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MY LITTLE PONY IV
"Super Ponies"
Episode 406

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FADE IN:

EXT. GOLDEN OAK LIBRARY - NIGHT - ESTABLISHING

A full moon hangs over the library.

INT. GOLDEN OAK LIBRARY - TWILIGHT'S LOFT - CONTINUOUS

The room is dark, save for the flickering light of a lantern. SPIKE is in his bed, reading a COMIC BOOK. PRINCESS TWILIGHT SPARKLE is in her own bed, eyes closed. She slowly opens them and looks over at Spike.

1 TWILIGHT SPARKLE
Spike, you really need to go to sleep.

2 SPIKE
Two more minutes, Twilight. I'm just getting to the really good part.

3 TWILIGHT SPARKLE
You said that two minutes ago.

4 SPIKE
But now I'm getting to the really, *really* good part. The Mane-iac is about to--

5 TWILIGHT SPARKLE
The Mane-iac?

6 SPIKE
(duh)
The Power Ponies most evil nemesis.

Spike holds up the comic book for Twilight to see.

ON ITS COVER is THE MANE-IAC, a wild-eyed and even more wildly-maned Mare who strikes a menacing pose against the backdrop of the modern-looking city of MARETROPOLIS.

He flips to a page in the comic and holds it up for Twilight to see.

7 SPIKE (CONT'D)
She was the power-mad owner of a hair-care product company. A tragic accident at her shampoo factory in Maretropolis not only gave her mane strange new powers, but also caused her to go...
(ovder-dramatic)
...completely insane.

ON THE COMIC PAGE a series of panels show the normal looking Mane-iac falling into a vat of NEON-COLORED LIQUID that for some reason is connected to a pair of SPARKING ELECTRICAL WIRES. In the last panel, the Mane-iac emerges with a crazed look on her face and a crazy-looking mane with sparks coming off of it.

8 TWILIGHT SPARKLE
Oh. Of course. The Mane-iac.

9 SPIKE
She and her henchponies are planning to break into the Maretropolis Museum and steal the Electro-Orb so she can use it to power up her doomsday device.

He flips to another page in the comic to reveal a GLOWING ORB in museum display case.

10 SPIKE (CONT'D)
(an exasperated aside)
Of course, the Mane-iac wouldn't have even known she could use it to power up her doomsday device if Stomper hadn't slipped up and told her all about it.

11 TWILIGHT SPARKLE
Stomper?

He holds up the comic book so Twilight can see inside. (NOTE: From this angle we can't see the comic's pages.)

12 SPIKE
Guy in the blue boots and pointless red cape. The Power Ponies bumbling and totally useless side-kick.

13 TWILIGHT SPARKLE
Oh. Stomper. Right.

14 SPIKE
The Power Ponies have to stop the Mane-iac or Mare-tropolis is doomed.

Spike leaps from his bed and looks up into the heavens in mock despair.

15 SPIKE (CONT'D)
Doomed!

Twilight smiles at Spike's enthusiasm.

16 TWILIGHT SPARKLE
Believe me, Spike, if anypony understands what it's like to get caught up in a really good book, it's me. But if we're going to make any progress fixing up Luna and Celestia's old castle tomorrow, we all have to do our part.
(then)
We don't want to be too tired to lend a hoof. Or claw.

17 SPIKE
Okay. Okay. I'm going to bed.

Spike puts down his comic book and climbs into bed.

18 SPIKE (CONT'D)
(quickly)
Good-night.

He pulls the covers up over his head.

A beat, then Twilight looks on as Spike's claw emerges from under the blanket and starts searching the ground for the comic book.

Twilight uses her magic to levitate it just out of reach. Spike's claw searches more frantically.

He suddenly throws off the sheet.

19 TWILIGHT SPARKLE
Looking for something?

Busted, Spike grimaces. Twilight grins.

20 TWILIGHT SPARKLE (CONT'D)
Two more minutes.

Spike pumps his fist.

21 SPIKE
Yes!

Spike grabs the levitating comic book and settles in to continue his reading.

END TEASER

ACT I

EXT. EVERFREE FOREST - THE NEXT DAY

Princess Twilight, RAINBOW DASH, FLUTTERSHY, RARITY, PINKIE PIE, and APPLEJACK make their way across the bridge to the CASTLE OF THE TWO SISTERS. They carry various cleaning and decorating supplies.

Spike brings up the rear, his comic book poking out of the backpack he is wearing.

22 SPIKE
And then, the evil Mane-iac is inside the Museum of Mare-tropolis, about to get her hooves on the last thing she needs to finish her dastardly doomsday device.

A beat.

23 RAINBOW DASH
Yeah. And then?

24 SPIKE
And then... I had to go to bed.

Spike and the ponies reach the entrance to the castle.

25 SPIKE (CONT'D)
Not that I'm complaining. We've got a pretty big job to do and I know you all are gonna need good old Spike to be on top of his game. Ready to do his part. Pull his own weight--

Spike stops short, realizing that the others have already gone inside. He quickly goes in after them.

INT. CASTLE - "MANE" THRONE ROOM - SOON AFTER

Our Mane 6 are in the middle of a throne room renovation. Spike looks a little lost as to what to do as the others work around him. Twilight keeps everyone on point, like a choreographer directing a ballet. Each pony is in rare form.

26 TWILIGHT SPARKLE
Looking good, everypony! Let's keep this magical make-over moving.

27 RAINBOW DASH
You got it! Grab the other end, Fluttershy, and try to keep up!

Fluttershy and Rainbow each grab an end of a long BOLT OF FABRIC and fly to the ceiling, crisscrossing and ducking over and under each other as they hang the fabric, creating an amazing-looking pattern.

