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MY LITTLE PONY  
Season 7

**Shadow Play - Part 2**  
Ep 726

**Teleplay 1st Draft**

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**TEASER****MONTAGE**

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Re-cap Part I in a "Previously on My Little Pony" montage ending with the reveal of the PONY OF SHADOWS. Off Twilight's horrified expression we...

**END TEASER****MAIN TITLES****ACT ONE****SC 1 - EXT. PONHENG - RESUME**

Twilight and the rest stare up, terrified, at the Pony of Shadows who continues to <LAUGH>.

1                   PONY OF SHADOWS  
Your pitifully attempt to imprison  
me failed, Starswirl!

Starswirl tries to power up his horn but he's too depleted. He looks to Twilight.

2                   STARSWIRL  
You have to cast the spell to send  
us back to limbo. It's the only way  
to stop him.

Twilight fans through the pages of the journal, Sunburst rushes to her side. Starlight joins them.

3                   TWILIGHT  
I can't. We didn't study the spell  
like that.

4                   SUNBURST  
We only used it to figure out how  
to bring you back.

The rest of the Mane Six help the other equally exhausted Pillars stand. Starswirl looks to Twilight, indignant.

5                   STARSWIRL  
How could you use such powerful  
magic and not have the counter  
spell prepared?

6 TWILIGHT  
I just wanted to save you, I didn't  
think--

7 STARSWIRL  
No. It doesn't appear that you did.

The Pony of Shadows <LAUGHS> again.

8 PONY OF SHADOWS  
Never fear. Your mistakes will be  
forgotten once I drain the light  
from you and your friends.

The Pony of Shadows sends a BLAST of DARKNESS at Twilight,  
but she instinctively defends herself with a BLAST of her  
own. The two beams meet with a CRASH of light and darkness.

9 TWILIGHT  
No!

The Pony of Shadows looks down, surprised.

10 PONY OF SHADOWS  
This one is almost as strong as  
you, Starswirl. But even in my  
weakened state, it won't be strong  
enough.

The Pony of Shadows redoubles his efforts and the beam of  
energy moves toward Twilight. Suddenly a SECOND BRIGHT BEAM  
OF MAGIC joins in, pushing the darkness back.

REVEAL - Starlight, adding her own magic to the fight.

11 STARLIGHT  
Lucky for her, she's not alone.

Quickly, the two bright beams push the darkness back and  
BLAST the Pony of Shadows who shouts in pained frustration.

12 PONY OF SHADOWS  
<ARRGGGHHH>!

Starswirl looks on, impressed. He gazes up at the Pony of  
Shadows.

13 STARSWIRL  
Your dark power will not keep us  
from summoning you here again and  
returning with you to limbo.

14                PONY OF SHADOWS  
Your summoning spell worked once,  
but I will be ready next time. I  
will never return to that prison  
and the light of this world will be  
mine!

With that, the Pony of Shadows' entire form changes to dark energy as he shoots up and disappears.

15                PINKIE PIE  
Um... where'd he go?

Starswirl and the rest of the Pillars finally manage to stand.

16                SOMNAMBULA  
That is what we must discover. And  
quickly.

17                ROCKHOOF  
We will find him.

18                FLASH PRANCE  
And we'll bring him back to limbo.

19                RAINBOW DASH  
But doesn't that mean you'll have  
to go too?

20                MISTMANE  
We chose to make that sacrifice  
once, and we will make it again.

Meadowbrook looks around at the overgrown ruins.

21                MEADOWBROOK  
How long have we been in limbo?

22                FLUTTERSHY  
A thousand years. (off the Pillars'  
looks of shock) More or less.

23                STARSWIRL  
Then the spell works-- (with a side-  
eye to Twilight) when it isn't  
meddled with. And Equestria has  
been at peace for a millennia.

24           PINKIE PIE  
Well, sort of. I mean, we did have  
to save everypony from Nightmare  
Moon, and Discord, and Chrysalis,  
and King Sombra, and Lord Tirek,  
and there was that one time when  
Starlight traveled through time and  
almost destroyed life as we know  
it! But that's all in the past.

They all look at Starlight who gives a little wave.

25           STARLIGHT  
Hi.

The Pillars all regard the Mane Six with sudden respect.

26           SOMNAMBULA  
If you all are truly that  
accomplished, together we will stop  
the Pony of Shadows twice as fast.

