can't see what's wrong with her friend.

104 RARITY 104
You're right. That is sooo wrong!

105 SPIKE 105
<HUGE SIGH OF RELIEF>

106 RARITY 106
She's missing a tiara!

A tiara quickly appears on Rainbow Dash's head and then falls down over her eyes.

107 RAINBOW DASH 107
(to herself)
At least, I can't see myself
anymore. Problem is, I can't see
the ground either!

Rainbow Dash extends her feet feeling for the ground. It's right below her. She hits it awkwardly and her legs get tangled in the train. She rolls across the field. When she comes to a stop she sits up quickly and looks around.

108 RAINBOW DASH (CONT'D) 108
(worried)
Anypony see that?

ANGLE ON RARITY as she walks away from the scene still under the spell of the book. Oblivious to the problem she's caused for Rainbow Dash. Spike watches her go.

109 SPIKE 109
(to himself)
Nope, just one worried dragon...

110 OWLOWISCIOUS (O.C.) 110
<HOO!>

Spike turns to see Owlowiscious watching him from a tree.

111 SPIKE 111
... and owl!

112 OWLOWISCIOUS 112
<HOO>

Spike turns to Rarity's retreating form.

113 SPIKE 113
 (to Owlowiscious)
 I know, I know... Rarity's ideas
 are best when she spends a little
 time thinking about them.

Spike turns again to look directly at the owl.

114 SPIKE (CONT'D) 114
 But are you gonna tell her the
 first thing that pops into her mind
 isn't always the best... 'cause I'm
 not!

115 RARITY (O.S.) 115
 Not what?

Spike whips around to see that Rarity is right next to him.
 Spike casts a furtive look at Owlowiscious.

116 SPIKE 116
 Not... um... ah...

He breaks into a huge ingratiating grin.

117 SPIKE (CONT'D) 117
 ... not going to shower you with
 too many compliments, even though
 those ruffles were perfect!

118 RARITY 118
 I know!

Her eyes glow. She's gone again.

118A RARITY (CONT'D) 118A
 (under spell)
 Now, let's see what else we can do!

Rarity turns and starts to trot away.

119 OWLOWISCIOUS 119
 <HOO!>

Spike scowls at him.

120 SPIKE 120
 Don't look at me like that. She
 likes me when I like HER, and I'm
 not gonna mess that up. No way, no
 HOO!

Spike rushes to catch up with Rarity.

CUT TO:

EXT. GARDEN PARTY - SHORT TIME LATER

Spike and Rarity see a snobby, fancy garden party in full swing in somepony's back yard. From the street, they watch the crowd erupt into song.

120A RARITY 120A
What a nice looking party!

The book sparkles and her eyes begin to glow.

120B RARITY (CONT'D) 120B
(under the spell)
That could be so much better!

121 PARTYGOERS 121
(singing)
Another year, another pony! Happy
day, happy day, happy pony, happy
day!...

PINKIE PIE comes dashing out of the house holding a birthday cake with a number of lit candles on top. Pinkie Pie brings the cake to a HIGH SOCIETY PONY and is ready to put it in front of her.

122 RARITY 122
That cake would look better with
MORE candles.

The cake springs to life brightly without endangering anypony.

123 SOCIETY PONY 123
<GASP> I am not that *old*!!

Pinkie Pie looks at the cake in surprise.

124 PINKIE PIE 124
I'm pretty sure those candles
multiplied or maybe they divided or
maybe they took a percentage and
added it to another percentage and
then all of a sudden for no reason
at all there were candles over the
cake!

ANGLE ON RARITY AND SPIKE watching.

125 RARITY 125
Look how happy Pinkie Pie is with
my work!

Spike looks at Pinkie Pie, the Society Pony and the other
guest all trying to blow out the MANY candles and then back
at Rarity.

126 SPIKE 126
You lookin' at the same party I'm
lookin' at?

Spike <SNAPS> his fingers in front of Rarity. She doesn't
seem to notice.

126A SPIKE (CONT'D) 126A
Are you lookin' at *anything* that
I'm lookin' at?

