

MY LITTLE PONY
PILOT
"The Magic of Friendship"

by
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First Draft
August 31, 2009

FADE IN:

Soft white clouds with subtle hues of pastel colors swirl and sparkle within the screen. A sophisticated, wise feminine voice narrates.

QUEEN CELESTIA

In all of ponydom, there are many, many tales to be told, for it is only natural that ponies such as ourselves should have tales. But the story I am about to share with you is more than a tale, it is a *legend*. And it takes place in the magical domain in which we ponies reside....

Delicately, they begin to dissipate with a gentle *whoosh...* revealing an antiquated, illustration on worn parchment, seemingly medieval in style. It features a vast landscape with patchwork patterns of fields at the base of tall purple mountains in the distance. Trees and colorful pockets of forest pepper the colorful scenery. Embedded in a mountainside is an awe-inspiring, white castle.

QUEEN CELESTIA (CONT'D)

...EQUESTRIA...

We dissolve to a new illustration. This one depicts 2 elegant, winged unicorns with long flowing hair. One is white, and one is dark, and they are vaguely posed like a yin/yang symbol.

QUEEN CELESTIA (CONT'D)

Once upon a time, long, long ago, Equestria was ruled by two regal sisters charged with the most important of tasks: creating Harmony for all the land.

Close up on the white unicorn.

QUEEN CELESTIA (CONT'D)

To do this, the eldest, wise and beautiful, used her unicorn powers to raise the Sun at dawn, and set it to rest at dusk.

Close on the dark.

QUEEN CELESTIA (CONT'D)

The younger, lovely but brooding, brought out the Moon to begin the night, and lowered it at daybreak.

We pull back out to the painting of the two sisters, now joined by illustrations of the sun and the moon.

QUEEN CELESTIA (CONT'D)

Thus the two sisters cared for their kingdom, maintaining balance for their subjects, the little ponies. But as time went on, the younger sister, Selena, became discontent.

Ponies playing during the day.

QUEEN CELESTIA (CONT'D)

She saw that the ponies relished and played in the day her elder sister brought forth...

Ponies sleeping at night.

QUEEN CELESTIA (CONT'D)

...but shunned and slept through her beautiful night.

The darker sister sits on a cloud in the dark night sky, the ponies on the ground below are frightened and confused.

QUEEN CELESTIA (CONT'D)

On one fateful day, Selena, envious of her older sister's renown, refused to lower the moon to make way for the dawn!

The white Unicorn confronts the dark one

QUEEN CELESTIA (CONT'D)

The elder sister tried to reason with her, but it was too late.

A swoop of purple smoke fills frame and reveals illustration of Night Mare.

QUEEN CELESTIA (CONT'D)

The bitterness in Selena's heart had transformed her into a wicked and angry mare of darkness, NIGHT MARE! As Night Mare, the princess vowed that she would shroud the land in eternal night! Knowing she had to take action, the elder sister harnessed the most powerful magic known to ponydom: the legendary Elements of Harmony!

Close on 5 golden necklaces, each with a differently colored gemstone embedded in it. A white burst card wipes screen and reveals the next illustration, a close on the white sister with a jeweled crown on her head and a determined expression on her face.

QUEEN CELESTIA (CONT'D)
Using the Magic of the Elements of
Harmony...

Truck out from the illustration to reveal that the white sister is using the jeweled crown to direct a bright and beautiful rainbow at Night Mare, who is clearly hurt by the blast!

QUEEN CELESTIA (CONT'D)
...the elder sister defeated Night
Mare and banished her permanently
in the Moon.

Wipe to a new illustration of the elder sister. She looks ahead in a stately manner, standing on an equine throne. As we slowly truck out, we see the Sun and the Moon are to either side of her, and as we truck out further, that the ponies of the land are once again happy.

QUEEN CELESTIA (CONT'D)
Left to rule on her own, the elder
sister took on responsibility for
both sun and moon, and Harmony has
been maintained in Equestria for
generations since.

Suddenly, the parchment illustration is turned toward the camera like a page.

EXT. CANTERLOT COURTYARD - DAY

We reveal that the story of the Elements of Harmony is, in fact, being read from a book by a young, lavender Unicorn pony with dark blue hair. She is lying on the grass, leaning over the very thick, very large book, looking intently at the illustrations with a very serious expression on her face. This is Twilight Twinkle.

TWILIGHT TWINKLE
Elements of Harmony.... I know I
must have read about that before...
Oh!

She is suddenly hit with a realization. Quickly, she stands up and using her mouth, puts the enormous book in a pretty, courtly-looking saddle bag slung over her pony back. She is about to dash off when...

UNICORN 1

There you are Twilight!

She runs right into a group of friendly, young Unicorn ponies like herself.

UNICORN 2

Moondancer is having a little get-together in the west castle courtyard, wanna come?

Twilight is clearly not interested, but smiles through it.

TWILIGHT TWINKLE

Sorry girls (gestures toward her book) got a lot of studying to catch up on!

She moves to walk past them, but one filly blocks her path.

UNICORN 1

But Twilight! The Summer Sun Celebration is in two days--- it's the first day of Summer and the longest day of the year! You know we're on break.

Twilight tries to move on...

TWILIGHT TWINKLE

Yes I know but...

...but the other Unicorn ponies block her path as well.

UNICORN 2

We never see you outside of class.

UNICORN 3

Come on, it'll be fun!

They smile at Twilight genuinely, but Twilight manages to push past them. Walking backwards and away from them, she tries to be polite.

TWILIGHT TWINKLE

Thanks for the invitation, but I'm afraid I'm just too busy.

She turns away from them and runs off. The Unicorns look at each other, disappointed and maybe just a little annoyed.

UNICORN 3

Does that pony do ANYTHING except study?

UNICORN 1

Sometimes I think she's more interested in books than friends.

Cut back to Twilight, galloping somewhere with determination.

TWILIGHT TWINKLE

I *must* have heard of these Elements of Harmony before, I just know it!

Our OPENING THEME MUSIC swells as we follow Twilight as she makes her way through the grounds of Canterlot Castle, past regal white and lavender marble structures, grand fountains, regal stair cases, intricate bridges and beautifully manicured topiaries. All the while, ponies that see her smile or wave to greet her, but she runs right past them.

MLP OPENING SONG

My Little Pony, My Little Pony...

As the song wraps up, Twilight approaches the base of a long, narrow tower and begins her ascent up the staircase that winds around the outside. She disappears through a doorway towards the top.

INT. TWILIGHT'S DORMITORY

A little purple dragon, built almost like a toddler with short, cute limbs and a protruding belly, walks toward the door carrying a little wrapped gift. He approaches the door when... BAM! It flies open, knocking him out of frame! Twilight stands at the entrance, calling out...

TWILIGHT TWINKLE

Spike! Spiiii-iiiike! (looking around) Spike?

She looks down.

TWILIGHT TWINKLE (CONT'D)

There you are!

Spike is laying splayed out on the floor, stunned. He sits up, his head spinning. Twilight runs past him towards her work area.

Compared to the rest of her room, which is tidy, if not full of maps, globes, models and books, her work area is messy and surrounded by piles and piles of books.

TWILIGHT TWINKLE (CONT'D)

Quick---

Spike reaches under his butt and pulls out his smashed present.

TWILIGHT TWINKLE (V.O.) (CONT'D)

Find me the 43rd volume of
"Projections, Predictions and
Prophec---

Twilight sees the smashed gift.

TWILIGHT TWINKLE (CONT'D)

What's that for?

SPIKE

Well, it was a gift for Moondancer,
but...

But Twilight has already moved on. She flips through some of her books.

TWILIGHT TWINKLE

Oh Spike, you know we don't have
time for that sort of thing.

SPIKE

But we're on break!

Twilight does not respond. Not finding what she needs, she looks up up up at the high bookshelves in her multi-level tower dorm. Her horn sparkles and immediately after, we see several books fly from the shelves and down to Twilight. They hover in the air before her as she inspects the spines.

TWILIGHT TWINKLE

No. No. No. No. Ugh! Spi---

SPIKE (V.O.)

It's over here!

Swish pan to Spike. He's already up on a ladder pulling the huge volume from the shelf.

TWILIGHT TWINKLE

Ah!

The floating books merely drop to the floor with her change of attention. Spike appears and hands her the book.

She takes it in her mouth and exits excitedly. Spike looks to the books on the floor...

SPIKE

<sigh>

...and begins to pick them up. Twilight already has the book on her desk, which, to a constantly standing pony, looks a lot like a big, wooden music stand. Her horn sparkles once again and the book flies open, pages flipping frantically.

TWILIGHT TWINKLE

Elements, elements, e, e, e.. Ah ha!

The pages flipping stops.

TWILIGHT TWINKLE (CONT'D)

"Elements of Harmony: see, Mare in the Moon?"

Cut to Spike struggling up the ladder with an armful of books. We hear pages flipping off-screen.

SPIKE

"Mare in the Moon?" But that's just an old pony's tale!

TWILIGHT TWINKLE

Mare, mare, m, m, m... Ah ha!

The book stops once more. Twilight observes an illustration of the Moon, but instead of the dark areas making up the face of a man, they make up the shape of a Mare.

TWILIGHT TWINKLE (CONT'D)

(reading aloud)

"The Mare in the Moon. Myth from olden pony times. It is said that she was once a powerful pony who wanted to rule Equestria. She was defeated by the Elements of Harmony and permanently banished in the moon. Some old stories say that on the thousandth turn of the longest day of the year, she will draw the stars to her to aid in her escape, at which time she will bring about night-time eternal." Gasp! Spike! Do you know what this means??

Spike teeters on tip toe on the ladder as he tries to put the books away.

SPIKE

No....ooo.. whooooah!

He loses his balance and falls straight down..

SPIKE (CONT'D)

Oof!

..and lands on Twilight's back, where she was waiting for him. She has a feather pen and an un-rolled scroll in her mouth. He takes it.

TWILIGHT TWINKLE

Take a note please...

Spike slides down her tail and readies himself for dictation.

SPIKE

Ooooookee dokee...

Twilight paces the floor frantically.

TWILIGHT TWINKLE

"My dearest teacher, it has come to my attention in my continuing studies of pony magic, that we are on the precipice of disaster!"

SPIKE

Hold on... preci.. Preci..

TWILIGHT TWINKLE

Threshold.

SPIKE

Thhhhhhhh....?

He looks at her helplessly.

TWILIGHT TWINKLE

Brink?

Spike stares at her and blinks, totally clueless.

TWILIGHT TWINKLE (CONT'D)

<sigh> "...that something really bad is about to happen."

Spike brightens and continues writing. Twilight starts pacing again.

TWILIGHT TWINKLE (CONT'D)

"...for you see, the mythical Mare in the Moon, is in fact NIGHT MARE! And soon she will return to Equestria and bring with her eternal night! Something must be done to make sure this terrible prophecy does not come true!!"

Spike scribbles frantically, his tongue out in concentration as Twilight finishes.

TWILIGHT TWINKLE (V.O.) (CONT'D)

"... I await your quick response. Your faithful student, Twilight Twinkle."

SPIKE

....Twiiiiii liiight... Twaaa ink ull...." Got it!

He rolls the scroll with a satisfied smile.

TWILIGHT TWINKLE

Great, now send it.

Spike's face sinks.

SPIKE

To the Queen?

TWILIGHT TWINKLE

Oh course! What other teacher do I have?

SPIKE

I don't know Twilight, don't you think she's a little busy getting ready for the Summer Sun Celebration? She has to get ready to make the sunrise for an audience of thousands! And it's, like, the day after tomorrow!

TWILIGHT TWINKLE

That's just it Spike, the day after tomorrow is the THOUSANDTH YEAR of the Summer Sun Celebration! The longest day of the year!!! It's imperative that the Queen is told right away!

Spike gets a blank look on his face again.

SPIKE
Impera.. Impeeeeerrr...

