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MY LITTLE PONY IV
"Power Ponies"
Episode 406

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TEASER

EXT. CASTLE OF THE TWO SISTERS - ESTABLISHING - DAY

An idyllic, fairytale-like scene, complete with songbirds warbling. The serenity is shattered by a loud wail.

1 SPIKE (O.S.)
Nooooo!!

Comically startled songbirds <SQUAWK> and flee in terror as the <POUNDING> of approaching footsteps is heard on the castle stairs.

2 SPIKE (O.S.) (CONT'D)
No! No! No!

SPIKE <BURSTS> out through the main CASTLE DOOR.

He dives into a large PILE OF TRASH BAGS near the door and disappears from sight.

Spike's arm pops up out of the trash as he holds aloft a dog-eared COMIC BOOK. Its front cover features pony super-villain: MANE-IAC.

Spike triumphantly stands up fully into view. He handles the comic book with 'kid gloves', carefully mending the dog-eared corner as best he can.

3 SPIKE (CONT'D)
Mane-iac Strikes Again! - just the
best Power Ponies comic book ever!

He looks up toward an upper castle window.

4 SPIKE (CONT'D)
I can't believe some pony
accidentally threw you out!
(to the comic book)
You're not garbage, you're...
<HEAVENLY CHOIR STING>... a
collectible!

Spike gently opens the comic book and is quickly absorbed in the story. He reads aloud as he walks.

5 SPIKE (CONT'D)
The nefarious super-villain, Mane-
iac, once again threatens the
bustling city of Mare-troplis...

TWILIGHT SPARKLE appears in the upper castle window.

6 TWILIGHT SPARKLE
Spike! You forgot something!

She steps back from view and a TRASH BAG flies out of the window.

7 SPIKE
And when duty calls, the Power
Ponies, are ready to face whatever
evil is thrown at them.

The bag lands with a <THUD> in front of Spike. He trips over the bag and loses his grip on the comic book.

8 SPIKE (CONT'D)
Whoa!

He stumbles forward, running and desperately keeping the comic book aloft with frantic <PUFFS> of breath.

In his panic he accidentally shoots out a small FLAME, licking the edges of the comic!

9 SPIKE (CONT'D)
(panicking)
Ahhh!
(detached curiosity)
Huh. I didn't know I could breathe
fire unless I was sending letters
to Princess Celestia. Cool! I mean-
(back to panicking)
Ahhh!!!

Spike grabs the smoldering comic and STOMPS out the flames.

SPIKE (CONT'D)
(relieved)
Whew.

Then realizes he's stomping on his beloved comic book!

10 SPIKE (CONT'D)
Ahhh!!!

He scoops up the fragile comic, cradling it in his arms.

The MANE 6 are watching Spike from the upper window. They abruptly suppress their smiles when Spike sees them. They slowly step back from the window, out of sight. Spike, embarrassed, facepalms.

11 SPIKE (CONT'D)
(to himself)
<groans> Nice going, doofus.
(MORE)

SPIKE (CONT'D)
(to the comic book)
But... at least I have you.

FADE TO BLACK.

END OF TEASER

MAIN TITLES

ACT I

INT. CASTLE - "MANE" THRONE ROOM - DAY

Twilight Sparkle is directing the rest of the Mane 6 as they enthusiastically renovate the Throne Room.

12 TWILIGHT SPARKLE
Great job ponies! Pinkie, How goes
the picture hanging?

13 PINKIE PIE
Almost there.

APPLEJACK precariously balances a large PAINTING of Princesses Celestia and Luna - moving back and forth under Pinkie Pie's artistic direction.

14 APPLEJACK
<effort> How 'bout now?

Pinkie views Applejack's placement with a critical eye.

15 PINKIE PIE
Mmmmmmm, a little more to the left.
No, my left. Oh, oh, wait. Now just
a tiny-tiny more to the right. Oh!
Now just a hair to the left.

We see Applejack struggling - clearly struggling with the painting and at her wits end.

16 APPLEJACK
That's it. Put a feather in it, and
call it macaroni! I'm done.

17 PINKIE PIE
I guess you're right. Now, on to
lifting up the new chandelier!

Applejack breaths a heavy <SIGH>.

FLUTTERSHY and RAINBOW DASH fly up to hang a RED BANNER high on the wall.

18 TWILIGHT SPARKLE
Just a little higher. We don't want those banners dragging on the floor.

19 SPIKE
Hi Twilight! Do you guys need any help?

Twilight is a bit startled by Spike's sudden appearance.

20 TWILIGHT SPARKLE
No, that's okay, Spike.

Spike looks above to Fluttershy and Rainbow Dash, as if hoping for a different answer.

21 SPIKE
Fluttershy? Dash? Do you need any help?

22 RAINBOW DASH
I'm good.

23 FLUTTERSHY
(mouth full of banner)
No thank you.

As Spike ambles away, he spies the end of the RED BANNER dangling down from above and lying on the castle floor. He picks up the end of the banner by its two corners and holds each corner at each of his shoulders, letting the rest of the banner flow behind him like a cape.

24 SPIKE
(best hero voice)
This looks like a job for The Dragonator!

Spike runs heroically though the room, not realizing that his new cape is actually the banner that Rainbow and Fluttershy are currently in the process of hanging! The banner/cape is jerked taut behind Spike, who doesn't even notice as he keeps right on running heroically, yanking a totally-taken-by-surprise Rainbow and Fluttershy at the other end of it down onto the floor!

25 RAINBOW DASH
Oof! Are you kidding me?

26 SPIKE
Sorry.

Twilight steps in to mollify the situation.

27 TWILIGHT SPARKLE
It's okay, Spike. I was going to
ask them to hang it lower, anyway.

28 SPIKE
I could help.

29 RAINBOW DASH/FLUTTERSHY
No!!

FLUTTERSHY
(kindly)
We're good.