27           STARSWIRL  
The sooner we return with him to  
limbo the better, but he could be  
anywhere in Equestria.

28           RARITY  
It sounds like you need a map.  
Luckily, we have just the thing.

Off Starswirl's look of intrigue...

## **SC 2 - EXT. TWILIGHT'S CASTLE - DAY**

Starswirl and the other Pillars stand in front of the castle  
looking up in wonder.

29           MEADOWBROOK  
Has the Tree of Harmony grown so  
large?

30           SPIKE  
Oh, that's just Twilight's castle.  
But it did grow out of magic from  
the Tree, right Twilight?

Twilight nods. Starswirl regards her.

31           STARSWIRL  
We planted the Tree to bind the  
powers of light and goodness to  
this world.  
(MORE)

STARSWIRL (CONT'D)  
Despite your cavalier attitude  
toward magic, it seems the Tree has  
chosen you to continue that work.

With that, Starswirl walks inside. As the others follow,  
Twilight looks after them, despondent.

**SC 3 - INT. TWILIGHT'S CASTLE - THRONE ROOM - DAY**

Starswirl and the rest enter. Starswirl considers the map for  
a moment then shoots a beam of magic at it. The entire map  
glows and an image of the Tree of Harmony rises out of it.

32           STARSWIRL  
This map, and this very castle are  
indeed connected to the Tree of  
Harmony.

33           SOMNAMBULA  
If the Tree still **exists**, there is  
hope. \*

34           PINKIE PIE  
Oh, it still **exists**, elements and  
all. \*

35           MISTMANE  
Elements?

36           PINKIE PIE  
You know, the sparkley crystal  
things that grow from the tree and  
represent each of us...

As Pinkie lists the Elements, we go around the table. Each of  
the Mane Six stands beside their throne and their element  
lights up (as in MLP501). [Production Note: each Pillar  
should also stand by their corresponding element and M6er].

37           PINKIE PIE (CONT'D)  
Laughter. Honesty. Generosity.  
Loyalty. Kindness. And magic!

Starlight notices Twilight isn't there. She turns to  
Sunburst.

38           STARLIGHT  
(aside) Where's Twilight?

Sunburst shrugs. The Pillars regard each of their  
counterparts, approvingly.

39               MEADOWBROOK  
It seems the energy each of us put  
into the Tree has born fruit. I am  
glad to see it's passed on to such  
capable ponies.

Starswirl leans over the map.

40               STARSWIRL  
But the Pony of Shadows is  
determined to destroy all of our  
work. We must find him before he  
finds the tree.

41               FLASH PRANCE  
Returning from limbo sapped his  
strength. He'll need to recover.

42               ROCKHOOF  
He'll go to where he's drawn power  
before - dark places.

Again, Starswirl shoots magic at the map. The image of the  
tree fades and swirls of darkness appear over different  
sections of the map.

43               STARSWIRL  
We must spread out and cover as  
many of them as possible.

Sunburst steps forward, a bit intimidated.

44               SUNBURST  
(nervous) Um... A lot has changed  
in a thousand years. It might make  
sense for some of us to go along.

Starswirl looks at his friends and the Mane Six, thinking. He  
nods.

45               STARSWIRL  
Well thought, young wizard. (to the  
Pillars) Each of you take a young  
companion. I will stay and ensure  
our spell is ready. Quickly,  
there's no time to waste!

The rest of the Pillars and the Mane Six exit. As Starswirl  
and Sunburst look over the journal, Starlight goes to look  
for Twilight, concerned.

**SC 4 - INT. TWILIGHT'S CASTLE - LIBRARY - CONTINUOUS**

Starlight enters to find books piled everywhere. Twilight frantically rushes around the library from stacks of books to the shelves where she pulls down more. Spike hands her one.

46               SPIKE  
What about this one?

47               TWILIGHT  
Spike, I don't think Sea Pony etiquette will be helpful right now.

48               STARLIGHT  
Twilight? Are you okay?

49               TWILIGHT  
Sure. I just unleashed ultimate evil and doomed Equestria because I was too busy trying to impress my idol. Why wouldn't I be okay?

50               STARLIGHT  
You couldn't have known what would happen.

51               TWILIGHT  
No, but I could have listened to you. You said we should leave things alone, and you were right.

Twilight flies up to a high shelf and pulls down an especially heavy book. It drops suddenly and Spike catches it with some difficulty.

