

As Recorded

Sept 24/14

@ Del's

(takes 1-19)

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Tara Strong - (takes 175-230)

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MY LITTLE PONY V

"The Cutie Re-Mark Part 1"

Episode 525

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TEASER

SC. 1 - INT. TWILIGHT'S CASTLE - DAY

TWILIGHT SPARKLE stands behind a podium and looks out at her throne room. She uses her magic to levitate a stack of INDEX CARDS in front of her as she give a speech.

1 175 176 TWILIGHT
If somepony had told me when I was
a blank-flank that one day I'd give
a speech to a class at Celestia's
School of Magic, I wouldn't have
believed it, but...

Twilight stops to look at her cards, embarrassed, then continues.

2 177 TWILIGHT (CONT'D)
...I hope that I have been up to
the task, because I can tell that
all of you are, and that the future
of Equestrian magic is in good
hooves.

Twilight sets her cards down to the sound of a single pair of claws SLOW-CLAPPING and we PULL WIDE to see that the only member of the audience is SPIKE.

3 46 47 48 49 SPIKE 51 52
(over-eager)
Wow, Twilight. That was even better
than the first eleven times!

4 175 176 TWILIGHT
I don't know, Spike.

Spike's over-enthusiastic expression drops.

5 TWILIGHT (CONT'D)
I'd like to be able to get through
the whole speech without looking at
the cards.

6 46 48 49 SPIKE 50
Come on, Twilight, you can't be
nervous about giving a speech to a
bunch of magic students.

7 175 TWILIGHT 176
I'm not nervous, Spike, but I do
have to set a good example,
especially for magic students.
That's why this speech has to be...

46 48
Spike sighs, cutting her off.

8 SPIKE
Perfect.

9 175 TWILIGHT 176
Exactly. Let's go through it one
more time.

Twilight walks back up to her podium and faces the room
again.

10 TWILIGHT (CONT'D)
When Princess Celestia asked me to
speak to you today, I was
honored... *to have the opportunity to talk about my favorite subject,
magic.*

Off Spike's long-suffering expression we CUT TO...

END TEASER

MAIN TITLES

ACT ONE

53A 54
10A
SC. 2 - INT. CELESTIA'S SCHOOL OF MAGIC - HALLWAY - DAY

A crowd of ponies gather around a doorway into a classroom,
trying to peer in.

SC. 3 - INT. CELESTIA'S SCHOOL OF MAGIC - CLASSROOM - SAME

Inside, it's standing room only as ponies jockey for position
to see Twilight pointing to a SLIDE projected onto the wall
behind her.

In the slide, the CUTIE MARK CRUSADERS pose for a group
photo, showing off their newly acquired cutie marks.

11 178 179 TWILIGHT
Obviously the long-term effects of
the simultaneous acquisition of
cutie marks has yet to be
determined, but...

Twilight's horn glows and the slide disappears, unfortunately nothing replaces it. Twilight looks to the back of the room, expectantly.

12 ¹⁷⁸ TWILIGHT (CONT'D)
Ahem. Next slide, please.

55ABC 50
12A
At the projector, Spike wakes with a SNORT. He smiles apologetically and puts in the next slide - a photo of Twilight and the MANE SIX.

13 TWILIGHT (CONT'D)
I can speak from my own experience that the power of cutie mark magic is very real. And in the instance of my friends and I, it can be traced to a single event.

Twilight's horn GLOWS again and the slide changes to a wide shot of Rainbow Dash's SONIC RAINBOOM.

14 TWILIGHT (CONT'D)
Without Rainbow Dash's race to defend Fluttershy's honor, this Rainboom wouldn't have happened...

Off the image of the Rainboom, we DISSOLVE TO:

FLASHBACK MONTAGE

21 22 23
14A
CLOUDSDALE - YOUNG RAINBOW DASH, HOOPS, and DUMB-BELL take off from the starting line of their race, knocking Fluttershy from the clouds as we CUT TO the end of the race: Dash rocketing away from the Rainboom as her cutie mark appears.

15 TWILIGHT (V.O.)
Fluttershy might never have landed in Everfree forest...

180- AH >
... discovered her love of animals.

EVERFREE FOREST - YOUNG FLUTTERSHY stares up at the Rainboom, surrounded by butterflies and animals as her cutie mark appears.

16 TWILIGHT (V.O.)
Applejack might never have realized that she belonged on her farm...

MANEHATTAN - YOUNG APPLEJACK looks out her window as the Rainboom points back toward Ponyville and her cutie mark appears.

17 TWILIGHT (V.O.)
And Pinkie might never have decided to leave hers.

ROCK FARM - YOUNG PINKIE looks up from her work and her face breaks into her wide smile as her cutie mark appears.