TWILIGHT TWINKLE
(yelling so shortly, she
knocks Spike over)
IMPORTANT!!!

Spike rolls across the room. When he finally unfolds, he relents.

SPIKE
Ok ok!

He sits up and holds the scroll before him. He takes a long deep breath and purses his lips together. As he exhales, a short stream of fire bursts forth from his mouth and incinerates the scroll. It dissolves into bright orange and red sparkles which spiral together then fly out the window with a whoosh!

SPIKE (CONT'D)
There. It's on it's way, but I
wouldn't hold your brea----

Suddenly Spike's cheeks fill with air as if he needs to burp. When he lets loose, another, slightly less controlled stream of fire bursts forth, and from it a new scroll is conjured.

TWILIGHT TWINKLE
See! I knew she would see how
important this matter is.

Twilight looks smug with importance. Spike opens the scroll and begins to read.

SPIKE
"My dearest, most faithful student,
you know that you are my most
talented student, and that I value
your responsibility and diligence."

Twilight nods proudly.

SPIKE (CONT'D)
"...But what in Equestria have you
been reading now?"

Twilight's smug expression is immediately replaced with one of shock as her jaw drops in disbelief.

CUT TO:

EXT. SKY - DAY

We witness a birds-eye view of the landscape of Equestria as it pans below us. Misty clouds whiz by in the foreground, indicating that we're moving at an accelerated speed.

SPIKE (V.O.)

(still reading)

"...my dear, I'm afraid we've discussed this before. There is more to a young pony's life than just studying. You are in need of a break, so I'm sending you as my royal emmissary to attend to preparations for the The Summer Sun Celebration in **Ponyville**... While this is a very important undertaking... I have an even more essential task for you to complete..."

We cut from our view of the land to Twilight and Spike standing inside a royal Canterlot chariot that is flown by 3 Royal Guard Pegasus. Spike seems to be enjoying the ride, but Twilight leans over the edge, her head in her hooves, sulking.

SPIKE (CONT'D)

"...make some *friends*."

TWILIGHT TWINKLE

<grrroooooaann.....>

SPIKE

Look on the bright side Twilight. The Queen arranged for you to stay in a *library*. Doesn't that make you happy?

Twilight doesn't answer at first, then.

TWILIGHT TWINKLE

Why's everypony always giving me a hard time about friends for? What's so great about friends? They just get in your way and waste your time!

SPIKE

But the Queen said...

TWILIGHT TWINKLE
 She said to check on preparations.
 I'm her student, and I'll do my
 royal duty---

Cut to Spike as he giggles.

SPIKE
 (to self)
 Hee hee. You said "doody.."

TWILIGHT TWINKLE
 ...but the fate of Equestria does
 not rest on me making friends.

The pegasus chariot lands.

SPIKE
 Why don't you just try.

Twilight and Spike get out...

TWILIGHT TWINKLE
 Thank you sirs..

...and they take off.

SPIKE
 Maybe the ponies in Ponyville have
 interesting things to talk about!

At that very moment a pretty pink pony with extremely curly
 hair bounces happily toward them.

SPIKE (CONT'D)
 Come on Twilight just try!

As the pink pony approaches Twilight who tries to force a
 smile.

TWILIGHT TWINKLE
 Uuuuuh... hello...?

The pink pony stops in her tracks, seemingly stunned at the
 sight of Twilight.

PINK PONY
 (extremely over the top)
 <GAAAAAASSSSPPPP!!!!!!>

...then completely inexplicably, turns tail and runs!

Twilight and Spike are left dumbfounded, blinking and speechless. After an awkward beat, Twilight glowers at Spike.

TWILIGHT TWINKLE

Well *THAT* was interesting alright.

Twilight exits frame, clearly dreading her stay. Spike looks up helplessly and sighs before following.

DISSOLVE TO:

EXT. BIG APPLE FARM - LATER

Close on a list written on parchment in calligraphy, the top showcases the Canterlot Royal Seal. We can see Spikes' little purple thumbs holding it. Spike reads:

SPIKE (V.O.)

"SUMMER SUN CELEBRATION, OFFICIAL OVERSEER'S CHECKLIST. Number one: banquet preparations; Big Apple Farm."

The paper disappears offscreen and reveals a homey, happy, red barn-style home, with quaint white trim and pretty country-style stencils accenting it. The barn is surrounded by white picket fences, a pretty trellis and fields of home-grown vegetables. But most notably, the whole place is encircled with fields and fields of beautiful apple trees.

Suddenly we hear a loud **BONK!!!** off-screen. Spike and Twilight look over and see a cute orange pony with yellow hair, a cowboy hat and apple cutie marks. She rears up on her hind legs, cycling them in the air...

APPLEJACK

Yeeeeee-haw!!

...and bolts forward, head down like a bull! She rams her head straight into the trunk of an apple tree, **BONK!!** shaking it so forcefully all the apples come cascading down into bushels waiting below.

TWILIGHT TWINKLE

<sigh> Let's get this overwith...

Twilight approaches the orange pony very formally.

TWILIGHT TWINKLE (CONT'D)

Good afternoon. My name is Twilight Tinkle---

Before Twilight can finish, the orange pony interrupts, grabbing her by the hoof and shaking it vigorously--- very vigorously. (*note: Applejack speaks with a exuberant, friendly, Southern accent.)

APPLEJACK

Well howdy do, Miss Twilight! It is a *pleasure* making your acquaintance! I'm Applejack! We here at Big Apple Orchard sure do like making new friends, and that's the truth!

TWILIGHT TWINKLE

(being shaken)

F-f-fre-inds? Ac-tu-ally I---

Applejack stops shaking, but still interrupts.

APPLEJACK

So what can I do you for?

Twilight is a bit of a mess from the shaking. Spike covers his mouth, trying not to laugh. Trying to hide her irritation, Twilight tries to shake out her tail to straighten it, pull herself together and continues.

TWILIGHT TWINKLE

A-hem, ah. Well. Ok. Um, well I am, in fact, here to supervise preparations for the Summer Sun Celebration. I understand that your establishment is in charge of the food...?

APPLEJACK

Food? Why, shine my saddle, you're just in time!

Before Twilight can say a word, Applejack runs over to a huge rusty triangle hanging from a nearby tree. She takes the metal beater in her mouth and rings the triangle like crazy, dropping the beater and yelling...

APPLEJACK (CONT'D)

SOUP'S ON EVERYPONY!!!!

Suddenly, we hear the sound of hundreds of pounding hooves. Twilight and Spike look around quick, but they disappear in a cloud of dust when a herd of farm ponies stampede through the frame. They are then deposited, completely disoriented, at one of dozens of picnic tables.

APPLEJACK (CONT'D)
 (to Twilight and Spike)
 Now, why don't I introduce y'all to
 the Apple clan?

TWILIGHT TWINKLE
 Thanks, but I don't have ti--

Quickly, the a whole slew of country ponies (all sporting apple-themed color palettes and cutie marks) start darting in and out of frame, each time returning with a freshly baked dish to toss on the table as Applejack introduces them.

APPLEJACK
 (faster and faster as she
 goes on)
 This here's Apple Fritter, Candy
 Apple, Apple Dumplin, Apple
 Bumpkin, Apple Blossom, Sour Apple,
 Apple Martini, Red Gala, Red
 Delicious, Golden Delicious, Carmel
 Apple, Apple Strudel, Apple Tart,
 Apple Sauce, Baked Apples, Apple
 Brioche, Apple Cinammon
 Crisp....<wildly extreme
 inhale.....>

The camera slows down for a moment on 3 particular characters.

APPLEJACK (CONT'D)
 ...Big Apple, Appleseed aaaaand...

A big red clydesdale-style horse, a tiny green filly and...

APPLEJACK (CONT'D)
 Granny Smith!

The camera pans to s a withered, green, bun-donning, little-old -lady pony.

GRANNY SMITH
 <sssnnoooooorree.....>

She awakens with several sleep-apnea induced snorts.

GRANNY SMITH (CONT'D)
 <snort- snort> Wha? Huh? Whozza?

APPLEJACK
 Up and at-em Granny Smith, we got
 guests!

Spike waves warmly as Twilight smiles awkwardly. Applejack wraps her arm (front leg) around her shoulders and gives her a friendly shake.

APPLEJACK (CONT'D)

Why, I'd say they're already part a the fam'ly!!

SPPIIIITT! Twilight, who was drinking, spit takes all over Spike! She gets up with a start, grabs Spike and excuses herself, walking backwards away from the table.

TWILIGHT TWINKLE

Ha, heh heh... Well I can see you have the food situation all settled for the Celebration, so Spike and I will be on our way...

Eyes wide and shining like a puppy's, and heartbreakingly hopeful, Appleseed says...

APPLESEED

Aren'tcha gonna stay for brunch?

TWILIGHT TWINKLE

(pained)

Sorry, but we have an awful lot to--

The whole Apple clan sinks in disappointment.

APPLE CLAN

Aaaaaaaawwwwwwwwwwwww....

Twilight scrunches up her face, clearly torn by guilt.

CUT TO:

EXT. POYVILLE - LATER

The list comes back into frame. Spikes hand checks off "Food." We cut and watch him walk.

SPIKE

Food's all taken care of. Next is weather.

Pan over to reveal Twilight several steps behind him, her belly bulging and distended. She can hardly carry her own weight.

TWILIGHT TWINKLE

Uuuuughhh. I ated too much pie...

SPIKE

There's supposed to be a pegasus pony named Rainbow Dash clearing the clouds.

Twilight looks up. The sky is full of clouds.

TWILIGHT TWINKLE

Well she's not doing a very good job, is she?

WHAM!!!! Twilight is knocked clear out of frame by *something*. Next we see her, she's flat on her back in a puddle, covered d with gooey brown mud. Lying on top of her is an equally mud-covered blue pegasus with a rainbow-striped mane and tail. She flashes a sheepish grin, her white teeth contrasting the dark goo hiding the rest of her face. Meet Rainbow Dash.

RAINBOW DASH

(embarrassed, but amused)

Heh heh... uuuuuuh.... Excuse me?
Heh heh....

Twilight can only burn slow.

RAINBOW DASH (CONT'D)

<stifled laugh> Umm, hhhmmmm hhhmm,
here, uh <laugh> lemme help you...

She flies off screen in a flash and returns (clean, according to the laws of cartoon logic) pushing a little cloud and places it right above Twilight. Cut in close as she hops on it up and down. Rain flows out.

She peeks over the edge. Reveal that Twilight is clean but soaked to the bone, sopping wet and still scowling! Rainbow tries not to laugh once more.

RAINBOW DASH (CONT'D)

<stifled laugh> Oops. Guess I over
did it. Uuuuuuhhhh-- how 'bout
this?!

With a whoosh, she flies dozens of super tight circles around Twilight who disappears in the mini rainbow-colored cyclone!! We stay on Rainbow when she's done.

RAINBOW DASH (CONT'D)

See? My very own patented Rain-
Blow-Dry!! No, no, don't thank me.
You're quite welcome!

Reveal Twilight, scowling harder than ever, dry and clean, but with a huge, frizzy, afro-like mane and tail! The pegasus' eyes water and her face contorts. She can't hold back any longer.

RAINBOW DASH (CONT'D)
 <snn--nnnoorr--tt-tt-> BWA HA HA HA
 HA HA HA HA HA HA HA HAAAAA!!!!

She falls on her back shaking with hysterics! Twilight flashes a look at Spike. He's covering his mouth, at first, but then he lets loose too.

SPIKE
 HA HA HA HA HAAAAA HA HA!!!

He collapses onto Rainbow in an idiotic embrace, convulsing with laughter. Twilight continues to slow burn.

TWILIGHT TWINKLE
 Lemme guess. You're Rainbow Dash.

Rainbow flitters into the air, hovering like a humming bird, suddenly done laughing and ready to show off.

