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MY LITTLE PONY IV
"Inspiration Manifestation"
Episode 423

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FADE IN:

EXT. PONYVILLE - ESTABLISHING - DAY

PONIES finish setting up a handful of BOOTHS with CARNIVAL GAMES while others push CARTS filled with JUICE BOXES and SWEETS. Pinkie Pie rushes onto the scene.

1	PINKIE PIE	1
	Hear ye! Hear ye! The Ponyville Foal and Filly Fair is almost ready to begin! There will be games. There will be prizes. There will be puppets! Yippee!!!	

Pinkie Pie cartwheels by the CAROUSEL BOUTIQUE. Through its windows we can see Rarity scurrying about.

INT. CAROUSEL BOUTIQUE - AT THE SAME TIME

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.

2	RARITY	2
	Just need more of this, that, and a few 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.

3	RARITY (CONT'D)	3
	This is going to be the most gorgeous puppet theater the Fair has ever seen.	

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

4	SPIKE	4
	How could it not be? You're the one making it.	

5	RARITY	5
	Oh, but I couldn't have done it without the help of one of my dearest and most supportive friends.	

(MORE)

RARITY (CONT'D)

(then)

You, Spike, are my favorite dragon.

6 SPIKE 6
You're *favorite* dragon?
(blushing)
Aw, gee.

7 RARITY 7
(then, over dramatic)
The hours have been long, the work
taxing beyond compare, but it will
all be worth it when we hear those
three little words--

8 CLAUDE (V.O.) 8
This is awful.

EXT. PONYVILLE TOWN SQUARE - DAY

Rarity's jaw is on the ground as CLAUDE, a unicorn with a pair of PONY PUPPETS he uses his magic to move, scowls at the PUPPET THEATER on WHEELS he is inspecting. It's very beautiful, but EXTREMELY impractical.

9 RARITY 9
(stunned)
It's awful?

The puppets cross their front legs and scowl.

10 CLAUDE 10
Completely unusable.

Rarity takes a surprised step backwards.

11 RARITY 11
Unusable?

Claude lowers his head and tries to push the cart, but the wheels are too laden with gems and decorations to go around.

12 CLAUDE 12
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.

13 CLAUDE (CONT'D) 13
There's no room for my puppets!

Rarity looks crestfallen.

14 CLAUDE (CONT'D) 14
Well, it's a good thing I always
bring along a curtain rod and an
old bed sheet.

The puppets pick up a rod with a sheet draped over it.

15 CLAUDE (CONT'D) 15
(then, calling out)
Can somepony find me a door frame
to set up in?
(pointedly)
It appears I won't have a
travelling puppet theater to use
after all.

Claude walks off. The puppets on his shoulders look back at
Rarity and shake their heads in disappointment.

16 SPIKE 16
I don't know what that guy was
talking about this thing is
perfect.

Spike sticks his head into the puppet theater and immediately
finds himself tangled up in ribbon and lace.

Rarity slumps and we...

END TEASER

OPENING CREDITS

ACT I

INT. CAROUSEL BOUTIQUE - LATER

Rarity is prostrate on a divan looking miserable.

17 RARITY 17
This is terrible. Simply terrible.

18 SPIKE 18
Come on, Rarity. So Claude didn't
like your exquisitely crafted, best
puppet theater in the history of
puppet theaters puppet theater. You
can just contribute something else
to the Foal and Filly Fair.

19	RARITY (brightening) I suppose I could... (then) But I'd have to design something appropriate for the theme, and acquire just the right materials, and then of course there's the labor involved in construction. (then, giving up) Forget it, Spike. The fair starts in mere moments. I'd never have something finished in time.	19
----	--	----

Rarity uses her magic to crack open a TUB of ICE CREAM. She eats straight from the carton.

20	RARITY (CONT'D) Simply stated, I have failed. Miserably. <SIGH> And that makes me simply miserable.	20
----	---	----

She lies back dramatically on the divan.

She sits up to get another scoop of ice cream, then lies back down again in dramatic fashion.

Off Spike's concerned look for his friend we...

DISSOLVE TO:

EXT. CASTLE OF THE TWO SISTERS - ESTABLISHING - LATER

INT. CASTLE OF THE TWO SISTERS - A LITTLE LATER

Spike stands in the library of the Two Sisters perusing the shelves while Owlowiscious watches him from a shelf.

