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MY LITTLE PONY IV
"Twilight's Kingdom Pt. 2"
Episode 426
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ACT IV

INT. CANTERLOT CASTLE - SOON AFTER

Twilight is still in a state of shock.

1	PRINCESS CELESTIA	1
Tirek is set on possessing Alicorn magic. When he comes for us, we cannot have what he is looking for or it is not only Equestria that will be doomed.		

2	PRINCESS LUNA	2
Somepony must keep our magic safe while we seek out another way to send him back to Tartarus.		

Princess Luna and Princess Celestia look to Cadance to share the rest of their plan.

3	PRINCESS CADANCE	3
That somepony is you, Twilight.		

4	PRINCESS TWILIGHT	4
Me? Why me?		

5	PRINCESS CELESTIA	5
We do not believe that Tirek is aware that a fourth Alicorn Princess exists in Equestria. If we transfer our magic to you, Tirek will not know where it has gone.		

6	PRINCESS CADANCE	6
(gently)		
Do you understand what we're asking of you, Twilight?		

The three Princesses look to Twilight, awaiting her response to Princess Cadance's question.

7	PRINCESS TWILIGHT	7
Yes.		
(then, worried)		
It's just...I'm only now learning to control my own Alicorn magic.		
To take on even more...		

Princess Cadance reads the worried look on Twilight's face.

8 PRINCESS CADANCE 8
Twilight, you represent the Element
of Magic. If there is anypony who
can do this, it's you.

Twilight considers this for a moment.

9 PRINCESS TWILIGHT 9
Taking on this task will be one of
the most difficult things I will
ever do. But I have seen my friends
live up to the Elements they
represent even when it wasn't easy.
With their help, I know I can do
the same.

10 PRINCESS CELESTIA 10
I am afraid you cannot risk word of
your new abilities getting back to
Tirek. You must keep your new power
a secret.
(then)
Even from your friends.

Princess Twilight is visibly disappointed to hear this.

11 PRINCESS CELESTIA (CONT'D) 11
Do you still think you can take on
this responsibility?

12 PRINCESS TWILIGHT 12
I do.

Princess Celestia gives Princess Twilight a gentle smile,
then addresses the other princesses.

13 PRINCESS CELESTIA 13
Then we must begin at once.

She gestures for Princess Luna and Princess Cadance to take
their places on either side of Twilight. Princess Celestia
stands in front of her.

14 PRINCESS CELESTIA (CONT'D) 14
This might feel a little strange.

Twilight takes a deep breath as the horns of the other three
princesses begin to GLOW.

Suddenly, magic SHOOTS out of their horns and meets in the
air above Twilight, creating a BLINDING WHITE LIGHT.

The princesses lower their horns, guiding the light down to
the tip of Twilight's horn.

Twilight's eyes GLOW WHITE, then are filled in rapid succession with images of Princess Celestia, Princess Luna, and Princess Cadance's CUTIE MARKS.

There is another FLASH of BLINDING WHITE LIGHT and we...

DISSOLVE TO:

INT. CANTERLOT CASTLE - SOON AFTER

A weakened Princess Luna, Princess Celestia, and Princess Cadance are slumped on the ground around Princess Twilight. Her wings are extended, her eyes are still white.

She closes, then reopens her eyes and they resume their normal color.

Princess Celestia rises.

15	PRINCESS CELESTIA	15
	It is done.	

DISSOLVE TO:

EXT. PONYVILLE - ESTABLISHING - EARLY MORNING

The moon still hangs in the sky.

INT. GOLDEN OAK LIBRARY - CONTINUOUS

Twilight enters to find a sleeping Spike. A <CREAK> in the floorboard rouses him from his slumber and wipes his eyes.

16	SPIKE	16
	(groggily)	
	Twilight? Is that you?	

17	PRINCESS TWILIGHT	17
	It's me, Spike.	

18	SPIKE	18
	You weren't gone very long.	
	(then, hopeful)	
	Does that mean everything is okay?	

19	PRINCESS TWILIGHT	19
	Yes. Everything's fine.	

20	SPIKE	20
	In that case I'm going back to bed.	
	Sun's not up, then neither am I.	

Spike snuggles back into his bed, pulling the covers over his head. A beat, and then we hear <GENTLE SNORING>. Princess Twilight looks out at the moon, confused.

21 PRINCESS TWILIGHT 21
That's strange, the sun should be
up by now. <GASP>
(panicked)
The sun should be up by now!

Startled by her sudden outburst, Spike sits up in bed.

22 SPIKE 22
Huh?!

23 PRINCESS TWILIGHT 23
(trying to be calm)
Uh... nothing. Nothing at all.
Still night-time. Go back to sleep.

Spike SHRUGS off Twilight's strange behavior and then pulls the covers back over his head.

24 SPIKE 24
<YAWN> If you insist.

A moment later, Spike is <SNORING> loudly.

Twilight turns her attention to the sky.

She takes a deep breath and her HORN begins to GLOW.