RAINBOW DASH
 The one and only!! You heard of me?

TWILIGHT TWINKLE
 I *heard* you're supposed to be keeping the sky clear.

Rainbow sinks, annoyed with her lack of fame. She flips up onto a low cloud and reclines, disinterested.

RAINBOW DASH
 Yeah, yeah. That'll be a snap. I'll do it in a jiffy as soon as I'm done practicing. The Blue Thunders are gonna perform at the Celebration, and I'm gonna show 'em my stuff!

She does several back flips in the air, then goes back to her nonchalant position. Twilight scoffs.

TWILIGHT TWINKLE
 The Blue Thunders?

RAINBOW DASH
 Yup.

TWILIGHT TWINKLE

The Queen's **exclusive** elite aerial acrobatic team?

RAINBOW DASH

Yup.

TWILIGHT TWINKLE

That only the most talented, most gifted fliers in all of Equestria are accepted into?

RAINBOW DASH

The very one.

TWILIGHT TWINKLE

Pshaw. They'd never accept a pegasus who can't even keep the sky clear for one measly day!

Rainbow's easy-going expression changes to one of offense. She glares intensely at Twilight from over the edge of her cloud.

RAINBOW DASH

I could clear this sky in 10 seconds flat!!

TWILIGHT TWINKLE

(smug)

Prove it.

Rainbow's expression pops from one of anger to one of cocky defiance. She LOVES a challenge! She coils herself like a spring on her cloud and extends her wings. With a mighty, forceful flap of her wings she takes off!! The little cloud she was on disintegrates in the wind she creates!!

Twilight and Spike brace themselves as the force of the wind blows their hair (and scales) back as well! They look up in awe as she herds the clouds away from the sun. She blows them away with the wind from her wings, she butts her head against them to push them away from the sun. She leaps from cloud to cloud, and they disperse under her weight, she even barrels right through them, causing them to dissolve into thin air.

The sky completely cloud-free, she lands before Twilight and Spike.

RAINBOW DASH

What'd I say? 10. Seconds. Flat.
I'd never leave Ponyville hanging!
(MORE)

RAINBOW DASH (CONT'D)

Ha ha!! You should see the look on
your face!

Twilight and Spike are slack jawed they're so impressed.
Rainbow laughs some more.

RAINBOW DASH (CONT'D)

Ha! You're a laugh Twilight
Twinkle. I had fun proving you
wrong! I can't wait to hang out
some more.

With that, she takes off and makes her exit. We watch as she
flies loop-the-loops away from us.

SPIKE

Wooooooowwww. She's amazing!

Spike looks at Twilight, sees her hair and has to stifle
another laugh. Twilight scowls and exits. Spike follows.

SPIKE (CONT'D)

Wait. It's kinda pretty once you
get used to it

INT. PONYVILLE TOWN HALL - DAY

Cut to a close up of the list as Spike checks off "weather."
Next on the list is:

SPIKE (V.O.)

"Decorations..."

He lowers the list and we see a beautiful multi-level round
hall. A dramatic receiving balcony is at the front
surrounded by luxurious drapes and curtains. Colorful flags
with various illustrations hang from the numerous balconies.
At the height of the room are vast windows showcasing an
enormous, circular expanse of bright blue sky.

SPIKE (CONT'D)

Beauuuuutiful...

TWILIGHT TWINKLE

Oh yes, the decor's coming along
nicely! This ought to be quick!

SPIKE

Not the decor, *her*...

At the receiving balcony a very lovely white unicorn with regal purple hair is tying ribbons around the drapes using her unicorn magic. She's being persnickity, trying different colors over and over.

RARITY

No.... No... oh goodness no.
HMMMMMMMMMMMM... no!

Twilight starts toward her, but Spike stops her, tugging on her tail.

SPIKE

How're my spines? Are they
straight?

He fusses with the pointy plates on his head. Twilight rolls her eyes. They approach the lovely white unicorn.

TWILIGHT TWINKLE (V.O.)

Good afternoon---

RARITY

Ah-ah!! Just a moment, please.
I'm in the "zone," as it were.

She uses her magic to tie two ribbons around the curtain, lifting them high so that they drape just perfectly. The ribbons tie themselves into a bow, and with a graceful wave of her head, she makes the curtains sparkle and glow. She admires her work, neglecting to turn and face her visitors.

RARITY (CONT'D)

Ah yes, sparkle always does the
trick, does it not? Oh Rarity, you
are a talent! Now, how can I help
yo--OOOOHHHH!!!

Smash truck on Twilight as Rarity sees her hair for the first time.

RARITY (CONT'D)

My stars!! Darling, what ever
happened to your coiffure?!

TWILIGHT TWINKLE

Oh. Heh heh, my mane? Well it's a
long story, just ignore it. I'm
just here to check on the
decorations and then I'll be out of
your hair.

RARITY
 Out of *my* hair?! Are you out of
 your *mind*?

Zoom in fast on Twilight's confused, slightly nervous face.

TWILIGHT TWINKLE
 <gulp>

INT. CAROUSEL COUTURE - MOMENTS LATER

Rarity is dragging Twilight into the salon.

TWILIGHT TWINKLE
 This is really generous of you but--

RARITY
 Pish tosh, anything for a friend...

Twilight looks really nervous. We move into a montage of quick cuts of Twilight all done up in several different hairdos and outfits. Twilight looks uncomfortable and we hear Rarity repeatedly change her mind between each shot.

RARITY (CONT'D)
 No. No. Eh-eh. Too green. Too
 yellow. Too poofy. Not poofy
 enough. Too frilly. Too shiny.

We finally end on the last outfit. She actually looks really pretty, but *extermely uncomfortable*. Rarity pulls the laces on an extremely tight saddle.

RARITY (CONT'D)
 Now go on, my dear, you were
 telling me where you're from.

TWILIGHT TWINKLE
 (very constricted)
*I've... been sent... from...
 Canterlot to...*

Rarity EXPLODES with enthusiasm and squeals!

RARITY
CANTERLOT!!!!

Twilight and Spike are startled by the extreme exclamation!

RARITY (CON?T'D) (CONT'D)
 You're from Canterlot! Oh my
 darling you have no idea how
envious I am of you! The glamour,
 the sophistication! I've always
 dreamed of living there!!

Lost in a dream, she twirls Twilight around.

RARITY (CONT'D)
 Ooooh my stars, I can't wait to
 hear ALL about it!!! We're going
 to be the best of friends you and
 I!!

Twilight's eyes go wide, but before she can protest, Rarity
 notices something on Twilight's outfit.

RARITY (CONT'D)
 Emeralds!! What was I thinking.
 Let me get you some rubies...

Rarity prances off screen. Twilight turns to Spike.

TWILIGHT TWINKLE
 Quick! Before she decides to dye
 my coat a new color!

She bolts! But Spike lingers behind. Little hearts float
 off of him.

SPIKE
 (in love)
 <iiiiiiiiggh>

Quickly, Twilight's head pops into frame and grabs him by the
 back of the neck like a puppy. Whoosh! They disappear out
 of frame.

CUT TO:

EXT. PONYVILLE CENTRAL PARK - LATER

Close on the list again. Spike's hand checks off
 "Decorations."

SPIKE (V.O.)
 <sigh> Wasn't she exquisite??

Cut out wide. Twilight's appearance is back to normal. She
 walks through the trees down a path in the park.

She carries the infatuated Spike upon her back, as little hearts still float off of him.

TWILIGHT TWINKLE

Focus Cassanova. What's next on the list.

SPIKE

Music. It's the last one!

Twilight brightens at the thought of this. Just then, they hear the loveliest, perfectly melodious chorus of songbirds! They go around a tall hedge to inspect and see a pretty little yellow pegasus with very long, straight pink hair. She hovers in the air before a little tree covered with dozens of petite songbirds, tweeting in rhythm as she conducts them. We stay on them for a few moments as the birds sing their melody.

BIRDS

<tweeting MLP theme>

Suddenly, the beat goes a little awry. She stops them. She has a very soft, high-pitched, gentle voice.

FLUTTERSHY

Oh my! Um, stop please everyone. Um, Mr. Woodpecker? I mean no offence, but your rhythm is just a teeny, tiny bit off.

The woodpecker nods in friendly compliance. Fluttershy begins again.

FLUTTERSHY (CONT'D)

Now follow me please, a-one, a-two, a-one two three...

TWILIGHT TWINKLE (V.O.)

Hello!

FLUTTERSHY

OH!

Startled by the sudden interruption, the little pegasus shouts and all the birds immediately fly away!! Twilight is a little embarrassed.

TWILIGHT TWINKLE

Oh my goodness, I'm so sorry. I didn't mean to frighten away your birds! They sounded beautiful by the way!

(MORE)

TWILIGHT TWINKLE (CONT'D)
 I'm here to check up on the music
 preparations and I must say you're
 doing a marvelous job!

The little pegasus pony is frozen with shyness. She stands
 there silently staring at her feet.

Awkward beat. Twilight tries for response.

TWILIGHT TWINKLE (CONT'D)
 I'm Twilight Twinkle, what's your
 name.

FLUTTERSHY
 (still staring down)
 <quiet mumble>

TWILIGHT TWINKLE
 I'm sorry, what was that?

FLUTTERSHY
 <even quieter mumble>

TWILIGHT TWINKLE
 (leaning in)
 Didn't quite catch that.

FLUTTERSHY
 <barely audible squeak>

Awkward beat.

TWILIGHT TWINKLE
 Well, um, it looks like your birds
 are back...

The birds start perching back on the tree.

TWILIGHT TWINKLE (CONT'D)
so, I guess everything's in
 order! Keep up the good work.

FLUTTERSHY

TWILIGHT TWINKLE
 Ooooooooo-kaaaaay.

Twilight steps away to Spike who's waiting by the hedge.

TWILIGHT TWINKLE (CONT'D)
 (quietly, pleased)
 Well, that was easy!

But then...

FLUTTERSHY (V.O.)
(loud!)
A BABY DRAGON!!!

All the little birds take flight once again! The Pegasus flits over to Spike!

FLUTTERSHY (CONT'D)
Oh I've never seen a baby dragon before!!! He's soooooo cute!

Spike looks at Twilight smugly. She rolls her eyes.

SPIKE
Well well well.

Fluttershy's so excited she jumps in the air and hovers like hummingbird!

FLUTTERSHY
Oh my he talks!!!

Suddenly Fluttershy warms up to Twilight--- *really* warms up! She literally nuzzles Twilight, making her *very* uncomfortable!

FLUTTERSHY (CONT'D)
Oh you are so lucky Twilight, none of my little animal friends talk! That's just so incredibly wonderful, I--I--I just don't even know what to say!

Twilight jumps on this chance, grabs Spike and heaves her onto her back.

TWILIGHT TWINKLE
Well in that case, we better be going...

She starts away at a brisk pace, but Fluttershy follows.

FLUTTERSHY
Wait, wait! What's his name?

Spike sits on Twilight's butt facing Fluttershy. He seems pleased by the attention.

SPIKE
It's Spike!

FLUTTERSHY

Hello there Spike, I'm Fluttershy!
Wow, a talking dragon! This is
just so fascinating! And just what
do dragons talk about?

SPIKE

What do you want to know?

FLUTTERSHY

Absolutely everything!!

Twilight, still walking, slumps her head in exasperation,
moaning with a pained exhale. She knows she's in for it.

TWILIGHT TWINKLE

Uuuuggghhhh...

SPIKE

Weeeeeeeellll, I started out as a
cute little purple and green egg...

DISSOLVE TO:

EXT. TREE OF KNOWING LIBRARY - EVENING

Twilight drags her feet, exhausted, as she makes her way to
the front door of the library. Spike (still on her back) and
Fluttershy are still full of energy.

SPIKE

And that's the story of my
whoooooole entire life!! Well, up
until today that is. Do you want
to hear about what happened today?

FLUTTERSHY

Oh yes please! Most definitely.