Pinkie Pie, with SCRUB BRUSHES strapped to her hooves, slides through the room like an Olympic ice skater, simultaneously critiquing Applejack's placement of a LARGE PAINTING along a wall.

28 PINKIE PIE
(sliding by)
Alittlemoretotheleft!

Pinkie slides out of frame. Applejack moves the painting to the right. Pinkie slides back through frame the other way.

29 PINKIE PIE (CONT'D)
(sliding by again)
Notheotherleft!

Applejack moves it in the opposite direction.

30 PINKIE PIE (CONT'D)
(sliding through again)
Awesomethat'sperfectrightwhereitisontothe nextpainting! WHOA!

Pinkie Pie almost loses her balance, but recovers. She slides past Spike.

31 PINKIE PIE (CONT'D)
HeySpikehowyadoing?

Spike approaches Applejack who is in the process of hanging another painting.

32 SPIKE
You sure you don't need any help? Applejack? Pinkie?

33 APPLEJACK
Naw. That's okay.

34 PINKIE PIE
(sliding by again)
Wegoteverythingundercontrol!

Spike walks to the center of the room where Rarity is rearranging furniture by using her magic to levitate it from one place to another.

35 SPIKE
Do you want me to move anything, Rarity?

36 RARITY
Not necessary, darling. I'm almost finished.

37 PINKIE PIE
Lookoutcomingthrough!

Rarity levitates furniture pieces one-by-one as Pinkie slides under them.

Twilight surveys the room.

38 TWILIGHT SPARKLE
Rainbow, Fluttershy, where's that other bolt of fabric?

Spike spies the OTHER FABRIC BOLT leaning against the wall. He runs to it, but at the last moment Fluttershy swoops down and picks it up.

39 FLUTTERSHY
Here it is.

40 SPIKE
I can help you with that, Fluttershy.

41 FLUTTERSHY
No, thank you. But thanks ever so much for offering.

42 SPIKE
Dash?

Rainbow Dash calls out from above.

43 RAINBOW DASH
I'm good.

Spikes drags his feet over to Twilight.

44 SPIKE
Isn't there *anything* I can help with Twilight?

Pinkie slides by again, interjecting quickly as she goes.

45 PINKIE PIE
Don'tworryaboutitSpikeit'sallgood.

Twilight looks around the room.

46 TWILIGHT SPARKLE
I think she's right. It looks like we've got it, Spike. Guess I could have let you stay up late after all.

Twilight's attention returns to the room remodel.

47 TWILIGHT SPARKLE (CONT'D)
Looking great, everypony!
(then, to Spike)
Why don't you find a quiet spot and finish reading your comic? Weren't you right at the part where Stomper was about to stop the villain?

Spike follows Twilight as she crosses the room.

48 SPIKE
Stomper never stops the villain. He's just there for comic relief.

A CLANKING SOUND. Spike looks down, he's gotten his foot stuck in a bucket. He struggles to shake it loose as Twilight notices something off-screen.

49 TWILIGHT SPARKLE
Rarity, let me give you a hoof with that.

Spike dislodges the bucket.

50 SPIKE
(eager)
I could do it.

51 TWILIGHT SPARKLE
That's okay, Spike. I've got it.

She heads off. Spike surveys the scene. He looks on as Twilight, Rarity, Applejack, Pinkie Pie, and Fluttershy admire one another's handi-work and exchange high-fives.

52 RAINBOW DASH
Way to rock it out, ponies!

53 RARITY
Indeed. The six of us are doing an absolutely fantabulous job.

Pinkie Pie glides by again.

54 PINKIE PIE
Pony Power! Wheeee!

55 SPIKE
<SIGH>.

INT. CASTLE - SECRET ROOM - SOON AFTER

Spike plops down on one of the comfy pillows on the floor and flips through the pages of his comic.

56 SPIKE
Mane-iac breaks into the museum... Maniac puts Electro-orb in velvet bag...

He finds his spot in the comic.

57 SPIKE (CONT'D)
Ok. Here we go... Power Ponies arrive at the Museum, ready to confront the Mane-iac.

His eyes scan the pages of the comic.

58 SPIKE (CONT'D)
What a surprise, Stomper is just in the way again while the Power Ponies do all the work...

Spike's voice trails off.

59 SPIKE (CONT'D)
Guess I know what that feels like.

He <SIGHS>, then turns the page.

60 SPIKE (CONT'D)
Huh?
(then)
Wait. What? That can't be the end. How can that be the end?

REVEAL: The page of the comic book is blank, save for some very small print at the bottom of the page.

Spike squints his eyes, trying to read it.

61 SPIKE (CONT'D)
(struggling to read)
You can retry...
(then)
You can return...

He lets out an <EXASPERATED SIGH> then sets down the comic. He is suddenly struck by an idea and begins to search the room.

62 SPIKE (CONT'D)
Know I saw a magnifying glass lying around last time I was here.

INT. CASTLE - HALLWAY - CONTINUOUS

The ponies are looking for Spike.

63 PONIES
(calling out)
Spike! Spike!

64 RARITY
(calling out)
Spike, dear, we're breaking for tea and biscuits!

65 RAINBOW DASH
Tea and biscuits?! But I'm starving.

66 RARITY
Oh? Then I suppose you can eat the food *you* remembered to pack.

67 PINKIE PIE
Oooh. Snap.

68 TWILIGHT SPARKLE
(calling out)
Spike! Where are you?!

INT. CASTLE - SECRET ROOM - AT THE SAME TIME

Spike now holds a magnifying glass over the last page of the comic. He still has to squint to see.

69 SPIKE
(reading aloud)
You can return to the place you started when the Mane-iac is defeated.
(then, confused)
"Return to the place you started?"

INT. CASTLE - LIBRARY - AT THE SAME TIME

Twilight and her friends enter the library.

