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MY LITTLE PONY
Season 9

Growing Up Is Hard to Do
Ep 922

Teleplay Second Draft

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

*

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.

3 SCOOTALOO
And all kinds of food on a stick!

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

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

Scootaloo nods to a set of saddlebags.

5 SCOOTALOO
For both there and back.

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

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.

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

8 SCOOTALOO
Whoa! How long have you been
working on that?

9 SWEETIE BELLE

(excited)

A while! I wanted to make sure we got the most out of our trip, so I worked out everything we could do down to the minute.

10 APPLE BLOOM

I'm even more excited than I thought I'd be!

11 SCOOTALOO

Yep. 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.

12 APPLE BLOOM

So when's Rainbow Dash coming?

Scootaloo looks at her, confused.

13 SCOOTALOO

I thought you were gonna ask Applejack.

Concerned, they both turned to Sweetie Belle.

14 APPLE BLOOM

I don't suppose you asked Rarity?

The three of them look at each other.

15 SWEETIE BELLE

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

16 SCOOTALOO

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

Off all of their looks of consternation we...

END TEASER

MAIN TITLES

ACT ONE

SC. 3 - EXT. PONYVILLE - ROAD - DAY

*

The three foals trot down the road toward Ponyville.

17 SWEETIE BELLE
I can't believe we forgot to take
care of the most important part of
our trip.

18 SCOOTALOO
That's not true. The snacks are all
ready to go.

19 APPLE BLOOM
Snacks are important, but without
somepony to take us, there is no
trip.

20 SWEETIE BELLE
And the fair's today!

21 APPLE BLOOM
Let's hope somepony's available.

WHIP PAN/CUT TO:

SC. 4 - INT. RARITY'S BOUTIQUE - SAME

*

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

22 RARITY
Oh, I couldn't possibly go to
Appleosa today darlings, I
promised to deliver an evening wear
design to Fancy Pants.

*

23 SWEETIE BELLE
Can't you finish it tomorrow?

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

Sweetie Belle turns to her friends.

25 SWEETIE BELLE
Maybe we could just go by
ourselves?

26 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. 5 - EXT. RAINBOW DASH'S CLOUD HOUSE - SAME

*

RAINBOW DASH looks down at the girls from a window.

27 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.

*

28 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.

29 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.

30 RAINBOW DASH (CONT'D)
Being a Wonderbolt isn't just about
showing off at shows, it's also a
responsibility. You'll understand
when you get older. I'm sure you'll
find somepony else to take you.

Off Scoot, uncertain...

WHIP PAN/CUT TO:

SC. 6 - INT. FARMHOUSE - KITCHEN - SAME

*

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

31 APPLEJACK
Wish I could, sugarcube. But Big
Mac's not feeling great today.

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

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

SC. 7 - INT. FARMHOUSE - LIVING ROOM - CONTINUOUS

*

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

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

She looks to the frustrated CMCs.

34 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.

35 APPLE BLOOM
We know.

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

WHIP BACK TO:

SC. 8 - EXT. PONYVILLE - ROAD - DAY

*

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

36 SWEETIE BELLE
Everypony we've asked so far has
said no.

37 SCOOTALOO
And the fair could be over before
we find somepony to take us.

38 APPLE BLOOM
But then we thought of you...

PULL WIDE to reveal the girls trot alongside FLUTTERSHY.

39 APPLE BLOOM (CONT'D)
...since the fair will be full of
all sorts of animals and creatures.
Prized ones, in fact!

*

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

The CMCs and hang their heads disappointed.

41 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.

42 SWEETIE BELLE
I guess that means Twilight's busy
too?

CUT TO:

SC. 9 - 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).

43 TWILIGHT SPARKLE
I'm afraid I am. Starswirl
discovered this enchanted flower
and it doesn't seem to be doing
well. Maybe if I figure out its
magical properties we can save it.

*

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

45 TWILIGHT SPARKLE
Isn't there somepony else you could
ask?

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

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

Twilight and Fluttershy both look up at this.

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

49 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.

50 CMCS
We know.

51 TWILIGHT SPARKLE
I know it's hard, but sometimes you
just can't do what you want. Even
grownups have to deal with that.