52               STARLIGHT  
I'm not so sure. The pillars' plan for dealing with the Pony of Shadows trapped them in limbo, and it didn't really work.

53               TWILIGHT  
Only because I messed it up.

54               STARLIGHT  
The fact that you were able to-- makes me think there's probably a better way.

Spike sets the book down in front of them and Twilight scans the pages.

55 SPIKE  
That's what we're looking for.

56 TWILIGHT  
(finds a page) And I may have found  
it!

Starlight walks over and looks down at the book.

57 TWILIGHT (CONT'D)  
If I can harness the rainbow magic  
from the Tree of Harmony, we might  
be able to banish the Pony of  
Shadows to limbo without anypony  
else having to go too.

58 STARLIGHT  
That's not exactly what I meant.

Not listening, Twilight immediately starts writing furiously  
with a quill, transcribing text from three large books to a  
long piece of parchment.

59 TWILIGHT  
If I can get this spell right,  
Starswirl will see that I'm worthy  
of carrying on his work.

Off Starlight giving Twilight a concerned look...

TRANSITION TO:

**SC 5 - EXT. ROCKY TERRAIN - DAY**

Rockhoof and Flash Prance travel at breakneck speed. Behind  
them, Dash and Applejack struggle to keep up.

60 RAINBOW DASH  
(to Applejack) This is fast even  
for me.

Rockhoof and Flash Prance look back and see AJ and Dash  
falling behind. They slow long enough for them to catch up.

61 ROCKHOOF  
Apologies, small ponies, but the  
fate of Equestria depends on us  
finding the Pony of Shadows.

62 FLASH PRANCE  
Sooner rather than later.

63           APPLEJACK  
Maybe you could tell us where we're  
going? We can't help much if we're  
just followin' you.

64           ROCKHOOF  
For a time, the Pony of Shadows  
made his home in a network of caves  
so dark, light itself could not  
escape.

65           FLASH PRANCE  
Many feared traveling anywhere near  
Ghastly Cavern.

Dash and Applejack exchange a look.

66           RAINBOW DASH  
You mean Ghastly Gorge?

The Pillars cast confused looks at Dash and Applejack, but as  
they reach the next rise - they look out over a ravine that  
stretches off into the horizon - The Ghastly Gorge.

67           APPLEJACK  
I guess a thousand years of erosion  
turned your cavern into a gorge.

68           RAINBOW DASH  
Maybe from now on, you should ask  
if the place you're looking for  
still exists.

Off the Pillars troubled looks...

#### **SC 6 - EXT. DESERT - NIGHT**

Fluttershy and Rarity walk along the dusty ground with  
Meadowbrook and Mistmane. Meadowbrook looks at the sagebrush.

69           MEADOWBROOK  
The Appleoosan Wastes are just as I  
remember them. Lifeless and vast.

70           MISTMANE  
The Pony of Shadows haunted these  
plains, sucking the light from  
hapless travelers to feed his need  
for power.

71 FLUTTERSHY  
That doesn't sound very nice.  
Besides, Appleoosa isn't really  
lifeless these days.

Rarity nods ahead as Meadowbrook and Mistmane stop short. The four of them look up to see the bright town of Appleoosa ahead. Lights ring the town and there's the sound of distant <CHEERS> as a rodeo is underway.

72 RARITY  
They have rodeos and apple  
orchards. It's actually a lovely  
place to visit.

Meadowbrook looks out at the town, disappointed.

73 MEADOWBROOK  
The Pony of Shadows won't be here.  
He needs darkness to regain his  
power.

74 RARITY (O.S.)  
Too bad. I feel like he could use a  
wardrobe update and the outfits  
here are just darling.

WHIP PAN - to Rarity in full cowgirl regalia. Off Mistmane and Meadowbrook's looks...

CUT TO:

**CLOSE ON PINKIE**

75 PINKIE PIE  
I understand that this part of  
Equestria was cast in eternal night  
and that the Pony of Shadows  
wreaked havoc here while the ponies  
of the region were powerless to  
stop his reign of darkness, but...

PULL WIDE to reveal...

**SC 7 - EXT. LAS PEGASUS - NIGHT**

Pinkie and Somnambula stand in the middle of the BRIGHTLY LIT Las Pegasus strip. The lights and signs above make it seem like day.

76 PINKIE PIE  
...it's made a pretty decent  
comeback.

Somnambula stares up at the massive light display with wonder. Pinkie's face appears (jumbotron-style) in the lights of one of the giant marquees. Her giant face looks around.