70 TWILIGHT SPARKLE
Oh. I bet he's in there.

She gestures to a bookcase and uses her magic to slowly pull out one of the books.

INT. CASTLE - SECRET ROOM - AT THE SAME TIME

Spike is still leaning over his comic book with the magnifying glass. He doesn't notice that the wall behind him is slowly opening to reveal his pony friends.

71 SPIKE
(reading aloud)
You can return to the place you started when the Mane-iac is defeated. Take a closer look...

Spike leans in even closer.

72 SPIKE (CONT'D)
(reading aloud)
...to join the adventure in this book?

Spike looks up.

73 SPIKE (CONT'D)
What does that even mean---?

Spike stops short. The comic book has started to GLOW.

74 SPIKE (CONT'D)
Whoa! Cool.

75 TWILIGHT SPARKLE
Spike?! What are you--

Twilight and the others eyes go wide as all of a sudden a mysterious force starts to pull Spike into the comic!

76 SPIKE
HELP!!!

His head disappears into his pages, then his torso.

77 TWILIGHT SPARKLE
Spike!

Twilight DIVES and grabs hold of his feet with her front hooves.

But the mysterious force is too strong, Spike is still being pulled into the comic. And now Twilight is too!

78 RAINBOW DASH
Twilight!

Rainbow Dash DIVES for Twilight, but whatever magic has a hold of Spike is too strong and THWHOOSH! Spike is pulled all the way into the comic with Twilight's front half going in after him.

79 APPLEJACK
Hold on!

Applejack DIVES and grabs hold of Rainbow Dash, trying to help her pull Twilight and Spike out of the comic. But now it is Rainbow Dash's front half that is disappearing into the comic. Applejack continues to hold onto her back hooves.

80 APPLEJACK (CONT'D)
It's too strong!

Rarity grabs hold of Applejack, then Fluttershy grabs hold of Rarity. All of them pulling with all their might to retrieve their friends from whatever vortex they've disappeared into.

THWOOSH! Rainbow Dash is pulled into the comic book, quickly followed by Applejack, Rarity, and Fluttershy.

Pinkie Pie shrugs then takes a flying leap and dives into the comic book after her friends.

81 PINKIE PIE
Wheee!

Pinkie Pie disappears into the comic.

A beat.

The comic book stops glowing.

Silence.

EXT. MARE-TROPOLIS - A MOMENT LATER

CLOSE ON SPIKE -- His eyes wide.

From Spike's POV, we PAN the city block which includes the MARE-TROPOLIS MUSEUM BUILDING.

82 SPIKE
Is this Maretropolis?

83 APPLEJACK (O.S.)
Somepony wanna tell me what is going on?

Spike turns. His eyes go even wider.

REVEAL: The Mane 6, looking completely bewildered, are now dressed in POWER PONIES SUPERHERO COSTUMES.

84 SPIKE *
Holy new personas, ponies! *

Spike says their hero names allowed as we PAN ACROSS:

- Twilight Sparkle, AKA the MASKED MATTER-HORN, wears a headdress that allows her horn to focus light and shoot beams.

85 SPIKE (O.S.) (CONT'D)
Masked Matter-Horn.

- Pinkie Pie, AKA FILLI-SECOND, has a costume designed for super-speed.

86 SPIKE (O.S.) (CONT'D)
Fili-Second.

- Rainbow Dash, AKA ZAPP, wears a helmet with lightning bolts. A mantle around her neck holds a golden lightning bolt in a holster.

87 SPIKE (O.S.) (CONT'D)
Zapp.

- Rarity, AKA RADIANCE, has pieces of JEWELRY that can shoot out different colors of energy, creating various kinds of pretty, but useful, CONSTRUCTS on an as-needed basis.

88 SPIKE (O.S.) (CONT'D)
Radiance.

- Applejack, AKA MISTRESS MARE-VELOUS, 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".

89 SPIKE (O.S.) (CONT'D)
Mistress Mare-velous.

- Fluttershy, AKA Uproar, has a new costume but otherwise looks pretty much the same. *

90 SPIKE (CONT'D)
Uproar. *

Back on Spike.

91 SPIKE (CONT'D)
(utter disbelief)
You're the--

He stops short at the sound of an EXPLOSION (O.S.) He turns around to see THE MANE-IAC emerging from a giant, newly formed hole in the wall of the museum. Around her neck is a pouch. Through it we can see the soft glow of the ELECTRO-ORB.

92 MANE-IAC
Power Ponies! How kind of you to join us.

Off the confused expressions of our Mane 6 we...

END ACT I

ACT II

EXT. MARE-TROPOLIS - A MOMENT LATER

Spike and our Mane 6 stare wide-eyed at the Mane-iac.

93 APPLEJACK
Did she just call us "Power Ponies"?

94 SPIKE
(flabbergasted)
You're the... the superheroes from my comic book. It somehow zapped us all in here.

95 RAINBOW DASH
So somepony zap us back out.

Twilight powers up her horn. She reacts with confusion as ZAP! she accidentally fires a wobbly beam of light toward the Mane-iac who DIVES out of the way to avoid being hit. The pouch containing the Electo-Orb flies off her neck and lands on the ground a few feet away.

96 TWILIGHT SPARKLE
That's not what I was trying to do.

97 SPIKE
Uh-oh.

98 APPLEJACK
Uh-oh. Whatta ya mean, "uh-oh"?

99 SPIKE
My comic book... It said the way to get back to where we started was to defeat the Mane-iac.

The ponies look at him, confused. He gestures to the Mane-iac who is getting to her feet.

100 SPIKE (CONT'D)
(explaining)
The Mane-iac. Your arch-nemesis.

101 FLUTTERSHY
Our arch-nemesis? But I don't want to be anypony's arch-nemesis. I'm sure if we just talked to her--

She stops short as the Mane-iac snarls.