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

53 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 in
any of these books.

Fluttershy inspects the flower through the glass.

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

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

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

57 TWILIGHT SPARKLE
Come on. I think I left a copy in
the throne room.

With that, 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.

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

Scout zips over and looks down at it too.

59 SCOOTALOO
A magical flower with two petals
that not even Starswirl the Bearded
knows what it does isn't much of a
substitute for a fair.

Sweetie Belle walks up and checks out the flower too.

60 SWEETIE BELLE
I bet every pony in Equestria is in
Appleloosa right now.

61 APPLE BLOOM
Every pony but us.

62 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.

63 APPLE BLOOM
I wish we were already grown up.
That way we'd know everything we'd
need to, to get to the fair and
back with no problem.

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

64 SWEETIE BELLE
I wish we were as big as our
sisters. That would solve
everything. No pony could tell us
what to do, and we'd be able to
take care of ourselves.

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

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.

66 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.

67 SWEETIE BELLE
Apple Bloom, is that you?

68 APPLE BLOOM
(nods)
We're all grown up.

69 SCOOTALOO
I guess this magic flower grants
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.

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

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

Off their excitement we...

END ACT ONE

ACT TWO

SC. 10 - EXT. PONYVILLE - DAY

*

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

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

73 SCOOTALOO
I hope you brought the snacks! I
have a feeling my grown up body is
gonna need extra food.

They dodge several ponies on their way as they rush up to...

SC. 11 - 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.

74 STATION PONY
ALL ABORD!

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.

75 TRAVEL PONY
Shoot! Now I'll never get to the
Appleosa Country Fair.

The Station Pony looks to her and smiles.

76 STATION PONY
Oh, you're fine. That train was
headed to Hayseed Swamp. The
Appleosa train will be along any
minute now.

Off the Travel Pony relieved...

SC. 12 - INT./EXT. FRIENDSHIP EXPRESS - CONTINUOUS

*

The girls all collapse into their seats.

77 SWEETIE BELLE
We made it!

78 APPLE BLOOM
Of course we did. We're grownup
ponies now. We can go anywhere!

79 SWEETIE BELLE
But what about what everypony said
about not going to the fair because
we could end up lost or in danger.

80 APPLE BLOOM
That stuff made sense for foals,
but we aren't foals anymore. 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.

81 APPLE BLOOM (CONT'D)
*Woke up this morning feeling tired
and small -
But look at me now! I must be a
hundred 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.

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

82 SCOOTALOO
*See it my way, it's not all that
strange.
A tiny twist of fate brought on a
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, several other passengers have
to dodge out of the way. They look back displeased.

IN THEIR SEATS - On Sweetie Belle looking out the window at
the landscape rolling by.

83 SWEETIE BELLE
*I'm leaving behind the little pony
you've known -
steppin' out, growin' up, makin'
moves on my own.
(MORE)*

SWEETIE BELLE (CONT'D)
*You can't tell me no. There's no
place I can't go, it's so easy to
flow from mountains, prairies, 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 in shock.

84 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.

85 SWEETIE BELLE
*We know just where we're going
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.

86 APPLE BLOOM
*We know how it all works, even the
stuff we haven't tried!*

ALL THREE GIRLS - march down the aisle in unison.

87 CMCS
*We're all moving forward, no need
for the brakes, because being big
is all it takes!*

A CONDUCTOR PONY stands by the door, but they push him aside
and walk out.

88 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.

89 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. 13 - EXT. DESOLATE STATION - DAY

*

The girls look around, confused. The station isn't really kept up and there's no other ponies around.

90 SWEETIE BELLE
This doesn't look like Appleoosa.

91 STATION AGENT (O.S.)
That's because it ain't.

All three girls turn at the voice of the STATION AGENT who sits in the window of an old, worn out ticket booth.

92 STATION AGENT (CONT'D)
This here's Hayseed Junction. You musta got on the wrong train.

93 SCOOTALOO
I thought trains just took you where you wanted to go.

They stare at the Station Agent hopeful, but he just looks back at them, nonplussed.

