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MY LITTLE PONY V

"The Cutie Re-Mark"

Episode 525/26

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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 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 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 SPIKE
(over-eager)
Wow, Twilight. That was even better
than the first eleven times!

4 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 SPIKE
Come on, Twilight, you can't be
nervous about giving a speech to a
bunch of magic students.

7 TWILIGHT
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...

Spike sighs, cutting her off.

8 SPIKE
Perfect.

9 TWILIGHT
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...

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

END TEASER

MAIN TITLES

ACT ONE

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

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

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...

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.

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.

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 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 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 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 SPIKE
Starlight Glimmer?

24 TWILIGHT
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 SPIKE
Nothing good, I bet. I heard she
wasn't very happy the last time you
saw her.

*
*

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

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

*
*

Spike watches as Twilight's expression darkens.

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

*

29 TWILIGHT
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
Maybe I was just more stressed
about that speech than I thought.

*

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

Twilight stops before the Throne Room.

33 TWILIGHT
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 SPIKE
Or it's totally true!

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

35 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
What are you doing, Starlight?

Starlight looks at her and laughs.

38 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 SPIKE
Where did she go?

40 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 SPIKE
I guess we could start with this.

Twilight's eyes go wide.

42 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 SPIKE
Cloudsdale! Starlight doesn't even
have wings. Why would she come
here?

*
*
*

Twilight looks around for any sign of Starlight.

44 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 SPIKE
Hey, isn't that...

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 SPIKE
With this.

*

Twilight takes the scroll and looks at it, realizing.

56 TWILIGHT
Starswirl's spell. Oh, no.

57 SPIKE
Come on let's go!

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

58 TWILIGHT
Go where?

59 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 SPIKE (CONT'D)
All right!

61 TWILIGHT
Take it easy, Spike. We already know how it ends.

62 SPIKE
That doesn't make it any less exciting!

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 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 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.

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.

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?

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

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

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.

Spike looks around.

68 SPIKE
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 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
The map pulled us back, but
whatever Starlight did in the past
changed things here.

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

72 TWILIGHT
(correcting him)
More like when.

73 SPIKE
What do you mean?

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

74 TWILIGHT
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 SPIKE
So we're back where...
(correcting himself)
I mean, when we started?

76 TWILIGHT
Not exactly.

Twilight points at the map.

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

Spike points up.

78 SPIKE
Plus there's the whole missing
castle thing.

79 TWILIGHT
Right.

Twilight looks around, thinking.

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

81 SPIKE
You think?

82 TWILIGHT
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 SPIKE
I'm getting a bad feeling about
this, Twilight.

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 SPIKE
Is that Sugar Cube Corner?

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

86 TWILIGHT
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 SPIKE
Rarity?

89 TWILIGHT
I don't think she's here, Spike.

Twilight looks out at Ponyville, distraught.

90 TWILIGHT (CONT'D)
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 TWILIGHT
Come on!

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 TWILIGHT
Applejack?

93 APPLEJACK
That's me.

Applejack turns and stares blankly at Twilight.

94 APPLEJACK (CONT'D)
What can I do for ya?

Twilight rushes forward and hugs a shocked Applejack.

95 TWILIGHT
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.

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

97 TWILIGHT
You don't know who I am?

98 APPLEJACK
Nope. Honestly, the only name I
recognized is Rarity, but she left
for Manehattan years ago.

Spike sticks his head in.

99 SPIKE
Probably to become a world famous
fashion designer, I bet.

Applejack looks down at the baby dragon.

100 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 APPLEJACK
The war against King Sombra and the
Crystal Empire?

103 TWILIGHT/SPIKE
What!?

Twilight and Spike trade looks of shock.

104 APPLEJACK
Where have you two been?

105 SPIKE
Actually, it's when.

106 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 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 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
There's also supposed to be a
castle that goes with it.

112 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
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 APPLEJACK
Different how?

