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Final Script 08/15/17

My Little Pony: The Movie

Cast Report

<u>Character</u>	<u>Total Dialogues</u>
CAPPER	49
CAPTAIN CELAENO	19
GRUBBER	29
PRINCESS SKYSTAR	39
QUEEN NOVO	18
SONGBIRD SERENADE	9
STORM KING	32
TEMPEST SHADOW	62
PRINCESS TWILIGHT	116
APPLEJACK	37
FLUTTERSHY	24
PINKIE PIE	85
RAINBOW DASH	52
RARITY	41
SPIKE	31
PRINCESS CADANCE	3
PRINCESS CELESTIA	6
PRINCESS LUNA	4
APPLE FAMILY	3
BALD VENDOR	2
BARREL VENDOR	1
BIG MAC	1
BIRD VENDOR #1	2
BIRD VENDOR #2	1
BODYGUARD #1	1
BODYGUARD #2	1
BOYLE	8
BULK BICEPS	1
CODE RED	2
FANPONY #1	1
FANPONY #2	1
FIRST MATE MULLET	7
GIANT VENDOR	6
HORN VENDOR	1
LITTLE FILLY #1	1
LITTLE FILLY #2	1
LIX SPITTLE	3
LIZARD VENDOR	2
LONG-NECKED VENDOR	3
PARTY FAVOR	1

WONDERBOLTS	1
SQUABBLE	1
STORM CREATURE	2
VERKO	4
VILLAGERS	2

SONGS:

WE GOT THIS TOGETHER

Performed by Princess Twilight Sparkle, Pinkie Pie, Fluttershy, Rainbow Dash, Applejack, Rarity, Granny Smith, Applebloom, Big Mac

I'M THE FRIEND YOU NEED

Performed by Capper

TIME TO BE AWESOME

Performed by Captain Celaeno, Rainbow Dash, Applejack, Pinkie Pie, Fluttershy, Rarity, Spike, Boyle, First Mate Mullet, Lix Spittle

ONE SMALL THING

Performed by Princess Skystar, Pinkie Pie, Fluttershy, Rainbow Dash, Applejack, Rarity

OPEN UP YOUR EYES

Performed by Tempest Shadow

RAINBOW

Performed by Songbird Serenade

SEQ. 010: CANTERLOT INTRO - REEL 1

EXT. CANTERLOT - MORNING SKY

A single spark twinkles and traces along what is revealed to be the title:

MY LITTLE PONY THE MOVIE

The title moves up and away as we pan down from a starry sky to sun and clouds. A single pegasus flies into frame.

OPENING SONG: WE GOT THE BEAT

CHORUS (V.O.)

HEY HEY HEY

SEE THE PONIES TROTTIN' DOWN THE
STREET
EQUESTRIA IS WHERE THEY WANNA MEET
THEY ALL KNOW WHERE THEY WANNA GO
AND THEY'RE TROTTIN' IN TIME
AND THEY'RE TROTTIN', YEAH

THEY GOT THE BEAT
THEY GOT THE BEAT
THEY GOT THE BEAT
YEAH, THEY GOT THE BEAT

GO-GO MUSIC REALLY MAKES US DANCE
DO THE PONY PUTS US IN A TRANCE
DO THE WATUSI JUST GIVE US A CHANCE
THAT'S WHEN WE FALL IN LINE

'CAUSE
WE GOT THE BEAT
WE GOT THE BEAT
WE GOT THE BEAT
YEAH, WE GOT IT!

More pegasi join in as the opening song continues to play. The camera follows the flying pegasi in a grand sweeping shot, introducing Canterlot.

We see ponies arriving over land and over bridges, and even more ponies in the main square, prepping for the Friendship Festival.

Other ponies excitedly bustle about on various levels as the size and scope of the festival is revealed.

A little dragon, SPIKE, rushes through the crowd, his hands full of papers.

SPIKE

(grunts of exertion)

Excuse me! Dragon on the move!
Important Princess Documents coming
through!

Spike rushes past several tourist ponies. We overhear bits and pieces of their conversations.

