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MY LITTLE PONY
Season 7

Shadow Play - Part 2
Ep 726

Teleplay 2nd Draft

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TEASER**SC 1 - MONTAGE**

*

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 2 - EXT. PONHENG - RESUME**

*

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

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

*

*

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

2 STARSWIRL
You must return us to limbo. It's
the only way to stop him.

*

3 TWILIGHT
I can't. I only figured out how to
bring you back.

*

*

*

Twilight looks to Starlight, then to Sunburst-- who
desperately fans through the journal. The rest of the Mane
Six help the other exhausted Pillars stand. Starswirl looks
to Twilight, indignant.

*

*

*

4 STARSWIRL
You undid one of the most powerful
spells I ever created without
bothering to learn it?

*

*

*

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

6 STARSWIRL
(cutting her off) No. It does not
appear that you thought at all.

*

*

The Pony of Shadows <LAUGHS> again.

7 PONY OF SHADOWS
Never fear. Your mistake will be
forgotten once I **extinguish** the
light **of this world. Starting with**
yours!

*
*
*
*

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.

8 TWILIGHT
No!

The Pony of Shadows looks down, surprised.

9 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.

10 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.

11 PONY OF SHADOWS
<ARRGGGHHH>!

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

*

12 STARSWIRL
Your dark power will not keep us
from returning you to limbo.

*

13 PONY OF SHADOWS
I will never go back to that
prison! And once I have destroyed
your precious tree, my dark power
will grow beyond your meager
ability to contain it.

*
*
*
*
*

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

*

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

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

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

*

The Pillars all look around at the overgrown ruins.

*

16 MEADOWBROOK
How long have we been gone?

*

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

18 STARSWIRL
Then the spell worked -- (with a side-eye to Twilight) before it was meddled with -- and Equestria has been at peace for a millennia.

*

*

*

19 PINKIE PIE
Weeeeell... 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.

20 STARLIGHT
Hi.

The other Pillars regard the Mane Six, impressed.

*

21 SOMNAMBULA
If you are truly this accomplished, we will stop the Pony of Shadows twice as fast together.

*

*

*

Starswirl looks at the Mane Six and friends, unconvinced.

*

22 STARSWIRL
We shall see. It is an easy thing to say you have saved the world. It is quite another to do it.

*

*

*

23 RAINBOW DASH
Oh, we've saved the world, beardo.
And we can do it again.

24 STARSWIRL
Be that as it may, the problem of
locating the Pony of Shadows
remains and Equestria is no small
place.

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

Off Starswirl's look of intrigue...

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

Rarity leads Starswirl and the rest in. Starswirl considers the map for a moment then shoots a beam of magic at it. The entire thing glows and an image of the Tree of Harmony rises out of it. Starswirl nods, pleased.

26 STARSWIRL
This map and, indeed, this very
castle are grown from the seed we
planted a thousand years ago.

27 ROCKHOOF
Then it worked.

28 SUNBURST
What worked?

29 SOMNAMBULA

Each of us infused a crystal seed
with our magic in hopes that it
would grow into a force for good
and protect Equestria from
darkness.