25 PRINCESS TWILIGHT 25
Steady...

Suddenly, her entire body begins to shake, overwhelmed by the magic it now carries within it.

26 PRINCESS TWILIGHT (CONT'D) 26
Oh. No.

In the sky, the MOON SUDDENLY PLUMMETS out of frame.

PAN DOWN TO:

EXT. CRYSTAL EMPIRE CASTLE - AT THE SAME TIME

SHINING ARMOR stands watch. He looks up as the sun shakily ZOOMS UP into the sky at an unnatural speed.

Shining Armor REACTS to the strange sight, then looks back down to see Discord and Tirek are now standing before him. Tirek has grown even larger and towers over Shining Armor.

27 DISCORD 27
We're here to see the Princess.

Shining Armor glares at Discord as he takes a defensive stance at the entrance to the castle.

28 SHINING ARMOR 28
Not a chance.
(to Discord)
Traitor.

29 TIREK 29
The only one Discord betrayed was himself. Abandoning his true nature to make "friends" with weak-minded equines who offer him nothing.
(then)
But he has seen the error of his ways and will be rewarded by his true friend for it. Isn't that right, Discord?

30 DISCORD 30
(to Shining Armor)
That's right.

Shining Armor fires up his horn and...

...PHZAAMM! Shoots a blast at Discord who splits himself in two to avoid being struck by Shining Armor's magic.

31 DISCORD (CONT'D) 31
Missed me.

Discord zips himself back together. PHZAMM! Shining Armor fires another blast but suddenly finds Discord behind him, whispering in his ear.

32 DISCORD (CONT'D) 32
Nice try.
(then)
What's next? Going to throw your wife at me?

PHZAAMM! PHZAAM! PHZAMM! Shining Armor suddenly fires a series of blasts that encircle Discord and Tirek in a ring of purple fire. Shining Armor smiles at his hand-work.

33 SHINING ARMOR 33
Feels familiar, doesn't it Tirek?

Tirek sneers at Shining Armor.

34 TIREK 34
Fool. You think you're magic can
contain me when I now have within
me the power of so many of your
unicorn brothers and sisters?

Tirek's body flexes and he fires magic from his horns,
blasting Shining Armor off-screen.

35 SHINING ARMOR 35
<IMPACT GRUNT>

The fire around Discord and Tirek immediately goes out and
the two cross to Shining Armor who is now slumped against the
castle door, a pained expression on his face, the wind
knocked out of him.

36 SHINING ARMOR (CONT'D) 36
(weakly to Discord)
Fluttershy. How could you... do
this to... Fluttershy?

Shining Armor is powerless to fight back as Tirek proceeds to
steal his magic and his Cutie Mark disappears.

37 TIREK 37
(with a snarl)
Just like a pony. Whiny and
pathetic to the end.

Tirek smiles, then notices the expression on Discord's face.
There is the tiniest hint of concern in Discord's eyes as he
looks down on the fallen Shining Armor. Tirek puts a hoof
around his shoulder and directs Discord's attention away from
the castle and toward the rest of the Empire.

38 TIREK (CONT'D) 38
Dearest friend, I think I can
handle it from here.
(then, a sinister grin)
Why don't you have a little fun?

Discord considers this for a moment and then snaps his
fingers and <GIGGLES>. We hear <PANICKED SCREAMS>, then
WIDEN TO REVEAL that the crystal ponies' homes are now UPSIDE
DOWN in a sky filled with CHOCOLATE CLOUDS.

EXT. CRYSTAL EMPIRE CASTLE - THRONE ROOM - SOON AFTER

Princess Cadance paces nervously. She dives out of the way as
suddenly, the door to the throne room is BLASTED off its
hinges and comes flying into the room.

Tirek stands in the entryway.

39	TIREK	39
	You have something I need.	

In a flash, Tirek is looming over Princess Cadance. He moves in to steal her magic.

His face suddenly registers surprise.

40	TIREK (CONT'D)	40
	What have you done?!	
	(enraged)	
	WHERE IS YOUR MAGIC?!	

EXT. GOLDEN OAK LIBRARY - AT THE SAME TIME

Twilight exits the library. Spike rushes after her.

41	SPIKE	41
	Wait up! I'm coming with you.	

42	PRINCESS TWILIGHT	42
	That's okay, Spike. I think I'd rather be alone.	

43	SPIKE	43
	I know you're disappointed that you don't have your key yet, but I'm sure we can figure something out.	
	(then)	
	Maybe there was something in the journal you missed.	

44	PRINCESS TWILIGHT	44
	Maybe. But if I did, I'm sure I can find it. By myself.	

45	SPIKE	45
	Come on, Twilight.	
	(with a big grin)	
	You always need your buddy, Spike.	

46	PRINCESS TWILIGHT	46
	Not this time.	

Spike's grin fades.

47	SPIKE	47
	But--	

Before he can finish, Twilight TAKES OFF into the sky. But now, possessing the strength of four Alicorns, her wings are much more powerful than before. She ZOOMS into the air at a dizzying speed.

