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Distribution:

Production:

Devon Cody
Meghan McCarthy
Jayson Thiessen
Ashley Irving-Scott

The HUB:

Donna Ebbs
Carin Davis
Tegan Molloy
Laurence Braun
Patrick Callan

Hasbro Studios:

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

Hasbro Brand:

Mark Wiesenbahn
Matt Mattus
Valerie Jurries
Donna Tobin

Twilight - 02/08/13
* Pickup: • Pinkie Pie &
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 • Celestia 01/24/2013

MY LITTLE PONY IV
"Castle Mane-ia"
Episode 403
Written by: Josh Haber

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TEASER

74 75
OA
SC 1 - EXT. GOLDEN OAK LIBRARY - AFTERNOON - ESTABLISHING

As the bright mid-day sun beams down through every branch of the tree, we hear a WHISTLED TUNE (something akin to "Whistle While You Work") and the CLANK of dishes.

SC 2 - INT. TWILIGHT SPARKLE'S LOFT - CONTINUOUS

Spike washes a sizable stack of dishes, scrubbing, rinsing, then drying with a touch of FIRE BREATH. As he CLANKS the clean dishes onto a new stack...

1 TWILIGHT (O.S.)
Ahem.

Spike whips around to see TWILIGHT sitting at her desk, pouring over a stack of books even taller than the dishes. She cocks an eyebrow at him and he freezes, mid-whistle.

2 SPIKE
Oh. Sorry.

SC 3 - INT. TWILIGHT SPARKLE'S LOFT - MINUTES LATER

Twilight concentrates on a the huge volume open in front of her when the sound of LOUD CRUNCHING distracts her. She looks up to see Spike feeding an entire sleeve of CRACKERS to OWLICIOUS. He stops again.

3 SPIKE
No good?

SC 4 - INT. TWILIGHT SPARKLE'S LOFT - MOMENTS LATER

Spike innocently stands by the bookshelves while Twilight holds a book in front of her face. As she reads, the baby dragon raises a feather duster with his tail.

Twilight peeks over her book and Spike pulls the duster back behind his back. As she raises her book, he raises his tail and gives the nearest shelf a SWIFF and...

4 TWILIGHT
Spike!

5 SPIKE
Come on, Twilight, I'm just trying to keep things tidy.

6 TWILIGHT
I know, but I'm trying to
concentrate. I need to find some
reference to this mysterious chest.

CLOSE ON THE CHEST (FROM 401/402) AND ITS INTRICATE LOCKS.

7 TWILIGHT (O.S.) (CONT'D)
Something tells me that opening it
is pretty important.

Spike pulls up a chair and grabs a stack of books.

8 SPIKE
Well, why didn't you say so? I'll
help you look.

9 TWILIGHT
Thanks, Spike.

But just as the two finally settle down to their task, a
cacophony of CONSTRUCTION SOUNDS cascades through the window.

SC 5 - EXT. VIEW OF SCHOOL FROM THE LIBRARY - CONTINUOUS

Spike and Twilight look out at the ELEMENTARY SCHOOL where
workers hammer and saw from a scaffolding by the bell tower.

A CONSTRUCTION PONY passes by carrying a load of timber.

10 TWILIGHT
What is going on?!

11 CONSTRUCTION PONY
The school's getting a new bell.
Should be done with the tower in a
few days.

12 TWILIGHT
A couple of days?

13 CONSTRUCTION PONY
'Course, then, we'll need to test
it. I expect we'll have to ring
that bell non-stop for a week to
get the sound juuust right.

Off of Twilight's exasperated expression...

CUT TO:

MY LITTLE PONY TITLE SEQUENCE

ACT I

SC 6 - INT. TWILIGHT SPARKLE'S LOFT - DAY

Spike sits in a chair watching as Twilight paces back and forth, CONSTRUCTION noise still coming in through the window.

14 TWILIGHT
I've gone through every book in Ponyville, Spike, and there isn't a single mention of the chest. I hope Princess Celestia has some ideas. If the Library in Canterlot doesn't have anything, I don't know where else to look.

A loud SAW starts up outside. Spike covers his ears.

15 SPIKE
Anywhere would be a better than here!

Just then, Spike BELCHES up a letter. Twilight levitates it over and starts to read.

16 TWILIGHT
My dearest Twilight, while it would be perfectly lovely to have you in Canterlot once more, I have another option in mind much closer to Ponyville...

Princess Celestia's V.O. of the letter takes over as we...

DISSOLVE TO:

SC 7 - EXT. CASTLE OF THE TWO SISTERS - LATER

Twilight and Spike emerge from the Everfree Forest and stand before the ruins of THE CASTLE OF THE TWO SISTERS.

17 PRINCESS CELESTIA (V.O.)
When I was a young foal and needed a place to think, I would sneak off to a secret room in the Castle that Princess Luna and I shared...

Twilight and Spike enter as Princess Celestia's VO continues.

SC 8 - EXT. CASTLE OF THE TWO SISTERS - COURTYARD - CONTINUOUS

18 ² PRINCESS CELESTIA (V.O.)
...as you know, much of that
ancient Castle lies in ruins...

Twilight and Spike make their way across the ruins of the
Castle Courtyard and into the **GRAND FOYER**.

SC 9 - INT. CASTLE - GRAND FOYER - CONTINUOUS

The **GRAND FOYER**, is lined with ancient statues, and
paintings. Two enormous **TAPESTRIES**, one of Princess Celestia,
the other of Princess Luna, hang on opposite walls.

Stairways and passages shoot off in all directions. Twilight
and Spike climb a set of crumbling stone stairs and cross a
balcony.

19 PRINCESS CELESTIA (V.O.)
...but in the Castle's library
there still may be a book that
could prove helpful in your
research.

CLOSE ON TWILIGHT AS HER EYES GO WIDE...

PULL OUT TO REVEAL...

SC 10 - INT. CASTLE - LIBRARY - CONTINUOUS

Twilight and Spike stand before an ancient library, books
stacked up to the flying-buttressed-stone-arched ceiling.

46
19A Spike looks around at the creepy cobwebs and crumbling walls.
The **ELONGATED SHADOW OF A UNICORN** stretches across the ground
toward him and Spike jumps back in fear.

He recovers as he finds the shadow's source: A stone bust of
Princess Luna set high on the wall. Another of Princess
Celestia sits on the wall opposite. Spike laughs nervously.

20 89 ab ²⁰ SPIKE
Heh, heh. So, Twilight. Ah.. Ready
to head home?

But Twilight is already hoof deep in ancient texts.

20A 1

21 TWILIGHT
Are you kidding? This place is
PERFECT!

CUT TO:

AN EXTREME CLOSE UP OF A PAIR OF PONY EYES

22 RAINBOW DASH
I'm not gonna move. You move.

CUT TO A MATCHING SHOT OF A SECOND PAIR OF PONY EYES.

23 APPLEJACK
Uh-uh. There's no way I'm moving.

PULL OUT TO REVEAL...

SC 11 - EXT. SWEET APPLE ACRES - LATE AFTERNOON

APPLEJACK and RAINBOW DASH stand nose to nose, each covered
mane to tail in... BEES!

PINKIE PIE stands nearby with PENCIL AND SCORECARD in hoof.

24 PINKIE PIE
This is the most daring dare any
pony ever dared dare another pony
to dare.

Applejack and Rainbow Dash both turn their bee-covered faces
toward Pinkie.

25 APPLEJACK/RAINBOW DASH
Huh?

26 PINKIE PIE
It's exciting!

As Rainbow and Applejack return to their bee-drenched stare-
off, a BEEKEEPER PONY walks up and stands next to Pinkie.

27 BEEKEEPER PONY
Um... Watchya all doing?

28 PINKIE PIE
Rainbow Dash and Applejack are
competing for the title of Most
Daring Pony. This is the final
test. The Bee Stare. Last pony to
blink wins.

*use last read on
take 234 for
"Beekeeper" lines

234 235 also 236
29 BEEKEEPER PONY
Huh.
(beat)
I'm gonna need my bees back.

Rainbow objects without looking away from Applejack.

30 RAINBOW DASH
But then we'll never find out who
the Most Daring Pony is.

31 BEEKEEPER PONY
Sorry about that.

101 a loc
314
With that, the Beekeeper Pony gives a loud WHISTLE. The
entire swarm of bees flies off of Rainbow and Applejack, WHO
ARE REVEALED TO BE WEARING BEE KEEPER GARB, and into a cloud
that follows the Beekeeper off.

32 APPLEJACK
Well, what do we do now?

33 PINKIE PIE
Don't worry ladies, I've been
keeping excellent score all day.

Rainbow and Applejack watch as Pinkie scribbles furiously on
her score card.

34 PINKIE PIE (CONT'D)
(to herself)
Mmmm... move the decimal... carry
the two...

Finally, Pinkie finishes and looks up.