102 MANE-IAC
Time for the mane event!

She WHIPS her mane around and it suddenly SEPARATES into several ELECTRIFIED TENTACLE-LIKE EXTENSIONS. One of which wraps around a nearby PRETZEL CART and HURLS it toward the Power Ponies.

They all duck as it flies over their heads.

103 APPLEJACK
Guess nopony told her that.

The Mane-iac's locks now grab a MAILBOX and hurl it toward the Power Ponies.

Pinkie Pie takes one step to avoid being hit by the mailbox and quickly ZOOMS AWAY out of sight, leaving a small swirl of dust in her wake!

104 PINKIE PIE
Waaa...!

105 RAINBOW DASH
Pinkie! Where'd she go?!

106 SPIKE
She could be miles away from here by now. Pinkie is Filli-Second, the fastest pony in the world.

107 RAINBOW DASH
Aw. I want to be that one.

108 APPLEJACK
Don't y'all worry none. I got this.

Applejack instinctively pulls out her LASSO. Not realizing its super-power properties, she lets it fly and quickly finds herself tangled to the nearest lamp post! (NOTE: The lasso should not be around her neck.)

109 APPLEJACK (CONT'D)
<STRUGGLE EFFORTS>

Mane-iac can't believe her eyes.

110 SPIKE
(urgently)
Twilight, freeze her mane!

111 TWILIGHT SPARKLE
Do what?

112 SPIKE
You're the Masked Matter-horn. You can shoot all kinds of crazy power beams from your horn! Shoot the freeze ray!

Twilight tries to shoot a freeze ray from her horn, but it just makes a few snowflakes then fizzles out.

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

The Mane-iac uses one of her hair tentacles to pluck more items from the street and hurl them at the Power Ponies. She then forms the rest of her tentacled mane into a lounge chair and sits back to watch the following unfold.

114 SPIKE
(in a panic)
Dash, quick! Bring on the thunder!

Rainbow Dash stares blankly at Spike.

115 SPIKE (CONT'D)
You're Zapp and your super-power is controlling the mighty forces of nature! Summon forth your lightning power!

116 RAINBOW DASH
Er, I summon forth... my lightning power?

Rainbow Dash looks questioningly at Spike. Spike excitedly jumps up and down.

117 SPIKE
Unholster the lightning bolt!

Rainbow unholsters the LIGHTNING BOLT and holds it aloft. It shoots out electrical currents into the sky. A TORNADO starts to form.

118 SPIKE (CONT'D)
Lightning! Lightning! Not a tornado!

Pinkie Pie zips back in with an ice cream cone, gets caught in the tornado, and inadvertently increases its strength with her uncontrollable speed! Melting ice cream goes everywhere.

119 PINKIE PIE
Wheee!

The Mane-iac uses her mane extensions to secure herself to a nearby building, but the remaining Power Ponies are sucked into the vortex too!

Spike grabs hold of the same lamp post that Applejack is tied to. He tries to yell out suggestions as ponies whip by in the vortex.

120 SPIKE
Fluttershy, you're Uproar! Lose your temper and you'll turn into a huge, super-strong monster!

Fluttershy answers a bit at a time as she crosses in front of Spike on each spin.

121 FLUTTERSHY
Oh. Gosh. That wouldn't... be very... polite.

122 SPIKE
UGH! Rarity, use your jewelry to create attack constructs.

Rarity answers a bit at a time as she crosses in front of Spike on each spin.

123 RARITY
But of course!... Just one question.

124 SPIKE
Hurry!

125 RARITY
What's an... attack... construct?

126 SPIKE
You think of something -- *anything* -- and your bracelet makes it appear.

Rarity concentrates and TEA SET appears. It is immediately SMASHED by the twisting tornado.

127 SPIKE (CONT'D)
Something useful!

Mane-iac knows an escape opportunity when she sees one.

128 MANE-IAC
Well, this has been... quite the hair-raising experience, but I really must be going.

129 SPIKE
No!

Spike sees the pouch that holds the ELECTRO-ORB blowing through the streets.

130 SPIKE (CONT'D)
The Electro-Orb!

He leaps for it and misses. The pouch opens and the Electro Orb rolls out... and right up to Mane-iac's hoof. She uses her tentacle hair to pick it up.

131 MANE-IAC
(to Spike, condescending)
Why, thank you, Stomper.

A horrible realization dawns on Spike. He looks down at the costume he's wearing for the first time. Blue boots. Red cape. He IS Stomper!

132 SPIKE
Blue boots. Red cape.
(then)
I'm Stomper?! Oh, no!

The Mane-iac makes her hasty escape as Spike gets sucked into the ever growing tornado joining all his friends (MINUS APPLEJACK, who is still tied to the lamp post).

133 SPIKE/PONIES
Ahhhh....!!!

The tornado continues to grow in size and gain speed. With each successive revolution it picks up more and more debris.

Applejack is still tied fast to a nearby lamp post.

Spike makes his way to the outer edges of the vortex. He tries to communicate with Applejack, but he is limited to speaking in fragments, only when he spins into view (like Fluttershy and Rarity had been).

134 SPIKE
Applejack! ... You gotta... help stop the... tornado from destroying... the city!

135 APPLEJACK
I'm trying to, but every time I move, this dern lasso just gets tighter.

136 SPIKE
(still whizzing by)
It's a Liberty Lasso... You're psychically connected... to it. If you fight... it fights. *Will* it... to where you want it... to go... and it'll... obey you.

137 APPLEJACK
Obey me, huh?

Applejack calms herself down and concentrates. The lasso begins to magically unwind, then WHIRLS in place - matching the speed of the tornado.

It <CRACKS> like a whip and flies into the center of the vortex. It goes taut then yanks Pinkie Pie out.