RARITY is using her magic to transform the old throne area
into a spectacular, sparkling showpiece.

Spike sheepishly approaches Rarity.

30 SPIKE
Rarity, could you use some help?

31 RARITY
No, thank you, Spike. I've
everything in hoof. Doesn't it look
simply stunning?

Spike looks at the spectacular arrangement that she has just
finished and must agree.

32 SPIKE
(solemn)
Yeah. It sure does. Well, I guess
I'll find something else to do.

33 TWILIGHT SPARKLE
That's great, Spike.

Spike turns and slowly walks towards the door. He opens it
and...

34 PINKIE PIE
Spike, wait. Stop!

A smile breaks across his Spikes face. He turns excitedly.

35 SPIKE
Yes, Pinkie?

36 PINKIE PIE
That's the closet. The door's over there.

Spike is crestfallen.

37 SPIKE
Oh. Thanks.

38 PINKIE PIE
Any time, pal!

Spike quietly leaves the room, and all the bustle of activity.

INT. CASTLE - HALLWAYS, VARIOUS

Spike walks through the castle hallways, once again reading his comic.

39 SPIKE
(to himself)
Read that. Read that. Oh, here we go.

Spike is so engrossed in the comic book that he doesn't notice the GLOWING MAGICAL PATTERNS that appear on the stones in the floor underfoot.

40 SPIKE (CONT'D)
(to himself)
Blah, blah, Stomper. Blah, blah, side-kick screws it up.

He steps on one and a SECRET DOOR in the hallway wall opens to reveal a HIDDEN ROOM with magical attributes. As Spike obliviously passes by the doorway, a huge magical blast of PURPLE FIRE shoots out, just missing him.

41 SPIKE (CONT'D)
(to himself)
Totally oblivious to where he's going. Boy, that's a surprise.

Spike steps on another GLOWING MAGICAL PATTERN and opens a door to reveal a room filled with ANCIENT BOOKS flapping through the air like birds.

42 SPIKE (CONT'D)
(reading)
"Stomper unwittingly leads Mane-iac to the top secret headquarters of the Power Ponies."

Spike walks on another GLOWING MAGICAL PATTERN and the door to a third secret room opens. Giant SUCKERED TENTACLES of an unseen monster grasp out at him but he is still oblivious.

43 SPIKE (CONT'D)
"Where Mane-iac finds the Sapphire of Standstill, the only weapon that can destroy the Power Ponies!"

Spike steps on one last GLOWING TRIGGER on the floor and activates a MAGICAL DECONSTRUCTION OF THE BRICKS IN THE WALL directly in front of him. Unaware, he walks into the opening and disappears into the dark, magical room.

INT. CASTLE - WISHING WELL ROOM - CONTINUOUS

Spike steps into the room. The further he walks into it, the dimmer the light gets, until all we can see are his eyeballs in the darkness. He BLINKS.

44 SPIKE
Hey, who turned out the lights? Oh, wait. I can breathe fire whenever I want to. <HUFFS and PUFFS>

But nothing happens. Spike, out of breath:

SPIKE (CONT'D)
<HEAVY SIGH>

and is surprised to finally breathe FIRE, which ignites an old CANDLE CHANDELIER above, and we see a large trough-like WELL. A <COMICAL ANGELIC CHOIR> STING accompanies the reveal.

45 SPIKE (CONT'D)
(re: the Well)
Well, well, well. Heh. Must be the laundry room.

INT. CASTLE - HALLWAYS, VARIOUS - CONTINUOUS

The ponies are searching for Spike.

46 TWILIGHT SPARKLE
Where could he be?

47 FLUTTERSHY
Oh, I hope he didn't think we were ignoring him.

They pass all the open doors Spike activated. When the Mane 6 reach the Wishing Well room, they hear Spike talking out loud to himself.

48 SPIKE (O.S.)
Stomper - useless sidekick. <sigh>
I know how you feel, buddy.

INT. CASTLE - WISHING WELL ROOM - CONTINUOUS

Just as the ponies start to enter, Spike inadvertently makes a wish.

49 SPIKE
I wish the Mane 6 could see that
I'm not just a useless side-kick,
that I can be just as important as
the Power Ponies in this comic
book!

Twilight's eyes widen.

50 TWILIGHT
Spike, No!

51 SPIKE
What? Is this the girls' bathroom?!

But it's too late. An incredible rainbow of blinding LIGHT shines out of the Wishing Well, filling the room. When it dissipates, Spike and the ponies are gone!

EXT. MARE-TROPOLIS - CONTINUOUS

The same rainbow of LIGHT blasts down from the sky and deposits Spike and the ponies on the ground. They are now standing in the urban, comic book-style world of MARE-TROPOLIS - and they are dressed in SUPERHERO COSTUMES!

52 MANE 6
Where are we?/What happened?/Is
every pony okay?

53 TWILIGHT SPARKLE
Spike wished us all here!

54 RARITY
And he did that how?

55 TWILIGHT SPARKLE
The room we were just in. It's a
magical wishing well room.

56 RAINBOW DASH
Well, who puts one of those in
without proper signage?

Spike realizes where they are and is stoked!

57 SPIKE
Oh! My! Gosh! This is the one and
only Mare-tropolis, city of the
Power Ponies!

58 RAINBOW DASH
What? That's impossible!

59 APPLEJACK
Not if Spike wished it.

60 RARITY
Wish or not, we are now fillies
with flair!

Spike can hardly contain his excitement.

61 SPIKE
Don't you see? You're dressed as
the Power Ponies! This is so cool!

Twilight Sparkle wears a headdress that focuses light,
enabling her to shoot different kinds of BEAMS -laser, freeze
ray, X-Ray, etc., - from her horn.