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30      APPLEJACK
So the elements came from you?
```

31 MISTMANE
Elements?

32 PINKIE PIE
You know, the sparkley crystal
things that grow from the Tree of
Harmony 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].

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

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

34 STARLIGHT
(aside) Where's Twilight?

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

35 MEADOWBROOK
It seems **our efforts so long ago**
have born fruit. I am glad **our**
mantles have passed to such capable
ponies.

*
*
*
*

Starswirl <SCOFFS> **as he** leans over the map.

*

36 STARSWIRL
And it will all be for naught if
the Pony of Shadows destroys **our**
work. We must find him before he
finds the tree.

*
*

37 FLASH MAGNUS
Returning from limbo sapped his
strength. He'll need to recover.

*

38 ROCKHOOF
He'll **seek out dark places from**
which to draw power.

*
*

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

39 STARSWIRL
He will no doubt return to one of
these locations. We must **search**
them as **quickly** possible.

*
*
*

As the others all nod with grim determination, Starlight
slips out...

*
*

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

Starlight enters to find books piled everywhere. A dispirited
Twilight moves between the stacks, then to the shelves where
she pulls down more. Spike hands her one. *

40 SPIKE
What about this one?

41 TWILIGHT
Sea Pony etiquette isn't going to
help right now, Spike. *

42 STARLIGHT
Twilight? Are you okay? *

43 TWILIGHT
I just unleashed ultimate evil and
doomed Equestria because I was
obsessed with meeting my idol. Why
wouldn't I be okay? *

44 STARLIGHT
You didn't know that would happen. *

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

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

46 STARLIGHT
I'm not so sure. Starswirl's plan
got him and the other Pillars stuck
in limbo-- and it didn't really
work. *

47 TWILIGHT
Only because I messed it up. *

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

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

49 SPIKE
That's what we're looking for. *

Starlight walks over and looks down at the book.

50 TWILIGHT
When we defeated Lord Tirek, I was
able to access the power of the
Tree of Harmony itself. If we can
do that again, we might be able to
banish the Pony of Shadows without
anypony having to go with him.

*
*
*
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*
*

51 STARLIGHT
That's great... But I was thinking
of something more outside the
box... that maybe doesn't involve
"banishing" at all?

*
*
*
*

Twilight shakes her head.

*

52 TWILIGHT
I've already let Starswirl down by
"thinking outside the box." You
were right before. He and the other
Pillars know what they're doing.

*
*
*
*
*

Twilight starts transcribing onto a long piece of parchment
from three books at once.

*
*

53 TWILIGHT (CONT'D)
If I can get this spell right,
Starswirl will see that I do too.

*

Off Starlight giving Twilight a concerned look...

TRANSITION TO:

SC 5 - EXT. STREET (LAS PEGASUS) - NIGHT

*

Somnambula stands in a street looking up in awe at something
off screen. Applejack and Rainbow Dash lead Rockhoof and
Flash Magnus into frame.

*
*
*

54 ROCKHOOF
It seems the dark places Starswirl
indicated on the map have changed.

*
*
*

55 APPLEJACK
I'm sure the Pony of Shadows would
have found all kinds of dark power
in the Ghastly Caverns-- before a
thousand years of erosion turned it
into the Ghastly Gorge...

*
*
*
*
*
*

Fluttershy and Rarity, in full cowgirl regalia, walk in from the other direction, leading Mistmane and Meadowbrook. *

56 FLUTTERSHY *
The "Appeloosian Wastes" sure *
sounded dark and desolate. *

57 RARITY *
And I'm sure it was, before it *
became a popular rodeo and square *
dancing destination. *

They all notice Somnambula still looking up in wonder and follow her gaze. *

58 PINKIE PIE (O.S.) *
And I get how this part of *
Equestria used to be cast in *
eternal night where the Pony of *
Shadows could draw power and wreak *
havoc while ponies were powerless *
to stop him, but... *

PULL WIDE to reveal... *

They're all standing in the middle of the BRIGHTLY LIT LAS PEGASUS STRIP looking up at Pinkie's face which appears (jumbotron-style) in the lights of one of the giant marquees. *

59 PINKIE'S GIANT LIGHT FACE *
...it's kinda made comeback. *

As they all stare up, Pinkie's face continues to look around. *

60 PINKIE'S GIANT LIGHT FACE (CONT'D) *
Don't see any giant shadow ponies *
around here-- or any shadows *
really. It is really bright here! *

TRANSITION TO: *

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

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

61 STARSWIRL *
It seems there are fewer dark *
corners in Equestria than there *
once were. *

Crestfallen, Twilight's expression drops, but the others quickly gather around her.

*
*

72 APPLEJACK
That may be so, Starswirl, but the thing is, we've already done it.

*
*
*

73 RAINBOW DASH
Yeah. It's how we beat Lord Tirek.

*
*

74 RARITY
Who, at the time, just happened to have absorbed all the magic in Equestria.

*
*
*
*

Mage Meadowbrook walks over and scans the scroll.

*

75 MEADOWBROOK
While it is an unconventional approach, I believe it could work.

*
*
*

Starswirl bristles, and examines the scroll again.

*

76 STARSWIRL
I suppose with my help there is a chance...

*
*
*

Starswirl points to the map.

*

77 SUNBURST
...but we still have no idea where to find the villain.

*
*

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.

78 SPIKE
Maybe we should try there.

*
*

END ACT ONE

ACT TWO

SC 7 - INT. TWILIGHT'S CASTLE - MAP ROOM - RESUME

The whole group stares down at the map, perplexed. Applejack leans forward for a closer look.

*
*

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79             APPLEJACK                                     *
That's the Hollow Shades. I've                          *
heard legends of distant relatives                       *
living there.                                             *
```

```

80          SUNBURST                                     *
They'd have to be pretty distant.                     *
The Hollow Shades was abandoned                       *
eons ago. Nopony knows why.                            *