94 STATION AGENT
You don't travel much, do ya? The next train to Appleoosa is in a few hours so get comfortable.

95 APPLE BLOOM
A few hours?!

96 STATION AGENT
Ooor, you could set off on hoof that-a-way.

He points to a dense, overgrown path leading away from the station and into a marshy swamp.

97 STATION AGENT (CONT'D)
It's a might confusing, but I reckon I can write up some directions to get you there quick.

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

98 SWEETIE BELLE
Maybe we should wait for the train.

99 SCOOTALOO
And miss the fair?!

100 SWEETIE BELLE
Well, we already ended up in the
wrong place, which is exactly what
the older ponies warned us about.
And what if we can't follow the
directions?

She looks over at the Station Pony still writing out his
directions, now extended to a second page of parchment.

101 APPLE BLOOM
Come on. We didn't come all this
way for nothing. Besides, I've been
through a swamp before. I'm sure we
can find the way.

102 SCOOTALOO
We are grown up ponies now.

103 SWEETIE BELLE
(convinced)
And being big is all it takes. All
right. Come on!

Sweetie Belle grabs the directions from the Station Agent
(now on three pages of parchment) and they set off.

*

SC. 14 - 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 screen that way, but
after a beat re-enter screen 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. 15 - EXT. SWAMP - SOON AFTER

*

A harried and disheveled Scootaloo pushes her way through thick vines and brambles.

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

Scoot turns around, but there's nopony there.

105 SCOOTALOO (CONT'D)
Sweetie Belle?

A RUSTLE startles her and she turns to see only vines, like the path has closed behind her. The sounds of the various BIRDS and INSECTS gets louder and louder until...

106 SWEETIE BELLE (O.S.)
Scootaloo?

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

107 SCOOTALOO
Don't do that!

108 APPLE BLOOM (O.S.)
Girls?

This time both Sweetie Belle and Scootaloo jump and SCREAM, startled, then turn to see Apple Bloom staring back at them concerned.

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

The others nod as Sweetie Belle looks to her directions.

110 SWEETIE BELLE
The problem is I don't know if we
can find it. I think we're lost.

111 SCOOTALOO
Just like Twilight and the others
said!

112 APPLE BLOOM
(near panic)
Maybe being big isn't all it takes.

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

113 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. 16 - EXT. SWAMP - WIDE PATH - CONTINUOUS

*

The girls burst out of the underbrush to find a pair of foals
(SPUR and BISCUIT) who stare up at them, terrified.

114 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.
The CMCs look back at the two foals, confused.

115 SWEETIE BELLE
We're not wild swamp ponies, we're
just lost.

Spur and Biscuit look at them a little puzzled and relax.

116 SPUR
This swamp is pretty confusing if
you're not from around here. You're
lucky you found us. I'm Spur and
this is Biscuit.

117 APPLE BLOOM
I'm Apple Bloom, nice to meet you,
but... (covering her former panic)
I don't think it was luck. We're
grownups. We'd have figured out
what to do.

118 SCOOTALOO
We did. We figured out to follow
your voices. And now we'll figure
out how to get to Appleossa.

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

120 SCOOTALOO
See. It's already working. Are you
going to the fair?

121 SPUR/BISCUIT
No. / Yes.

122 SWEETIE BELLE
Which is it?

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

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

124 BISCUIT
Well, why not? He's my pet too.

125 SPUR
Because you're not very responsible
and Bloofy's never even seen a
crowd -- which you'd know if you
ever took care of him.

126 BISCUIT
I can be responsible and maybe
meeting all those ponies would be
good for him.

Apple Bloom bends down and looks at the cute little guy in
the crate. Bloofy shakes, excited at the attention, and his
tail POOFS out in super-cute way.

127 APPLE BLOOM
He seems okay meeting us.

Biscuit looks at the CMCs with a sudden thought.

