

As Recorded  
June 25, 2018  
2 Dickelogs  
Takes 1-88 (Cataloo)

As Recorded  
July 4, 2018  
2 Dickelogs  
Takes 89-227)

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**MY LITTLE PONY  
Season 9**

**Growing Up Is Hard to Do  
Ep 922**

**Teleplay Final Draft V2**

|                          |              |
|--------------------------|--------------|
| Premise:                 | Ed Valentine |
| Outline:                 | Ed Valentine |
| Teleplay 1st Draft:      | Ed Valentine |
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**TEASER****SC. 1 - EST. CLUB HOUSE - DAY**

89 90 (91)

1 APPLE BLOOM (O.S.)  
I can't believe we're going to the  
Appleoosa County Fair!

**SC. 2 - INT. CLUB HOUSE - CONTINUOUS**

APPLE BLOOM looks down at a FLYER for a rustic county fair.  
SWEETIE BELLE pops up over her shoulder.

2 SWEETIE BELLE  
Animal shows, carnival rides--

SCOOTALOO pops up over her other shoulder.

2 (3AB)

3 SCOOTALOO  
And all kinds of food on a stick!

Wide on the three of them as Sweetie Belle turns to  
Scootaloo.

89 (91)

4 SWEETIE BELLE  
Speaking of food, did you pack  
snacks for the train?

Scootaloo pats a set of saddlebags.

2 (3AB)

5 SCOOTALOO  
For there and back.

89 91

6 APPLE BLOOM  
( chiming in )  
And our train tickets are all set.

(92AB)

Apple Bloom shows them a folder with the TICKETS and we PAN  
OVER to Sweetie Belle standing in front of a HUGE PAD OF  
PAPER. She puts a large CHECK MARK next to a picture of  
snacks and a picture of tickets.

Sweetie Belle turns a page on the giant pad and reveals a  
massively complex CHART with numbers and arrows -- it looks  
like an Excel spreadsheet.

(91)

7 SWEETIE BELLE  
And I've got our whole itinerary  
planned.

8 APPLE BLOOM  
Whoa! Are you sure you're not  
Twilight's sister?

(93)

4 5 (6)  
↓ ↓ ↓

9 SCOOTALOO

Weeks of planning has all come down to this. All we have to do now is wait for our chaperone to get here.

They all look to each other and nod. After a beat Apple Bloom turns to Scoot.

89 (91)  
↓ ↓

10 APPLE BLOOM

So when's Rainbow Dash coming?

Scootaloo looks at her, confused.

4 (5)  
↓ ↓

11 SCOOTALOO

I thought you were gonna ask Applejack.

Concerned, they both turned to Sweetie Belle.

89 (91)  
↓ ↓

12 APPLE BLOOM

I don't suppose you asked Rarity?

The three of them look at each other.

↓ ↓

13 SWEETIE BELLE

You mean we spent all this time planning a trip and none of us asked anypony to take us?

4 (5)  
↓ ↓

14 SCOOTALOO

In our defense, every other part of the trip was planned really well.

Off Sweetie Belle and Apple Bloom giving Scoot a look we...

**END TEASER**

**MAIN TITLES**

**ACT ONE**

**SC. 3 - INT. RARITY'S BOUTIQUE - SAME**

RARITY looks past a DRESS FORM at the desperate faces of the CMCs. Bits of fabric and pins stick out at odd angles, her expression a bit harried.

96 (97)  
↓ ↓

15 SWEETIE BELLE

We really did think of everything, except finding somepony to take us and the fair is only today!

\*

965<sup>4</sup> 97<sup>6</sup>

16 RARITY

I'm sorry, darlings, but I can't possibly go to Appleoosa. I promised to deliver a new design to Fancy Pants for his Monocle and Top Hat Appreciation Society Soiree.

17 SWEETIE BELLE

Can't you finish it tomorrow?

18 RARITY

I could, but you'll learn as you get older how important keeping your promises is, especially when running a business.

Sweetie Belle turns to her friends.

19 SWEETIE BELLE

Maybe we should just go by ourselves?

20 RARITY

WHAT?! Ohhh, my dear, no. Appleoosa is far too long a train ride for young foals without accompaniment. You could end up in the wrong place entirely. Why don't you see if Rainbow Dash is free?

Off Sweetie Belle's frustrated expression.

WHIP PAN/CUT TO:

SC. 4 - EXT. RAINBOW DASH'S CLOUD HOUSE - SAME

RAINBOW DASH looks down at the girls from a window.

21 RAINBOW DASH

Sorry, but I just heard from Spitfire that a whole bunch of storm clouds got loose from the cloud factory and she needs every Wonderbolt to help bust 'em.

22 SCOOTALOO

Come on Rainbow Dash, they won't miss one pony and we really want to go to the fair. Apparently we're too young to go alone.

102 (103)

23 RAINBOW DASH

Well, duh. Young ponies like you  
could get lost and never find your  
way back, but I still can't go.

Dash ZOOMS down to where the CMCs are standing.

104

24 RAINBOW DASH (CONT'D)

Being a Wonderbolt isn't just about  
showing off, it's also a  
responsibility. You'll understand  
when you get older. I'm sure you'll  
find somepony else to take you.

105  
106

Off Scoot, uncertain...

WHIP PAN/CUT TO:

SC. 5 - INT. FARMHOUSE - KITCHEN - SAME

Applejack cooks at the stove, a bowl on a tray sits on the  
counter nearby.