77                PINKIE'S GIANT LIGHT FACE  
Don't see any giant shadow ponies  
anywhere.

CLOSE on Somnambula looking up at the light display, stunned.

Off Pinkie's Giant Light Face still looking around...

TRANSITION TO:

**SC 8 - INT. TWILIGHT'S CASTLE - MAP ROOM - DAY**

Starlight and the rest of the Pillars stand with Sunburst and the Mane Six looking down at the map.

78                STARSWIRL  
It's clear Equestria has changed  
too much to make our search easy.

79                APPLEJACK  
You wouldn't think it'd be hard to  
find a giant pony made of shadow.

80                RAINBOW DASH  
Yeah. It's not like he blends in.

81                MISTMANE  
The Pony of Shadows is clever. He  
won't show himself until his powers  
have fully returned.

82                ROCKHOOF  
Then he'll search for the Tree of  
Harmony to destroy it.

83                STARLIGHT  
Why not just guard the tree?

Starswirl shakes his head.

84                STARSWIRL  
He still doesn't know it's location  
and going there might lead him to  
it. It's too risky.

85                FLASH PRANCE  
At least we know what to do the  
moment he shows his face.

86 FLUTTERSHY  
Isn't there some other way than all  
of you going back to limbo forever?

87 MEADOWBROOK  
I wish there was. But all of us are  
more than willing to go back to  
save Equestria.

Suddenly, Twilight bursts in, excited.

88 TWILIGHT  
I don't think you'll have to!

89 STARSWIRL  
Twilight, I understand you want to  
make up for bringing us here, but  
trust when I say there is no other  
way.

90 TWILIGHT  
With all due respect, Starswirl,  
magic has changed in the last  
thousand years and we've been a  
part of it.

She floats the parchment she's been working on over. As  
Starswirl reads it, his eyes go wide.

91 STARSWIRL  
Can you truly harness the magic of  
the Tree of Harmony?

92 PINKIE PIE  
Oh yeah. That's how we beat Lord  
Tirek.

93 TWILIGHT  
The spell isn't finished yet, but I  
think it will work.

Starswirl looks from the parchment to Twilight, impressed.

94 STARSWIRL  
Twilight, it's clear the Tree of  
Harmony chose you and your friends  
for a reason. (re the parchment) It  
would be an honor to help finish  
this with you.

95 TWILIGHT  
(flabbergasted) Really!? You want  
to work with me?  
(MORE)

TWILIGHT (CONT'D)

That's-- That's-- (getting a hold of herself) totally what I expected.

Sunburst looks down at the map.

96 SUNBURST

There's still one more problem. How do we find the Pony of Shadows?

Suddenly a surge of energy flows out of the map -- like the cutie mark alert, only more so. When it fades each of the Mane Six's cutie marks hover over a single spot.

Spike pulls himself up to the map and looks down.

97 SPIKE

I guess we could try there.

**END ACT ONE**

**ACT TWO**

**SC 9 - INT. TWILIGHT'S CASTLE - MAP ROOM - RESUME**

The whole group stares down at the map, perplexed.

98 APPLEJACK

That's weird. The only time the map's ever called all of us was to go to Starlight's village.

Starlight looks up at this.

99 RAINBOW DASH

Maybe it's some kind of super-villain tracker. (to Starlight) No offence.

Starlight frowns. Twilight turns to Starswirl.

100 TWILIGHT

Do you really think the map is trying to tell us where the Pony of Shadows is?

Starswirl's horn glows as he walks around the map.

101 STARSWIRL

The map is part of the Tree of Harmony and the return of the Pony of Shadows is a threat to the Tree's existence.

102           MEADOWBROOK  
You think the Tree is trying to  
protect itself by telling us where  
he is?

103           STARSWIRL  
Its magic has grown beyond even our  
understanding, but I believe so.

104           RAINBOW DASH  
Then let's go banish a Pony of  
Shadows. What are we waiting for?

105           SUNBURST  
We're waiting for Starswirl and  
Twilight to finish their spell.

106           RAINBOW DASH  
Oh. Yeah. Right.

Starswirl looks to Twilight.

107           STARSWIRL  
And we need to work quickly.

Starswirl turns and heads out with Twilight following close  
behind. Starlight looks after them, concerned.

As the others start to leave, she turns to Sunburst.

