

As Recorded

Nov 6/14

@ DeR's

Twilight Sparkle (takes 1-38)

As Recorded

Nov 20/14

@ DeR's

(takes 1-175)

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MY LITTLE PONY V

"The Cutie Re-Mark Part 2"

Episode 526

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PART II

RECAP OF PART ONE

ACT ONE

SC. 1 - EXT. CLEARING - RESUME

Twilight and Spike look out, terrified, as the sharp points of the savage ponies' spears draw closer and closer.

1 TWILIGHT
Wait! We're not changelings! I'm a pony! And he's a dragon!

2 39 40 41 PINKIE PIE
A likely story!

She leans down to Spike.

3 40 PINKIE PIE (CONT'D)
Do something dragonish!

3A Spike blows a puff of smoke. Pinkie coughs.

4 PINKIE PIE (CONT'D)
That's pretty good.

Savage Fluttershy sticks her spear in closer.

5 FLUTTERSHY
The servants of Chrysalis will do anything to save their evil skins!

6 PINKIE PIE
Right. We won't be fooled by your trickery!

The tribe of ponies all draw back their spears and prepare to strike, when a VOICE calls out behind them.

7 VOICE (O.S.)
STOP!

4AB 7A The group of savage ponies part and a figure steps through their ranks into the light. Twilight looks up, relieved to see - ZECORA.

8 ZECORA
If they are changelings, we'll soon see...

Zecora leans in, looking closely at Twilight and Spike.

9 ³⁹ 40 ZECORA (CONT'D)
...though I think they're not what
they appear to be.

10 TWILIGHT ² 3
Zecora! Thank you. Please, you have
to listen.

Zecora takes out a SALVE which she applies to Twilight and Spike's face -- giving them the same savage appearance as the rest of the tribe.

11 ³⁹ 40 ZECORA ⁴³
Beneath this salve no changeling
hides, for it reveals the truth
inside.

As Zecora finishes, both Twilight and Spike start to shimmer with the same YELLOW GLOW as the map. Zecora steps back in shock. The savage ponies all look to her, concerned.

12 ⁴⁰ PINKIE PIE
(to Zecora)
What's wrong. What does it mean?

13 ZECORA
The meaning is far worse, I see.

Zecora looks from Twilight, Spike, and the map - all SHIMMERING with a YELLOW GLOW - to her tribe standing in the dim forest.

14 ZECORA (CONT'D)
For it is we who should not be.

Twilight steps forward.

15 TWILIGHT ² 3
I think I can explain

16 ³⁹ 40 ZECORA
I'm sure you can, but let's not
talk here, Chrysalis and her army
will soon draw near.

Zecora heads into the forest and the others follow.

SC. 2 - EXT. FOREST - PATH - MOMENTS LATER

Twilight and Zecora talk as they and the others make their way through the forest.

17 44 (46) ZECORA
The changelings took over not long ago, though I'll wager in your world that isn't so.

18 TWILIGHT 2 (3)
Chrysalis and her army tried to take over Canterlot, but my friends and I stopped her.

19 44 (46) ZECORA 45
(nods) as you know them are not here, Alas!
These friends ~~that here, you do not~~
have. But tell me how this came to pass. all

20 TWILIGHT 2 (3)
Starlight Glimmer. A pony who traveled back in time to stop my friends and me from ever coming together.

21 44 (46) ZECORA
And it is these friends you have in life, that keeps Equestria free from strife?

They stop at a pool of water. Twilight leans over and looks at her reflection.

22 TWILIGHT 2 (3)
I guess so. But this is the second time I've come back and this world is even worse than the last one. If Starlight keeps doing the same thing in the past, how could the present be so different?

Zecora dips her hoof in the water several times in more or less the same spot.

23 44 46 ZECORA 47 (48)
Time is a river where even the tiniest changes seen...

The RIPPLES from the spots Zecora touched extend outward and grow larger and larger until they eventually take up very different places in the pool.

24 ZECORA (CONT'D)
Can lead to a waterfall of effects downstream. cascade

25 TWILIGHT 2 3
I see.

26 44 47 ZECORA
Come to the village and we'll ~~make~~ have a
plan, to help you return to your
peaceful land.

SC. 3 - EXT. SAVAGE PONY VILLAGE - DAY

Zecora leads them to a small cluster of huts in the forest.
Spike looks at the walls of overgrown vegetation all around.

27 49 50 51 SPIKE 67 68
(sarcastic)
Cozy.

28 ZECORA 51
This part of the forest is dark and
damp, but it's done well to hide
our camp.

Suddenly the leaves at one edge of the camp start to rustle
as a ragged looking RARITY, RAINBOW DASH, and APPLEJACK
stagger through.

The savage looking ponies quickly gather around them,
pointing their spears at the terrified, exhausted-looking
threesome.

29 RARITY
Please, you have to help us!

30 5 DASH 52
The changelings attacked Ponyville.
We barely escaped with our lives!

Twilight's eyes brighten and she starts to run toward them,
but Zecora holds out a hoof, stopping her. Zecora looks at
the ragged ponies.

31 ZECORA 53 54
The only changeling attack I see,
is the one that's come here looking
for me.

The ragged-looking Applejack's eyes flash when she sees
Zecora and she smiles.