107 (108)

25 APPLEJACK

Wish I could, sugarcube. But Big  
Mac's not feeling well today.

AJ ladles some soup into the bowl, then takes the tray into  
the other room. Apple Bloom and the others follow.

109

26 APPLE BLOOM

But Big Mac's old enough to take  
care of himself and we'd all have  
so much fun together.

SC. 6 - INT. FARMHOUSE - LIVING ROOM - CONTINUOUS

REVEAL - BIG MAC laying on the sofa under a blanket and  
looking miserable.

27 APPLEJACK

Sometimes taking care of somepony  
is more important than having fun.

She looks to the frustrated CMCs.

110  
111

28 APPLEJACK (CONT'D)

Speaking of which, don't you even  
think about trying to go without a  
grown pony there to take care of  
you. You could end up in hot water,  
or worse.

112  
113

107 109  
↓ ↓

29 APPLE BLOOM  
We know.

As the three girls turn to leave, despondent...

WHIP BACK TO:

**SC. 7 - EXT. PONYVILLE - ROAD - DAY**

The CMCs head down the road, even more concerned than before.

10 11 12 13 14  
| | | | |

30 SCOOTALOO

The fair could be over before we  
find somepony to take us.

15  
|

107 109  
| \$

31 APPLE BLOOM

But then we thought of you, since  
the fair will be full of all sorts  
of animals and creatures.

114 115  
| |

PULL WIDE to reveal the girls trot alongside FLUTTERSHY.

109  
|

32 FLUTTERSHY

Oh, dear, it does sound like fun,  
but I just can't today.

The CMCs hang their heads, disappointed.

33 FLUTTERSHY (CONT'D)

I'm sorry, but Twilight has an  
important magical research project  
and she's asked for my help.

They all look up to see they've arrived outside Twilight's  
Castle.

34 SWEETIE BELLE

I guess that means Twilight's busy  
too?

110  
|

CUT TO:

**SC. 8 - INT. TWILIGHT'S CASTLE - SOON AFTER**

Twilight stands in front of a pedestal, several books float  
around her, as she looks from the pages to what's on the  
stand: a flower with just two PETALS under a glass dome  
(think the rose from Beauty and the Beast, but totally not). \*

35 TWILIGHT SPARKLE

I'm afraid I am. Starswirl sent me  
this enchanted flower and it isn't  
doing well.

(MORE)

TWILIGHT SPARKLE (CONT'D)

If I figure out its magical properties maybe we can save it.

\*

16 17 18 19  
| | | |

36            SCOOTALOO

So that's a "no" on going with us to the fair?

37 TWILIGHT SPARKLE

Isn't there somepony else you could ask?

$116 \rightarrow$ 
 $118 \rightarrow$

38            APPLE BLOOM

We've already asked Applejack, Rainbow Dash, and Rarity and none of them can come.

e

39            SWEETIE BELLE

And everypony made it clear we're too young to go on our own.

Twilight and Fluttershy both look up at this.

40 TWILIGHT SPARKLE

Oh, definitely. You could take the wrong train or miss your stop...

Hand-drawn diagram showing a sequence of numbers: 116, 118, 20, 21, and 117. Arrows indicate a flow from 116 to 20, 118 to 21, and 21 to 117. The text "The CMC" is written above the numbers 20, 21, and 117.

41 FLUTTERSHY

Or get lost in a strange town and end up in a dangerous situation with nopony to help you.

The CMCs stare back at them, flat.

42 CMCS

We know.

43 TWILIGHT SPARKLE

I know it's hard, but sometimes you just can't do what you want.

20 21 22

44 SCOOTALOO

I'm pretty sure if you wanted to go to the fair you could.

45 TWILIGHT SPARKLE

Sure. Grownups can do a lot of things that foals can't, but there's plenty we can't do either--like right now I can't find a single reference to this flower.

Fluttershy inspects the flower through the glass.

116 118<sup>5</sup>  
↓ ↓

46 FLUTTERSHY

None of the birds or insects I've talked to had heard of it either.

47 TWILIGHT SPARKLE

Hmm... I wonder if there's anything in Shadetail Evergreen's Tome of Flora and Fauna?

116 118  
| |

48 FLUTTERSHY

That book's pretty out of date, but it might be worth a try.

49 TWILIGHT SPARKLE

I think there's a copy in the library filed under Discontinued But Still Potentially Useful Ancient Texts. (then, considering) Unless I put it under Hokum With A Slight Chance of Practical Applications.

Fluttershy gives Twilight a look. Twilight gives a sheepish shrug and the two older ponies exit, leaving the CMCs to mope. Apple Bloom walks over to the flower and looks down at it through the glass.

120 121 122<sup>2</sup>  
↓ ↓ ↓

50 APPLE BLOOM

Well, I guess this flower is the most interesting thing we're gonna see today.

Scoot zips over and looks down at it too.

23 24<sup>1</sup>  
↓ ↓

51 SCOOTALOO

Unless you count watching Twilight struggle to remember how she organizes her books.

Sweetie Belle walks up and checks out the flower too.

120 122 123<sup>4</sup>  
↓ ↓ ↓

52 SWEETIE BELLE

I bet every pony in Equestria is in Appleoosa right now.

53 APPLE BLOOM

Every pony but us.