```

Rarity looks at all of their cutie marks hovering over the spot.

```
81          RARITY                                     *
That's odd. The only time the map's                 *
called all of us to one place was                   *
Starlight's village.
```

Starlight looks up at this.

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

Starlight frowns. Twilight turns to Starswirl.

```

83          TWILIGHT
Do you think the map could be
trying to tell us where the Pony of
Shadows is?

```

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

```

84          STARSWIRL
We planted the Tree of Harmony to
protect our world. Clearly it is
helping us to find and defeat a
threat to it.

```

```
85      RAINBOW DASH
Then let's go banish us a Pony of
Shadows. What are we waiting for? *
```

```
86          SUNBURST
We're waiting for Starswirl to
finish Twilight's spell.
```

87 RAINBOW DASH
Oh. Yeah. Right. *

Starlight steps forward and looks to the Pillars. *

88 STARLIGHT

I know I'm not as experienced as
all of you, but is banishment
really the only option? I mean,
it's been a long time. Maybe the
Pony of Shadows is ready to talk.

89 FLASH MAGNUS
I doubt we can save Equestria with
a conversation.

90 STARLIGHT
But we could try.

91 TWILIGHT
(embarrassed) Starlight, I'm sure
Starswirl and the others already
tried-- a thousand years ago.

92 STARSWIRL
(nods) And the Pony of Shadows was
not interested in reconciliation
then. I doubt he is now. Once a
villain, always a villain.

Starlight frowns at this as Starswirl levitates Twilight's scroll back up. He scans it again, then turns to Twilight and Sunburst.

93 STARSWIRL (CONT'D)
I still believe this spell to be
reckless, but if we are determined
to attempt it, we must work
quickly.

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

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

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

95 SPIKE
Maybe so, but the Pony of Shadows
doesn't really seem like the
friendship type.

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

*

97 SPIKE
No pony does.

*

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

98 STARLIGHT
That's not entirely true.

Off Spike, curious.

*

SC 8 - EXT. TWILIGHT'S CASTLE - DAY

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

*

Starlight walks up to them, Spike following behind.

*

99 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.

100 ROCKHOOF
If you want to know how our rift
began, I can tell you.

*

*

101 SOMNAMBULA
We all can.

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

TRANSITION TO:

SC 9 - 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.

102 ROCKHOOF (V.O.)
Stygian was a pony like the rest of
us-- though more scholar than hero.
(MORE)

*

ROCKHOOF (V.O.) (CONT'D)

He recognized our emerging world
would need champions to defend it.

*
*

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

*

FLASH MAGNUS - 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 - 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 - magically opens a PORTAL that sucks them in.

*

Through it all Stygian watches from the sidelines, terrified.

*

103 FLASH MAGNUS (V.O.)
He may have gathered us together,
but he, himself, was just an
ordinary unicorn who soon grew
jealous of our abilities.

*
*
*

SC 10 - EXT. PONHENG - FLASHBACK

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

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

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

MOMENTS LATER

The Pillars scowl at Stygian as he walks away dejected.

106 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.