62 SPIKE (CONT'D)
Twilight, you're the "The Masked
Matter-horn".

Pinkie Pie has super-speed and seems that she's always in
motion.

63 SPIKE (CONT'D)
Pinkie, you're "Flashdash" and
you're super-duper speedy.

Rainbow Dash wears a helmet with lightning bolts. A mantle
around her neck holds a golden lightning bolt in a holster.
She uses the lightning bolt to control weather, shoot
lightning bolts, and create mini-tornadoes. While in her
"power-up mode," her eyes glow different colors.

64 SPIKE (CONT'D)
Rainbow, you're "Zapp" and you...
well, zap stuff.

Rarity has pieces of JEWELRY that shoot out different colors of energy, creating various kinds of CONSTRUCTS on an as-needed basis. All of the constructs have that Rarity touch of being sparkly and embellished with ornate details.

65 SPIKE (CONT'D)
Rarity, you're called "Radiance".

Applejack carries a magical lasso and has the pony version of a utility belt - the "SADDLEBAGS OF SUPREMACY" - full of gadgets all with pony-themed names, like the horseshoe-shaped "HOOF-A-RANG".

66 SPIKE (CONT'D)
Applejack, you're "Mistress Mare-velous".

Fluttershy gets super strong and turns into an aggressive bulked-up monstrous form when angry. Problem is, she isn't easily riled up, even when she has a right to be.

67 SPIKE (CONT'D)
And, Fluttershy, you're the Rampager. Isn't this totally awesome?!

The ponies turn their attention to Spike's costume.

68 TWILIGHT SPARKLE
But, Spike, who are you?

69 RARITY
Yes, whose costume are you wearing?

Spike excitedly looks down at his own costume but is immediately appalled to discover that he's Stomper, the useless sidekick!

70 SPIKE
(sotto)
Oh, seriously?! Stomper?

71 TWILIGHT SPARKLE
Who are you?

Spike struggles to hide his new identity.

72 SPIKE
I'm... uh... the leader, yeah, that's it... PROFESSOR... um... SUPER... GALACTIC GUY... and he has the most awesome superpower of them all... but it's far too dangerous to even talk about...
(MORE)

SPIKE (CONT'D)
much less ever use... unless
absolutely necessary, of course!

73 PINKIE PIE
Wow. That is so cool, Professor Um!

74 SPIKE
What? No...

Twilight Sparkle interrupts.

75 TWILIGHT SPARKLE
Yes, Pinkie, that is very cool, but
we've been zapped into a new world
and we really should be getting
back home.

Twilight Sparkle tries to use her own magic to zap them back
to their own world but can't. Rarity gives it a shot too, but
her magic doesn't work, either!

76 MANE 6
What's happening?/Why doesn't our
magic work?/How do we get out of
here?

77 TWILIGHT SPARKLE
Spike wished us into his comic
book. We're not in our world, so
our powers don't work here.

78 FLUTTERSHY
You mean we're stuck here forever?

79 RAINBOW DASH
Chill, everypony. I'll just fly out
of the comic book and send down a
ladder or something.

Rainbow Dash flies straight up into the sky... but
surprisingly <SPLATS> right into a "glass ceiling" (à la THE
TRUMAN SHOW)!

80 RAINBOW DASH (CONT'D)
Huh? The sky ends here?

INT. CASTLE - WISHING WELL ROOM - CONTINUOUS

The comic book lies open on the floor of the room. Looking
down at the panels on the page: In one, Rainbow flies up
repeatedly against "the other side" of the panel, trying to
break through it like a skylight.

EXT. MARE-TROPOLIS - CONTINUOUS

Back inside the comic book, the ponies turn to their "leader" Spike.

83 FLUTTERSHY
(timidly)
Um, Professor Um? Maybe you could
use your awesome-est powers of all
to get us out of here?

84 SPIKE
But... I can't use my powers...

85 TWILIGHT SPARKLE
Why?

86 SPIKE
Why? Good question. Why...
Because...
(gets idea)
They're way too powerful! Yeah,
that's it. I'd destroy the whole
space-time continuum! And that
would be bad.

INT. CASTLE - WISHING WELL ROOM - CONTINUOUS

Outside the open comic book again, looking down at the same panel: All six of our Power Ponies' faces are squished up against it in extreme close-up (like General Zod, Ursa, and Non trapped in the Phantom Zone).

87 MANE 6
Hello?/Help!/Somepony?/Anypony?

They're trapped inside the comic book! Forever??...

FADE TO BLACK.

END OF ACT I

ACT II

EXT. MARE-TROPOLIS - RE-ESTABLISH

Rainbow Dash makes one last stab at flying up and breaking through the comic book "ceiling". She splats against the ceiling.

88 RAINBOW DASH
Ewff! It's no use.

The ponies, now fearful, gather around Spike for answers.

89 TWILIGHT SPARKLE
Spike, you wished us in here. Maybe
you can wish us out!

90 SPIKE
Okay. Every pony better close their
eyes.

The ponies comply. Spike closes his eyes. Clicks his heels à la Dorothy.

91 SPIKE (CONT'D)
Here goes: I really, really, really
wish we could all go home.

Spike opens his eyes, followed by the ponies.

92 SPIKE (CONT'D)
Nothing.

The ponies <MURMUR> their disappointment.

93 APPLEJACK
Spike, what exactly did you say to
wish to get us into this here mess?

Spike, embarrassed, stammers.

94 SPIKE
Well, I...

95 TWILIGHT SPARKLE
He wished that he could be just
like the superheroes in that Power
Ponies comic book of his!

96 RARITY
Okay, we see he's a superhero. He
has a costume. Why are we still
here?

100 TWILIGHT SPARKLE
Well... maybe Spike has to actually
do something to show us he's a real
superhero, then we'll be able to
get out of here!