124 125<sup>1</sup>  
↓

23 24<sup>1</sup>  
| |

54 SCOOTALOO

It's just not fair. I wish we didn't have to wait to grow up.

Suddenly, unnoticed by the girls, one of the petals on the flower, starts to GLOW.

120 125 127

55 APPLE BLOOM

Yeah. I wish it would happen all at once. Then we'd know everything we'd need to get to the fair and back with no problem.

128 129 130<sup>3</sup> (131)

Again, the petal on the flower they're gathered around GLOWS BRIGHTER.

(127)

56 SWEETIE BELLE

I just wish we were as old as our sisters. Then nopony could tell us what to do, and we'd be able to take care of ourselves.

25 (26)

57 SCOOTALOO

Hey, Sweetie Belle, why's your face all lit up?

32A 27 28 29  
57A

Surprised, all three girls look down to see the GLOWING FLOWER PETAL shining even brighter than before.

Suddenly, the glow intensifies and with a surge, changes colors from purple to orange to blue. As the petal pulses brighter and brighter, BANDS OF COLORS whip out through the glass and wrap around the room.

120 125 (126)

58 APPLE BLOOM

Um... maybe we should go get Twilight?

But before they can do anything, the bands of color whirl around faster and faster, then grow until they wrap around all three foals.

Finally, in a blinding FLASH of light the bands vanish as we PULL WIDE to reveal the CMCs have been transformed into OLDER VERSIONS OF THEMSELVES.

All three no-longer-foals stare at each other in shock.

133 (134)

59 SWEETIE BELLE

Apple Bloom, is that you?

60 APPLE BLOOM

(nods)

Did we just grown up all at once?

135 136 137 138 (139)

30 (31)

61 SCOOTALOO

This magic flower must grant wishes!

They all bend down to see the flower petal that had been glowing drop, and float to the base of the glass.

They all stand up and look at each other again.

30 (31)

62 SCOOTALOO (CONT'D)  
Do you know what this means?

32

63 CMCS  
(together)  
WE CAN GO TO THE FAIR!!!

140 141

Off their excitement we...

**END ACT ONE**

**ACT TWO**

**SC. 9 - EXT. PONYVILLE - DAY**

The CMCS, now older versions of themselves, rush through town on their way to the train station.

142 143 144

64 APPLE BLOOM  
I hope you brought the tickets.  
We've gotta hurry if we're going to  
make the train.

146

Sweetie Belle looks down, marveling at the ground going by under her hooves.

144

65 SWEETIE BELLE  
I think we'll be fine. Check out  
how fast we're going! Grownup legs  
are strong!

Scoot hangs onto her scooter, which wobbles under her increased weight and the faster speed of her kicks.

33 34 (35)

66 SCOOTALOO  
You're not kidding, I don't know  
how much of this my scooter can  
take!

Several ponies leap out of their way. Apple Bloom looks back.

143 144

67 APPLE BLOOM  
And nopony's yelled at us to slow  
down even once! Being a grownup is  
great!

145

**SC. 10 - EXT. PONYVILLE STATION - CONTINUOUS**

Steam starts to build as the train makes ready to pull out. The WHISTLE blows as a STATION PONY looks up and down the platform.

The girls rush up the platform and head for the train doors. They just make it inside as the doors close and the train pulls out with a BURST OF STEAM.

Another TRAVEL PONY rushes up, but she's too late.

147 148 149 *Am!* 68 TRAVEL PONY  
*Sheet!* Now I'll never get to the  
 Appleoosa County Fair.

The Station Pony looks to her and smiles.

148 69 STATION PONY  
 Oh, that train was headed to  
 Hayseed Swamp. The Appleoosa train  
 won't be along for a few minutes.

Off the Travel Pony's relief...

53 34 37 150 151 152 SC. 11 - INT./EXT. FRIENDSHIP EXPRESS - CONTINUOUS

The girls all collapse into their seats

154 155 156 157 70 SWEETIE BELLE 158 ABC 159 ~~160~~  
 We made it! | | | |

157 71 APPLE BLOOM  
 Of course we did. We're grownup  
 ponies now. We can do anything!

72 APPLE BLOOM (CONT'D)  
 And all those worries Twilight and  
 the others had don't apply anymore  
 because we're big. And being big is  
 all it takes!

MUSIC UP - The girls march through the train as several GROWN PONIES stare at them, confused.

73 APPLE BLOOM (CONT'D)  
*Woke up this morning feeling tired  
 and small -  
 But look at me now! I must be  
 ninety feet tall.  
 And I don't have to worry about  
 making mistakes, because being big  
 is all it takes!*

As the girls march through they knock over a few suitcases without noticing. The other passengers glare at hem.

Scotaloo busts out her SCOOTER and rides it through the aisle (though her bigger body barely fits).

74 SCOOTALOO  
A tiny twist of fate brought on  
this big change.  
Give me room, gonna zoom!  
I got plans to arrange  
And I can do what I want now, run,  
trot, or traipse, because being big  
is all it takes.

As she zooms through the car, the scooter's wheels finally \*  
give out and she stalls in the middle of the aisle. Several \*  
passengers look at her, displeased, as we CUT TO...

ALL THREE GIRLS - tucked in for bedtime in a GIANT FLYING BED  
as they all sing the <CHORUS>...

75 CMCS  
Being big isn't just a size  
At bedtime we don't even have to  
close our eyes.  
We're in control now, for goodness  
sakes  
Because being big is all it takes!