48 PRINCESS TWILIGHT 48
WHOAAAAA!

EXT. SKY - CONTINUOUS

Twilight ZOOMS back and forth across the sky, her wings flapping like crazy.

She ZIPS past Rainbow Dash who is busy cloud-busting.

49 RAINBOW DASH 49
Twilight?

Rainbow Dash takes off after her out-of-control friend whose speed and inability to control it is leading her right toward a particularly nasty bunch of gnarled treetops in the Everfree Forest.

It takes almost everything Rainbow Dash has got to catch up with Twilight.

Rainbow Dash grabs hold of Twilight's tail, and holds on for dear life as Twilight suddenly spins like a tornado in mid-air, then starts to plummet toward the ground.

Rainbow Dash flaps her wings and with every bit of her strength is able to pull Twilight out of her tail-spin and bring them both safely to the ground.

EXT. PONYVILLE TOWN SQUARE - CONTINUOUS

Applejack, Fluttershy, Pinkie Pie, and Rarity rush over to Twilight and Rainbow Dash.

50 FLUTTERSHY 50
Oh my goodness. Are you two alright?

A dizzy Rainbow Dash totters on her hind legs and collapses. She immediately jumps back up.

51 RAINBOW DASH 51
I'm good. Nothing to see here.

Twilight looks a little dazed, but notes that all eyes are on her and quickly snaps out of it.

52 PRINCESS TWILIGHT 52
I'm fine.

53 APPLEJACK 53
Jumpin' june bugs, Twilight. When
did you learn to fly that fast?

54 PRINCESS TWILIGHT 54
(covering)
I wasn't going that fast.

55 RAINBOW DASH 55
Uh, yeah you were. If anypony knows
fast, it's me. That was fast.

56 PRINCESS TWILIGHT 56
Well, um, I... must've caught a
particularly strong breeze or...
something.

57 RAINBOW DASH 57
Must've been "or something" because
there wasn't any breeze up there.

Twilight's friends look to her for an explanation.

58 PRINCESS TWILIGHT 58
I don't know what happened.
(then, quickly)
But I don't really have time right
now to figure it out.

Princess Twilight tries to make a hasty exit, but Rarity
catches up to her.

59 RARITY 59
Another visit to the Castle of the
Two Sisters, I presume?
(then)
We'd be more than happy to
accompany you.

Rarity gestures for her friends to join her and they quickly
take their places beside Twilight. Twilight eyes her friends
smiling faces.

60 PRINCESS TWILIGHT 60
Not today.

Princess Twilight starts to flap her wings, then thinks
better of it and walks off, leaving behind her friends.

DISSOLVE TO:

INT. CANTERLOT CASTLE - LATER THAT DAY

Tirek addresses Princess Celestia and Princess Luna as Discord looks on. Four now blank-flanked ROYAL GUARDS are keeping the Princesses from making an escape.

61 TIREK 61
Getting rid of your magic so that I
cannot take it from you? That was
your plan?

Princess Celestia and Princess Luna do not respond.

62 TIREK (CONT'D) 62

Fools. Don't you see what you have done? You have rendered yourself powerless against me.

(then, twisting the knife)

How does it feel? Knowing that soon every Pegasus, Unicorn, and Earth Pony will have no choice but to bow to my will and that there will be nothing you can do to stop it.

Discord puts an arm around Tirek's massive shoulders.

[illegible]

Discord raises a suspicious eyebrow.

65 DISCORD 65
Are you sure you're sure? Because
you don't sound all that sure.

66 TIREK 66
Of course I'm sure.

Tirek uses his magic to remove the MEDALLION from around his neck. He presents it to Discord.

67 TIREK (CONT'D) 67
Here. A sign of my undying
friendship and loyalty.

Discord takes the medallion and puts it around his neck.

68	DISCORD	68
I do love a good accessory.		
(then)		
(MORE)		

(MORE)

DISCORD (CONT'D)

I suppose that's Rarity's
influence.

69 TIREK 69
(disdain)

"Rarity?" Who is this, "Rarity" of
which you speak?

70 DISCORD 70
No one. No one at all.

Satisfied with Discord's answer, Tirek turns his attention to
the blank-flanked Royal Guards.

71 TIREK 71
(re: the Princesses)
Away with them. Let them rot in
Tartarus with the other princess.

72 ROYAL GUARDS 72
(monotone)
Yes, Lord Tirek.

The guards drag Princess Celestia and Princess Luna away.

Discord eyes the stain glass windows that line the walls. He
busies himself with transforming them to depict scenes he
finds more interesting as Tirek celebrates his victory and
makes his way toward Celestia's throne.

73 TIREK 73
For how many moons have I dreamed
of this day? And to think they all
but delivered it to me on a silver
platter.
(then)
The stupidity of their actions is
only a further sign that they were
never meant to rule. The Princesses
are gone.

He takes a seat in Princess Celestia's throne.

74 TIREK (CONT'D) 74
Long live Lord Tirek.

75 DISCORD 75
But of course all the princesses
aren't gone.

Tirek's smug smile disappears.