35 PINKIE PIE (CONT'D)
Congratulations! You're tied!

36 APPLEJACK
Tied?

37 RAINBOW DASH
You can't be tied for Most Daring
Pony.

38 PINKIE PIE
I don't know. Numbers don't lie.

Pinkie holds up the score card for her friends to see. It's
just full of CRAZY DOODLES.

6

456(7)

39

PINKIE PIE (CONT'D)

I'd love to stay and keep keeping score, but I promised to help test the new school bell. I get to ring it all week non-stop. And I don't even have to take turns because no one else volunteered!

With that she bounds off over the rolling hills of the orchard.

9195

97

10296

40

RAINBOW DASH

Okay. No problem. We just have to come up with another daring dare.

41

APPLEJACK

Right.

Both Ponies look around the orchard. Trees. Barn. Dirt.

42

APPLEJACK (CONT'D)

Um...

43

RAINBOW DASH

Ah...

Finally, Applejack's eyes land on a SUPER CREEPY PATH leading out of Sweet Apple Acres and into Everfree Forest.

She turns to Rainbow Dash with a grin.

44

APPLEJACK

I think I might have an idea of what we can do.

SC 12 - EXT. EVERFREE FOREST - SAME TIME

RARITY and FLUTTERSHY walk through a dark part of the Forest, ANGEL hopping along beside.

Fluttershy looks up at the gnarled tree branches above and the thick foreboding foliage along the path.

45

89

FLUTTERSHY

Um... Rarity, don't you think it's a little late in the day to be walking through the forest? It is Star Spider season, after all. Though I'm sure you have a very good reason...

9 10 103 104
46 RARITY
Simply the most important reason
I've ever had in my entire life.

10
47 FLUTTERSHY
Oh. Well, then I'm happy to help.
(beat)
What is it?

48 RARITY 105
I've heard rumors that the Castle
of the Two Sisters is filled with
the most gorgeous of ancient
tapestries in all of Pony History.

10
49 FLUTTERSHY
Oh. You mean, Celestia and Luna's
old castle?

50 RARITY 105
(nods)
It pains me to think of those
magnificent creations rotting away
in those old ruins, totally
unappreciated.

10
51 FLUTTERSHY
I see.

52 RARITY 105
I simply require your help in
borrowing one or two to bring back
to the boutique where I can restore
them. Maybe I'll even use the
patterns as the inspiration for a
new line.

10
53 FLUTTERSHY
That does sound...

Fluttershy shares a look with Angel who rolls his eyes.

10
54 FLUTTERSHY (CONT'D)
Very important.

103 105
55 RARITY
Yes, well, maybe not the most
important thing in my entire life,
but retro-ancient classical will be
all the rage next season, so it's
nothing to sneeze at.

10
56 FLUTTERSHY
Oh, no.

Boo

*use sneeze and
of take 103 4
add to end of
take 185.

As Angel and the two ponies continue down the path, the shadows cast by the dense foliage stretch out behind them. Suddenly, one of the SHADOWS breaks off and follows them.

SC 13 - EXT. CASTLE OF THE TWO SISTERS - MOMENTS LATER

Rarity, Fluttershy and Angel approach the entrance to the Castle and a few stones fall, skittering down the stairs.

Angel hops forward then turns back to see the two ponies have stopped, a bit hesitant to go inside.

15 57 11 ab 12 13 14
FLUTTERSHY
Are you sure you need those
tapestries?