101 RAINBOW DASH
And exactly how is he going to do
that?

102 TWILIGHT SPARKLE
Hmmm... Spike, how do the Power Ponies show their awesomeness?

103 SPIKE
They, ah... defeat super-villains and save the world?

104 TWILIGHT SPARKLE
Well, if we ever want to get out of here, Spike fighting a super-villain may be the only way to do it.

105 RAINBOW DASH
Then what are we waiting for? Let's go find some bad guys.

106 RARITY
This is your comic book, Professor Um. You lead the way.

Spike musters up courage.

107 SPIKE
I know this story by heart. Follow me!

108 PINKIE PIE
Going to fight some bad guys! Going to fight some bad guys!

Pinkie shoots out of frame. Loud <CRASHING> sounds are heard off-screen.

109 PINKIE PIE (O.S.) (CONT'D)
I'm okay!

110 FLUTTERSHY
Spike, what exactly does happen in this comic book?

111 SPIKE
It's so cool. The Power Ponies fight their archenemy, the almost all-powerful, Mane-iac.

112 PINKIE PIE
So that means that you'll have to fight the Mane-iac?

For the first time, the full import of Spike's wish hits him.

113 SPIKE
Why... (Slightly less confident) I
guess it does.

114 FLUTTERSHY
Oh, my.

As the friends make their way through the fantastical urban setting, Spike narrates everything that's happening around them just before it actually does.

115 SPIKE
Ooh! I love this part! This is
where a meteor from Planet X comes
crashing in from outer space!

On cue, a meteor screams down from the sky and crashes, nearly missing them.

116 SPIKE (CONT'D)
And this is where Mane-iac's
henchponies dance the Polka!

Comical HENCHPONIES, dressed in signature Polka-style costumes with floppy bow-ties, dance across the street to lively Polka <MUSIC>.

117 RAINBOW DASH
That sure is an unlikely series of
events to happen in one town.

Fluttershy hushes her as the friends continue on their way through the comic book world. Bats flap by.

118 FLUTTERSHY
Where are we now, Spike?

Spike looks around.

119 SPIKE
I think we're on page 3. Awesome!

120 APPLE JACK
Why, what happens on page 3?

<BOOM> In a blinding flash of evil energy, a sinister-looking pony suddenly appears on the scene with a <SINISTER LAUGH>. It's the nefarious super-villain, MANE-IAC, silhouetted on the roof of the BANK BUILDING! Mane-iac leaps to the ground.

121 SPIKE
It's her! It's Mane-iac! This is
the bank robbery scene!

An <ALARM> sounds. Polka <MUSIC> is heard as six of Mane-iac's henchponies polka-dance out the Mare-tropolis Bank building's front door. The lead henchpony is carrying a VELVET BAG in it's mouth.

122 MANE-IAC
Power Ponies! You dare to appear in
my presence?

Spike gleefully recites Mane-iac's lines in UNISON with her!

123 MANE-IAC/SPIKE
Your feeble attempts to reign me in
will fail once again!

124 SPIKE
She always says that.

125 MANE-IAC/SPIKE
You won't stop me. Not this time!

Mane-iac and her henchponies attempt to boldly prance away.

126 RAINBOW DASH
Come on, Spike. Now's your chance.
Show us your awesomeness!

Spike tries to block the escape. With arms extended in front of him, he closes his eyes and braces himself for the onslaught.

The henchponies, trotting two-by-two, simply step around him on either side. Mane-iac stops directly in front of Spike. Spike opens his eyes and Mane-iac is eyeball to eyeball to him, giving him an intimidating stare. Spike faints. Mane-iac <ACKLES> and begins to trot away. The ponies rush to Spike.

127 TWILIGHT SPARKLE
Spike! Are you okay?

128 PINKIE PIE
Professor Um! They're getting away!

129 RAINBOW DASH
We've got to stop them.

Spike pulls himself up.

130 SPIKE
You're superheroes! Do what
superheroes do!

The ponies are momentarily confused.

131 APPLEJACK
Say what now?

132 FLUTTERSHY
You mean us?

133 TWILIGHT SPARKLE
Well....

The ponies confront Mane-iac. Applejack attempts to act superhero-like.

134 APPLEJACK
Whoa, there... evil-doer mare...
badness... You can just put that...
um... loot... back.

135 MANE-IAC
(mockingly)
Oh, what was I ever thinking?!

Mane-iac rears up and roars.

136 SPIKE
Watch out for her thundering
hooves!

Mane-iac pounds the ground with her hooves, creating an earthquake effect. She just misses stomping on Pinkie Pie who takes one teensy step out of the way and is off like a rocket, quickly disappearing from sight!

137 PINKIE PIE
Waaa!

Applejack instinctively pulls out her lasso but, not realizing it's now a magical version, overshoots Mane-iac and gets it all tied up around a lamp post. Mane-iac, can't believe her eyes. The henchponies stop to watch the action.

138 APPLEJACK
Hold on. Be right with you...

The other ponies spring into action, each trying out their powers with marginal success.

139 SPIKE
Twilight, use your freezing ray!

140 TWILIGHT SPARKLE
My wha?

141 SPIKE
Your horn. Shoot a freezing ray
from your horn!

Twilight tries to shoot something from her horn but it sparks then fizzles out.

142 MANE-IAC
You know, I'm beginning to enjoy
this.

143 SPIKE
Zapp! Use your lightning bolt!

All the ponies stop and stare blankly at Spike.

144 SPIKE (CONT'D)
I mean, Rainbow! Rainbow, summon
forth your lightning power!

145 RAINBOW DASH
I... summon forth... my lightning
power?

Rainbow Dash looks questioningly at Spike.

146 SPIKE
Unholster your lightning bolt.

Rainbow unholsters her lightning bolt with her teeth and holds it aloft. The lightning bolt is magically activated. A small storm cloud appears over Rainbow's head and downpours on only her. She holsters the lightning bolt.