*

107 SOMNAMBULA (CONT'D)
But when he did, it was only for
revenge. Then, even I realized he
was beyond help.

*
*
*

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

END FLASHBACK

SC 11 - EXT. TWILIGHT'S CASTLE - RESUME

Sunburst and Spike listen, wrapped.

*

108 SPIKE
Well, I'm convinced. He's a bad
guy.

*
*
*

Starlight ignores him.

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

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

Off Starlight, considering...

SC 12 - INT. TWILIGHT'S CASTLE - LIBRARY - DAY

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

*

111 STARLIGHT
That looks like a lot of work.

112 STARSWIRL
It is what must be done, and it
would be best if we were not
disturbed.

*
*

Off Starlight's dejected expression--

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

114 STARLIGHT
Banish Stygian to limbo. I get it.

Sunburst looks at Starlight, *confused*. *

115 SUNBURST
Who? *

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

116 STARSWIRL
Stygian was the name the Pony of Shadows gave up when he turned to darkness. *

117 STARLIGHT
And I'm just trying to figure out why. *

118 STARSWIRL
Envy. He wanted more power than he had and that desire lead him down a path from which *there is no* return. *

119 STARLIGHT
I know from experience that's not always true. (to Twilight) Whenever the map's sent us somewhere, it's been to solve a friendship problem. Are you sure this is different? *

Twilight stops, like the thought hasn't occurred to her. *

120 TWILIGHT
I... *

121 STARSWIRL
Stygian wants to destroy *all that is good in this world*. You cannot befriend a pony like that. *

Starswirl exits. Starlight looks to Twilight, saddened.

122 STARLIGHT
I guess I'm lucky *your idol* 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 13 - INT. CAVE OF HARMONY - DAY**

Starswirl, the other Pillars, the Mane Six, Spike, Sunburst, and Starlight all stand before the TREE OF HARMONY. The Pillars look up at it in awe.

123 SOMNAMBULA
I am glad we have the chance to see
what has grown from our efforts so
long ago.

124 MISTMANE
Indeed. Thank you, Twilight.

The Pillars all look to Twilight, grateful. She glances at Starswirl, hopeful, but he is too busy studying their scroll to notice. Twilight's expression drops.

125 MEADOWBROOK
The tree's power has grown beyond
what we could have imagined.

Sunburst steps forward.

126 SUNBURST
Which is why accessing it directly
should give you all the boost you
need to send the Pony of Shadows to
limbo without going yourselves.

127 TWILIGHT
(with another look to Starswirl) or
having to be at Ponhenge to do it.

The Pillars all nod, pleased. Starswirl finally looks up from the scroll.

128 STARSWIRL
The spell may, indeed, work. And
though it is against my better
judgement to use it, I have done
what I can to render its more
reckless elements safe.

Flash Magnus steps forward.

129 FLASH MAGNUS
Then let us begin. There isn't a
moment to spare.

The Mane Six gather around Twilight.

130 APPLEJACK
We're ready, Twilight.

The others voice <MURMURS> of agreement. Twilight gives a look to Starswirl who nods. She looks to her scroll and shoots a BEAM of magic at it. *

Magical energy shoots out of it and into the tree which starts to GLOW. Starswirl adds his magic to the mix and with a FLASH of light, shafts of COLOR blast upward from each of the ELEMENTS. *

The magical energy lands on each of the Mane Six and transforms them into their RAINBOW POWER-UP VERSIONS (est. MLP426). *

Spike looks at his friends.

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

Rainbow Dash flaps her wings and SWOOSHES around the cave. *

132 PINKIE PIE
Aww...Yeah! *

Rarity gives her mane a toss.

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

The other ponies look on, impressed.

