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April 2/14
@ DeR's.

Pickup Tara Strong - As Recorded
(takes. 1-34)
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@ DeR's.

Distribution:

Production

Devon Cody
Meghan McCarthy
Mitchell Larson
Jayson Thiessen
Jim Miller
Lesley Crawford
Melinda See

The HUB

Tegan Molloy
Allegra Newman
Linda Shima Tsuno
Wayne Winstead

Hasbro Studios

Stephen Davis
Kathy Page
Michael Vogel
Brian Lenard
Gabriel Monje
Lauren Solomon
Finn Arnesen
Nina Scales

Hasbro Brand

Donna Tobin
You Sun Hwang
Samantha Lomow
Gretchen Forrest
Marissa Mansolillo

MY LITTLE PONY V

The Cutie Map Part 2

Episode 502

Story by: Meghan McCarthy

Written by: Scott Sonneborn & M.A. Larson

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TEASER

FADE IN:

SC 1. MONTAGE

Exciting recap of Part One!

FADE OUT.

END TEASER

MAIN TITLES

ACT 1

FADE IN:

SC 2. EXT. VILLAGE - NIGHT

ESTABLISHING. Under the glow of a full moon, the village sits in a flat spot next to rocky bluffs and mountains. Huge boulders and trees mark the surrounding landscape.

1 SOOTHING FEMALE VOICE (O.S.)
In sameness there is peace...

SC 3. EXT. COTTAGE - NIGHT

A nondescript cottage amongst dozens of others lining the main street. There are only two things different about this one. First, twin VILLAGE PONIES stand guard outside. Second, it does not have a CHIMNEY. The disembodied SOOTHING FEMALE VOICE is coming from inside...

2 SOOTHING FEMALE VOICE (O.S.)
Exceptionalism is a lie...

SC 4. INT. COTTAGE - CONTINUOUS

The cottage contains only one room. A CLOCK hangs above the lone door, with a trough of hay on one side and a trough of water on the other. There are two windows, but both are too small for a pony to fit through.

The walls are covered in posters of EQUALS SIGNS. And there is a small bookshelf. Aside from that, the cottage is empty.



APPLEJACK paces. RAINBOW DASH pushes fruitlessly against the locked door. RARITY sits forlornly staring at the drab, olive green curtains. FLUTTERSHY looks out the other window. TWILIGHT SPARKLE watches Applejack pace. And PINKIE PIE reads one of the books.

3 4 3 PINKIE PIE
Hey, this is pretty good.

She holds up the book. Both pages have only an equals sign. She goes back to reading, and when she turns the page, more equals signs.

1 2 4 3 4 TWILIGHT SPARKLE
We've got to find a way out of here. I can't take much more of that voice.

5 SOOTHING FEMALE VOICE (O.S.)
Free yourself from your Cutie Mark...

Twilight starts to pace. She and Applejack walk back and forth next to each other. Suddenly, Rarity erupts in tears!

3 4 6 5 RARITY
Ohhh, this is horrible!

7 FLUTTERSHY
There there, Rarity, it's not so bad.

8 6^k RARITY
Yes it is! Look at these drapes! I have no idea if they're tacky or not!

9 FLUTTERSHY
(helpfully)
Well I think they're nice.

This prompts a fresh round of tears.

10 RARITY
So do I!

11 SOOTHING FEMALE VOICE (O.S.)
Choose equality as your special talent...

A bird lands on the windowsill and CHIRPS.

3 12 6 FLUTTERSHY 9 10
Oh, thank goodness!

As she talks to the bird, her equals sign GLOWS.

3 (6) 13 FLUTTERSHY (CONT'D)
Can you help us, little birdy?
Maybe you can get a message to
somepony that we need help.

The bird TWEETS. Fluttershy clearly doesn't understand.

14 FLUTTERSHY (CONT'D)
Go on, now. Fly away and get us
help.

The bird TWEETS again. Fluttershy's frustration mounts.

15 FLUTTERSHY (CONT'D)
Okay, birdy, we really need your
help now.

A beat, then the bird TWEETS.

16 FLUTTERSHY (CONT'D)
Even tweets don't make sense
anymore.

She drops her head to her hooves sadly and the bird flies
away.

17 SOOTHING FEMALE VOICE (O.S.)
Difference is frustration...

13 15
17A Applejack takes her turn at the door. She rears back for a
massive kick. Her equals sign GLOWS, and the force of the
kick only knocks her to the floor.

3 (6) 18 APPLEJACK
This door's shut tighter than a...
summer of...of piglets in...shoot,
I can't even make countryisms no
more!

19 PINKIE PIE
I don't know, maybe it'll be super
fun to be all the same!

Her equals sign GLOWS and her exuberance dials back to non-
Pinkie levels.

20 11A6 (12) PINKIE PIE (CONT'D)
Sort of. More pleasant than fun, I
guess.

The ponies retreat to their own corners of the room.
Twilight continues to pace.

^{1 2 3 4}
 TWILIGHT SPARKLE
 (to herself)
 Something odd about that staff...
^{3 6 22}
 APPLEJACK
 Whattaya mean, Twilight?
^{1 2 23 3 4}
 TWILIGHT SPARKLE
 I haven't studied Eastern unicorns
 as much as I should have, but I'm
 pretty sure Meadowbrook only had
 eight magical items, not nine. And
 I don't remember any of them being
 a staff...

Applejack starts to tap rhythmically on the wall in time with the ticking of the clock.

^{3 6 24 7 8}
 APPLEJACK
 Well, looks like you'll have plenty
 of time to try to think about it...

DISSOLVE TO:

SERIES OF DISSOLVES

As madness-inducing MUSIC plays (maybe something like the Alloy Orchestra's soundtrack to METROPOLIS:
<http://www.youtube.com/watch?v=WzknO-ggUWY>) we see...