FANPONY #1

Wow! Everypony from Manehattan to
Saddle Arabia is here!

FANPONY #2

I know, filly - we almost couldn't
book a stable!

Spike carries his papers past a bouncy castle with GIGGLING FILLIES as two pegasi fillies fly past into the sky.

LITTLE FILLY #1

Princess Twilight must have her
hooves full with this giant
festival!

LITTLE FILLY #2

Are you kidding?! She's smart and
organized and cool under pressure,
there's nothing she can't handle!

Camera pans up - towards an ornate, magnificent CASTLE... pushing towards a colorful stained glass window -- the image of a regal PRINCESS. We move through the stained glass... settling on:

SEQ. 015: PRINCESS PRESSURE - REEL 1

INT. CANTERLOT CASTLE FOYER

The real PRINCESS TWILIGHT SPARKLE - in the same regal pose as her stained glass: wings outstretched, and her horn GLOWING with magic.

TWILIGHT

Ohmmm. Ohmmm... my goodness I
can't handle this!

She breaks her meditative stance and starts pacing, trying to calm herself outside a set of giant fancy doors.

TWILIGHT (CONT'D)

Ooo, nothing is working!!

(then)

I just have to get it together.
Just go in there. And ask. This is
YOUR Friendship Festival.

She looks up at the stained glass windows above.

TWILIGHT (CONT'D)

Everypony's happiness rests in your
hooves! Oohhh.

Twilight puts her face in her hooves. SPIKE hustles in with
the scrolls and papers.

SPIKE

OK, Twilight. Got all your charts
and graphs!

TWILIGHT

Oh, thank goodness you're here,
Spike! I'm just so nervous about
this meeting!

SPIKE

Wha'chu talkin' about?

TWILIGHT

(sighs)

I'm about to ask the three most
royal princesses of Equestria for a
HUGE favor! What if they reject
me?!

SPIKE

(reassuring)

It'll be fine! Just remember the
most important thing!

TWILIGHT

(crazy smile, eye
twitching)

Smile??!!!

SPIKE

Uh. No - you're a princess, too!

TWILIGHT

(through her smile)

Right.

She nods, TAKES A DEEP BREATH, turns, and uses her horn magic
to open a set of imposing doors.

INT. CANTERLOT THRONE ROOM

TWILIGHT

Good morning Princesses!

Twilight enters into the large, regal throne room, Spike following close behind with his paperwork.

TWILIGHT (CONT'D)

Thank you all for seeing me. I have an idea that I think will make our Friendship Festival the most wonderful celebration Equestria has ever seen!

Reveal Twilight is addressing three alicorns: PRINCESS CELESTIA, who raises the sun, PRINCESS LUNA, who raises the moon, and PRINCESS CADANCE, ruler of the Crystal Empire.

CELESTIA

Yes, Twilight, we are very excited.

CADANCE

Ponies have been arriving from all over all morning!

LUNA

I'd like to think it's to see us, but Songbird Serenade *might* be the bigger attraction.

TWILIGHT

Yes, she is the "mane event" -- and to make it extra special, I could use your help!
(turns to)
Spike?

On cue, Spike HUMS a little fanfare and pulls out a GIANT DRAWING BOARD covered in schematics, to which Twilight now refers.

TWILIGHT (CONT'D)

Songbird Serenade's performance is not scheduled to start until *after* you begin the sunset, and based on my precise calculation, to get the very best lighting for the stage...

She uses her horn magic to draw on the whiteboard with a marker, sketching as she talks.

TWILIGHT (CONT'D)

(to Celestia)

Princess Celestia, I was hoping you could make sure the sun stays about 28.1 degrees to the south.

(to Luna)

And Princess Luna, if you could raise the moon 62 degrees to the north at the same time, it would reflect the sunlight on the other side and really frame the entire stage perfectly!

The Princesses are dumbstruck. Luna starts to speak, but Twilight cuts her off.

LUNA

I...

TWILIGHT (O.S.)

(interrupting)

But wait -- there's more!

Back on Twilight:

TWILIGHT (CONT'D)

(raising a pointer)

Cadance, if you could use your crystal magic to create an aurora above the stage, the sun AND the moon will shine through it and create a truly amazing light show!