138 PINKIE PIE
That was spintastic!

The tornado begins to subside. Applejack repeats the action with the lasso until everyone is plucked to safety and the cyclone dissipates.

139 SPIKE
(dizzy)
Let's not do that again.

The ponies catch their breath and get their bearings.

140 APPLEJACK
Okay, y'all. Let me get this straight. We've been sucked into some kind of... comic book world?

141 SPIKE
Technically, it's called Maretropolis.
(then)
And if we want to get back to Ponyville, I think we have to stop the Mane-iac from using her doomsday device to destroy it.

142 RAINBOW DASH
No biggie. I was already awesome and now it looks like we've all got super powers. We got this.

Spike slumps.

143 SPIKE
Almost all of us have super powers.

144 RARITY
But you must have them too, dear, your character's wearing a cape.

145 SPIKE
Yeah. For absolutely no reason. Stomper can't fly. Can't lift objects twice his size. Can't move things with his mind.
(then, with a sigh)
He's pretty much useless.

Twilight notes the somber look on Spike's face and gives him a smile.

146 TWILIGHT SPARKLE
Good thing you're not really Stomper then.

Spike shrugs.

147 SPIKE
(unconvincing)
Yeah. Good thing.

148 RAINBOW DASH
So the six of us "Power Ponies" will take care of the Mane-iac and get us back to Ponyville.
(then)
Course you guys'll probably wanna practice using your superpowers before the big showdown.

149 APPLEJACK
Yeah. 'cause you've really mastered the whole powerful lightnin' bolt thing.

150 RAINBOW DASH
Hey! At least I didn't tie myself to a pole.

Applejack and Rainbow Dash stare one another down. Twilight steps between them.

151 TWILIGHT SPARKLE
None of us knew who we were or what we could do when we first got here.
(then)
But if we want to get out of here, we'll have to start figuring it out.

Pinkie Pie suddenly ZIPS out frame right, then suddenly ZIPS back in frame left. She now has a cupcake.

152 RARITY
Pinkie Pie! This is no time for a cupcake break.

153 PINKIE PIE
(mouth full of cupcake)
I wasn't even gone 2 seconds.

154 FLUTTERSHY
She really wasn't.

The others nod in agreement. She was pretty fast.

155 TWILIGHT SPARKLE
Spike, where is the Mane-iac building her doomsday device?

156 SPIKE
Her top secret headquarters. But you'd better get there quick. That glowing orb she just stole is what she's going to use to power it up.

157 APPLEJACK
So what are we waitin' for? Lead the way, Spike.

158 RAINBOW DASH
Then leave the rest to us.

159 PINKIE PIE
Power Ponies power! Whee!

She ZIPS off screen, then returns a second later with another cupcake.

Spike <SIGHS>, then starts leading the way.

EXT. OUTSKIRTS OF MARE-TROPOLIS - SOON AFTER

Spike and the "Power Ponies" peer around the side of a building, looking at something just off-screen.

160 SPIKE
There it is-- the Mane-iac's evil lair.

REVEAL: The SHAMPOO FACTORY. A flickering NEON SIGN depicts shampoo pouring from a bottle and onto a pony's mane, creating a bubbly lather.

161 APPLEJACK
Is that a... shampoo factory?

162 TWILIGHT SPARKLE
But I thought that was where the Mane-iac got into that "tragic accident" that made her go insane.

163 SPIKE
It is. And now she's turned it into her evil lair.

164 APPLEJACK
Sounds a little over-the-top if you ask me.

165 SPIKE
Well she is a comic book villain.

Point taken.

166 TWILIGHT SPARKLE
Alright, Power Ponies here's the plan. Rarity, you, me and Pinkie Pie will sneak around the back. Fluttershy and Rainbow Dash you'll see if there's a way in through the--

She is cut off by an O.S. declaration from Rainbow Dash.

167 RAINBOW DASH (O.S.)
Come on out Mane-iac!

Twilight and the others look out to see Rainbow Dash is now hovering in front of the neon shampoo factory sign.

168 RAINBOW DASH (CONT'D)
Or the Power Ponies are coming in.

Rainbow Dash unholsters her Lightning Bolt.

169 TWILIGHT SPARKLE
So much for the element of surprise.

The rest of the ponies quickly join Rainbow Dash in front of the Factory. Spike lingers in the background, pouting.

170 SPIKE
(under his breath)
Guess I'll just hang back here doing nothing. As usual.

The Power Ponies continue to wait for the Mane-iac to make an appearance.

171 FLUTTERSHY
(to Rainbow Dash)
Maybe she didn't hear you.

Irritated, Rainbow Dash re-holsters her lightning bolt.

172 RAINBOW DASH
I said, come out Mane-iac or we're coming in!

Silence.

173 FLUTTERSHY
I don't think she's home.
(then)
Maybe we should just come back later--

174 MANE-IAC (O.S.)
<MANIACAL LAUGHTER>

175 RARITY
She's home.

Just then, the large metal front door to the factory rolls up, revealing the Mane-iac's fabulously coiffed HENCHPONIES.

176 TWILIGHT SPARKLE
And she isn't alone.

The Power Ponies close ranks.

177 APPLEJACK
Alright, y'all. Time to "Power Pony Up".

178 PINKIE PIE
Oooh. Nice catchphrase.

Suddenly, the Henchponies rush the Power Ponies.

179 TWILIGHT SPARKLE
Freeze Ray!

Twilight Sparkle lowers her horn and SPLAT! a snowball fires out of her horn and hits one of the Henchponies in the chest.

180 RARITY
It's an improvement, darling.

Another henchpony goes after Applejack. She quickly digs through her saddlebags, then WHAM! WHAM!