Pinkie Pie comes zooming by in a blur.

147 PINKIE PIE
Whoa!

Pinkie tears through the puddle at Dash's feet and douses the Mane 6 before zipping out of frame.

Mane-iac and the henchponies chuckle.

148 MANE-IAC
Ooo, I do like this!

Spike tries to get a rise out of Fluttershy.

149 SPIKE
Fluttershy, you're Rampager! Get
mad and turn into a huge powerful
monster!

150 FLUTTERSHY
Well that wouldn't be very polite.

151 SPIKE
What?! ... Okay... Rarity, you can
use your jewelry to create objects.
Use them to stop this!

Rarity holds out a hoof which has a BAND WITH A LARGE JEWEL on it. She concentrates and manages to fire a colorful blast at Mane-iac, but instead of an attack construct, creates a giant fluffy lace pillow right in front of Mane-iac and the henchponies.

Out-of-control Pinkie zooms into frame in a blur and runs into the construct <POOF>, finally stopping. Mane-iac and the henchponies laugh uncontrollably.

Applejack gives one more desperate throw of her lasso and quite miraculously ties up the henchponies. Mane-iac suddenly rears up in anger.

152 MANE-IAC
Nooooo!

Mane-iac grabs the velvet bag and <BOOM>, she and the henchponies disappear in a cloud of magical smoke.

153 FLUTTERSHY
Is she gone?

PINKIE PIE
She's gone! Off in a poof!

The ponies are ecstatic.

MANE SIX
We did it!/She's gone!/Problem
solved!/Easy-peasy!

Rainbow Dash looks around and becomes concerned.

RAINBOW DASH
Uh, has anybody noticed we're still
in the comic book?

SPIKE
Or that Mane-iac got away with the
loot? We didn't actually stop her.

157 APPLEJACK
But we acted just like the Power
Ponies, right?

TWILIGHT SPARKLE
We did, but Spike didn't.

The ponies look confused.

APPLEJACK
So what in tarnation is the
problem?

158 TWILIGHT SPARKLE
Spike didn't use his superpowers.

Spike slumps his shoulders as his ego is deflated.

159 FLUTTERSHY
Spike can't use Professor Um's
powers. They're too dangerous.

160 TWILIGHT SPARKLE
But it's Spike's wish that got us
here. It doesn't matter what we do.
If Spike doesn't use his
superpowers to defeat the bad guy,
we'll all be stuck here... forever.

Spike looks guilty.

161 FLUTTERSHY
I'm sure Professor Um will think of
something...

The ponies are stare at Spike.

162 SPIKE
<gulp> Okay. Follow me. I guess...

EXT. MARE-TROPOLIS - CONTINUOUS

163 SPIKE
This is where Mane-iac next appears
in the story.

<BOOM> Mane-iac appears out of the SMOKE atop a building
emblazoned with a LARGE METALLIC HORSESHOE. The velvet bag
from the bank is looped around her neck. Spike says her lines
with her, but less enthusiastically than last time.

164 MANE-IAC/SPIKE
At last, Power Ponies. We meet
again. Today shall be your
downfall...

Spike's mimicking gets her attention. And irritation.

165 MANE-IAC
Are you copying me??

166 SPIKE
Uh, no. As leader of The Power Ponies, I'm confronting you.

167 MANE-IAC
Leader?! He's not the Masked Matter-Horn!

Every pony looks at Twilight aka the Masked Matter-Horn.

168 TWILIGHT
I'm the leader?

Every pony turns to Spike for answers.

169 SPIKE
Well... she's obviously insane. You know... Villain.

170 MANE-IAC
How dare you even address me, Stomper!

171 SPIKE
Stop calling me that!

172 MANE-IAC
Or what? You'll faint again?

Fluttershy politely but firmly steps up to Spike's defense.

173 FLUTTERSHY
He's just too nice to use his power on you, and risk destroying the space-time continuum.

Spike gives a weak smile. Mane-iac cackles menacingly.

174 MANE-IAC
That's rich.
(beat)
Henchponies, attack!

Mane-iac's six henchponies <BOOM> into frame in a puff of smoke and flank Mane-iac.

175 SPIKE
Hey! You're not supposed to do that until page 8!

Mane-iac uses her signature "thundering hooves" move and the earthquake begins to shake the giant horseshoe loose from the top of the building.

176 SPIKE (CONT'D)
What is she doing? This isn't in
the story!

The giant horseshoe rips loose and starts to fall from the roof toward the ponies.

177 SPIKE (CONT'D)
Radiance... Rarity... whatever. You
always stop these things with one
of your constructs!

Rarity shoots a colorful beam from her jewelry and creates a brick wall in front of the horseshoe, stopping its descent.

178 SPIKE (CONT'D)
Whew!

The construct collapses and the horseshoe falls through.

The six henchponies catch the giant horseshoe and trot it over to Mane-iac. They line it up in front of her, with the open end facing the ponies.

179 SPIKE (CONT'D)
That doesn't happen until issue
#12! This is all wrong!

180 TWILIGHT SPARKLE
We must have changed the story when
we interfered with it by replacing
the real Power Ponies.

181 SPIKE
That means I can't help you! It's a
new story now. I don't know what's
going to happen anymore.
(mutters)
Even in my own wish I'm a useless
side-kick.

Spike walks away in total defeat, Mane-iac sees him leaving and cackles at him. Spike stops dead in his tracks.

182 MANE-IAC
Thanks, Stomper. I can always count
on you to mess things up. You may
be the most worst sidekick ever,
but you're a super-villain's dream.

183 SPIKE
That's not true! I'm not Stomper!

184 MANE-IAC
Henchponies, let's end this now!

185 RAINBOW DASH
Not so fast. Time to put you out to
pasture!...

Rainbow Dash defiantly flies toward Mane-iac, holding her lightning bolt aloft.

