

We need to pickup:

Tara Strong

@ Twilight Sparkle

As Recorded

November 9, 2016

@ Dick Rogers
(takes 204-242)

As Recorded

October 19, 2016

@ Dick Rogers

(takes 1-66)

As Recorded

October 26, 2016

@ Dick Rogers
(takes 67-209)

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MY LITTLE PONY

Season 7

Shadow Play - Part 1

Ep 725

LOCKED SCRIPT

Premise: Josh Haber
Outline: Josh Haber
Teleplay 1st Draft: Josh Haber
Teleplay 2nd Draft: Josh Haber
Teleplay 2nd Draft v2: Josh Haber
Teleplay Final Draft: Josh Haber
Teleplay Final Draft v2: Josh Haber

Premise: June 24, 2016
Outline: July 8, 2016
Teleplay 1st Draft: August 8, 2016
Teleplay 2nd Draft: August 26, 2016
Teleplay 2nd Draft v2: September 9, 2016
Teleplay Final Draft: September 16, 2016
Teleplay Final Draft v2: September 21, 2016
Locked Script: September 30, 2016

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TEASER

SC 1 - FADE UP ON AN ANCIENT BOOK

In classic Storybook-style (think MLP 001), we TRACK IN on an old book. A SWIRL OF STARS (i.e., the cutie mark of Starswirl the Bearded) is on the cover.

As the book opens we continue to PUSH IN, dissolving to a series of WATERCOLOR-STYLE IMAGES as the wizened voice of an older, male, British(?) pony (i.e., STARSWIRL THE BEARDED), can be heard...

67 68 69 70

1 STARSWIRL (V.O.)
The best elements within us can
spread light and virtue, and I know
ponies who represent them all:
strength, bravery, healing, beauty,
hope, and sorcery.

With each quality we see a stylistic, watercolor depiction of the glowing pony to which it corresponds (all of whom we've met in earlier episodes): Strength, ROCKHOOF; bravery, FLASH MAGNUS; healing, MAGE MEADOWBROOK; beauty, MISTMANE; hope, SOMNAMBULA; and sorcery, Starswirl. These are the PILLARS OF OLD EQUESTRIA.

2 STARSWIRL (V.O.)
Myself, and these Pillars of
Equestria were gathered together by
another to maintain and share the
light of these powerful ideals...

ANOTHER WATERCOLOR-STYLE IMAGE - of the six pillars looking down on another PONY, who is obscured by their shadows.

The pony in the shadow regards the others guiltily - a collection of items gathered around him: a shield, a shovel, a mask, a flower, a blindfold, and a book (these are the Pillars' artifacts).

3 STARSWIRL (V.O.)
But we soon came to believe the
pony who brought us together, only
wanted that power for himself.

ANOTHER WATERCOLOR IMAGE - of the six Pillars towering over the other pony, now cowering in their shadows, as Starswirl points away - gesturing for him to leave their presence.

67 68

(71)

4

STARSWIRL (V.O.)

Cast out and alone, this power-mad pony turned to darkness to satisfy his thirst.

WATERCOLOR IMAGE - of the other pony, now transformed into the fearsome PONY OF SHADOWS!

5

STARSWIRL (V.O.)

Transformed into a Pony of Shadows, he returned for revenge - to extinguish the Pillars' light and rob the world of hope.

WATERCOLOR IMAGE - of the six Pillars and the Pony of Shadows locked in battle (i.e., blasts of magic and shadow, etc.).

6

STARSWIRL (V.O.)

To stop him, the Pillars and I must make a grave sacrifice.

WATERCOLOR IMAGE - of Starswirl casting a spell: beams of light connect all the Pillars, like spokes on a wheel, to a CRYSTAL SEED.

7

STARSWIRL

But we shall leave behind a seed in hopes that one day it will grow into a force to stand against the darkness for all time.

WATERCOLOR IMAGE - of the Pillars, with resolved faces as they surround the first tiny CRYSTAL SPROUT of what will one day become the Tree of Harmony.

8

STARSWIRL (CONT'D)

We must now face the fiend with the only plan we have...

As Starswirl's voice trails off...

72 (73)

(74)

SC 2 - INT. CANTERLOT CASTLE - THRONE ROOM - DAY

SUNBURST stands before CELESTIA and LUNA reading from the same ANCIENT BOOK. The MANE SIX, STARLIGHT, and SPIKE stand nearby.

(2)

9

SUNBURST

(reading)"...I only hope it will be enough."

Sunburst turns the last page and looks up at the royal sisters.

1 2 3 4 10 SUNBURST (CONT'D)
That's the last entry. And maybe
Starswirl's final words before he
vanished.

5

Off everypony's intrigued expressions we...

END TEASER

MAIN TITLES

ACT ONE

SC 3 - INT. CANTERLOT CASTLE - THRONE ROOM - RESUME

CELESTIA and LUNA look down at SUNBURST's book (the same book from the teaser). They share an uncharacteristically excited look, then magic the old text up to their throne. The MANE SIX, STABLIGHT, and SPIKE stand nearby.

75 76 77 78

11 CELESTIA
I've always wondered what happened
to Starswirl. This is quite a
discovery, Sunburst.

Twilight steps forward, beside herself with excitement.