TWILIGHT SPARKLE -- thinking intently as she paces.

25 SOOTHING FEMALE VOICE (O.S.)
 To excel is to fail...

She rolls her eyes in exasperation. DISSOLVE TO:

APPLEJACK -- still tapping her hoof in time to the TICKING OF THE...

CLOCK -- the hands DISSOLVE TO hours later...

ON PINKIE PIE -- sitting next to a huge stack of books (all exactly the same). She finishes one and starts another, riveted. DISSOLVE TO:

RARITY -- holding the drapes against her fur and considering.

26 SOOTHING FEMALE VOICE (O.S.) (CONT'D)
 Be your best by never being your
 best...

Her equals sign GLOWS and the frustrated tears begin to flow again. DISSOLVE TO:

THE CLOCK -- and the hands moving forward again. DISSOLVE TO:

RAINBOW DASH -- tasting some of the hay from the trough and spitting it out. Even the hay tastes bad. DISSOLVE TO:

FLUTTERSHY -- looking out the window at some birds flying and playing.

27 SOOTHING FEMALE VOICE (O.S.) (CONT'D)
Conformity will set you free...

She SIGHS. DISSOLVE TO:

THE CLOCK -- and sunlight coming through the windows. And now it is...

SC 5. INT. COTTAGE - MORNING

A nice, long beat of the Mane Six all lost in their own thoughts, none of them talking or acknowledging each other. Then...

28 TWILIGHT SPARKLE
I'VE GOT IT!

The others JUMP.

29 TWILIGHT SPARKLE (CONT'D)
I know how we can--

30 SOOTHING FEMALE VOICE (O.S.)
Accept your limitations and happiness will follow...

31 TWILIGHT SPARKLE
I know how we can get out!

32 RAINBOW DASH
Forget it, Twilight. This door's not opening.

33 RARITY
And I'm afraid the windows are much too small for escape.

34 TWILIGHT SPARKLE
But there is a third way.

18 (20) 35 PINKIE PIE
 (jumping to her feet)
 Of course! Eventually the wind and
 weather will wear down the walls
 until they start to crumble! Then
 all we have to do is wait for a big
 enough hole to form and we can just
 walk out! It's the perfect plan!

36 TWILIGHT SPARKLE
 We don't actually have to escape.
 They'll just let us out when they
 think we've accepted their
 philosophy.

37 SOOTHING FEMALE VOICE (O.S.)
 You're no better than your friends,
 or they aren't really friends at
 all...

18 (20) 38 APPLEJACK
 But they're never gonna believe we
 switched over in just one night.

39 TWILIGHT SPARKLE
 There's one of us they might
 believe...

They all turn to look at Fluttershy.

18 (20) 40 FLUTTERSHY
 Me?

18 (20) 41 RAINBOW DASH
 You've been saying how great this
 place is since we got here!

42 (21) FLUTTERSHY
 That's because everypony's so nice
 and their village is so pretty
 and...and...

...resigning herself (22)
 ...and you're right. They probably
 would believe me.

43 TWILIGHT SPARKLE
 So you'll do it?

18 (20) 44 (21) FLUTTERSHY
 I have to lie to them. They've
 been so welcoming and friendly.
 (MORE)

18 20 21 FLUTTERSHY (CONT'D)
 Aside from locking us in here and
 trying to brainwash us into
 abandoning the things that make us
 special.

She looks at her friends and for the first time since they
 were locked in the cottage, she sees hope in their eyes.

45 23 FLUTTERSHY (CONT'D)
 Okay, I'll do it.

20 48 PINKIE PIE
 WOO-HOO!

Her equals sign GLOWS.

47 24 PINKIE PIE (CONT'D)
 I mean, cool.

20 48 FLUTTERSHY
 But what do I do once I'm out?

49 5 TWILIGHT SPARKLE
 You've got to find a way to get our
 Cutie Marks back.

27 49A ON FLUTTERSHY -- and a big, nervous GULP.

50 SOOTHING FEMALE VOICE (O.S.)
 Better is badder...

Suddenly, the door opens. Two Village Ponies enter with
 buckets of water and hay. They set to refilling the troughs
 while Starlight enters behind them.

29 30 51 STARLIGHT
 Good morning! I trust you had a
 pleasant night?

None of them answer.

52 STARLIGHT (CONT'D)
 This way, please. There are some
 friends who would like to see you.

28 52A She exits. They all look to Fluttershy as if to say, "You
 ready?" She GULPS again.

SC 6. EXT. COTTAGE - CONTINUOUS

A small crowd of VILLAGE PONIES has gathered. Among them are Double Diamond, Party Favor, Night Glider, and Sugar Belle
[NOTE: Several of the Village Ponies should be wearing the burlap bag style cloak that we first saw in Part One, and it is important that Party Favor is one of them].

30 3153 STARLIGHT
 Gather 'round, friends, gather
 'round!

Starlight's demeanor is wound ever-so-slightly even tighter. Though cheerful, there is a hint she could explode at any moment.

54 STARLIGHT (CONT'D)
 (to the Mane Six)
 We've come to ask if any of you are ready to join us. There are so many friends to be made once you realize you don't need your Cutie Marks or the talents that come with them.

55 84 DOUBLE DIAMOND 85
 (earnestly)
 We have a welcome ceremony for new friends. The whole village joins together to build you your own cottage. It really is beautiful.

Starlight smiles smugly at him, her protégé.

31 56 RAINBOW DASH
 Not interested. You may have them now, but we're going to get our Cutie Marks back!

Starlight flicks her head at one of the Village Ponies, who "ushers" Rainbow Dash back inside the cottage. The Village Pony has a smile on his face, but it is quite clear that this is not a request.

57 APPLEJACK
 Y'all don't understand, do ya? You can't force nopony to be friends! It don't work like that!

Another Village Pony "ushers" her inside.