32 APPLEJACK
It's taken quite a while to find
you, Zecora.

33 ^{50 51 54} ZECORA ⁵⁹
 For a time we could hide in a place
 such as this...

The savage ponies close ranks as Applejack stands.

34 ZECORA (CONT'D) ^{60 61}
 Though I knew that you'd find us
 one day, Chrysalis!

With that, Applejack transforms into QUEEN CHRYSALIS.

35 CHRYSALIS ^{55 56}
 (laughs)
 What a lovely village you've chosen
 to stage your little resistance.

Rarity and Rainbow Dash transform into CHANGELINGS as the
 leaves all around the camp rustle and more CHANGELINGS
 emerge. Twilight looks up to see the entire village is
 surrounded.

36 CHRYSALIS (CONT'D)
 It looks absolutely delicious!

As the changelings close in, the tribe of savage ponies raise
 their spears.

37 CHRYSALIS (CONT'D)
 Come now, Zecora, you're vastly
 outnumbered. I know you don't want
 your charges hurt. Come quietly to
 the dungeons of Canterlot and I
 promise to leave the others alone.

38 FLUTTERSHY
 Why would she ever trust you!

Twilight turns to Zecora.

39 TWILIGHT ^{5 6}
 There's too many of them. Even if
 there's a chance Chrysalis will
 honor her word, shouldn't you try?

40 ⁵⁰ ZECORA ⁵⁶
 If this world is a false one I
 don't think it matters. Put things
 to right and this false world will
 shatter.

Zecora leans in and whispers to Twilight.

41 ⁵⁰ ⁵¹ ⁵² ZECORA (CONT'D) ⁵⁸
Race to the map while we hold off
their attack. Stop Starlight and
put the whole world back on track.

42 ⁵⁶ CHRYSALIS
Time to make a decision, Zecora.

Zecora looks up to the changeling queen, determined.

43 ZECORA ⁶² ⁶³ ⁶⁴ ⁶⁵
Even if what you are saying were
true, we'd never surrender to a
creature like you.

With that, Zecora charges toward Chrysalis as the other
ponies run toward the rest of the Changelings.

Twilight looks on in horror. Spike pulls at her tail.

44 SPIKE
Twilight, come on!

Fighting her urge to help, Twilight turns as she and Spike
run off.

SC. 4 - EXT. FOREST - PATH - CONTINUOUS

Twilight and Spike run down the forest path. Twilight pulls
out the scroll.

45 TWILIGHT ⁵⁶
Get ready, Spike. We can't waste
any time.

46 ⁷¹ ⁷² ⁷³ SPIKE
If we stop Starlight, none of this
will happen, so technically it's
all a waste of time.

47 TWILIGHT ⁵⁶ ⁵⁷
No one likes nit-picking, Spike.

Twilight looks down the path as the GLOWING MAP starts to
come into view. Her horn glows as she runs, casting the spell
from the scroll.

SC. 5 - EXT. CLEARING - CONTINUOUS

Twilight's magical energy hits the map and the SPINNING
VORTEX forms. Without stopping Twilight grabs Spike, leaps
straight into the vortex, and vanishes.

SC. 6 - EXT. CLOUDSDALE - DAY

Twilight and Spike pop out of the VORTEX once more, but this time Twilight whirls around and immediately sends a BLAST of magic out of her horn.

We PAN AROUND to watch as the bolt hits another BLAST - from Starlight. Starlight frowns as her magic dissipates.

48 TWILIGHT ⁵ ⁶
I hope you didn't think you'd get
the jump on me again, Starlight!

49 ⁷⁴ ⁷⁵ STARLIGHT
It was worth a shot. But you still
won't be able to stop me!

50 TWILIGHT ⁵ ⁶
We'll see about that!

Twilight sends another magical BLAST at Starlight, but the unicorn dodges the attack.

The BLAST continues past Starlight, making a hole in a cloud above. A SURPRISED PEGASUS looks through. Starlight looks back at Twilight.

51 ⁷⁴ ⁷⁵ STARLIGHT ⁷⁶ ⁷⁷
Not bad. But it's going to take a
lot more than that!

52 TWILIGHT ⁵ ⁶ ⁷
Lucky for you, there's more where
that came from!

8 78
52A

Twilight fires again but Starlight counters and their magical energies explode in a SHOWER OF SPARKS, cancelling each other out.

As the two of them continue to trade magical blasts, a CROWD OF PEGASI gather on a nearby cloud to watch as Starlight's and Twilight's fight spills onto the...

SC. 7 - EXT. CLOUDSDALE - RACE TRACK - CONTINUOUS

Twilight whirls around, trying to find an opening as she fires another magical BOLT, but Starlight ducks through a cloud ring to avoid it.

53 ⁷⁹ ⁸⁰ ⁸¹ STARLIGHT ⁸⁴
You've really got to work on your
aim!

Starlight charges up her horn to attack just as YOUNG RAINBOW DASH comes careening around the track.

As Starlight lets loose with a massive BLAST, RAINBOW DASH slams on the brakes, surprised by the display.

Hoops and Dumb-Bell pull up beside her just as Twilight blocks Starlight's blast with a BOLT of her own.

54 ⁸⁰ (81) RAINBOW DASH
WHOA!

Starlight turns to see the young pegasi hovering nearby. She turns back to Twilight and smiles.