178 179
18 TWILIGHT (V.O.)
It might be hard to imagine, Rarity
without her sense of
fabulousness...

CLIFF - YOUNG RARITY stares up as the Rainboom cracks open the rock in front of her, revealing the gems inside. Her cutie mark appears.

181 182
19 TWILIGHT (V.O.)
But it's even harder to fathom what
my life would be like.

SCHOOL OF MAGIC - YOUNG TWILIGHT sees the Rainboom out the window and her eyes go WHITE with magic as we...

END MONTAGE and MATCH DISSOLVE TO:

ADULT TWILIGHT'S EYES - as she looks out at the class of eager magic students and we realize this is the same room in which Twilight took that first magic test.

Twilight gestures to the image of the Rainboom, still projected behind her.

20 179
20 TWILIGHT
Without this Rainboom, I might not
have gotten into magic school,
Celestia wouldn't have taken me on
as her pupil, or sent me to
Ponyville to meet my friends.

Twilight smiles out at the rows of students.

21 6
21 TWILIGHT (CONT'D)
And the most powerful thing about
cutie mark magic that I've found is
the connection I share with them.

As Twilight looks over the crowd, she sees STARLIGHT GLIMMER sitting in the back row. She blinks, not sure of what she saw, but when she opens her eyes again Starlight is gone.

Unsettled, Twilight awkwardly continues, scanning the crowd as she talks.

22
22 TWILIGHT (CONT'D)
...But, um... the real question
about cutie mark... magic... is who
it seems to affect...

SC. 4 - EXT. ROAD - DAY

Twilight and Spike talk as they stroll back toward Ponyville.

23 ⁵⁸ SPIKE
Starlight Glimmer?

24 TWILIGHT ¹⁸² ¹⁸³
I was sure I saw her, Spike, but
when I looked again, she was gone.
I'm just worried what she could be
up to.

25 ⁵⁷ ⁵⁸ ⁵⁹ ⁶⁰ SPIKE ⁶²
Nothing good, I bet. I heard she
wasn't very happy the last time you
saw her.

26 TWILIGHT ¹⁸² ¹⁸³
Forcing everypony in her village to
have the same cutie mark wasn't
right. We had to do something.

27 ⁵⁷ ⁵⁹ SPIKE
And now she's come back for
revenge...

Spike watches as Twilight's expression darkens.

28 ⁶⁰ SPIKE (CONT'D)
Or she was just really interested
in your speech.

29 TWILIGHT ¹⁸² ¹⁸³
Honestly, Spike, I'm not really
sure what I saw.

Twilight and Spike stop as they arrive at the Castle of
Friendship. Twilight looks up at the Castle and smiles.

30 TWILIGHT (CONT'D)
But as long as I have my friends I
know everything will be alright.

SC. 5 - INT. TWILIGHT'S CASTLE - HALL - DAY

Twilight and Spike walk through the main hall on their way to
the Throne Room.

31 TWILIGHT ¹⁸² ¹⁸³
Maybe I was just more stressed
about that speech than I thought.

32 63 64 66 SPIKE 67
That sounds better than Starlight
Glimmer coming back with an evil
plot for revenge.

Twilight stops before the Throne Room.

33 TWILIGHT 182 183
Well, when you say it like that, it
does sound kind of silly.

Twilight heads inside and Spike follows.

SC. 6 - INT. TWILIGHT'S CASTLE - MAP ROOM - CONTINUOUS

Spike takes two steps inside and stops short.

34 63 64 65 SPIKE 68 69 70 71 ABC 72 166 ABC 167 ABC 168
Or it's totally true!

Twilight bumps into Spike, then looks up to see Starlight
standing over the map!

35 74 75 STARLIGHT
Welcome home, Twilight!

Starlight uses her magic to levitate a scroll next to her.
With a SURGE of magic from her horn, Starlight, casts a spell
from the scroll.

Magical energy extends from the scroll and surrounds the map,
bathing it in a YELLOW GLOW. Starlight looks up at them,
crumples up the scroll and tosses it aside.

36 STARLIGHT (CONT'D)
Won't be needing that any more.

Twilight steps forward.

37 TWILIGHT 182 183
What are you doing, Starlight?

Starlight looks at her and laughs.

38 74 75 76 STARLIGHT
I'd tell you, but I don't want to
ruin the surprise!

With that, she casts another spell, only this time, the
magical energy surrounds her body, lifting her into the air.

Using her magic to fly around the room, Starlight does loop
just as a SWIRLING VORTEX rises up from the map.

Before Twilight can stop her, Starlight flies into it and disappears.

39 ^{74 76 77} SPIKE
Where did she go?
40 ^{184 185} TWILIGHT
I don't know, Spike. But I think we
better find out.