181 APPLEJACK
Hoof-arangs!

She trips him up with a couple of well-tossed HOOF-ARANGS that then fly back into the bag.

A Henchpony comes at Pinkie Pie who zips off-screen at lightning speed. The henchpony looks around, confused, where did she go? He then feels a tap on his shoulder, turns around and takes a tray of cupcakes to the face. Pinkie Pie grins as, blinded by frosting, the henchpony stumbles around.

Rarity looks up to see another henchpony standing on the rooftop of the Factory. A swift kick of his hind leg sends the shampoo bottle of the factory sign plummeting toward Rarity.

Rarity concentrates and her jewelry glows and creates an ENORMOUS UMBRELLA over her head. The shampoo bottle lands on top of it and then slides harmlessly to the ground where it shatters.

Rarity eyes her jeweled bracelet.

182 RARITY
Oh I do so love a functional accessory.

Still another henchpony goes after Fluttershy who just stands there shaking like a leaf. ZAP! Suddenly he is hit by LIGHTNING. We PAN UP to Rainbow Dash who reholsters her metallic lightning bolt.

183 RAINBOW DASH
Seriously? You aren't even just a little angry right now?

Fluttershy shrugs.

Twilight looks around at the incapacitated Henchponies, then addresses her friends.

184 TWILIGHT SPARKLE
Nice work, “Power Ponies”. Now let’s take care of the Mane-iac and get ourselves home.

185 MANE-IAC (O.S.)
I don’t think so.

REVEAL: The Mane-iac is now standing in the open doorway to the factory. The tentacles of her mane whip around her. One of the hair tentacles holds an outrageously enormous CAN of HAIR SPRAY. * *

186 MANE-IAC (CONT’D)
I have a city to destroy. And I’m not about to let the Power Ponies stop me. Not this time.

187 RAINBOW DASH
Just watch us.

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

Mane-iac turns the Hair SPRAY in her direction and it fires a stream of bright red hairspray. Rainbow Dash is instantly immobilized and crashes to the ground like a stone.

ON SPIKE whose eyes go wide.

188 SPIKE
The Hair Spray Ray of Doom!

He rushes toward his friends.

189 SPIKE (CONT’D)
It stops you in your tracks and renders your powers useless!

190 RARITY
We’ll just see about that.

Rarity creates an enormous POWDER-PUFF with her jewelry and charges toward Mane-iac with it. But she, too, is rendered immobile and powerless by the hair spray.

191 SPIKE
Maybe I wasn’t clear on this. It <u>stops you in your tracks</u> and renders you <u>powerless</u>!

Twilight, Applejack, and Pinkie make their attempts to strike Mane-iac.

Twilight concentrates and shoots an energy beam from her horn, but Mane-iac <YAWNS> and “fires” at Twilight with the hair spray ray, rendering her immobile.

192 MANE-IAC
Looks like it’s time to rinse and repeat.

Applejack uses her lasso to grab a lamp post and fling it at Mane-iac. It almost hits Mane-iac but she knocks it away with a hair-tentacle and then blasts Applejack with the hair spray ray, rendering her immobile.

As Mane-iac fires the Hair Spray Ray of Doom at Pinkie Pie, Pinkie zigs and zags evasively. Mane-iac turns the moment into a game of target practice - firing rapidly and blasting holes into building after building until she finally hits her mark - Pinkie.

Mane-iac walks up to Pinkie Pie and pokes her in the chest with one of her hair tentacles. Pinkie falls over.

193 MANE-IAC (CONT’D)
Not so fast now, are we?

Pinkie and the other inert ponies are gathered up by the now recovered Henchponies. The only two left standing are Spike and Fluttershy, who is doing her best to hide.

194 SPIKE
(desperate)
Fluttershy, please! Just a little anger?

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

Suddenly a blast from the Hair Spray Ray renders Fluttershy immobile. Mane-iac turns threateningly to Spike. Spike braces himself, assuming he's next. *

196 SPIKE
Don’t spray! *

197 MANE-IAC
(dismissive)
Stomper, why in the world would I use the Hair Spray Ray of Doom on you?! Rather pointless, don’t you think?

The Henchponies, having collected our heroes, whisk them away, passing right by Spike and paying him no mind.

198 MANE 6
Spike!/Help us!/Do something!

Off Spike's helpless look, we...

END ACT II

ACT III

INT. FACTORY - SOON AFTER

Conveyor belts <WHIR>. Bubbling neon liquid moves through the place filling vats that are still inexplicably connected to sparking electrical cords.

Spike cautiously enters through an air vent in the roof and makes his way across the warehouse via CATWALK.

199 SPIKE
What am I supposed to do? I'm useless. Just like Stomper. No wonder my friends never need me to do anything important. They're the ones with the super powers.
(then)
They've probably already figured out how to escape.

Spike looks down and sees the Ponies who are now being held in a large cage. The Hair Spray Ray of Doom hangs above, pointed at them and keeping them immobile.

200 SPIKE (CONT'D)
Or not.

The Mane-iac addresses her minions and the Power Ponies as Spike eavesdrops from the catwalk.

201 MANE-IAC
Congratulations, Power Ponies. You shall live just long enough to see me fire the instrument of your destruction.

On cue, several Henchponies pull a LONG RED TARP off a large CANNON with multiple firing mechanisms. Through a glass panel on its side, we can see the Electro-Orb.

202 MANE-IAC (CONT'D)
Once the Electro-Orb has powered it up completely...

Mane-iac steps up to the cannon, her hair tentacles wrap around the firing mechanisms.

203 MANE-IAC (CONT'D)
... this cannon will amplify the power of my mane a million times, expelling an energy blast that will cause everypony in Mare-tropolis' mane to grow wild! The city will be lost in a sea of tangles and split ends, you will be my weapon's first victims, and there is nopony who can save you from this fate.