He tries to peer into her eyes.

126B SPIKE (CONT'D) 126B
Are you even in there!?!

127 RARITY 127
(in her own world)
There should be more streamers!

ANGLE ON a YOUNG PONY with a faux pony tail in his mouth.
He's blindfolded and trying to pin the tail on the pony.
However, as streamers fall down around the partygoers, no one
can see anything including each other.

128 YOUNG PONY 128
Did I get it?!

129 SOCIETY PONY 129
<SHRIEK> Not quite!

130 YOUNG PONY 130
Sorry!

ANGLE ON SPIKE horrified. He points to the party.

131 SPIKE 131
Ummm!?!

132 RARITY 132
(still gone)
There should be balloons and three
harpists instead of one and oh so
many more flowers.

Suddenly, balloons are everywhere. The guests can't help but step on them. They <POP>.

133 GUESTS 133
 <SCREAM>

Instead of one harp player, there are instantly three, except there isn't nearly enough room for all of them. They jostle for space. The first harp is knocked down and then they all fall like dominoes.

Pinkie Pie dashes through the party trying to make things better.

134 PINKIE PIE 134
(manic and confused)
The streamers had streamers, the
balloons had babies, the flowers
have bees and there are too too
many ponies with harps!

There is a <BUZZING SOUND> coming from somewhere.

135 SPIKE 135
Did she say bees?

Rarity doesn't react.

136 RARITY 136
(still under spell)
Can't wait to read about this in
the society page. Pinkie Pie will
be so grateful!

Spike watches as bees descend on the party and everyone disperses.

137 SPIKE 137
Is that what they're calling it
these days?

Spike turns to see that Rarity is already moving down the street. She calls back.

```

138          RARITY          138
Come along, Spike. WE have so much
more to do!

```

139	SPIKE	139
	(longing)	
	We... gets me every time.	I can't
	NOT be a part of that we.	
	(calls out)	
	Coming!	

Spike hurries after her.

CUT TO:

EXT. PONYVILLE TOWN SQUARE - SHORT TIME LATER

Rarity and Spike walk through the center of the town square. Rarity looks around with enthusiasm.

140 RARITY 140
So little time and so much to do!

141 SPIKE 141
(worried)
You know that expression, "If it
ain't broke, don't fix it."? I
like that expression.

Rarity examines the grass under their feet. She's not listening. The book glows and once again, she's gone.

142 RARITY 142
(under spell and more
manic)
I've never understood *green* grass.
It should be blue to match the sky.

Suddenly, the grass in the square is blue. A PEGASUS walks by, sees the blue grass and begins to flap his wings.

143 PEGASUS 143
I thought I was walking, but it
looks like I'm flying... wait, am I
on the ground!?
(freaking out)
Why is everything blue!?!

Rarity keeps walking and Spike follows.

144 RARITY 144
Everypony should have flowers woven
in their manes.

A UNICORN suddenly has a mane full of roses.

145 UNICORN 145
<SNEEZE, SNEEZE, SNEEZE>

Spike gives the unicorn a quick look.

146 SPIKE 146
Sorry!

He runs after Rarity who is squaring off with the entire park and surrounding buildings. She begins and as each phrase is uttered, it happens.

147 RARITY 147
 Instead of street lamps, we should
 have trees with glowing orbs... and
 they should dance, of course.

Trees begin to dance with their glowing orbs. Ponies
<WHINNY> in surprise and run away.

148 RARITY (CONT'D) 148
 I never understood why there wasn't
 a water feature in this square!

There is suddenly a massive fountain in the square that
sprays everypony with water. They duck and cover.

149 RARITY (CONT'D) 149
 And, seriously, why aren't our
 roads paved with velvet!?

Every pony and cart on the roads suddenly grinds to a halt as
their wheels and legs get tangled in the fabric.

Spike looks around in horror.

150 SPIKE 150
 So, how about a little lunch or
 something? Give that brilliant
 mind of yours a little rest!

Rarity is still under the spell of the book, so she doesn't
notice that anything is wrong.