BACK ON THE TRAIN - Sweetie Belle looks out the window at the  
landscape rolling by.

76 SWEETIE BELLE  
I'm leaving behind the little pony  
you've known -  
steppin' out, growin' up, makin'  
moves on my own.  
You can't tell me no. There's no  
place I can't go: mountains,  
cities, jungles, prairies, oceans  
or lakes, because being big is all  
it takes.

PAN OVER to see Scootaloo stuffing her face with food from  
the SNACK CART while the PORTER PONY looks on displeased.

77 SCOOTALOO  
I can eat all the snacks cause  
that's for me to decide.

ON SWEETIE BELLE - holding onto the railing of the caboose  
platform as the tracks flow out beneath her.

78 SWEETIE BELLE  
We know just where to go whether we  
walk, run, or ride.

ON APPLE BLOOM - with the ENGINEER PONY driving the train.  
She turns a few dials - he frowns and turns them back.

79 APPLE BLOOM  
*We know how it all works, even what  
 we ain't tried!*

ALL THREE GIRLS - control several trains from a FANTASY CONTROL ROOM overlooking a GIANT MODEL TRAIN SET as they sing the <CHORUS>.

80 CMCS  
*Facts don't matter now because it's  
 not what we know  
 We can end any argument with  
 "Because I say so!"  
 We're in control now, for goodness  
 sakes  
 Because being big is all it takes!*

The model trains they're controlling collide in a burst of smoke. When it clears we're back...

ON THE TRAIN - where a CONDUCTOR PONY stands in front of the door, but the CMCS push him aside and walk out.

81 CMCS (CONT'D)  
*Can't stop us now, don't try to  
 stand in our way!  
 Once we had to listen, now you'll  
 hear what we say.  
 We're awake, gonna take  
 all we can from today  
 and we have no regrets, there's no  
 sour grapes  
 because being big is all it takes!*

Standing on a platform they look back as the train pulls away in a BURST OF STEAM.

82 CMCS (CONT'D)  
*Being big is all. It. TAKES!!!*

The MUSIC reaches a crescendo and fades out as the stream dissipates and the train disappears over the horizon leaving the girls in a...

SC. 12 - EXT. DESOLATE STATION - DAY

The girls look around, confused. The station is run down and there's no other ponies around. The whole vibe is creepy.

Scotaloo puts a hoof to her stomach.

83 SCOOTALOO  
 Ugh. I think I ate too many snacks.

164 166 167  
 84 SWEETIE BELLE  
 This doesn't look like Appleoosa.  
 Suddenly, a SPOOKY VOICE comes from off screen.  
 85 TICKET TAKER PONY (O.S.)  
 That's because it isn't...  
 All three girls turn to the spooky voice and see... nopony - just an empty window at an old, worn out TICKET BOOTH.  
 86 APPLE BLOOM  
 You all heard that, right?  
 The others nod, unsettled.  
 168  
 87 SWEETIE BELLE  
 Hello? (to the others) Do you think we got on the wrong train?  
 The three of them walk up to the booth and peer inside - nothing.  
 41 116  
 88 SCOOTALOO  
 I thought trains just took you where you wanted to go.  
 164 168  
 89 TICKET TAKER PONY (O.S.)  
 Ah-ha-ha-ha-ha-HAAAA!!!  
 All three girls scream as we PULL WIDE to see the creepy TICKET TAKER PONY from ep 823 is standing right behind them.  
 42 43 45 C 165  
 90 CMCS  
 <SCREAM!>  
 164 168  
 91 TICKET TAKER PONY  
 Sorry. I don't mean to laugh, but you three must not travel much. This is Hayseed Junction. The train to Appleoosa isn't for a few hours.  
 169 171  
 92 APPLE BLOOM  
 A few hours?!  
 93 STATION AGENT  
 Ooor, you could set off on hoof.  
 He points to a dense, overgrown path leading away from the station and into a marshy swamp, and speaks creepily again.

164 (169)

94 STATION AGENT (CONT'D)  
It's treacherous and confusing,  
unfit for the young or timid--  
(then, normal) but you three are  
grownups, you'll be fine. I'll  
write down some directions.

\*

As the agent works out his directions on a piece of  
parchment, the girls pow-wow.

44 45

95 SWEETIE BELLE  
Maybe we should wait for the train.

164 (169)

96 SCOOTALOO  
And miss the fair?!

97 SWEETIE BELLE  
We already ended up in the wrong  
place, which is exactly what we  
were warned about. And what if we  
can't follow the directions?

She looks over at the Ticket Taker Pony still writing out his  
directions, now onto a second page of parchment. \*

46 47 A B

98 APPLE BLOOM  
Come on. We didn't come all this  
way for nothing. Besides, I've been  
through a swamp as a young pony. As  
a grownup it'll be a snap.

164 (169)

99 SCOOTALOO  
Grownups always know the way!

100 SWEETIE BELLE  
(convinced)  
Because being big is all it takes!

101 TICKET TAKER PONY (O.S.)  
Ah-ha-ha-ha-ha-HAAAA!!!

(170)

The girls turn back to the Ticket Taker Pony to see what  
sounded like laughter is actually just a HACKING COUGH.

