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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! *

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
We'll 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
Just because the attendees are *
young, doesn't mean they don't *
deserve my very best creative work. *
Why this puppet theater is going to *
be the talk of the Foal and Filly *
Fair. *

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.
(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. (NOTE: the divan should be nice, but its fabric not as bright as it once was.) *

17 RARITY 17
This is terrible. Simply terrible.

18 SPIKE 18
Come on, Rarity. So that puppeteer 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 19
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.

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

20 RARITY (CONT'D) 20
I wanted to leave my creative mark on the Fair and I have failed. Miserably. <SIGH> And that makes me miserable. * * * *

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 21
(muttering)
There's gotta be something in here somewhere...

22 OWLOWISCIOUS 22
<HOO>

23 SPIKE 23
It's not who, it's what. Like what can help Rarity make something in time for the Fair. She really, really, really wants to make a creative contribution. *

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>

30 SPIKE 30
Okay. I get it. You don't think we *
should use magi-- *

Something catches his eye. *

31 SPIKE (CONT'D) 31 *
What is that!?!

32 OWLOWISCIOUS 32
<WARNING HOO>

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

33 SPIKE 33
I'm liking the looks of this one!

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

34 OWLOWISCIOUS 34
<HORRIFIED HOO>

Spike opens the cage.

35 SPIKE 35
(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.

36 SPIKE (CONT'D) 36
And it's covered in spikes, like *
me! *

Owlowiscious shakes his head madly.

37 OWLOWISCIOUS 37
<SERIOUS WARNING HOO>

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

38 SPIKE 38
<COUGHS>

His expression brightens as he finds something interesting.

39 SPIKE (CONT'D) 39
(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.

40 RARITY 40
(over-dramatic)
Leave me be! Can't you see how
distraught, disappointed and
downtrodden I still am?!

Spike triumphantly holds up the book.

41 SPIKE 41
But I brought you something.

42 RARITY 42
Unless it's another carton of
Vanilla Oat Swirl or word that the *
Fair has been rescheduled, I don't *
think I'm interested.

43 SPIKE 43
It's magic.

44 RARITY 44
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.

45 SPIKE 45
But not the kind that can help you
create something in time for the
Fair.

He holds up the book.

46 SPIKE (CONT'D) 46
This can.

47 RARITY 47
(mouth full)
Sounds a bit far-fetched.

Spike slumps.

48 RARITY (CONT'D) 48
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.

49 RARITY (CONT'D) 49
(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.

50 RARITY (CONT'D) 50
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.

51 SPIKE 51
Did it work?

52 RARITY 52
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.

53 RARITY (CONT'D) 53
<GASP> Oh my! I thought about making this a much more beautiful spell book and I have!

Rarity's horn GLOWS again. The beautified book GLOWS GREEN as well. Suddenly, the divan on which she's lying is brighter with beautiful stitching along the sides. *

54 RARITY (CONT'D) 54 *
I've done the same with this old divan! *
(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.

55 RARITY (CONT'D) 55
Come. We must find the puppeteer right away so that I may provide him with the most fabulous theater he's ever imagined. *
(then with a smile)
Or should I say that <u>I've</u> 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.

56 CLAUDE 56
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.

57 CLAUDE (CONT'D) 57
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.

58 RARITY 58
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.

59 CLAUDE 59
New one? Where?

He looks around.

60 RARITY 60
Why it's right behind you of course.

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

61 CLAUDE 61
It is gorgeous, but that was never the problem now was it?

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

62 CLAUDE (CONT'D) 62
Well this one does seem to travel.

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

63 CLAUDE (O.S.) (CONT'D) 63
Plenty of room for my puppets.

The puppets nod enthusiastically.

Claude emerges from behind the theater.

64 CLAUDE (CONT'D) 64
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?

65 SPIKE 65
As a matter of fact, she used a sp-

66 RARITY 66
(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.

67 RARITY 67
Thank you again Spike for being such a dear friend and finding this book for me.

68 SPIKE 68
My pleasure.
(then)
Guess I can return it now that the Fair is over.

Rarity eyes the book in her saddlebag.