58 32 33 VILLAGE PONY #1
 (to the remaining four)
 Please, join us!

31 32 59 ³³ VILLAGE PONY ~~///~~
We love new friends!

60 VILLAGE PONY #3
You'll see that it's better without talents!

61 STARLIGHT ³⁴
It's all right, everypony, this is a perfectly normal part of the equalization process for those who haven't quite seen the light yet.

 The Village Ponies ~~now~~ creepy smiles still on their faces.

62 STARLIGHT (CONT'D)
We'll try again tomorrow. Once you've had a bit more time to consider our philosophy.

Village Ponies step forward and start to herd the rest of the Mane Six inside. Fluttershy looks panicked. She knows this is her cue...

63 FLUTTERSHY
I'd like to join!

The Village Ponies stop. The air is heavy. Starlight studies her, her expression inscrutable.

 64 TWILIGHT SPARKLE
Fluttershy? How could you?

65 ³³ FLUTTERSHY ³⁴
If giving up my Cutie Mark means I get to stay in this lovely village with these lovely ponies, then I'll do it.

Starlight's eyes are still fixed on Fluttershy, her mouth in a tight smirk. Then she nods to the Village Ponies, who take Twilight, Rarity, and Pinkie Pie inside.

³³ 66 RARITY
Et tu, Fluttershy?

The door closes. Starlight's demeanor instantly changes.

67 STARLIGHT ³⁴
We have a new friend, everypony!

 The Village Ponies CHEER!

33 34 35
68 STARLIGHT (CONT'D)
And another miserable pony is freed
from the shackles of difference!
This is a joyous day indeed!

42 43
68A With enthusiastic welcoming walla the Village Ponies crowd
around Fluttershy, patting her on the back and generally
making her feel welcome.

69 STARLIGHT (CONT'D)
Now...

Her voice cuts through the excited crowd. They all back
away, leaving Fluttershy alone once again.

70 STARLIGHT (CONT'D)
...there is one more order of
business

She paces before the crowd, drawing out the moment.

71 STARLIGHT (CONT'D)
Just so we can be sure your
intentions are, indeed, pure.

She stops and stares at Fluttershy with a sinister smile.

72 30
STARLIGHT (CONT'D)
Will you kindly tell us the names
of those friends who so desperately
miss their Cutie Marks that they
would sneak around in the shadows
talking to strangers about it?

44 45
72A A confused MURMUR runs through the crowd. Fluttershy's face
registers panic. At the back of the crowd, Party Favor,
Sugar Belle, and Night Glider also look afraid.

73 STARLIGHT (CONT'D)
Unfortunately it is all too true,
my friends. It seems some in our
midst might be dissatisfied with
the village life.

The Village Ponies, true believers all, can't believe anypony
would feel this way.

74 STARLIGHT (CONT'D)
And so, as a show of good faith, I
should like our newest friend to
prove her loyalty by...

She turns back to Fluttershy with that menacing smile.

STATE AUDIBLE IN
SCOUT TAKE.

33 36 37 (38b) 75
 ...naming names.
 STARLIGHT (CONT'D)

ON Party Favor, Sugar Belle, and Night Glider -- suddenly quite nervous. And finally...

ON FLUTTERSHY -- caught in the bind of all binds.

FADE OUT.

END ACT 1

ACT 2

FADE IN:

SC 7. EXT. COTTAGE - DAY

Fluttershy stands before Starlight and the Village Ponies.

47 48 49 (50) FLUTTERSHY
 Um...I don't know who they were.
 (turning to the crowd)
 I'm sorry, I don't know your names
 and faces yet--

77 STARLIGHT
 Nonsense! Obviously these ponies
 must have asked you directly...

She sweeps an arm across the crowd.

78 STARLIGHT (CONT'D)
 ...kindly point them out.

46 78A The villagers agree with Starlight. Fluttershy is on the verge of breaking down, when--

79 PARTY FAVOR 51 52 53 (54)
 It was me.
 (stepping through crowd)
 It was only me.

Starlight turns to Fluttershy.

80 (50) STARLIGHT
 But your friend said ponies, did she not?

47 (50) 81 FLUTTERSHY
 Oh, uh, well, it was so dark where
 we were. Maybe Pinkie Pie got
 confused.

Starlight's eyes go from Party Favor to Fluttershy and back
 again. She doesn't buy it.

82 58 PARTY FAVOR (59)
 I... only wanted it back for a
 little while. I didn't want to
 keep it.

Starlight steps very close to him...uncomfortably close.

(50) 83 STARLIGHT
 And you're quite certain it was
 only you?

He looks at the ground.

84 PARTY FAVOR
 (sadly)
 I just wanted to remember what it
 was like.

The Village Ponies look on him with betrayal and disgust.
 Starlight shakes her head in pity. Maybe she does buy it.

85 55 STARLIGHT (56) (57)
 And no thought to the pain you'd
 cause your friends. Such
 selfishness.

(50) 86 PARTY FAVOR
 I'm sorry, everypony! I never
 wanted to leave the village! I
 love all of you!

But the Village Ponies aren't having it. Sugar Belle and
 Night Glider can only watch helplessly as Starlight nods to a
 Village Pony, who ushers Party Favor into the cottage.

SC 8. INT. COTTAGE - CONTINUOUS

And the door SLAMS shut. Party Favor realizes how stuck he
 is and his shoulders slump.

60 61 87 (62) PARTY FAVOR
 What was I thinking? I can't
 believe I even considered asking
 for my/Mark back.

cutie

11 A6C 88 TWILIGHT SPARKLE
But there's nothing wrong with--

60 89 (2) PARTY FAVOR
Don't talk to me! Any of you! I
never should have listened to your
warped ideas about Cutie Marks!

60 90 PINKIE PIE
But Cutie Marks are the most
wonderful, uniqueiest, best of all
things in the whole wide...