58 RARITY 1d 1e 1f 1g 1h 1i 1j 1k 1l 1m 1n 1o 1p 1q 1r 1s 1t 1u 1v 1w 1x 1y 1z 1aa 1ab 1ac 1ad 1ae 1af 1ag 1ah 1ai 1aj 1ak 1al 1am 1an 1ao 1ap 1aq 1ar 1as 1at 1au 1av 1aw 1ax 1ay 1az 1ba 1bb 1bc 1bd 1be 1bf 1bg 1bh 1bi 1bj 1bk 1bl 1bm 1bn 1bo 1bp 1bq 1br 1bs 1bt 1bu 1bv 1bw 1bx 1by 1bz 1ca 1cb 1cc 1cd 1ce 1cf 1cg 1ch 1ci 1cj 1ck 1cl 1cm 1cn 1co 1cp 1cq 1cr 1cs 1ct 1cu 1cv 1cw 1cx 1cy 1cz 1da 1db 1dc 1dd 1de 1df 1dg 1dh 1di 1dj 1dk 1dl 1dm 1dn 1do 1dp 1dq 1dr 1ds 1dt 1du 1dv 1dw 1dx 1dy 1dz 1ea 1eb 1ec 1ed 1ee 1ef 1eg 1eh 1ei 1ej 1ek 1el 1em 1en 1eo 1ep 1eq 1er 1es 1et 1eu 1ev 1ew 1ex 1ey 1ez 1fa 1fb 1fc 1fd 1fe 1ff 1fg 1fh 1fi 1fj 1fk 1fl 1fm 1fn 1fo 1fp 1fq 1fr 1fs 1ft 1fu 1fv 1fw 1fx 1fy 1fz 1ga 1gb 1gc 1gd 1ge 1gf 1gg 1gh 1gi 1gj 1gk 1gl 1gm 1gn 1go 1gp 1gq 1gr 1gs 1gt 1gu 1gv 1gw 1gx 1gy 1gz 1ha 1hb 1hc 1hd 1he 1hf 1hg 1hi 1hj 1hk 1hl 1hm 1hn 1ho 1hp 1hq 1hr 1hs 1ht 1hu 1hv 1hw 1hx 1hy 1hz 1ia 1ib 1ic 1id 1ie 1if 1ig 1ih 1ii 1ij 1ik 1il 1im 1in 1io 1ip 1iq 1ir 1is 1it 1iu 1iv 1iw 1ix 1iy 1iz 1ja 1jb 1jc 1jd 1je 1jf 1jg 1jh 1ji 1jj 1jk 1jl 1jm 1jn 1jo 1jp 1jq 1jr 1js 1jt 1ju 1jv 1jw 1jx 1jy 1jz 1ka 1kb 1kc 1kd 1ke 1kf 1kg 1kh 1ki 1kj 1kk 1kl 1km 1kn 1ko 1kp 1kq 1kr 1ks 1kt 1ku 1kv 1kw 1kx 1ky 1kz 1la 1lb 1lc 1ld 1le 1lf 1lg 1lh 1li 1lj 1lk 1ll 1lm 1ln 1lo 1lp 1lq 1lr 1ls 1lt 1lu 1lv 1lw 1lx 1ly 1lz 1ma 1mb 1mc 1md 1me 1mf 1mg 1mh 1mi 1mj 1mk 1ml 1mm 1mn 1mo 1mp 1mq 1mr 1ms 1mt 1mu 1mv 1mw 1mx 1my 1mz 1na 1nb 1nc 1nd 1ne 1nf 1ng 1nh 1ni 1nj 1nk 1nl 1nm 1nn 1no 1np 1nq 1nr 1ns 1nt 1nu 1nv 1nw 1nx 1ny 1nz 1oa 1ob 1oc 1od 1oe 1of 1og 1oh 1oi 1oj 1ok 1ol 1om 1on 1oo 1op 1oq 1or 1os 1ot 1ou 1ov 1ow 1ox 1oy 1oz 1pa 1pb 1pc 1pd 1pe 1pf 1pg 1ph 1pi 1pj 1pk 1pl 1pm 1pn 1po 1pp 1pq 1pr 1ps 1pt 1pu 1pv 1pw 1px 1py 1pz 1qa 1qb 1qc 1qd 1qe 1qf 1qg 1qh 1qi 1qj 1qk 1ql 1qm 1qn 1qo 1qp 1qq 1qr 1qs 1qt 1qu 1qv 1qw 1qx 1qy 1qz 1ra 1rb 1rc 1rd 1re 1rf 1rg 1rh 1ri 1rj 1rk 1rl 1rm 1rn 1ro 1rp 1rq 1rr 1rs 1rt 1ru 1rv 1rw 1rx 1ry 1rz 1sa 1sb 1sc 1sd 1se 1sf 1sg 1sh 1si 1sj 1sk 1sl 1sm 1sn 1so 1sp 1sq 1sr 1ss 1st 1su 1sv 1sw 1sx 1sy 1sz 1ta 1tb 1tc 1td 1te 1tf 1tg 1th 1ti 1tj 1tk 1tl 1tm 1tn 1to 1tp 1tq 1tr 1ts 1tt 1tu 1tv 1tw 1tx 1ty 1tz 1ua 1ub 1uc 1ud 1ue 1uf 1ug 1uh 1ui 1uj 1uk 1ul 1um 1un 1uo 1up 1uq 1ur 1us 1ut 1uu 1uv 1uw 1ux 1uy 1uz 1va 1vb 1vc 1vd 1ve 1vf 1vg 1vh 1vi 1vj 1vk 1vl 1vm 1vn 1vo 1vp 1vq 1vr 1vs 1vt 1vu 1vv 1vw 1vx 1vy 1vz 1wa 1wb 1wc 1wd 1we 1wf 1wg 1wh 1wi 1wj 1wk 1wl 1wm 1wn 1wo 1wp 1wq 1wr 1ws 1wt 1wu 1wv 1ww 1wx 1wy 1wz 1xa 1xb 1xc 1xd 1xe 1xf 1xg 1xh 1xi 1xj 1xk 1xl 1xm 1xn 1xo 1xp 1xq 1xr 1xs 1xt 1xu 1xv 1xw 1xx 1xy 1xz 1ya 1yb 1yc 1yd 1ye 1yf 1yg 1yh 1yi 1yj 1yk 1yl 1ym 1yn 1yo 1yp 1yq 1yr 1ys 1yt 1yu 1yv 1yw 1yx 1yy 1yz 1za 1zb 1zc 1zd 1ze 1zf 1zg 1zh 1zi 1zj 1zk 1zl 1zm 1zn 1zo 1zp 1zq 1zr 1zs 1zt 1zu 1zv 1zw 1zx 1zy 1zz 2a 2b 2c 2d 2e 2f 2g 2h 2i 2j 2k 2l 2m 2n 2o 2p 2q 2r 2s 2t 2u 2v 2w 2x 2y 2z 3a 3b 3c 3d 3e 3f 3g 3h 3i 3j 3k 3l 3m 3n 3o 3p 3q 3r 3s 3t 3u 3v 3w 3x 3y 3z 4a 4b 4c 4d 4e 4f 4g 4h 4i 4j 4k 4l 4m 4n 4o 4p 4q 4r 4s 4t 4u 4v 4w 4x 4y 4z 5a 5b 5c 5d 5e 5f 5g 5h 5i 5j 5k 5l 5m 5n 5o 5p 5q 5r 5s 5t 5u 5v 5w 5x 5y 5z 6a 6b 6c 6d 6e 6f 6g 6h 6i 6j 6k 6l 6m 6n 6o 6p 6q 6r 6s 6t 6u 6v 6w 6x 6y 6z 7a 7b 7c 7d 7e 7f 7g 7h 7i 7j 7k 7l 7m 7n 7o 7p 7q 7r 7s 7t 7u 7v 7w 7x 7y 7z 8a 8b 8c 8d 8e 8f 8g 8h 8i 8j 8k 8l 8m 8n 8o 8p 8q 8r 8s 8t 8u 8v 8w 8x 8y 8z 9a 9b 9c 9d 9e 9f 9g 9h 9i 9j 9k 9l 9m 9n 9o 9p 9q 9r 9s 9t 9u 9v 9w 9x 9y 9z 10a 10b 10c 10d 10e 10f 10g 10h 10i 10j 10k 10l 10m 10n 10o 10p 10q 10r 10s 10t 10u 10v 10w 10x 10y 10z 11a 11b 11c 11d 11e 11f 11g 11h 11i 11j 11k 11l 11m 11n 11o 11p 11q 11r 11s 11t 11u 11v 11w 11x 11y 11z 12a 12b 12c 12d 12e 12f 12g 12h 12i 12j 12k 12l 12m 12n 12o 12p 12q 12r 12s 12t 12u 12v 12w 12x 12y 12z 13a 13b 13c 13d 13e 13f 13g 13h 13i 13j 13k 13l 13m 13n 13o 13p 13q 13r 13s 13t 13u 13v 13w 13x 13y 13z 14a 14b 14c 14d 14e 14f 14g 14h 14i 14j 14k 14l 14m 14n 14o 14p 14q 14r 14s 14t 14u 14v 14w 14x 14y 14z 15a 15b 15c 15d 15e 15f 15g 15h 15i 15j 15k 15l 15m 15n 15o 15p 15q 15r 15s 15t 15u 15v 15w 15x 15y 15z 16a 16b 16c 16d 16e 16f 16g 16h 16i 16j 16k 16l 16m 16n 16o 16p 16q 16r 16s 16t 16u 16v 16w 16x 16y 16z 17a 17b 17c 17d 17e 17f 17g 17h 17i 17j 17k 17l 17m 17n 17o 17p 17q 17r 17s 17t 17u 17v 17w 17x 17y 17z 18a 18b 18c 18d 18e 18f 18g 18h 18i 18j 18k 18l 18m 18n 18o 18p 18q 18r 18s 18t 18u 18v 18w 18x 18y 18z 19a 19b 19c 19d 19e 19f 19g 19h 19i 19j 19k 19l 19m 19n 19o 19p 19q 19r 19s 19t 19u 19v 19w 19x 19y 19z 20a 20b 20c 20d 20e 20f 20g 20h 20i 20j 20k 20l 20m 20n 20o 20p 20q 20r 20s 20t 20u 20v 20w 20x 20y 20z 21a 21b 21c 21d 21e 21f 21g 21h 21i 21j 21k 21l 21m 21n 21o 21p 21q 21r 21s 21t 21u 21v 21w 21x 21y 21z 22a 22b 22c 22d 22e 22f 22g 22h 22i 22j 22k 22l 22m 22n 22o 22p 22q 22r 22s 22t 22u 22v 22w 22x 22y 22z 23a 23b 23c 23d 23e 23f 23g 23h 23i 23j 23k 23l 23m 23n 23o 23p 23q 23r 23s 23t 23u 23v 23w 23x 23y 23z 24a 24b 24c 24d 24e 24f 24g 24h 24i 24j 24k 24l 24m 24n 24o 24p 24q 24r 24s 24t 24u 24v 24w 24x 24y 24z 25a 25b 25c 25d 25e 25f 25g 25h 25i 25j 25k 25l 25m 25n 25o 25p 25q 25r 25s 25t 25u 25v 25w 25x 25y 25z 26a 26b 26c 26d 26e 26f 26g 26h 26i 26j 26k 26l 26m 26n 26o 26p 26q 26r 26s 26t 26u 26v 26w 26x 26y 26z 27a 27b 27c 27d 27e 27f 27g 27h 27i 27j 27k 27l 27m 27n 27o 27p 27q 27r 27s 27t 27u 27v 27w 27x 27y 27z 28a 28b 28c 28d 28e 28f 28g 28h 28i 28j 28k 28l 28m 28n 28o 28p 28q 28r 28s 28t 28u 28v 28w 28x 28y 28z 29a 29b 29c 29d 29e 29f 29g 29h 29i 29j 29k 29l 29m 29n 29o 29p 29q 29r 29s 29t 29u 29v 29w 29x 29y 29z 30a 30b 30c 30d 30e 30f 30g 30h 30i 30j 30k 30l 30m 30n 30o 30p 30q 30r 30s 30t 30u 30v 30w 30x 30y 30z 31a 31b 31c 31d 31e 31f 31g 31h 31i 31j 31k 31l 31m 31n 31o 31p 31q 31r 31s 31t 31u 31v 31w 31x 31y 31z 32a 32b 32c 32d 32e 32f 32g 32h 32i 32j 32k 32l 32m 32n 32o 32p 32q 32r 32s 32t 32u 32v 32w 32x 32y 32z 33a 33b 33c 33d 33e 33f 33g 33h 33i 33j 33k 33l 33m 33n 33o 33p 33q 33r 33s 33t 33u 33v 33w 33x 33y 33z 34a 34b 34c 34d 34e 34f 34g 34h 34i 34j 34k 34l 34m 34n 34o 34p 34q 34r 34s 34t 34u 34v 34w 34x 34y 34z 35a 35b 35c 35d 35e 35f 35g 35h 35i 35j 35k 35l 35m 35n 35o 35p 35q 35r 35s 35t 35u 35v 35w 35x 35y 35z 36a 36b 36c 36d 36e 36f 36g 36h 36i 36j 36k 36l 36m 36n 36o 36p 36q 36r 36s 36t 36u 36v 36w 36x 36y 36z 37a 37b 37c 37d 37e 37f 37g 37h 37i 37j 37k 37l 37m 37n 37o 37p 37q 37r 37s 37t 37u 37v 37w 37x 37y 37z 38a 38b 38c 38d 38e 38f 