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 Wiesenhahn
Matt Mattus
Valerie Jurries
Donna Tobin

MY LITTLE PONY IV
"Castle Mane-ia"
Episode 407
Written by: Josh Haber

Polish draft: August 30, 2012
2nd draft: August 27, 2012
1st draft: August 20, 2012
Outline: July 30, 2012
Premise: July 16, 2012

TEASER

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 - <u>EXT. VIEW OF SCHOOL FROM THE LIBRARY - CONTINUOUS</u>

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 - <u>EXT. CASTLE OF THE TWO SISTERS - COURTYARD - CONTINUOUS</u>

18 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 - <u>INT. CASTLE - GRAND FOYER - CONTINUOUS</u>

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 - <u>INT. CASTLE - LIBRARY - CONTINUOUS</u>

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

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

But Twilight is already hoof deep in ancient texts.

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 - <u>EXT. SWEET APPLE ACRES - LATE AFTERNOON</u>

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.

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.

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 <u>Most</u> 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.

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.

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 - <u>EXT. EVERFREE FOREST - SAME TIME</u>

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 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...

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

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

48 RARITY
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.

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

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

51 FLUTTERSHY
I see.

52 RARITY
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.

53 FLUTTERSHY
That does sound...

Fluttershy shares a look with Angel who rolls his eyes.

54 FLUTTERSHY (CONT'D)
Very important.

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

56 FLUTTERSHY
Oh, no.

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 - <u>EXT. CASTLE OF THE TWO SISTERS - MOMENTS LATER</u>

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.

57 FLUTTERSHY
Are you sure you need those tapestries?

58 RARITY
But, of course. Though, I must admit, these ruins are a fright. Aesthetically speaking, of course. I mean, just look at all the dirt everywhere.

Fed up with the ponies' trepidation, an exasperated ANGEL hops toward the Castle and heads inside.

59 FLUTTERSHY
Angel!

Fluttershy and Rarity chase after the rabbit. Once they're inside, the last few rays of light fade.

As the sun sets, a COWLED SHADOWY PONY FIGURE (like a pony LOTR Ring Wraith) emerges from the forest as we...

CUT TO:

SC 14 - <u>INT. CASTLE - GRAND FOYER - MOMENTS LATER</u>

Fluttershy and Rarity step into a GRAND FOYER. Rarity stops to gape at the two massive tapestries.

60 RARITY
Goodness! It's practically an artistic treasure trove of ancient good taste.

Fluttershy rushes to Angel who stamps an impatient paw at the entrance to one of the many passageways off the main hall.

61 FLUTTERSHY
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 RARITY (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 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 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 cowled 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.

Rainbow Dash rolls her eyes.

SC 15 - <u>INT. CASTLE OF TWO SISTERS - ALCOVE - SAME TIME</u>

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 RARITY
This one is perfect!

77 FLUTTERSHY
Well, it certainly could use some restoration.

78 RARITY
Be a dear. Fly up there and lift it off that hook.

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)
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 - <u>INT. CASTLE OF TWO SISTERS - FOYER - SAME TIME</u>

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
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
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 APPLEJACK/RAINBOW DASH
AHAAAHAHAHHHHH!

<u>END ACT I</u>

<u>ACT II</u>

SC 17 - <u>INT. CASTLE OF THE TWO SISTERS - FOYER - RESUME</u>

Applejack and Rainbow Dash continue to freak out.

83 APPLEJACK/RAINBOW DASH
AHAAAHAHAHHHHH!

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)
WOOOHOOOOOOUOUUUUUUAAW!

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 - <u>INT. CASTLE - ALCOVE - SAME</u>

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?

93 FLUTTERSHY
What do you mean?

94 RARITY
While you were struggling under that fabric the entire wall spun around. You must have activated a secret door.

95 FLUTTERSHY
Oh, I'm so sorry.

96 RARITY
I suppose these ruins are chock-full of them.

97 FLUTTERSHY
Really?

98 RARITY
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 RARITY/FLUTTERSHY
WHOOOOAAAAAAA!

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

SC 19 - <u>INT. CASTLE OF TWO SISTERS - CORRIDOR - CONTINUOUS</u>

Rainbow and Applejack continue to run away from the Foyer.