He equals sign GLOWS.

91 PINKIE PIE (CONT'D)
They're okay. Take 'em or leave
'em.

92 SOOTHING FEMALE VOICE (O.S.)
Talent is heartache...

60 93 (6) RAINBOW DASH
Don't worry, Fluttershy will have
us out of here in no time.

Party Favor turns away from them and rests his head on the
door. He is distraught.

94 PARTY FAVOR (65)
Didn't you see what just happened
out there? Your friend has
accepted our way. You will all
accept our way. It's only a matter
of time.

He lays down in the corner, defeated. The Mane Five huddle
on the other side of the room.

95 (63) RAINBOW DASH
This guy's a barrel of laughs.

96 PINKIE PIE
(flat)
Laughs don't come in barrels. They
come from inside you as your body's
response to delight.

97 APPLEJACK (66) (67) (68)
So what are we gonna do while
Fluttershy's out there lookin' for
our Cutie Marks?

128 98 TWILIGHT SPARKLE
 We have to stay as positive as we
 can. If Party Favor sees how much
 we really do like each other, even
 though we're all different, maybe
 we can use him to spread our
 message to rest of the village.

99 SOOTHING FEMALE VOICE (O.S.)
 Unique is a four-letter word...

60 63 100 RARITY
 Let's just hope they don't convert
 any of us first.

Despite the plan to stay positive, each of the Mane Five look
 decidedly WORRIED...

SC 9. EXT. VILLAGE MAIN STREET - DAY

Fluttershy is being paraded through town like Jesus on Palm
 Sunday. The Village Ponies are overjoyed to have her [NOTE:
 This is simply a shorthand description of the tone of the
 scene, not a suggestion for the actual visuals].

69 101 72 SHOPKEEPER
 Greetings, friend! Care for a
 cloak?

102 72 FLUTTERSHY
 Oh! Why, thank you!

76 73 74 75 76 77 78
 103 VILLAGE PONY #1
 Over there is our library. You can
 check out any book you like for as
 long as you want.

104 FLUTTERSHY 76
 Well that sounds wonderful!

74 105 VILLAGE PONY #2
 And we have friendship sing-alongs
 every Tuesday night. It doesn't
 matter how good you are. None of
 us can sing particularly well.

She stops and turns to face her entourage, who all smile back
 with no guile.

106 FLUTTERSHY
 Gosh, you really are the nicest
 ponies I've ever met.

70 71107 ⁷¹ STARLIGHT
And you will fit right in here in
our little village.

The crowd parts and she walks through.

108 ¹⁰⁸ STARLIGHT (CONT'D)
Come, all new friends stay with me
until their cottage is completed.
Let's get you settled and then you
can enjoy all that our little
village has to offer...

As Fluttershy follows Starlight back to her cottage, she makes eye contact with Sugar Belle and Night Glider. They are still smiling, but there is palpable unease underneath. Fluttershy's own smile falters, so she quickly looks away.

SC 10. EXT. VILLAGE - NIGHT

ESTABLISHING. The sun drops and the moon rises. All is quiet except for...

109 SOOTHING FEMALE VOICE (O.S.)
Winners never prosper...

SC 11. EXT. STARLIGHT'S COTTAGE - NIGHT

8 109A It's dark here, too. Suddenly, Fluttershy pops out of the chimney. She COUGHS and shakes away the soot.

79 80 110 FLUTTERSHY (V.O.)
(her thoughts)
Get the Cutie Marks back. That's
all you've got to do, Fluttershy.
Just sneak through the dark up to
that spooky old cave with the scary
magical staff and get the Cutie
Marks back.

110A intake 80 She looks around and sees that the village is asleep. With a deep breath, she flies to the ground...

DISSOLVE TO:

CLOSE ON FLUTTERSHY -- she peeks into the darkness. We can't see anything except that she's hiding in a bush.

111 FLUTTERSHY (V.O.)
(her thoughts)
Okay you're doing great. The
cave's got to be close now...

REVEAL -- she is only a few feet away from...

SC 12. EXT. STARLIGHT'S COTTAGE - CONTINUOUS

She basically hasn't moved. Then, from the shadows...

82 83 112 STARLIGHT (O.S.)
Excellent work, Double Diamond.

Fluttershy ducks her head back into the bush.

86 87 113 DOUBLE DIAMOND (O.S.)
Of course. But I don't understand why you wanted me to bring them here. Fluttershy is one of us now, surely she can be trusted.

Fluttershy peeks through the other side of the bush and finds Starlight and Double Diamond...

AND THE CUTIE MARKS OF THE MANE SIX in individual glass jars! Starlight looks closely at Twilight's Cutie Mark.

83 114 STARLIGHT
This one belongs to a princess. It could be very important to our cause.

87 88 89 115 DOUBLE DIAMOND
But if Twilight Sparkle becomes our friend, then what do we care about this old Cutie Mark? Surely it would be safest in the vault.

83 116 STARLIGHT
I just want to keep them close. Until everything is...settled.

Without taking her eyes off Twilight's Cutie Mark...

117 STARLIGHT (CONT'D)
You may go, Double Diamond.

He looks as though he wants to say something, but doesn't. He exits. Fluttershy watches as Starlight uses her horn to lift the glass jars and goes back inside the cottage.

118 FLUTTERSHY
Oh dear! How am I ever going to get the Cutie Marks back now?

A CRASH sounds from inside.

82 (82) 119 STARLIGHT (O.S.)
Ow!

A LIGHT comes on in the window. Fluttershy double checks that Double Diamond is gone, then sneaks to peek inside...

SC 13. INT. STARLIGHT'S COTTAGE, BEDROOM - CONTINUOUS

...and sees Starlight next to an overturned bowl of water. She is wet, some of it having splashed all over her. She stacks the jars against the wall, muttering to herself.