75 76 77 78

12 TWILIGHT
So it's genuine? You can verify
that this journal really belonged
to Starswirl the Bearded!?

75 76 78

13 LUNA
(matching Twilight's energy)
Indeed. And from the looks of it,
the last thing he wrote before
facing the Pony of Shadows.

14 RAINBOW DASH
Uh... So, the Pony of Shadows was
really real?

15 CELESTIA
(nods) It appears so.

87ABC
111

16 LUNA
We never met the other Pillars, and
were too young to understand the
danger they faced.

81 88

17 APPLEJACK
Hold on. All those legendary ponies
were all real too?
(MORE)

82B 84

75 76^k 78
 APPLEJACK (CONT'D)
 And they went off with Starswirl to face the Pony of Shadows and then none of them were ever heard from again?

Pinkie gives Applejack a look.

78
 18 PINKIE PIE
 Ah... yeah. Weren't you listening?

19 FLUTTERSHY
 But what happened to them all?

76
 20 RARITY
 Clearly they defeated the villain, since Equestria is still full of light and hope.

21 STARLIGHT
 But how? And where did they go?

Celestia and Luna flip through the pages of Starswirl's journal.

75 76 78
 22 CELESTIA
 My Olde Ponish is a bit rusty, but I wonder if the answers can be found somewhere within the pages of this book.

Twilight immediately BAMFS up next to the sisters and looks down at the book, practically buzzing.

205^k 6C 206
 23 TWILIGHT
 Well, I just happened to be an expert in Olde Ponish. I mean, I've practically memorized every ancient text about Starswirl there is...

75 76 78
 24 SPIKE
 Seriously. All of them.

78
 25 LUNA
 We have fond memories of our old teacher. If you could discover what happened to him, we would be most grateful.

26 SUNBURST
 Solving a thousand-year-old mystery could take forever! (excited gasp)
 Think of the research, the re-reading, the re-re-reading...

75 76 78
| | |
| | |

27 CELESTIA
(to Twilight) You might find you
need help.

28 APPLEJACK
Luckily, she's got a whole bushel
of helpers right here.

29 RAINBOW DASH
Totally! (then, less enthusiastic)
Um... how long will all this
research take, exactly?

Twilight BAMFS back down with the book.

30 TWILIGHT
Let's get this back to my library.
I'm sure we'll figure out what
happened in no time.

the others all cheer...

SC 4 - INT. TWILIGHT'S CASTLE - LIBRARY - NIGHT

Twilight looks down at the book - the candle next to her has
burned down to a wax stub. Spike <YAWNS> as he replaces it
with a fresh candle and tosses the melted stub onto a pile of
melted stubs.

31 SPIKE
Figure it out yet, Twilight?

WHIP PAN to the end of the table where Sunburst lifts his
head from a pile of scrolls and parchment, startled awake.

32 SUNBURST
Wha-WHAT? What did you figure out?

WHIP PAN to the other end of the table where Rarity, in her
sewing glasses, sleepily pulls her head out of a book and
Pinkie pulls her head out of a plate of cupcakes.

33 PINKIE PIE
You figured something out?

WHIP PAN across the room where Applejack and Rainbow Dash
lean back to back in a pile of books and Fluttershy is curled
on the floor with a collection of fuzzy friends - who all
scatter as the whole group wakes suddenly.

34 FLUTTERSHY
What is it?

210 (211)

35 TWILIGHT
(disappointed) Nothing. I mean, Starswirl was a genius, obviously, but forget Olde Ponish, there's parts where his hornwriting is like another language!

Applejack walks around the table and leans over the journal.

93 95 96

36 APPLEJACK
Twilight, we've been studyin', and referencin', and cross referencing for three days straight now.

37 RAINBOW DASH
Yeah. I haven't spent this much time reading since the last Daring Do book came out.

100

38 RARITY
~~Yes, darling,~~ perhaps it's time to take a break. This mystery is ~~a~~ over a thousand years old, ~~after all,~~ another day or two won't make a difference.

101 102

210 (211)

39 TWILIGHT
Two days?! I don't want to waste two seconds. I'm close to an answer. I can feel it.

The others exchange looks as Starlight enters with tea. She sets it down beside Twilight who pours over the pages.

Starlight points to a drawing/diagram of a TEMPLE-LIKE STRUCTURE similar to Stonehenge.

[Note: as in MLP724, Olde Ponish is loosely based on Old English, but the VAs and Voice Director can determine pronunciation]

40 STARLIGHT
(reading) "Hearg sylfum se Ponhenge," What's that?

116 (17)

210 (211)

41 TWILIGHT
(shocked) The Temple of Ponhenge! You can read that?

42 STARLIGHT
(nods) The hornwriting's pretty sloppy, but it's nowhere near as bad as mine. (continues) "Toward dol grimlic of fola firgenbeorg?"

116 117 (18)

43 SUNBURST
At the base of Foal Mountain...

44 STARLIGHT
(reading) "User endemest scield..."

45 TWILIGHT
(ominous) Our last stand.

WHIP PAN to Spike laying in some pillows across the room and trying to stifle a <YAWN>.