55 STARLIGHT
See? You can't stop me no matter what you do.

Horrificed, Twilight looks up at RAINBOW DASH and the others, now sharing a container of POPCORN. She flies up to them.

56 TWILIGHT ⁵⁶ (6)
What are you all doing? You have to finish your race!

57 ⁸⁰ (81) (82) RAINBOW DASH
No way! This is way more exciting.

Starlight laughs as Twilight's expression drops. Suddenly, over her head another VORTEX forms and sucks Twilight and Spike back through.

The three Pegasi look on, disappointed.

58 ⁸³ RAINBOW DASH (CONT'D)
Aw, man!

SC. 8 - EXT. CLEARING - NIGHT

Twilight and Spike tumble out of the vortex and land by the map again. Spike stands and walks to the edge of the clearing, looking up at the sky.

59 ⁹⁰ (91) SPIKE
That's strange.

60 TWILIGHT ¹¹³ (12A) ^{6-AH}
Well, you obviously don't mean us failing, because that's becoming pretty routine.

Twilight stands. Spike points to the sky.

Ts. was labelled @ 59A, we recorded on a different script, line numbers changed.

61 ^{90 91 92 93} SPIKE
No. It's just the other times we've
come back it's been day, but look.

Twilight joins him as they look up through the trees to see
the moon and night sky.

62 TWILIGHT ^{11 12}
That is odd. Why would the map
would bring us back to a different
time of day than when we left?

Spike looks back at the map and his eyes go wide.

63 ^{90 93} SPIKE ^{94 95 96 97}
Um... maybe we should figure it out
later.

Twilight follows Spike's gaze to see a pack of TIMBER WOLVES
standing between them and the map. The wolves start to GROWL
and arch their backs.

64 TWILIGHT ^{11 12}
Good idea.

With that, she grabs Spike and runs off through the woods.
The timber wolves HOWL and give chase.

SC. 9 - EXT. FOREST - CONTINUOUS

Trees fly by as Twilight races through the forest, trying to
stay ahead of the pack.

65 ^{98 99} SPIKE
Where are we going?

66 TWILIGHT ^{12 13}
Anywhere but here!

Finally, the trees give way as Twilight finds herself
standing before...

SC. 10 - EXT. CASTLE OF THE TWO SISTERS - CONTINUOUS

FOG drifts around the outside, obscuring most of the
exterior, though the rope bridge across the chasm around the
castle is clearly visible.

67 TWILIGHT ^{12 13}
The Castle of the Two Sisters!

The HOWLING of the wolves gets closer.

68 ⁹⁸ ⁹⁹ SPIKE
Well, don't just stand here!

Twilight takes off across the bridge, runs up the fog-covered path and inside.

SC. 11 - INT. CASTLE - THRONE ROOM - CONTINUOUS

Twilight and Spike look around. Polished black stone lines the floor. In fact, the whole place looks entirely restored (i.e., a darker version of how it appeared in the flashback of the season four premiere).

69 ¹⁰⁰ SPIKE ¹⁰¹
This place looks a lot cleaner than I remember.

Suddenly, a Unicorn in a dark purple cape enters at the end of the room. She levitates a large pile of folded fabric in front of her. As she gets closer, Twilight recognizes...

70 TWILIGHT ¹¹ ¹²
Rarity?

Rarity walks past, barely acknowledging them.

71 ⁹⁸ RARITY ¹⁰¹ ¹⁰²
(curt)
The castle isn't open for viewings today. The tapestries all need changing... again.

Spike runs up to her.

72 SPIKE
Rarity, it's me.

She glances at Spike briefly, then goes back to unfolding her fabric.

73 RARITY ¹⁰³ ¹⁰⁴
I don't socialize with dragons. I don't know anypony who would.

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75 ⁹⁸ ¹⁰² RARITY
I don't know how you know my name,
but I'm far too busy to entertain
some tourist's ridiculous
fantasies.

76 TWILIGHT ¹²
It's not a fantasy!

Rarity continues to hang her tapestry while Twilight rants.

77 TWILIGHT (CONT'D)
I have to get back to the map so I
can stop Starlight from changing
the past because every present I
come to is worse than the last!

Twilight finally looks up as Rarity finishes hanging her
tapestry and sees it's a MOON on a purple background with a
black border.

She spins around, finally noticing the rest of the room.
Every tapestry and window is decorated with MOONS.

78 TWILIGHT (CONT'D)
Oh, no.

Suddenly a voice rings out from the front of the throne room.

79 ¹⁰⁵ ¹⁰⁷ VOICE ¹⁰⁹
Time travel, you say?

Twilight turns to see NIGHTMARE MOON sitting on her throne. A
company of armored CASTLE GUARDS stand on either side of her.

80 NIGHTMARE MOON ¹¹⁰ ^{111B}
Now that's something I'd like to
see.

80A Twilight stares in terror as Nightmare Moon's horn crackles
with dark magic and we...

END ACT ONE

ACT TWO

SC. 12 - INT. CASTLE OF THE TWO SISTERS - THRONE ROOM -
RESUME

Twilight and Spike stare in disbelief as the castle guards rush down to surround them and Nightmare Moon flies into the air and lands in front of them.

81 ^{105 107 112} NIGHTMARE MOON
Tell me how you came by this magic
to travel through time.