38g 38h 38i 38j 38k 38l 38m 38n 38o 38p 38q 38r 38s 38t 38u 38v 38w 38x 38y 38z 39a 39b 39c 39d 39e 39f 39g 39h 39i 39j 39k 39l 39m 39n 39o 39p 39q 39r 39s 39t 39u 39v 39w 39x 39y 39z 40a 40b 40c 40d 40e 40f 40g 40h 40i 40j 40k 40l 40m 40n 40o 40p 40q 40r 40s 40t 40u 40v 40w 40x 40y 40z 41a 41b 41c 41d 41e 41f 41g 41h 41i 41j 41k 41l 41m 41n 41o 41p 41q 41r 41s 41t 41u 41v 41w 41x 41y 41z 42a 42b 42c 42d 42e 42f 42g 42h 42i 42j 42k 42l 42m 42n 42o 42p 42q 42r 42s 42t 42u 42v 42w 42x 42y 42z 43a 43b 43c 43d 43e 43f 43g 43h 43i 43j 43k 43l 43m 43n 43o 43p 43q 43r 43s 43t 43u 43v 43w 43x 43y 43z 44a 44b 44c 44d 44e 44f 44g 44h 44i 44j 44k 44l 44m 44n 44o 44p 44q 44r 44s 44t 44u 44v 44w 44x 44y 44z 45a 45b 45c 45d 45e 45f 45g 45h 45i 45j 45k 45l 45m 45n 45o 45p 45q 45r 45s 45t 45u 45v 45w 45x 45y 45z 46a 46b 46c 46d 46e 46f 46g 46h 46i 46j 46k 46l 46m 46n 46o 46p 46q 46r 46s 46t 46u 46v 46w 46x 46y 46z 47a 47b 47c 47d 47e 47f 47g 47h 47i 47j 47k 47l 47m 47n 47o 47p 47q 47r 47s 47t 47u 47v 47w 47x 47y 47z 48a 48b 48c 48d 48e 48f 48g 48h 48i 48j 48k 48l 48m 48n 48o 48p 48q 48r 48s 48t 48u 48v 48w 48x 48y 48z 49a 49b 49c 49d 49e 49f 49g 49h 49i 49j 49k 49l 49m 49n 49o 49p 49q 49r 49s 49t 49u 49v 49w 49x 49y 49z 50a 50b 50c 50d 50e 50f 50g 50h 50i 50j 50k 50l 50m 50n 50o 50p 50q 50r 50s 50t 50u 50v 50w 50x 50y 50z 51a 51b 51c 51d 51e 51f 51g 51h 51i 51j 51k 51l 51m 51n 51o 51p 51q 51r 51s 51t 51u 51v 51w 51x 51y 51z 52a 52b 52c 52d 52e 52f 52g 52h 52i 52j 52k 52l 52m 52n 52o 52p 52q 52r 52s 52t 52u 52v 52w 52x 52y 52z 53a 53b 53c 53d 53e 53f 53g 53h 53i 53j 53k 53l 53m 53n 53o 53p 53q 53r 53s 53t 53u 53v 53w 53x 53y 53z 54a 54b 54c 54d 54e 54f 54g 54h 54i 54j 54k 54l 54m 54n 54o 54p 54q 54r 54s 54t 54u 54v 54w 54x 54y 54z 55a 55b 55c 55d 55e 55f 55g 55h 55i 55j 55k 55l 55m 55n 55o 55p 55q 55r 55s 55t 55u 55v 55w 55x 55y 55z 56a 56b 56c 56d 56e 56f 56g 56h 56i 56j 56k 56l 56m 56n 56o 56p 56q 56r 56s 56t 56u 56v 56w 56x 56y 56z 57a 57b 57c 57d 57e 57f 57g 57h 57i 57j 57k 57l 57m 57n 57o 57p 57q 57r 57s 57t 57u 57v 57w 57x 57y 57z 58a 58b 58c 58d 58e 58f 58g 58h 58i 58j 58k 58l 58m 58n 58o 58p 58q 58r 58s 58t 58u 58v 58w 58x 58y 58z 59a 59b 59c 59d 59e 59f 59g 59h 59i 59j 59k 59l 59m 59n 59o 59p 59q 59r 59s 59t 59u 59v 59w 59x 59y 59z 60a 60b 60c 60d 60e 60f 60g 60h 60i 60j 60k 60l 60m 60n 60o 60p 60q 60r 60s 60t 60u 60v 60w 60x 60y 60z 61a 61b 61c 61d 61e 61f 61g 61h 61i 61j 61k 61l 61m 61n 61o 61p 61q 61r 61s 61t 61u 61v 61w 61x 61y 61z 62a 62b 62c 62d 62e 62f 62g 62h 62i 62j 62k 62l 62m 62n 62o 62p 62q 62r 62s 62t 62u 62v 62w 62x 62y 62z 63a 63b 63c 63d 63e 63f 63g 63h 63i 63j 63k 63l 63m 63n 63o 63p 63q 63r 63s 63t 63u 63v 63w 63x 63y 63z 64a 64b 64c 64d 64e 64f 64g 64h 64i 64j 64k 64l 64m 64n 64o 64p 64q 64r 64s 64t 64u 64v 64w 64x 64y 64z 65a 65b 65c 65d 65e 65f 65g 65h 65i 65j 65k 65l 65m 65n 65o 65p 65q 65r 65s 65t 65u 65v 65w 65x 65y 65z 66a 66b 66c 66d 66e 66f 66g 66h 66i 66j 66k 66l 66m 66n 66o 66p 66q 66r 66s 66t 66u 66v 66w 66x 66y 66z 67a 67b 67c 67d 67e 67f 67g 67h 67i 67j 67k 67l 67m 67n 67o 67p 67q 67r 67s 67t 67u 67v 67w 67x 67y 67z 68a 68b 68c 68d 68e 68f 68g 68h 68i 68j 68k 68l 68m 68n 68o 68p 68q 68r 68s 68t 68u 68v 68w 68x 68y 68z 69a 69b 69c 69d 69e 69f 69g 69h 69i 69j 69k 69l 69m 69n 69o 69p 69q 69r 69s 69t 69u 69v 69w 69x 69y 69z 70a 70b 70c 70d 70e 70f 70g 70h 70i 70j 70k 70l 70m 70n 70o 70p 70q 70r 70s 70t 70u 70v 70w 70x 70y 70z 71a 71b 71c 71d 71e 71f 71g 71h 71i 71j 71k 71l 71m 71n 71o 71p 71q 71r 71s 71t 71u 71v 71w 71x 71y 71z 72a 72b 72c 72d 72e 72f 72g 72h 72i 72j 72k 72l 72m 72n 72o 72p 72q 72r 72s 72t 72u 72v 72w 72x 72y 72z 73a 73b 73c 73d 73e 73f 73g 73h 73i 73j 73k 73l 73m 73n 73o 73p 73q 73r 73s 73t 73u 73v 73w 73x 73y 73z 74a 74b 74c 74d 74e 74f 74g 74h 74i 74j 74k 74l 74m 74n 74o 74p 74q 74r 74s 74t 74u 74v 74w 74x 74y 74z 75a 75b 75c 75d 75e 75f 75g 75h 75i 75j 75k 75l 75m 75n 75o 75p 75q 75r 75s 75t 75u 75v 75w 75x 75y 75z 76a 76b 76c 76d 76e 76f 76g 76h 76i 76j 76k 76l 76m 76n 76o 76p 76q 76r 76s 76t 76u 76v 76w 76x 76y 76z 77a 77b 77c 77d 77e 77f 77g 77h 77i 77j 77k 77l 77m 77n 77o 77p 77q 77r 77s 77t 77u 77v 77w 77x 77y 77z 78a 78b 78c 78d 78e 78f 78g 78h 78i 78j 78k 78l 78m 78n 78o 78p 78q 78r 78s 78t 78u 78v 78w 78x 78y 78z 79a 79b 79c 79d 79e 79f 79g 79h 79i 79j 79k 79l 79m 79n 79o 79p 79q 79r 79s 79t 79u 79v 79w 79x 79y 79z 80a 80b 80c 80d 80e 80f 80g 80h 80i 80j 80k 80l 80m 80n 80o 80p 80q 80r 80s 80t 80u 80v 80w 80x 80y 80z 81a 81b 81c 81d 81e 81f 81g 81h 81i 81j 81k 81l 81m 81n 81o 81p 81q 81r 81s 81t 81u 81v 81w 81x 81y 81z 82a 82b 82c 82d 82e 82f 82g 82h 82i 82j 82k 82l 82m 82n 82o 82p 82q 82r 82s 82t 82u 82v 82w 82x 82y 82z 83a 83b 83c 83d 83e 83f 83g 83h 83i 83j 83k 83l 83m 83n 83o 83p 83q 83r 83s 83t 83u 83v 83w 83x 83y 83z 84a 84b 84c 84d 84e 84f 84g 84h 84i 84j 84k 84l 84m 84n 84o 84p 84q 84r 84s 84t 84u 84v 84w 84x 84y 84z 85a 85b 85c 85d 85e 85f 85g 85h 85i 85j 85k 85l 85m 85n 85o 85p 85q 85r 85s 85t 85u 85v 85w 85x 85y 85z 86a 86b 86c 86d 86e 86f 86g 86h 86i 86j 86k 86l 86m 86n 86o 86p 86q 86r 86s 86t 86u 86v 86w 86x 86y 86z 87a 87b 87c 87d 87e 87f 87g 87h 87i 87j 87k 87l 87m 87n 87o 87p 87q 87r 87s 87t 87u 87v 87w 87x 87y 87z 88a 88b 88c 88d 88e 88f 88g 88h 88i 88j 88k 88l 88m 88n 88o 88p 88q 88r 88s 88t 88u 88v 88w 88x 88y 88z 89a 89b 89c 89d 89e 89f 89g 89h 89i 89j 89k 89l 89m 89n 89o 89p 89q 89r 89s 89t 89u 89v 89w 89x 89y 89z 90a 90b 90c 90d 90e 90f 90g 90h 90i 90j 90k 90l 90m 90n 90o 90p 90q 90r 90s 90t 90u 90v 90w 90x 90y 90z 91a 91b 91c 91d 91e 91f 91g 91h 91i 91j 91k 91l 91m 91n 91o 91p 91q 91r 91s 91t 91u 91v 91w 91x 91y 91z 92a 92b 92c 92d 92e 92f 92g 92h 92i 92j 92k 92l 92m 92n 92o 92p 92q 92r 92s 92t 92u 92v 92w 92x 92y 92z 93a 93b 93c 93d 93e 93f 93g 93h 93i 93j 93k 93l 93m 93n 93o 93p 93q 93r 93s 93t 93u 93v 93w 93x 93y 93z 94a 94b 94c 94d 94e 94f 94g 94h 94i 94j 94k 94l 94m 94n 94o 94p 94q 94r 94s 94t 94u 94v 94w 94x 94y 94z 95a 95b 95c 95d 95e 95f 95g 95h 95i 95j 95k 95l 95m 95n 95o 95p 95q 95r 95s 95t 95u 95v 95w 95x 95y 95z 96a 96b 96c 96d 96e 96f 96g 96h 96i 96j 96k 96l 96m 96n 96o 96p 96q 96r 96s 96t 96u 96v 96w 96x 96y 96z 97a 97b 97c 97d 97e 97f 97g 97h 97i 97j 97k 97l 97m 97n 97o 97p 97q 97r 97s 97t 97u 97v 97w 97x 97y 97z 98a 98b 98c 98d 98e 98f 98g 98h 98i 98j 98k 98l 98m 98n 98o 98p 98q 98r 98s 98t 98u 98v 98w 98x 98y 98z 99a 99b 99c 99d 99e 9