94 96 97 98 46 SPIKE
Well, that sure sounds like a clue to me.

The others look down at the book. As we PUSH IN on the drawing...

DISSOLVE TO:

SC 5 - EST. FOAL MOUNTAIN - PONHENG - NIGHT

The same temple-like structure, though overgrown and worn down by time, stands in a grove of trees at the base of a lonely gray mountain.

SC 6 - EXT. PONHENG - NIGHT

Six stone slabs (think Stonehenge) surround a central raised dais. In front of each slab is a smaller stone pedestal.

A BLAST of magic clears away a thicket of vines as Twilight enters the clearing, floating the book in front of her. Sunburst, Starlight, Spike, and the rest of the Mane Six follow.

212B 213 47 TWILIGHT
This is it. Ponhenge. I can't believe it.

The others fan out around the stones. Sunburst notices some ornate runes carved into them.

48 SUNBURST
I've never seen magical runes like these before. (to Twilight) Have you?

Twilight shakes her head. Dash pulls at a vine that's grown over one of the slabs. It snaps and she tumbles into a bush.

107 108 109 49 RAINBOW DASH
I don't think anypony's seen any of
this for a long time.

Applejack helps her up.

50 APPLEJACK
It'd take a whole team of ponies to
clear away all this brush.

Fluttershy taps at the base of another stone and a piece
crumbles away.

51 FLUTTERSHY
Even then, I'm not sure we'd find
out what happened here a thousand
years ago. *over*

Twilight walks in front of one of the stones facing the dais
and <SIGHS>.

52 TWILIGHT
You're right. I suppose it was a
long shot.

Spike pats her on the wing.

53 SPIKE
Cheer up, Twilight. Finding a whole
set of ancient ruins is pretty
impressive. *maybe you could write a paper on it.*

54 TWILIGHT
I guess I hoped we'd get here and
the mystery would just magically be
explained.

With that, Twilight sets Starswirl's book down on the
pedestal beside her. Immediately the book starts to GLOW.

55 SPIKE
Ah... Twilight?

As they stare at the glowing book, there's a FLASH of light
and suddenly STARSWIRL THE BEARDED is standing beside them,
his hoof on the book. Twilight looks up stunned.

56 TWILIGHT
Starswirl!? I-- I've wanted to meet
you my whole life. I can't believe
you're here--

Starswirl looks down at his book, not seeming to notice
Twilight at all. Sunburst waves a hoof in front of him.

57 SUNBURST
I don't think he is here. I don't
think any of them are.

25 26 27
| | |

PULL WIDE to reveal all the PILLARS OF OLD EQUESTRIA are there and the stone temple looks like new. Each Pillar stands by a separate stone (and next to each of the corresponding Mane Six)-- looks of determination on their faces.

Starswirl shoots a BLAST of magic from his horn at the dais and a ball of CRACKLING ENERGY forms. As the ball expands, DARKNESS pours out of it, spilling onto the dais.

The pool of darkness starts to gather, forming into a vague, pony-like shape. The darkness pony spreads massive, shadowy wings as two GLOWING EYES open and stare down at Starswirl and the rest. This is the PONY OF SHADOWS.

114 115 116 117

58 PONY OF SHADOWS
You summon me at your peril,
Starswirl. Once I defeat all of
you, this realm will embrace the
darkness as I did so long ago.

With that, the Shadow Pony pulses with DARKNESS, drawing what little light there is in the grove toward him -- even the light of the moon and stars stretch toward him.

Tendrils of darkness whip out, draining the light and color from Starswirl and the other Pillars who struggle against it as the Pony of Shadows <LAUGHS>.

— keep both laughs.

59 PONY OF SHADOWS (CONT'D)
Drawing me here will only make me
stronger. You will never defeat me!

Starswirl gathers himself, his horn crackling with the energy he has left as he stares up at the Shadow Pony.

60 STARSWIRL
We did not come here to defeat
you...

Starswirl sends a BLAST of magic at his book and immediately, the energy shoots around the circle connecting him to each of the other Pillars.

61 PONY OF SHADOWS
What are you doing?!

118
|

Glowing with Starswirl's magic, the other Pillars face the Shadow Pony.

6
114 117

62 STARSWIRL
We came to contain you.

Suddenly, with a massive BLAST, the energy from Starswirl and the others collapses toward the center and in a FLASH OF LIGHT, they all vanish.

As the MAGICAL VISION fades, the stone temple returns to it's dilapidated, overgrown state. As Twilight looks around, Pinkie pops up.

117

63 PINKIE PIE
Well, you did ask for a magical explanation.

Off Twilight's look of shock we...

END ACT ONE

ACT TWO

SC 7 - EXT. PONHENG - RESUME

Sunburst and the other ponies all stare at the ruins, in shock.

119 120 121

64 RAINBOW DASH
Uh... What just happened?

Twilight lifts the book from the pedestal. She floats it over and examines it.

219 220

65 TWILIGHT
I'm not sure.

66 STARLIGHT
It looked like Starswirl cast a spell that banished the Pony of Shadows.

28 29

Sunburst walks up and looks at the book more closely.

67 SUNBURST
Of course! Powerful magic like that would leave an impression on this place. Bringing the book back here let us see what happened.