But Spike is suddenly whisked out of frame. Having reached
the door, Twilight has turned around curtly, trying to hide
her frustration.

TWILIGHT TWINKLE

(forced politeness)

Oh I'm so sorry! How did we get
here so fast? I'm afraid that this
is where I'm staying while in
Ponyville, and my poor baby dragon
needs his sleep.

Spike tries to peak around her head.

SPIKE

No I don't.

Twilight, holding her forced smile, bucks up her rump just enough to knock Spike off her back.

TWILIGHT TWINKLE

Aaaaw, look at that. So sweepy he can't even keep his wittle bawance.

Naive Fluttershy seems to be buying it.

FLUTTERSHY

Oh my goodness! Poor thing! You simply must get him to bed!

Twilight reaches back to open the door.

TWILIGHT TWINKLE

Yes, yes, will do! Well, g'night!

She kicks open the door with her back leg, but when she turns to enter...

CROWD OF PONIES

SURPRISE!!!!!!!!!!

Streamers and balloons fly out at Twilight and party horns blow in her face! Before she can recover, a slew of pony hooves reach out, grab her and whisk her into the library! Spike follows frantically.

INT. LIBRARY - MOMENTS LATER

Inside, loud music plays and disco ball lights flitter around the room. Dozens of ponies are inside--- it looks as if the party started some time ago. Tables are set up and covered with sweets and pastries. Streamers and balloons are strewn throughout.

TWILIGHT TWINKLE

What is going on??

PINKIE PIE

SURPRIIIIIIIISE!!

The pink pony Twilight met when she first arrived to Ponyville jumps up in her face bouncing up and down with excitement!

PINKIE PIE (CONT'D)
 Hi, I'm Pinkie Pie and I threw this party just for you!! Were you surprised? Were you? Were you? Huh huh huh???

TWILIGHT TWINKLE
 Very surprised. Libraries are supposed to be *quiet*.

PINKIE PIE
 <snort laugh> Well that's silly! What kind of a Welcome Party would this be if it were *quiet*? I mean, duh, booooooring!

Twilight tries to maneuver through the partying pony crowd, but it's a tight squeeze. Pinkie Pie follows closely, continuing her upbeat bounce.

PINKIE PIE (CONT'D)
 (super fast)
 You see I saw you when you first got here-- remember? You were all "hello" and I was all <gggaaaaaaaassssppppp!!!!> Remember? Yeah, that was me. You see I never ever saw you before, and if I never ever saw you before that must've meant you're new....

Cut in close on Twilight. She's about to lose it.

PINKIE PIE (CONT'D)
 ...'cause I know everypony, and I mean *everypony* in Ponyville....

Twilight stops cold in her tracks, her eyes wide and slightly crazed. This has been the craziest day of her life. She clenches her teeth and tries to distract herself by pouring some red-colored soda (holding bottle with mouth) as Pinkie goes on and on and on and on.

PINKIE PIE (CONT'D)
 ...and if you're new, it must've meant you haven't met anyone yet, and if you haven't met anyone yet you must not have any friends, and if you don't have friends then you must be lonely, and that made me so sad, so I had an idea (that's why I went <gaaaaaaaassssppppp!!!!>)

Twilight dips her mouth into the cup she poured for herself, when she does, her eyes pop open wide!

PINKIE PIE (CONT'D)
I should throw her great, big,
 ginormous, super dooper,
 spectacular welcome party and
 invite everyone in Ponyville!!

Cut out to reveal that the other ponies Twilight met today, Applejack, Rainbow Dash, Rarity and Fluttershy are by Pinkie's side.

PINKIE PIE (CONT'D)
 See? Now you have lots and lots of
 friends!

The 5 pony girls flash great big wide smiles. Bing!

Twilight looks at them, her cheeks filled with punch. She stares ahead, her face turning red and her eyes quivering and watering.

APPLEJACK
 Are you alright, sugar?

With no explanation, Twilight bolts up the stairs!

PINKIE PIE
 Aaawww!!! She's so happy she's
 crying!

Beat. Spike reaches up on the table and inspects the bottle of soda.

SPIKE
 "Hot Sauce."

Rainbow Dash realizes what happened and falls over laughing!

RAINBOW DASH
 HA HA HA!!! That Twilight! What a
 joker! HA HA HA HA HA HAA!!

RARITY
 Oh the poor darling. Red is *not* a
 good color for her.

Pinkie pours some sauce on a cupcake and eats it. The other ponies stare at her incredulously.

PINKIE PIE
 (mouth full)
 What? It's good!

DISSOLVE TO:

INT. TWILIGHT'S LIBRARY LOFT - NIGHT

The music continues to play, muffled, but still loud. Twilight lays on her bed with a pillow over her head. She looks at the clock. 4 am.

TWILIGHT TWINKLE
 Ugh!

Spike comes in. He's wearing a lamp shade on his head and is covered in streamers.

SPIKE
 Hey Twilight! Pinkie Pie's starting pin-the-tail-on-the-pony! Wanna play?

TWILIGHT TWINKLE
 NO!!! All the ponies in this town are completely crazy!! Do you even know what time it is?

SPIKE
 It's the eve of the Summer Sun Celebration. Everypony has to stay up or they'll miss the Queen raise the Sun!

He exits, but before he shuts the door, he says.

SPIKE (CONT'D)
 You really should lighten up Twilight. It's a party!

He dances out the door to the music. Twilight makes a sour face and mimics him.

TWILIGHT TWINKLE
You shme shme meh meh meh!

Frustrated she rolls over and looks out the window. The moon is full. She looks closer than seems to notice something important. She gets up and goes to her telescope. Twilight pulls her face away from the lens. She looks concerned. Using her unicorn magic, she opens her bag from across the room, pulls out several books until she finds one.

She flies the book over to her and magically flips it to a particular page.

TWILIGHT TWINKLE (CONT'D)

(reading aloud)

"Some old stories say that on the thousandth turn of the longest day of the year, she will draw the stars to her to aid in her escape, at which time she will bring about night-time eternal."

Close on the book. The illustration shows several stars by the moon. Pan to the window. There are several sparkling stars right next to the moon, matching the illustration perfectly. Ever so slightly, they seem to be moving towards it.

TWILIGHT TWINKLE (CONT'D)

I hope the Queen was right. I hope it really is just an old pony tale.

The door swings open.

SPIKE

Come on Twilight! It's time to watch the sunrise!!!

CUT TO:

THE SKY - LATER

The moon shines brightly and a couple tiny mist-like clouds move across it. Rainbow Dash appears and whisks them away!

RAINBOW DASH

Get outta here! Shoo! Are you trying to make me look bad?

We follow her on her descent. She circles down towards Ponyville Town Hall, where crowds of ponies wait to enter.

INT. PONYVILLE TOWN HALL - LATER

The hall is completely crowded. The moonlight shining through the windowed ceiling bathes everything in a lovely glow.

Rarity puts some finishing touches on the decor.

Applejack and her immediate family finish setting out the banquet table.

Fluttershy ushers her birds to their perch beside the receiving balcony, where the Queen is destined to appear.

Pinkie Pie is merely excited. She hops through the crowd and up to Twilight and Spike, who are very near to the front of the crowd.

PINKIE PIE

Isn't this exciting? Are you excited? 'Cause I'm excited. I've never been so excited! Well, except for that time I saw you walking into town and I went <gaaaaaaaaaaaaaassssssppp!!!> But I mean really, who can top that...

Twilight stands there half-lidded, but is distracted by the sound of singing birds. Fluttershy is directing them in a short introductory song. A pony with a spotlight full of fireflies shines them on an archway below the regal receiving balcony. A smart looking, mature pony in a business-like color (Candace Burgen in pony form) addresses the hushed crowd.

MAYOR

Fillies and Gentlecolts, as Mayor of Ponyville, it is my great pleasure to announce the beginning of the Summer Sun Celebration!

CROWD OF PONIES

<cheeeeeerr!!!>

MAYOR

In just a few moments, our humble little town will witness the magic of the sunrise and celebrate this, the longest day of the year.

As the Mayor goes on, Twilight listens intently. She looks very anxious. By her side, Pinkie is riveted with anticipation.

MAYOR (CONT'D)

And now, it is my great honor to introduce to you the ruler of our land, the very pony who gives us the sun and the moon each and everyday, the good, the wise, the kind, the bringer of Harmony to all of Equestria...

Fluttershy leans in to her feathered choir.

FLUTTERSHY

Ready??

MAYOR

...QUEEN CELESTIA!

Fluttershy, hovering in place, conducts the birds with her hooves. They sing an introduction worthy of royalty. The spotlight moves from the Mayor to the receiving balcony above her. The music builds to a dramatic crescendo, Rarity pulls the curtains back and.....

.... no one's there!

CROWD OF PONIES

<gasp!> <confused walla>

The Mayor seems flustered. She calls out to the crowd, still confused.

MAYOR

Remain calm everypony, there must be a reasonable explanation.

PINKIE PIE

Oh! Oh! I love guessing games! Is she hiding?

Rarity and some official looking ponies dive behind the curtain where the Queen was supposed to come out. Fluttershy watches with concern as they come back out. Rarity looks down at the Mayor and shakes her head.

RARITY

She's gone!!

PINKIE PIE

Oooooh. She's good!

The crowd gets more agitated.

CROWD OF PONIES

Where is she?/What's happening?/Is this part of the show?/I want my money back!/ Etc..

TWILIGHT TWINKLE

This can't be good...

PINKIE PIE

Don't be silly! Hiding's totally good! Watch this!

Pinkie ducks behind a table of food nearby. Then almost immediately pops back up.

PINKIE PIE (CONT'D)
See Twilight? AAAAAAHHHH!!

Pinkie sees something frightening! Cut around to ponies in the crowd, (including our cast) all frightened and gasping in shock!

CROWD OF PONIES
<several gasps>

Truck and zoom on Twilight. Spike has glommed onto her neck in fear!

TWILIGHT TWINKLE
(hushed)
Oh no....

Slam cut to the receiving balcony--- there stands a regal looking but dark mare!! She is much taller than the other ponies, with very large pointed pegasus wings, and a shining crescent-moon-shaped unicorn horn. She dons a sort of shining armor on her elegant frame, and her extremely long purple hairs wisps around her slowly like glittering smoke! She cuts a very intimidating figure.

Twilight looks on in horror. Spike passes out.

SPIKE
Uuuuuuhhhnnnn...

The mare stares down and the crowd and smiles a sinister grin.

NIGHT MARE
Ooooooh my darling little subjects.
It's been so long since I've seen
your precious, little *sun-loving*
faces.

Cut around the crowd. All the ponies look frightened! But one pipes up in defiance.

RAINBOW DASH (V.O.)
What did you do with our Queen!

Cut to Rainbow Dash. She's trying to fly to Night Mare, but Applejack has her by the tail.

APPLEJACK
 (mouth full of tail)
 Whoah vere, Newwy!

NIGHT MARE
 Ha ha ha ha ha haaaa!!! Why, am I
 not royal enough for you? Don't
 you know who I am?

PINKIE PIE
 Ooh! Ooh! More guessing games!
 Uuuuummm... Hokey Smokes! How'
 'bout Queen Meanie!! NO!! Black
 Snooty! Black Snooty!

Still holding onto Rainbow's tail, Applejack shoves a apple
 cupcake in Pinkie's mouth to hush her up.

PINKIE PIE (CONT'D)
 Mmmmmff mmmff mmmfff!

Poor Fluttershy's choir position is close to the balcony.
 Night Mare leans towards her causing her birds to take
 flight. The timid pegasus cringes.

NIGHT MARE
 Does my crown no longer count now
 that I've been *banished* for a
 thousand years!

Rarity is still by the curtains, frozen in shock. Night Mare
 leans towards her, her smokey hair holding Rarity's face.
 Rarity bravely tries to shake her off, but can't.