108           STARLIGHT  
Sunburst, I know Starswirl is a  
great wizard, but this whole plan  
seems wrong. The map's only ever  
sent us to solve a friendship  
problem.

109           SUNBURST  
Sure, but the Pony of Shadows  
doesn't really seem like the  
friendship type.

110           STARLIGHT  
Honestly, I don't know what he is.  
We don't really know anything about  
him.

111           SUNBURST  
No pony does.

Starlight points at the Pillars as they head out of the room.

112           STARLIGHT  
That's not entirely true.

Off Sunburst, intrigued.

**SC 10 - EXT. TWILIGHT'S CASTLE - DAY**

Outside, the pillars all prepare to find the Pony of Shadows. Rockhoof sharpens his shovel, Flash Prance polishes his shield, Meadowbrook inspects her mask, etc.

Starlight walks up to them, Sunburst following behind.

113           STARLIGHT  
You all knew the Pony of Shadows  
before he became what is. You were  
all on the same side. What  
happened?

Rockhoof sets down his shovel and walks up to them.

114           ROCKHOOF  
If you want to know how this rift  
started, I can tell you.

115           SOMNAMBULA  
We all can.

The rest of the pillars all nod. As Rockhoof's voice shifts to V.O. we...

TRANSITION TO:

**SC 11 - EXT. VILLAGE - FLASHBACK**

STYGIAN, a smallish, gray pony, and the Pillars look out defiantly at a roiling TEMPEST as the SIRENS (est. MLPEG2) drain magic from a small village.

116           ROCKHOOF (V.O.)  
Stygian was a pony like the rest of  
us. He claimed he only wanted to  
defend Equestria.

The Pillars scatter as the Sirens attack with a BLAST of SONG MAGIC. Stygina dives behind a rock and watches as--

Flash Prance deflects the blast with his shield.

Rockhoof uses his shovel to toss rocks skyward, which the Sirens break apart with more SIREN SONG BLASTS.

Mistmane's flower restores damaged parts of the town - fixing broken trees and cracked walls.

Meadowbrook tends to injured TOWNSFOLK.

Somnambula flies rings around the Sirens while Starswirl opens a PORTAL that sucks them in.

Through it all Stygian just watches from the sidelines, frightened.

117 FLASH PRANCE (V.O.)  
But he was just an ordinary unicorn  
who soon grew jealous of our  
abilities.

#### SC 12 - EXT. PONHENG - FLASHBACK

The Pillars arrive at Ponghenge to find Stygian arranging each of their artifacts on the dais. He looks at them guiltily.

118 MISTMANE (V.O.)  
He stole objects from each of us -  
artifacts to use in a spell.

119 MEADOWBROOK (V.O.)  
And we cast him out for it.

MOMENTS LATER

The Pillars scowl at Stygian as he walks away dejected.

120 SOMNAMBULA  
I always hoped he'd return and seek  
forgiveness...

MUCH LATER

Stygian as the Pony of Shadows towers over the Pillars who look up at him in terror.

121 SOMNAMBULA (CONT'D)  
But when he did, he came for  
revenge. By then, even I realized  
he could not be helped.

\*

The Pillars face off against the Pony of Shadows and as their magic meets we...

END FLASHBACK

#### SC 13 - EXT. TWILIGHT'S CASTLE - RESUME

Sunburst and Starlight listen, wrapped.

122           SUNBURST  
He's a bad guy. I'm convinced.

Starlight ignores him.

123           STARLIGHT  
But why did he steal the artifacts  
from you? What spell were they for?

124           MEADOWBROOK  
If he stole the artifacts, he no  
doubt sought to steal our powers as  
well.

Off Starlight, considering...

**SC 14 - INT. TWILIGHT'S CASTLE - LIBRARY - DAY**

Starlight enters to find Twilight and Starswirl working  
furiously, books flying everywhere, magical equations on the  
chalk board, etc.

125           STARLIGHT  
That looks like a lot of work.

126           STARSWIRL  
It is what must be done, and it  
would be best if we weren't  
interrupted.

Off Starlight's dejected expression--

127           TWILIGHT  
I'm sorry, Starlight, but we can't  
stop to talk, the stakes are too  
high and we have to--

128           STARLIGHT  
Banish Stygian to limbo. I get it.

Twilight looks at Starlight, perplexed.

129           TWILIGHT  
Who?

Starswirl answers without looking up from the parchment he's  
working on.