119 120 121

68 APPLEJACK
Which was what?

220B (221)

69 TWILIGHT
Starswirl and the rest of the
pillars sacrificed themselves to
save Equestria.

Off the others' as the reality of what they've seen settles
in...

SC 8 - EST. TWILIGHT'S CASTLE - DAY

The sun shines over the Castle of Friendship - a stark
contrast to the preceding scene.

SC 9 - INT. TWILIGHT'S CASTLE - DAY

Sunburst walks through the hall with Starlight.

70 STARLIGHT
It's amazing to think one of the
great mysteries of Equestria was
solved with a musty old book from
an antique shop.

71 SUNBURST
Kind of gives you a new
appreciation for antiquing, huh?

The share a smile.

72 SUNBURST (CONT'D)
(excited) But I wouldn't say the
mystery's solved. Starswirl's spell
was one of the most powerful feats
of magic in all of history. It'll
take years of study before we fully
understand it.

Starlight nods as they walk into...

SC 10 - INT. TWILIGHT'S CASTLE - LIBRARY - CONTINUOUS

The two of them stop short as they look at Twilight
surrounded by stacks and stacks of books. Twilight looks up
at them excited.

73 TWILIGHT
I think I understand Starswirl's
spell!

Off Starlight and Sunburst's looks of shock...

30 (31)
32
31
3

72A in 31B

222AB

SC 11 - INT. TWILIGHT'S CASTLE - MAP ROOM - LATER

Starlight, Sunburst, Spike, and the rest of the Mane Six gather around the map as Twilight looks from the journal to the map, talking a mile a minute.

223 224

74 TWILIGHT
(excited) I know I've finished one of Starswirl's spells before (waves her wings) but this was on a whole different level!

She floats several large books over, spinning through them in a circle, almost like she's juggling.

75 TWILIGHT (CONT'D)
Was it an explosion of magical feedback? An evocation? A new kind of incantation? It's Starswirl, so the possibilities are endless! And once Starlight set me on the right track with his crazy hornwriting -- (awkward nerd laugh) I mean, he was a genius, so I guess we can forgive a little messiness -- I went through the journal again and it's amazing!

122 123b

76 RARITY
Twilight, darling, we understand you're excited, but that's all we understand.

77 RAINBOW DASH
Yeah. What exactly is so amazing?

223 224

78 TWILIGHT
Only how Starswirl and the other Pillars sent the Pony of Shadows to limbo!

226

122 123

79 APPLEJACK
They did what now?

By way of explanation, Twilight floats over an intricately constructed diorama - a miniature version of Ponghenge with tiny cardboard cutout version of the Pillars surrounding the central dais.

223 224

80 TWILIGHT
They used their magic to open a portal between worlds, to limbo, and pulled the Pony of Shadows inside.

225

Twilight shoots the diorama with magic and a single point of light appears over the tiny dais and expands into a sphere that encompasses the whole thing. Then, in a FLASH, it vanishes.

122 123 124
↓ ↓ ↓
223 224
↓ ↓
81 RARITY
Darling, your diorama!

82 TWILIGHT
I made more.

WHIP PAN to a collection of half-built Ponnenges, popsicle sticks, glue and tape.

Twilight floats the journal over and flips through the pages.

122 123 124
↓ ↓ ↓
223 224
↓ ↓
83 TWILIGHT (CONT'D)
Starswirl thought the only way to trap the Pony of Shadows in limbo was for the Pillars to take him there.

122 124
↓ ↓
84 APPLEJACK
(realizing) So they got stuck too.

1250
\$ I

85 FLUTTERSHY
The Pony of Shadows must have been really awful for them to do that.

Pinkie walks over to Twilight and literally limbos under the book.

86 PINKIE PIE
I suppose being trapped for all time with a super-duper bad guy in limbo might be okay if you were doing the limbo - but that's still pushing it.

Twilight floats the book over to the map and looks up at her friends proudly.

122 123 124
↓ ↓ ↓
223 224
↓ ↓
87 TWILIGHT
The thing is, I think I can get them out.

They all look at Twilight in shock.

88 SUNBURST
Twilight, are you serious? You can save the most legendary ponies of all time?

33 34 35
↓ ↓ ↓

89 STARLIGHT
I don't know. Opening portals
between worlds didn't work out well
for me. Are you sure it's safe?

33 34 (35)
| | |
| | |

227 (228)

90 TWILIGHT
First of all you opened portals
through time. And second of all,
Starswirl wrote the spell you used
to do it. If he'd been here, he
could have stopped it. Equestria
will be safer with him in it. We
have to save him.

(229)
|

126 127 128

91 APPLEJACK
But you'd be savin' all the
Pillars, right? And they
disappeared ages ago.

227 (228)

92 TWILIGHT
That's the thing about limbo. It
isn't one place or another. It's in
between, so time stands still. If
we can pull them out, it'll be like
they never left. I actually built
another model to demonstr--

Twilight turns to her popsicle sticks and glue, but Spike
cuts her off.

126 128 129

93 SPIKE
What can we do to help?

(130)
|

Twilight looks to the map, brightening.