102 TICKET TAKER PONY (CONT'D)  
HAHA-HAGHH-HAAHHCK! (off their  
looks) Sorry. I've got kind of a  
throat thing.

With that, he hands them the directions (now on three pages  
of parchment). Off the girls' uncertain looks...

**SC. 13 - EXT. HAYSEED SWAP - VARIOUS**

IN A SERIES OF SHOTS WE WATCH THE GIRLS FOLLOW THE DIRECTIONS

- They come to a fork in the road. Sweetie Belle consults her parchment and points LEFT. They exit that way, but after a beat re-enter from the path to the RIGHT. Off their looks of concern...

- They come to a GIANT HOLLOW LOG. Again, Sweetie Belle references her parchment and points inside. As they enter we track along the outside as the log divides into three large BRANCHES, extending over a precarious drop. All three girls emerge from the different branches, facing different paths, headed in different directions. Off their confused looks...

- They hop from STONE to STONE over a particularly deep section of swamp, headed toward dry land. As they all land on the final stone it moves, revealing it's not a stone at all but a TBD swamp appropriate CREATURE who SNAPS at them as the three girls escape in a panic and we...

CUT TO:

**SC. 14 - EXT. SWAMP - SOON AFTER**

CLOSE ON a harried and disheveled Scootaloo pushing her way through thick vines and brambles.

48 (49)

103 SCOOTALOO  
Sweetie Belle, are you sure this is  
the right way?

No answer. Scoot turns around, but there's nopony there.

104 SCOOTALOO (CONT'D)  
Sweetie Belle?

A RUSTLE startles her and she turns to see only vines.  
Scoot's eyes widen in fear as the sounds of various BIRDS and  
INSECTS gets louder and louder until...

172 (173)

105 SWEETIE BELLE (O.S.)  
Scootaloo?

Scoot jumps and SCREAMS at the sound, then turns to see  
Sweetie Belle. She stares at her friend.

48 (49)

106 SCOOTALOO  
<SCREAM> Don't do that!

172 (173)

107 APPLE BLOOM (O.S.)  
Girls?

107A Both Sweetie Belle and Scootaloo jump and SCREAM, then turn to see Apple Bloom staring back at them concerned.

108 APPLE BLOOM (CONT'D)  
Maybe we should head back to the station.

The others nod as Sweetie Belle looks to her directions.

109 SWEETIE BELLE  
I'm not sure we can. I think we're lost.

110 SCOOTALOO  
(near panic)  
Just like Twilight and the others said!

The panic starts to rise, but stops as they all turn at the sound of VOICES.

111 SPUR (O.S.)  
Well, where were you when I was feeding and caring for him?

Encouraged the girls climb over each other toward the sound, fighting through the vines until they emerge on a...

#### SC. 15 - EXT. SWAMP - WIDE PATH - CONTINUOUS

The girls burst out of the underbrush to find a wide path with several PONIES walking to and fro. A young filly, SPUR, and a colt, BISCUIT, stare up at them, startled.

112 BISCUIT  
AHHH! Wild swamp ponies!

Spur holds a small animal crate with a cute fuzzy CREATURE (BLOOFY) inside. She holds Bloofy tight, ready to defend him. Several passer by ponies stare at the CMCs who look around relieved, but not wanting to show it.

113 SWEETIE BELLE  
We're not wild swamp ponies, we're just grownups.

114 SCOOTALOO  
(quickly)  
And we are definitely not lost.

Spur and Biscuit look at them a little puzzled. Spur points behind the girls.

176 (177)

115 SPUR  
Okay. But that swamp is pretty  
confusing if you're not from around  
here. I'm Spur and this is Biscuit.

\*

178

116 APPLE BLOOM  
I'm Apple Bloom, nice to meet you,  
but (covering) we're not confused.  
We're just... exploring new ways to  
Appleosa.

\*

117 BISCUIT  
Hey, that's where we're going!

118 SPUR  
No. It isn't.

The two young friends face off. The girls watch, confused.

179

119 SWEETIE BELLE  
Which is it?

120 SPUR  
Biscuit thinks he can just take  
Bloofy, here, to the fair.

She holds up the crate with the cute little guy inside.

121 BISCUIT  
Well, why not? It's just up the  
road and Bloofy's my pet too.

\*  
\*

179

122 SPUR  
Since when? Bloofy's never even  
seen a crowd -- which you'd know if  
you ever took care of him.

180 (187)

123 BISCUIT  
Did you ever think meeting all  
those ponies might be good for him.

Apple Bloom bends down and looks at the cute little guy in  
the crate. Bloofy looks up at her and starts to get EXCITED.  
He WHIRLS his tail around and around in super-cute way.

124 APPLE BLOOM  
He seems okay meeting us.

Biscuit looks at the CMCs, with a sudden thought.

125 BISCUIT  
Exactly. (to Spur) See? They're  
grownups and they get it.  
(MORE)

(181)

\*  
\*

176 179 181 ~~182~~

BISCUIT (CONT'D)

(back to the girls) Bloofy should totally come to the fair with me, right?

182

126 SPUR

Y'all don't really think that, do ya?

127 SWEETIE BELLE

Hmmm. Hold on, us grownups need to confer.

The girls lean in together for a quick pow-wow.

128 SWEETIE BELLE (CONT'D)

What do you girls think?

55 56

129 SCOOTALOO

I think if they go to the fair we can tag along!

check take  
for level

181 182

130 APPLE BLOOM

And Spur probably should share Bloofy-- I mean, that's something a grownup would say, right?