61 17 18 19 20
FLUTTERSHEY
Angel, you really shouldn't run off like that. Ancient ruins are filled with all sorts of things that can hurt you. You could stub your toe or trip on a loose stone. You have to be careful.

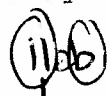
Angel gives Fluttershy another eye roll as Rarity trots past and heads down the hallway. Suddenly she calls out.

62 110 112 113
RARIETY (O.S.)
OH, IT'S MAGNIFICENT! 

As Angel and Fluttershy exit the Grand Foyer to see what's gotten Rarity so excited, Spike and Twilight appear along the balcony overlooking the main floor.

Twilight levitates a large candelabra, "carrying" it out in front of them.

63 SPIKE
I don't think I'll need all these candles, Twilight. I was really only scared for a second.

64 TWILIGHT
Oh, these aren't for you, Spike. We're going to be studying late into the night and we're going to need all the light we can get. 

65 SPIKE
(unenthusiastic)
Oh. Great. 

As Twilight and Spike exit, Applejack and Rainbow Dash enter the Grand Foyer on the floor below.

66 APPLEJACK
Well, here we are.

67 RAINBOW DASH
What's so daring about this place? It's where we got the Elements of Harmony. 

68 APPLEJACK
That's true. But I've never told you about the curse of the Pony of Shadows. 

69 RAINBOW DASH
The what, now?

Applejack stands between the two ENORMOUS TAPESTRIES of Princess Celestia and Princess Luna.

70 110 115 116 (117)
APPLEJACK
When I was just a filly, Grannie Smith told me of an ancient legend...

As Applejack talks we CUT TO the WATERCOLOR IMAGES of NIGHTMARE MOON's defeat at the hands of Princess Celestia from the pilot episode.

71 APPLEJACK (V.O.) (CONT'D)
When Nightmare Moon was banished, not every last bit of her dark magic went with her...

IN WATERCOLORS: As Nightmare Moon is banished, a DARK CLOUD descends onto the ruins of the Castle of the Two Sisters.

72 118 119
APPLEJACK (V.O.) (CONT'D)
Grannie used to say that when night falls on the Castle, that magic takes the form of...

STILL IN WATERCOLORS: There's a FLASH OF LIGHTENING and the dark cloud coalesces onto the stairs of the Castle to form a familiar cowed figure...

73 APPLEJACK (V.O.) (CONT'D)
THE PONY OF SHADOWS.

BACK TO RAINBOW DASH.

74 RAINBOW DASH
Ah, you mean like a ghost?

75 APPLEJACK
(spookily)
No pony knows.

120 a6
75A
Rainbow Dash rolls her eyes.

SC 15 - INT. CASTLE OF TWO SISTERS - ALCOVE - SAME TIME

Fluttershy and Angel exit the passageway into an alcove to find Rarity standing before another enormous, WEATHER-WORN TAPESTRY of a FULL MOON over EQUESTRIA.

76 121 122 (123)
RARITY
(gasp) This one is perfect!

77 ^{21 ab} ²² FLUTTERSHY
Well, it certainly could use some restoration.

78 RARITY ^{121 122 123 ab}
Be a dear. Fly up there and lift it off that hook.

73 ^{78A} Fluttershy flies up to the top of the tapestry and tries to lift it with her mouth, but it's too heavy.

79 RARITY (CONT'D) ¹²²
Maybe from below?

As the pegasus flies up beneath the tapestry and lifts, THE ENTIRE WALL SPINS AROUND, replacing the portrait of the Full Moon with the one of Princess Luna from the Grand Foyer where...

SC 16 - INT. CASTLE OF TWO SISTERS - FOYER - SAME TIME

Rainbow Dash stands in front of the spinning wall, unaware of the tattered tapestry of a FULL MOON now "FLOATING" behind her.

80 RAINBOW DASH ^{125 126 129}
Personally, I don't see what's so daring about an old legend. Plus, I don't believe in ghosts.

Applejack nervously points over Rainbow's shoulder.

81 APPLEJACK ¹²⁸
You might wanna re-think your position on that.

Rainbow Dash turns to see the floating tapestry behind her just as a LIGHTENING FLASH illuminates the entire Foyer.

In the flash of light Rainbow Dash and Applejack turn to see a hooded figure at the top of the Foyer stairs... THE PONY OF SHADOWS!

82 ^{130 131 longer} APPLEJACK/RAINBOW DASH
AHAAAAHAHHHHH!

END ACT I

ACT II

SC 17 - INT. CASTLE OF THE TWO SISTERS - FOYER - RESUME

Applejack and Rainbow Dash continue to freak out.

83 APPLEJACK/RAINBOW DASH
AHAAHAHAHHHHH!

* raise take 126a 127
from line 82.

With another FLASH OF LIGHTENING the Pony of Shadows is gone.

84 APPLEJACK
You saw that, right?

85 RAINBOW DASH
Ah... I don't know what you're
talking about.

But before Applejack can press her, a PAINED MOAN emanates
from the FLOATING TAPESTRY behind them.

86 FLUTTERSHY (O.S.)
(under the tapestry)
WOOOHOOOOOUUUUUUAAW!

87 APPLEJACK
And I suppose you don't see that
either.

88 RAINBOW DASH
I don't need to see it to RUN!

Rainbow Dash and Applejack gallop down a passageway and out
of the Foyer. The tapestry tugs away from the wall and the
ENTIRE WALL SPINS BACK AROUND.

SC 18 - INT. CASTLE - ALCOVE - SAME

As the wall slides back into place, Fluttershy flies out from
under the tapestry, rubbing her wing.

89 FLUTTERSHY
Ow, I think I hurt my wing.

90 RARITY
Oh, my dear, I am so sorry. That
tapestry is far too heavy. We'll
just have to find a smaller one.

91 FLUTTERSHY
Oh. Of course.

92 RARITY
Now, where pray tell did you
disappear to?

26 (27) 133 134
93 FLUTTERSHY
What do you mean?
94 RARITY 134
While you were struggling under
that fabric the entire wall spun
around. You must have activated a
secret door.
95 77 FLUTTERSHY
Oh, I'm so sorry.
96 RARITY 134
I suppose these ruins are chock-
full of them.
97 77 FLUTTERSHY
Really?
98 RARITY 134
Absolutely. We must use the utmost
care as we continue on our quest of
restoration and inspiration.

Rarity turns to go and Fluttershy begrudgingly follows.

They take two steps, right onto a CARPET COVERING A TRAP DOOR
and with a WHOOSH, both ponies disappear through the floor.

99 77-15 134-124
RARITY/FLUTTERSHY
WHOOOOAAAAAAA!

Angel stares for a beat at the hole in the floor, then shrugs
and hops off.

SC 19 - INT. CASTLE OF TWO SISTERS - CORRIDOR - CONTINUOUS

Rainbow and Applejack continue to run away from the Foyer.

100 135 136 137
RAINBOW DASH
Okay. So maybe the legend is true.