69 RARITY 69
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.

70 RARITY (CONT'D) 70
Then again, perhaps I could keep it just a skotch longer.
(then)
You don't mind do you Spike?

71 SPIKE 71
Of course not!

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

72 SPIKE (CONT'D) 72
(calling out)
See you tomorrow.

He turns to find Owlowiscious staring him down.

73 SPIKE (CONT'D) 73
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.

74 SPIKE 74
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.

75 RARITY 75
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.

76 SPIKE 76
Are you okay?

77 RARITY 77
I have never been better. This book you've given me is amazing! 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.

78 RARITY (CONT'D) 78
I've completed my fall line for the next fifteen seasons!

79 SPIKE 79
Wow!

80 RARITY 80
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?

81 SPIKE 81
Of course I will! I can't wait to see all the amazing things you'll do! *

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.

82 SPIKE 82
What do you say we get a little breakfast before we get started? This tummy of mine is grumbling.

83 RARITY 83
No time for breakfast. I want to get started right away!

84 SPIKE 84
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.

85 SPIKE (CONT'D) 85
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.

86 RARITY 86
Now this is exactly what I'm
talking about. Why that cart hasn't *
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.

87 GRANNY SMITH 87
My eyes playin' tricks on me again?

88 APPLEJACK 88
What in rhubarb pie just happened?

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

89 RARITY 89
(to Spike)
Isn't it gorgeous? An idea in my
head and now there it is in all its
glittering glory.

90 SPIKE 90
It's amazing! You should ask *
Applejack if she wants you to give *
all the apple family carts a *
makeover! *

He starts to head toward Applejack, but Rarity stops him. *

91 RARITY 91 *
Oh, I don't really think I need to *
ask permission, darling. Everyone *
loves surprises. Especially when *
they are gorgeous ones. *

92 SPIKE 92 *
You're right! Everyone does love *
surprises! *

Rarity takes her eyes off the cart to address Spike.

93 RARITY 93
We shouldn't even tell anypony it's *
me who is behind all the fabulous *
changes I'll be making. Won't that *
be a fun little secret for the *
three of us to share? *

94 SPIKE 94
(confused)
The three of us?

95 RARITY 95
You, me, and the book of course.

Rarity gazes at the book.

96 RARITY (CONT'D) 96
My marvelous, marvelous book.

97 SPIKE 97
(a hint of concern)
Of course.

98 RARITY 98
Promise me you won't say a word to
anypony?

Spike mimics locking his mouth and throwing away the key.

99 SPIKE 99
(with mouth shut)
Yooogotit.

100 RARITY 100
Knew I could count on you Spike.

Spike beams.

101 RARITY (CONT'D) 101
And I also know just what I want to
do next!

EXT. SKY - SHORT TIME LATER

RAINBOW DASH is doing some cloud-busting.

102 RAINBOW DASH 102
Take that! And that!

She rears back to unleash a powerful kick on a a particular cloud but all of a sudden finds her self in a gorgeous ball gown.

103 RAINBOW DASH (CONT'D) 103
(to herself)
What in the--

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

104 RAINBOW DASH (CONT'D) 104
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.

105 RARITY 105
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.

106 RARITY (CONT'D) 106
(sing-song)
Moving on!

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

107 SPIKE 107
(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.

108 FLUTTERSHY 108
There you go, Mr. Robin.

A ROBIN flies inside to get some food.

109 FLUTTERSHY (CONT'D) 109
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.

110 FLUTTERSHY (CONT'D) 110
Oh my goodness!

The bird <CHIRPS> fearfully.

111 FLUTTERSHY (CONT'D) 111
You're lost?

Fluttershy peers into the bird mansion.

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

112 FLUTTERSHY (CONT'D) 112
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.

113 RARITY 113
(to Spike)
Isn't it gorgeous?

Spike stares at the ornate castle bird house.

114 SPIKE 114 *
It's probably the most beautiful *
bird house ever created... *

115 RARITY 115 *
(eager) *
Go on... *

116 SPIKE 116 *
(cautious) *
I'm just not sure how the bird *
feels about it. *

117 RARITY 117 *
Pfft. What does a bird know about *
architectural design? *
(then) *
What matters is what you think, *
Spike, and *you* love it. *
(then) *
Don't you? *

118 SPIKE 118 *
(quickly) *
Of course I do! It's so "Rarity". *

119 RARITY 119 *
It is, isn't it?! *
(then, wild-eyed) *
Oooh. 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.

120 RARITY 120
Adorable.
(then)
But it could use just a touch of
class, don't you think?!

121 SPIKE 121
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.

122 BIRTHDAY PONY 122
(disappointed)
No candy?

ON RARITY who just smiles at her handiwork.