NIGHT MARE (CONT'D)
 Didn't you not remember all about the
 legends? Did you not see the
 signs?? No??

VOICE (V.O.)
 I did!

Night Mare turns away from Fluttershy quick, angrily staring
 down the interrupter...

TWILIGHT TWINKLE
 And I know who you are. You're the
 Mare in the Moon... **Night Mare!!**

CROWD OF PONIES
 <gasp!!!>

Night Mare smiles. She speaks to Twilight condescendingly.

NIGHT MARE

Well well well, somebody's been
tending to their studies. Then
you'll also know what I'm here for.

The ponies all look to Twilight for her answer, but Twilight
can only...

TWILIGHT TWINKLE

You're here to... to...<gulp>

NIGHT MARE

Heh heh heh heh heh.....

We truck in on Night Mare, slowly and dramatically.

NIGHT MARE (CONT'D)

Remember this day, little ponies,
for it was your last, and **tonight**
will last.....

Cut wide. Night Mare's smokey hair whips wildly and she
magically creates lightening strikes!!

NIGHT MARE (CONT'D)

**FOREVER! HA HA HA HA HAAA HA HAAA
HAAA HA HA HAAAA!!!**

Truck in on a frightened Twilight as we...

CUT TO:BLACK

END PART ONE

INT. PONYVILLE TOWN HALL - NIGHT

Night Mare continues to laugh as lightening strikes all around her.

NIGHT MARE
HA HAAA HA HA HAAAA!!!

The Mayor finally takes action. She calls to the royal pony guards (clydesdale-like knights.)

MAYOR
 Seize her!

The knights rush to Night Mare....

NIGHT MARE
Stand back you foals!

...but she creates more electricity, stopping them in their tracks. CRACK! CRACKLE CRACK!! Her hair whips around more, enveloping her body until it too dissolves into smoke. Panicked ponies jump to the side to make way for it as it swiftly whips out an open door, laughing all the way!!

NIGHT MARE (CONT'D)
HA HA HA HAAA HAAA HA HA HAAAA!!!

Rainbow Dash gives one last tug, and pulls her tail away from Applejack. She flies through the door after the smoke!

RAINBOW DASH
 Come back here!

But once up in the sky, she can't catch up. She stops mid air, out of breath, and watches the smoke speedily slither into the distance, the full moon shining big and bright. Rainbow ponders it for a moment...

RAINBOW DASH (CONT'D)
 ...night time.... forever?

...then something else catches her eye. Down below her, she sees Twilight (unconscious Spike on her back) leave the town hall in a rush.

RAINBOW DASH (CONT'D)
 (with concern)
 Where's she going?

CUT TO:

INT. TREE OF KNOWING LIBRARY - LATER

Spike is tucked into a basket, still passed out. As he snores quietly, we hear several mysterious thuds. Then some books fly through frame. Pull out to reveal Twilight using her magic to pull book after book off the shelf. She inspects the titles and flips through pages, only to drop them to the floor over and over, not finding what she needs.

TWILIGHT TWINKLE
 Elements, Elements, Elements....
 Ugh! Is there nothing in this
 place about the Elements of
 Harmony?

VOICE (V.O.)
 And just what are the Elements of
 Harmony???

Twilight turns around--- Rainbow Dash is right there, hovering so that they are face to face. She confronts Twilight.

RAINBOW DASH
 And how did you know about Night
 Mare? Hmmm? Are you a SPY?!!

Rainbow's suddenly yanked out of frame. Applejack pulled her down by the tail--- again.

APPLEJACK
 Simmer down Sally. She ain't no
 spy.

TWILIGHT TWINKLE
 I read about them before I came to
 Ponyville. The Elements of Harmony
 are the only things that'll stop
 Night Mare, but I don't know what
 they are, or where to find them.

PINKIE PIE (V.O.)
 Have you looked in this?

Swish over. Pinkie pie pulls a book off a shelf.

PINKIE PIE (CONT'D)
 (reading)
 "The Elements of Harmony: a
 Reference Guide."

TWILIGHT TWINKLE
How did you find that??

PINKIE PIE
(Like "are you
okaaaay...?")
It... was... under "E"....?

TWILIGHT TWINKLE
Oh. I knew that.

Twilight tries to hide her embarrassment as she takes the book and opens it. It's awkward to watch. Finally, she reads:

TWILIGHT TWINKLE (CONT'D)
"According to legend there are six Elements of Harmony, but only five are known: Kindness, Laughter, Generosity, Honesty and Loyalty. The sixth, said to be the most powerful, is a complete mystery. It is said that when the 5 are present, a spark will cause the 6th Element to be revealed. The last known location of the 5 Elements, encased in enchanted stones, was in the ancient castle of the royal pony sisters when they ruled eons ago. It is located in what is now ..."

CUT TO:

EXT. ENTRANCE OF THE EVERFREE FOREST

FLUTTERSHY
..th-th-the... *Everfree F-F-Forest!!!*

The ponies stand in front of the entrance of the forest at the edge of Ponyville. The difference at the border is sudden and extremely apparent. The edge of Ponyville, where they stand, is orderly and neat, the plants manicured, paths well defined, air clear and bright, even in the darkness. But there is a distinct line where everything changes. The plants are all over the place, almost as if they are moving. The entrance just looks like a random break in the thick foliage. It's surrounded by a mist, glowing a magical green in the moonlight, that stops abruptly when it meets Ponyville.

EXT. EVERFREE FOREST

The ponies make their way cautiously along a path. The forest is very mysterious, but beautiful. The plants are lush and the moonlight on the mist bathes the landscape in a magical glow. But the sounds are another thing. Crickets chirp, frogs croak, owls hoot. The ponies move on, single file, taking it in and trying to hide their heebie-jeebies. Behind them, the plants seem to move on their own, ever-so-slightly.

TWILIGHT TWINKLE

S-so none of you have been in here before??

FLUTTERSHY

n-n-no...

TWILIGHT TWINKLE

W-why not??

As they talk, the path becomes a high ridge.

RARITY

J-just look at it!! It's dreadful!

APPLEJACK

And it ain't natural neither!!
Folks say it don't work the same as Equestria...

We pan down as some shimmering purple smoke sneaks into frame just below their feet around the cliffs edge. Quietly, it seeps into the cracks.

TWILIGHT TWINKLE

W-what's that supposed to mean?

RAINBOW DASH

(creepy voice)

Nooooopony knoooooows!

Rainbow Dash sees the other ponies growing fearful and gets a mischievous look on her face.

APPLEJACK

Rainbow, quit it.

She creeps over to the other ponies. Fluttershy, Pinkie and Rarity are huddled close.

RAINBOW DASH
 You know why? 'Cause everpony
 who's ever come in...

Truck in on the 3 ponies, shivering.

RAINBOW DASH (CONT'D)
has never come... **OUT!!!**.

CRASH!!! The rock below their feet burst into bits where the
 smoke seeped in!

PONIES
 AAAAAAHHHHH!!!!

Rainbow Dash and Fluttershy take to the air, but the earth
 bound ponies start to slide down the steep slope, slipping on
 the tiny rocks created by the blast!

RAINBOW DASH
 Fluttershy quick!

Rainbow dives down towards her friends and Fluttershy, though
 she looks scared, follows.

FLUTTERSHY
 Oh my goodness oh my goodness!

They swoop into scene and manage to grab Rarity and Pinkie
 Pie by the tails. They stop their descent, but they are not
 strong enough to lift them up off the ground.

Applejack continues to slide down the slope with Twilight
 close behind! Applejack reaches out and manages to grab a
 protruding root with her mouth. She stops, but only a moment
 after, Twilight skids down past her.

APPLEJACK
 Twiwight!!!

Out of control, Twilight gasps! From her POV, we see that
 she is coming towards a clear drop! She frantically
 scrambles her feet! Her back legs and rump fall over the
 edge, but she manages to get a grip with her front hooves.

TWILIGHT TWINKLE
 Aaah!!

APPLEJACK
 Howd on, I'ma comin'!

Applejack carefully lets go of the branch, and in a controlled manner, slides down to Twilight, stopping just before her so that they are touching hooves.

TWILIGHT TWINKLE
Applejack! Pull me up!

APPLEJACK
Now you know I can't do that
Sugarcube, I ain't got no thumbs.

TWILIGHT TWINKLE
AAAHH!! What do I do??

Poignant pause...

APPLEJACK
.....let go.

TWILIGHT TWINKLE
Are you crazy??!!!

APPLEJACK
No I ain't. I promise, you'll be safe.

TWILIGHT TWINKLE
That's not true!

APPLEJACK
Now listen here, I don't never tell no lies. What I'm saying to you is the **honest truth**.

Close on Twilight, scared and skeptical.

APPLEJACK (CONT'D)
Let go, and you'll be safe.

Twilight thinks a moment. She closes her eyes tight and....

...lets go!

TWILIGHT TWINKLE
AAAAAAAAAAHHHHHHHHH!

She slips over the ledge falls down, down until...

TWILIGHT TWINKLE (CONT'D)
---OOOOF!!!

Rainbow Dash and Fluttershy swoop in and catch her!

RAINBOW DASH

Gotcha!!

The 3 ponies exchange relieved looks and hover in the air a moment, then...

TWILIGHT/RAINBOW/FLUTTERSHEY

Whaaaa!

The fall again, Twilight's weight just a bit too much for them. Still, the fall is slower with the flapping wings, and the three make it to the ground safe and sound where Rarity and Pinkie are waiting! Rainbow razzes Twilight.

RAINBOW DASH

Might wanna switch to the low-cal grass next time you graze...

Twilight smiles in gratitude. Cut out wide. We watch the ponies from afar as Rainbow and Fluttershy fly back up to get Applejack. The purple smoke curls into frame, watching. It suddenly moves away, swiftly making it's way through the forest. It stops momentarily to observe the dark silhouette of a large animal, sleeping. The smoke races towards it and we....

CUT TO:

EXT. EVERFREE FOREST - LATER

The ponies walk down a path. Rainbow Dash re-enacts their last plight for Twilight, jumping around her like an excited kid!

RAINBOW DASH

....and then once Pinkie and Rarity were safe--- *whoosh!* Me and Fluttershy swooped around again! My keen eagle-eyes saw that Applejack was safe, so when she gave us the nod---- *shoom!!* We loop-de-looped around and--- *WHAM!* Caught you right in the nick of time!!

Twilight, though grateful, is just a *little* impatient with her.

TWILIGHT TWINKLE

Yes, Rainbow, I was there. And I'm very grateful, but we really gotta--

MANTICORE (V.O.)
RRROOOOAAARRR!

Fluttershy and Rainbow take! The other ponies look over, one by one, and see....

....an angry beast blocking their path! His lion body is enormous as are his teeth! Though his bat wings are small, they flap furiously, and he brandishes a scorpion tale! He stands before the entrance of a ravine--- there is no other way around!

TWILIGHT TWINKLE
A Manticore!!

He lunges at the ponies, breaking them apart! They scatter, running in different directions.

TWILIGHT TWINKLE (CONT'D)
He's blocking our path, we got to get past him!

FLUTTERSHEY
Wait....

He sets his sights on Rarity and swipes at her with his claws. She dodges him repeatedly before managing to land a good swift buck to the jaw.

RARITY
Take that you ruffian!

But the Manticore shakes it off and roars in her face, blowing her mane back with his breath. Once done, her hair looks frizzy and ridiculous.

RARITY (CONT'D)
My hair!

Her confidence gone, she back pedals away. The Manticore rears back to swipe at her, but stops abruptly! Applejack has landed on his back! He bucks her like a rodeo bull.

APPLEJACK
Yee haw! Get along little doggie!

FLUTTERSHEY
Wait...

She hangs on for a while, but with a especially hard kick, he sends her flying. She soars past Rainbow Dash in the air.

APPLEJACK
 (casually)
 All yours pardner!

RAINBOW DASH
 I'm on it!