227 228

94 TWILIGHT
If I'm right, we need to find items
that are connected to the Pillars
in some way.

(230)
|

126 128

95 RAINBOW DASH
You mean, like, stuff that belonged
to them?

Twilight nods.

96 FLUTTERSHY
How would we know what to look for?
Or where?

227 (228)

97 TWILIGHT
Luckily, Starswirl took a lot of
notes...

Twilight floats Starswirl's journal over and starts to read.

227 228

98 TWILIGHT (CONT'D)
(reading) ~~...my compatriots~~ are as
varied as ~~Equestria~~ itself and hail
from every corner of our land,
bringing with them artifacts and
talismans ~~from their realms...~~ of great power

231

As Twilight reads, the books starts to GLOW. The pages flutter and beams of magic shoot out to different spots on the map. Starlight looks to Twilight:

99 STARLIGHT
Um, Twilight, what are you doing?

36 AB

227 228

100 TWILIGHT
(surprised) I'm not doing anything!

As the beams of magic recede, five glowing objects are left floating over different parts of the map. CLOSE on each miniature glowing artifact as the Mane Six recognize them.

131 132 133

101 APPLEJACK
Rockhoof's shovel!

102 RAINBOW DASH
Flash Magnus's shield!

103 RARITY
Mistmane's flower.

104 FLUTTERSHY
Meadowbrook's mask.

Pinkie jumps in.

105 PINKIE PIE
And the blindfold Somnambula wore
when she faced that nasty sphinx!

134

Twilight looks to her friends, pleased.

227 228

106 TWILIGHT
I guess we don't need to figure out
who should get what.

232 AB

Off everypony's looks of excited determination...

TRANSITION TO:

SC 12 - EST. ROCKHOOF'S VILLAGE SITE - DAY

Applejack stands on some rocks looking out at the site of Rockhoof's village (established in MLP716). It's a thousand years later, so all that's left is a flat spot looking over a ravine that stretches from a dormant volcano to the sea.

Applejack spots a small encampment and heads toward it.

SC 13 - EXT. ARCHEOLOGICAL DIG - DAY

Applejack walks into the camp to find several ponies standing in a large pit, carefully excavating stuff.

A few YOUNGER PONIES (PETUNIA PALEO - from MLP609 - among them) gather around an academic looking pony, PROFESSOR FOSSIL, as she unearths a viking-esque helmet.

135 136 137

107 PETUNIA PALEO
(excited) Professor! It's a Mighty Helm headpiece! Maybe it belonged to Rockhoof himself!

138 139

140 141

108 PROFESSOR FOSSIL
Legends don't wear helmets. This belonged to a real pony.

142

109 APPLEJACK (O.S.)
Oh, I can guarantee Rockhoof was as real as you and me.

The archeologist ponies all turn to see Applejack standing at the edge of the pit looking down at them.

110 PROFESSOR FOSSIL
(laughs) And I suppose that ravine was dug with his trusty shovel to save the village from an erupting volcano.

111 APPLEJACK
Probably.

112 PROFESSOR FOSSIL
I love old legends as much as anypony - ~~and~~ it's why I became an archeologist - but a pony strong enough to save a village from rushing lava with a shovel is preposterous!

148

1496
112A
Suddenly, one of the younger ponies removes a section of earth that supports a GIANT ROCK. The boulder shakes and starts to fall on top of the professor and her students.

150
112B
Without thinking, Applejack leaps into the pit and uses her fantastic hind leg strength to catch the boulder before it falls on the professor and her students.

151
112C
While the archeologist ponies look on in shock, Applejack gives the rock a huge shove, bucking it out of the pit and saving them all.

135 142
113 PROFESSOR FOSSIL (CONT'D)
(amazed) I can't believe you just did that. You saved us!

114 APPLEJACK
I bet if you told somepony else the story it might sound preposterous.

The professor gives her a look.

143 144
115 PROFESSOR FOSSIL
I suppose some stories might be true...

Suddenly, the rock wall behind where the boulder fell cracks and gives way, revealing an ancient Viking-esque tomb and a mural depicting ROCKHOOF digging the channel, while the volcano erupts in the background.

On top of the tomb is a Mighty Helm headpiece and a SHOVEL. Applejack reaches for the shovel and it GLOWS at her touch. The Professor turns to her, wide-eyed.

145
116 PROFESSOR FOSSIL (CONT'D)
And Rockhoof's appears to be one of them.

146 147
As Applejack looks at the glowing shovel with wonder...

SC 14 - EST. BOTANICAL GARDENS - DAY

Rarity stands before an expansive greenhouse like the Botanical Garden of the University of Vienna (ref: <http://tinyurl.com/gojy76a>).

SC 15 - INT. BOTANICAL GARDENS - CONTINUOUS

She pushes open a rusty old door and finds the inside dilapidated and woefully overgrown - weeds everywhere.

Rarity spots a SHAFT OF SUNLIGHT shining through the glass ceiling and follows it to...

SC 16 - INT. BOTANICAL GARDENS - CENTER - CONTINUOUS

As she pushes her way through the dense growth, Rarity comes to a small clearing where the shaft of sunlight lands on a single, perfect ORCHID sitting on a pedestal.