As Twilight studies the STILL GLOWING map, Spike walks over, retrieves the balled up scroll and starts to straighten it out.

41 ^{74 77} SPIKE
I guess we could start with this.

Twilight's eyes go wide.

42 ^{184 185} TWILIGHT
Spike, no! Don't touch that!

Twilight rushes over to Spike just as another SWIRLING VORTEX rises up from the map and extends over them (like an upside down toilet bowl flush). Twilight and Spike look up at it in shock as they are both SUCKED UP inside and vanish!

SC. 7 - EXT. CLOUDSDALE - DAY

Twilight and Spike tumble out of an expanding whirlpool-like vortex and into Cloudsdale. Spike nearly falls through the clouds, then quickly grabs onto Twilight as he looks around.

43 ^{74 77 78} SPIKE
Cloudsdale! Starlight doesn't even
have wings. Why would she come
here?

Twilight looks around for any sign of Starlight.

44 ^{184 185} TWILIGHT
I don't know, Spike, but it looked
like she could fly with just magic.
Keep your eyes open. We don't know
what she has planned.

Suddenly, Spike sees something off in the distance -
something flying toward them fast.

45 ^{74 78 79 80} SPIKE
Hey, isn't that...

81A 82B
42A
188 189
42B - Twilight lands

Suddenly, YOUNG RAINBOW DASH whizzes by. Twilight stares after her.

46 TWILIGHT
Rainbow Dash?

They both watch her fly off, confused, when SHOUTS suddenly ring out behind them.

47 HOOPS (O.S.)
LOOK OUT!

48 DUMB-BELL (O.S.)
OUTTA THE WAY!!!

YOUNG HOOPS screams by them on the left, followed closely by YOUNG DUMB-BELL on the right.

49 TWILIGHT
What is going on!?

50 SPIKE
Um... Twilight?

Twilight looks over at Spike who points down and she realizes they are standing on a cloud in the middle of a race track.

51 TWILIGHT
Oh.

As they move off to the side, Twilight looks out at the track.

52 TWILIGHT (CONT'D)
Did Rainbow Dash look really young to you? And I didn't see a cutie mark. You don't think...

53 SPIKE
We travelled back in time to when Rainbow Dash raced the bullies who made fun of Fluttershy and performed her first Sonic Rainboom?

Twilight looks at Spike, incredulous.

54 TWILIGHT
Travelled back in time? Spike, only Starswirl the Bearded could do something like that. And even his spell just went back a week. How could Starlight do more than the greatest wizard in Equestria?

Spike holds up the scroll.

55 ^{80 85} SPIKE
With this. ^{90ABC 91AC 92ABLD}

Twilight takes the scroll and looks at it, realizing.

56 ^{189 190} TWILIGHT
Starswirl's spell. Oh, no.

57 ^{80 85} SPIKE
Come on let's go!

57A Spike starts off, forgetting where they are, and starts to fall again, but Twilight saves him.

58 ^{189 190} TWILIGHT
Go where?

59 ^{80 85B} SPIKE
To watch the race! I don't want to miss the Rainboom.

Spike points to another cloud with a better view of the track and Twilight flies them over. She and Spike watch as Rainbow Dash flies through the cloud rings ahead of the others.

Dumb-Bell misses a turn and goes flying into a cloud pillar.

60 ⁸ SPIKE (CONT'D)
All right!

61 ^{189 190} TWILIGHT
Take it easy, Spike. We already know how it ends.

62 ^{80 85 86} SPIKE
That doesn't make it any less exciting!

62A They watch as Hoops bumps Rainbow Dash off the track. But just as Rainbow Dash rears up and prepares to chase the bully down, Starlight floats up from behind a cloud.

63 ^{87 88} STARLIGHT
(sarcastic)
Sorry about this.

Starlight aims a BLAST of magic from her horn at Rainbow Dash, who's legs suddenly start to move in SLOW MOTION.

64 ^{3ABC 406} RAINBOW DASH
Hey! What gives?

Unable to get back into the race, RAINBOW DASH watches as Hoops crosses the finish line first.

As Rainbow Dash looks down disappointed, we FLASH on several other locations in Equestria:

EVERFREE FORREST - Young Fluttershy stares up at the sky, surrounded by butterflies and animals. Nothing happens. The animals all wander off. She looks around at the strange forest, concerned.

MANHATTAN - Young Applejack looks out her window, but there's nothing there. Forlorn, she closes the shade.

24ABC 25ABC DE
64A THE ROCK FARM - Young Pinkie Pie breaks up a boulder. She pauses and looks skyward, then sighs and goes back to work.

CLIFF - Young Rarity looks up at a giant rock. Nothing happens. She shrugs, turns and leaves.