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

Applejack looks at her wide-eyed.

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

117 TWILIGHT
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 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 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 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...

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 APPLEJACK (V.O.)
...doing their part...

SC. 18 - EXT. MANEHATTAN - LOADING DOCK - DAY

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

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

SC. 19 - INT. MANEHATTAN - 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
I just can't believe it. We stopped
King Sombra. You and me and all of
our friends.

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

Twilight looks down, distraught.

127 TWILIGHT
Right.

128 APPPLEJACK
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.

130 APPPLEJACK
I hope you do.

Applejack exits. Spike turns to Twilight.

131 SPIKE
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.

134 SPIKE
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.

136 SPIKE
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!

With that, she shoots the scroll with a BLAST of magic from her horn. The magical energy extends from the scroll to the map, just as it did for Starlight, and with another SPINNING VORTEX, Spike and Twilight are sucked back in.

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.

*

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...

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.

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?

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.

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.

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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 STARLIGHT (CONT'D)
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)
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.

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
Twiiiiiiilliiiiight!

153 TWILIGHT
Whoops!

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

154 SPIKE
Thanks.

Spike holds on as Twilight heads back toward the clouds.

155 TWILIGHT
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 STARLIGHT
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 STARLIGHT
 (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 STARLIGHT
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 STARLIGHT
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 FLUTTERSHY
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.

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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.

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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 STARLIGHT
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 TWILIGHT
Hi!

189 RAINBOW DASH
Um... Hi.

190 TWILIGHT
Think you can stop for a minute?

191 RAINBOW DASH
Sure!

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 RAINBOW DASH
Pretty fast? Please. I'm even faster than that.

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

195 RAINBOW DASH
With you?

196 TWILIGHT
Sure!

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

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 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 RAINBOW DASH
What? I can't do that. Nopony 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 RAINBOW DASH
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 STARLIGHT
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 SPIKE
Well, that didn't work.

Twilight looks at the scroll.

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

208 SPIKE
Hey, Twilight...

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

210 SPIKE
I don't think you'll have to.

211 TWILIGHT
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)
Pinkie? Fluttershy!?

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

213 PINKIE PIE
SILENCE, CHANGELING!

214 SPIKE
Changeling?

Pinkie and Fluttershy point their spears at them both.

215 FLUTTERSHY
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

PART II

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.

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

217 PINKIE PIE
A likely story!

She leans down to Spike.

218 PINKIE PIE (CONT'D)
Do something dragonish!

Spike blows a puff of smoke. Pinkie coughs.

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

Savage Fluttershy sticks her spear in closer.

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

221 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.

222 VOICE (O.S.)
STOP!

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

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

Zecora leans in, looking closely at Twilight and Spike.

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

225 TWILIGHT
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.

226 ZECORA
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.

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

228 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.

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

Twilight steps forward.

230 TWILIGHT
I think I can explain.

231 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.

232 ZECORA
The changelings took over not long
ago, though I'll wager in your
world that isn't so.

233 TWILIGHT
Chrysalis and her army tried to
take over Canterlot, but my friends
and I stopped her.

234 ZECORA
(nods)
These friends that here, you do not
have. But tell me how this came to
pass.

235 TWILIGHT
Starlight Glimmer. A pony who
traveled back in time to stop my
friends and me from ever coming
together.

*

236 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.

237 TWILIGHT
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.

238 ZECORA
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.

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

240 TWILIGHT
I see.

241 ZECORA
Come to the village and we'll make
plans, to help you return to your
peaceful lands.

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.

242 SPIKE
 (sarcastic)
Cozy.

243 ZECORA
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.

244 RARITY
Please, you have to help us!

245 DASH
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.**

*
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246 ZECORA
**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.

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

248 ZECORA
For a time we could hide in a place
such as this...

The savage ponies close ranks as Applejack stands.