101 APPLEJACK
Well, that's why I brought you
here. I guess only the most daring
pony of all could stay in this
castle at night without being
scared off.

Rainbow Dash pulls up short in front of a PAINTING OF AN
ELDERLY PONY.

*

136 137 (138)

102 RAINBOW DASH
Scared? Who said anything about
being scared? I'm not scared.

103 APPLEJACK
(lying)
Me neither.

104 RAINBOW DASH
Then it's settled. Whoever stays in
the Castle the longest is the Most
Daring Pony.

They shake hooves.

105 APPLEJACK
Deal!

106 RAINBOW DASH
But it's gonna take a lot more than
some shadowy ghost pony to get me
to leave.

107 APPLEJACK
Me too.

As they exit, we PUSH IN on the painting of the Elderly Pony
to see its EYES FOLLOWING THEM.

After they leave the canvas rolls up like a window shade to
reveal THE PONY OF SHADOWS who leans through the frame
looking after them.

SC 20 - INT. CASTLE - LIBRARY - MOMENTS LATER

Twilight and Spike sit at opposite ends of a table looking
through stacks of old, dusty books, the candelabra between
them.

Spike looks up from his work at the ominous shadows the busts
of the Pony Sisters cast on the ceiling.

108 TWILIGHT (O.S.)
Find anything, Spike?

Startled, by the sudden sound of her voice, Spike jumps.

109 SPIKE
What!?

Twilight looks at him, concerned.

109A TWILIGHT
I said, did you find anything?!

15

140 141 (42)
110 SPIKE (CONT'D)
Oh. Um... Nope. Nothing yet.

111 TWILIGHT 12 13
Me neither. I'm starting to wonder
if maybe Princess Celestia sent us
on a wild pony chase.

Just then, Angel jumps up onto the table.

112 TWILIGHT (CONT'D) 20
Angel? What are you doing here?

But before Twilight can even think about it, Angel jumps to a nearby bookcase.

He catches himself on the spine of one of the books, pulling it out from its place on the shelf. As the book tilts down, the ENTIRE BOOKCASE SLIDES OVER revealing a doorway into...

SC 21 - INT. CASTLE - CELESTIA AND LUNA'S SECRET ROOM - SAME

The secret room has none of the pretention (or spook factor) of the giant library. It's more like a cool place to hang out, comfy pillows on the floor, stained-glass windows, etc.

A shaft of moonlight shoots through a skylight illuminating a single book, sitting on a pedestal in the middle of the room.

14
Twilight enters the room, walks up to the pedestal and looks down at the book.

INSERT OF THE COVER: THE JOURNAL OF THE TWO SISTERS.

113 TWILIGHT 15 16
(reading aloud)
The Journal of the Two Sisters.
(then, excited)
Maybe this is the book Princess
Celestia was talking about!

Excited, Twilight picks up the book and settles in to get to reading. Angel hops up and nuzzles next to her while a still spooked Spike looks on from the doorway.

SC 22 - INT. CASTLE - CORRIDOR - MOMENTS LATER

Rainbow Dash and Applejack head down a spiraling staircase descending into the dark, bowels of the castle.

143 (144)

114 RAINBOW DASH
I sure hope you're not afraid of
the dark, Applejack.

115 APPLEJACK
I can't say that I am, but even if
I was I'd be at least fifty percent
less scared of it than you, Rainbow Dash.

116 RAINBOW DASH
I don't know how that math works
because I'm not scared at all.

117 (145) APPLEJACK
Me neither.

146
117A But the words stick in Applejack's throat as she reaches the
bottom of the stairs and stifles a SCREECH.

Intricately carved, DISEMBODIED PONY LEGS holding candelabra
sconces (a la Jean Cocteau's Beauty and the Beast) line the
dark hallway ahead.

Rainbow is visibly shaken as well, but forces herself to take
a few hesitant steps forward.

118 (146) RAINBOW DASH
What's the matter, Applejack. It's
just a dark hallway full of
disembodied pony legs.

119 APPLEJACK
Yeah. Nothing creepy about that.

Off their fear-stifling expressions...

CUT TO:

BLACK.

Two sets of pony eyes blink open.

120 (147) RARITY
I'm starting to wonder if maybe
this castle doesn't want my
expertise.

Rarity illuminates her horn to reveal...

SC 23 - INT. CASTLE - TRAP ROOM - SAME

Rarity and Fluttershy stand in small room with no windows and
no doors.

26 (29)

121 FLUTTERSHY

Um... It doesn't seem like there's a way out.

122 RARITY

And not a single shred of art to be found. Oh, the injustice!

Fluttershy looks around, noticing that Angel isn't with them.

123 FLUTTERSHY

Angel? Oh, dear. Angel!? Rarity have you seen him?

124 RARITY

I'm not sure he made the trip down with us, dear.

125 FLUTTERSHY

Oh, goodness. We have to find him. An ancient castle is no place for a bunny. He could get hit by falling debris or the floor could give out under him. Oh! He could be trapped in a dark place with no way out.

126 RARITY

I can only imagine how that might feel.

Rarity scans the walls and spots a hole just big enough for a hoof.

127 RARITY (CONT'D)

Well, it appears we only have one option.

Rarity sticks her front leg through the hole and feels around while...

SC 24 - INT. CASTLE - COCTEAU HALLWAY - SAME

Rainbow Dash and Applejack hesitantly make their way down the hall of hooves. Applejack checks out one of the leg-sconces.

128 APPLEJACK

I mean, they're kinda pretty once you get used to the idea.

CLOSE ON RAINBOW.

129 RAINBOW DASH
Uh-huh. Applejack, if you're scared
you can just admit it. You don't
need to put your arm around me.

130 APPLEJACK (O.S.)
Ah... I'm over here.

Rainbow Dash looks over to see Applejack on the other side of the hallway. Rainbow looks up to see one of the sconce-hooves draped over her shoulder.

Both ponies freak out and take off down the hall.

After a beat the PONY OF SHADOWS creeps down the hall after them, stopping just long enough to give the out-stretched pony leg a high-hoof.

SC 25 - INT. CASTLE OF TWO SISTERS - TRAP ROOM - SAME

On the other side of the wall, Rarity pulls her leg back through the hole, shrinking away in horror.

131 RARITY
<GASP!>
132 FLUTTERSHY
Rarity, what is it.
133 RARITY
I felt something. Something on the
other side of that wall.
Something... ALIVE!
134 FLUTTERSHY
Angel!

Fluttershy jumps up and sticks her hoof through the hole.

SC 26 - INT. CASTLE OF TWO SISTERS - COCTEAU HALLWAY - SAME

On the other side of the wall Fluttershy's hoof feels around until it finds a candelabra. She pulls down on it and another secret door slides open, releasing them from their trap.

162 163 164 165
135 RARITY
(on edge)
Well, tapestries or no, I've had
just about enough of secret
passages, mysterious presences and
unappreciative castles.

34 35 36
136 FLUTTERSHY
(getting worked up)
But we can't leave now. Not with
Angel lost somewhere in this
dangerous old Castle. He could be
trapped under a crumbling statue or
stuck high in a tower without food
or water or any friends at all.

CUT TO:

SC 27 - INT. CASTLE - CELESTIA AND LUNA'S SECRET ROOM - SAME

Angel snacks on a carrot and drinks from a cup as he snuggles
on a pillow next to Twilight reading the diary.

137 TWILIGHT
Spike, you've got to hear this.
(reading)
Today, Luna and I played hide and
seek in the Grand Foyer.

166 167 168 169 170
138 SPIKE
It's pretty hard to imagine
Princess Celestia playing hide and
seek.

139 TWILIGHT
(continuing)
I love to duck behind the paintings
and, though the Hall of Hooves
still gives her a bit of a fright,
the trap door slide is Luna's
favorite.

140 SPIKE
Hall of Hooves?

Spike looks on as Twilight turns the page to see drawings of
the secret passages we've visited so far: the spinning wall,
a spy-alcove behind a painting, the trap door and hall of
hooves.

141 TWILIGHT
(continuing)
Soon the Organ to the Outside will
be finished. I can hardly wait.

142 SPIKE
What's the Organ to the outside?

143 TWILIGHT
I have no idea.

SC 28 - INT. CASTLE OF TWO SISTERS - CORRIDOR - MOMENTS LATER

Rainbow Dash and Applejack continue to gallop away from the
creepy hallway of hooves.

144 RAINBOW DASH
Just so you know, I'm only flying
away because my wings need a work
out.

145 APPLEJACK
Oh, me too. Running through these
halls is great exercise.

They continue down the hall and pass an open doorway. We PUSH
IN through the doorway to reveal...

SC 29 - INT. CASTLE OF TWO SISTERS - MUSIC ROOM - SAME

Along the far wall, a huge network of pipes converge upon an
ANCIENT PIPE ORGAN. In the darkened music room we can just
make out a figure seated at the bench... THE PONY OF SHADOWS!

The Pony of Shadows raises a darkened hoof and brings it down
onto the keyboard. A long BASS NOTE rings out...