151 RARITY 151
 Don't be silly. I won't be done
 until they're calling this place
 Rarityville!

She gallops off to make more changes. Spike is ready to
follow her when TWILIGHT SPARKLE dashes up to him.
OWLOWISCIOUS lands on a tree branch right behind her.

152 TWILIGHT SPARKLE 152
 (ready to do battle)
 There's a nefarious ne'er-do-well
 in Ponyville!

She gestures around her.

153 TWILIGHT SPARKLE (CONT'D)
 I need to find whoever is
 responsible for what's going on
 around here. Spike, have you seen
 anything suspicious!?

Twilight Sparkle looks around for something suspicious while Owlowiscious points an accusatory wing at Spike. He shakes his head. Mimics sticking a key in his mouth and locking it. He then throws the imaginary key on the ground and vigorously stomps on it.

154 SPIKE 154
 (whispers furiously)
 I made a promise to keep this
 between me and Rarity!

Twilight Sparkle turns back to look at Spike. He pretends to give it some thought.

155 SPIKE (CONT'D) 155
 Nefarious ne'er-do-well, you say?
 Yep, that's a head scratcher. Good
 luck with that!

Owlowiscious shakes his head in disapproval. Spike pointedly ignores him.

156 TWILIGHT SPARKLE 156
 I'm going to need more than luck to
 save our town from this rampaging
 monster!

157 SPIKE 157
 <GULPS> Rampaging monster?

158 TWILIGHT SPARKLE 158
 Just look what it's done!

PAN TO a lacy but beautiful building that is so delicate it sways with the breeze.

159 TWILIGHT SPARKLE (15.9.) (CONT'D)
 The buildings are hazards! No pony
 is safe inside a building made of
 lace and flowers!

The building finally collapses.

160 TWILIGHT SPARKLE (16.0.)
 No pony can step on the sidewalks
 without hurting their hooves
 because they're covered in jewels.

PAN TO a Pegasus hovering over the sidewalk. She puts down one hoof to test it.

161 PEGASUS 161
Ow!

162 TWILIGHT SPARKLE (16.20.)
The plants and trees are unhappy in
this new blue soil!

PAN TO the flowers in a garden droop sadly.

163 TWILIGHT SPARKLE (16.30.)
And nopony can get anywhere with
these over decorated carts and
velvety streets.

PAN TO a jewel laden cart that is completely bogged down in velvet.

ANGLE ON SPIKE as the reality sets in.

A FRIGHTENED PONY gallops up to Twilight Sparkle.

164 FRIGHTENED PONY 164
You have to do something! The
Gazebo is suddenly really, really
big and made of crystal! One bird
landing and the whole thing is
coming down!

165 TWILIGHT SPARKLE 165
I'm on it!

She gallops off. Spike watches her go.

166 SPIKE 166
(horrified)
There really is a monster on the
loose...
(then)
And I created her!

END OF ACT TWO

ACT THREE

EXT. - PONYVILLE TOWN SQUARE - MOMENTS LATER

RESUME ON SPIKE'S apprehensive face. This is the moment of truth. From his tree, Owlowiscious nods encouragingly and points towards Twilight Sparkle's running form.

167 OWLOWISCIOUS 167
<HOO!>

168 SPIKE 168
No! I made a promise to Rarity to keep this to myself. And, if I tell on her she won't be my friend...
(shudders)
... and that would be awful!

169 OWLOWISCIOUS 169
<Hoo>

170 SPIKE 170
(determined)
I'll just take care of this little...

He looks around at the square again.

171 SPIKE (CONT'D) 171
Erm... problem on my own! I need to get my claws on that spell book!
(then)
If I can get it away from her, this madness can stop.

CUT TO:

INT. - CAROUSEL BOUTIQUE - SHORT TIME LATER

Spike barges in through the front door as Owlowiscious lands on an open windowsill to watch. Rarity races by Spike.

172 RARITY 172
Spike! There you are. Be a dear and help pack my bags and load up the Rare-iot! We are taking this show on the road! Next stop, Manehattan!

