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* PICKUP: TWILIGHT 06/24/13
• Rarity + Grany Smith

MY LITTLE PONY IV
"Inspiration Manifestation"
Episode 423

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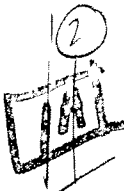
EXT. PONYVILLE - ESTABLISHING - DAY

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 (2) PINKIE PIE
Hear ye! Hear ye! The Ponyville
Foal and Filly Fair is almost ready
to begin!

1

*

 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
We'll need more of this, that, and
a few more of these!

2

*

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)
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.

3

*
*
*
*
*
*

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 3 4 5 (6) SPIKE
How could it not be? You're the
one making it.

4

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 4 66 8 9 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 7- 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 11 12 CLAUDE 10
 Completely unusable.

Rarity takes a surprised step backwards.

11 12 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 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 (12) 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 (13) CLAUDE (CONT'D) 15
(then, calling out)
Can somepony find me a door frame
to set up in?
(17 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 (15) 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.

21 22 23
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:

NEXT. 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 ~~24~~ ~~25~~ ⁽²⁶⁾ SPIKE 21

(muttering)

There's gotta be something in here somewhere...

22 ~~24~~ ~~25~~ ⁽²⁶⁾ OWLOWISCIOUS 22

<HOO>

23 ~~24~~ ~~25~~ ⁽²⁶⁾ 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 I'm 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.

↓

↓

24 (27)
 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>~~

28 (29)
 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. *

29
 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.

29
 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>~~

30
 37A Spike pries open the pages of the book. Black dust and smoke
 oozes out as he flips through it.

24 29 30
 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! 31

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.

32 33 34
 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. *

34
 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.

35
 45 SPIKE 45
 But not the kind that can help you
 create something in time for the
 Fair.

He holds up the book.

32 35
 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.

35
 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 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.

36 37 38
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.

39
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 ~~37~~ ³⁹ CLAUDE 59
New one? Where?

He looks around.

60 ~~39~~ 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 ³⁹ 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 ⁴¹ ⁴² 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 ⁴¹ CLAUDE (O.S.) (CONT'D) 63
Plenty of room for my puppets.

The puppets nod enthusiastically.

Claude emerges from behind the theater.

64 ³⁹ 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 ⁴⁰ 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.
43 44 46 47abc 48
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 sketch longer.
(then)
You don't mind do you Spike?
44
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 Owliscious staring him down.

73 SPIKE (CONT'D) 73
What? She'll keep it for a few more
hours. No harm in that.

DISSOLVE TO:

49 (13) EXT. DONYVILLE - THE NEXT DAY

73A 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

Rarity?

SPIKE

74

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 ~~51~~ - use last read 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 ~~53~~ ~~59~~ ~~60~~ 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 ~~60~~ 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.

56 61
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?

66 65
11

61 ~~use madder read~~
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.

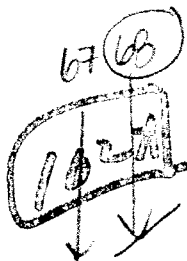
Spike beams.

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 particular
cloud but all of a sudden finds her self in a gorgeous ball
gown.

*
*
*
*
*

67 68 71 (72) 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000

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.

74 75
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.

76 77ab
114 SPIKE 114
It's probably the most beautiful
bird house ever created... *

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

76 77ab
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 T 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)

*
*
*
*
*
*

95 98 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. Owlocious 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
 <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.

*you're right
 awkward*

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. Owlowiscious flies behind him.

Spike suddenly stops in his tracks.

160 SPIKE
 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
 <HOO!>

162 SPIKE
 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)
 Oh, come on! It's the perfect plan.

(then)

(MORE)

we first read

107
 159

95 101

103

110

106 ¹¹⁰ SPIKE (CONT'D)

I just have to figure out which way she went.

164 ~~114~~ PONY (O.S.)
I can't see!

164

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 ~~114~~ PONIES
AAAAHHH!

165

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

166

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
What do you think you're doing?!

167

158 ^{115 116 117} SPIKE
Me? I was just uh... basking in your creative radiance.

168

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

169

Spike eyeballs the book.

115 117 119 abc
170 SPIKE (distracted) 170
Thanks.

171 RARITY (in a daze) 171
Now where was I?

Oh, yes! Gold-plated roof-tops for everyone!

She turns her attention back to Ponvyville, 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 (whispering) 172
Help me out and this will all be over.

Owlowiscious continues to stare blankly at Spike.

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

Owlowiscious gives in and flies down toward Rarity.

174 OWLOWISCIOUS (to Rarity) 174
<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.

120
175A

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. *

121 122 123
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. *

123
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". *

124
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? *

125 126 127 128
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. *

Manhattan. 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.

121 130 131
193 SPIKE
No!

193

194 RARITY

194

~~shocked~~
What did you say?

132 133
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.)
(confused)
Spike?

196

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

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

197

133 134 use 2nd read
198 SPIKE
Rarity, you're okay?

198

199 RARITY
I...I think so.

199

She looks down at Ponyville.

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

200

133 134
201 SPIKE
You happened.

201

202 RARITY 202 *

Me? *

133 (134) 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! *

135 (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. *

139 140 141 (142) 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. *

3240 TWILIGHT SPARKLE 206 *

Never, ever, ever 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.

*

*

145 (then an explanation)

It's what good friends do

*

*

Twilight collapses back onto the bed and we...

*

FADE OUT

*

THE END

*

allowances

152 153 154

*

*