64B CLASSROOM - Young Twilight's horn fizzles as she fails to hatch Spike's egg. Dejected, she runs out of the room.

BACK IN CLOUDSDALE - Twilight flies Spike over to Starlight.

65 TWILIGHT
(to Starlight)
What did you do?

189 190 192AB
↓ ↓

A VORTEX suddenly forms over Twilight's head. Starlight smiles.

95ABC 96 97
66 STARLIGHT
You're about to find out.

With that, Spike and Twilight are sucked back up into the reverse-flushing VORTEX and disappear. Off of Starlight's smile we...

CUT TO:

SC. 8 - EXT. CLEARING - DAY

99AB 194
66B Twilight and Spike pop back out of the spinning VORTEX and land right next to the still GLOWING map. Twilight looks down at it.

67 TWILIGHT
I don't know what Starlight's up to yet, but we better figure it out before it's too late.

189k. 190 191
↓ ↓

Spike looks around.

68 1008 101 102 SPIKE 103 104
Um... Twilight, I think it already
is.

He points off screen and Twilight follows his claw to see...

The ground beneath the map is just the dirt and grass of a
FOREST CLEARING.

Twilight looks around, stunned, as she realizes the CASTLE OF
FRIENDSHIP IS GONE!

END ACT ONE

ACT TWO

SC. 9 - EXT. CLEARING - RESUME

Twilight and Spike look around in shock.

69 105 106 107 SPIKE
Twilight, where's your castle?

Twilight looks down at the map, which is still GLOWING,
though the topography seems to have changed.

70 TWILIGHT 189 190
The map pulled us back, but
whatever Starlight did in the past
changed things here.

71 105 107 SPIKE
We know what she did. She stopped
the Rainboom. But why? And how did
we get here? And where's here?

72 TWILIGHT 189 190
(correcting him)
More like when.

73 105 107 SPIKE
What do you mean?

Twilight levitates the scroll out of Spike's hand and looks
at it.

74 TWILIGHT (195) (196)
Starlight altered Starswirl's
spell, then somehow used it on the
map to travel into the past and
change something. Once she did, the
map pulled us back to the present.

75 (105) (107) SPIKE
So we're back where...
(correcting himself)
I mean, when we started?

76 TWILIGHT (195) (196)
Not exactly.

Twilight points at the map.

77 TWILIGHT (CONT'D) (197)
Everything's different. Look, the
map doesn't even make sense
anymore. The Crystal Empire takes
up half of Equestria.

Spike points up.

78 (105) (107) SPIKE
Plus there's the whole missing
castle thing.

79 TWILIGHT (195) (196)
Right.

Twilight looks around, thinking.

80 TWILIGHT (CONT'D)
This is too big to handle on our
own.

81 (105) (107) SPIKE
You think?

82 TWILIGHT (195) (196)
We need to find our friends and get
help.

SC. 10 - EXT. PONYVILLE - DAY

Spike and Twilight walk through town, but everything looks
different. The streets are eerily empty and the curtains in
every window are drawn. Eyes occasionally peer out at them.

83 108 109 110 SPIKE (111)
I'm getting a bad feeling about
this, Twilight. *I know Spike.*

84 TWILIGHT
I know, Spike. But this is
Ponyville. How bad can things be?

The two of them arrive outside of SUGAR CUBE CORNER, but the gingerbread roof doesn't have any frosting and the sign out front shows a loaf of bread instead of a cupcake.

85 108 110 111 SPIKE (112)
Is that Sugar Cube Corner?

Twilight and Spike look up to see that PINKIE'S PENTHOUSE IS GONE.

86 TWILIGHT (195) (196)
I don't understand. Where's
Pinkie's room?

Suddenly, Spike's eyes go wide and he rushes off.

87 TWILIGHT (CONT'D)
Spike?

Twilight chases after to find him standing in front of Carousel Boutique, but instead of the fabulous exterior we know, the place is boarded up.

Spike knocks on the piece of wood nailed over the front door.

88 108 111 113 ABC 114 ABC SPIKE
Rarity?

89 TWILIGHT (195) (196)
I don't think she's here, Spike.

Twilight looks out at Ponyville, distraught.

90 TWILIGHT (CONT'D) (199)
I'm not sure anything we know is
the same...
(then, brightening)
But I know one place that could
never change.

SC. 11 - EXT. SWEET APPLE ACRES - DAY

Twilight and Spike walk up the dirt road to the farm, which looks drab, but more or less the same. A CLANKING comes from the barn and Twilight picks up speed as they race over.

91
Come on!

TWILIGHT

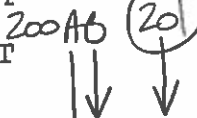


SC. 12 - INT. SWEET APPLE ACRES - BARN - CONTINUOUS

Twilight peers inside to see a giant kettle filled with apples boiling over a low fire. APPLEJACK works a lever, filling tin cans with stewed apples, then pulls another attached to a mallet that taps the lids shut.