Spike looks out the window and sees a group of PONIES trying to get an obvious 'Rarity creation' down the street. Their apple cart won't budge because instead of wheels, it has giant apples.

173 SPIKE 173
 (mutters)
 That could be the end of Manehattan
 as we know it.

Rarity whips her head around, uncertain of what she just heard.

174 RARITY 174
 What did you just say? Don't you
 like my idea?

Spike pauses. It's his big chance.

175 SPIKE 175
 <GULPS> I, I... I just said that
 the first thing I should pack is
 your spell book.

He reaches out for the spell book that is still in her saddle bag, but she takes a few protective steps backwards. Her eyes glow.

176 RARITY 176
 (under spell)
 I need it close. You never when my
 muse will strike.

Spike eye balls it longingly, but dutifully starts grabbing things for the trip. Owlowliscious glowers at him remonstratively from the window. Spike scowls at the owl.

177 SPIKE 177
 Oh, don't get your feathers in a
 bunch. I'll figure out a way to
 get that book, and she'll never
 even know it was me.

Spike walks over to the Rare-iot and stands next to Rarity. He quickly puts down the supplies and focuses on the spell book in her bag.

Rarity sticks her head inside the puppet theater.

178 RARITY 178
 I don't know what that puppeteer
 was talking about. There's plenty
 of room in here!

She moves to pull her head out, but it's stuck.

179 RARITY (CONT'D) 179
 What's happening here!? Somepony
 or some *dragon* must have done
 something to my Rare-iot! Spike!

While she's stuck, Spike uses the opportunity to remove the spell book from her saddle bag. He backs away very slowly, hoping to remain undetected. But, he's not far enough away.

180 RARITY (CONT'D) 180
 What I need is a bigger Rare-iot!

Suddenly, the Rare-iot is twice as big. Spike jumps in surprise and then turns to run away with the book now that Rarity is free. Rarity's eyes begin to glow. Once again, she is in the creative grasp of the spell book.

181 RARITY (CONT'D) 181
 No, what I need is two Rare-iots!

A second Rare-iot spontaneously appears in front of Spike. He backpedals and loses hold of the book. It flies into the air and then lands perfectly on a nearby table.

182 OWLOWISCIOUS 182
 <HOO!>

183 SPIKE 183
 I know! I couldn't do that again if
 I tried.

184 RARITY 184
 (really manic)
 Maybe what I need is a whole fleet
 of Rare-iots!

Owlowiscious shudders and then points out the window. Spike looks and sees that there are Rare-iots everywhere. The streets are completely jammed. Ponies scratch their heads and peer inside to see if there's anypony even driving them. Spike rocks his head in his hand.

185 SPIKE 185
 (to Owlowiscious)
 Don't worry. The book is close.

Rarity is moving faster than normal and using her magic to rapidly bring supplies to the Rare-iot. Spike uses this opportunity to slowly and sneakily makes his way to the table where the spell books is resting. He gets close and reaches out. He almost has it...

186 RARITY 186
 (manic)
 You know it's a lot colder in
 Manehattan. Spike, you should
 definitely have a heavy sweater.

The book sparkles and suddenly Spike can't lift his arms due to the heavy sweater he is wearing. He drags himself towards the book.

187 RARITY (CONT'D) 187
 You know, I rather like cold
 weather. Ponyville should have a
 little frost or maybe a lot of
 frost, probably a whole winter
 storm.

Spike grimaces as Owlowiscious whips his head around to see what's happening outside. The place is covered in snow. There are drifts everywhere. A couple of ponies slide across the frozen ground on Rare-iots.

188 SPIKE 188
 (to Owlowiscious)
 I know! I need to get that book
 away from her!

188A OWLOWISCIOUS 188A
 <VEHEMENT HOO>

Owlowiscious points to Rarity. But Spike shakes his head.

188B SPIKE 188B
 I know it's bad out there, but not
 so bad that I have to confront her
 or anything! Friends don't
 confront friends... they just take
 her book without her knowing!