100 RAINBOW DASH
Okay. So <u>maybe</u> 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.

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 - <u>INT. CASTLE - LIBRARY - MOMENTS LATER</u>

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.

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

111 TWILIGHT
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)
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 - <u>INT. CASTLE - CELESTIA AND LUNA'S SECRET ROOM - SAME</u>

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.

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
(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 - <u>INT. CASTLE - CORRIDOR - MOMENTS LATER</u>

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

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.

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

117 APPLEJACK
Me neither.

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

Rarity illuminates her horn to reveal...

SC 23 - <u>INT. CASTLE - TRAP ROOM - SAME</u>

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

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 - <u>INT. CASTLE - COCTEAU HALLWAY - SAME</u>

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 hear.

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 - <u>INT. CASTLE OF TWO SISTERS - TRAP ROOM - SAME</u>

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 - <u>INT. CASTLE OF TWO SISTERS - COCTEAU HALLWAY - SAME</u>

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.

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

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 - <u>INT. CASTLE - CELESTIA AND LUNA'S SECRET ROOM - SAME</u>

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.

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 - <u>INT. CASTLE OF TWO SISTERS - CORRIDOR - MOMENTS LATER</u>

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 - <u>INT. CASTLE OF TWO SISTERS - MUSIC ROOM - SAME</u>

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 - <u>INT. CASTLE OF TWO SISTERS - CORRIDOR - SAME</u>

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.

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

SC 31 - <u>INT. CASTLE - CELESTIA AND LUNA'S SECRET ROOM - SAME</u>

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

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
(unconvinced.)
Okay.

SC 32 - <u>INT. CASTLE - ARMOR ROOM - SAME</u>

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

153 APPLEJACK
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
It's just old pony armor. What's the big deal.

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

Off of Rainbow's dubious expression...

SC 33 - <u>INT. CASTLE OF TWO SISTERS - THRONE ROOM - SAME</u>

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:

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

- 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...

FIVE PANEL ACT OUT:

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

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

- Fluttershy returns to the throne room to find that now Rarity has disappeared too and she FREAKS!

- 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!

- 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 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.

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.

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.

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

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 APPLEJACK
WHOOAAAAAAAA!

SC 39 - <u>INT. CASTLE OF TWO SISTERS - ARMOR ROOM - SAME</u>

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 APPLEJACK
Rainbow?

The only reply is the ECHO of her own voice.

173 APPLEJACK (CONT'D)
Hello?

She heads inside.

SC 40 - <u>INT. CASTLE - GRAND FOYER - MOMENTS LATER</u>

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 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.

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.

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!!!

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-harrtt!

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.

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 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 - <u>INT. CASTLE - SECRET ROOM OF THE PRINCESSES - SAME</u>

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

185 TWILIGHT
What it the world is that?

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

186 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 - <u>INT. CASTLE - GRAND FOYER - MOMENTS LATER</u>

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

188 SPIKE
What got into them?

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

189 FLUTTERSHY
(struggling)
It's okay Angel. You're okay.
YOU'RE OKAY!

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

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!

In a MAGICAL BLAST Twilight FREEZES everypony in their tracks.

Applejack looks up mid-gallop.

193 APPLEJACK
Twilight?

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

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?

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 <u>you're</u> 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.

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.

218 EVERYONE
PINKIE!!?

219 PINKIE PIE
Check it out.

Pinkie Pie starts playing CHOPSTICKS on the organ.

220 RAINBOW DASH
<u>You're</u> 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...

PINKIE PIE (CONT'D)
Luckily I followed them inside so I could help you all with <u>your</u> party.

226 RARITY
What party is that?

227 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 - <u>INT. CASTLE - SECRET ROOM OF THE PRINCESSES - SAME</u>

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
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.

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.

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)

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.

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.

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?

237 FLUTTERSHY
All of us?

238 TWILIGHT
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.

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