21	SPIKE (muttering) There's gotta be something in here somewhere...	21
22	OWLOWISCIOUS <HOO>	22
23	SPIKE It's not who, it's what. Like what can help Rarity make something in time for the Fair so she can go back to feeling fabulous.	23

Spike keeps examining the spines of the books.

24 SPIKE (CONT'D) 24
I'm one of her dearest and most
supportive friends. She said so
herself. And as her *favorite*
dragon, it's up to me to come
through for her in her time of
need.

He looks through more books.

25 SPIKE (CONT'D) 25
There's gotta be some kind of spell
that'll do the trick. Oooh. Maybe
something that can stop time for a
bit so she can work or...

He turns to look directly at Owlowiscious.

26 SPIKE (CONT'D) 26
Come on, help a dragon out! You've
been hanging around the place.
Spot anything that might help?

Owlowiscious shakes his head. Spike scowls at him.

27 SPIKE (CONT'D) 27
It's not for me! It's for Rarity.

Owlowiscious blinks at him unmoved.

28 SPIKE (CONT'D) 28
You remember Rarity, don't you?
The generous pony who everypony and
owl loves, the one who made you
that bow tie you liked so much...

29 OWLOWISCIOUS 29
<HOO>

Owlowiscious gives up and uses a wing to point to a simple,
benign looking book. Spike moves towards it but then spots
something beyond it.

30 SPIKE 30
What is that!?!

31 OWLOWISCIOUS 31
<WARNING HOO>

Spike approaches a dark, well-used BOOK that is completely
covered in large ominous spikes. It is inside of a CAGE with
a GIANT PADLOCK for safe-keeping.

32 SPIKE 32
I'm liking the looks of this one!

He breathes fire on the lock briefly until it pops open.

33 OWLOWISCIOUS 33
<HORRIFIED HOO>

Spike opens the cage.

34 SPIKE 34
(to Owlowiscious)
What?! If I wasn't supposed to have
it, it wouldn't be so easy to get.

He eagerly picks up the book.

35 SPIKE (CONT'D) 35
It's covered in spikes, like me...
so how can that be bad?

Owlowiscious shakes his head madly.

36 OWLOWISCIOUS 36
<SERIOUS WARNING HOO>

Spike pries open the pages of the book. Black dust and smoke
oozes out as he flips through it.

37 SPIKE 37
<COUGHS>

His expression brightens as he finds something interesting.

38 SPIKE (CONT'D) 38
(reads)
"Inspiration Manifestation --
instantly brings ideas to life."
(thinks about this)
This is perfect!

INT. - CAROUSEL BOUTIQUE - SHORT TIME LATER

Rarity is still prostrate on the divan, empty cartons of ice
cream scattered on the ground around her. Spike barges into
the boutique.

39 RARITY 39
(over-dramatic)
Leave me be! Can't you see how
distraught, disappointed and
downtrodden I still am?!

Spike triumphantly holds up the book.

40 SPIKE 40
But I brought you something.

41 RARITY 41
Unless it's word that the Foal and
Filly Fair has been rescheduled or
another carton of Vanilla Oat
Swirl, I don't think I'm
interested.

42 SPIKE 42
It's magic.

43 RARITY 43
Spike, my dear, I already have
magic.

She uses her magic to open a box of Bon-Bons and pops a couple in her mouth.

44 SPIKE 44
But not the kind that can help you
create something in time for the
Fair.

He holds up the book.

45 SPIKE (CONT'D) 45
This can.

46 RARITY 46
(mouth full)
Sounds a bit far-fetched.

Spike slumps.

47 RARITY (CONT'D) 47
Still, I suppose it is worth a try.
I do so hate that I've failed to
leave my creative mark on this
year's Fair.

Spike brightens and holds up the book for Rarity to read.

48 RARITY (CONT'D) 48
(reading aloud)
From in the head to out in the
world. Turn every thought to
action. Hold close this book, and
through its spell, you'll start a
chain reaction.

As Rarity reads the spell aloud a SWIRL OF GREEN FOG emanates from its pages and encircles her horn.

49 RARITY (CONT'D) 49
Projecting forth whatever beauty
you see. Only when true words are
spoken, will you finally be set
free.

The green fog dissipates as Rarity looks up from the book.

50 SPIKE 50
Did it work?

51 RARITY 51
There's only one way to find out.

Rarity looks at the book. Her horn GLOWS green. The book GLOWS GREEN as well and then suddenly sparkles and transforms into a beautifully bound tome.