82 TWILIGHT ^{15 16}
Um... by accident?

One of the guards steps forward, removing her helmet to reveal - Rainbow Dash.

83 ^{107 112} RAINBOW DASH
The Princess asked you a question!
And unless you want to end up in
the dungeon, you'll tell her what
she wants to know.

Nightmare leans down to Twilight.

84 NIGHTMARE MOON
No pony in my kingdom but me should
posses a magic powerful enough to
change time.

85 SPIKE
Your kingdom?

86 NIGHTMARE MOON
Who else?

87 SPIKE ^{119 ABC 120}
Um... Celestia, of course.

87A ¹¹² Nightmare Moon rears back and laughs. She looks out the window at - The Mare In The Moon, facing the opposite way from the one we know.

88 NIGHTMARE MOON
My sister has been imprisoned in
the moon for years!

89 TWILIGHT ^{15 16}
No!

90 ^{107 112 112 112} NIGHTMARE MOON
Yes! But it's no less a fate than
she sentenced me to.

Nightmare turns back to Twilight.

91 108 112 NIGHTMARE MOON (CONT'D)
Now. Reveal to me the source of
this time magic.

Twilight looks down at the ground, defeated

92 TWILIGHT 15 16
All right.

93 108 112 SPIKE
Twilight! No!

94 TWILIGHT 15 16
We have no choice, Spike.
(to Nightmare Moon)
I can take you to it, but you'll
have to get past the Timber Wolves.

Nightmare Moon laughs.

95 108 112 113 NIGHTMARE MOON 115 116 117 118
Timber Wolves? I am the ruler of
all of Equestria. Do you think
can't deal with Timber Wolves?

Twilight looks up, a gleam in her eye.

96 TWILIGHT 15 16
No. I know you can.

Nightmare Moon looks at her suspiciously, then extends
crackling DARK MAGIC from her horn and pulls down the
tapestry that Rarity just hung.

97 108 113 RARITY 114 115
REALLY?!

98 NIGHTMARE MOON 113
And if you're thinking of trying to
escape...

Nightmare Moon use the tapestry to tie up Spike, then
levitates him over to her guards who stare down at him
menacingly. Spike looks to Twilight, worried.

99 NIGHTMARE MOON (CONT'D)
It would be very unfortunate for
your friend.

SC. 13 - EXT. CLEARING - RESUME

Twilight leads Nightmare Moon, RAINBOW DASH and the guards towing a bound Spike into the clearing. Nightmare flies over to the GLOWING map.

100 ¹²¹ ¹²² NIGHTMARE MOON
How does it work?

101 TWILIGHT ¹⁵ ¹⁶
A pony from my time used a spell to travel back and change the past.

Nightmare walks toward Twilight and stands over her, her horn crackling with dark magic.

102 ¹²¹ ¹²² NIGHTMARE MOON ¹²⁵
And now you will give this spell to me.

Twilight looks up at her as Nightmare walks back to the map.

103 ¹²² NIGHTMARE MOON (CONT'D)
With it I will ensure that the Elements of Harmony are never found and my reign lasts forever!

104 TWILIGHT ¹⁵ ¹⁶
But it won't.

Nightmare spins around and looks at her.

105 ¹²¹ ¹²² NIGHTMARE MOON
What?!

106 TWILIGHT ¹⁵ ¹⁶
In my world, my friends and I found the elements and used them to defeat you. And I will do everything in my power to bring that world back.

107 ¹²¹ ¹²² NIGHTMARE MOON
NO!

Nightmare unleashes a BLAST of dark magic at Twilight, but misses as Twilight TELEPORTS over to Spike. She grabs him and BAMFS them both back to the map as she pulls out the scroll and casts the spell.

108 TWILIGHT 16 17A
It looks like Equestria suffers in
any world without my friends,
Spike. It's time to set things
right.

109 121 122 SPIKE 123AB 124
Sounds good to me!

RAINBOW DASH and the guards swarm Twilight as Nightmare rears
back to deliver another BLAST, but the VORTEX appears,
sucking Twilight and Spike up as Nightmare screams.

110 NIGHTMARE MOON
NOOOOOOO!

SC. 14 - EXT. CLOUDSDALE - DAY

Twilight and Spike fall out of the VORTEX and Twilight
immediately BLASTS Starlight with the same ICE SPELL that
Starlight cast on her.

Twilight flies over to Starlight, trapped in a block of ice.

111 TWILIGHT 18AB
Now more than ever I know how
important it is to stop you.

Inside the ice, Starlight's horn starts to GLOW, and she
immediately breaks free.

112 127ABC STARLIGHT 128ABC
Well, good luck!

Starlight immediately flies off.

113 TWILIGHT 18AB
Hang on, Spike!

Twilight soars after her as we CUT TO...

SC. 15 - TIME LOOP MONTAGE

STARLIGHT - shoots to where RAINBOW DASH and the BULLIES race
and trips RAINBOW DASH who tumbles into a cloud as Hoops and
Dumb-Bell rocket to the finish.

TWILIGHT - stops in mid-air, stunned as Starlight looks at
her ginning. Twilight grimaces as a VORTEX forms and SUCKS
HER UP, depositing her in...

THE PRESENT:

Skated
@ 114A, we recorded
it first.

129

113B-1

TWILIGHT & SPIKE - tumbles out of the VORTEX into a FIERY LANDSCAPE as a HEARD OF PONIES run past, followed be the massive FEET OF LORD TIREK stomping after them.