*

128 BISCUIT
Hey, y'all are grownups, so that
automatically makes you
responsible. What do you think we
should do?

129 SWEETIE BELLE
Just a sec.

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

130 APPLE BLOOM
What do you girls think?

131 SCOOTALOO
I think they could lead us to the
fair!

132 SWEETIE BELLE
Which is good for us, but is it
good for them?

133 SCOOTALOO
Of course it is. Spur should share
Bloofy. I mean, that's what a
grownup would say, right?

134 SWEETIE BELLE/APPLE BLOOM
Right!

The girls look up and turn back around to face the foals.

135 SWEETIE BELLE
As grownup ponies we think you
should share Bloofy and take him,
and us, to the fair.

136 BISCUIT
(hoof pump)
Yes!

137 SPUR
I don't know. We're just foals and
I'm worried about what could
happen.

138 APPLE BLOOM
What if the three of us promised to
look out for you?

139 SCOOTALOO
Yeah. You don't need to worry
because we're grownups. We'll take
care of all three of you.

140 SPUR
I guess that'd be okay.

141 BISCUIT
Oh, yeah! Look out fair, 'cause
here we come!

Off Spur's hesitant smile...

CUT TO:

SC. 17 - 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.

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

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

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

Bloofy shakes happily and all of his fur POOFS out, popping open the lid on the crate. Spur struggles to close it as the Passer By... passes by. Biscuit looks to Spur, thrilled.

144 BISCUIT
That's exactly what we should do.
Look, Bloofy loves the idea.

Getting more and more excited, Bloofy's fur POOFS out even more, making it impossible for Spur to close the crate.

145 SPUR
I don't know, what do you think Apple Bloom?

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...

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

ON ALL THREE - their arms loaded with snacks. Scoot struggles to move her collection so she can take a bite of a carrot on a stick then stops as she comes face to face with...

Spur staring at them, sternly as we END MONTAGE.

147 SPUR
You promised to look out for us and
then you ran off the second we got
here. What kind of grownup does
that?!

The girls all exchange guilty looks.

148 APPLE BLOOM
Where's Biscuit and Bloofy?

149 SPUR
That's why I had to come find you.

Off the CMCs looks of concern...

SC. 18 - 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 is now on a leash, too big to fit in his crate.

150 SPUR
It was one thing to bring Bloofy
here, but it's another to stick him
in a showcase.

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

The little guy excitedly goes up to every pony in line and waggles, excitedly, his hair POOFING up more every time.

152 SWEETIE BELLE
You are supposed to share him.

153 SCOOTALOO
Yeah. I'm with Biscuit. The
showcase might be fun.

154 BISCUIT
Yes! The grownups have spoken.

With that, Biscuit turns and leads Bloofy into the arena. Spur turns to the others.

155 SPUR
First you run off when you promised
to look after us, and then you let
Bloofy into that showcase when we
don't know what could happen. You
three are the least responsible
grownups I've ever met. I can't
watch.

With that, Spur turns and heads off. Apple Bloom turns to the others.

156 APPLE BLOOM
I don't know why Spur's so worried,
Bloofy and Biscuit are having a
blast.

157 SCOOTALOO
Yeah. What could go wrong?

The girls look back to Biscuit as he parades Bloofy around the arena and the crowd applauds, oohs, and ahhs, at him.

Almost on cue, Bloofy starts to shake more and more until finally in a mighty, epic POOF, Bloofy himself balloons out, instantly filling the entire arena with his fur.

158 SWEETIE BELLE
We should really know better than
to ask that question.

END ACT TWO

ACT THREE

SC 19 - EXT. SHOW ARENA - SAME - RESUME

*

RESUME on the crowd staring at the arena, like a bowl filled with fur. Slowly, GIANT BLOOFY turns his googly-like eyes toward the crowd and starts to shake again.

*

With another POOF he grows more, his fur, pushing up into the seats. Ponies SCREAM as they struggle toward the exits.

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

As the townspies and other animal handlers rush for the exits, Biscuit tries to crawl out from under Bloofy's fur.

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

Scootaloo grabs her scooter and rides it toward the ring. Sweetie Belle and Apple Bloom run to Biscuit.

*

161 APPLE BLOOM
Biscuit, hang on!

162 SCOOTALOO
I'll try to get Bloofy's attention.

163 SWEETIE BELLE
With what?

Pulls a bunch of snacks out of her backpack.