Owlowiscious shakes his head.

188C SPIKE (CONT'D) 188C
 Uh huh!!

189 RARITY 189
 (musing)
 They're probably going to be much
 more fashion forward in Manehattan.
 Maybe a poncho would be more
 stylish.

Spike reaches out to grab the book, but is stopped instantly when his sweater is turned into a tube.

He has to wriggle like a worm. He doesn't get very far standing, so he falls to the floor and inches like an inch worm.

190 RARITY (CONT'D) 190
 (hyper speed, under spell)
 It would be nice if everypony in
 Ponyville could dress like Spike
 now that I've fixed him and
 everything!

Spike freezes and looks at Owlowiscious. He puts his wing over his head.

ANGLE ON the window as a PONY tries to walk by in a sweater tube. He has to take teeny tiny steps, and he's not happy about it.

191 PONY 191
 It's diabolical, I tell 'ya.
 Diabolical!

192 SPIKE 192
 (hisses at Owlowiscious)
 She'd be an evil genius...

He looks at Rarity still packing.

193 SPIKE (CONT'D) 193
 (softens)
 ... if she weren't so Rarity!

194 OWLOWISCIOUS 194
 <AGGRESSIVE HOO!>

Spike starts to madly inch towards the table.

195 RARITY 195
 (still going)
 And if the poncho is too severe, we
 can always soften it with rosebuds
 and cottontails!

Spike's tube is covered in rosebuds and cottontails. There's too much traction, and he can no longer inch.

196 SPIKE 196
 (frustrated)
 Argh!

He doesn't give up, though. He starts to roll towards the table.

197 RARITY 197
Hmmm...

Spike panics and rolls faster.

198 RARITY (CONT'D) 198
(as manic as ever)
Yes, definitely! Everypony in
Ponyville should be as lucky as
Spike. What if everypony could
breathe fire, and spikes are
mandatory, of course. Also it
might be fun if there...

199 SPIKE 199
NOOOOOO!

Rarity whips around to look at him. Her eyes are wild,
glowing.

200 SPIKE (CONT'D) 200
(wild)
Don't say another word! Don't
speak. Don't manifest *anything*!

With all the energy he can muster, Spike flings himself at
the table and the book. He knocks into it and the book flies
across the room away from both of them. Rarity's eyes
instantly stop glowing. She shakes her head a few times and
then looks at Spike with wonder.

201 RARITY 201
(normal)
What happened to you, and why are
you wearing that *ridiculous* outfit?

Spike rolls so that he can look directly at Rarity.

202 SPIKE 202
You! You happened to me! You and
all your ideas that you haven't
worked on happened to me!

Rarity's mouth drops open.

203 RARITY 203
I did this!?!

Spike takes a deep <BREATH> and then uses his head to motion
outside. Rarity sees the unmoving carts and over dressed
ponies holding their fire-filled, smoking mouths shut.

203A RARITY (CONT'D) 203A
<GASPS> I really DID do this!

204 SPIKE 204
 You've done a lot of things! A lot of terrible things. And I saw what was happening but I never said anything because I was afraid that if I criticized you the way the puppeteer did, you wouldn't want to be my friend anymore. And, I really, really like being your friend!

Rarity considers this while Spike nervously waits for her reaction.

204A RARITY 204A
 Oh, Spike. I'd never stop being your friend because you told me the truth.

204B SPIKE 204B
 You wouldn't?

Rarity shakes her head. Spike is visibly relieved.

Rarity trots over to the spell book. Her eyes glow briefly, but she visibly fights to stay in control.

205 RARITY 205
 I think Spike was perfect just the way he was before I changed him.

Spike is instantly out of his sweater. He jumps to his feet.

206 RARITY (CONT'D) 206
 <SIGH> Clearly, the first thing that pops into my head is not always the best idea. Sometimes the tenth thing that pops into my head isn't the best idea either. Just ask that puppeteer.

206A SPIKE 206A
 He didn't know what he was talking about.
 (off her look)
 Okay, maybe he did know what he was talking about.