Twilight and Spike share a troubled look before she casts the spell again and the VORTEX SUCKS THEM BACK INTO...

THE PAST:

TWILIGHT - pops out of the VORTEX and immediately fires a blast of magic from her horn at...

113B-2

STARLIGHT - who side steps out of the way, then looks behind her, as the blast knocks Hoops and Dumb-Bell right off of the practice cloud.

Fluttershy looks around confused as Rainbow Dash flies overhead without stopping. Starlight grins at Twilight again as another vortex sucks her into...

THE PRESENT:

TWILIGHT - and Spike pop out of the VORTEX onto a giant pile of SQUEAKY TOYS. Twilight and Spike exchange puzzled looks as a HEARD OF PONIES race by, followed by DISCORD, riding a UNICYCLE (and wearing a helmet) as he chases after them.

TWILIGHT - sighs as she casts the spell again and the VORTEX SUCKS THEM BACK INTO...

THE PAST:

TWILIGHT - falls from the VORTEX into Cloudsdale and spins around looking for Starlight. Spike points to the PRACTICE CLOUD where...

STARLIGHT - uses her magic to fly YOUNG FLUTTERSHY through the practice course as a stunned Hoops and Dumb-Bell look on. She looks back at Twilight and WINKS as another VORTEX sucks her and Spike back to...

THE PRESENT:

TWILIGHT & SPIKE - fall out of the VORTEX where everything looks normal. Just as they share a look of relief...

A GIANT METAL CLAW - chomps down and pulls out all the nearby trees to reveal the rest of the forest is gone.

Twilight looks up at the logo on the side of the huge MACHINE: heroic PROFILES OF FLIM AND FLAM, facing each other like a Communist Propaganda poster.

TS.

20

Spike

130B

131

132

113C

21

113D

22

113E

all stated as 114

Twilight casts her spell as the machine readies to scoop up the earth around her, Spike, and the map. The spinning VORTEX appears, sucking them up just as the claw comes crashing down and we...

END MONTAGE.

SC. 16 - EXT. CLOUDSDALE - DAY

Twilight and Spike pop back into the clouds. Twilight whips around and catches sight of Starlight speeding away.

114 TWILIGHT 23 (24)
We can't keep doing this, Spike.

She chases after Starlight, who stops at the side of the race track, her horn glowing with MAGIC.

115 132 (134) STARLIGHT
Up for another race-ending fight,
Twilight?

116 TWILIGHT 23 (24)
No. You were right. I can't stop
you. But you can't stop me from
trying and we could be stuck doing
this for all of eternity.

117 132 134 (135) STARLIGHT
If that's what it takes to keep you
and your friends from getting your
cutie mark connection, then I'm
game.

118 TWILIGHT 23 (24)
Starlight, what you're doing goes
way beyond cutie marks.

Twilight grabs an armful of cloud. With her magic she shapes it into mountain, then sets a small ball at the top rolling down. She pushes it from side to side as it picks up speed, growing bigger, like a snowball rolling downhill.

119 TWILIGHT (CONT'D)
Everything we do here in the past,
even the smallest change, can
snowball into an avalanche of
trouble for the future.

Starlight BLASTS the ball of cloud as it rolls off of Twilight's make-shift demonstration.

120 132 135 STARLIGHT
 Next I suppose you'll tell me that
 the fate of all of Equestria hangs
 in the balance.

121 TWILIGHT 23 24
 IT DOES!

122 132 135 STARLIGHT
 Spare me your over-blown ego. No
 group of friends, not even Princess
 Twilight's, is that important.

With that, Starlight grabs Twilight's cloud-mountain with the magic from her horn and tosses it onto the track - right in front of a speeding YOUNG Rainbow Dash.

122A 139
 RAINBOW DASH crashes into the clouds and spins out as Hoops and Dumb-Bell fly past her on the track. RAINBOW DASH stands up and shakes off the cloud, but too late as the bullies speed to the finish.

Starlight looks back at Twilight with another grin as the spinning VORTEX forms over her and Spike.

123 TWILIGHT 23 24
 I don't know how important other
 ponies' friendships are to the
 future, but I can show you what the
 world is like without mine.

Twilight dives forward and grabs Starlight as the vortex sucks Spike and the two ponies up.

SC. 17 - EXT. DESOLATE WASTELAND - DAY

123A
~~Twilight, Starlight, and Spike drop out of the VORTEX and land on gray, rocky ground.~~

124 140 142 STARLIGHT
 Where are we?

125 TWILIGHT 23 24 25
 The future. Or rather, the present.

126 140 142 STARLIGHT
 But there's nothing here.

127 TWILIGHT 23 24 25
 I wish I could say I was surprised.

Twilight walks around the GLOWING map. She looks down at the topography that's now utterly featureless - a vast expanse of nothing.

128 TWILIGHT (CONT'D) ^{23 24 (25)}
But every world I come back to is worse than the last. I don't know why my friends and I are so important to Equestria, but we are.

129 ¹⁴⁰ STARLIGHT ⁽¹⁴²⁾
I don't believe you!

130 SPIKE
Come on, Starlight. Look around.

Starlight looks up at the endless plain. In every direction, gray, lifeless rock extends under a colorless empty sky for as far as the eye can see.