92
Applejack?

TWILIGHT



935 (6)
That's me.

APPLEJACK

Applejack turns and stares blankly at Twilight.

94
What can I do for ya?

APPLEJACK (CONT'D)

Twilight rushes forward and hugs a shocked Applejack.

95
It's so good to see you! We couldn't find Pinkie or Rarity or Fluttershy or Rainbow Dash, but I just knew you'd still be here.

TWILIGHT

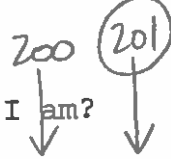


965 (6)
Of course I am. This is my home. But who in tarnation is Pinkie Bow and Flutter Dash? Or you for that matter?

APPLEJACK

97
You don't know who I am?

TWILIGHT



985 (6)
Nope. Honestly, the only name I recognized is Rarity, but she left for Manehattan years ago.

APPLEJACK

Spike sticks his head in.

99 (115) (6) (C)
Probably to become a world famous fashion designer, I bet.

SPIKE

Applejack looks down at the baby dragon.

100 ⁵ ⁶ APPLEJACK
Not that I know of. Last I heard
she went to help with the cause
like everypony else.

101 TWILIGHT
The cause?

Applejack looks at Twilight, incredulous.

102 ⁵ ⁶ APPLEJACK
The war against King Sombra and the
Crystal Empire?

103 TWILIGHT/SPIKE
What!?

Twilight and Spike trade looks of shock.

104 ⁵ ⁶ APPLEJACK
Where have you two been?

105 SPIKE
Actually, it's when.

106 ⁵ ⁶ APPLEJACK
Huh?

Twilight looks to Applejack.

107 TWILIGHT
I know this is hard to believe, but
you and I and those other ponies I
mentioned are friends.

Applejack looks past Twilight.

108 ⁵ ⁶ APPLEJACK
Did you bump your head on a crate
of cider?

109 TWILIGHT
I'm telling you the truth and if
you come with me, I'll prove it.

Off of Applejack's dubious expression...

SC. 13 - EXT. CLEARING - DAY

Twilight, Applejack, and Spike stand in front of the map.
Applejack looks down at it.

110 ⁸ ⁹ APPLEJACK
Well, I'll admit, I've lived in
these here parts my whole life and
I've never seen this before.

Spike points into the air again.

111 SPIKE ¹¹⁸
There's also supposed to be a
castle that goes with it.

112 ⁹ APPLEJACK
(to Twilight)
But I still don't see what it has
to do with you and I being friends.

Twilight walks around the glowing map.

113 TWILIGHT ²⁰² ²⁰³
Another pony named Starlight
Glimmer used this map to travel
through time and change things in
the past. For some reason the map's
here, but everything else is
different.

114 ⁹ APPLEJACK
Different how?

115 TWILIGHT ²⁰² ²⁰³
Well, for one thing, where we came
from there's no war with King
Sombra.

Applejack looks at her wide-eyed.

116 ⁹ APPLEJACK
Well, I'd sure like to live there.

117 TWILIGHT ²⁰² ²⁰³
Maybe you could tell us how the war
started? Then we can figure out
when everything changed.

Applejack steps up to the map. As she talks we PULL IN CLOSE,
flying down through the map (like the Game of Thrones opening
credits).

118 ⁹ APPLEJACK
That's easy enough...

We fly through the map, past Canterlot, heading north toward the Crystal Empire as we...

FADE TO:

SC. 14 - EXT. SNOWY NORTH - CONTINUOUS

In a BURST of magic, the CRYSTAL EMPIRE appears on the vast snowy plain.

119 10 11 APPLEJACK (V.O.)
When the Crystal Empire returned,
it brought King Sombra back with
it...

A vast WALL OF SHADOW rises up around the city. KING SOMBRA'S eyes appear in the darkness as it envelops everything.

SC. 15 - EXT. CRYSTAL EMPIRE - CONTINUOUS

Crystal ponies scatter in a panic as BLACK CRYSTALS erupt from the ground, then finally take over the castle itself.

120 12 13 APPLEJACK (V.O.)
And it didn't take long for him to
force every one of his subjects to
fight for him against Equestria.

ANGLE ON - the shadowy form of KING SOMBRA atop his black crystal castle, flanked on either side by CRYSTAL PONY SOLDIERS in helmets that GLOW with Sombra's DARK MAGIC.

121 APPLEJACK (V.O.)
And even with Princess Celestia
leading the charge...

Sombra and company look out across the snowy wasteland as a MAGICAL WIND STORM whips snow around and we...