SC 30 - INT. CASTLE OF TWO SISTERS - CORRIDOR - SAME

Rainbow Dash and Applejack pull up short at the sound.

146 APPLEJACK
Did you hear that?

147 RAINBOW DASH
You mean the creepy sound of a
haunted pipe organ?

148 APPLEJACK
Uh... Maybe.

173 175 (178)

149 RAINBOW DASH
I don't know what you're talking
about.

SC 31 - INT. CASTLE - CELESTIA AND LUNA'S SECRET ROOM - SAME

Back in the Princess' secret room, Spike turns his head.

179 180 (181)
150 SPIKE
Ah, ~~hey~~, Twilight. Did you hear
something?

151 TWILIGHT
Oh, Spike. Quit being such a
scaredy dragon. This castle is
thousands of years old and half of
it was destroyed by Nightmare Moon.
Of course it makes strange sounds,
it's practically falling apart.

Spike looks to Angel who just shakes his head at him.

152 SPIKE (181)
(unconvinced.)
Okay.

SC 32 - INT. CASTLE - ARMOR ROOM - SAME

Rainbow Dash and Applejack enter a new room. Full suits of
pony armor line the walls.

153 APPLEJACK (181)
Do you think there's a single room
in this Castle that isn't filled
with terrifying things?

Rainbow walks up to one of the suits of armor, reaches out
with a quivering hoof and knocks. The METAL ECHO causes her
to jump back, startled, though she quickly covers it up.

154 RAINBOW DASH (182)
It's just old pony armor. What's
the big deal.

155 APPLEJACK (181)
Yeah. It's not like they're going
to come to life or anything. Right?

Off of Rainbow's dubious expression...

SC 33 - INT. CASTLE OF TWO SISTERS - THRONE ROOM - SAME

Rarity and Fluttershy enter a long room with a tattered, red carpet running up the middle.

Stone arched alcoves line the walls and as they make their way down the carpet, Fluttershy sticks her head into each one.

156 FLUTTERSHY
Angel? Angel? Angel?

157 RARITY
I'm sure we'll find him. He's probably ju--GAAHHHHHHAAAA!

Fluttershy rushes over at Rarity's screech.

158 FLUTTERSHY
Rarity, what is it? Did you find Angel? Is he okay?

Fluttershy looks up to see Rarity at the end of the room gawking at a PAIR OF ELABORATE THRONES and the two small TAPESTRIES hanging over each one.

159 RARITY
OH, THEY'RE PERFECT!

Rarity climbs onto one of the thrones, reaching for the MOON TAPESTRY above it (the other has a SUN).

160 RARITY (CONT'D)
No castle in it's right mind could possibly object to my restoring such exquisite works of art.

161 FLUTTERSHY
Oh, they're lovely, Rarity, but I have to keep looking for Angel. I hope he doesn't think I've given up on him.

With that, Fluttershy gallops out of the room. Rarity stretches to reach the tapestry.

162 RARITY
I'm right behind you.
(straining)
Won't be a moment...

Rarity's hoof just reaches the fabric when...

SC 34 - INT. CASTLE OF TWO SISTERS - MUSIC ROOM - SAME

The Pony of Shadows plays more notes on the organ. With each note we FLASH CUT to our ponies' various locations:

187 (191) In the Armor Room, THE WALL BEHIND APPLEJACK SPINS AROUND replacing her with a fearsome suit of pony armor.

188 162A In the Throne Room, LUNA'S THRONE TILTS BACKWARDS dumping Rarity through a hole in the wall.

In an organ crescendo, our Phantom of the Castle plays us into our...

189 FIVE PANEL ACT OUT:

162B - Rainbow Dash turns expecting to see Applejack but instead looks into the eyes of a scary suit of armor and FREAKS!

189 162C - Applejack's wall spins her outside, high above the Castle courtyard on a gargoyle's perch. She looks down and FREAKS!

(191) 162D - Fluttershy returns to the throne room to find that now Rarity has disappeared too and she FREAKS!

(193) 162E - Rarity slides out from a shoot that dumps her into the shrubs outside the Castle walls. She looks down at a TORN BIT OF TAPESTRY in her hoof and FREAKS!

(195) 162F - Twilight kicks back on a pillow reading the diary, oblivious.

END ACT II

ACT III

SC 35 - EXT. CASTLE OF TWO SISTERS - MOMENTS LATER

Rarity digs herself out of the underbrush and looks up at the ancient castle.

163 (197) RARITY

Now, you look here, Castle. You are very old and very scary, but your wall art is in an atrocious state and there is nothing you can do to keep me from my sacred task of restoration.

With that, Rarity jumps back inside through an open window.

SC 36 - INT. CASTLE OF TWO SISTERS - ARMOR ROOM - SAME

Back in the room of pony armor, Rainbow Dash slowly backs away from the SCAREY SUIT OF ARMOR.

196 (197)
165 RAINBOW DASH
Ah... Applejack?

She glances around quickly with her eyes,, not turning her face away from the armor.

166 RAINBOW DASH (CONT'D)
If you went back to Ponyville that means I win. Right?

She backs into another suit of armor which CRASHES to the ground and sends the pegasus careening out of the room.

167 RAINBOW DASH (CONT'D)
WHHHAAAAAAA!

SC 37 - INT. CASTLE OF TWO SISTERS - THRONE ROOM - SAME

Meanwhile, Fluttershy stands staring at the two empty thrones.

41
168 FLUTTERSHY
Rarity?

She runs through a doorway opposite the one she entered.

169 FLUTTERSHY (O.S.) (CONT'D)
Rarity?

She comes back and stops in front of the thrones. She takes a few tentative steps toward the moon throne and reaches out to give it a poke with her hoof.

42
170 FLUTTERSHY (CONT'D)
I know hiding isn't really your sense of humor, but please let this be a joke.

43
172a
Just as she touches the throne, another ORGAN BLAST rings out. Fluttershy rears up and gallops out of the room in a panic.

SC 38 - EXT. CASTLE - GARGOYLE PERCH - SAME

Applejack looks out from her ledge, high above the ruins of the Castle courtyard.

Her eyes go wide as the ORGAN continues and she is SPUN BACK AROUND inside the Castle.

171 (199) APPLEJACK
WHOOAAAAAAA!

SC 39 - INT. CASTLE OF TWO SISTERS - ARMOR ROOM - SAME

Applejack stands back in the Armor Room, a bit shaken.

She looks at the suit of armor that Rainbow knocked over. Behind where it stood lies the entrance to another secret passage.

Applejack sticks her head inside.

172 (201) APPLEJACK
Rainbow?

The only reply is the ECHO of her own voice.

173 (201) APPLEJACK (CONT'D)
Hello?

She heads inside.

SC 40 - INT. CASTLE - GRAND FOYER - MOMENTS LATER

173A (200) Back in the Foyer, Rarity climbs down into the room through a window, but loses her footing as a few LOOSE ROCKS give way.

She lands on her backside then stands, pulling bits of twigs and leaves from her mane.

174 (199) RARITY
Of all the castles in Equestria,
this is by far the most
ungrateful...

A few more rocks fall from the crumbling wall, cutting Rarity off.

The WIND blows through the RUSTLING trees outside and Rarity's eyes go wide as she slowly backs away from the window.

On the other side of the room, Fluttershy backs out of another passageway, frantically inspecting every nook and cranny as she goes.

44ab

175

FLUTTERSHY

(whisper-shout)

Angel! Rarity? Oh, I hope you two are together.

At the far end of the hall, a STATUE SLIDES over to reveal the exit to a secret passage. Applejack appears, backing into the room, still calling into the passage.

202 203

176

APPLEJACK

Well, Rainbow, I guess if I don't find you, I win by default. Right?

As the three ponies back toward the center of the room (and each other) Rainbow Dash comes careening into the hall, flying backwards through a second story archway.

177

RAINBOW DASH

Haunted statues, creepy armor... Come on, Castle, is that all you got? So much for...

As all four ponies back right into each other...

178

RAINBOW DASH (CONT'D)

THE PONY OF SHADOWS!!!

45 PS

179

THE OTHERS

AHHHHHHHAAAAAHHHAHAHAHHH!!!

Ponies take off in every direction...

Rainbow flies around the room in panicked circles, KNOCKING DOWN the giant tapestry of Luna.

180

RAINBOW DASH

I do believe in ghosts! I DO! I DO!
I DO! I DO!

The wall on which the tapestry hung SPINS AROUND AND AROUND while the tapestry billows out, falling to the ground-- right on top of Rarity.

Rarity looks up as the massive face of Princess Luna falls toward her.

181

RARITY

(sobbing)

I was only trying to restore ancient ah-hah-harrrt!

She runs around beneath the tapestry, using her horn to try to keep the massive fabric from smothering her, as more LEAVES AND TWIGS fly out from her hair. While...

Applejack gallops around the room, BUMPING INTO THE TORCHES. The FLICKERING flames cast DISTORTED SHADOWS on the walls.