76 TIREK 76
What do you mean?

Discord gestures to the stain-glass window that depicts Princess Twilight with her crown and wings outstretched.

Tirek rushes over to see it.

77 TIREK (CONT'D) 77
There is a fourth? Where is she?
Where is her castle?

78 DISCORD 78
Castle? This one lives above a
library in Ponyville.

Tirek's eyes narrow.

79 TIREK 79
Not for much longer she doesn't.

Tirek fires a BLAST OF MAGIC from his horns. The stain glass image of Princess Twilight SHATTERS as we...

END ACT IV

ACT V

EXT. CASTLE OF THE TWO SISTERS - AT THE SAME TIME

Twilight stands in front of the castle. She looks around to make sure the coast is clear, then focuses her attention on a nearby rock. Her horn begins to glow and her face registers renewed confidence as she slowly begins to levitate the rock.

80 PRINCESS TWILIGHT 80
That's it. Easy does it...

Her confidence in her abilities is short-lived as she is suddenly overcome by her immense new powers and not only lifts up the rock but UPROOTS THE ENORMOUS TREE that is behind it.

Try as she might, she can't seem to stop levitating the tree. She turns her head back and forth in an effort to "shake it off" but that just sends the enormous tree SWINGING BACK and FORTH and SMACKING INTO smaller trees which then <CRACK> and fall to the ground.

81 PRINCESS TWILIGHT (CONT'D) 81
No! Stop. Just... down. Down!

The tree suddenly drops and falls out of frame and into the ravine below the castle.

Twilight's face registers her disappointment in herself as she slumps at the edge of the ravine.

A beat and then her focus is drawn to the Tree of Harmony and the chest in its floral perch.

82 PRINCESS CADANCE (V.O.) 82
Twilight, you are the embodiment of
the Element of Magic. If there is
anypony who can do this, it's you.

Twilight stands up, determined.

83 PRINCESS TWILIGHT 83
I am the embodiment of the Element
of Magic. I can do this.

Princess Twilight's horn begins to glow and <POOF> she suddenly disappears. <POOF> she reappears at the bottom of the ravine.

84 PRINCESS TWILIGHT (CONT'D) 84
See. Perfectly controlled
teleportation--

She is cut short as <POOF> she disappears and <POOF> reappears in a window of the castle.

<POOF!>

<POOF!>

<POOF!> She teleports at a dizzying pace, finding herself up a tree, upside down in mid-air, squeezed uncomfortably between two rocks where she finally remains.

85 PRINCESS TWILIGHT (CONT'D) 85
(frustrated)
Urrgh!

INT. FLUTTERSHY'S COTTAGE - SOON AFTER

Spike, Rarity, Applejack, Rainbow Dash, Pinkie Pie, and Fluttershy are all gathered in the cottage.

86 APPLEJACK 86
Just seems odd her rejectin' the
help of her friends like that.

87 RARITY 87
Perhaps something happened when she
was called away to Canterlot?

The girls look to Spike for an answer.

88 SPIKE 88
She told me everything was fine.

89 RAINBOW DASH 89
Maybe it's that *nothing* happened in
Canterlot. She's been pretty upset
that Princess Celestia didn't want
her to help capture Tirek.

Their conversation is interrupted by a KNOCK on the door.

Fluttershy answers to find Discord.

90 DISCORD 90
Oh good, the gang's all here.

91 FLUTTERSHY 91
You're back!

Fluttershy gives Discord a nuzzle. He moves away from her,
visibly uneasy with this sign of her affection for him.

92 FLUTTERSHY (CONT'D) 92
Did you bring the cucumber
sandwiches to go with our tea?

93 DISCORD 93
I did!

Discord produces a tray of cucumber sandwiches.

94 FLUTTERSHY 94
Aww, and you even cut them in the
shape of little butterflies.

95 DISCORD 95
Oh I do hope you enjoy them.
(then, sinister)
I imagine they'll be your last
decent meal for quite some time.

He produces an enormous butterfly net and scoops up
Fluttershy and her friends.

96 SPIKE/PONIES 96
Hey!/What's going on?/What are you
doing?/Let us out of here.

EXT. EDGE OF THE EVERFREE FOREST - SOON AFTER

Discord still has Spike, Fluttershy, Rainbow Dash, Applejack, Rarity, and Pinkie Pie captured in the net. He shows off his prize to Tirek.

97 DISCORD 97
Ta-da!

98 TIREK 98
You've gathered up all of them?

99 DISCORD 99
And her little dragon, too.

Spike glares at Discord.

100 FLUTTERSHY 100
(to Discord)
Why are you doing this? I thought we were friends.

101 DISCORD 101
Oh, we were. But I found a new friend. One who can offer me so much more than just tea parties.

Fluttershy just stares at him in disbelief and sadness.

Discord is suddenly on a stage in front of a pair of velvet curtains.