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

Starswirl stops the magic from his horn and regards the Rainbow-fied Mane Six, uncertain. *

135 STARSWIRL
For better or worse, we shall soon see. *

Off Starswirl's foreboding expression we... *

DISSOLVE TO:

SC 14 - EXT. THE HOLLOW SHADES - PERPETUAL NIGHT

The group arrives to the outskirts of the village to discover the forest around has grown gnarled and dense. *

Scary-looking trees have interwoven their thick, dark branches, completely blocking the light from above. *

Twilight, and the other unicorns charge up their horns to light their way. *Rarity turns to Sunburst.* *

136 RARITY *
I think I understand why this *
settlement was abandoned. *

137 PINKIE PIE *
Yeah. If you lived here you *
wouldn't be able to see your face *
in front of your hoof. *

138 SUNBURST *
I don't remember reading anything *
that said the Hollow Shades was *
like this. *

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

140 FLASH MAGNUS *
His powers will be at full strength *
here for certain. *

They walk through what's left of the abandoned village to see *
all the structures have been overgrown by dark branches as *
well. *

They travel to the center of the settlement and find a stone- *
lined hole in the ground (like an ancient Roman well or *
cistern). A rush of air comes up from it making an eerie *
MOAN. *

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

141 STARSWIRL *
He is here.

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

142 STARSWIRL (CONT'D) *
Prepare yourselves.

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

143 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.

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

*

Twilight steps forward.

145 TWILIGHT
Think again, Stygian!

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

147 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.

*
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*

148 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 15 - 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.

The Pony of Shadows BLASTS the shield, dimming it further and growing larger as he drains it's light. *

156 PONY OF SHADOWS (CONT'D) *
You sought to excise darkness from *
your world, just as you did with *
me. But once the Tree is destroyed *
my revenge will be complete. *

157 STARSWIRL *
We did what we had to do. You stole *
our artifacts! You tried to steal *
our powers. *

158 PONY OF SHADOWS *
It was you who were selfish with *
your powers. And now you will pay! *

The Pony of Shadows BLASTS at the shield again and some of the shadows break through. As they whip around Twilight, Starlight sends a blast that pushes them back through the magical barrier. She turns to Twilight. *

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

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

160 STARSWIRL *
Twilight, it is clear your spell *
did not work. But with your help, *
perhaps the Pillars and I can still *
take him back to limbo! *

Twilight looks to Starlight and nods, coming to a decision. *

She stops sending magic to her side of the shield and walks out. *

161 STARLIGHT *
Twilight! What are you doing? *

Twilight walks right up to the Pony of Shadows and looks up at him. *

162 TWILIGHT *
You said Starswirl and the others *
wanted to remove darkness from *
their world, but it's your world *
too. *

163 PONY OF SHADOWS *
Not any more. (pointing at the *
Pillars) They saw to that. They *
claimed I sought to steal their *
powers so they could push me out. *

164 TWILIGHT *
But if you didn't want their *
powers, what were you trying to do?

165 PONY OF SHADOWS *
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 *
became stronger than any of them!

With another BLAST of shadow the shield falls. *

166 PONY OF SHADOWS (CONT'D) *
The darkness welcomed me when no *
pony would and I will do what I *
must to protect it! *

As the shadows close in, Twilight turns to the Pony of *
Shadows. *

167 TWILIGHT *
Equestria needs darkness and light. *
I don't think anypony wants to *
destroy it and I know they never *
meant to hurt you. Maybe the *
Pillars didn't understand you, but *
they can now and I can help.

168 PONY OF SHADOWS *
Even if that were true, what makes *
you think you have the power to *
help me? *

Starlight steps forward.

169 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 shadows pause as the Pony of Shadows shrinks slightly. *

170 PONY OF SHADOWS *
I-- I want to believe you... *

Suddenly the shadows surge forward, tendrils sprouting out from around him.

171 PONY OF SHADOWS (CONT'D)
But the darkness will not be
stopped! I can't stop it! I won't!

Twilight steps forward, her horn, a glowing beacon of light. The tendrils snap back from her.

172 TWILIGHT
You can, Stygian. Revenge isn't
what you want. You don't need to be
a part of the darkness anymore.

The tendrils of shadow twist into a single column and BLAST at Twilight, knocking her off her feet.

173 STARLIGHT
Twilight!

The others all rush to her side as she tries to stand.

174 TWILIGHT
The darkness won't let go of him.
He wants to stop, but he can't do
it alone.

Starswirl steps forward and offers his hoof to help Twilight up.