52 RARITY (CONT'D) 52
<GASP> Oh my! I thought about
making this a much more beautiful
spell book and I have!
(then)
Dear, dear, Spike, here I was about
to give up, but like a true friend
you've come through with flying
colors.

Spike grins as Rarity kicks aside an ice cream carton and rises from the divan.

53 RARITY (CONT'D) 53
Come. We must find Claude right
away so that I may provide him with
the most fabulous puppet theater
he's ever imagined.
(then with a smile)
Or should I say that I've ever
imagined.

EXT. PONYVILLE - SOON AFTER

Spike and Rarity, with the spell book, now tucked neatly into a saddlebag she's wearing, make their way toward Claude who has hung his curtain in the entrance to the Sweet Shoppe, turning it into a make-shift puppet theater. His puppets are still magically perched on his shoulders.

54 CLAUDE 54
Ah, Miss Rarity, come to see the
show I presume?

He steps out from behind the doorway and approaches her with his two puppets floating on either side of him.

55 CLAUDE (CONT'D) 55
You'll notice I've had to make do
in light of your recent failure to
produce a functioning theater.

His puppets fold their arms in displeasure.

56 RARITY 56
Oh, but I think you'll find the new
one I've created will be much more
to your liking.

Rarity's HORN suddenly GLOWS GREEN as does the book.

57 CLAUDE 57
New one? Where?

He looks around.

58 RARITY 58
Why it's right behind you of
course.

Claude turns around to see a BEAUTIFUL PUPPET THEATER. He approaches the cart and inspects it.

59 CLAUDE 59
It is gorgeous, but that was never
the problem now was it?

Claude gives the cart a push and it rolls a few inches.

60 CLAUDE (CONT'D) 60
Well this one does seem to travel.

Claude puts his head into the theater, then ducks down. His puppets pop up into view.

61 CLAUDE (O.S.) (CONT'D) 61
Plenty of room for my puppets.

The puppets nod enthusiastically.

Claude emerges from behind the theater.

62 CLAUDE (CONT'D) 62
 I say, Miss Rarity, I don't know
 how you managed to do so in such a
 short amount of time, but you seem
 to have redeemed yourself.
 (then)
 How *did* you manage to do so in such
 a short time?

63 SPIKE 63
 As a matter of fact, she used a sp-

64 RARITY 64
 (cutting him off)
 A good designer never reveals her
 tricks.

EXT. CAROUSEL BOUTIQUE - SOON AFTER

A pleased Rarity makes her way to her door with an equally
 pleased Spike following close behind.

65 RARITY 65
 Thank you again Spike for being
 such a dear friend and finding this
 book for me.

66 SPIKE 66
 My pleasure.
 (then)
 Guess I can return it now that the
 Fair is over.

Rarity eyes the book in her saddlebag.

67 RARITY 67
 Yes, of course. I've made my
 creative contribution as I'd hoped
 to do, and all is well.

Rarity uses her magic to retrieve the book from her bag.
 Spike reaches for it but then finds it pulled away from him.

Rarity stares at the book.

68 RARITY (CONT'D) 68
 Then again, perhaps I could keep it
 just a skotch longer.
 (then)
 You don't mind do you Spike?

69 SPIKE 69
 Of course not!

Rarity turns and heads inside with the book, closing the door behind her without even saying goodbye.

70 SPIKE (CONT'D) 70
(calling out)
See you tomorrow.

He turns to find Owlowiscious staring him down.

71 SPIKE (CONT'D) 71
What? She'll keep it for a few more
hours. No harm in that.

DISSOLVE TO:

EXT. PONYVILLE - THE NEXT DAY

Spike <WHISTLES> a happy tune as he makes his way toward the Carousel Boutique. He doesn't notice the GREEN LIGHT that randomly illuminates its windows from inside.

He arrives at the front door and <KNOCKS>. No answer.

72 SPIKE 72
Rarity?

He <KNOCKS> again.

Suddenly, the door opens and Spike is hit with an avalanche of dresses, scarves, capes, and accessories.

He emerges from the pile of clothes to see a manic Rarity looming over him and smiling. She's wearing the saddlebag with the spell book tucked inside. There is something off about Rarity's smile.

73 RARITY 73
Spike! I'm so glad you're here!

She escorts him into...

INT. CAROUSEL BOUTIQUE - CONTINUOUS

The boutique is filled floor to ceiling with more of Rarity's designs. Spike notes the strange look in her eye.

74 SPIKE 74
Are you okay?

75 RARITY 75
I have never been better. This book
you've given me is amazing!
(MORE)

RARITY (CONT'D)
Why I've been up all night just
creating and creating and creating
and creating!