102 DISCORD (CONT'D) 102
(an introduction)
He can steal magic, he's sent Celestia, Luna, and Cadance to Tartarus, and for not turning him in, he's going to let me help him rule over Equestria and beyond. Put your hooves together for...

Discord pulls back the velvet curtains to reveal Tirek who could not look less amused by Discord's antics.

103 FLUTTERSHY 103
Is that really all you think I offer you? Tea parties?

104 DISCORD 104
Come now, Fluttershy. Surely you saw this coming.

105 FLUTTERSHY 105
(tearing up)
I didn't. I really didn't.

Tirek now looms over the captured ponies.

106 TIREK 106
Then you are a fool.

Fluttershy tears up a little. Discord turns his back on her.

107 FLUTTERSHY 107
Discord, please.

Discord remains with his back to Fluttershy. Neither she nor Tirek can see the troubled look on his face. He is clearly torn as to what to do next.

108 FLUTTERSHY (CONT'D) 108
(pleading)
Please.

Discord slowly turns to face Fluttershy. She looks to him, hopeful. Discord snaps his claws and we SMASH CUT TO:

EXT. SKY - SECONDS LATER

Spike, Fluttershy, Rainbow Dash, Applejack, Pinkie Pie and Rarity are now trapped in a Phantom Zone-like floating prison above Ponyville.

EXT. EDGE OF THE EVERFREE FOREST - AT THE SAME TIME

Tirek looks up at Spike and the captured ponies with a smile, then turns his attention back to Discord.

109 TIREK 109
You really think she'd do anything
for them?

110 DISCORD 110
Absolutely. If Twilight has magic
to give, it will soon be yours.
Soon there won't be a Pegasus,
Earth Pony, or Unicorn who will be
able to stand against us.

111 TIREK 111
Us?

Tirek's horns begin to glow red.

112 TIREK (CONT'D) 112
Who said anything about us?

Discord's eyes go wide as Tirek draws his magic out of him.

113 DISCORD 113
(weakly)
I thought we were friends.

Discord gestures to the medallion around his neck.

114 TIREK 114
Who needs friends when you have
power?

Tirek fires up his horns and <POOF> Discord disappears.

We PAN UP TO REVEAL:

EXT. SKY - CONTINUOUS

Discord is now trapped with Twilight's friends.

115 APPLEJACK 115
Surely you saw this comin'.

116 DISCORD 116
I didn't. I really didn't.

EXT. CASTLE OF THE TWO SISTERS - CONTINUOUS

Twilight has managed to free herself from the rocks, but her mood has not improved. She REACTS to the sound of Tirek's booming voice.

117 TIREK (O.S.) 117
PRINCESS TWILIGHT! YOU HAVE
SOMETHING THAT BELONGS TO ME!

118 PRINCESS TWILIGHT 118
<GASP> Tirek!

119 TIREK 119
AND I HAVE SOMETHING OF YOURS!

Twilight takes to the sky.

EXT. EDGE OF THE EVERFREE FOREST - A MOMENT LATER

Still not accustomed to the extreme strength of her wings, Twilight ZOOMS into the scene and right past Tirek.

She SPINS AROUND in mid-air and then NOSE-DIVES toward the ground, PULLING UP just in time to land on her hooves in front of Tirek.

120 TIREK 120
You are going to give me what I
want.

Tirek's horns GLOW RED and he FIRES A BLAST of MAGIC at Twilight.

<POOF> she disappears, and the blast strikes the ground where she was standing, creating a massive crater.

Tirek suddenly rises off the ground. In the distance he finally spots Twilight. She's now standing atop the Golden Oak Library. He fires another BLAST of magic her direction.

Princess Twilight takes to the sky just in time as Tirek's magic turns the Golden Oak Library to dust.

From their sky prison comes the audible <GASP> of Twilight's friends.

Twilight sees that her friends are being held prisoner and her eyes fill with rage.

121 TIREK (CONT'D) 121
I told you I had something of
yours.

<PHZAMM!> Twilight fires a blast of magic at Tirek that misses by a mile but creates a line of scorched Earth that seems to go on forever.

Tirek notes the strength of the blast.

122 TIREK (CONT'D) 122
Ah, now I understand what your
fellow princesses have done.

<PHZAMM!> Tirek fires another blast at Princess Twilight who somehow manages to deflect it.

<PHZAMM!> She fires back and just misses him again.

<PHZAMM!> Tirek fires his magic at Twilight but she evades, albeit somewhat clumsily, the blast.

<PHZAMM!>

<PHZAMM!>

<PHZAMM!>

They trade blasts, neither able to get the upper-hand.

Spent, they stare each other down.

123	TIREK (CONT'D)	123
	It appears we are at an impasse. I	
	have not yet acquired enough power	
	to defeat you. And you do not have	
	enough control of your magic to	
	defeat me.	

Tirek gestures to the prison that holds Twilight's friends.

124	TIREK (CONT'D)	124
	Looks like your friends will remain	
	trapped forever.	
	(then)	
	Unless, of course, you're willing	
	to make a trade. Their release for	
	all the Alicorn magic in Equestria.	