FLUTTERSHY
 Wait...

Rainbow dives down and encircles him with the same cyclone she used to muss up Twilight's hair in Part I. The Manticore's eyes spin, but he grabs her in mid air with his tail, stopping the cyclone. Rainbow is caught off guard.

RAINBOW DASH
 Ack!

He tosses her off screen.

TWILIGHT TWINKLE
 Rainbow!

She lands and skids to a stop in front of Twilight, Applejack, Rarity and Pinkie Pie. She gets up and shakes off the dust.

At the entrance of the ravine, the Manticore bows his head down, scrapes the ground and snorts like an angry bull. The five ponies put their heads down and scrape the ground as well.

We cut in closer and closer between the determined ponies and the angry Manticore. Tighter and tighter shots, building the tension until...

FLUTTERSHY
 (really loud)
WAAAAAAAAAAIIIIIIITTTT!

They all snap out of it! Fluttershy looks at her friends disapprovingly, but when she turns to look at the Manticore, her expression softens. Slowly, cautiously, she creeps toward the Manticore.

MANTICORE
 ROOOAAARR!!!

Her friends are worried, but Fluttershy isn't scared. She notices he's not standing on his front paw. He huffs and puffs, staring at her intensely.

FLUTTERSHY
Shhhhhh shhhh. It's ok.

She is very close now. Sooooooo slowly and cautiously, she reaches out and touches his paw with her nose. Amazingly, he turns it over. There is a huge purple thorn embedded in it!

FLUTTERSHY (CONT'D)
Oh you poor, poor little baby!

RAINBOW DASH
Little?

FLUTTERSHY
Now this might hurt for juuuuust a second.

Gently, she removes the thorn with her mouth. But....

MANTICORE
RRRRRAAAAARRRRHHH!!

PONIES
<GASP!!> *Fluttershy!!*

But we reveal the Manticore nuzzling her and licking her head in gratitude!

MANTICORE
<puuuuuuurrrrrrrrrrrr....>

FLUTTERSHY
<giggle!> Why you're just a big ol' baby kitty, aren't you! Yes you are! Yes you are!

The ponies brighten! The canter over to Fluttershy and past the Manticore into the entrance of the ravine. Twilight, the last to go through, waits for Fluttershy.

TWILIGHT TWINKLE
But, how did you know about the thorn?

FLUTTERSHY
I didn't. Sometimes we all just need to be shown a little kindness!

Fluttershy nuzzles her Manticore friend goodbye, then she and Twilight forge on.

We pan over to the thorn lying on the ground. Poof! It turns into in a puff of purple smoke a races after the ponies!

CUT TO:

EXT. EVERFREE FOREST - DARK GROVE - LATER

The ponies find themselves in an incredibly thick part of the forest. Mossy plants and vines twist everywhere haphazardly.

RARITY

Ugh. My eyes need a rest from all this icky muck! Bleh.

Twilight looks up. She sees the moon through the branches of the canopy, but as she moves forward, it disappears behind the impossibly thick branches and leaves.

Cut back down to the ground. It's really dark. We can barely make out the ponies, and they can't see at all.

RARITY (CONT'D)

Well I didn't mean literally.

FLUTTERSHY

Girls? Girls? Are you there?

APPLEJACK

Right here--- well, at least I am!
Where's the rest of y'all?

As the ponies try to navigate the darkness, the purple smoke crawls into frame, past their clumsy feet.

RAINBOW DASH

I can't see a thing! Oof!

RARITY

My apologies! Didn't see you there--
-- oof! Was that somepony's tail?

The smoke entwines itself around the trunk of a tree and seeps into the crevices of the bark.

APPLEJACK

Oh wait... I think I stepped in something.

She lifts her hoof, covered in brown goo. Fluttershy stares wide-eyed at Applejack, then....

FLUTTERSHY
 AAAAAAAHHHHHHH!!!

APPLEJACK
 It's just mud...

But Fluttershy is looking *behind* Applejack. Applejack looks over her shoulder and sees...

...the face of a horrible monster!

APPLEJACK (CONT'D)
 YOW!

Each of the ponies look around, only to find themselves surrounded by many of these frightening faces! In several quick, disorienting shots, the ponies run, but everywhere they turn they run into another terrifying grimace. Running, but not sure where, they eventually find themselves huddled together looking out at the scary expressions surrounding them. Cornered, they begin to cry out...

PONIES
 AAAAAAA-----

...but stop when they hear.... Giggling?

PINKIE PIE
 <giggle>

Pinkie Pie is standing directly in front of one of the twisted glowers. She makes her own faces at it.

PINKIE PIE (CONT'D)
 Bleeeeh! Bloooohh! Boogity
 boogity boop! Ha ha ha!!

TWILIGHT TWINKLE
 Pinkie run!

Without the camera moving around all over the place, we see that the face is completely motionless and embedded in a tree trunk.

PINKIE PIE
 Why? This guy's *hilarious!!*

She turns and looks at her friends, still frozen in their huddled stance, but staring at Pinkie, confused.

PINKIE PIE (CONT'D)
 He has so many gaps in his teeth,
 it looks like his tongue is in
 jail!

Awkward beat. Very awkward. Then...

PINKIE PIE (CONT'D)
 Ha ha ha ha!!! Lookit that one!!

The ponies look at each other, puzzled. Then Pinkie runs over to a face by Rainbow. She gestures towards it like a game show hostess.

PINKIE PIE (CONT'D)
 This one has a strange growth on
 his neck--- his head!!

It takes a second for it to sink in, but...

RAINBOW DASH
 Ha!

She dashes off and appears by the faces near the other ponies, showing them off for her jokes.

PINKIE PIE
 This one has such a big mouth, he
 could sing his own duet!

APPLEJACK
 Heh heh!

PINKIE PIE
 Ooooh look! That one has a face
 like a flower...a *cauliflower*!

PONIES
 <snicker, snicker, giggle>

Close on the cauliflower face. It starts to wiggle a bit like jell-o then POOF! The purple smoke puffs out of it, returning it to a plain tree. As the laughter continues, a few others do as well. Twilight notices.

TWILIGHT TWINKLE
 Ha ha ha--- keep, ha ha--- keep, ha
 l-l-laughing! Ha ha ha ha!!

PONIES
<laughter>

PINKIE PIE
This one's nose is so huge,
you'd have to walk a mile to
get on his good side! Is his
cat okay? It coughed
something up on his head!
That one has a Roman nose--
it's roam-in all over it's
face!

Poof! Poof! Poof! Soon the ponies are in a harmless grove
with nothing but plain old trees around them. But they can
only lay on the ground, convulsing with laughter as we...

DISSOLVE TO:

EXT. EVERFREE FOREST - LATER

On a much better lit path, Pinkie comes prancing out of the
thick woods, sproinging about like Pepe Le Pew.

PINKIE PIE
Hee hee hee ha ha heee hee!!!

The rest of the ponies follow her, prancing as well (if not
quite as exuberantly) and still laughing!

PONIES
<laughter>

Pinkie suddenly stops short, staring straight ahead. Bonk,
bonk, bonk, bonk--- the other ponies bump right into her.

Before them is an extremely wide, raging river. Pinkie,
completely out of nowhere, leaps up onto Rainbow Dash's back.

PINKIE PIE RAINBOW DASH
Hi Ho Rainbow! Awa---ooof!! Oof!

They fall to the ground.

RAINBOW DASH
Pinkie! You're too heavy to fly
up...

FLUTTERSHY
Even for both of us.

They stare out over the rapids, helpless.

PINKIE PIE
Then how do we cross?

Suddenly, a booming voice cries out...

VOICE
(crying)
BWAAAAA HAA HAA HAAAAAAA AAAAA!!!

The ponies look at each other, perplexed.

Cut close on thick foliage. The leaves part and the ponies poke their heads through. Reverse angle and we once again see the water churning--- by the end of an enormous, scaled, thrashing tail! We pan down the long, long tail is it becomes a writhing, twisting serpentine body, finally ending at the head of a violently sobbing sea serpent! He holds his head in his hands, crying into them, then pounding the water with his fist!

VOICE (CONT'D)
BWAAAAA HAA HAA HAAAAAAA AAAAA!!!
OH WHAT A WORLD WHAT A WORLD!!
WAAAAAAA HAAAAAAA HAAA!!

The ponies approach the serpent.

TWILIGHT TWINKLE
Excuse me sir, why are you crying?

The serpent keeps his head in his hands obscuring his face.
***When he speaks, think Nathan Lane's character in the "Bird Cage."*

SEA SERPENT
(biting, flamboyant
sarcasm)
Oh gee, well I don't know! I was just sitting here, minding my own business, just like I do every Thursday for crumpets, when this tacky little cloud of purple smoke whisked past me and...

Suddenly, the serpent slithers forward fast into the camera and uncovers his face to reveal....

SEA SERPENT (CONT'D)
...tore half of my beloved mous-
tache clean off!

He is missing one side of his catfish-like fu manchu. He flips over in the water, turning his head away and causing more waves and splashing the ponies.

SEA SERPENT (CONT'D)
 And now I look horrid! Simply
 horrid! WWWWHH HHAAAAH AAHHHH !!

Our tomboys, Applejack and Rainbow Dash roll their eyes.

RAINBOW DASH
 Oh gimme a break...

APPLEJACK
That's what all this fuss is about?

Suddenly, Rarity pushes through the two of them, parting them dramatically.

RARITY
Why of course it is!!! How can you
 be so insensitive!!

She runs up to his face laying in the shallows of the water. She holds his face out to look at it, comically squeezing his cheeks.

RARITY (CONT'D)	SEA SERPENT
Just look at him! Such lovely luminescent scales...	<sniff> I know..

RARITY (CONT'D)	SEA SERPENT
...your expertly coiffed mane...	Oh I know, I know!!

RARITY	SEA SERPENT
..your fabulous manicure...	...it's so true!

RARITY (CONT'D)
all **ruined** without your
 beautiful mustache!

SEA SERPENT
 It's true! I'm hideous!!!
 Waaaaaahhhh!!!

The ponies flash each other looks of disbelief. Cut close on Rarity. She's seems to have made a serious decision.

RARITY
 (with purpose, a bit over-
 the-top)
 I simply cannot let such a crime
 against fabulous-ity go
 uncorrected.

She rears back and...

...bites the serpent's hand!! He pulls away and squeals like a girl!

SEA SERPENT
Aahh!!! Sob! What'd you do that
for!

He looks down. Rarity has removed one of his giant scales. It's sharp edge glints in the sun!

SEA SERPENT (CONT'D)
Ooohh!! Watch out! She's *crazy*!!

Holding the scale in her mouth, she antics back to strike with it! The ponies take, startled and worried.

TWILIGHT TWINKLE
Rarity what are you---

SLASH!!! We hear the metallic *shing* of a blade slicing something! The ponies wince and turn away. The serpent faints.

SEA SERPENT
OoOooooO000OoooooHHhhhhh.....

Reveal: Rarity has cut off the length of her tail!!! Only a short bob remains.

Serenely, Rarity, her tail in mouth, approaches the unconscious serpent's head resting in the shallows. She gently leans forward and places the tail where the fu manchu should be. Her Unicorn horn glows and the tail attaches to his face. It also wakes him up. He sits up and excitedly feels his face. When he gets to the mustache, he pulls out the locks so he can see. He's overjoyed!!!

SEA SERPENT (CONT'D)
Woo hoo hoo! My mustache!! How
wonderful!!!

He strikes a pose.

SEA SERPENT (CONT'D)
How do I look? Smashing??

RARITY
Simply darling, simply!!

The ponies run to her!

PINKIE PIE
Oh Rarity! You're beautiful tail!

RARITY

Oh it's fine, my dear. It'll grow
back!

RAINBOW DASH

(under breath)

So would'a the moustache.

Applejack smacks her on the back of the head.

APPLEJACK

Shhhhh!!!