120 STARLIGHT
Clumsy fool...

With the jars stacked, she looks for a towel to dry herself. Fluttershy watches in amazement as Starlight uses her magic to wipe herself off. In the process, she WIPES AWAY PART OF HER EQUALS SIGN CUTIE MARK! Beneath, she has another Cutie Mark. It looks like SWIRLING RIPPLES OF GHOSTLY LIGHT (that could either be magic or an actual aurora borealis).

Now that she's dry, she uses her magic to apply a powdered concealer over the Cutie Mark. Then she uses a different makeup to draw on the equals sign. This done, she starts to head toward her bedroom door...

121 STARLIGHT (CONT'D)
I'd better make sure I haven't
woken our new friend...

SC 14. EXT. STARLIGHT'S COTTAGE - CONTINUOUS

122 FLUTTERSHY
Oh no!

She zooms up to the roof and down the chimney...

SC 15. INT. STARLIGHT'S COTTAGE - MOMENTS LATER

Starlight exits her own bedroom and crosses to the door to Fluttershy's bedroom. She quietly opens it and peeks inside to find...

FLUTTERSHY, seemingly asleep in bed. Starlight watches her for a moment, then gently closes the door.

ON FLUTTERSHY -- eyes wide with fear, black soot smeared all over her.

SC 16. INT. STARLIGHT'S COTTAGE - MORNING

Fluttershy comes out of her bedroom warily. She sees Starlight sitting at the plain wooden table. There are two bowls of some sort of gray food. She waits in the doorway to get a read of the situation.

90 (91) 123 STARLIGHT
Good morning, friend! Join me.

Fluttershy walks to the table and steals a glance at Starlight's rump. Equals sign.

124 STARLIGHT (CONT'D)
How was your night? Uneventful, I trust?

Fluttershy sits and relaxes. It seems Starlight is unaware of her nighttime exploits.

125 FLUTTERSHY (98) - ALT
Oh yes. I slept like a log.

She reaches for a spoon and notices a SMUDGE OF SOOT on her hoof. She quickly pulls it back before Starlight can see it.

SC 17. EXT. COTTAGE - DAY

Fluttershy follows Starlight and the small crowd of Village Ponies to the cottage. Several of them carry buckets of water and hay to restock.

126 STARLIGHT
I've got a good feeling about today, don't you all?

99 100
126A
The Village Ponies agree excitedly. She nods to two Village Ponies, who open the door and escort Applejack, Rainbow Dash, Pinkie Pie, Rarity, and Twilight outside. They close the door, leaving Party Favor inside.

Fluttershy makes eye contact with Twilight, who gives her a questioning look, as if to say, "Did you find them?" Fluttershy can only shake her head.

127 (92) STARLIGHT (CONT'D)
So...do any of you have anything you'd like to say?

The Mane Five look beaten down and tired. They hang their heads. Fluttershy can't bear to see them this way.

90 92 93 128 STARLIGHT (CONT'D) 95 96
 A pity. Well, let's try this again
 tomorrow, shall we? No new friends
 today, I'm afraid!

The villagers react, clearly disappointed. A Village Pony
 starts to usher the Mane Five back inside...

93 129 FLUTTERSHY
 Wait!

Everypony stops and looks at her.

97 130 FLUTTERSHY (CONT'D)
 I'd like to lock them in.

She runs over and replaces the Village Pony.

93 131 STARLIGHT
 Marvelous, Fluttershy, that's the
 spirit!

Fluttershy smiles and escorts her friends inside.

132 STARLIGHT (CONT'D)
 Party Favor, will you join us
 please?

He races out excitedly.

133 PARTY FAVOR
 I'm sorry, Starlight! I'm sorry,
 everypony! I've seen the error of
 my ways! I never want to look at
 my Cutie Mark again!

134 STARLIGHT
 It seems there is cause for
 celebration after all!

101 134A The Village Ponies CHEER!

94 135 PARTY FAVOR
 They tried to break me! They
 wouldn't stop talking about how
 different they are, and ~~now~~ that
 somehow makes their friendship
 stronger!

Starlight TSK TSKs 93

136 STARLIGHT
 Such backward thinking.

90 (93) 137 PARTY FAVOR
But I didn't listen! I knew what
they were up to and I didn't listen!

138 STARLIGHT (111) (116)
Well done, Party Favor. We welcome
you back with open ~~arms~~ hooves.

Party Favor smiles. Fluttershy emerges from the cottage.

(93) 139 FLUTTERSHY
Um, Starlight? I think we might
have one more friend joining us
today.

Twilight steps out behind her and the Village Ponies in
excitement! Starlight smiles with satisfaction.

140 (112) STARLIGHT (113)
Is this true?

141 (13) (14) TWILIGHT SPARKLE
I...I think so. But I just want to
be sure.

She looks sadly at Fluttershy, who nods to give her strength.

142 TWILIGHT SPARKLE (CONT'D)
If I agree to leave my Cutie Mark in
the vault, I'll really be happier?

143 (112) STARLIGHT (113)
Most assuredly! Just look around!
Equality has given us more
happiness than you've ever known!

The Village Ponies smile and nod their agreement.

144 (13) (14) TWILIGHT SPARKLE
And you wouldn't let me just live
here in the village with my old
Cutie Mark?

145 (112) STARLIGHT (113)
Out of the question. A pony with a
different Cutie Mark in our midst
would destroy our entire
philosophy. We are all equal here!

The Village Ponies MURMUR their happy agreement. No pony has
noticed during this exchange that Fluttershy has edged over
to the water bucket.

overlap
(102) (103)
139A

overlap.
(104) (105)
143A

overlap
(105) (106)
145A

112 113 146 FLUTTERSHY
Then how do you explain THIS??

overlap
107AB 146A
She THROWS a bucketful of water at Starlight...but the throw is weak and the water splashes harmlessly to the dirt in front of her. The crowd GASPS.