249 ZECORA (CONT'D)
Though I knew that you'd find us
one day, Chrysalis!

With that, Applejack transforms into QUEEN CHRYSALIS.

250 CHRYSALIS
 (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.

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

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

252 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.

253 FLUTTERSHY
Why would she ever trust you!

Twilight turns to Zecora.

254 TWILIGHT
There's too many of them. Even if
there's a chance Chrysalis will
honor her word, shouldn't you try?

255 ZECORA
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.

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

257 CHRYsalis
Time to make a decision, Zecora.

Zecora looks up to the changeling queen, determined.

258 ZECORA
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.

259 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.

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

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

262 TWILIGHT
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.

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

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

265 TWILIGHT
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.

266 STARLIGHT
Not bad. But it's going to take a
lot more than that!

267 TWILIGHT
Lucky for you, there's more where
that came from!

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.

268 STARLIGHT
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.

269 RAINBOW DASH/HOOPS/DUMB-BELL
WHOA!

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

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

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

271 TWILIGHT
What are you all doing? You have to
finish your race!

272 DUMB-BELL
No way!

273 RAINBOW DASH
Yeah. 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.

274 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.

275 SPIKE
That's strange.

276 TWILIGHT
Well, you obviously don't mean us
failing, because that's becoming
pretty routine.

Twilight stands. Spike points to the sky.

277 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.

278 TWILIGHT
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.

279 SPIKE
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. *

280 TWILIGHT
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.

281 SPIKE
Where are we going?

282 TWILIGHT
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.

283 TWILIGHT
The Castle of the Two Sisters!

The HOWLING of the wolves gets closer.

284 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).

*

285 SPIKE
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...

286 TWILIGHT
Rarity?

Rarity walks past, barely acknowledging them.

287 RARITY
(curt)
The castle isn't open for viewings today. The tapestries all need changing... again.

*

*

Spike runs up to her.

288 SPIKE
Rarity, it's me.

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

289 RARITY
I don't socialize with dragons. I
don't know anypony who would.

Spike looks down, crestfallen. Twilight rushes up.

290 TWILIGHT
Rarity, you have to listen to me.
The future of Equestria is at
stake. Or the present. Actually, I
guess it's the past.

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

292 TWILIGHT
It's not a fantasy!

Rarity continues to hang her tapestry while Twilight rants.

293 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.

294 TWILIGHT (CONT'D)
Oh, no.

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

295 VOICE
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.

296 NIGHTMARE MOON
Now that's something I'd like to
see.

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.

297 NIGHTMARE MOON
Tell me how you came by this magic
to travel through time.

298 TWILIGHT
Um... by accident?

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

299 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.

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

301 SPIKE
Your kingdom?

302 NIGHTMARE MOON
Who else?

303 SPIKE
Um... Celestia, of course.

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.

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

305 TWILIGHT
No!

306 NIGHTMARE MOON
Yes! But it's no less a fate than
she sentenced me to.

Nightmare turns back to Twilight.

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

Twilight looks down at the ground, defeated

308 TWILIGHT
All right.

309 SPIKE
Twilight! No!

310 TWILIGHT
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.

311 NIGHTMARE MOON
Timber Wolves? I am the ruler of
all of Equestria. Do you think I
can't deal with Timber Wolves?

Twilight looks up, a gleam in her eye.

312 TWILIGHT
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.

313 RARITY
REALLY?!

314 NIGHTMARE MOON
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.

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

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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.

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316 NIGHTMARE MOON
How does it work?

317 TWILIGHT
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.

318 NIGHTMARE MOON
And now you will give this spell to
me.

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

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

320 TWILIGHT
But it won't.

Nightmare spins around and looks at her.

321 NIGHTMARE MOON
What?!

322 TWILIGHT
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.

323 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.

*
*

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

325 SPIKE
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.

326 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.

327 TWILIGHT
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.

328 STARLIGHT
Well, good luck!

Starlight immediately flies off.