DISSOLVE TO:

SC. 16 - EXT. SNOWY NORTH - DAY

CELESTIA sends the WONDERBOLTS, lead by Rainbow Dash, through the storm toward Sombra's army.

122 APPLEJACK
It still takes every last pony in
Equestria...

414243
122A
SC. 17 - EXT. ROCKY PLAINS - DAY

Armored Crystal Ponies send boulders rolling down a ravine toward a group of Earth Ponies, but at the last minute PINKIE PIE and MAUD appear and break the falling rocks apart.

123 10 11 APPLEJACK (V.O.)
...doing their part...

44ABC 45AB
123A
SC. 18 - EXT. MANHATTAN - LOADING DOCK - DAY

Fluttershy herds a flock of sheep from a boat into a pen where she shears the wool and pats them on the head as Unicorns levitate the wool inside where...

124 6 APPLEJACK
...working day and night to keep up the fight.

SC. 19 - INT. MANHATTAN - FACTORY - CONTINUOUS

An exhausted Rarity works at a sewing machine making blankets and uniforms that are folded by other Unicorns and packed into crates while...

SC. 20 - EXT. PONYVILLE STATION - DAY

The Apple Family loads cans and jars of apples for the troops onto the Friendship Express which now looks more like a supply train as we... DISSOLVE TO:

PONYVILLE ON THE MAP, then PAN UP TO...

SC. 21 - EXT. CLEARING - RESUME

Applejack looks up from the map at a stunned Twilight.

125 TWILIGHT 204 205
I just can't believe it. We stopped King Sombra. You and me and all of our friends.

126 12 13 APPLEJACK
But we aren't friends. At least not here.

Twilight looks down, distraught

127 TWILIGHT
Right.

128¹³ APPPLEJACK¹⁴
 Look, I hope all this helped, but I
 really need to get back to canning
 those apples.

129 TWILIGHT
 Thank you. We're going to set
 things right.

130¹² APPPLEJACK¹⁴
 I hope you do.

Applejack exits. Spike turns to Twilight.

131¹²² SPIKE¹²⁴
 So... How are we going to set
 things right?

132 TWILIGHT
 I DON'T KNOW!

Twilight rushes over to the glowing map.

133 TWILIGHT (CONT'D)
 The only thing we know for sure is
 that Starlight stopped the
 Rainboom.

134¹²² SPIKE^{123B}
 And that the map's still here.

Twilight looks down at the STILL GLOWING map.

135 TWILIGHT
 Spike! That's it! The map is
 connected to the Tree of Harmony.
 It must sense that something isn't
 right. That's why it's still here.

136¹²² SPIKE¹²³
 So you think we can go back and try
 again?

137 TWILIGHT
 There's only one way to find out.

Twilight pulls out the scroll and studies it.

138 TWILIGHT (CONT'D)
 I'll just use Starlight's version
 of this spell to go back a little
 earlier and stop her before she
 even knows we're there!

TS. 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000

SC. 22 - EXT. CLOUDSDALE - DAY

With another VORTEX, they pop back into Cloudsdale, just as before. Twilight looks around.

139 TWILIGHT
All we have to do now is find
Starlight and stop her.

140 STARLIGHT (O.S.)
Well, finding her will be easy.

Spike and Twilight spin around to see Starlight waiting for them. With a quick BURST of magic from her horn, Starlight freezes them both in a BLOCK OF ICE.

141 STARLIGHT (CONT'D)
But stopping her's going to be
harder than you think!

Off of Twilight and Spike's frozen expressions of shock we...

END ACT TWO

ACT THREE

SC. 23 - EXT. CLOUDSDALE - RESUME

Twilight and Spike look out at Starlight from the frozen block of ice that surrounds them. Starlight smiles as the ice slowly starts to sink through the cloud they're on.

142 STARLIGHT
Wow, Twilight. Back to try your
luck again? Sorry to disappoint
you, but I created that spell to
send myself back in time. So even
when you cast it, I still get sent
back in time. That's how it works.

Twilight struggles inside the ice, which only makes it sink faster through the clouds.

136 138 139
143 STARLIGHT (CONT'D)
I had planned on re-creating my
Village of Equality here in the
past, safe from your meddling, but
if you insist on trying to stop me,
I'm just as happy to take my
revenge all over again.

Twilight carefully tries to work her mouth free in the ice.

144 TWILIGHT
(muffled)
How...

136 138 139
145 STARLIGHT
It wasn't hard to change
Starswirl's spell, he'd already
done the hard part. But figuring
out I could use the map to go to
any time or place and pull you
along with me -- I even impressed
myself with that.

Starlight flies up and lands on top of the ice block, her
weight helping it to sink faster.