She uses her magic to show off some of her new designs,
picking them up and then tossing them haphazardly aside.

76 RARITY (CONT'D) 76
I've completed my fall line for the
next fifteen seasons!

77 SPIKE 77
Wow!

78 RARITY 78
But then I started thinking, why
stop there?
(then)
Oh, Spike, I've always thought this
town of ours could use a few
beautifying upgrades. And with this
book I can make that happen with
such ease.
(then, hopeful)
You will support me in this
endeavor by letting me keep the
book just a little longer?

79 SPIKE 79
Of course!
(then)
What could possibly go wrong?

Just then another door BURSTS OPEN and Spike is hit with
another avalanche of Rarity's new designs.

Through the window we see Owlowicious shaking his head.

END ACT I

ACT II

EXT. PONYVILLE - DAY

Rarity is wearing the saddlebag with the book tucked inside.
She is moving at a clip, a pony on a mission. Spike
struggles to keep up with her.

80 SPIKE 80
 What do you say we get a little
 breakfast before we get started?
 This tummy of mine is grumbling.

81 RARITY 81
 No time for breakfast. I want to
 get started right away!

82 SPIKE 82
 Technically we do have time because
 with that book "held close" you can
 just make things--

Spike stops short, realizing Rarity is well ahead of him now.

83 SPIKE (CONT'D) 83
 Rarity?

Spike catches back up to Rarity who is eyeing GRANNY SMITH
 and APPLEJACK who are across the way selling apples from one
 of their carts.

84 RARITY 84
 Now this is exactly what I'm
 talking about. Why that cart has
 not an ounce of stylish flair.
 (then)
 Rarity to the rescue!

Rarity's horn glows GREEN (as does the book she's carrying
 with her). <POOF> Applejack and Granny Smith's cart is now
 made of gold and beautifully decorated with sparkling jewels.
 Where there was once room for several baskets of apples,
 there is now only room for one.

85 GRANNY SMITH 85
 My eyes playin' tricks on me again?

86 APPLEJACK 86
 What in rhubarb pie just happened?

ON RARITY her eyes unnaturally wide as she gazes at her
 handiwork.

87 RARITY 87
 (to Spike)
 Isn't it gorgeous? An idea in my
 head and now there it is in all its
 glittering glory.

88 SPIKE 88
 It's amazing!

He notices Granny Smith and Applejack are trying in vain to stack more apples onto their gorgeous but impractical new cart.

89 APPLEJACK 89
 (grumbling)
 If this is somepony's idea of a
 joke, it isn't funny.

90 SPIKE 90
 Just not sure Applejack recognizes
 brilliance when she sees it.

Rarity takes her eyes off the cart to address Spike.

91 RARITY 91
 Which is why we should keep this
 between the three of us, darling.

92 SPIKE 92
 (confused)
 The three of us?

93 RARITY 93
 You, me, and the book of course.

Rarity gazes at the book.

94 RARITY (CONT'D) 94
 My marvelous, marvelous book.

95 SPIKE 95
 (a hint of concern)
 Of course.

96 RARITY 96
 Promise me you won't say a word to
 anypony?

Spike mimics locking his mouth and throwing away the key.

97 SPIKE 97
 (with mouth shut)
 Yooogotit.

98 RARITY 98
 Knew I could count on you Spike.

Spike beams.

99 RARITY (CONT'D) 99
 And I also know just what I want to
 do next!

EXT. SKY - SHORT TIME LATER

RAINBOW DASH is doing some cloud-busting.

100	RAINBOW DASH	100
	Take that! And that!	

She rears back to unleash a powerful kick on a particular cloud but all of a sudden finds her self in a gorgeous ball gown. Her hooves get caught in the sparkling fabric.

101	RAINBOW DASH (CONT'D)	101
	(to herself)	
	What in the--	

She tries to kick her hooves free of the flowing fabric.

102	RAINBOW DASH (CONT'D)	102
	Get. Off. Of. Me.	

We PAN DOWN to see a wild-eyed Rarity looking up at her friend and smiling at what is clearly her handiwork. Spike is by her side.

103	RARITY	103
	I've always thought Rainbow Dash's	
	air-look could use a little more	
	glamour. And now look at her!	
	Cloud-busting with style!	

Spike looks up at Rainbow Dash who is still struggling to get out of her new ensemble. In her efforts to do so, she is kicking and bumping into clouds.