As Rarity approaches, the orchid starts to GLOW. Rarity reaches toward it, and a small FLOATING SPADE smacks her on the hoof.

165 ABC

117
OW!

RARITY

166

167

168

118

OLD GARDENER (O.S.)

You keep those hoofs to yourself, dearie!

Rarity whips around to find a OLD GARDENER UNICORN staring at her with a frown. She points her little spade at Rarity, threateningly.

119

OLD GARDENER (CONT'D)

This place has been in my family for generations, and I'm not about to let some whippersnapper take the last good piece of it. Time was, ponies came from far and wide to see these gardens. But that flower's the only worthwhile thing left.

Rarity looks around at all the overgrown plants and has an idea. As she charges up her horn as we TRANSITION TO:

A MONTAGE

The Old Gardener watches, curious, as Rarity:

- Floats several pairs of hedge clippers through the thick weeds, trimming and chopping as they go and leaving behind perfect rows of green.
- Uses several spades to dig up and smooth pebble paths, winding their way through the gardens.
- Levitates water cans and hoses around, spritzing the flowers and watering the trees as she goes.
- Uses pruning shears to shape and mold bushes and trees into various animal shapes.

- Finally she and the Old Gardener look out at the perfectly restored Botanical Gardens, pleased.

END MONTAGE

The Old Gardener looks at Rarity, beaming.

169 170

120 RARITY
Perhaps it just seemed like your gardens were worthless, but a little pruning can work wonders. Of course you'll have to look after more than just one flower now.

The Gardener walks up to the pedestal and takes the orchid. She brings it over to Rarity and holds it out.

121 OLD GARDENER
You've given me back my family's gardens. The flower you wanted seems like a fair trade for that.

Please, Rarity takes the pot and the flower starts to GLOW. Off both of their surprised looks...

SC 17 - EXT. DRAGONLANDS - DAY

Spike and Rainbow Dash make their way through the harsh terrain of the Dragon Lands.

171

122 RAINBOW DASH
I can't believe Flash Magnus's shield ended up in the Dragon Lands.

123 SPIKE
Good thing you brought the Official Equestrian Friendship Ambassador To The Dragons to help you navigate our customs. (looks off screen) Like our favorite sport - gorge surfing!

With that, Spike rushes off screen. Off Dash looking after, curious...

SC 18 - EXT. DRAGONLANDS - EDGE OF RAVINE - CONTINUOUS

Spike runs up to GROUP OF DRAGONS at the edge of a steep ravine. One of the dragons grabs a slab of stone and rides it, amazingly, like a snow or surfboard - doing impossible tricks all the way down.

172

123A

1736 1236 The dragons all <CHEER> as Dash flies up to join them.

174 175

124 RAINBOW DASH
Okay. That was awesome.

That dragons turn and stare at Dash. One of them steps forward.

176

125 DRAGON 1
Dragon Lord Ember commanded us to make peace with ponies, but doesn't mean you can surf in our spot.

126 SPIKE
Whoa! Fellas. As the Official Equestrian Friendship Ambassador To The Dragons I have to say, that's not very friendly.

A familiar dragon voice calls out.

127 GARBLE (O.S.)
What do you know? The puny, pony dragon's sticking up for his pony friend.

37 38 39 41 42

Spike turn to see GARBLE step from the crowd. He's flips a triangular piece of metal in his claws - FLASH MAGNUS' SHIELD. Dash's eyes go wide.

174 176

128 RAINBOW DASH
Hey! That's an ancient pony artifact.

Dash reaches out for it, but Garble yanks it away.

129 GARBLE
Hooves off my gorge board! I found it in the desert and finder's keepers.

37 39

174 176

130 RAINBOW DASH
It isn't yours.

177 178

131 GARBLE
Huh. It sure looks like mine. But, I might consider racing you for it.

37 39 40

174 176

132 RAINBOW DASH
Pfft. No problem.

177 178

133 GARBLE
Um... no. (points at Spike) I mean you.

37 39 43 44

178 **133A** Spike gives Dash a sheepish look.

MOMENTS LATER

Spike and Garble are perched at the edge of the ravine. One of the dragons stands nearby.

174 176
134 DRAGON 1
On your marks... Get set... Surf!

15 BC 134A 46B 47 As they take off, Garble immediately cuts in front of Spike and <LAUGHS>.

Spike swerves and starts tumbling head over rock slab.

135 SPIKE
WHAAAOOOOOAAAA!

Garble skillfully surfs down the steep incline as Spike somersaults down, somehow managing to hold on to his slab.

179 **135A** Spike hits a rock and catapults into the air, over Garble, and lands on his slab. Dash and the other Dragons <CHEER>.

Spike swerves and surfs out of sight. Garble follows.

SC 19 - EXT. DRAGONLANDS - RAVINE - CONTINUOUS

Spike slides to the bottom of the ravine and jumps off his slab. Garble slides down right behind him.

180 181
136 SPIKE
I won? I won! WOOO-HOOO! Give up the shield, Garble.

Garble hops off the shield and flips it up into his claws skateboard-style. He steps toward Spike menacingly.

137 GARBLE
Lord Ember only commanded us to be nice to ponies. She never said anything about pony-loving dragons.

48 49
Spike looks around to see he's cornered by the high walls of the ravine. Garble grins as he closes in. Off Spike's worried expression we...