Twilight's friends REACT to this suggestion.

125	SPIKE/PONIES	125
	No!/Don't do it./There has to be	
	another way!	

126	TIREK	126
	Well... what's it going to be	
	Princess Twilight Sparkle?	

Twilight considers her options as we...

END ACT V

ACT VI

EXT. EDGE OF THE EVERFREE FOREST - A MOMENT LATER

Twilight ponders Tirek's offer as her friends continue to plead with her from their sky prison.

127	RAINBOW DASH	127
	Don't do it, Twilight!	

128	FLUTTERSHY	128
	We aren't worth it.	

129	DISCORD	129
	<SIGH> Oh, but you are, Fluttershy.	
	(then)	
	(MORE)	

DISCORD (CONT'D)
You're the ones who taught me that
Friendship is Magic.
(then, pouting)
I had magic and friendship, and now
I don't have either.

Princess Twilight is struck by something Discord has said. A sudden calmness takes over her.

130 TIREK 130
Enough! I want an answer. And I
want it now!

Twilight looks from Tirek to her friends. An EPIPHANY RAINBOW swirls around them and then disappears.

131 PRINCESS TWILIGHT 131
I will give you my magic in
exchange for my friends.

Twilight's friends <GASP> at her decision.

132 PRINCESS TWILIGHT (CONT'D) 132
All of my friends.

Tirek realizes Twilight is referring to Discord.

133 TIREK 133
Discord?!

Her friends are equally in shock.

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134          TIREK (CONT'D)                                134
<CYNICAL LAUGHTER> Every time I
think ponies have shown me the
depths of their stupidity, they go
and display just a little more.
      (then, snarling)
But if this is what you want...

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135 PRINCESS TWILIGHT 135
It is.

136 TIREK 136
Then so it shall be.

Tirek fires up his horns.

Princess Twilight takes a deep breath, readies herself for what is to come next.

As the magic is drawn out of her, Twilight's friends, including Discord, are released from their sky prison.

Rainbow Dash uses her wings to keep herself airborne, but the others are not so lucky. Twilight looks on helplessly as Tirek continues to steal her magic and her friends plummet toward the ground.

Rainbow Dash moves quickly and is able to grab hold of Rarity and Applejack, but Spike, Pinkie Pie and a paralyzed with fear Fluttershy continue their descent.

137 SPIKE/PINKIE PIE/FLUTTERSHY 137
AAAAAHHHHHH!

Moments before they are about to hit the ground, Discord slides underneath them and catches them in his arms. He sets down Spike and Pinkie Pie, but holds onto Fluttershy.

138 DISCORD 138
I'm sorry.

139 FLUTTERSHY 139
I know.

The two embrace, but their sweet exchange is cut short at the sound of Tirek's <MANIACAL LAUGHTER>. We WIDEN TO REVEAL:

Tirek is now ENORMOUS. His eyes glow red. His horns spark with energy. Crumpled on the ground at his feet is Twilight. She still has the faintest outline of her Cutie Mark on her flank. Her friends rush to her side.

140 SPIKE 140
Oh, Twilight, what were you thinking?

She starts to answer but it is Discord who speaks up instead.

141 DISCORD 141
That by showing me friendship, even though I had betrayed her, she might inspire me to be a true friend as well.

142 PRINCESS TWILIGHT 142
(weakly)
Did it work?

Discord removes the MEDALLION that Tirek gave him from around his neck and gives it to Twilight. The friends exchange glances -- could that be what they think it is?

143 PRINCESS TWILIGHT (CONT'D) 143
We have to get to the chest.

Applejack and Rainbow Dash help Princess Twilight to her fee and Spike and the ponies make a run for the Everfree Forest.

Tirek notices them running off and snarls.

He STOMPS his hoof and Princess Twilight and her friends are suddenly hit by a SONIC WAVE that sends them flying deeper into...

INT. EVERFREE FOREST - CONTINUOUS

Spike and the Mane 6 land with a <THUD> in the middle of the forest. They quickly scramble to their feet and continue heading for the Castle of the Two Sisters.

They REACT as the trees around them are suddenly RIPPED out of the ground. Tirek's <MANIACAL LAUGHTER> echoes through the Everfree Forest.

EXT. EDGE OF THE EVERFREE FOREST

Tirek's entire body pulsates with magic. He aims his horns at the Everfree Forest and RIPS up more trees.

144	DISCORD (O.S.)	144
Ahem.		

Tirek continues his assault on the Everfree Forest.

145	DISCORD (O.S.) (CONT'D)	145
I said, AHM!		

Irritated, Tirek turns his attention away from the forest to Discord who is now standing behind him.

146	DISCORD (CONT'D)	146
You imprisoned me with a bunch of ponies. I thought we were friends.		

147	TIREK	147
You thought wrong.		
(then)		
The need for friendship is a weakness I do not possess.		

EXT. CASTLE OF THE TWO SISTERS - THE TREE OF HARMONY

With Tirek distracted by Discord and no longer destroying the Everfree Forest around them, Twilight and her friends are able to pick up the pace and reach the Castle.