Mane-iac takes a large SAPPHIRE out of the velvet bag and tosses it to one of her henchponies.

The henchpony places the jewel into the rounded end of the giant horseshoe. The shoe activates and sends a focused beam out of its open end directly at Rainbow Dash.

186 SPIKE
No! It's the Sapphire of
Standstill!

187 APPLEJACK
Come again?

188 SPIKE
That's what Mane-iac stole from the
bank. It stops you in your tracks
and renders your powers useless.

Rainbow is frozen in mid-air and falls to the ground.

Rarity creates a pretty but powerful SHIELD construct and charges toward Mane-iac with it. But she, too, is rendered immobile and powerless by the light from the sapphire.

189 SPIKE (CONT'D)
Maybe I wasn't clear on this. The
sapphire stops you in your tracks
and renders your powers useless!

As Twilight, Applejack, and Pinkie make their attempts to get through to Mane-iac, each get hit by the sapphire beam of light emanating from the horseshoe.

190 SPIKE (CONT'D)
Fluttershy, please, just a little
anger?

191 FLUTTERSHY
Well, I'm not so much angry as I am
concerned, bordering on terrified.

Suddenly a blast from the Sapphire renders Fluttershy motionless.

192 MANE-IAC
Now I finally have the power ponies
exactly where I want them!

Spike braces himself, assuming he's next.

193 MANE-IAC (CONT'D)
Stomper, the Sapphire of Standstill
won't affect you! You have no
weaknesses - you're already weak!
<EVIL CACKLE>

The henchponies corral the powerless Mane 6 in the horseshoe. They pass right by Spike, paying him no mind, as they whisk the Mane 6 away. Spike can only watch.

194 MANE-IAC (CONT'D)
Useless as always, eh, Stomper?

195 SPIKE
It's true. I am useless. I am just
like Stomper. No wonder my friends
never need me to do anything
important.

As the Mane 6 are carried away, they desperately call out for Spike to help them.

196 MANE 6
Spike!/Help us!/Do something!/
Professor Um!/We need you!/Spike!

Off Spike's helpless look, we...

FADE TO BLACK.

END OF ACT II

ACT III

EXT. THE PADDOCK OF PERIL (MANE-IAC'S LAIR) - NIGHT

The Paddock of Peril is in an old racetrack in a run-down, scary area, just on the outskirts of town.

Spike pushes on the door: it easily swings open.

SPIKE

(pouts)

Sure. Why bother locking the door
on the useless side-kick?

Light shines out through the now slightly ajar door of the
lair. <LAUGHTER> and <DANCE MUSIC> are heard coming from
inside.

SPIKE (CONT'D)

I don't know what the ponies expect
me to do. I don't have any
superpowers. I'm just... me.

(resolved)

But I can't leave my friends at the
mercy of Mane-iac! I've got to
do... (no idea) something.

Spike cautiously enters.

INT. THE PADDOCK OF PERIL - NIGHT

Spike creeps in, hiding behind boxes stacked by the door.

The Power Ponies are being held prisoner in Mane-iac's evil
lair in elaborate yet tried-and-true contraptions of doom:

- Rainbow Dash is suspended over a VAT of BOILING OIL.
- Rarity over a BED of SHARP SPIKES
- Fluttershy over a TUB of CIRCLING SHARKS
- Applejack over a BUBBLING LAVA PIT
- Twilight Sparkle over a BARREL of SNAPPING CROCODILES
- Pinkie Pie over a menacing circular saw

Each restraining device is arranged like a SPOKE in a large
WHEEL, with the Mane 6's heads facing towards the center.

Above hangs the large HORSESHOE from the previous heist,
projecting the immobilizing BEAM from the Sapphire of
Standstill. It's refracted down upon the ponies by way of a
very fashionable DISCO BALL!

199 MANE-IAC

Ah, my Henchponies, time to
celebrate our imminent victory!

The Henchponies STARE blankly.

MANE-IAC (CONT'D)
"Imminent"? It means any moment
now.

The Henchponies continue to STARE blankly.

MANE-IAC (CONT'D)
Just start celebrating, will you?!!
I command it!

The Henchponies immediately start disco DANCING while Mane-iac playfully taunts her captives, pulling a large LEVER on the horseshoe and switching off the beam of light.

200 MANE-IAC (CONT'D)
Hey, look, Power Ponies, you're
free!... NO YOU'RE NOT!... You're
free again!... NO YOU'RE NOT!

The ponies are momentarily free... until Mane-iac quickly switches the beam back ON so each pony is held prisoner again! She does this several times in a row, entertaining herself.

201 MANE-IAC (CONT'D)
<LAUGHING> No, no, seriously,
you're free... NO YOU'RE NOT!
<LAUGHING> Oh, I could keep this up
for hours.

Spike is hiding unseen in the lair. He eavesdrops as Mane-iac evil-monologues about her imminent glory.

202 MANE-IAC (CONT'D)
At long last, I shall finally
destroy the Power Ponies. Then,
there will be no one left to stand
in my way!

Mane-iac rears up, and on cue, several Henchponies pull a LONG RED TARP off a large, MAGICAL-LOOKING CANNON. On the firing mechanism end of the cannon is a platform area with obvious spots marked to place HORSE HOOVES.

203 MANE-IAC (CONT'D)
Congratulations, Power Ponies. You
shall live long enough to see me
fire my Cannon of Calamity.

Spike's attention snaps back to the large cannon.

204 SPIKE
(to himself)
It's Mane-iac's doomsday device!
But that's not in this comic book?!

205 MANE-IAC
Once I pound my thundering hooves
on this platform...

Mane-iac rears up but then gently steps on the platform.