164 SCOOTALOO
With snacks! I told you they were
important!

Riding her scooter, Scootaloo circles the ring, waving the snacks wildly. Seeing the snacks, Bloofy rolls toward her just enough for the others to pull Biscuit free.

As they rush away from the arena, Scoot drops the snacks and doubles back. But as Bloofy rolls over and sniffs the snacks he gets excited again and starts to shake.

Apple Bloom looks back and sees Scoot rushing toward them, Bloofy shaking behind her.

165 APPLE BLOOM
Hurry Scootaloo!

Scoot races with all her might, eyes wide as we...

CUT TO:

SC 20 - EXT. APPLELOOSA TRAIN STATION - SAME

*

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

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

Twilight pulls the magic flower out from a saddle bag.

167 TWILIGHT SPARKLE
Once we figured out this flower
granted wishes, it wasn't a stretch
to think they wished themselves to
the fair. It's all they were
talking about.

168 FLUTTERSHY
Or, since we all told them they
were too young to come, they could
have wished to become grownups and
then caused some kind of trouble
that lead a town-wide panic.

*

Twilight stares at her.

169 TWILIGHT SPARKLE
That's... really specific. What
made think of it?

170 FLUTTERSHY
Call it a hunch.

Fluttershy points behind Twilight who turns to see...

The three grownup CMCs lead Biscuit and a crowd of
townsponies, running away from the fair while in the distance *
the giant hairy form of BLOOFY balloons up in another POOF. *

Twilight and Fluttershy stare in amazement as Scootaloo zooms
past on her scooter.

171 SCOOTALOO
(zooming past)
AAAAH!

Just then, Sweetie Belle and Apple Bloom gallop up to the
older ponies, out of breath.

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

173 SWEETIE BELLE
And I'm Sweetie Belle. We kinda got
turned into grownups!

In a jumble, faster and faster:

174 APPLE BLOOM
And we figured we could take the
train here, since we were old
enough--

175 SWEETIE BELLE
But we ended up in the wrong place,
just like you said we would--

176 APPLE BLOOM
And got lost--

177 SWEETIE BELLE
Just like you said we would--

178 APPLE BLOOM
Then we met these foals who led us
to the fair and we tried to give
them some grownup-style advice--

*

Scootaloo comes racing up on her scooter.

179 SCOOTALOO
But that turned out not to be the
best idea--

A beat. Racing past comes another stampede of animals from
the animal show (pigs, goats, lambs), followed by more
panicking townspanies. Then:

180 APPLE BLOOM
Since it kinda turned their pet
into an infinitely expanding
creature whose fur is taking over
the town.

*

Off the older ponies exchanging looks of concern...

SMASH CUT TO:

SC 21 - EXT. SHOW ARENA - CONTINUOUS

*

The CMCs and Biscuit look out at the arena from a better
vantage point where they can see Bloofy's fur pushing out of
the fair and into the city streets.

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

Another POOF sends a forest of fur their way. Twilight BAMFS
the whole group further back.

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

183 SCOOTALOO
Is there anything we can do to calm
him down?

184 FLUTTERSHY
I'm afraid not. At a young age, a
Mungtooth forms a tight bond with
its caretaker. They're the only one
who can calm it down.

*

185 BISCUIT (O.S.)
Spur's the one who always took care
of him. If she left for home I know
which way she went.

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

186 TWILIGHT SPARKLE
You all go and bring back Spur.
Fluttershy and I will do our best
to keep everypony here safe.

As all of them rush off...

SC 22 - EXT. APPLELOOSA MAIN ROAD - SAME

*

Spur trudges down the path, distressed and muttering to herself.

187 SPUR
"As grownups we think you should
share Bloofy." PFFT! "We promise to
look after all of you." Ugh. I hope
they actually start doing it.

Spur stops, considering.

188 SPUR (CONT'D)
Maybe I should head back and check.

<SFX: GALLOPING O.S.> An out-of-breath Biscuit catches up to Spur. Apple Bloom, Sweetie Belle, and Scoot follow close behind.