They race down the stairs to the Tree of Harmony and the chest. Twilight rushes over to the chest and holds the medallion up next to it. A beam of RAINBOW LIGHT emerges from the keyhole and encircles the medallion

The Mane 6 REACT as the medallion TRANSFORMS into the sixth and final KEY.

The key is pulled toward the keyhole by the beam of rainbow light and clicks into place.

148 PRINCESS TWILIGHT 148
Together! I think we have to do
this together.

Rainbow Dash, Applejack, Rarity, Pinkie Pie, and Fluttershy rush over and join her around the chest. Twilight gives them a nod. They turn their keys and...

PHZAAMMM!! The chest BURSTS OPEN and out of it shoots SIX BEAMS of PASTEL LIGHT that match the colors of our Mane 6.

The beams of light swirl around their respective ponies, lifting them up into the sky above the Everfree Forest.

EXT. PONYVILLE - AT THE SAME TIME

Tirek's eyes go wide at the sight of Twilight and her friends held aloft by the swirling pastel lights.

The pastel beams of light come together to make an enormous EPIPHANY RAINBOW that encircles the Mane 6 and transforms them into their EPIPHANY RAINBOW MODELS.

The Epiphany Rainbow suddenly zooms away from the levitating Mane 6 and toward Tirek.

He tries to defend himself but it is no use. The Epiphany Rainbow wraps around him.

149 TIREK 149
How is this possible. You have no
magic! You have no magic!

150 PRINCESS TWILIGHT 150
You're wrong, Tirek! I carry within
me the Element of Magic. And as
long as I never forget that, I will
always have the most powerful magic
of all -- the Magic of Friendship.

The Epiphany Rainbow tightens around Tirek and his body begins to shrink as the Epiphany Rainbow strips him of all the magic that he has stolen across Equestria.

151 DISCORD 151
(smug)
I'm sorry. You were saying
something about friendship being a
weakness...

The rainbow then shoots back toward the Mane 6. It SWIRLS AROUND them and suddenly...

...they disappear.

EXT. EQUESTRIA - VARIOUS

A FLASH OF PINK and Pinkie Pie teleports to A REMOTE PART OF EQUESTRIA. Pink light shines from her eyes and the unicorn that appeared in Princess Celestia's dream has his Cutie Mark and magic restored.

A FLASH OF BLUE and Rainbow Dash teleports to CLOUDSDALE. Blue light shines from her eyes and suddenly Pegasi whose ability to fly had been taken by Tirek are suddenly pulled back up into the sky. Their Cutie Marks reappear and they flap their wings and soar joyfully around Rainbow Dash.

A FLASH OF WHITE and Rarity teleports to CANTERLOT. White light shoots from her eyes, encircling a pair of blank flanked Canterlot Unicorn. They rejoice as their Cutie Marks and magic are returned to them.

A FLASH OF PALE YELLOW and Fluttershy teleports to the CRYSTAL EMPIRE. Pale yellow light shoots from her eyes and Shining Armor finds his Cutie Mark and Magic restored.

A FLASH OF PALE ORANGE and Applejack teleports to APPALOOSA. Orange light shines from her eyes, and encircles a pair of frail, blank flanked EARTH PONIES. Their Cutie Marks reappear as does their strength

A FLASH OF PURPLE LIGHT and Princess Twilight teleports to TARTARUS where her fellow Princesses are being held in chains. Purple light shoots from her eyes and the chains suddenly shatter.

A FLASH OF WHITE LIGHT brings us back to...

EXT. CASTLE OF THE TWO SISTERS - CONTINUOUS

The still Rainbowized Princess Twilight, Applejack, Rainbow Dash, Rarity, Pinkie Pie, and Fluttershy are reunited around the Tree of Harmony. Each one of them positioned in front of their respective Element.

The Mane 6 eyes glow and shoot beams of pastel light that come together once more to create the Epiphany Rainbow.

The Rainbow swirls around the Tree of Harmony, passing through each of the Elements that hang from the tree's branches causing the Elements to grow brighter and brighter until they can no longer contain the magic that is building within them.

There is a FLASH of EXPLOSIVE WHITE LIGHT and we...

DISSOLVE TO:

EXT. CASTLE OF THE TWO SISTERS - A MOMENT LATER

Twilight and her friends now back in their normal models stand at the base of the Tree of Harmony.

They look up to see the Castle of the Two Sisters.

It has been completely TRANSFORMED into the most beautiful castle they have ever seen.

152	RARITY	152
Sweet Celestia are you all seeing what I'm seeing.		

153	PINKIE PIE	153
Sooo sparkly.		

154	PRINCESS TWILIGHT	154
(stunned)		
But whose is it?		

155	PRINCESS CELESTIA (V.O.)	155
It is yours, Princess Twilight.		

DISSOLVE TO:

INT. CASTLE - DAY

Twilight and her friends, including Spike and Discord, follow Princess Celestia, Princess Luna, and Princess Cadance down a hallway.