145
146 STARLIGHT (CONT'D)
I knew you'd try to stop me. You're
so predictable. Why else would I
leave the scroll behind? Touching
it triggered the map to whisk you
here and watch me erase the one
thing that linked you with your
friends, then sent you back to a
world without them.

147 TWILIGHT
(muffled in the ice)
But why?

136 139
148 STARLIGHT
Oh, Twilight. I'm surprised you
even have to ask.

Starlight hops up and down on the ice block, forcing it lower
and lower through the cloud.

141 142 143
149 STARLIGHT (CONT'D)
My village was a sanctuary of
equality where no pony's cutie mark
allowed them to feel superior. It
was a special place, and you and
your friends took it away.

With one more hop, Starlight forces the block almost all the way through the cloud. She flies down to the underside and looks at Twilight as the block starts to slip free.

150 ^{136 140} STARLIGHT (CONT'D) ^{142 143}
Now it's my turn to take something special from you. Without the Rainboom, you and your friends will never form your special cutie mark bond.

Twilight's eyes go wide.

151 STARLIGHT (CONT'D) ¹⁴⁴
Cutie marks for cutie marks. Sounds like a fair trade to me.

With that, the ice block finally slips free and plummets toward the ground. Starlight smiles and flies off.

216 217
151A
ANGLE ON - Twilight inside the ice, as the block turns end over end. Inside the ice, her horn starts to GLOW.

Twilight's horn glows brighter and brighter until with a BURST of magic, she finally explodes from the ice.

Twilight flies in a tight loop, stretching her wings, though Spike continues falling to the ground.

152 SPIKE ¹⁴⁶
Twiiiiiiiiiiight!

153 TWILIGHT ^{214 ABC}
Whoops!

Twilight immediately tucks into a dive and swoops down to catch him.

154 SPIKE ¹⁴⁰
Thanks.

Spike holds on as Twilight heads back toward the clouds.

155 TWILIGHT ^{214 AB 215}
No problem, Spike. At least now we know exactly what we have to do.

SC. 24 - EXT. CLOUDSDALE - RACE TRACK - DAY

Twilight and Spike fly up to the same cloud where Starlight stopped RAINBOW DASH before.

156 TWILIGHT
Okay. Keep your eyes peeled.

157 SPIKE
Right.

Twilight looks back at the clouds along the track. Spike looks off-screen in the other direction.

158 SPIKE (CONT'D)
Um, Twilight...

159 TWILIGHT
We have to stop Starlight as soon as Rainbow Dash and those bullies race by.

160 SPIKE
I know, but...

161 TWILIGHT
So be ready.

162 SPIKE
I am, but...

163 TWILIGHT
(cutting him off)
Because she could pop up anywhere.

164 SPIKE
Like over there?

Spike points across the track to a practice cloud where several PEGASI play. Starlight stands between YOUNG FLUTTERSHY and the bullies.

165 SPIKE (CONT'D)
We got here earlier this time, remember? The race hasn't even started yet.

166 TWILIGHT
Oh, yeah. But what's Starlight doing with Fluttershy?

167 SPIKE
I don't knOOOOOO-

Spike has to scramble to grab on as Twilight immediately takes flight, racing toward Starlight.

SC. 25 - EXT. CLOUDSDALE - PRACTICE CLOUD - CONTINUOUS

Twilight arrives just as Starlight finishes scolding Hoops and Dumb-Bell.

168 ^{150 151 152} STARLIGHT ¹⁵³
Just remember how you'd feel if
someone said those things to you.

Hoops and Dumb-Bell look down, ashamed.

169 TWILIGHT
What's going on here?

170 ^{151 152} STARLIGHT ¹⁵³
(overly sweet)
I was just reminding these two
colts how hurtful teasing can be.

171 TWILIGHT
Well, don't!

The young ponies all look up at Twilight, confused.

172 TWILIGHT (CONT'D)
I mean... You were?

173 ^{151 152} STARLIGHT ¹⁵³
Of course. In a world where every
pony is unique, some are bound to
feel more special than others.

She points to Hoops' cutie mark.

174 STARLIGHT (CONT'D)
But that isn't a licence to be
cruel is it?

175 TWILIGHT
No. Of course not.

Starlight looks toward the young ponies.

176 ^{151 152} STARLIGHT ¹⁵³
Isn't it a shame we don't live in a
world where everypony is equal. No
one would ever tease anyone there.
Wouldn't that be nice?

The young ponies nod.

177 TWILIGHT
No. It wouldn't!

The ponies look at her strangely again.

178 TWILIGHT (CONT'D)
I mean, it'd be nice not to be teased, of course, but that's not the same thing.

Starlight grins at Twilight. Hoops looks to Fluttershy.