Starlight looks at Fluttershy with rage hidden beneath a prim smile. There can be no question now -- SHE KNOWS.

114 147 PARTY FAVOR
Why would you do that? That wasn't very nice!

Starlight, focused like a laser on Fluttershy, hasn't noticed that some of the water has SPLASHED ONTO HER.

148 STARLIGHT
I knew you couldn't be trusted.

She is so zeroed in on Fluttershy that she doesn't notice Party Favor taking off his cloak and reaching out to dry her until it's too late.

149 STARLIGHT (CONT'D)
No! Get away!

overlap.
108 109AB 149A
But Party Favor manages to get one good swipe with the cloak, and a SMEAR OF MAKEUP comes off! Beneath the equals sign, Starlight's true Cutie Mark shows through!

The crowd GASPS! Party Favors stands there, cloak in hoof, in disbelief. Starlight looks like a cornered animal.

150 STARLIGHT (CONT'D)
What are you looking at? They're the problem, not me!

151 PARTY FAVOR
(destroyed)
How could you?

152 NIGHT GLIDER
You kept your Cutie Mark?

Double Diamond, Starlight's most fervent believer, steps up next to Party Favor.

112 153 DOUBLE DIAMOND
You said Cutie Marks were evil.
You said special talents lead to pain and heartache.

112 114 154 STARLIGHT
They do, don't you see? Look at them!

155 SUGAR BELLE
Then why? Why did you take ours and not give up your own?

pitch up 1 semi tone

156 STARLIGHT
(panicking)
I had to, you fools! How could I collect your Cutie Marks without my magic?

157 118 NIGHT GLIDER 119
But...the staff...the staff has all the magic we need--

158 STARLIGHT 120 122
The staff is a piece of wood I found in the desert! It's my magic that makes all this possible! You'd all still be living your miserable lives, thinking you're better than everypony else, if it weren't for my magical abilities! I brought you friendship! I brought you equality! I CREATED HARMONY!

114 159 DOUBLE DIAMOND
You lied to us!

160 STARLIGHT 122
So what? Everything else I said is true! The only way to be happy is if we're all equal!

161 PARTY FAVOR 121 120 -ALT.
Except for you.

Twilight steps forward in solidarity with the Village Ponies.

156 166 17 162 TWILIGHT SPARKLE
Everypony has unique talents and gifts. And when we share them with each other, that's how real friendships are made--

112 114 163 STARLIGHT
QUIET!!

And now we see a glimpse of the fury beneath her tightly-wound, perfectly manicured persona.

112 114 115 116 117
 164 SUGAR BELLE
 You can't have that Cutie Mark,
 Starlight. Either we're all equal
 or none of us are.

- pitch up
 1 semi tone

They start to move toward her. She backs away and then finally RUNS...

SC 18. EXT. STARLIGHT'S COTTAGE - MOMENTS LATER

She races into her cottage and SLAMS the door. The crowd follows. Some of the Village Ponies start POUNDING ON THE DOOR, but it is locked tight.

123 124 125
 165 DOUBLE DIAMOND
 Come on, let's get our Cutie
 Marks back!

The Village Ponies agree. Some of the crowd race off for the cave while the others continue to POUND on the door.

123 124
 166 RAINBOW DASH
 Let's go with them! With our Cutie
 Marks we can get into that cottage!

123 124
 167 FLUTTERSHY
 Our Cutie Marks aren't in the
 vault.

123 124 156
 168 TWILIGHT SPARKLE
 What? Then where are they?

123 124
 169 FLUTTERSHY
 They're in there...with her!

FADE OUT.

END ACT 2

ACT 3

FADE IN:

SC 19. INT. CAVE - DAY

A group of Village Ponies races into the cave and starts beating against the glass wall of the vault.

127 128 129 130
 170 DOUBLE DIAMOND
 STAND BACK, EVERYPONY!

The crowd parts to reveal Double Diamond standing near the stone altar, the Staff of Sameness in his hooves. It is not glowing. It is not magical. It is just a big stick. He runs toward the vault and HURLS THE STAFF!

It soars end-over-end toward the glass. Just as it is about to strike, we cut to...

SC 20. EXT. CAVE - CONTINUOUS

...and an enormous OFF SCREEN CRASH echoes from inside, followed by a FLASH OF LIGHT. A beat later, CUTIE MARKS start to swoop out of the cave mouth like comets. Village Ponies come racing out with their ORIGINAL CUTIE MARKS!

SC 21. EXT. STARLIGHT'S COTTAGE - CONTINUOUS

As the Village Ponies continue to try to break into the cottage, Cutie Marks FALL FROM THE SKY like multicolored flares. When they find their owners, they SLAM INTO THEIR FLANKS in a burst of light!

127 131 132
171 RARITY
Even without my Cutie Mark, I can
tell this is beautiful.
172 TWILIGHT SPARKLE
I'd feel a lot better if ours
weren't in there with her.
131 132 186
173 APPLEJACK
But what could she do to 'em?
174 TWILIGHT SPARKLE
I don't know...

SC 22. INT. STARLIGHT'S COTTAGE - CONTINUOUS

Starlight paces. She is starting to come apart at the seams. The sounds of angry ponies SHOUTING and POUNDING ON THE DOOR fill the cottage!

131 132 134 135
175 STARLIGHT
...they think they can come to my
village and disrupt my life?!

She glares at the Cutie Marks of the Mane Six, pure desperation on her face.

Overlap.
137 138
174

131 132 134
176 STARLIGHT (CONT'D)
I'll show them! Let's see how they
like spending the rest of their
lives without their precious Cutie
Marks!

She magics the glass jars into the air and shoves her bed
aside to REVEAL A SECRET STAIRCASE...