END ACT TWO

ACT THREE

SC 20 - EXT. DRAGONLANDS - RAVINE - RESUME

Garble takes another step toward Spike, who looks around nervous.

180
↓
181
↓

138 SPIKE
Since Dragon Lord Ember commanded you to make peace with ponies, you can't very well attack one of their friends, can you?

139 GARBLE
I guess we'll find out!

50 51
↓

With that, Garble picks up a nearby boulder and tosses it at Spike. Spike covers up just as a RAINBOW <WHOOSH> flies between him and Garble, flipping the rock back at Garble and onto his tail.

140 GARBLE (CONT'D)
(in pain) <ARRRGGGHH!>

51
↓

Spike looks up to see Rainbow Dash standing in front of him.

141 GARBLE (CONT'D)
Ugh. Why is he always hiding behind ponies?

53
↓

180
↓
181
↓

142 SPIKE
I wasn't hiding when I beat you down the ridge.

143 GARBLE
You didn't beat me. (You fell.)

50 51
↓

54A B 55A B C
|| ||

180
||
↓
181
||
↓

144 RAINBOW DASH
Wow, you must be slow, if all Spike had to do to win was fall down.

145 GARBLE
I'm faster than you.

50 51
↓

180
↓
181
↓

146 RAINBOW DASH
Doubt it.

182A B
↓

Garble put the shield on his back and points toward a visible part of the ridge above.

147 GARBLE
Fine. I'll race you back to the top. If you win, you can have your pony junk. But if I win, you'll leave and I get to give it to him!

50 51
↓

52
↓

Garble pounds the shield with his claw. Spike shoots Dash a worried look, but she gives him a wink - having an idea.

120 121 122

148 RAINBOW DASH

Fine. I'm pretty sure I could beat you anyway, but with that heavy hunk of metal on your back, it'll be a snap.

Garble takes the shield off and hefts it, considering.

149 GARBLE

Huh. Thanks for the tip.

With that, Garble drops the shield and takes off, shouting back.

150 GARBLE (CONT'D)

See ya at the top, loser!

Garble soars to the top of the ridge and lands triumphantly.

Dash smiles and picks up the shield. It starts to glow in her hooves. Garble looks down at them and frowns.

151 GARBLE (CONT'D)

(shouts) Hey! That's mine!

Dash smiles as Spike hops on her back.

160

152 SPIKE

(shouts) Finders keepers, remember?

As they zoom off, one of the other dragon's walks up to Garble.

153 DRAGON 1

See, because that's what you said to them--

Off Garble giving the other dragon a withering look...

SC 21 - EXT. HAYSEED SWAMP - DAY

CLOSE on the MASK OF MISTMANE (est. in MLP718) as it bobs up and down in frame.

PULL WIDE to reveal Cattail's wearing the mask as he shuffles around in front of a FLASH BEE HIVE. The BEES and the QUEEN all float around in front of him, entranced.

186 187

154 FLUTTERSHY
Just remember not to turn away from them, Cattail. Flash bees can get pretty aggressive. I guess that's why none of the other bayou animals can get to the water.

REVEAL - a few SNAKES, FROGS, and BABY ALLIGATORS, staring longingly at the swampy marsh just beyond the flash bee hive.

152 AB

155 CATTAIL
Wouldn't it make more sense for you to wear the mask that calms the bees?

186 187

156 FLUTTERSHY
It would--

Fluttershy carefully pulls the entire hive off of its branch and flies with it to a much higher one.

157 FLUTTERSHY (CONT'D)
--if I didn't have to fly up here to move their hive.

Fluttershy uses a little bayou mud to reattach the hive.

158 FLUTTERSHY (CONT'D)
There. Now the other bayou creatures can get to the water without the bees feeling threatened.

Fluttershy looks down at a few grateful SNAKES and FROGS. Cattail slowly backs away from the bees and removes the mask.

The bees all snap out of their trance and fly back to their hive, now much higher up. Cattail joins Fluttershy by the tree and both look up to see the bees are high enough for all the other animals to move freely below.

Cattail holds out the mask for Fluttershy.

153 154 155

159 CATTAIL
You know, you didn't have to help with this. I'd have lent you the mask anyway.

15 156 157

186 187 188

160 FLUTTERSHY
(smiles) I know. But I couldn't leave without helping.

Fluttershy takes the mask and it GLOWS in her hooves. Cattail looks at it, curious. Off Fluttershy's pleased look...

SC 22 - INT. PYRAMID NEAR SOMNAMBULA - DAY

DARING DO, along with several other VILLAGERS of Somnambula, stands on the edge of chasm we saw in MLP717. It's still full of undulating GREEN SLIME.

161 VILLAGER
I don't think anypony can find anything in there.

58ABC 59ABC (60)
||| ||| I

162 DARING DO
I wouldn't give up hope just yet.

(158AB)
||

Suddenly there's a loud <POP>. The giant pool of slime starts to recede - like a bathtub draining. Daring Do and the villagers watch as the slime level gets lower and lower.