179 HOOPS
Come on, Fluttershy. Maybe I can help you get through the course this time.

180 FLUTTERSHEY
Well, I sure could use the practice.

Fluttershy and the bullies start to head off.

181 TWILIGHT
Wait!

They all turn and look at her, but Twilight doesn't know what to say.

182 TWILIGHT (CONT'D)
Um... Nevermind.

The young ponies head off. Twilight turns to Starlight who smirks.

183 TWILIGHT (CONT'D)
I know you only convinced those bullies not to tease Fluttershy to stop the Rainboom.

184 STARLIGHT
That's not true. I convinced them not to be bullies because everypony should be equal. Stopping the Rainboom is just a bonus.

Spike suddenly taps Twilight on the shoulder and points skyward.

185 SPIKE
Twilight! Look!

Twilight looks up to see RAINBOW DASH streaking through the clouds by herself. She looks back to Starlight.

186 TWILIGHT
This isn't over yet!

With that, she shoots off after RAINBOW DASH.

187 156 158 STARLIGHT 159 1606
If you say so.

SC. 26 - EXT. OPEN SKY - DAY

Twilight races up next to RAINBOW DASH, Spike holding on to her wings. RAINBOW DASH looks over surprised.

188
Hi!

TWILIGHT

189 15 16
Um. Hi.

RAINBOW DASH

190

TWILIGHT

Think you can stop for a minute?

191 15 16
Sure!

RAINBOW DASH

Rainbow Dash slams on the breaks so fast, Twilight spins out trying to stop too, Spike slipping from her mane to her tail. Twilight manages to collect herself as a confused RAINBOW DASH looks on.

192

TWILIGHT

I hear you're pretty fast.

193 15 16
Pretty fast? Please. I'm even faster than that.

RAINBOW DASH

194

TWILIGHT

Okay, so, um... You wanna race?

195 15 16
With you?

RAINBOW DASH

196

TWILIGHT

Sure!

197 15 16
Um... That wouldn't really be fair. I mean, you're a full grown pony. And, wait, are you an Alicorn?!

RAINBOW DASH

198

TWILIGHT

Come on, I thought you were fast.

Rainbow Dash looks at Twilight and the baby dragon hanging from her tail. Spike gives her a thumbs up.

199 15 16 RAINBOW DASH
Actually, I just remembered I have
somewhere I need to be.

Rainbow Dash starts to fly off, but Twilight flies in her way.

200 TWILIGHT
Okay, listen. You don't have to
race me. I just need you to fly
fast enough for a Sonic Rainboom.

201 15 16 RAINBOW DASH
What? I can't do that. No pony can.
It's not even a real thing. It's
just an old mare's tale.

Twilight stares at Rainbow Dash, frantic, her eyes wide.

202 TWILIGHT
But it's not! I know it's not. I've
seen you do it. In the future.

Rainbow Dash stares at her, freaked out.

203 15 16 17 RAINBOW DASH 18 19
Oookay. I'm going to go now.

With that, Rainbow Dash races off. Twilight shouts after her.

204 TWILIGHT
No! Wait!

Starlight drifts up beside her.

205 16 162 STARLIGHT 163
Gee, Twilight. What's the matter?
Couldn't convince her to do the
impossible. That's too bad.

Starlight smirks at them, as the spinning TIME VORTEX appears again and Twilight and Spike are sucked up.

SC. 27 - EXT. CLEARING - DAY

Spike and Twilight pop out of the TIME VORTEX to find themselves once more by the GLOWING MAP in the forest.

206 164 165 SPIKE
Well, that didn't work.

Twilight looks at the scroll.

207 TWILIGHT 223 224 226
This is going to be harder than I
thought. We'll have to try again.

208 SPIKE 164 165
Hey, Twilight...

209 TWILIGHT 223 224 226
I don't want to live in that awful
future we saw.

210 SPIKE 164 165
I don't think you'll have to

211 TWILIGHT 223 226
Spike, what are you talking about?

Twilight looks up from her scroll to see she and Spike are surrounded by a group of SAVAGE PONIES pointing spears at them.

Two ponies wearing particularly savage looking WAR PAINT step forward from the tribe. Twilight's eyes go wide as she recognizes...

212 TWILIGHT (CONT'D) 224 226 227
Pinkie? Fluttershy? | | |

Pinkie Pie and Fluttershy stare back at her with no hint of recognition.

213 PINKIE PIE 32A 33 34 35 36 37
SILENCE. CHANGELING! | | | | | |

214 SPIKE 164 165
Changeling? | |

Pinkie and Fluttershy point their spears at them both.

215 FLUTTERSHY 38 39A 40
All servants of Queen Chrysalis
found in these woods must be
destroyed! | | |

Twilight and Spike look on in terror as the tribe's spears close in and we...

END PART I

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