156 PRINCESS LUNA 156
 Tirek believed that a ruler's power
 comes from taking from others.
 (then)
 But by defeating him, you have
 proven that true greatness comes
 not from taking, but from giving.

157 PRINCESS CELESTIA 157
 You offered your friendship when it
 wasn't easy. And by doing so, you
 unlocked a magic more powerful than
 anything Tirek could ever imagine.

158 PRINCESS CADANCE 158
 You've been wondering what you are
 meant to do as a Princess. With
 all that you've learned, with all
 that you now know, you have the
 power to spread the Magic of
 Friendship across all of Equestria.

159 PRINCESS CELESTIA 159
 And perhaps... beyond.

The ponies have reached a pair of enormous doors.

160 PRINCESS TWILIGHT 160
 But it took all of us to unlock the
 chest. All of us had to earn a
 key.

161 PRINCESS CELESTIA 161
 And that is why we do not believe
 you are meant to take on this task
 alone.
 (then)
 You are the Princess of Friendship
 Twilight Sparkle.

Celestia uses her magic to open the doors to reveal...

INT. CASTLE - THRONE ROOM

Princess Twilight and her friends' eyes go wide. At the far
 end of the room is a THRONE with Twilight's Cutie Mark upon
 it. It is flanked on either side by FIVE THRONES bearing the
 Cutie Marks of Applejack, Rarity, Rainbow Dash, Pinkie Pie,
 and Fluttershy. There is also a smaller throne with what
 appears to be the imprint of a dragon's claw upon it.

162 PRINCESS CELESTIA 162
But what is the Princess of
Friendship without her friends?

The girls rush over to their new thrones.

MUSIC UP. Princess Celestia, Princess Luna, and Princess
Cadance SING a REPRISE of the song from Part One as they
watch Twilight celebrate with her friends.

163 PRINCESS CELESTIA (CONT'D) 163
We knew her time
would be here soon/

164 PRINCESS LUNA 164
As the sun rises
So does the moon/

165 PRINCESS CADANCE 165
As love finds a place
in every heart/

166 CELESTIA/LUNA/CADANCE 166
The Princess of Friendship will
play her part

Princess Twilight smiles at her fellow Princesses and SINGS

167 PRINCESS TWILIGHT 167
The Princess of Friendship will
play her part

END SONG

Pinkie Pie suddenly jumps up on her throne.

168 PINKIE PIE 168
You all do know what needs to
happen next, don't you?

The friends and princesses shrug -- they don't know.

169 PINKIE PIE (CONT'D) 169
CASTLE PARTY!

Multi-colored streamers suddenly fill the frame and we...

WIPE TO:

EXT. TWILIGHT'S CASTLE - LATER

INT. TWILIGHT'S CASTLE - THRONE ROOM - LATER

Princess Cadance, Princess Luna, Princess Celestia, and all of Equestria's favorite Pegasi, Unicorn, and Earth Ponies are in attendance. They look on as Princess Twilight, wearing her key (which is now tied to a pastel ribbon around her neck) places her friends' keys around their necks.

MUSIC UP.

Princess Twilight and her friends SING an UPBEAT SONG.

170	PRINCESS TWILIGHT	170
	<i>We hold the key</i>	
	<i>to our destiny/</i>	
	<i>We choose to be/</i>	
	<i>Who we are meant to be/</i>	
	<i>What's inside</i>	
	<i>We pass it along</i>	
	<i>So that others grow strong/</i>	

171	AJ/RD/PP/FS/RD	171
	<i>We hold the key</i>	
	<i>to our destiny/</i>	
	<i>We choose to be</i>	
	<i>Who we are meant to be/</i>	
	<i>What's inside</i>	
	<i>We pass it along</i>	
	<i>So that others grow strong/</i>	

172	PRINCESS TWILIGHT	172
	<i>We hold the key...</i>	

173	PP/FS/RD/AJ/RD	173
	<i>We hold the key...</i>	

174	PRINCESS TWILIGHT	174
	<i>To our destiny</i>	
	<i>We hold the key...</i>	

175	PP/FS/RD/AJ/RD	175
	<i>We hold the key...</i>	

176	PRINCESS TWILIGHT	176
	<i>To our destiny</i>	

177	PP/FS/RD/AJ/RD	177
	<i>We hold the key</i>	

178	PRINCESS TWILIGHT	178
	<i>We hold the key</i>	
	<i>To our destiny</i>	

END SONG

Princess Twilight and her friends, including Spike, move in for a group hug in front of their new thrones.

Twilight motions for Discord to join them. He embraces his friends for a moment, then pulls away.

179	DISCORD	179
Wait a minute. I just realized something. Where's my throne?		

180	FLUTTERSHY	180
I don't think you're quite there yet.		

181	DISCORD	181
<SIGH> I suppose not.		

The MUSIC resumes and our friends enjoy the party as we...

FADE TO BLACK.

THE END

182	182
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