BACK ON RARITY who still has that wild look in her eyes.

104	RARITY (CONT'D)	104
	(sing-song)	
	Moving on!	

Rarity continues on. Spike chases after her, looking over his shoulder at the still struggling Rainbow Dash.

105	SPIKE	105
	(to himself re: Dash)	
	She'll be fine. It's just a dress.	
	(then, calling to Rarity)	
	Wait for your favorite dragon!	

EXT. FLUTTERSHY'S COTTAGE - SOON AFTER

Fluttershy is filling a small bird house with bird seed.

106 FLUTTERSHY 106
There you go, Mr. Robin.

A ROBIN flies inside to get some food.

107 FLUTTERSHY (CONT'D) 107
Don't you look so content in your
little house--

She is cut short as the bird feeder suddenly TRANSFORMS into a beautifully ORNATE CASTLE with several floors and numerous windows.

108 FLUTTERSHY (CONT'D) 108
Oh my goodness!

The bird <CHIRPS> fearfully.

109 FLUTTERSHY (CONT'D) 109
You're lost?

Fluttershy peers into the bird mansion.

CLOSE ON FLUTTERSHY'S EYE peeking in through a window.

110 FLUTTERSHY (CONT'D) 110
No. Not that way. That looks like
that's a door to a... bedroom. Try
that one over there. No. That
leads to a... shoe closet? Oh dear.
Maybe try that staircase? No. The
other staircase.

ANGLE ON Rarity and Spike who are a short distance away.

111 RARITY 111
(to Spike)
Isn't it gorgeous?

Spike stares at the ornate castle bird house.

112 SPIKE 112
Gorgeous. And so... big.

113 RARITY 113
(excited)
I think I see something else that
could use a little "Rarification".

She dashes off again.

EXT. BIRTHDAY PARTY - SHORT TIME LATER

An out-of-breath Spike rushes up to Rarity who is observing a small children's birthday party in full swing. Two SMALL PONIES watch the BIRTHDAY FOAL hit a STAR-SHAPED PINATA.

114 RARITY 114
Adorable.
(then)
But it could use just a touch of
class, don't you think?!

115 SPIKE 115
Oh. Yeah. Definitely.

Rarity's horn GLOWS GREEN just as the small pony strikes the Pinata. Instead of treats and toys falling out, SPARKLING JEWELS tumble out. The small ponies move in eagerly and then realize what has come out of the pinata.

116 BIRTHDAY PONY 116
(disappointed)
No candy?

ON RARITY who just smiles at her handiwork.

117 RARITY 117
Who says a children's party can't
have a little glamour too?

Her HORN GLOWS GREEN and the book in her bag GLOWS as well.

ON A SMALL PONY who is dipping a marshmallow on a stick into the CHOCOLATE FOUNTAIN. It suddenly turns into a beautiful ice sculpture.

118 SMALL PONY #2 118
(disappointed)
No chocolate?

Back on RARITY.

119 RARITY 119
Why this party doesn't even seem to
have a proper theme! Let's do
something about that, shall we?

Spike eyes the party and the confused children.

120 SPIKE 120
You've already made things look
really, really great. Maybe we
move on to something else?

121 RARITY 121
You're right, Spike.

Her eyes get that wild look in them again.

122 RARITY (CONT'D) 122
There's so much more to do.
(then, excited)
Just one more little thing before
we go.

Rarity's HORN and the book GLOW GREEN.

ON THE PARTY where the kids are dancing to UPBEAT MUSIC.
There is suddenly a RECORD SCRATCH and a trio of CLASSICAL
MUSICIANS appears, playing a much more formal piece of music.

Just then, PINKIE PIE enters the scene with a large birthday
cake with four lit candles.

123 PINKIE PIE 123
(singing)
Happy happy day to--

She stops short as she notices the changes to the party.

124 PINKIE PIE (CONT'D) 124
--huh?

The confused and saddened children rush up to her.

125 BIRTHDAY PONY 125
Pinkie Pie! What's happening?!

126 PINKIE PIE 126
I'm sure it's nothing a little
birthday cake can't fix--

Suddenly, the cake transforms into a tray of lovely flower-
shaped finger sandwiches.

127 PINKIE PIE (CONT'D) 127
(irate)
Wait a minute! These are pimento
cheese sandwiches! Pimento cheese
sandwiches never fixed anything!

ON RARITY and SPIKE watching this unfold from afar.

128 RARITY 128
Why this party is certain to make
the society page now. Won't Pinkie
Pie be pleased?

Spike doesn't look so sure, but forces a smile.