186

The girls all nod, then turn back around to face the foals.

131 SWEETIE BELLE

As grownup ponies we think you should share Bloofy and let Biscuit take him to the fair.

182

132 BISCUIT

(excited)

That is some quality grownup advice!

The girls beam.

133 SPUR

But Bloofy's never been around anything that exciting. What if something goes wrong?

Apple Bloom tries to reassure Spur.

134 APPLE BLOOM

We're headed to the fair too. Since we're such great advice givers, feel free to ask us for more.

183 184 185

Off Spur's hesitant smile...

## SC. 16 - EXT. APPLELOOSA FAIR - DAY

The CMCs stand in the middle of the fair staring out at everything, barely able to contain their excitement: Food stalls, a midway, a ferris wheel, etc.

188 (189) 185

135 SWEETIE BELLE  
It's everything I thought it'd be!

Spur and Biscuit stand beside them as a few PASSERS BY stop to look at Bloofy in his crate.

136 PASSER BY PONY  
Goodness, what an interesting creature! You should enter him in the animal showcase. You'd be sure to win most interesting creature!

(190)

Bloofy's eyes go wide with excitement. He WHIRLS his tail around again, only this time his body WHIRLS too (his head doesn't though, like some kind of crazy owl).

As the Passer By passes by, Biscuit looks to Spur, thrilled.

(189)

137 BISCUIT  
Animals showcase? That's exactly what we should do!

Spur struggles a bit to hold onto the crate amidst all of Bloofy's whirls.

138 SPUR  
That seems like a bad idea. What do you grownups think?

\*

Spur looks up to see the CMCs are gone. Off her confused expression CUT TO...

A QUICK MONTAGE OF THE CMCS AT THE FAIR:

ON SWEETIE BELLE - as the other two watch her swing the hammer at a "test of strength" booth.

She brings it down with a THWAK and rings the BELL. The girls CHEER and rush off just as Spur runs up.

ON THE TRIO - giggling as they walk past the "YOU MUST BE THIS TALL TO RIDE" sign for the ferris wheel. Spur races after, but the CARNY PONY stops her, pointing at the sign.

ON THE GIRLS - sitting side by side in the car, screaming...

139 SCOOTALOO/APPLE BLOOM/SWEETIE BELLE  
WOOOO-HOOOO!!!

(191)

ON ALL THREE - their arms loaded with snacks. Scoot moves to take a bite of a carrot on a stick then touches her tummy and thinks better of it as she comes face to face with...

Spur staring at them, sternly as we END MONTAGE.

188 (189)

140 SPUR  
What happened to being able to ask  
your advice? You ran off the second  
we got here!

\*  
\*  
\*

The girls all exchange guilty looks.

141 APPLE BLOOM  
Where's Biscuit and Bloofy?

142 SPUR  
That's why I came to find you.

Off the CMCs looks of concern...

#### SC. 17 - EXT. APPLELOOSA FAIR - ANIMAL ARENA - SOON AFTER

Spur leads the girls up to Biscuit in line to enter the arena with a bunch of other PONIES with ANIMALS. Bloofy keeps excitedly whirling around and a round in his crate.

198 (199)

143 SPUR  
It's one thing to bring Bloofy to  
the fair, but it's another to stick  
him in a showcase.

144 BISCUIT  
Oh, come on. What the big deal?

145 SWEETIE BELLE  
You are supposed to be sharing him.

61 (65)

146 SCOOTALOO  
Yeah. I'm with Biscuit. The  
showcase looks like fun.

(88A) (B) - AIT

198 (199)

147 SPUR  
(getting worked up)  
What!? Sorry if I think taking care  
of Bloofy is more important than  
having fun.

They all look. Biscuit is clearly having trouble holding the  
crate as Bloofy spins around faster and faster inside.

148 BISCUIT  
Bloofy's just excited. He probably  
just wants to get out.

\*  
\*

With that, Biscuit opens the crate and Bloofy spins right out, pleased. Biscuit looks to the others, like, "See?" Then leads him into the arena. The others turn back to Spur.

198 (199)

149 APPLE BLOOM

Are you sure you're not just upset  
you have to share him. What if you  
took a little break?

\*  
\*  
\*

205

150 SPUR

You mean, like, leave?

205

151 SWEETIE BELLE

If sharing him is too hard, that  
might be the best thing. Take our  
word for it. We are grownups.

200 201 202 203 204

\*  
\*  
\*

Sweetie Belle leads a confused Spur away. When she walks back Apple Bloom looks to the others.

\*  
\*

152 APPLE BLOOM

I don't know what Spur's so worried  
about, Bloofy and Biscuit are  
having fun.

\*  
\*

60 67

153 SCOOTALOO

Yeah. What could go wrong?

The girls look back to Biscuit as he parades Bloofy around the arena to the APPLAUSE, OOHS, and AHHS, of the crowd.

Almost on cue, Bloofy's EXCITED SPINNING goes into hyper-drive. Soon, as his whirling kicks up dust, all you can see is his head atop the blur of his spinning body.

In a flash, the Bloofy tornado spins toward a CONCESSION STAND. The pony PROPRIETOR dives out of the way as the Bloofy twister mows the stand down.

The dirt and debris get swept up in Bloofy's whirlwind, which grows as everypony looks on in shock...

67 68 69

154 SCOOTALOO (CONT'D)

Me and my big mouth.