131 TWILIGHT ^{23 24 (25)}
Like I said, everything in the past effects the future, even the tiniest act, and what you're doing leads here.

Starlight looks up at her.

132 TWILIGHT (CONT'D)
I know I can't stop you, but I thought showing you this might change your mind.

133 ^{140 141} STARLIGHT ^{(142) (143)}
Change my mind? You don't know anything about me. I was perfectly happy before you and your friends ruined what I built.

134 TWILIGHT ^{23 24 25 (26)}
I don't know what happened that lead you to make your village without cutie marks. And I'm sorry my friends and I had to take it away. I understand that you want to get back at us, but there has to be a better way.

Starlight's eyes flash as she looks at Twilight, angry.

135 ¹⁴¹ STARLIGHT ^{(143) (144)}
You want to know what happened to me? I'll show you!

With that, Starlight's horn glows. Starswirl's scroll floats out of Spike's bag as Starlight casts the spell. Magical energy extends to the map and swirls around them in a new VORTEX that sucks them in as they vanish.

SC. 18 - EXT. VILLAGE - DAY

Spike and the two ponies appear on the outskirts of a small community of ponies.

136 TWILIGHT^{23 24 25 27AB (28)}
Where are we?

137^{144 (145)} STARLIGHT
That map of yours is connected to every part of Equestria and this part is my home.

Starlight walks toward a small cottage. Spike and Twilight follow.

SC. 19 - EXT. COTTAGE - CONTINUOUS

At the cottage, they peer in through a window at a YOUNG STARLIGHT sitting at a table with another UNICORN (SUNRAY) working their way through a giant stack of books.

138 STARLIGHT
Sunray and I did everything together. In fact, I don't remember us ever being apart... until today.

138A - in 145
Spike jumps up, trying to see in the window.

139 SPIKE
What happens today?

Twilight uses her magic to lift Spike up so he can see.

Inside, Young Starlight takes a book from the bottom of the stack, causing the whole pile to wobble and fall.

Young Starlight stumbles back as the giant stack of books falls toward her. Sunray stands up alarmed. Suddenly his horn GLOWS brightly and beams of magic shoot out at...

STARLIGHT - as a pillow appears beneath her, cushioning her fall and...

THE BOOKS - which stop falling and hang in the air for a moment, then fly onto a nearby shelf, organizing themselves in a neat row.

Across the room an OLDER PONY COUPLE look up surprised. Starlight looks up too as Sunray's flank starts to GLOW and a cutie mark of STREAKS OF LIGHT appear.

The pony couple rush over excited and lift Sunray up as they laugh and smile and carry him out of the house.

SC. 20 - EXT. VILLAGE - CONTINUOUS

Starlight, Twilight, and Spike follow as the couple rushes out into the street. Soon a crowd of ponies gather, all excitedly congratulating the couple as they toss Sunray in the air, laughing.

140 151 152 STARLIGHT 154
And just like that, my friend was gone.

141 TWILIGHT 29 32AB
What do you mean?

Starlight looks back to the house at her younger self standing alone in the doorway.

142 151 152 STARLIGHT
His family recognized his magical talent and sent him off to Canterlot. I never saw him again.

143 SPIKE
Why not?

Starlight whirls on them both.

144 STARLIGHT
Because of his cutie mark! He got his and I didn't. He moved on and I didn't. I stayed here and never made another friend because I was too afraid another cutie mark would take them away too!

145 TWILIGHT 29 32
That's ridiculous. A cutie mark can't take your friends away.

Starlight's eyes FLASH.

146 151 152 STARLIGHT 153
Not everypony's lucky enough to get her cutie mark at the same time as her friends.

Starlight's magic hits the scroll again and the spinning
VORTEX takes them too...

SC. 21 - EXT. CLOUDSDALE - DAY

The three of them appear in Cloudsdale near the race track
just as before. In the distance, RAINBOW DASH and the bullies
speed toward them.

147 ¹⁵ ¹⁵⁶ STARLIGHT
You don't know what it's like to
lose a friend because of a cutie
mark. But once I stop the Rainboom
you will!

She holds Starswirl's scroll up, ready to rip it in half.

148 STARLIGHT (CONT'D)
And when I destroy this scroll,
there'll be no way for you to
change it!

Off Twilight's look of horror we...

END ACT TWO

ACT THREE

SC. 22 - EXT. CLOUDSDALE - RESUME

Starlight holds the scroll, ready to rip it in half. Twilight
looks at her, pleading.

149 TWILIGHT ²⁹ ^{30AB} ³¹
Starlight, you're right. I don't
know what you went through, but I
do know you can't do this. I've
seen where this leads and so have
you.

150 ¹⁵⁵ ¹⁵⁶ STARLIGHT
I only saw what you showed me. Who
knows what will really happen?

Twilight looks up the track as RAINBOW DASH and the others
grow closer.

151 TWILIGHT (32) 33
 I do. I've seen it a dozen times.
 Trust me, things don't turn out
 well in an Equestria without my
 friends.

152 155 156 STARLIGHT (159/160)
 What's so special about your
 friends? How can a group of ponies
 that are so different be so
 important?

153 TWILIGHT (32) 33
 The differences between me and my
 friends are the very things that
 make our friendships strong.

Starlight turns toward the track.