129 SPIKE 129
Uh-huh.

130 RARITY 130
(manically sing-song)
Moving on!

Rarity takes off with an even more concerned Spike quickly following behind her.

EXT. PONYVILLE TOWN SQUARE - SHORT TIME LATER

Rarity and Spike walk through the center of the town square. Rarity look around, she's grown increasingly manic.

131 RARITY 131
I barely know where to start. I am
simply buzzing with ideas. Simply
buzzing!

Rarity examines the grass under their feet.

132 RARITY (CONT'D) 132
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.

133 PEGASUS 133
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.

134 RARITY 134
Everypony should have flowers woven
in their manes.

A UNICORN suddenly has a mane full of roses.

135 UNICORN 135
<SNEEZE, SNEEZE, SNEEZE>

Spike gives the unicorn a quick look.

136 SPIKE 136
Sorry!

He runs after Rarity who is squaring off with the entire park and surrounding buildings.

137	RARITY	137
	Oh and what if our roads were paved with velvet?!	

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

Rarity looks nervously at Rarity.

138	SPIKE	138
	So, how about a little lunch or something? Give that brilliant mind of yours a little rest!	

139	RARITY	139
	Don't be silly. I'm just getting started.	

140	SPIKE	140
	(worried) You are?	

141	RARITY	141
	I've always been such a fan of the Crystal Empire. Bringing a little of its divine architecture to Ponyville would be marvelous. (then) And have I mentioned that I find winter to be the most aesthetically pleasing of seasons? (then) You should probably have on a sweater.	

Spike looks down. He is now wearing a sweater. He <SIGHS> as the manic Rarity dashes off again. He is resigned to chase after her yet again when TWILIGHT suddenly rushes up to him. Owlolicious lands on a tree branch right behind her.

142	TWILIGHT SPARKLE	142
	Spike! Are you alright?	

143	SPIKE	143
	Why wouldn't I be?	

144	TWILIGHT SPARKLE	144
	Something very strange is going on. (then) (MORE)	

TWILIGHT SPARKLE (CONT'D)

Things are being changed around here. And not in a good way.

145 SPIKE 145
Oh? I hadn't noticed. I've been so busy hanging out with Rarity who has absolutely nothing to do with this.

146 TWILIGHT SPARKLE 146
Well have either of you seen anypony suspicious around? Somepony who might have something to do with all of this?

Owlowiscious eyes Spike who pointedly ignores him.

147 SPIKE 147
Nope. Nothing suspicious.

Owlowiscious shakes his head in disapproval.

148 TWILIGHT SPARKLE 148
Wait. Why are you wearing a sweater? It's the middle of summer.

149 SPIKE 149
I just like to wear sweaters in the summer sometimes. I'm surprised you never noticed that before.

150 TWILIGHT SPARKLE 150
(suspicious)
So am I.

Just then, MAYOR MARE gallops up to her.

151 MAYOR MARE 151
Princess Twilight! Come quick! It's snowing by the gazebo and some fillies have gotten stuck in a snow bank.

152 TWILIGHT SPARKLE 152
What?!
(then)
When I get my hooves on who's behind this!

She flies off after the Mayor.

153 OWLOWISCIOUS 153
 (to Spike)
 <HOO!>

154 SPIKE 154
 No! I made a promise to Rarity to
 keep this to myself.

155 OWLOWISCIOUS 155
 <HOO>

156 SPIKE 156
 I don't like what Rarity is doing
 either but I can't let her know
 that. She considers me her most
 supportive friend, remember? You
 think she'll still think that if I
 tell her the truth?

157 OWLOWISCIOUS 157
 <HOO>

158 SPIKE 158
 Well I'm not willing to take that
 chance.
 (then, a realization)
 And I don't need to. I just need to
 get my claws on that spell book! If
 it isn't close to her, she can't
 use its magic, and I can put an end
 to all of this.

Just then, a breathless Rarity comes rushing up to Spike.

159 RARITY 159
 I've just had the most brilliant
 idea! Why should Ponyville be the
 only town to benefit from my
 vision?
 (an announcement)
 We're taking this show on the road!
 (then)
 Just need to make one more minor
 adjustment here in town...

Spike reacts as CRYSTAL EMPIRE STYLE TOWER suddenly bursts
 out of the ground beside Rarity.

160 RARITY (CONT'D) 160
 Perfect!

She rushes off again. Spike looks up at the CRYSTAL TOWER.