SC 23. INT. DIFFERENT COTTAGE - MOMENTS LATER

...and she emerges from a hidden door in the floor of another
cottage, empty except for a pre-packed HORSE CART ready for a
quick escape (almost like an empty facade on a studio lot).
She lowers the Cutie Marks into the cart and hitches herself
up.

SC 24. EXT. DIFFERENT COTTAGE - MOMENTS LATER

It is right at the corner of the village. She easily runs
away into the rocky hillside just outside of town. She is
headed for the mountains.

SC 25. EXT. STARLIGHT'S COTTAGE - CONTINUOUS

Meanwhile...

177 NIGHT GLIDER

Stand back, everypony!

136AB
177A
Now that she has her Cutie Mark -- a speed gauge with the
needle pushed to the red -- she flies into the sky and SWOOPS
toward the front door...BOOM! She blasts it open! The
Village Ponies CHEER and pour inside!

SC 26. INT. STARLIGHT'S COTTAGE - CONTINUOUS

The Mane Six join the Village Ponies, but there is no sign of
Starlight.

178 FLUTTERSHY

In here!

They follow her into Starlight's bedroom, where they see the
secret staircase.

179 FLUTTERSHY (CONT'D)

They're gone! They were right over
there!

↓ ↓

131 132 133
Come on! DOUBLE DIAMOND

Double Diamond starts down the secret staircase...

SC 27. EXT. OTHER COTTAGE - MOMENTS LATER

...and emerges from the cottage Starlight just fled. The others join him.

139 140 181
Look! RAINBOW DASH

She points toward the rocky hillside where Starlight pulls her cart up toward a SNOWY MOUNTAIN. The Cutie Marks glow in their glass jars.

182 PARTY FAVOR
Oh no...
183 206 21
TWILIGHT SPARKLE
What is it?

Party Favor whips out a BALLOON from his cloak, inflates it, and quickly ties it into a set of COMICAL BALLOON BINOCULARS.

139 140 184
PARTY FAVOR
She's headed for the pass. If she makes it into those mountains, we'll never find her.

He hands the binoculars to Pinkie Pie, who peers through.

185 PINKIE PIE
These are amazing!

186 SUGAR BELLE
There's a whole network of caves up there. Your Cutie Marks will be gone forever.

- pitchup
1 semi tone

187 APPLEJACK
Then let's get movin', y'all!

The Village Ponies and the Mane Six stampede after Starlight. But very quickly, the Mane Six's equals signs begin to GLOW and they are magically slowed down.

188 RAINBOW DASH
Aw, come on!

Sugar Belle slows down to wait for them to catch up.

20 21 22 (23)
 189 TWILIGHT SPARKLE
 You go ahead! We'll...do our best!

And the pursuit heads into...

SC 28. EXT. MOUNTAIN FOOTHILLS - CONTINUOUS

Starlight pulls with everything she's got. The road is narrow and twisty, but she can see up at the top where the pass disappears between two peaks. This is her goal.

But behind her, the Village Ponies have gained a lot of ground...

And behind them, the Mane Six struggle along, their equals signs aglow.

143 144 190 RAINBOW DASH
 This is humiliating.

ON Starlight -- gritting her teeth as her cart jostles along behind her. The chase has the feel of an Old West stagecoach robbery, except the good guys are the robbers.

145 191 STARLIGHT (146)
 Are you all so willing to give up everything because of these...
 strangers?

145 192 SUGAR BELLE
 We gave up everything for you!
 Because we thought you were our friend!

- pitch up
 1 semibre.

Starlight grits her teeth and WHEELS around a tight corner. The elevation is high enough now that there is SNOW all around. The pass draws ever nearer.

All the Village Ponies make the turn...and the Mane Six trot along, bringing up the distant rear.

147 193 RAINBOW DASH
 I can't believe we have to count on these other ponies to save our Cutie Marks!

20 21 24 (25)
 194 TWILIGHT SPARKLE
 If we hadn't come here to help them, they'd still be living under her rules! Now it's their turn to help us!

143 147
195 FLUTTERSHY
And I know they can do it!

UP AHEAD -- Starlight still has the lead, but the Village Ponies are all around her.

Sugar Belle's horn GLOWS. She uses her magic to scoop up some snow on the run, then shape it into A PIE. Using her horn, she THROWS IT at Starlight. It smashes her somewhere other than her head like a snowball, sending the cart into a slight fishtail.

147
196 SUGAR BELLE
Snow pie! My newest recipe!

— pitch up
1 semitone

As Starlight fights to straighten out her cart, Party Favor is able to reach out for the Cutie Marks. He almost has his hoof on Rarity's...

But Starlight sees him and FIRES A SPELL! Her magenta and violet magic EXPLODES on the rocky path, leaving a giant crater! Party Favor's hooves move in a blur, tying balloons at lightning speed. In seconds, he has created a BALLOON SUSPENSION BRIDGE across the gap. The others bounce across.

The Village Ponies and the Mane Six continue tracking Starlight up toward the pass. We see the first CAVE ENTRANCE at the top of this hill...

ON THE MANE SIX -- they can see how close Starlight is to making it to the caves, but they can't run any faster.

197 RAINBOW DASH
She's going to get away!

ON THE HERD -- thundering up behind Starlight's cart. Double Diamond, running with everything he's got, suddenly skids to a stop, an expression of sheer bewilderment on his face.

He sees a pair of old, battered SKIS and a HELMET. Night Glider flies back to join him.

198 NIGHT GLIDER
Come on!

199 DOUBLE DIAMOND
These are my old skis. This is where I first met Starlight. She was so charming and I...I always meant to come back for them.

148
200 NIGHT GLIDER
Maybe you can reminisce another time. She's almost to the caves!

Suddenly, a sly smile comes over Double Diamond's face.

143 148 149 ABC 150
201 DOUBLE DIAMOND
Feel like an airdrop?