154 155 156 STARLIGHT (159/160) 158
 I thought Sunray and I were the
 same, but we turned out different
 and it tore our friendship apart.

155 TWILIGHT (32) 33
 So try again. Make new friends. And
 if something that you can't control
 happens that changes things, work
 through it together. That's what
 friendship is.

Starlight looks down at Starswirl's scroll.

156 TWILIGHT (CONT'D)
 And it's not just my friendships
 that are important to Equestria.
 Everyponies' are. When yours ended
 it lead us here, but just imagine
 all the others that are out there
 waiting for you if you just give
 them a chance.

Starlight looks up at Twilight.

157 155 156 STARLIGHT (157)
 How do I know they won't all end
 the same way?

158 TWILIGHT (32) 33
 I guess it's up to you to make sure
 they don't.

With that, Twilight holds out her hoof. Starlight looks down at the scroll, then to the track as Dash and the others get closer.

Finally, Starlight looks back to Twilight and takes her hoof. She lets the scroll drop and Spike scoops it up just as Rainbow Dash, Hoops and Dumb-Bell race by.

Twilight, Spike, and Starlight watch as RAINBOW DASH speeds ahead, hitting the last cloud ring and setting off the SONIC RAINBOOM.

Starlight turns to Twilight and smiles sheepishly as the VORTEX appears above them and they are sucked back through time to...

SC. 23 - INT. CASTLE OF FRIENDSHIP - DAY

The VORTEX appears and spits Twilight, Starlight, and Spike out onto the floor next to the map.

The three of them stand and watch as the scroll slips out of Spike's claws and drifts over the map. The YELLOW GLOW from the map intensifies as the energy from the scroll and the map connect.

The scroll siphons all of the magical energy from the map as it starts to GLOW more and more intensely, then immediately sucks into a small ball of light.

FLASH CUT TO THE CASTLE EXTERIOR

A magical IMPLOSION/EXPLOSION blasts YELLOW LIGHT out of every window of the castle, lighting up the sky as it fades from yellow to gold.

FLASH CUT BACK INSIDE

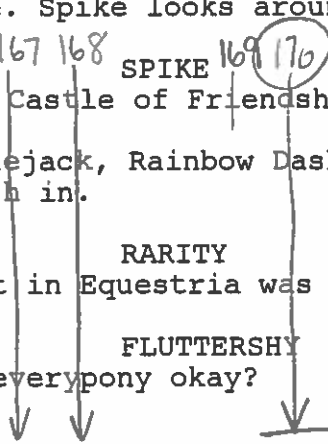
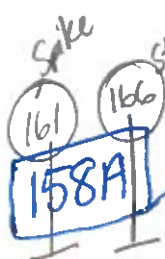
Twilight, Starlight and Spike blink, looking at the map. The scroll is gone. Spike looks around.

159 ^{167 168} SPIKE ^{169 170}
One Castle of Friendship. Check.

Suddenly, Applejack, Rainbow Dash, Rarity, Fluttershy and Pinkie Pie rush in.

160 RARITY
What in Equestria was that?

161 FLUTTERSHY
Is everypony okay?



Pinkie rushes over to the window and looks out at the fading golden light.

162 ¹⁶⁸ ¹⁷⁰ ¹⁷¹ PINKIE PIE
Can you do it again!?

Spike turns to Twilight.

163 SPIKE
One group of amazing friends.
Check.

164 TWILIGHT ³⁴ ^{AB}
Yep, Spike. It looks like we're home.

Applejack points over at Starlight.

165 ¹⁶⁸ ¹⁷⁰ ¹⁷¹ ¹⁷² APPLEJACK
What's she doing here?

Starlight looks down at the floor. Twilight looks to her friends and smiles.

166 TWILIGHT ³⁴ ^{AB}
It's actually kind of a long story.

SC. 24 - EXT. CASTLE OF FRIENDSHIP - DAY

Twilight wanders the grounds with her friends. Rainbow Dash glances up at Starlight who looks out from one of the Castle's terraces.

167 ¹⁶⁸ ¹⁷² RAINBOW DASH
I mean, I knew my Rainboom was awesome, but I never thought all of Equestria depended on it.

168 PINKIE PIE
Or on us!

169 TWILIGHT ³⁴ ³⁶
I think it's more than that. I ~~think~~ friendship connects all of Equestria and undoing one group of friends made ~~all of~~ it's magic less powerful.

170 ¹⁶⁸ ¹⁷² APPLEJACK
I can't believe y'all were able to travel through time like that.

171/167 168 172 PINKIE PIE 175
That Starlight must be pretty
magical!

172 FLUTTERSHY
I'm glad you were able to convince
her to come to her senses.

Twilight looks up at her.

173 TWILIGHT 34 36
Me too. She obviously has more
talent for magic than almost any
pony I've seen.

174 168 172 173 RARITY
Well, not more than you, I hope?

175 TWILIGHT couldn't 34 36
I don't know Rarity, I wasn't able
~~to use~~ my magic ~~to~~ stop her. I had
to convince her to stop on her own.
Once I realized that, everything
fell into place.

The others stop and look up at Starlight as well.

176 169 173 174 APPLEJACK
Well, if she's as powerful as all
that, we can't just send her on her
way, can we?

177 TWILIGHT 34 36
Actually, I kind of have something
else in mind.

Off of the other's curious looks...