123 RARITY 123
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.

124 SMALL PONY #2 124
(disappointed)
No chocolate?

Back on RARITY.

125 RARITY 125
This party doesn't even seem to *
have a proper theme! Let's do
something about that, shall we?

126 SPIKE 126
You've already made things look
really, really great. *

Spike eyes the party and the confused, unhappy children. *

127 SPIKE (CONT'D) 127 *
Maybe you stop while you're ahead? *

128 RARITY 128
You're right, Spike.

Spike looks a bit relieved. *

Rarity's eyes get that wild look in them again. *

129 RARITY (CONT'D) 129
There's so much more to do *
elsewhere. *

Spike's enthusiasm is starting to wane. *

130 SPIKE 130 *
Right. Elsewhere. *

131 RARITY 131 *
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.

132 PINKIE PIE 132
(singing)
Happy happy day to--

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

133 PINKIE PIE (CONT'D) 133
--huh?

The confused and saddened children rush up to her.

134 BIRTHDAY PONY 134
Pinkie Pie! What's happening?!

135 PINKIE PIE 135
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.

136 PINKIE PIE (CONT'D) 136
(irate)
Wait a minute! These are pimento
cheese sandwiches! Pimento cheese
sandwiches never fixed anything!

ON RARITY and SPIKE watching this unfold from afar.

137 RARITY 137
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.

138 SPIKE 138
Uh-huh.

139 RARITY 139
(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 town. Rarity looks around, she's grown increasingly manic.

140 RARITY 140
I am simply buzzing with ideas. *
Simply buzzing! *

141 SPIKE 141 *
That's great! *
(then) *
But, uh, you've been at this for *
awhile now. *
(MORE)

SPIKE (CONT'D)
How about you take a break? Give that brilliant mind of yours a rest. *

142 RARITY 142 *
Don’t be silly. I’m not going to stop now. *

Rarity’s eyes glow as green as her horn has been. *

143 RARITY (CONT’D) 143 *
Why I won’t stop until every inch of Ponyville has benefited from my creative vision. *
(then, excited) *
Starting with you, Spike! *

Spike looks down. *

REVEAL: He is now wearing a HEAVY CRYSTAL SUIT. *

144 RARITY (CONT’D) 144 *
You. Look. Fabulous! *

Spike forces a smile. *

145 SPIKE 145 *
(praise) *
All because of you! *

146 RARITY 146 *
Anything for my favorite dragon and most supportive friend! *
(then) *
Come! There’s so much more to do! *

Rarity takes off. Spike tries to go after her but finds the weight of his new suit makes it difficult. *

Just then, TWILIGHT rushes up to him. Owlowicious lands on a tree branch right behind her. *

147 TWILIGHT SPARKLE 147 *
Oh, no! Not you, too. *

Spike tries to act casual in his ridiculous suit. *

148 SPIKE 148 *
What do you mean “not me, too”? *

149 TWILIGHT SPARKLE 149 *
The Mayor has been getting reports *
of things being changed around *
here. And not in a good way. *
Judging by that outfit, I thought *
for sure you'd fallen victim to *
whatever dark magic is at play. *

150 SPIKE 150 *
(re: his suit) *
What? This? I just wanted to try *
out a new look. *

He tries to turn around to model it for her but it the weight *
of the thing makes it very difficult to do so. *

151 SPIKE (CONT'D) 151 *
(labored) *
You...like? *

152 TWILIGHT SPARKLE 152 *
Oh. Well, in that case, have you *
seen anypony suspicious around? *

153 SPIKE 153 *
Nope. *

Just then, MAYOR MARE gallops up to Twilight. *

154 MAYOR MARE 154 *
Princess Twilight! Come quick! The *
gazebo has been turned into solid *
crystal and two ponies are now *
trapped inside its walls! *