206B RARITY 206B
 And maybe instead of pouting about it, I should have taken his criticisms to heart, put in a bit more work, and created something he would have adored.
 (MORE)

RARITY (CONT'D)

(then)

I imagine that's how all the greats
do it when trying something new.

Spike grins at her.

206C SPIKE 206C
And you are one of the greats.

Rarity uses her magic to pick up the spell book.

207 RARITY 207
You should get this away from me.

Spike takes the book.

208 SPIKE 208
Now, there's something we don't
have to think about twice. Let's
get ridda this thing!

209 RARITY 209
Absolutely, the next pony who gets
her hooves on this book might not
have a friend as good as you to
help rein her in when things get...

We hear a <CRASHING SOUND> coming from outside, then
<TERRIFIED WALLA>.

209A RARITY (CONT'D) 209A
...a little out of hoof.

Spike holds the book over his head.

210 SPIKE 210
Bottoms up!

He opens his mouth and is ready to drop the book into the
flames when...

211 TWILIGHT SPARKLE (O.S.)
Not so fast!

Spike and Rarity whip around to see that Twilight Sparkle,
Fluttershy, Pinkie Pie, Rainbow Dash and Applejack have all
entered the shop.

212 TWILIGHT SPARKLE (CONT'D)
First of all, that's a library
book! And second of all, we need
that book to fix the work of...

She looks pointedly at Rarity.

213 TWILIGHT SPARKLE (CONT'D)
... the nefarious ne'er-do-well!

Rainbow Dash gets right in Rarity's face.

214 RAINBOW DASH 214
Ruffler!

Spike squeezes himself between the two ponies.

215 SPIKE 215
Hey, hey, it's not all Rarity's
fault. She just got a little
carried away is all.

216 RARITY 216
I did...

She turns to Spike.

217 RARITY (CONT'D) 217
But I think we can set things right
together.

Spike beams.

218 SPIKE 218
That together part is all I ever
wanted in the first place!

CUT TO:

INT. - LIBRARY - DAY

Spike and Rarity sit side by side at a desk and begin to write their entries into the Journal of the Two Sisters. Owliscious is perched on the chair behind them.

DISSOLVE TO:

EXT. - PONYVILLE STREET - DAY

Spike carries the spell book while Rarity looks at a still dancing, but clearly exhausted tree. The book sparkles and the tree turns back into a lamp post. Spike nods his head and begins to walk to the next issue, but he starts with surprise when the book unexpectedly sparkles again.

218A SPIKE (V.O.) 218A
Today I learned that it's important
to be honest with your friends,
especially if one of them is making
a big mess of things. A true
friend will know you're speaking up
because you care about them.

He turns to see what happens. Rarity smiles at the now magenta tree. Spike shakes his head as Rarity sighs and turns it back to normal.

DISSOLVE TO:

INT. - CAROUSEL BOUTIQUE - DAY

Rarity holds up a bolt of very busy fabric. Spike shakes his head 'No.' Rarity scowls for a moment and then brightens.

218B RARITY (V.O.) 218B
I learned that even when somepony
thinks that something you worked
really hard on is an *abomination*,
you shouldn't stop trying to branch
out and do new things.
(then)
I also realized that shortcuts
don't always lead to the best
solutions. Sometimes you just have
to learn from your mistakes and
then work even harder to fix them.

She selects another simpler fabric. Spike nods his head with appreciation.

DISSOLVE TO:

EXT. - PONYVILLE TOWN SQUARE - LATER

Spike bobs his head up and down and slaps his thigh. He is in stitches over something.

WIDEN TO REVEAL that the other ponies are seated in the grass watching The Amazing Claude put on a puppet show in the new and much improved Rare-iot. Rarity stands next to Spike.

220 RARITY 220
All that Rare-iot needed in the
first place was just a little bit
more work.

221 SPIKE 221
And a friend to say... "Maybe we
should leave a little room for the
puppets."

Rarity rolls her eyes with a smile as they go back to
watching the show.

FADE OUT.