SC. 25 - INT. TWILIGHT'S CASTLE - DAY

Starlight walks into the throne room to find Twilight and her
friends all sitting on their thrones. She stands in front of
the map and looks up at them.

178 162 163 STARLIGHT
I know there's no excuse for what I
did, but I want you all to know
that I'm ready for whatever
punishment you think is fair.

179 TWILIGHT 34 36
Starlight, I didn't ask you here to
be punished.

Starlight looks up, surprised.

180 ¹⁶² ¹⁶³ STARLIGHT
You didn't? Then why?

181 TWILIGHT ³⁴ ³⁶
I've been thinking a lot about how
badly Equestria fared without just
one group of friends.

As Twilight speaks, we PAN across all of the Mane Six, who
look down at Starlight, smiling.

182 TWILIGHT (CONT'D)
~~But it isn't just my friends that~~
~~are important~~ and if that's what
happens when only six friends are
separated, the Magic of Friendship
is even more important than we
thought.

Starlight looks up, considering.

183 TWILIGHT (CONT'D)
As Princess of Friendship, it's
clear that the more I spread that
magic ~~throughout Equestria~~, the
better off we'll be, because when
even one friendship dies, the
results can be disastrous.

184 ¹⁶² ¹⁶³ ¹⁶⁵ STARLIGHT
I know, firsthand, how true that
can be.

185 TWILIGHT ³⁴ ³⁶ ³⁸ ^A ^B ^C
And that is why I've asked you
here.

Twilight stands and walks over to Starlight.

186 TWILIGHT (CONT'D) ³⁵ ³⁶
I know you have a lot to learn
about friendship and I'm willing to
teach you what I know.

Starlight's eyes brighten.

187 TWILIGHT (CONT'D) ^B
If you're willing to learn, you'll
have the power to make Equestria a
better place than even we have.

188 ^{162 163 164 Alt.} STARLIGHT
How do I start?

189 TWILIGHT ^{35 36 37}
Starting is easy. All you have to
do is make a friend.

Twilight points to the others.

190 TWILIGHT (CONT'D)
And you've got seven of them right
here.

Starlight looks at each of them. Off of her smile we...

SC. 26 - START MUSICAL MONTAGE

We PAN around Starlight as she starts to sing an UPBEAT,
CELEBRATORY POP SONG.

191 STARLIGHT
*I never thought that I... would
find a place,
to step right in and start again.
I never thought that I... could
just begin,
where I left off and make a friend.*

192 TWILIGHT
*Don't you ever think that it might
be too late.
You don't have to wait, there's no
mistakes with friends you make.
A friendship's only made, of what
you bring,
but if you do it right, you can do
anything.*

Twilight leads Starlight around her throne. They look at
their reflections in the crystal-like stone - their cutie
marks side-by-side.

193 TWILIGHT (CONT'D)
*Just use... your eyes... this
time... no lies*

Twilight's horn glows as she and Starlight lift up off of the
ground.

194 TWILIGHT (CONT'D)
*Just don't... disguise... who you
are inside.*

Twilight and Starlight soar past the MAP as the others step forward and join in on the song.

195 ALL
*Because with friends there's
nothing you can't do
Your friends will always trust in
you.
Even if you aren't the same,
That means there's only more to
gain.*

Twilight and Starlight zoom out an open window we CUT TO:

SC. 27 - EXT. CASTLE OF FRIENDSHIP - CONTINUOUS

Twilight and Starlight circle the castle as the continue to sing:

196 TWILIGHT/STARLIGHT
*'Cause with friends there's nothing
you can't do
And you only have to trust them too
All around the world it's true
There's nothing that a friend won't
do.*

Twilight and Starlight fly past the castle balconies where the Main Six continue singing in a STYLIZED SERIES OF SHOTS...

197 RARITY
Together we are just like royalty.

198 FLUTTERSHY
Every one of us has her specialty.

199 RAINBOW DASH
*But we don't have to think and act
the same.*

200 APPLEJACK
*Because our friendship's the
important thing.*

201 PINKIE PIE
*But we're not the only friends in
town
There's friendship everywhere, you
only have to look around.*

SC. 28 - INT. CASTLE OF FRIENDSHIP - CONTINUOUS

Twilight and Starlight land back in the Throne Room.

202 TWILIGHT
*And every one of them, has their
power too.
And a magic that's inside of you.*

203 STARLIGHT
*Just use... your eyes... this
time... no lies*

204 TWILIGHT
*Just don't... disguise... who you
are inside.*

The friends circle Starlight as they sing.

205 ALL
*Because with friends there's
nothing you can't do
Your friends will always trust in
you.
Even if you aren't the same,
That means there's only more to
gain.*

Starlight's magic flows out of her horn, lifting her up out of the circle of friends.

206 STARLIGHT
*'Cause with friends there's nothing
you can't do
And you only have to trust them too
All around the world it's true
There's nothing that a friend won't
do.*

Starlight drifts down as we PAN around all six friends and Starlight. They all gather around and look down at the map.

207 ALL
*Everywhere you go, go, go
The friendships there will show,
show, show,
Just how important they can be, be,
be
Your friends can change world
you'll see.*

They all exchange smiles as we TILT DOWN to the map showing all of Equestria and beyond as we...

FADE OUT.

END.