Spike has a smiling Songbird Serenade stick puppet that he moves happily back and forth on top of the board as he tosses confetti.

SPIKE

(like a show announcer)

Presenting: Songbird Serenade!

Yah, yah yah, Woo ho --

(he stumbles and falls)

Whooooaaaa!! Oof!

Spike tries to cover his gaff with a pained flourish.

SPIKE (CONT'D)

(weakly)

Ta-da...

Twilight sheepishly hides the fallen dragon with her outstretched wings, as she looks expectantly at the Princesses. Beat.

LUNA

So, you're saying you want us to move the sun and the moon... for the party?

TWILIGHT

Well, I'd do it myself except I don't have your magic! <SNORT>

Celestia steps forward with Luna and Cadance, their horns glowing in succession.

CELESTIA

Twilight, each of us uses our powers to serve Equestria in our own way.

(raising Twilight's chin with her hoof)

You are the Princess of Friendship. You already have all the magic you need.

TWILIGHT

So... that'd be a no?

Twilight deflates a little. Spike forces a big grin...

RAINBOW DASH (O.S.)

YES!

CUT TO:

SEQ. 020: MEET THE MANE 6 - REEL 1

EXT. CANTERLOT - STAGE - MOMENTS LATER

RAINBOW DASH, the Mane 6 pony who represents LOYALTY, flies above, kicking away clouds.

RAINBOW DASH

Skies cleared and ready for the festival!

A large amphitheater with a stage is revealed.

PINKIE PIE, who represents LAUGHTER, blows up a balloon caricature of fan-favorite DISCORD.

The large balloon caricature springs a leak and takes off like a rocket.

PINKIE PIE

WHOA!!

Pinkie tries to chase it down.

PINKIE PIE (CONT'D)

Heads-up, Fluttershy! OUT OF
CONTROL BALLOON!!

FLUTTERSHY, who represents KINDNESS, is on stage with a BIRD chorus. One of them is ANGEL BUNNY in costume, clearly not happy about it. The Balloon whistles past Fluttershy and her birds, who sing off-key and scatter, flustered. Fluttershy tries to calm down a little scared chick.

FLUTTERSHY

(flustered, looking after
Pinkie)

Oh! I don't think it's the balloon
that's out of control, Pinkie Pie.

Cowboy hat wearing APPLEJACK, who represents HONESTY, pulls up with a wagon full of apple cider, casually ducking as Pinkie, now hanging on to the flying balloon, whizzes past, SCREAMING.

APPLEJACK

Hey y'all! Anypony up for some
free samples of my family's apple
cider?

Rainbow Dash perks up and leaves a rainbow trail as she flies in and grabs a free drink.

RAINBOW DASH (O.S.)

Thank you!

Just as quickly, she leaves an empty mug behind as she zooms by again.

RAINBOW DASH (O.S.) (CONT'D)

Loved it!

RARITY, resident drama queen and fashionista who represents GENEROSITY, is meticulously using her horn magic to bedazzle a curtain with gems. She HUMS to herself as she places a gem. Applejack approaches her.

APPLEJACK

Wow, Rarity, that's a fine job
you're doing there. 'Course it
might not get done 'til AFTER the
concert!

Angle on: the long, un-bedazzled curtain waiting for Rarity's touch.

RARITY

Applejack, darling, anypony can do "fine." Twilight asked me, so clearly, she's going for fabulous. And fabulous takes time.

Rainbow Dash drops in, in front of Rarity.

RAINBOW DASH

Fabulous takes FOREVER. But awesome-

Rainbow Dash grabs the ribbons and gems and whizzes around the stage, also enveloping Fluttershy along the way.

FLUTTERSHY

(muffled)

WHO-OA!

RAINBOW DASH

-- can get done in four seconds flat! Faster if I do my Sonic Rainboom!

Angle on: Curtain. Gems are attached haphazardly all around the stage. Nowhere near as precise as what Rarity was doing.

RARITY

Ahh! No, no, no no! Don't you DARE, Rainbow Dash! It looks wretched enough already.