130           STARSWIRL  
That was the name the Pony of  
Shadows gave up when he turned to  
darkness.

131           STARLIGHT  
I'm just trying to figure out why.

132           STARSWIRL  
Envy. He wanted more power than he  
had and that desire lead him down a  
path from which he couldn't return.

133           STARLIGHT  
But what if he could? Anytime the  
map's sent us anywhere, it's been  
to solve a friendship problem. I'm  
not sure why this is different.

134           STARSWIRL  
Because you've never encountered a  
threat like this before. Stygian  
wants to destroy the Tree of  
Harmony. You can't befriend a pony  
like that.

Starswirl exits. Starlight looks to Twilight, saddened.

135           STARLIGHT  
I guess I'm lucky Starswirl wasn't  
around when you decided to befriend  
me. I might have ended up in limbo  
too.

With that, Starlight exits. Off Twilight considering her  
student's words we...

**END ACT TWO**

**ACT THREE**

**SC 15 - - INT. TWILIGHT'S CASTLE - MAP ROOM - DAY**

Starswirl, the other Pillars, the Mane Six, Spike, Sunburst,  
and Starlight all gather around the map. Starswirl floats a  
scroll up in front of them all.

136           STARSWIRL  
We all owe Twilight a debt of  
thanks for this spell. Combining  
the Tree's magic with our own will  
enable us to send the Pony of  
Shadows to limbo without our having  
to be **trapped** there as well.

\*

Starswirl turns to Twilight who casts a hesitant look to  
Starlight, then turns to the others determined.

137 TWILIGHT  
My friends and I will subdue the  
Pony of Shadows with rainbow magic.  
Then all of you can cast the new  
version of your spell, sending the  
Pony of Shadows away forever.

Mistmane steps forward

138 MISTMANE  
Then let us begin. There isn't a  
moment to spare.

139 APPLEJACK  
We're ready, Twilight.

The others voice <MURMURS> of agreement. Twilight gives a  
look to Starswirl who nods. She turns to the map and shoots a  
BEAM of magic at it.

The map starts to GLOW. Magical energy rises up from it like  
a pot boiling over. Starswirl adds his magic to the mix and  
the bubbling magic erupts in a RAINBOW GEYSER that shoots  
upward and out of the top of the castle.

The rainbow magic settles down and takes the form of the Tree  
of Harmony. As the ponies all look on, magic shoots from the  
spots where the elements sit and transforms each of the Mane  
Six into their RAINBOW POWER-UP VERSIONS (est. MLP426).

Spike looks at his friends.

140 SPIKE  
Now that's what I'm talking about.

Pinkie Pie looks at her rainbowed self.

141 PINKIE PIE  
Oooh. Rainbowy.

Rarity gives her mane a toss.

142 RARITY  
I must admit, I have missed this  
look.

The other ponies look on, impressed.

143 SOMNAMBULA  
Surely, the Pony of Shadows cannot  
resist such powerful magic.

144           STARSWIRL  
Now we must travel to the heart of  
darkness and complete our task.

They all look down at the map.

145           MEADOWBROOK  
But what is that place?

146           APPLEJACK  
It looks like the Hollow Shades,  
but that's just a village. Some of  
the Apple Family lives there.

147           RAINBOW DASH  
Some of the Apple Family lives  
everywhere.

148           APPLEJACK  
It's definitely a shady spot, but I  
never thought of it as the heart of  
darkness.

As they all look down we PUSH IN on the image of the village  
as we...

DISSOLVE TO:

**SC 16 - EXT. THE HOLLOW SHADES - PERPETUAL NIGHT**

The group arrives to the outskirts of town to discover the  
forest around it has grown gnarled and dense. Scary-looking  
trees have interwoven their thick, dark branches, completely  
blocking out the light from above.

Twilight, and the other unicorns charge up their horns to  
light their way.

149           APPLEJACK  
This is definitely not how I  
remember it.

150           ROCKHOOF  
The Pony of Shadows has twisted  
this place to his purposes.

151           FLASH PRANCE  
His powers will be at full strength  
here for certain.

They walk through the abandoned town to see the houses and  
other village structures have been overgrown by the dark  
branches as well.

152 TWILIGHT  
Where is everypony?

153 SOMNAMBULA  
Let's hope they are somewhere safe.

Starswirl leads them to a well in the center of town (like an ancient Roman spring or cistern).