329 TWILIGHT
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:

TWILIGHT & SPIKE - tumbles out of the VORTEX into a FIERY LANDSCAPE as a HEARD OF PONIES run past, followed by 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...

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.

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.

330 TWILIGHT
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.

331 STARLIGHT
Up for another race-ending fight,
Twilight?

332 TWILIGHT
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.

333 STARLIGHT
If that's what it takes to keep you
and your friends from getting your
cutie mark connection, then I'm
game.

334 TWILIGHT
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.

335 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.

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

337 TWILIGHT
IT DOES!

338 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.

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.

339 TWILIGHT
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

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

340 STARLIGHT
Where are we?

341 TWILIGHT
The future. Or rather, the present.

342 STARLIGHT
But there's nothing here.

343 TWILIGHT
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.

344 TWILIGHT (CONT'D)
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.

345 STARLIGHT
I don't believe you!

346 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.

347 TWILIGHT
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.

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

349 STARLIGHT
Change my mind? You don't know anything about me. I was perfectly happy before you and your friends ruined what I built.

350 TWILIGHT
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.

351 STARLIGHT
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.

352 TWILIGHT
Where are we?

353 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.

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

Spike jumps up, trying to see in the window.

355 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.

356 STARLIGHT
And just like that, my friend was gone.

357 TWILIGHT
What do you mean?

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

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

*
*
*

359 SPIKE
Why not?

Starlight whirls on them both.

360 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!

361 TWILIGHT
That's ridiculous. A cutie mark can't take your friends away.

Starlight's eyes FLASH.

362 STARLIGHT
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.

363 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.

*

364 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.

365 TWILIGHT
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.

366 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.

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

368 STARLIGHT
What's so special about your
friends? How can a group of ponies
that are so different be so
important?

369 TWILIGHT
The differences between me and my
friends are the very things that
make our friendships strong.

Starlight turns toward the track.

370 STARLIGHT
I thought Sunray and I were the
same, but we turned out different
and it tore our friendship apart.

371 TWILIGHT
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.

372 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.

373 STARLIGHT
How do I know they won't all end
the same way?

374 TWILIGHT
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.

375 SPIKE
One Castle of Friendship. Check.

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

376 RARITY
What in Equestria was that?

377 FLUTTERSHY
Is everypony okay?

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

*
*

378 PINKIE PIE
Can you do it again!?

*

Spike turns to Twilight.

*

379 SPIKE
One group of amazing friends.
Check.

380 TWILIGHT
Yep, Spike. It looks like we're
home.

Applejack points over at Starlight.

381 APPLEJACK
What's she doing here?

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

382 TWILIGHT
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.

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

384 PINKIE PIE
Or on us!

385 TWILIGHT
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.

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

387 PINKIE PIE
That Starlight must be pretty
magical!

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

Twilight looks up at her.

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

390 RARITY
Well, not more than you, I hope?

391 TWILIGHT
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.

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

393 TWILIGHT
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.

394 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.

395 TWILIGHT
Starlight, I didn't ask you here to
be punished.

Starlight looks up, surprised.

396 STARLIGHT
You didn't? Then why?

397 TWILIGHT
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.

398 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.

399 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.

400 STARLIGHT
I know, firsthand, how true that
can be.

401 TWILIGHT
And that is why I've asked you
here.

Twilight stands and walks over to Starlight.

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

Starlight's eyes brighten.

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

404 STARLIGHT
How do I start?

405 TWILIGHT
Starting is easy. All you have to
do is make a friend.

Twilight points to the others.

406 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.

*
*

407 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.*

408 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.

409 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.

410 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.*

*
*

411 *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:*

*
*

412 *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...

*
*

413 *RARITY*
Together we are just like royalty.

414 *FLUTTERSHY*
Every one of us has her specialty.

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

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

417 *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.

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

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

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

The friends circle Starlight as they sing.

421 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.

422 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.

423 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.