ON Starlight -- she glances back at the mob behind her.
She's got a comfortable lead now.

K.
202 STARLIGHT 151
Once I've made it to the caves,
I'll lose most of that group.

She smiles wickedly.

203 STARLIGHT (CONT'D)
And the rest I can handle with my
magic.

Suddenly -- Double Diamond FALLS FROM THE SKY! He lands on
the mountain and CARVES up the snow with his skis. He swoops
down into the pass and shreds a wall of powder right into
Starlight's path. She and the cart hit it and go
CORKSCREWING THROUGH THE AIR!

She slams into a snowbank. The cart crashes to the ground,
shattering the glass jars, freeing the Cutie Marks! They
soar down the pass and reattach to their owners in a flash of
color!

Applejack starts bucking her back legs like a wild bronco.

204 APPLEJACK 152 153
Yee-haw! Finally, I can buck like
a five-bit snake herder in an
Appleloosa ranch house again!

148
205 FLUTTERSHY
And you got your countryisms back,
too!

Cornered by ponies, Starlight stands and fires up her horn.
Her ghostly "northern lights" magic starts to swirl and she
fires--!

But Twilight leaps forward and FIRES A COUNTER-SPELL!
Starlight's magic wisps away like the northern lights
themselves as it meets Twilight's magic!

206 STARLIGHT
I studied that spell for years!
How can you--?

26 207 ²⁷ TWILIGHT SPARKLE
Because I have something you don't.
I studied magic for years, too, but
what I didn't know then was that
studying could only take me so far.

We TOUR HER FRIENDS, and mixed among their familiar faces we
see some of the Village Ponies -- Sugar Belle, Night Glider,
Party Favor, Double Diamond...

208 ²⁹ TWILIGHT SPARKLE (CONT'D)
Each of my friends has taught me
something different about myself.
It was their unique gifts and
passions and personalities that
helped bring out the magic inside ²⁸
of me. I never would have learned
that I represent the Element of
Magic without these five, and I
certainly wouldn't be here to stop
you now.

ON Starlight -- growing more furious by the second.

209 ²⁷⁸ TWILIGHT SPARKLE (CONT'D)
My unique friendships have given me
a type of magic you'll never have.

154 ¹⁵⁵ 210 STARLIGHT
Spare me your sentimental nonsense.
I gave these ponies real
friendships they never could have
had otherwise!

211 DOUBLE DIAMOND
How do you know that? You never
even gave us a chance.

A wave of rage builds inside Starlight, then comes pouring
out in a BLAST OF MAGIC! The ponies shield their eyes, and
when the magic evaporates into the sky, SHE IS GONE.

212 RAINBOW DASH
She's getting away!

Double Diamond runs over and peers into the cave mouth.

213 DOUBLE DIAMOND
We'll never find her in there.

26 214 27 30 31
 TWILIGHT SPARKLE
 We just have to hope that when
 she's had a chance to think it
 over, she realizes that you all
have taught her something.

Party Favor steps forward.

155 156 215 157 158
 PARTY FAVOR
 It's you who have taught us
 something. We all came to this
 village because we were searching
 for something missing from our
 lives. We thought Starlight had
 given it to us, but now...

He looks at his fellow Village Ponies -- at Night Glider, and
 Sugar Belle, and even Double Diamond.

216 157 158
 PARTY FAVOR (CONT'D)
 ...now it seems it was in front of
 us all along. It's us. We were
 missing from each other's lives.

26 217 30 31
 TWILIGHT SPARKLE
 Does that mean you'll stay in the
 village?

218 157 158
 NIGHT GLIDER
 It's our home. I'm not going
 anywhere.

Village Ponies walla agree.

219 157 158
 DOUBLE DIAMOND
 (off his skis)
 It's been so long since I've seen
 these...I started to forget who I
 really am.
 (to the Village Ponies)
 This is a chance for all of us to
 get to know each other again for
 the very first time.

220 159 160 165 166
 SUGAR BELLE
 And I finally have a chance to bake
 something besides terrible muffins!

The Village Ponies CHEER. MUSIC UP...

- pitch up
 1 semitone

overlap

161 162
 214 215

163 164
 216 217

SC 29. EXT. VILLAGE MAIN STREET - MAGIC HOUR

...because there is a STREET PARTY happening. The Village Ponies dance and mingle. Sugar Belle has set up a table with a WHOLE VARIETY of baked goods. Party Favor blows up huge balloons and they bounce across the crowd like beach balls.

The Mane Six stand back and watch.

169 221 PINKIE PIE
Now those are real smiles.

Suddenly, their Cutie Marks start to SHIMMER like they did at the beginning of Part One.

222 APPLEJACK
I'll never get used to that.

223 RARITY
I think it's divine.

169 224 FLUTTERSHY
Does that mean the map is calling us somewhere else?

32 33 225 TWILIGHT SPARKLE
I have a feeling it means our work here is done.

169 170 226 APPLEJACK
Looks like you were right, Twilight. The map did have a reason for sendin' us here. We brought real friendship to these here ponies. Guess that's why you're the Princess of Friendship.

32 33 34 227 TWILIGHT SPARKLE
But the map didn't send me. It sent us. You're a part of me, all of you, and there's no doubt you're a part of my mission to spread friendship, too.

173 227A They all squeeze in for a hug..

169 170 228 PINKIE PIE
This feels like an ending. It doesn't have to be an ending yet, right? 'Cause that Sugar Belle can bake.

229 ³² TWILIGHT SPARKLE
Maybe we can stay a little while
longer. Come on!

And as the Mane Six move off to join the party, we linger near Starlight's cottage, where something is happening in the ground...

A SMALL SAPLING, glowing silver like the Tree of Harmony, sprouts through the dirt. We HOLD ON IT for a moment, while the Village Ponies and the Mane Six party in the background, and then we...

FADE OUT.

END