189 BISCUIT
That's exactly what you should do!

Spur looks at the panic on all of their faces.

190 SPUR
Why? What happened? Where's Bloofy?

Off Biscuit and the other's sheepish looks...

SC 23 - EXT. APPLELOOSA COUNTY FAIR - SAME

*

Several TOWNSPONIES huddle between food stalls, trapped as a wall of BLOOFY FUR closes in.

Suddenly Twilight BAMFS in next to them and in a BLAST of magic teleports them all out just before the hair POOFS in and fills the screen.

ON THE MIDWAY - as Twilight and the group of Townsponies re-appear.

191 TWILIGHT SPARKLE
Get to the edge of town!

The ponies rush off as Twilight looks over at--

FLUTTERSHY - ushering a collection of ANIMALS and their PONY HANDLERS out of the fairgrounds.

192 FLUTTERSHY
Take everyone to the apple orchards. You should be safe there, I hope.

Fluttershy looks back toward BLOOFY as Spur and the others crest a small hill overlooking the mayhem.

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

193 BISCUIT
I'm sorry, Spur. You knew what was best for Bloofy all along.

194 SWEETIE BELLE
We all should have listened to you.

195 SCOOTALOO
But now you need to calm Bloofy down. It's the only way to stop this.

196 SPUR
How do I do that?

Fluttershy flits down beside her.

197 FLUTTERSHY
It isn't hard. 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 fair.

As Spur looks down, Bloofy's giant googly eyes roll up at her and he COOS - it sounds like a DEEP RUMBLE because of his size.

198 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 flies toward the giant fur ball. *
As he tracks her, Bloofy's eyes go a little cross in a cute way.

199 SPUR
Hey there Bloofy-boo. It's okay--

As she reaches for the top of his enormous head, Bloofy starts to shrink, Spur following his size change down, his COOS growing less and less RUMBLY as he goes.

CUT TO VARIOUS PARTS OF THE FAIR - as Bloofy's hair recedes:

- Twilight guarding a group of FOALS with a magical shield which she drops as the fur pulls back.

- The fur pulls back freeing a collection of FARM ANIMALS in a pen who go back to pecking at the ground, feeding from a trough, etc.

- In the arena - the hair pulls away from the stands, revealing a FAMILY of ponies, still in their seats. The PARENTS look on in shock as the FOAL takes a bite of her totally intact cotton candy.

BACK ON - Spur who flies to the ground as Bloofy continues to shrink all the way back to his original, travel-sized, adorableness. 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.

200 FLUTTERSHY
It's really not so hard when you
know what to do.

Off everyone relieved...

SC 24 - EXT. APPLELOOSA TRAIN STATION - DAY

*

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

201 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.

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

203 APPLE BLOOM
We all are.

204 SPUR
I guess sometimes grownups can be wrong.

205 SWEETIE BELLE
Yeah. The thing is, we're not exactly grown ups.

206 SPUR
What do you mean?

Twilight walks up and floats the magic flower out of her saddle bags.

207 TWILIGHT SPARKLE
There's only one petal left, but I think the three of you know what to wish for. Besides, magic like this is too powerful for anything else.

The CMCs look at each other, then quickly gather around the flower.

208 CMCS
We wish we were foals again!

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.

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

210 APPLE BLOOM
We just really wanted to come to the fair, but no pony could take us and we were too young to go on our own...

211 SWEETIE BELLE
Then when that flower turned us into grownups we figured we could do whatever we wanted.

212 SCOOTALOO
But I guess to really be a grownup, you can't skip the growing up part. There's a lot of things we still have to learn.

213 BISCUIT
Like when to listen to **the** most
responsible pony I know. I didn't
need a magic flower to learn that.

*

Biscuit and the CMCs all look to Spur.

214 SWEETIE BELLE
We're really sorry. And I know we
caused a lot of trouble, but we
sure would like to come back and
visit you and Bloofy some day.

215 SPUR
I guess that would be okay, on one
condition: You get a real grown up
to bring you.

216 SCOOTALOO/APPLE BLOOM/SWEETIE BELLE
IT'S A DEAL!

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...

CUT TO BLACK

END