As the group circles the well, all the unicorns' horns dim. Starswirl looks to the group, grim.

154 STARSWIRL  
He is here.

He turns to Twilight and the rest of the Mane Six.

155 STARSWIRL (CONT'D)  
Prepare yourselves.

Starswirl steps to the edge of the well and shouts down.

156 STARSWIRL (CONT'D)  
We are here Stygian! Show yourself  
and face us!

Suddenly the ground beneath them starts to shake. Villainous <LAUGHTER> fills the town square as the well ERUPTS shooting a plume of darkness into the air.

The <LAUGHTER> continues as the darkness falls and coalesces into the form of the Pony of Shadows.

157 PONY OF SHADOWS  
Well, well, well, Starswirl. I see  
you were able to find me. Though I  
think it's a feat you'll soon  
regret!

Twilight steps forward.

158 TWILIGHT  
Think again, Stygian!

159 PONY OF SHADOWS  
Goodness, Starswirl, what a  
colorful group of ponies you've  
collected. Their light will be  
delicious.

160 TWILIGHT  
We'll see about that!

With that, Twilight powers up her Rainbow Magic. Spheres of energy surround her and the other Mane Six as streams of color shoot out from all of them, joining into a RAINBOW BLAST which they fire at the Pony of Shadows and...

NOTHING HAPPENS!

The Mane Six's rainbow blast is swallowed up by the darkness surrounding the Pony of Shadows and each of the Mane Six return to their normal, non-rainbowed selves.

161            PONY OF SHADOWS  
(LAUGHS) If you're done with the  
pyrotechnics, I think its time you  
saw the source of my power.

Suddenly the ground shakes again. Fissures form in the ground beneath their feet and before anypony can react, the entire group falls through to...

**SC 17 - INT. WELL OF SHADE - CONTINUOUS**

They all land in an underground cistern (think Basilica Cistern in Turkey), streams of darkness swirl beneath their hooves like water.

Applejack looks around as they all struggle to their feet.

162            APPLEJACK  
Okay. I definitely don't remember  
this part of town.

Starswirl calls out.

163            STARSWIRL  
What have you done to the village?  
How have you infected this place?

Menacing <LAUGHTER> comes from all around them.

164            PONY OF SHADOWS (O.S.)  
You planted your Tree of Harmony, I  
dug my Well of Shade! And it's been  
here far longer than the town  
above.

165            SOMNAMBULA  
Where are the townsponies? What  
have you done to them?

166            PONY OF SHADOWS  
They lived over the source of my  
power for a millennia. Now they're  
enjoying it's benefits.

Starswirl light his horn and the others look out to see they  
are surrounded by SHADOW PONIES MINIONS.

The Pony of Shadows <LAUGHS> and his minions close in.

167            PONY OF SHADOWS (CONT'D)  
I drained their light and now  
they'll help me do the same to you.  
After that, we'll all find and Tree  
of Harmony and destroy it together!

Starswirl, Twilight and the rest send out a BLAST of magic,  
creating a DOMED SHIELD around the group.

The shadow minions crash against it, the shield dimming with  
each impact. The Pony of Shadows BLASTS the shield, dimming  
it further and growing larger as he drains it's light.

168            PONY OF SHADOWS (CONT'D)  
Once the Tree is destroyed my  
revenge will be complete and you  
will regret what you did to me.

169            STARSWIRL  
We did what we had to do. You tried  
to steal our powers for yourself.

170            PONY OF SHADOWS  
I stole nothing! It was you who  
were selfish with your powers. And  
now you'll pay!

The Pony of Shadows BLASTS at the shield again and one of the  
minions breaks through. The shadow minion rears up to attack  
Twilight, but Starlight sends a blast the pushes it back  
through the magical barrier. She turns to Twilight.

171            STARLIGHT  
Are you still sure this isn't a  
friendship problem?

Twilight turns to Starlight.

172            TWILIGHT  
I don't understand. What happened  
between you?

173            STARSWIRL  
We caught him using our artifacts  
in a spell to steal our powers.

174            PONY OF SHADOWS  
LIES!

With another BLAST of shadow magic the shield starts to collapse. Starswirl turns to Twilight.

175            STARSWIRL  
Twilight, I'm afraid your plan  
isn't going to work. But there's  
still time for the Pillars and I to  
take him back to limbo!

Twilight looks to Starlight who gives her a pleading look.