RAINBOW DASH

Oh, come on, it's fine.

RARITY

IF you were raised in a barn.
(clears throat)
No offense, Applejack.

As Applejack talks and pours cider, Rainbow Dash flies in, downing each cup.

APPLEJACK

None taken. 'Specially since I wasn't raised in a barn. My family just happens to have a barn. Where I was born. And spent most of my formative years...

Applejack cocks her head, realizing she was raised in a barn. Rainbow Dash zooms through again, and her last empty cider mug does a spin.

RAINBOW DASH (O.S.)
Raised in a barn!

Twilight and Spike approach, Twilight engrossed in her checklist, which she has levitating in front of her, along with a quill pen at the ready.

TWILIGHT
(panicked)
Okay, just two hundred and eighteen things left to do and we're ready!

ALL
Hey Twilight...

RARITY
Hello Spike.

SPIKE
(flustered)
Uh, hi Rarity.

APPLEJACK
How'd it go with the other princesses? They like your idea?

Pinkie Pie bounces by, chasing the balloon in the background.

PINKIE PIE
I bet they loved it!!

TWILIGHT
(sighs)
Not exactly. They think I can make today perfect without their magic.

She makes a worried "not sure I can do it" face.

RARITY
And they are absolutely right, darling! This festival is your brilliant idea, and we know you're up to the task.

TWILIGHT
But what if I'm not? What if Songbird Serenade hates the stage? Or nopony makes a new friend?! And if I fail at the festival, then who am I!?!?

Pinkie bounces in.

PINKIE PIE
Twilight... look at me.

Pinkie takes Twilight's face in her hooves. Stares into her eyes.

PINKIE PIE (CONT'D)
This, will be the biggest
celebration Equestria has ever
seen! As the Princess of
Friendship, you CANNOT fail. This
day will DEFINE who you are! The
pressure is INTENSE! It's almost
too much for any single pony to
handle! AHHH!

Nearby ponies REACT, startled by Pinkie's yell.

PINKIE PIE (CONT'D)
(brightening; joining the
others)
But you have us! So stop worrying!

Twilight's POV: Fluttershy's ribbon and gem slide off her, a nearby balloon pops as Rarity adjusts one of the gems on the stage, Rainbow Dash BURPS - loudly, and Spike eats the gem that fell off Fluttershy.

SEQ. 025: WE GOT THIS: SONG #1 - REEL 1

Applejack hoists Twilight up to join the group, and dusts her off.

APPLEJACK
IT'S TIME TO SHOW 'EM WHAT YOU'VE
GOT

RARITY
IT'S TIME TO GO AND GET THINGS DONE

FLUTTERSHY
BUT YOU DON'T HAVE TO DO IT ON YOUR
OWN...

PINKIE PIE
'CAUSE YOU'VE GOT FRIENDS RIGHT
HERE TO MAKE IT FUN

MANE 5
WE GOT THIS, YOU GOT THIS
WE GOT THIS TOGETHER

RAINBOW DASH

SOMETIMES THE PRESSURE GETS YOU
DOWN AND THE CLOUDS ARE DARK AND
GREY
JUST KICK 'EM OFF AND LET THE SUN
SHINE THROUGH
AND SCARY AS IT SEEMS, MORE HELP IS
ON THE WAY CUZ FRIENDS HAVE FRIENDS
THAT WANT TO HELP OUT TOO

RD & WONDERBOLTS

WE GOT THIS, YOU GOT THIS
WE GOT THIS TOGETHER

CHOIR/CROWD

IT'S THE FESTIVAL OF FRIENDSHIP
AND WE CAN GET IT DONE
A FESTIVAL THAT THEY WON'T FORGET
A PARTY TO BE PROUD OF
A DAY OF GAMES AND FUN
JUST YOU WAIT AND SEE
A MAGIC DAY IN PERFECT HARMONY

FLUTTERSHY

(TO BIRD)
YOU GOT THIS
(BIRDS WHISTLE; TOGETHER)
WE GOT THIS TOGETHER!