Twilight is already waist deep in the now calm water.

TWILIGHT TWINKLE

We can cross now! Let's go--
OOOOHHH!!

Suddenly she rises out of the water by the serpent's long
snakey body!

SEA SERPENT

Allow me!!

He stretches his body across the water, creating a bridge.
As the ponies gallop along his back, we...

CUT TO:

EXT. EVERFREE FOREST - MOMENTS LATER

The ponies appear once more through some thick shrubs and
vines. Twilight stops in her tracks.

TWILIGHT TWINKLE

There it is!!

Just a little way ahead of them is the ancient ruin!!

TWILIGHT TWINKLE (CONT'D)

The ruin! We made it!

Twilight excitedly scrambles over the top and runs for the
ruin ahead of the other ponies.

APPLEJACK

Twilight! Wait for us!

But she ignores them, running at top speed.

TWILIGHT TWINKLE
We're almost there! Whoah!

She comes to a screeching halt, skidding to a stop just before the edge of another chasm!! Her front feet scramble at the edge for a moment before she's pulled back by the tail by Rainbow Dash.

RAINBOW DASH
What's with you and falling off cliffs today? Jeesh!

The other ponies join them. They look over the chasm. There's a rope bridge, but the whole right side of it hangs loose, unattached on one side at the other end.

PINKIE PIE
Now what?

Rainbow pointedly flaps her wings.

RAINBOW DASH
Duh!

PINKIE PIE
Oh yeah!

Without another word, Rainbow Dash takes off and soars across the chasm, making sure to perform a few barrel rolls along the way. She lands far on the other side and picks up the end of the rope, but drops it when she hears...

VOICE
Raaaaaiinboooowww...

RAINBOW DASH
<gasp!> Who's there!

She doesn't notice when purple smoke discreetly circles around her feet. It disappears along the ground into some dark foliage.

VOICE
Raaaaaiinboooowww...

Rainbow hops up on her hind legs and comically air boxes in front of her.

RAINBOW DASH
I ain't scared a' you! Why don't you show yourself?!

***note** There will be a funny contrast in the following exchange. The "voice" will be over-the-top heavy and serious, but the gravity of the conversation will be lost of Rainbow and her delivery will be comically light.*

VOICE

We've been eagerly awaiting the arrival of the best flyer in Equestria!

Rainbow looks around. Then it dons on her...

RAINBOW DASH

Who...?

VOICE

Why you of course!!

RAINBOW DASH

(flattered)
Really? I mean,
(cocky)
...oh yeah, *me*.
(covering)
I was just testing you. Of course you mean me. I mean, ha!

Beat.

RAINBOW DASH (CONT'D)

(kissing butt)
Hey, uh, you wouldn't mind telling the Blue Thunders that, would you? 'Cause, like, I've been trying to get into that group for, like, *ever!*

VOICE

No Rainbow Dash, we cannot.

RAINBOW DASH

Oh darn. Thbbpt.

VOICE

We want you to join us....

From the darkness emerge 3 magical pegasus. They wear dark flight suits and tinted goggles. They are the dark version of the Blue Thunders. One steps ahead of the others and speaks.

BLACK THUNDER

THE BLACK THUNDERS!

Rainbow backs up a bit, she looks skeptical.

RAINBOW DASH
The *Black* Thunders? Kinda
depressing name, dont'cha think?

BLACK THUNDER
We are the greatest aerial team in
the Everfree Forest, and soon we
will be the greatest in all
Equestria!! But first, we need a
Captain.

She circles around Rainbow.

BLACK THUNDER (CONT'D)
The most magnificent flyer in all
the land...

As the compliments roll out, Rainbow likes what she hears
more and more. Nodding in narcissistic agreement.

BLACK THUNDER (CONT'D)	RAINBOW DASH
...the swiftest, the most	Yup... yes... yes, it's
agile, the bravest and the	true...
trickiest. We need....	

She leans in close to Rainbow's ear.

BLACK THUNDER (CONT'D)
...you!

Rainbow breaks the tensions with a sudden back flip!

RAINBOW DASH
Woo hoo! Sign me up!

Truck in on the Black Thunder as her eyes flash and she
smiles a sinister grin---she has her! Then...

RAINBOW DASH (V.O.) (CONT'D)
Just let me tie up this bridge real
quick and we have a deal!

Ga-GONG! The Thunder cartoonishly snaps out of it. She
jumps in front of the bridge, stopping Rainbow in her tracks.

BLACK THUNDER
NO!! It's them or us.

Rainbow is taken aback. She looks at the Thunders. They are
magnificent! Then she looks across the chasm, her friends
lost in the mist. She hears...

TWILIGHT TWINKLE (V.O.)
 (kinda whiny)
 Rainbow!! What's taking so long!!!

We truck in on Rainbow. She looks confused, torn. The music swells, then...

BLACK THUNDER
 Well...?

Rainbow looks at the Thunder. She's suddenly very serious.

RAINBOW DASH
 You....

The Thunder smiles triumphantly!!

RAINBOW DASH (CONT'D)
 ...thank you... for the offer, I mean. But I'd never leave my friends hanging!

She flies around the shocked Thunder, ties up the bridge, and flies towards her friends, disappearing into the mist. We truck in on the Thunder--- she's angry! She shakes with rage, then POOF!! dissipates into Purple smoke! As do her two silent companions. Poof! Poof! The smoke swirls together and slithers speedily towards the ruin!!

We pan to the bridge. After a moment we hear...

PONIES
 Yay! / Giggle! / Good job Rainbow!/
 We're almost there!

The ponies come galloping across the bridge, full of enthusiasm! Twilight stops and takes in her triumph!

TWILIGHT TWINKLE
 (elated, to self)
 We made it...

The other ponies whiz past her, full of glee, making her spin in place!

RAINBOW DASH
 C'mon Twilight! Isn't this what you've been waiting for!

Twilight beams and follows her friends up the crumbling, age-old stairs.

CUT TO:

INT. ANCIENT RUIN - MOMENTS LATER

The 5 ponies stand staring up with excited smiles!! Twilight joins them, parting them in the middle. She looks up in complete awe.

TWILIGHT TWINKLE

Whooooaaah!

Dramatically, we reveal an enormous stone statue, overgrown with foliage, looming over them! Almost like a giant homage to the solar system, 5 rock sculptures, held in place with intricately carved stems, seemingly orbit a larger rock sculpture at the center. Each sculpture is a different shape, or symbol, and each is embedded with a shining, colorful gemstone!!

TWILIGHT TWINKLE (CONT'D)

The Elements of Harmony!!! We found them!

Fluttershy and Rainbow Dash fly up and remove the stones gently with their mouths.

TWILIGHT TWINKLE (CONT'D)

Careful, careful....

They place them before her.

PINKIE PIE

1 2 3 4 --- there are only 5!

RAINBOW DASH

Where's the sixth?

Twilight kneels on the ground before the Elements. She arranges them before her.

TWILIGHT TWINKLE

"When the 5 are present, a spark will cause the 6th Element to be revealed."

APPLEJACK

What in tarnation is that supposed to mean?

TWILIGHT TWINKLE

I'm not sure, but I have an idea. Stand back, I don't know what will happen.

Twilight closes her eyes.

APPLEJACK

Hush now y'all. She needs to concentrate.

The ponies leave. Twilight lays very still for a several quiet beats, deep in concentration. Her horn begins to glow. She is so quiet, so still, she does not notice the purple smoke seep in through an archway. It swirls slowly around the Elements, right under Twilight's nose. It swirls faster as the Elements are lifted up in the forming whirlpool. The wind it creates blows Twilight's hair. She comes to with a start and sees the whirlpool--- the Elements' rotation suddenly speeds up and they start to get sucked into the vortex.

TWILIGHT TWINKLE

The Elements!

From outside, the ponies hear her....

PONIES

Twilight!

...and run inside. Thinking fast, Twilight leaps toward the swirling, electric column, and is sucked into it just as it crescendos and disappears just as the ponies rush through the door.

PONIES (CONT'D)

No!/Where is she?/etc...

CUT TO:

INT. ANCIENT THRONE ROOM

Twilight bursts through the door and...

TWILIGHT TWINKLE

<GASP!!!>

...before her is NIGHT MARE!!! She stands on an ancient throne that looks eerily like the illustrations from the prologue. The Elements hover around her, held in the air by her smokey, purple mane.

NIGHT MARE

Ha ha ha ha ha ha!!!

Twilight's frightened expression turns to one of determination. She lowers her head and paws the ground like a bull.

NIGHT MARE (CONT'D)
You're kidding. You're kidding,
right?

But Twilight rushes towards Night Mare! Night Mare lowers her head, her crescent horn glints-- SHING! She runs for Twilight! They race towards each other, and just as they are about to collide....

Twink! Twilight disappears! Night Mare looks around for her...

Twink! Twilight reappears on the other side of the room, where Night Mare foolishly left the Elements! Night Mare sees this and scowls. Urgently, Twilight lays the stones down and touches her horn to them once again. It begins to glow.

TWILIGHT TWINKLE
Just one spark! Come on come on!

Night Mare transforms into her smoke, rushing at lightening speed towards Twilight. She is directly upon her when....

Z-ZAPPPP!!!! I miniature lightening bolt flies from her horn and onto the Elements, hurling her back!

TWILIGHT TWINKLE (CONT'D)
Aaah!

Night Mare re-forms into her horse form...

NIGHT MARE
No!

..and stands above the Elements helplessly as sparks of electricity crawl over the 5 stones until....

....nothing.

Nothing at all.

Twilight sees this and is stupefied.

TWILIGHT TWINKLE
But.... the spark... Where's the
sixth Element?

Night Mare ponders the 5 jewels below her. A triumphant smile curls across her muzzle.

NIGHT MARE
 Heh heh heh.... Ah ha ha ha.... **HA**
HA HA HA HA HA HA!!!!

She raises her mighty, armored hoof into the air and **STAMPS DOWN** on the stones....

Shing!!! Shattering them to bits! In slow motion, the shards sparkle as they fly from the force of her hoof. Twilight is seen in the background, small, helpless and terrified!!

TWILIGHT TWINKLE
 <GASP!!!!>

NIGHT MARE
 You little foal!! Thinking you could defeat me, me, the Mare of Darkness! Now you will never see your Queen or your sun! The night will last **FOREVER!!!** Ah ha ha ha ha ha ha ha ha ha!!!!

Twilight sinks. All hope is lost. Then...

PONIES (V.O.)
 Twilight!!/ Hang on! / We're coming!/ etc.....

Twilight looks up fast with an unexpected smile! Like the "bing" of a light bulb going off in her head, we hear a ZZ--ZZAPPP!!! A moment after, her eyes grow wide and bright with inspiration!

TWILIGHT TWINKLE
 I understand now! Harmony, it means to work together, to get along----it means the same as **Friendship!!** And the **Elements of Friendship...**

The ponies rush through the door!

TWILIGHT TWINKLE (CONT'D)
 ...ARE RIGHT HERE!!!

With Twilight's words, the fragments of the shattered Elements lift from the ground, swirling around Night Mare. She looks confused and angry!

NIGHT MARE

What...??!!

TWILIGHT TWINKLE

Applejack, who reassured me when I was in doubt, is **Honesty**.

The green pieces of the fragments fly from the swirling mass, make a loop around Applejack, lasso-ing her like a sparkling, fairy-dust hula hoop!

TWILIGHT TWINKLE (CONT'D)

Fluttershy, who tamed the Manticore with her sympathy, is **Kindness**.

The pink fragments fly over and encircle the slightly frightened Fluttershy.

TWILIGHT TWINKLE (CONT'D)

Pinkie Pie, who banished fear by giggling in the face of danger, is **Laughter**.

The yellow pieces surround Pinkie Pie who smiles wide with excitement. She hops around inside it, full of delight!