182 APPLEJACK
The shadows are all around us!

Some of the leaves from Rarity's mane fall near a torch. The SHADOW cast by the leaves looks like a pair of RABBIT EARS.

As Fluttershy backs away from the chaos, she notices the RABBIT EAR SHADOW.

46 47
183 FLUTTERSHY
Angel?

But before she can see it for what it is, a stampeding Applejack knocks over a nearby statue, CRUSHING the leaves and the rabbit ear shadow they cast.

184 48
FLUTTERSHY (CONT'D)
ANGEL!!!!

Fluttershy rushes to the fallen statue. Frantically, she tries to right it while the pony chaos continues around her.

SC 41 - INT. CASTLE - SECRET ROOM OF THE PRINCESSES - SAME

Twilight and Angel look up from reading the Diary. The COMMOTION from the Foyer is clearly audible.

185 TWILIGHT
What is the world is that?

Spike looks up, his white-knuckled claws gripping the end of the table.

186 205 200
SPIKE
Oh, you know. Probably just more strange sounds of this old castle falling apart.

187 TWILIGHT
No one likes sarcasm, Spike.

They all head out to investigate.

SC 42 - INT. CASTLE - GRAND FOYER - MOMENTS LATER

Twilight, Spike, and Angel appear on the balcony overlooking the Foyer and gape at the pony craziness below.

49 50 51 52

207ab 208

188 SPIKE
What got into them?

Twilight looks down at Fluttershy trying to lift the statue by herself.

49 50 51 52

189 FLUTTERSHY

(struggling)

It's okay Angel. You're okay.
YOU'RE OKAY!

Twilight and Angel share a look. Applejack suddenly runs by.

209 210

190 APPLEJACK

(ignoring her)

Shadows everywhere!

Twilight looks out at Rainbow Dash zipping around the room and Rarity still fighting for space under the giant tapestry.

191 RAINBOW DASH/RARITY

AAAAAAAAGGGHHHHH!

Twilight steps forward, her horn glowing brightly.

192 TWILIGHT

Alright. Everypony STOP!

23ab 24 25 26

In a MAGICAL BLAST Twilight FREEZES everypony in their tracks.

Applejack looks up mid-gallop.

211 212

193 APPLEJACK

Twilight?

Fluttershy strains against her magical bonds, struggling to get at the statue.

53 54

194 FLUTTERSHY

Must. Save. Ange--

She looks up and sees Angel staring down at her from the balcony.

195

FLUTTERSHY (CONT'D)

Oh.

Rainbow Dash looks down at her.

196

RAINBOW DASH

Fluttershy? What are you doing here?

213

29

Rarity answers from under the tapestry.

197 RARITY
(muffled)

She's with me.

With that, Twilight UNFREEZES her friends. Rainbow drops to a hover and helps Rarity out from under the fabric.

198 RARITY (CONT'D)
Thank you.

Twilight, Spike and Angel walk down the stairs to join the rest.

199 TWILIGHT
Have you all spent the whole night running around scaring each other?

200 APPLEJACK
Well, that depends.

201 TWILIGHT
On what?

202 RAINBOW DASH
On whether or not you're the Pony of Shadows?

203 SPIKE
What's the Pony of Shadows?

204 TWILIGHT
Oh, that's just an old pony's tale.

Just then another blast from the ORGAN rings out and the music starts up again (think: Toccata and Fugue).

205 SPIKE
Then who's playing that?

The other ponies huddle together nervously, only Twilight seems to be keeping her cool.

206 TWILIGHT
We're going to find out.

The ponies, still huddled together, follow close behind her as she exits.

SC 43 - INT. CASTLE - CORRIDOR - CONTINUOUS

The ponies all creep down the corridor following the sound of the ORGAN MUSIC.

215 216 217 218
207 RARITY
Twilight, what ever possessed you
to come to these ruins so late at
night?
208 TWILIGHT
I needed to do some research and
Princess Celestia suggested the
ancient library.
209 RAINBOW DASH
So, you hung out in this creepy old
Castle all night for the library?
210 TWILIGHT
Why are you here?
211 APPLEJACK
We're competing for the title of
Most Daring Pony.
212 TWILIGHT
How is that better?
213 FLUTTERSHY
Still, it is strange how we all
ended up here together.
214 APPLEJACK
Maybe we were lured by the dark
power of the Pony of Shadows?
215 TWILIGHT
Come on. I already told you.
There's no such thing as...

With an appropriate ORGAN MUSIC STING, the ponies reach the doorway to the Music Room and look inside to see...

216 TWILIGHT (CONT'D)
(whisper-shout)
THE PONY OF SHADOWS!

SC 44 - INT. CASTLE - MUSIC ROOM - CONTINUOUS

The dark, hooded figure sits in front of the organ as the terrified ponies make their way into the room.

In a classic Phantom of the Opera-esque shot, Twilight steps forward. With one quick spell, her horn glows and she pulls back the hood to reveal...

217 PINKIE PIE

Hey, you guys. Did you know I can totally play the organ? Because I didn't.

Everypony stares at her in shock.

TS PINKIE!!?

219 PINKIE PIE

Check it out.

Pinkie Pie starts playing CHOPSTICKS on the organ.

220 RAINBOW DASH

You're the Pony of Shadows?

221 PINKIE PIE

The Pony of what?

222 TWILIGHT

See? What did I tell you?

223 APPLEJACK

I thought you had to ring the school bell all week.

224 PINKIE PIE

Oh, yeah. I only had to ring it for five minutes. They said that was good enough. I can't imagine why.

Pinkie continues to HAMMER on the organ high notes.

225 PINKIE PIE (CONT'D)

So, then I decided to throw a Finished Ringing The School Bell party, but I didn't have any bluebells and you can't throw a Finished Ringing The School Bell party without bluebells so I went to Everfree forest to pick some, but it started to get so chilly I had to wrap myself up in the tarp I was going to use to carry the flowers. And then I saw Fluttershy and Rarity, but they went into the Castle before I could invite them to my party.

She finally stops her rant to take a breath, then...

63 64 65 (160)
PINKIE PIE (CONT'D)
Luckily I followed them inside so I
could help you all with your party.

228 RARITY (223)
What party is that?

229 (161) PINKIE PIE
Ah... The Everypony Come To The
Scary Old Castle And Hide From Each
Other While I Play The Organ Party.
Duh!

Off of everypony's expression...

SC 44 - INT. CASTLE - SECRET ROOM OF THE PRINCESSES - SAME

The Mane Six hang out in Princess Celestia and Princess
Luna's awesome Secret Room.

Rarity mends the torn MOON TAPESTRY from the throne room. She
looks up, half-addressing the walls.

228 RARITY (225 226)
I swear this is going right back
where I found it just as soon as
I've returned it to it's former
glory.

Angel nuzzles under Fluttershy's wing as she gives him a
squeeze.

67 68 69 (229)
FLUTTERSHY
Now don't go running off again. I
can't believe I was so frightened.
I guess I let my imagination get
the best of me. (226)

230 APPLEJACK
I think we all did.

231 PINKIE PIE
I always let my imagination run
away from me. Then it comes back
with cake.

232 TWILIGHT
Well, it's good to know that
whenever your imagination is
getting away from you, a good
friend can help you rein it in.
(MORE)

* use first
read from
this scene

32 (33)

32-433 35
TWILIGHT (CONT'D)

And even though I didn't find out anything about the mysterious chest, I'm glad I was here to help all of you.

225 226
233

RARITY

You certainly did that, Twilight.

234

RAINBOW DASH

Yeah, why weren't you scared?

235

TWILIGHT

Reading Celestia's diary made it hard to be afraid because I knew what it was like when she and Luna lived here.

(beat)

Knowing something about the past made it easier to deal with my problems in the present, even the scary ones.

69 1st 230 rest
237A
The other ponies nod in understanding.

Twilight suddenly lights up.

236

TWILIGHT (CONT'D)

I just thought of a great idea!

(then)

Why don't we keep a journal, just like the Royal Pony Sisters?

31 ab 237

FLUTTERSHY

All of us?

238

TWILIGHT

70 1st 231 rest
237A
Sure. That way we can learn from each other. And maybe someday other ponies will read it and learn something too.

239

RARITY

What a splendid idea!

Everyone agrees.

240

APPLEJACK

I know what my first entry will be. Dear Diary, I'm glad Grannie Smith's legend wasn't true.

241

RAINBOW DASH

Me too.

72 73

242 PINKIE PIE
Me three, because that means you
two are still TIED FOR MOST DARING
PONY!

Off Rainbow and Applejack's pained expressions...

243 SPIKE
Shadow ponies. How ridiculous is
that?

We PULL OUT through the doorway to the secret room and into
the Library where the shadows from the busts of the pony
sisters stretch out across the floor.

As we come to the head of one of the shadows, two WHITE EYES
POP OPEN as we...

SMASH OUT TO BLACK.

THE END