APPLEJACK

WITH FRIENDS AND FAMILY YOU ARE
NEVER ALONE
IF YOU NEED HELP WE'VE GOT YOUR
BACK
YOU CAN BE HONEST LET YOUR PROBLEMS
BE KNOWN

APPLE FAMILY

'CAUSE YOU GOT US
TO PICK UP THE SLACK

APPLE FAMILY (CONT'D)

WE GOT THIS

BIG MAC

EYUP!

APPLE FAMILY

WE GOT THIS TOGETHER

RARITY

PAY ATTENTION TO THE DETAILS
EVERY GEM EVEN SPACED MAKE THE
COLORS PERFECT

SPIKE
TAKING ONE OR TWO TO TASTE

RARITY
INSIDE AND OUT BEAUTIFUL
THROUGHOUT
GENEROSITY IS WHAT WE'RE ALL ABOUT

SPIKE
(MOUTH FULL OF GEMS)
WE GOT THIS

RARITY
YOU GOT THIS

RARITY & SPIKE
WE GOT THIS TOGETHER

TWILIGHT
TODAY NEEDS TO BE PERFECT
IT ALL COMES DOWN TO ME
I DON'T KNOW IF I'M READY
FOR ALL THE THINGS THEY NEED ME TO
BE.
I AM THE PRINCESS OF FRIENDSHIP BUT
THAT IS MORE THAN JUST A CROWN
IT'S A PROMISE TO BRING PONIES
TOGETHER AND NEVER LET ANY PONY
DOWN

PINKIE PIE
WE'VE GOT AN AWFUL LOT TO BAKE
EACH PONY NEEDS A PIECE OF CAKE
OH, WAIT! THERE'S SOMETHING BETTER
- WE CAN DO
WE'RE GONNA NEED SOME MORE SUPPLIES
TO MAKE A REALLY BIG SURPRISE
SHE'LL BE SO SHOCKED - SHE'S SURE
TO LOVE IT TOO
YOU GOT THIS
WE GOT THIS TOGETHER

ALL
IT'S THE FESTIVAL OF FRIENDSHIP
TOGETHER WE ARE ONE, A DAY WE WILL
NEVER FORGET
AND NOW EVERYTHING IS READY
SO WHEN THE DAY IS DONE,

RAINBOW DASH
THE WEATHER

APPLEJACK
THE BANQUET

RARITY
THE STYLE

FLUTTERSHY
AND MUSIC

ALL
ALL WILL BE IN PERFECT HARMONY!

As they sing, a ridiculously large party cannon comes up behind them.

HUGE PARTY CANNON EXPLOSION

Pinkie's cannon SHOOTS five layers of globular cake.

Before she can even react -- SPLAT! Twilight gets buried in layers of cake, covered in frosting. She YELPS with each layer, and GROANS as the cake "goop" puddles around her. The crowd GASPS loudly.

TWILIGHT
Pinkie!

A single candle lands atop Twilight's horn, the wick still burning.

PINKIE PIE
Oopsie! Guess my easy bake confetti cake cannon needs a little bit more fine tuning.

Twilight blows out the candle on her horn and GROANS just as SONGBIRD SERENADE approaches with her body guards.

The crowd GASPS and REACTS in AWE.

CODE RED
(whispers)
Songbird Serenade! Is it really her? It is, it is!

The two body guards sport sunglasses, cool outfits and headsets. The festival crowd parts, making way for them.

The crowd REACTS in awe as Songbird Serenade looks around.

SONGBIRD SERENADE
Hiya! I'm looking for the pony in charge?

PHOTO FINISH pops in and gets some quick flash photos. Songbird nonchalantly strikes poses with each flash.

SONGBIRD SERENADE (CONT'D)

I need to set up for my sound
check.

TWILIGHT

(nervously)

Songbird Serenade? Um, I was just
going to check on you -- I'm
Princess Twilight. And sorry about
the mess. I'm usually not so --

Twilight gestures and accidentally gets some cake batter on
SONGBIRD. The crowd GASPS.

PONY WALLA (O.S.)

How embarrassing!

SONGBIRD SERENADE

Caked in... cake?