TWILIGHT TWINKLE (CONT'D)

Rarity, who calmed a sorrowful serpent with a meaningful gift, is **Generosity**.

Blue fragments race to Rarity. She looks enthralled by the beauty of it as it whirls around her.

TWILIGHT TWINKLE (CONT'D)

And Rainbow Dash, who would not abandon her friends for her heart's own desire, is **Loyalty**.

The last of the fragments, the red ones, fly from Night Mare's confused face and encircle Rainbow Dash.

The five stand in a semi-circle behind Twilight, who stands at center. With the swirling, sparkling fragments, they make for a dramatic scene. Night Mare is frozen in awe and panic.

TWILIGHT TWINKLE (CONT'D)

These 5 ponies *ARE* the Elements of Friendship, and we got through every challenge you threw at us!!

NIGHT MARE

It doesn't matter!! You still
don't have the 6th Element! The
spark didn't work!

TWILIGHT TWINKLE

But it did!! A different kind of
spark. One I **felt!**

She turns her attention to the other ponies.

TWILIGHT TWINKLE (CONT'D)

I felt it the very moment I
realized how happy I was to hear
you...

We pan across their expressions as she speaks. They are
touched by her words.

TWILIGHT TWINKLE (V.O.) (CONT'D)

...to see you, how much I cared
about you! The spark ignited
inside *me* when I realized that you
all **are my friends!**

Out of thin air a new, larger more magnificent jewel appears,
spinning and turning, forming into a beautiful tiara that
floats down onto Twilight's head. Rays of sparkling light
shoot out from it as it materializes.

TWILIGHT TWINKLE (CONT'D)

You see Night Mare, I know now that
it takes something special to make
friendship, and when Kindness,
Laughter, Generosity, Honesty and
Loyalty are ignited by the.... the
spark... that resides in the heart
of us all, it creates the 6th
Element, the element that completes
them, that binds them together, the
most powerful Element of them all---
THE MAGIC OF FRIENDSHIP!

Night Mare looks up, for the first time fear revealed in her
eyes. The swirling colors that encircle the ponies turn into
golden necklaces that hold newly re-formed jewels! Suddenly,
each pony gleams with the power and color of her Element!
The colors converge into a glorious, mighty rainbow,
surrounding and engulfing Night Mare in bright, powerful,
glittery whirlwind!!

NIGHT MARE

NOOOOOOOOOO!!!!

Obscured by the colorful typhoon, she tries to fight within the storm, bucking and rearing, but soon the magic wraps around her, and we can see her no more!

All we see now is wind and rainbow colors and sparkles! The music crescendos as we catch glimpses of our 6 ponies concentrating as their manes and tails whip around all over the place as they seem to hover magically off the ground! The colors over-expose until the screen washes completely white.

Silence.

For a loooooong beat.

We fade up from the white screen. The 6 ponies lie on the ground.

RAINBOW DASH
Oooooohhhh--- my head!

APPLEJACK
Everypony ok?

They all sit up shaking or rubbing their heads. Suddenly...

RARITY
Look! Isn't it lovely?

Rarity admires her necklace. The stone has changed into the shape of a blue diamond. Fluttershy looks close.

FLUTTERSHY
Why Rarity! It looks just like
your cutie mark!

RARITY
So does yours!

Fluttershy's is a pink butterfly.

PINKIE PIE
Lookit mine! Lookit mine!

Her's is a yellow balloon. Applejack's and Rainbow's correspond as well (green apple, red bolt.)

RAINBOW DASH
Aaaaaw yeah! Now this is what I
call a necklace.

Cross eyed, Twilight looks up at the stone in the crown on her head. The jewel embedded in it is her cutie mark as well.

APPLEJACK

Gee Twilight, I thought you was just spoutin' a lot of hooey, but I reckon we really are the Elements of Freidnship!

VOICE

Indeed you are...

A beam of warm light shoots through a window shining on the ponies, they blink at the brightness and look over.

Through the large window, we see the landscape of Equestria beyond the border of the Everfree Forest. The mountains are in the distance, and from behind them is...

...the Sun!!!! The ponies look around them in wonder as the room is bathed in warm, bright light and the misty green of the Forest evaporates! Then, a dramatic lens flare emits from the sun! It washes the screen white, and when it dissipates, an atmospheric cloud, twinkling and colored like the aurora borealis, hangs in the room. It swirls together and creates...

TWILIGHT TWINKLE

Queen Celestia!

She is beautiful! Taller than the ponies, with a long, elegantly arched mane. Her unicorn's horn is impressively long, and her pegasus wings are formidable, as lovely as a swan's, but as wide as an eagles'! Her lengthy mane and tail never seem to stop flowing in some non-esistant wind, and are colored like the cloud that formed her. She dons a golden crown, an intricate breast plate, and extremely gentle eyes.

The ponies bow in reverence, but Twilight is so overjoyed she runs to her teacher!!

QUEEN CELESTIA

Twilight Twinkle, my faithful student!

They nuzzle each other.

QUEEN CELESTIA (CONT'D)

I am so proud, I knew you could do it!

TWILIGHT TWINKLE

But you told me it was all an old pony tale!

QUEEN CELESTIA

I told you that you needed to make some *friends!* Nothing more. I saw the signs of Night Mare's return, but I knew it was *you* who had the magic inside you. But you could not unleash it until you let true friendship into your heart.

Twilight smiles at her teacher, then shares a heartfelt smile with her new friends.

QUEEN CELESTIA (CONT'D)

Now, if only another will as well...

She turns to look away, revealing far off in a lonely corner, the sleeping figure of Night Mare. Her armor lays broken on the floor around her. She seems smaller and softer, her coat no longer black, but lavender hair no longer writhing smoke but beautiful violet tresses. The Queen approaches the figure and stands above her.

QUEEN CELESTIA (CONT'D)

(accusing)

Princess Selena....

The pony lifts her head, revealing a very young, sweet, but sad face. In place of her menacing crescent horn is a unicorn's horn, longer than Twilight's, but not as long as the Queen. Upon seeing the Queen looming above her, she gasps, frightened.

PRINCESS SELENA

<gasp!>

But the Queen kneels before her, speaking to her on an equal level.

QUEEN CELESTIA

It has been a thousand years since I have seen you like this.

Selena hangs her head shamefully.

QUEEN CELESTIA (CONT'D)

I think it is time to put our differences behind us. It is too much a burden for one pony to call upon the Sun and the Moon on her own. We were meant to rule together, little sister!

TWILIGHT TWINKLE

Sister?!

APPLEJACK

Well, I'll be a donkey's auntie!

PINKIE PIE

The Queen's a thousand years old?

RARITY

She doesn't look a day over 500! I must learn her secret!

Back to the sister's reunion.

QUEEN CELESTIA

Will you accept my friendship, sister?

Selena looks up at Celestia, uncertain. The 6 ponies lean in from where they stand, absolutely riveted!!! Pinkie leans so far, she falls! Thump!

Selena looks up, slowly. Then, like a light bulb goin off...

ZZZ-ZZZAPPP!

PRINCESS SELENA

I'm so sorry!! I missed you so, big sister!

She leaps forward onto Celestia in a pony embrace! Selena holds on tight, her eyes closed tight with guilt and relief! Reverse angle: Celestia smiles warmly, a little tear runs down her cheek.

QUEEN CELESTIA

I've missed you too!

HOOOONNNKKK!!!! The sweet moment is cut by the sound of a nose blowing!! Cut to the ponies watching, Pinkie Pie snorts into a hanky, inconsolably weeping!!!

PINKIE PIE

<Sniff sniff> Don't you just love happy endings!!!!

Rainbow rolls her eyes.

RAINBOW DASH

(under breath)

Sappy, silly, sissy stuff....

Applejack once more slaps Rainbow on the back of the head!

APPLEJACK

Shhhh!

While Rainbow rubs her head, the 6 friends look on smiling.

We truck out on the whole scene. Everybody's happy, the sun is shining, birds sing, it's all glorious and stuff!!

PINKIE PIE (V.O.)

Hey! You know what this calls
for...?

CUT TO:

PONYVILLE CENTRAL PARK - DAY

PINKIE PIE (V.O.)

....A PARTY!!!!!!!!!!

She blows a party horn. Hoooonkk!! When she leaves the screen, she reveals the town square of Ponyville and a rendition of the theme song begins to play...

SONG

My Little Pony, My Little Pony...

Leafy, flowered garlands are draped everywhere, ponies run through the streets with ribbons in their tails and flowers in their hair, baby ponies run around a maypole, petals fall from the sky like confetti. It looks a little like a Ren Fair. A banner hung on the town hall reads "Summer Sun Celebration." A happy pegasus flies up and underlines "Sun."

As the music continues, we move into a montage.

-In the sky, we see the Queens royal coach/chariot, being pulled by a team of several Pegasus Guard. The Queen and Princess Selena stand side by side in it, their long beautiful manes flowing behind them.

-Rainbow and Fluttershy fly beside them. They fly over to reveal Twilight, Applejack, Rarity and Pinkie being escorted in royal chariots as well.

-They land in the square, greeted by the ponies of Ponyville. The ponies cheer for their heroes!

-Spike emerges from the crowd. Twilight leaps and runs to greet him. He jumps up and hugs her neck super tight. She smiles wide!

-The Queen steps down from her chariot to greet her happy subjects, who rush her like a celebrity. She greets them with a warm smile. She steps aside for...

-Selena, looking uncertain. But several baby pegasus fly up to her and put flowered garlands around her neck. Selena smiles and steps into the happily forgiving crowd.

The lyrics in the song pause, the music fades to the back for a moment. We close on Twilight enjoying watching the jubilee, but suddenly she looks sad.

FLUTTERSHY

Twilight, what's wrong?

SPIKE

You helped save all of Equestria!

RAINBOW DASH

You're a hero now!

TWILIGHT TWINKLE

I know it's just that....

The other 5 ponies join her, concerned.

VOICE

Why so glum my faithful student?

Reveal the Queen standing by. She was listening.

QUEEN CELESTIA

Are you not happy that your quest is complete and you can return to your studies in Canterlot?

TWILIGHT TWINKLE

That's just it. Just when I learn how wonderful it is to have friends, I have to leave them.

The 5 friends sink in disappointment. So does Spike.

QUEEN CELESTIA

Well, my faithful student, you are just that, a student. You have a duty to tend to your education.

TWILIGHT TWINKLE

(hanging head, sullen)

I know.

QUEEN CELESTIA

I have very important things I need
my most talented student to study.

TWILIGHT TWINKLE

I know.

QUEEN CELESTIA

Things like.... the Magic of
Friendship.

TWILIGHT TWINKLE

I kno---- what?

The Queen leans in towards Twilight in a very motherly
fashion.

QUEEN CELESTIA

Friendship is an amazing and
powerful thing. Who knows what it
is that makes somepony more than an
acquaintance, more than a neighbor,
more than just somepony you know.
It's magic and it is in you.

Cut to a shot of the Queen standing over Twilight in all her
regal, stately (and official, I might add) glory!

QUEEN CELESTIA (CONT'D)

I, Queen Celestia, hereby decree,
that the unicorn Twilight Twinkle,
shall take on a new mission for
Equestria.

Twilight looks up at her slightly confused.

QUEEN CELESTIA (CONT'D)

She must continue to study the
Magic of Friendship and she must
report to me her findings....

Twilight is in disbelief. Her friends look on in
anticipation....

QUEEN CELESTIA (CONT'D)

...from her new home in Ponyville!!

Twilight's eyes light up! The ponies tackle her with a pony
hug!!!

TWILIGHT TWINKLE

Oh thank you Queen Celestia! I'll
study harder than ever before!

The six friends huddle together and rejoice. As we watch them, the song comes back up....

SONG

My Little Pony My Little Pony...

We truck out on the jubilant scene as the song finishes. Just as it does we hear...

PINKIE PIE

This calls for another party!!

CUT TO BLACK:

THE END.