The Henchponies all smile and nod eagerly, psyched to be a part of this. Good times, good times.

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

205 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 somepony?

206 MANE-IAC
<MANIACAL LAUGH interruptus> Who?

207 FLUTTERSHY
Spike. I mean, Stomper.

Mane-iac <LAUGHS HYSTERICALLY>.

208 MANE-IAC
Stomper?! Little guy? No superpowers whatsoever? Please, he's utterly useless.

209 APPLEJACK
Listen here, Mane-iac, "Stomper" may not be able to fly, or lift things twice his size, or move things with his mind, but that sure as shootin' don't make him useless.

210 MANE-IAC
Puh-lease. Everypony knows you just keep him around because you feel sorry for him.

211 TWILIGHT SPARKLE
(through clenched teeth)
Maybe in your world. But in our world Spike- er, Stomper, always comes through when we need him. <u>Always</u>.

212 MANE 6
That's right!/You'll see!/He can do it!/Don't underestimate him.

Spike hears the whole conversation from his hiding place. He is genuinely moved by his friends belief in him. He wipes a tear from his eye, and then stands tall.

213 SPIKE
I'm not like Stomper. When my friends really need me, I do come through.
(then, resolved)
And they need me now.
(then)
Am I right? Or am I right?

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!

214 SPIKE (CONT'D)
<startled>

Spike's quick, startled movement manages to knock the Henchpony over the side of the catwalk. He lands with a soft splash in a vat of the bubbling neon liquid. We hear a <ELECTRIFIED SIZZLE>, then the hench-pony rises to the * surface, trapped in a neon-colored bubble. *

215 SPIKE (CONT'D)
Guess that's one down.

He looks down and notices the discarded red tarp near the cannon and smiles.

DOWN BELOW

Mane-iac now gazes up at the beam of the Hair Spray Ray * of Doom and takes a dramatic step back from it.

216 MANE-IAC
I see Dementia must be a side-effect of prolonged exposure to the Hair Spray Ray * of Doom.

She turns her attention back to her henchponies. Neither she nor her minions notice Spike now surreptitiously moving among them. As she speaks, the tentacles of her mane are whipped into a frenzy.

217 MANE-IAC (CONT'D)
Lo, how we have fought for this moment!
(MORE)

MANE-IAC (CONT'D)
True, there have been a few setbacks along the way. Well, okay, many setbacks. But let's not split hairs here...

She glares at the Power Ponies, then returns her attention to her minions.

218 MANE-IAC (CONT'D)
Tonight we stand upon the brink of immortality, for we collectively - though mostly me - have finally defeated our most hated nemeses.

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

219 MANE-IAC (CONT'D)
Tonight we have hurled the brush of badness into the now fearful face of... good... ness, and struck a blow for freedom, in the name of oppression!

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

220 MANE-IAC (CONT'D)
And nothing will stop us!!

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

Spike lands on the Hair Spray Ray of Doom. It swings wildly and the blast that held the Mane 6 now shoots haphazardly around the factory immobilizing any henchponies in its way. *

221 TWILIGHT SPARKLE
Way to go, Spike!

Now free from the Hair Spray Ray of Doom, Rarity's bracelet glows and she creates a JEWELED NAIL FILE that cuts through the cage. *

The ponies leap from the open cage and "power up," their signature colors radiating from them. Each has a specific color that matches her superhero costume. They all power up except for Fluttershy.

222 RAINBOW DASH
Fluttershy, come on. We need your help. Get mad.

223 FLUTTERSHY
I'm trying, really.

Fluttershy comically concentrates but nothing happens.

A FIREFLY buzzes by Fluttershy. She smiles sweetly at it.

224 FLUTTERSHY (CONT'D)
Oh, hi there, little guy. Are you lost?

The rest of the ponies can't wait. They launch into a coordinated attack on Mane-iac and her Henchponies.

Pinkie Pie takes off like a rocket. She zips around the warehouse at a blurring speed, tagging each Henchpony on the shoulder, confusing them.

225 PINKIE PIE
Tag! You're it. Tag! You're it. Tag! You're it. Tag! You're it!

The Henchponies are so confused that some of them begin to go after each other by mistake.

Mane-iac does her best to direct her Henchponies!

226 MANE-IAC
No! Over there! There, THERE! IDIOTS!

Twilight uses her power to ICE the warehouse floor. The Henchponies begin to slip and slide, comically crashing into one another.

227 SPIKE *
Bring the heat, Twilight! *

228 TWILIGHT SPARKLE *
Huh? *

229 SPIKE *
Your heat ray! Use your heat ray! *

Twilight then uses her HEAT RAY to create holes in the ice into which the henchponies stumble and fall. *

Rainbow Dash's eyes glow different colors as she uses her lightning bolt to summon up a huge storm cloud inside the warehouse. She sends multiple tornadoes down from the storm that lift Henchponies off the ground.

230 RAINBOW DASH
Need a place to put these guys!

Rarity's jewelry lights up and several GOLD, BEJEWELED FLOATING CAGES appear.

231 RAINBOW DASH (CONT'D)
Really necessary for the cages to be all sparkly like that?

232 RARITY
Yes. Yes, it is.

Rainbow Dash shrugs, then uses her tornadoes to deposit the henchponies in the cages.

Applejack flings a pair of hoof-arangs at the cage doors and closes them, then notices a couple of henchponies attempting to make an escape out a back door.

233 APPLEJACK
Hold it right there, partner.

Applejack's mind-controlled lasso wraps itself around the henchponies and deposits them into another of Rarity's cages.

But the battle is not yet won. Henchponies seem to be coming out of the woodwork.

234 SPIKE
Fluttershy, where are you going?

Fluttershy is standing near the exit.