175 STARSWIRL
Then we must help him.

Starswirl leads Twilight with him as he turns back to the Pony of Shadows.

176 STARSWIRL (CONT'D)
Long ago you needed our help,
Stygian, but instead of listening,
we turned our backs on you.

As Starswirl and Twilight step forward, the tendrils of shadow shrink back.

177 STARSWIRL (CONT'D)
It's taken a thousand years and the
urging of several young ponies for
me to realize it, but we were
wrong.

The other Pillars and the rest of the Mane Six file in behind Starswirl as the shadows continue to recede.

178 STARSWIRL (CONT'D)

We planted the Tree of Harmony to
protect ourselves from you, but
what we ought to have done was
extend a hoof in friendship.

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Starswirl's horn GLOWS and almost immediately Twilight's
RAINBOW MAGIC returns. In quick succession the same happens
to the rest of the Mane Six.

*

As a ball of RAINBOW MAGIC surrounds the Mane Six, beams of
magic shoot out connecting to each of the Pillars [Prod Note:
thinking this image would be very reminiscent of the image in
part one where the Pillars imbue the crystal seed with magic]

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As magic connects them to the Pillars, Twilight and her
friends start to float into the air and with a massive SURGE,
a column of MAGICAL ENERGY shoots out and washes over the
Pony of Shadows.

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In the BLAST of light, the tendrils of shadow shrivel,
shrink, and fly away like burnt paper as a glowing magical
aura lifts all of them back up the well where...

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*

SC 16 - EXT. HOLLOW SHADES - DAY

They all rise above ground. The fissures in the ground heal
and in a final BLAST OF LIGHT the dark branches above the
village transform to normal trees-- sunlight streaming
through the leaves above.

*
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*

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

179 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 17 - INT. CANTERLOT CASTLE - DAY

The Mane Six, the Pillars, Starlight, Sunburst, Spike, and Stygian all gather in the Canterlot throne room. Starswirl, stands beside the thrones looking at Celestia and Luna.

180 STARSWIRL
(to Celestia) I just cannot get
over how tall you gotten!

Luna grins at her sister and Celestia blushes.

181 CELESTIA
Well, it has been a thousand years.

Starswirl BAMFS down beside Twilight.

182 STARSWIRL
Remind me sometime to tell you
about the time I tried to teach
these two how to conjure an Ursa
Major. It was-- unbearable.

Celestia laughs. Surprised, Twilight looks to the sisters.
Luna rolls her eyes.

183 PINKIE PIE
I guess we're lucky he didn't teach
you jokes!

Luna clears her throat with an <AHEM>.

184 LUNA
When my sister and I encouraged you
to look into Starswirl's
disappearance, we never imagined it
would lead to his return to
Canterlot

185 STARSWIRL
I am not at all certain Canterlot
is where I'll stay. Equestria has
grown and I believe I'll have a
look around before I settle in any
one place.

Meadowbrook and the other Pillars step forward.

186 MEADOWBROOK
And I long to see what has become
of my home.

187 MISTMANE
We all do.

The Pillars all nod in agreement.

*

188 CELESTIA
I hope you all will return to
Canterlot on occasion and share the
wisdom of your great experience
with the next generation of ponies.

*

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189 STARSWIRL
We would be honored, but if it is
wisdom you seek, look no further
than your own pupil. She showed me
how to right a very old wrong.

*

*

*

He turns to Stygian.

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

*

The other Pillars gather around Stygian, who smiles.

191 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.

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

*

193 CELESTIA
Indeed, I have found the lessons
teachers learn from their pupils to
be the most (with a wink to
Starswirl) eye opening.

*

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*

Starswirl laughs out loud.

*

194 STARSWIRL
Pupil. Eye-opening. Oh, you're as
funny as ever, Celestia.

*

*

*

Pinkie leans over to Starlight.

*

195 PINKIE PIE
(loud aside) Maybe he did teach
them jokes.

*

*

*

Off all of their laughter we...

*

FADE OUT

*

END