206 MANE-IAC (CONT'D)
... this cannon will amplify my
power a million times over and
destroy anything in its path! Mare-
tropolis will be totally
obliterated! <EVIL CACKLE>

The Henchponies STARE blankly.

MANE-IAC (CONT'D)
"Obliterated"? To remove from
existence leaving no trace.

The Henchponies all smile and nod eagerly, psyched to be a
part of this, now that they understand what it is.

MANE-IAC (CONT'D)
<MANIACAL LAUGH>

207 FLUTTERSHY
(through clenched teeth)
I don't mean to interrupt. And you
worked very hard on your plan, I'm
sure. But aren't you forgetting
about somebody?

208 MANE-IAC
<MANIACAL LAUGH interruptus> Who?

209 FLUTTERSHY
(through clenched teeth)
Why, Professor Um, of course.

210 MANE-IAC
Professor wha?

211 APPLEJACK
(through clenched teeth)
No, not Professor Wha. Professor
Um.

212 RAINBOW DASH
(through clenched teeth)
He has the most awesome superpowers
of them all. Powers so great,
they're too dangerous to even talk
about!

Mane-iac laughs hysterically.

213 MANE-IAC
Stomper?! You must be joking.
Everybody knows you just keep him
around because you feel sorry for
him.

214 TWILIGHT SPARKLE
(through clenched teeth)
Maybe in your world. But in our
world Spike- er, Professor Um, is a
valuable member of our team! And he
always comes through when we need
him. Always.

215 MANE 6
(through clenched teeth)
That's right!/You'll see!/He can do
it!/Don't underestimate Spike- er,
Professor Um!

Spike hears the whole conversation from his hiding place. He
is genuinely moved. A SINGLE TEAR comes to his eye.

216 SPIKE
(sniffling)
Wow. They do think I'm important.
That really gets ya...
(hitting his chest)
... right here, y'know?

He turns, addressing this to a single Henchpony standing
beside him who is equally moved by the display of loyalty.
Then Spike quickly realizes who he's talking to!

217 SPIKE (CONT'D)
<startled>

Spike's quick, startled movement manages to knock the
Henchpony unconscious.

Mane-iac is perplexed by the assertions of the Mane 6.

218 MANE-IAC
Stomper, right? Little guy? Bad
fashion sense?

219 TWILIGHT SPARKLE
(through clenched teeth)
The very same!

Mane-iac gazes up at the beam shining down on the ponies and takes a dramatic step back from it.

220 MANE-IAC
Dementia must be a side-effect of
prolonged exposure to the beam.

Spike continues to listen in, and is inspired by Twilight's assuredness.

221 SPIKE
(sotto)
Pull it together Stomper- er,
Spike! You can do this!

The red tarp that covered the cannon catches Spike's eye, and the wheels in his head start turning. He removes the unconscious Henchpony's uniform and puts it on.

Spike begins to cautiously move across the room. Mane-iac shuts off the dance music.

222 MANE-IAC
Henchponies, gather 'round.

The Henchponies move in as Mane-iac shuffles through her record player-like device for appropriate MOOD MUSIC. She finds it and presses play.

223 MANE-IAC (CONT'D)
Henchponies, the time-

The music starts and it's a very INAPPROPRIATE <80s STYLE POP SONG>!

Mane-iac quickly grabs the "record player" and shuffles to another tune: a John Williams-esque <VILLAINOUS MARCH THEME> now echoes triumphantly though the rafters.

224 MANE-IAC (CONT'D)
Friends, minions, Henchponies, bend
me your ears, for this shall be a
night long remembered. Lo, how we
have fought for this moment! True,
there have been a few setbacks
along the way. Well, okay, many
setbacks.

Spike surreptitiously moves among the henchponies.

225 MANE-IAC (CONT'D)
There was the foiled plan to freeze
all of Mare-tropolis and corner the
market on frozen pudding pops.

Spike grabs the red tarp and begins to weave it loosely
around the feet of the henchponies.

226 MANE-IAC (CONT'D)
There was the failed attempt to
change the monetary system to
cottage cheese and devalue the Mare-
tropolis currency.

Spike pops up sporadically during the speech <GRUNTING> in
agreement.

227 SPIKE
(best low voice)
Yes/Uh-huh/You bet/That was bad.

228 MANE-IAC
And we all remember the incident
with the circus elephants, though
it seemed like a good idea at the
time.

Every other Henchpony in the room turns to ONE specific
HENCHPONY who hangs his head in shame.

229 MANE-IAC (CONT'D)
But tonight, tonight we stand upon
the brink of immortality, for we
collectively - though mostly me -
have finally defeated our most
hated nemes--
(struggling)
Nemesises? Nemesis?

Spike reaches the edge of the TARP, takes the two ends in his
hands, and slowly climbs up to the rafters above.

MANE-IAC (CONT'D)
Well, it does not matter, for
tonight we have hurled the gauntlet
of badness into the now fearful
face of... good... ness, and struck
a blow for freedom, in the name of
oppression! Because when the going
gets tough...

Mane-iac looks around the room for some compliance. The
Henchponies stare blankly at her.

230 MANE-IAC (CONT'D)
THE TOUGH GET GOING! And nothing,
save precedent, will stop us!!
(beat)
"Precedent"? Aw, look it up, will
you?! Am I the only one who paid
any attention in Evil School??

231 SPIKE
(heroically)
This looks like a job for Professor
Um!

232 MANE-IAC
Stomper? Ugh. This annoyance I do
not need.

Spike leaps from the rafters above. The RED TARP goes TAUT
and several Henchponies are up-ended!

Spike lands on the disco ball. It swings wildly and the beam
that held the Mane 6 now shoots haphazardly around the
paddock immobilizing any henchponies in its way.

233 APPLEJACK
Way to go, Professor Um!

As they each "power up," their signature colors radiate from
them. Each has a specific color that matches her superhero
costume. They all power up except for Fluttershy, who still
isn't angry.