235 FLUTTERSHY
You all seem to have everything under control.

ON MANE-IAC as she looks down the sight of her cannon and brings Fluttershy into view. (NOTE: There should not be cross-hairs in the sight of the cannon.)

236 SPIKE
Fluttershy, we need you! You have to power up.

Just then the helpless little FIREFLY buzzes in front of the cannon's sight, throwing off Mane-iac's aim.

237 FLUTTERSHY
I'm sorry. It's just that nothing is making me mad-

Mane-iac slaps the firefly out of the way with one of her hair tentacles, sending it flying. The firefly hits a wall and slides down it.

Fluttershy rushes over to it.

238 FLUTTERSHY (CONT'D)
Oh, goodness. Are you're okay?

The firefly nods its tiny head.

239 FLUTTERSHY (CONT'D)
(to Mane-iac)
ARE YOU KIDDING ME! I MEAN, I KNOW YOU'RE EVIL AND EVERYTHING, BUT YOU'D HURT A TEENSY, LITTLE, HARMLESS FIREFLY? REALLY? WHY, YOU'RE JUST A GREAT BIG... MEANIE! THERE, I SAID IT!

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

Mane-iac has her cannon aimed at Fluttershy. But Fluttershy just stares back at it defiantly.

240 FLUTTERSHY (CONT'D)
WHAT MAKES YOU THINK YOU'RE SO SPECIAL? LIKE THE RULES OF COMMON COURTESY DON'T APPLY TO YOU?! WHY DON'T YOU PICK ON SOMEBODY YOUR OWN SIZE!!!

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

Mane-iac fires a blast from the cannon... but it deflects off of Fluttershy's now immense musculature!

241 UPROAR-FLUTTERSHY
<ROARS>

The resulting blast ricochets back toward Mane-iac who is knocked back from the cannon and O.S.

Fluttershy then rushes the cannon, picks it up, and smashes it back and forth on the ground a la Hulk smashing Loki in The Avengers.

The other Power Ponies stare at her in disbelief.

The cannon effectively destroyed and then some, Fluttershy stops smashing. She gives her fellow Super Ponies a little shrug.

A beat and then...

242 MANE-IAC (O.S.)
My mane!!! My mane!!!!

REVEAL: The Mane-iac's sparking hair tentacles are growing out of control and wrapping around her until she is helplessly bound up by her own hair.

Spike and the Power Ponise surround the now powerless, and cowering Mane-iac.

243 SPIKE
You know what they say, Mane-iac... Hair today, insane tomorrow.

The Mane 6 look at Spike. What?!

244 SPIKE (CONT'D)
No? I thought it was kind of catchy.

He shrugs.

245 SPIKE (CONT'D)
Guess we'll go with the usual then...

Spike and the Power Ponies strike a dramatic pose.

246 SPIKE (CONT'D)
(puffing out his chest)
Once again, the day is saved by--

WHOOSH! Spike and the Power Ponies are suddenly sucked out of frame and we CUT TO:

INT. SECRET ROOM - CONTINUOUS

Spike, Twilight, Pinkie Pie, Rarity, Rainbow Dash, Fluttershy, and Applejack come zooming out of the pages of the comic book and land with a thud on the ground. It takes them a moment to realize what has happened, then all react with <EXCITED WALLA>.

The ponies embrace.

247 RAINBOW DASH
Did you see how I was raining down a storm of justice there at the end?

248 APPLEJACK
You catch how I was wieldin' that lasso? With. My. Mind.

Pinkie Pie offers up some cupcakes.

249 PINKIE PIE
Cupcakes?

250 RARITY
How did you--?

251 PINKIE PIE
We had a good half-second before we got sucked back out of the comic and The Mare-tropolis bakery was only 65 blocks away.

Spike is the most visibly relieved of them all.

252 SPIKE
I'm just glad to be back.

253 TWILIGHT SPARKLE
Wouldn't have made it back if it weren't for you, Spike.

The others nod in agreement.

254 TWILIGHT SPARKLE (CONT'D)
But I do have one question. Where exactly did you get that comic book?

255 SPIKE
I usually get them from the Ponyville Comic Book Shop, but this one I got in Canterlot at The House of Enchanted Comics.

The other ponies give him a look -- you can't be serious?

256 SPIKE (CONT'D)
Well, I didn't know it meant they were literally enchanted.

The other ponies just shake their heads in disbelief and start to make their exit.

257 SPIKE (CONT'D)
(calling after them)
I thought it just meant, like, the comics they sold there had really enchanting story-lines.
(then)
Hey, wait up! I'm an important part of this team, remember?

He chases after his friends, leaving the comic book behind. It suddenly begins to GLOW and then POOF! disappears into thin air.

INT. TWILIGHT'S LOFT - LATER THAT NIGHT

Spike is drawing COMIC BOOK PANELS of his adventure in the GROUP JOURNAL. Twilight looks over his shoulder.

258 TWILIGHT SPARKLE
Great idea doing a comic instead of a regular entry into the journal.

259 SPIKE
Thought it might be a better way to tell the exciting story of a dragon who realizes that just because your friends don't always need your help, it doesn't mean they don't think you can be helpful.

260 TWILIGHT SPARKLE
And that you don't have to have super powers to be a super friend.

261 SPIKE
Yeah.

Twilight then raises an eyebrow at the new panel Spike has drawn in his comic.

CLOSE ON THE PANEL -- Spike has drawn himself looking particularly tall and brawny next to the other ponies.

262 TWILIGHT SPARKLE
Is that supposed to be you?

263 SPIKE
Yeah. Why?

264 TWILIGHT SPARKLE
Nothing. You look very... heroic.

265 SPIKE
(proudly)
Yes, I do.

Twilight grins at Spike as he resumes his drawing and we...

FADE OUT.

THE END