161 SPIKE 161
 (under his breath)
 I really gotta get that book back.

END ACT II

ACT III

INT. - CAROUSEL BOUTIQUE - SHORT TIME LATER

Rarity's horn and the book in her saddlebag GLOW GREEN as she manifests a suitcase. It is quickly replaced by another more bejeweled one, then another, and another.

162 RARITY 162
 No. No. No. We'll need something
 more glamorous for our travels.

Spike, still in his sweater, stands behind her eyeing the spell book in her bag. He very, very slowly tip-toes up behind her and reaches for it.

Rarity suddenly turns to face him, suspicious.

163 RARITY (CONT'D) 163
 What do you think you're doing?!

164 SPIKE 164
 Me? I was just uh... thinking the
 first thing we should pack is the
 spell book.

165 RARITY 165
 And have something happen to it
 while it's out of my sight? I
 don't think so.

166 SPIKE 166
 <NERVOUS LAUGHTER> Yeah, me
 neither.

Spike eyeballs the book longingly, but dutifully starts grabbing things for the trip. He passes Owlowiscious who glowers at him remonstratively from the window.

167 SPIKE (CONT'D) 167
 (whispering)
 You could help, you know. Provide a
 distraction so I can go after the
 book.

Owlowiscious just stares at Spike.

168 SPIKE (CONT'D) 168
 (pleading whisper)
 Come on. Help me out and this will
 all be over.

Owlowicious continues to stare blankly at Spike.

169 SPIKE (CONT'D) 169
 (pleading)
 Please.

Owlowicious gives in and flies into the room.

170 OWLOWISCIOUS 170
 (to Rarity)
 <HOO>

Rarity looks up at Owlowicious who continues to hoot at her.

171 OWLOWISCIOUS (CONT'D) 171
 <HOO> <HOO> <HOO>

He flaps his wings wildly and then swoops around her head continuing to <HOO>.

With Rarity momentarily distracted by Owlowicious's wild gyrations and hooting, Spike sneaks up behind her and snatches the book out of her saddle bag.

He looks around, unsure what to do with it now that he's got it. Panicked, he opens his mouth wide and swallows it whole. Rarity turns to face him just as he's finished consuming it.

172 RARITY 172
 Do you have any idea what he's
 going on about?

Spike lets out a smoky <BURP>.

173 SPIKE 173
 Me. Nope. No idea. <NERVOUS
 LAUGHTER> Crazy owl.

Owlowicious' eyes narrow as he looks at Spike and returns to his perch on the windowsill.

174 OWLOWISCIOUS 174
 (to Spike)
 <HOO>

175 SPIKE 175
 (whispering)
 Thanks, buddy.

Rarity looks around the room.

176	RARITY	176
	Now where was I? Ah, yes. A means of transportation for our journey. (then, excited) I'm thinking we go by chariot. Or as everyone will soon be calling them, "Rariot".	

Spike turns his back to Rarity, feigns continuing to pack, confident that his problems have been solved.

177	SPIKE	177
	Oh yeah. We should totally go by "Rariot".	

178	OWLOWISCIOUS	178
	(alarmed) <HOO>	

Spike looks to Owlowicious who gestures out the window. Spike's eyes suddenly go wide.

179	SPIKE	179
	That's not possible--	

REVEAL: A golden chariot is now parked outside the boutique.

180	RARITY (O.S.)	180
	Of course we'll be bringing so much with us perhaps two Rariots might be better.	

Spike's eyes go wider still as another GOLDEN CHARIOT appears. He turns around to face Rarity.

181	SPIKE	181
	How are you doing that?	

182	RARITY	182
	Why whatever do you mean?	

183	SPIKE	183
	The book. It's... I mean... you don't... It's gone. The book is gone.	

184	RARITY	184
	Gone? Why it's right here...	

Her voice trails off as she realizes that the book is no longer in her saddle bag.

185 RARITY (CONT'D) 185
 (angrily)
 I need my book, Spike! What have
 you done with my book?!

186 SPIKE 186
 Why would I do anything with your
 book? We're friends.
 (stammering)
 It...it was probably the owl!

Owlowiscious does not appreciate being the patsy.

187 OWLOWISCIOUS 187
 <HOO!>

188 SPIKE 188
 But uh, it doesn't really matter
 because you... you don't even need
 it anymore.

189 RARITY 189
 (calm)
 I don't, do I?
 (then)
 It seems I carry it's magic within
 me now.

Rarity's EYES GLOW with the same green as her horn, a pony
 now possessed by a dark magic. She speaks in an eerily calm
 voice.