\*  
\*

END ACT TWO

grown up

### ACT THREE

SC. 18 - EXT. SHOW ARENA - SAME - RESUME

RESUME on the girls staring at the Bloofy tornado as it moves toward a collection of ANIMALS at a water trough.

With a WOOSH the trough, the water, AND the animals are sucked up in the vortex as the animal handlers SCREAM.

The crowd looks on with concern as Bloofy heads for the stands. Apple Bloom turns to the others.

206 207 208

155 APPLE BLOOM

Do you think this qualifies as getting into a dangerous situation with no grown pony to help us?

209

Townsponties SHOUT as the Bloofy twister bears down on them. As everypony makes for the exits a stunned Biscuit looks up realizing he's directly in the tornado's path.

208

156 SWEETIE BELLE

I think we're the grown ponies that need to be helping today!

All three girls jump into the ring and start waving their carnival treats wildly.

206 207 208

157 CMCS

HEY! BLOOFY! TREATS! WHO WANTS A SNACK?!, ETC.

210 211

His head still visible atop the whirlwind, Bloofy spots them and gets more excited still. He changes course, spinning even faster as he heads toward them.

The girls drop all their treats in a pile and race over to Biscuit, grabbing him and diving behind a stack of HAY BALES.

206 208

158 BISCUIT

What do we do now?

Before they can answer the hay bales behind them fly away as they hurtle toward and get sucked up in the Bloofy twister, now pulling in nearly everything that's not nailed down.

212 213

159 CMCS

RUN!

211

Off all of their panic...

**SC. 19 - EXT. APPLELOOSA TRAIN STATION - SAME**

A train pulls away from the station, leaving Twilight and Fluttershy behind on the platform.

212 213

160 FLUTTERSHY

I hope you're right about the girls coming here.

Twilight pulls the magic flower out from a saddle bag.

161 TWILIGHT SPARKLE  
Well, once we read Shadetail  
Evergreen's warning that the flower  
grants wishes, it wasn't a stretch  
to think they wished themselves to  
the fair. It's all they were  
talking about.

Fluttershy looks past Twilight, an odd expression on her  
face.

212 (213)  
↓ ↓

162 FLUTTERSHY  
Or maybe since we told them they  
were too young to come, they wished  
to become grownups, then came here  
and caused some kind of trouble  
that led to a town-wide panic.

Confused, Twilight turns, following Fluttershy's gaze to  
see...

The three grownup CMCs leading Biscuit and a crowd of  
townsponies running away from the Bloofy TORNADO in the  
distance.

163 TWILIGHT SPARKLE  
Yeah. Or that.

63A 73 74 2156  
↓ ↓ ↓  
Twilight and Fluttershy stare in amazement as the CMCs race  
up, out of breath.

212 (213)  
↓ ↓

164 APPLE BLOOM  
Twilight! Fluttershy! Thank  
goodness! I know you're not gonna  
believe it, but it's me, Apple  
Bloom.

73 74  
↓ ↓

165 SCOOTALOO  
And I'm Scootaloo. We kinda got  
turned into grownups!

In a jumble, faster and faster:

212 (213)  
↓ ↓

166 SWEETIE BELLE  
And we thought we could take the  
train here, since we were old  
enough, but we ended up in the  
wrong place, just like you said we  
would--

167 APPLE BLOOM  
And got lost--

75 76 (77)  
 | | |  
 212 (213)  
 | |

168 SCOOTALOO  
 Just like you said we would--

169 APPLE BLOOM  
 Then we met these foals who led us  
 to the fair and we tried to give  
 them some grownup-style advice, but  
 it turned their pet into a tornado  
 that might destroy the whole town.

Racing past comes another stampede of pigs, goats, and lambs,  
 followed by more panicking townspanies. Off Twilight and  
 Fluttershy exchanging concerned looks...

**SC. 20 - EXT. SHOW ARENA - CONTINUOUS**

The CMCs and Biscuit lead the others up to the arena where  
 Bloofy's vortex sucks up more and more.

214 (216)  
 | |  
 ↓ ↓

170 FLUTTERSHY  
 Goodness. A Whirling Mungtooth.  
 They are very rare, and just the  
 cutest little things when they're  
 not excited.

Suddenly, a surprised PIG flies by, forcing them all to duck.

171 FLUTTERSHY (CONT'D)  
 This one's excited.

With a HUGE CRASH Bloofy's whirlwind sucks up the railing  
 around the arena and starts moving out into the fairgrounds.

78AB (79)  
 | |  
 214 (216)  
 | |  
 +

172 SCOOTALOO  
 How do we calm him down?

173 FLUTTERSHY  
 When they're young, a Mungtooth  
 forms a tight bond with its  
 caretaker. They're the only ones  
 who can get them to stop spinning.

174 BISCUIT (O.S.)  
 Spur's the one who really took care  
 of Bloofy. We have to find her.

217 (218)  
 | |

Twilight nods and charges up her horn. She turns to the CMCs.

175 TWILIGHT SPARKLE  
 You all go look for Spur.  
 Fluttershy and I will do our best  
 to keep everypony here safe.

Off all of them rushing off...

\*

\*

\*

## SC. 21 - EXT. APPLELOOSA COUNTY FAIR - SAME

\*

AT THE FOOD STALLS - Several FOALS huddle in a stall, trapped as gale force winds blow around them.