155 TWILIGHT SPARKLE 155 *
<GASP> I'm coming! *

She flies off after the Mayor. *

Owlowicious flies down from his branch to confront Spike. *

156 OWLOWISCIOUS 156 *
<HOO!> *

157 SPIKE 157 *
No! I made a promise to Rarity to *
keep this to myself. *

158 OWLOWISCIOUS 158 *
<HOO> *

159 SPIKE 159 *
<SIGH> Things are only going to get *
worse if I don't tell Twilight and *
the Mayor that Rarity's the one *
behind all of this. *
(then, resigned) *
But I have to tell. And once I do, *
I can forget Rarity thinking of me *
as her most supportive friend. *
(then, utterly despondent) *
I can forget Rarity thinking of me *
as a friend at all. *

Spike slumps forward in defeat, the weight of the suit *
causing him to topple forward and face plant in the dirt. *

END ACT II *

ACT III *

EXT. - PONYVILLE TOWN SQUARE - MOMENTS LATER *

Spike slowly walks toward the gazebo where Twilight is busy *
using her magic to free a pair of ponies that are trapped *
within its walls. Owlowicious flies behind him. *

Spike suddenly stops in his tracks. *

160 SPIKE 160 *
I can't do it. I can't tell on *
Rarity. I promised I'd keep all of *
this between the three of us. *

161 OWLOWISCIOUS 161 *
<HOO!> *

162 SPIKE 162 *
Of course it's weird that she meant *
me, her, and the spell book, but-- *
(then, brightening) *
The spell book! Of course! If I can *
get it away from her, I bet she *
won't be able to use its magic *
anymore. And as long as she never *
knows it was me who took it, *
everything will be okay between us! *

Owlowiscious shakes his head. *

163 SPIKE (CONT'D) 163 *
Oh, come on! It's the perfect plan. *
(then) *
(MORE)

SPIKE (CONT'D)
I just have to figure out which way she went.

164 PONY (O.S.) 164
I can't see!

Spike turns to see that the road leading across town is now made of solid gold and reflecting the bright sun. The ponies who had been walking on it shield their eyes from the blinding light.

In the distance, a small fountain is suddenly transformed into a Vegas-style water display. Ponies REACT as they are tossed into the air by the multi-colored geysers that have appeared out of nowhere.

165 PONIES 165
AAAAHHH!

166 SPIKE 166
I'm thinking she's headed this way.

DISSOLVE TO:

EXT. HILLSIDE - SOON AFTER

Rarity looks out over Ponyville, her horn and the spell book glowing green. Her eyes now glazed over with green fog.

DOWN BELOW the landscape of Ponyville can barely be seen through the rapid-fire FLASHES of GREEN LIGHT.

BACK ON RARITY who doesn't notice Spike slowly tip-toeing up behind her and reaching for the spell book in her bag.

Rarity suddenly turns to face him.

167 RARITY 167
What do you think you're doing?!

168 SPIKE 168
Me? I was just uh... basking in your creative radiance.

169 RARITY 169
(immediately softening)
Oh, Spike, you do say the nicest things!

Spike eyeballs the book.

170 SPIKE 170 *
(distracted) *
Thanks. *

171 RARITY 171 *
(in a daze) *
Now where was I? *
(then) *
Oh, yes! Gold-plated roof-tops for *
everypony! *

She turns her attention back to Ponvyille, her eyes glaze *
over again. The FLASHES of GREEN LIGHT resume down below. *

Spike looks up at Owlowiscious who glowers at him
remonstratively from the branch of a nearby tree that bends *
under the weight of its angular and rather dangerous looking *
crystal fruit. *

172 SPIKE 172
(whispering)
Help me out and this will all be *
over.

Owlowicious continues to stare blankly at Spike.

173 SPIKE (CONT'D) 173
(pleading)
Please.

Owlowicious gives in and flies down toward Rarity.

174 OWLOWISCIOUS 174
(to Rarity)
<HOO>

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

175 OWLOWISCIOUS (CONT'D) 175
<HOO> <HOO> <HOO>

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

With Rarity momentarily distracted by Owlowiscious'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 spins around to face him just as he's finished *
consuming it.