REVEAL - Pinkie standing at the bottom of the pit wearing an old-timey diving suit. She's next to a drain holding up what looks like a long rag. She unhinges the face mask to talk.

189 (190)
↓ ↓

163 PINKIE PIE
This old blindfold was stuck in the drain.

Daring Do shouts down from the top.

164 DARING DO
Pinkie, weren't you looking for a blindfold?

159 160 (161B)
| | f I

189 190
| |

165 PINKIE PIE
Oh, yeah!

(191)
|

Pleased, Pinkie looks over as the blindfold starts to GLOW in her hooves.

SC 23 - EXT. PONHENGGE - DAY

Twilight and Sunburst stand in front of the dais, looking through Starswirl's book.

233 (234)
↓ ↓

166 TWILIGHT
(excited) I can't believe I'm going to meet Starswirl the Bearded - you know, outside of my dreams.

Starlight finishes cleaning off the last pedestal.

167 STARLIGHT
I can't believe you're actually going through with it.

61 (62)
↓ ↓

Twilight looks over at her student.

233 234
↓ ↓

168 TWILIGHT
What do you mean?

169 STARLIGHT
I'm all for pushing the envelope,
obviously, but this is pretty out
there for you, Twilight.

Twilight and Sunburst share a look.

170 SUNBURST
What's "out there" about saving the
most legendary ponies of all time
from a thousand year-old prison?

171 STARLIGHT
Well, nothing when you say it like
that.

Twilight and Sunburst nod and look back to the book, then...

172 STARLIGHT (CONT'D)
Unless... "the most legendary
ponies of all time" knew what they
were doing, and we shouldn't mess
with it.

173 SUNBURST
I'm sure Starswirl and the Pillars
did the best they could back then,
but magic has come a long way -
mostly because of the work they
did.

174 STARLIGHT
That's true. (to Twilight) And you
did get your wings from finishing
one of Starswirl's spells...

233 234
↓ ↓

175 TWILIGHT
Exactly.

They look back to the book again, until...

176 STARLIGHT
But then I messed with one and
nearly destroyed the universe,
so...

233 234
↓ ↓

177 TWILIGHT
Starlight, Starswirl the Bearded is
the greatest wizard who ever lived.
(MORE)

61 62

65

62

66

62

61 62 63 64

233 234

TWILIGHT (CONT'D)

The chance to have him back in Equestria is worth the risk.

192 193

178 SPIKE (O.S.)
That's good news.

Twilight, Starlight, and Sunburst turn to see Spike and Dash emerge from the dense overgrowth.

179 RAINBOW DASH
Otherwise, we'd have brought this shield for nothing!

As Dash holds up Flash Magnus's shield, Applejack enters the clearing from the other side.

180 APPLEJACK
I hope you don't think you're the only one to find her artifact, because this here shovel says otherwise.

Applejack twirls Rockhoof's shovel in one hoof. Pinkie, Fluttershy, and Rarity appear, each holding their respective object.

181 RARITY
Honestly, you two. Not everything is a competition. (floating up her orchid) Though Mistmane's flower is by far the most attractive of the artifacts.

182 PINKIE PIE
You're just saying that because you didn't have to scuba dive in a pit of green slime to get yours.

183 FLUTTERSHY
Or move a Flash Bee hive.

Each of the Mane Six takes their places in front of a stone slab and lays their artifact on the pedestal in front of them. Twilight looks to her friends and smiles.

236 237

184 TWILIGHT
Good work everyone. Let's do this!

Starlight and Sunburst rear back and BLAST Starswirl's book with magic. Twilight gives them all a confident look, then adds her magic to theirs.

Just as in the vision earlier, magical energy shoots around the circle, connecting each of the pillars' objects.

The circle pulses with energy then in a FLASH OF LIGHT the Pillars of Old Equestria appear, each standing next to the item. Starswirl looks around disoriented.

185 STARSWIRL
What-- What has happened?

Twilight looks at her idol in awe.

186 TWILIGHT
It worked! We brought you back.

187 STARSWIRL
To where?

188 TWILIGHT
You and the others have been trapped in limbo for a thousand years, but I figured out how to get you home. You're in Equestria!

Suddenly, Starswirl's confusion turns to fear.

189 STARSWIRL
What!? No, no, no, no-- You must undo what you've done!

190 TWILIGHT
Why? I mean, I don't think I can.

Starswirl tries to do it himself. His horn GLOWS, but he's obviously depleted and drops to a knee.

191 STARSWIRL
You cannot bring us back--

192 TWILIGHT
But I did. I brought all the Pillars back.

193 STARSWIRL
You cannot bring only the Pillars back...

Starswirl points at the central dais as a ball of crackling energy starts to swirl above it.

Realization starts to dawn on Twilight's face as DARK ENERGY spills out of the glowing ball.

194 TWILIGHT
Oh, no...

162ABC 163 (164)
194A
The DARKNESS pours onto the dais in a pool, then coalesces, rising up in the shape of a towering, shadowy pony.

Two GLOWING EYES open and stare down at Starswirl and the rest as billowing, shadowy wings unfurl and THE PONY OF SHADOWS <LAUGHS>.

242
194B
As Twilight and the rest look on in horror we...

FADE OUT

END PART ONE