Suddenly Twilight BAMFS in next to them just as the ROOF FLIES OFF THE STALL. Twilight charges up her horn and blasts out a FORCE FIELD BUBBLE, protecting herself and the foals as the winds sweep them up and they fly off into the whirlwind.

ON THE MIDWAY - FLUTTERSHY - ushers a collection of ANIMALS and their PONY HANDLERS out of the fairgrounds.

As they run off, Fluttershy looks back toward the BLOOFY twister as the CMCs and Biscuit lead a wide-eyed Spur over the crest a small hill overlooking the mayhem.

\*

\*

ON SPUR - looking out at the scene in disbelief. Biscuit beside her.

\*

219 (220A) 3

4

176 SPUR  
That's Bloofy?

\*

\*

177 BISCUIT  
(nods)

\*

I'm so sorry, Spur. You knew what was best for him all along.

\*

\*

5

6

178 APPLE BLOOM  
And even though we seem like grownups, you were way more responsible than us.

179 SPUR  
What do you mean "seem" like grownups?

\*

\*

\*

180 SWEETIE BELLE  
We don't have time to explain.  
Right now we have to stop this and you're the only one who can do it.

\*

\*

\*

181 SPUR  
How?

Fluttershy flits down beside her.

182 FLUTTERSHY  
I'll show you. He mostly just needs to see you.

With that, Fluttershy and Spur (who's a pegasus, I guess) fly up over the tornado.

As Spur looks down, Bloofy looks up at her and cocks his head like a puppy.

219 (220)

183 FLUTTERSHY (CONT'D)  
Just fly down and give him a little pat.

Spur looks at her like she's crazy, but Fluttershy just gives her an encouraging nod. Spur fights through the wind, careful to fly straight down the center of the vortex. As he tracks her, Bloofy's eyes go a little cross in a cute way.

219

184 SPUR  
Hey, there Bloofy-boo. It's okay--

(221)

As she reaches for the top of his fuzzy head, Bloofy's spinning starts to slow down until finally it stops and--

THE CONTENTS OF THE TWISTER COME TO A SOFT LANDING:

- Twilight's magic shield bubble touches down and she drops the force field. The foals with her rush to their delighted PARENTS.

- The collection of animals and their water trough all land, perfectly fine. The animals immediately gather around the trough and drink.

- A haystack touches down and a FAMILY OF SPECTATOR PONIES pops out. The PARENTS look on in shock as their FOAL takes a bite of her totally intact cotton candy.

BACK ON - Spur who flies to the ground as Bloofy looks up at her, relaxed. Spur picks him up and he snuggles in her arms.

Twilight, Biscuit, and the CMCs rush up and look on, relieved as Fluttershy lands nearby with a satisfied smile. Spur looks to her.

(220)

185 SPUR (CONT'D)  
How did you know what to do?

(219)

186 FLUTTERSHY  
After years of experience with animals, I've picked up a few things.

\*

Off everyone relieved...

SC. 22 - EXT. APPLELOOSA TRAIN STATION - DAY

\*

The CMCs, Biscuit, and Spur head toward the platform. Fluttershy and Twilight follow behind.

222 (223)

187 SPUR  
Well, one thing's for sure. Bloofy  
definitely earned the most  
interesting creature prize.

Spur holds up Bloofy in his crate, a BLUE RIBBON attached.

188      BISCUIT  
I'm sorry I didn't listen to you.

189      APPLE BLOOM  
We all are.

190 SPUR  
I guess grownups aren't always  
perfect.

191 TWILIGHT SPARKLE  
They sure aren't, but young foals  
pretending to be grownups are even  
less so.

222 (2236)

192 SPUR  
What do you mean?

Twilight walks up and floats the magic flower out of her saddle bags. She turns to the CMCs.

193 TWILIGHT SPARKLE  
There's only one petal left, but I  
think the three of you know what to  
wish for and I'm pretty sure  
Starswirl won't mind.

\*  
\*

The CMCs hang their heads, then gather around the flower.

8080

194 CMCS  
We wish we were foals again.

226

In a truncated version of the first wish magic, the petal glows, magical bands of colors warp around the CMCs, and in FLASH all three are back to normal. Biscuit and Spur, now slightly taller, look on in shock.

222 (223)

195 BISCUIT  
Hold on. You three are actually  
younger than us!?

196 SWEETIE BELLE  
The flower turned us into grownups,  
so we figured we could do whatever  
we wanted, but I guess that's not  
exactly true.

222 223

↓

82 83 85

↓

Twilight and Fluttershy exchange a look.

197 APPLE BLOOM  
We did everything real grownups told us not to and caused all kinds of trouble.

198 SCOOTALOO  
And things could have been a lot worse. I guess we were pretty selfish.

199 TWILIGHT SPARKLE  
I'm glad you learned something. That's what growing up is, which is why you probably shouldn't skip any of it.

The CMCS nod, then turn to Biscuit and Spur.

222 223

↓

82 83 85

↓

200 SWEETIE BELLE  
I know we didn't make the best impression, but we sure would like to visit you and Bloofy some day.

201 SPUR  
I guess that'd be okay, on one condition: You get a real grownup to bring you.

202 CMCS  
DEAL!

224 225

Spur and Biscuit tumble over from the force of their yell, as they all break into laughter like the excited kids they are. As Twilight and Fluttershy look on, pleased we...

FADE OUT

END