176 RARITY 176 *
Spike! *

Spike freezes, certain he's been busted. *

177 RARITY (CONT'D) 177 *
I've just had the most marvelous *
idea! *

Spike breathes a sigh of relief. *

178 SPIKE 178 *
Of course you have, you're Rarity. *

179 RARITY 179 *
My work here in Ponyville is nearly *
complete. Don't you think it's time *
the rest of Equestria benefited *
from my creative vision? *

Spike is clearly confident this isn't going to come to pass. *

180 SPIKE 180 *
Absolutely! *

181 RARITY 181 *
Of course we'll need 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". *

182 SPIKE 182 *
Oh. Yeah. We should definitely go *
by-- *

His jaw drops and his eyes go wide. A GOLDEN CHARIOT has *
suddenly appeared on the hillside. *

183 SPIKE (CONT'D) 183 *
(stammering) *
How...how did you do that? *

184 RARITY 184 *
Why whatever do you mean? *

185 SPIKE 185 *
The book. It's... I mean... you *
don't... It's gone. The book is *
gone. *

186 RARITY 186 *
Gone? Why it's right here... *

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

187 RARITY (CONT'D) 187 *
(angrily) *
I need my book, Spike! What have *
you done with my book?! *

188 SPIKE 188 *
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. *

189 OWLOWISCIOUS 189 *
<HOO!> *

Rarity is suddenly very calm. *

190 RARITY 190 *
But, wait, I don't seem to need it *
anymore, do I? *
(then, growing excitement) *
Yes! Yes! I can feel its magic *
flowing within me now. I'm so *
excited! I'm so excited! *

Her eyes glow as green as her horn and suddenly <POOF> <POOF> *
<POOF> three more golden chariots appear. *

191 SPIKE 191 *
(quietly) *
I'm so scared. *

192 RARITY 192 *
(increasingly manic) *
Oh the places we'll go, Spike. *
Manehattan. Phillydelphia. *
Canterlot. And there you'll be by *
my side. Just as you've been here *
in Ponyville. Your constant praise *
and adoration driving me to even *
greater heights until there isn't *
an inch of Equestria that hasn't *
been utterly transformed by my *
creative genius! *

Rarity's horn and eyes glow. Spike looks at the mad grinning pony standing in front of him. He steels his resolve. *

193 SPIKE 193 *
No! *

194 RARITY 194 *
(shocked) *
What did you say? *

195 SPIKE 195 *
I said, "No!" You've been changing *
things, but you haven't been making *
them better. And I don't like it! *
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. *

A beat, then... *

196 RARITY (O.S.) 196 *
(confused) *
Spike? *

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

197 RARITY (CONT'D) 197 *
What...what happened? *

198 SPIKE 198 *
Rarity, you're okay? *

199 RARITY 199 *
I...I think so. *

She looks down at Ponyville. *

200 RARITY (CONT'D) 200 *
Though by the looks of it something *
quite terrifying has happened to *
Ponyville. *

201 SPIKE 201 *
You happened. *

202 RARITY 202 *
Me? *

203 SPIKE 203 *
The spell took over you and you *
wanted to change everything in *
Equestria. I was afraid to tell you *
how I really felt about it, but *
then I...told you the truth! *
(a realization) *
The last part of the spell! *
(reciting from memory) *
"Only when true words are spoken, *
will you finally be set free." *

204 RARITY 204 *
Dearest Spike, you should never be *
afraid to tell me the truth. We're *
friends, remember? *

Spike smiles and the two embrace. *

INT. GOLDEN OAK LIBRARY - LATER THAT NIGHT *

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

205 SPIKE 205 *
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. In the b.g. we see Princess Cadance and *
Princess Luna take off into the sky. Twilight's mane is a *
mess and she looks absolutely exhausted. *

206 TWILIGHT SPARKLE 206 *
Never, ever, <u>ever</u> take another book *
out of the library at the Castle *
without asking. *

She collapses onto her bed. *

207 TWILIGHT SPARKLE (CONT'D) 207 *
Princess Cadance and Princess Luna *
have much better things to do than *
help me clean up Ponyville. *
(then) *
Do you have any idea how hard it is *
to reverse that much dark magic? *

Twilight brushes her wild mane out of her eyes. *

208 SPIKE 208 *
You don't look so good. *

Twilight sits up and glares at him. *

209 SPIKE (CONT'D) 209 *
What? I'm just being honest. *
(then, an explanation) *
It's what good friends do. *

Twilight collapses back onto the bed and we... *

FADE OUT *

THE END *

*

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