190 RARITY (CONT'D) 190
 What a gift you've given me, Spike.
 (then)
 My dear, dear, Spike. Why can't
 everypony be more like you?
 (then, an idea)
 Maybe they can!

Rarity's horn GLOWS GREEN.

191 SPIKE 191
 (nervous)
 What do you mean?

It hits him what she might mean and he rushes to the window.

192 SPIKE (CONT'D) 192
 (quietly)
 Oh, no.

EXT. PONYVILLE - AT THE SAME TIME

A PAIR of PONIES react as their coats turn purple, their manes green. A MOTHER PONY reacts as the BABY she's pushing in a carriage suddenly BREATHES FIRE.

INT. CAROUSEL BOUTIQUE - AT THE SAME TIME

Spike continues to look outside, alarmed.

193	RARITY	193
	What do you think, Spike?	

Spike turns to face Rarity. Her eyes still glow green.

194	SPIKE	194
	(forced)	
	I love it.	

195	RARITY	195
	I thought you might.	
	(then)	
	But, then again, you love	
	everything I do. Isn't that right?	

196	SPIKE	196
	Uh-huh.	

Rarity crosses to the window.

197	RARITY	197
	On second thought. Maybe we should	
	just stay here in Ponyville.	
	There's still so many ways I could	
	improve the place.	

Spike looks on as a sinister smile crosses her face and her HORN GLOWS GREEN. We HEAR an O.S. <SCREAM>.

Spike looks out the window. Clearly alarmed by what he sees.

198	SPIKE	198
	No! Stop!	

Rarity turns to Spike, her eyes still glowing green.

199	RARITY	199
	What did you say?	

200	SPIKE	200
	I said, "stop!" This has gone on	
	long enough!	
	(MORE)	

SPIKE (CONT'D)

You've been changing things, but
you haven't been making them
better. I should have told you the
truth at the very beginning, but I
didn't because I was trying to be a
supportive friend.

(then, crestfallen)

But instead I let you become
something awful.

Spike slumps and puts his face in his claws.

201 SPIKE (CONT'D) 201

And now there's nothing I can do
about it.

A beat, then...

202 RARITY (O.S.) 202

(gently)

Spike?

Spike looks up to see Rarity bending over him. The glowing
green light slowly disappearing from her eyes.

203 SPIKE 203

(hopeful)

Rarity?

Rarity gives him a gentle smile.

204 RARITY 204

The spell. You broke the spell.

205 SPIKE 205

But... how?

206 RARITY 206

(reciting from memory)

"Only when true words are spoken,
will you finally be set free." The
last part of the spell.

(then)

I became so caught up in the power
it gave me, I couldn't see the
trouble it was causing. I was set
free when you finally told me the
truth.

(then, gently)

Something you should never, ever be
afraid to do.

Spike smiles and the two friends embrace.

Just then, the front door flies open and a now Spike-colored Princess Twilight, accompanied by a Spike-colored Owlowiscious, BURSTS into the room.

207 PRINCESS TWILIGHT 207
 Alright! Enough is enough!
 Owlowiscious let me know what's
 going on, and I'm putting a stop to
 it right now!

208 RARITY 208
 No need. Spike's already taken
 care of it.

Owlowiscious gives Spike an approving nod.

209 OWLOWISCIOUS 209
 <HOO>

210 SPIKE 210
 Thanks, pal.

DISSOLVE TO:

INT. GOLDEN OAK LIBRARY - LATER THAT NIGHT

Spike writes an entry in the JOURNAL of the TWO SISTERS.

211 SPIKE 211
 Today I learned how important it is
 to be honest with your friends when
 they're doing something that you
 don't think is right. A true friend
 knows that you're speaking up
 because you care about them.

Twilight enters. She's no longer Spike-colored, but her mane is a mess and she looks absolutely exhausted.

212 TWILIGHT SPARKLE 212
 Never, ever, ever take another book
 out of the library at the Castle
 without asking.

She collapses onto her bed.

213 TWILIGHT SPARKLE (CONT'D) 213
 Do you have any idea how hard it is
 to reverse that much dark magic?

214 SPIKE 214
 You don't look so good.

Twilight sits up and glares at him.

215 SPIKE (CONT'D)
What? I'm just being honest.
(then, an explanation)
It's what good friends do.

215

Twilight collapses back onto the bed and we...

FADE OUT

THE END