Twilight comes to a decision and stops sending magic to her side of the shield. She walks through the shield and up to the Pony of Shadows.

176            TWILIGHT  
If you didn't want to steal the  
Pillars' powers, what were you  
trying to do?

177            PONY OF SHADOWS  
They were always more powerful. I  
thought if I gained their abilities  
I could do more than watch from the  
sidelines. But instead of sharing  
and letting me help, they threw me  
out. So I resolved to become  
stronger than any of them and make  
them pay for abandoning me.

With another BLAST of shadow the minions push in again and the shield falls. As the minions prepare to strike, Twilight turns to the Pony of Shadows.

178            TWILIGHT  
Stygian, I know you were hurt, but  
revenge isn't what you want. Maybe  
the Pillars didn't understand you,  
but they can now and I can help.

179            PONY OF SHADOWS  
Even if that were true, why would I  
trust you. What makes you think you  
have the power to help someone like  
me?

Starlight steps forward.

180           STARLIGHT  
Because it's what she does. I  
wasn't so different from you and  
Twilight helped me change. If  
there's one pony in all of  
Equestria who can help, it's her.

The minions shrink back as the Pony of Shadows looks down at them. Then...

181           PONY OF SHADOWS  
If you truly can return things to  
the way they were, I am willing to  
try.

182           TWILIGHT  
I can. But I can't do it alone.

Twilight turns to Starswirl, who stares back at her in shock.

183           TWILIGHT (CONT'D)  
You planted the Tree of Harmony to  
protect the elements you valued,  
but over a thousand years another  
element has taken root and that's  
the magic we need. The magic of  
friendship.

Twilight charges up her horn and her RAINBOW MAGIC returns. In quick succession the same happens to the rest of the Mane Six.

Starswirl and the other Pillars look on in amazement as Twilight and her friends float into the air - in a ball of rainbow magic

Twilight looks to Starswirl, who nods, adding his magic to hers. Beams shoot out from the Mane Six's ball of magic, connecting to each of the other Pillars.

As all of their MAGIC combines and in a massive SURGE, it washes over the Pony of Shadows who starts to shrink -- the darkness around them all receding.

The Rainbow Magic expands, surrounding and lifting them all out of the well and up to...

#### **SC 18 - EXT. HOLLOW SHADES - DAY**

As they all rise above ground, the minions turn back into VILLAGE PONIES and the fissures in the ground heal. In a final BLAST OF LIGHT the town returns to a normal village-- sunlight streaming through the leaves above.

Twilight and her friends return to the ground and the Rainbow Magic fades. They all look to the well, where the Pony of Shadows has transformed into a plain gray pony.

Stygian looks at them and smiles. Starswirl immediately rushes up and Stygian shrinks back, uncertain. Starswirl turns to Twilight and Starlight

184            STARSWIRL  
Twilight, I owe you and your  
student an apology, (then to  
Stygian) but it is nothing compared  
to the one I owe you.

Starswirl grabs Stygian in an embrace as the rest of the Pillars gather around.

As Twilight and Starlight exchange smiles...

**SC 19 - INT. CANTERLOT CASTLE - DAY**

The Mane Six, the Pillars, Starlight, Sunburst, Spike, and Stygian all gather before Celestia and Luna. Celestia looks to Twilight.

185            CELESTIA  
When my sister and I encouraged you  
to look into Starswirl's  
disappearance, we never imagined  
where it would lead.

186            LUNA  
(to Starswirl) Still, it is an  
honor and a privilege to see you  
again, old friend.

187            CELESTIA  
I hope you and the rest of the  
Pillars will consider staying in  
Canterlot and sharing your wisdom  
with the next generation of ponies.

188            STARSWIRL  
We would be honored, but it was the  
wisdom of your pupil that showed me  
how to right a very old wrong.

He turns to Stygian.

189            STARSWIRL (CONT'D)  
One I hope we will continue to make  
right for some time to come.

The other Pillars gather around Stygian, who smiles.

190 TWILIGHT  
I thought meeting my idol would  
give me all the answers I ever  
wanted, but instead, I forgot what  
I already knew.

Twilight turns to Starlight.

191 TWILIGHT (CONT'D)  
Luckily, I had a pupil of my own to  
remind me.

192 CELESTIA  
It seems no matter how wise a pony  
is, we should always be open to  
what we can learn from each other.

As they all smile we...

FADE OUT

**END**