234 RAINBOW DASH
Fluttershy, get mad. We need your
help.

235 FLUTTERSHY
I'm trying, really.

Fluttershy comically concentrates but nothing happens.

236 RARITY
Professor Um, you take care of the
cannon.

237 APPLEJACK
We'll round up these critters.

238 MANE-IAC
Not if I can help it.

Mane-iac makes her way to the Cannon of Calamity and starts
the contraption up. Lights FLASH. The machine <HUMS>.

The cannon moves into position, pointing directly at all the ponies.

Spike swings back and forth on the disco ball above. The beam reflects around the room hitting the ponies just as each is about ready to deliver a decisive blow - prolonging their battles.

239 SPIKE
Fluttershy, where are you going?

Fluttershy is walking towards the exit.

240 FLUTTERSHY
You seem to have everything under control. I'll just be over here.

Spike swings closer and closer to the cannon.

241 SPIKE
Fluttershy, we need you! Everyone is important here. You have to power up.

Mane-iac looks down the sight pointed directly at Fluttershy.

242 FLUTTERSHY
But I don't know how. Nothing is making me ma-

Fluttershy steps into a wad of BUBBLE GUM.

243 FLUTTERSHY (CONT'D)
What the?
(looking at the gum)
ARE YOU KIDDING ME! UGH! THERE'S A TRASH CAN NOT FIVE FEET FROM HERE! WOULD IT KILL SOME PONY TO PROPERLY THROW THINGS AWAY?

Fluttershy's eyes turn white. Her coat starts to change color...

Mane-iac puts Fluttershy in the cross-hairs...

244 FLUTTERSHY (CONT'D)
ISN'T THERE ENOUGH LITTERING IN THIS WORLD WITHOUT SOME PONY THROWING GUM AROUND WILLY-NILLY?!

Fluttershy's muscles expand. She begins to BULK OUT!

Mane-iac stomps her hooves...

FLUTTERSHY (CONT'D)
DO YOU KNOW HOW LONG IT'S GOING TO
TAKE TO GET THIS OUT OF MY HOOF? DO
YOU? DO YOU EVEN CARE?!?! <ROARS>

A blast shoots from the cannon... but deflects off of
Fluttershy's now immense musculature!

The resulting blast shatters the disco ball, blows Mane-iac
off of the cannon, damages the barrel and takes out most of
the Henchponies.

Spike falls from the rafters, but is caught by Rampager
Fluttershy, who gives him a peck on his cheek before gently
setting him down and joining the melee.

Applejack uses her lasso and a barrage of HOOF-A-RANGS
("Batarangs" shaped like horseshoes) from her utility belt to
push back the henchponies.

Rarity constructs a large ring and ties up several
Henchponies. Mane-iac uses her thundering hooves attack.

Rainbow Dash summons a rain cloud and douses Mane-iac with
water. Mane-iac, dripping wet, is none too pleased.

Pinkie Pie zips in and out of frame, surprising Henchponies:

PINKIE PIE
Boo! <laughs>

Mane-iac stumbles her way to the Cannon of Calamity.

245 MANE-IAC
Soon, Power Ponies, all your
efforts will be in vain!

246 RARITY
We can't let her use that Doom
thingy!

Twilight blasts Mane-iac with an X-ray from her horn. Mane-
iac's SKELETON shows, but the ray does no damage.

247 TWILIGHT SPARKLE
Well, that wasn't too embarrassing.

Twilight Sparkle tries a freezing ray but Mane-iac dodges.
Rarity forms a large mallet-shaped construct and is about to
lobber Mane-iac but Twilight Sparkle stops her.

248 TWILIGHT SPARKLE (CONT'D)
No, wait! Spike has to be the one
to defeat her or we'll never get
out of this comic book!

Mane-iac reaches the Barrel of Doom and rears up.

249 SPIKE
A pillow! Make the pillow again.

Rarity constructs a PILLOW. Spike jumps on it and pushes it
onto the Barrel of Doom platform. As Mane-iac attempts to
pound her hooves down on the platform to activate the Barrel,
the pillow construct blocks the opening.

Mane-iac strike the platform with her hooves. The cannon
fires! The barrel explodes shattering the horseshoe and
Sapphire above and blasting Mane-iac into a paddock.

As Mane-iac pulls herself from the rubble, a rainbow of light
fills frame and shines down on Spike and the Main 6.

INT. CASTLE - WISHING WELL ROOM - CONTINUOUS

The brilliant light that is filling the frame dissipates to
reveal our Mane 6 ponies plus Spike, all now back in the
Castle's Wishing Well room and all now back to their normal
designs. Spike reaches down and picks up the comic book.

250 APPLEJACK
Spike, you did it! You brought us
back home.

251 RARITY
Spike is our superhero!

252 FLUTTERSHY
And we're sorry if we made you feel
unimportant. We didn't mean to.

Spike is embarrassed.

253 RAINBOW DASH
I have to admit, it was kind of fun
being a superhero.

254 PINKIE PIE
Let's do it again!

255 FLUTTERSHY
You know, I never did get to use my
powers as much as everypony else. I
wish that...

256 TWILIGHT SPARKLE

(interrupting)

Hush! Let's not make anymore wishes in this room. In fact, it might be good idea if we seal this room up for now. Spike, would you like to handle that small, but very important, task?

257 SPIKE

I'm on it!

INT. CASTLE - LIBRARY - DAY

Spike is writing in the team JOURNAL.

258 SPIKE

Dear Diary: Today I learned that even if your friends don't always need your help, that doesn't mean they don't think you're *helpful*. I also learned that, in the future, I might want to be a teensy bit more careful with my wishes. Signed Spike... NOT Stomper.

FADE OUT.

THE END