TWILIGHT

(embarrassed)

Heh heh.

Songbird's bodyguards confer on their headsets.

BODYGUARD #1

You have visual on buttercream?

BODYGUARD #2

Visual confirmed, go for clean-up.

He steps forward, and quickly flicks of the offending batter.

SEQ. 030: TEMPEST INVADES FESTIVAL - REEL 2

EXT. GRAND PAVILION - CONTINUOUS

A MASSIVE DARK CLOUD fills the sky over Canterlot, casting
deep shadows over the festival grounds as thunder RUMBLES.

The crowd GASPS and everyone looks skyward with concern.

TWILIGHT

(mortified)

Storm clouds?! I ordered perfect
weather! Rainbow Dash?!

RAINBOW DASH

(defensive)

Uh, I... don't think those are
storm clouds!

The ponies look on as, from the dark clouds -- a STRANGE FLYING SHIP emerges!

The ponies look on, curious and anxious.

PINKIE PIE
(enthusiastic)
Ooh! I bet those are the clowns I ordered!

ALARMS sound as the ship descends on Canterlot. When it docks, it breaks flagpoles -- and crushes a nearby clown booth.

PINKIE PIE (CONT'D)
You are definitely not the clowns I ordered.

ON THE SHIP a gangway lowers, crushing an errant BALLOON ANIMAL from that crushed clown booth. From the crowd, PARTY FAVOR runs in and REACTS.

PARTY FAVOR
Brian - no!

A small silhouette appears in the doorway. The small figure QUICKLY walks down the gangway, GRUNTING and holding a BOX, as the ponies watch.

From their balcony high above, Princesses Celestia, Luna and Cadance notice what is starting to unfold, and look on with concern.

The small figure lowers the box, revealing himself: GRUBBER, a small, portly creature.

The box pops open and unfolds into a MEGAPHONE with a LARGE SPEAKER. Grubber picks up a microphone, then addresses the crowd.

GRUBBER
(clears throat)
Ponies of Equestria... We come on behalf of the fearsome, the powerful, the almighty...

Above, on the airship, large STORM KING BANNERS unfurl.

GRUBBER (O.S.) (CONT'D)
...Storm King!!

The crowd WHISPERS and FRETTS as they take in the display. The ponies are concerned; Twilight and Spike exchange a glance.

GRUBBER (CONT'D)

And now, to deliver the evil, evil
message: put your hooves together
for COMMANDER TEMPEST!!

Grubber steps aside and gestures up to the skiff. At the top of the gangway, a figure in body armor, TEMPEST, emerges. A dark scarlet colored pony with a broken horn on top of her head and a scar across her face, she is a striking figure to behold. The crowd, including our Mane 6, GASP in shock.

TWILIGHT

Is that a... unicorn?

SPIKE

I think so, but what happened to
her horn?

Princesses Celestia, Luna and Cadance SWOOP down, WINGS
OUTSTRETCHED. Celestia, always the politician, addresses
Tempest.

CELESTIA

Tempest, is it? How may we help
you?

TEMPEST

(dripping with sarcasm)
Ah, I'm so glad you asked.
(more darkly)
How about we start with your
complete and total surrender.

Celestia, Luna and Cadance form a protective line in front of
the crowd of ponies. The crowd murmurs nervously.

Twilight steps forward to join the other Princesses.

TWILIGHT

Hi there, Princess of Friendship.
Not exactly sure what's going on,
but I know we can talk things out.

Tempest looks at Twilight. Then at Celestia, Luna and
Cadance. She starts down the gangway.

TEMPEST

Oh goodie. All four princesses.
Here's the deal, ladies, I need
your magic. Give it up nicely,
please, or we make it difficult.
For everyone.

Luna throws Tempest some serious shade.

LUNA

And why should we cower before you?
There's one of you, and hundreds of
us.

Tempest grins as large STORM CREATURES appear in the doorway behind her.

TEMPEST

(chuckles)

I was hoping you'd choose...
difficult.

The ponies look on in horror, GASPING, as suddenly - more airships appear on the horizon! STORM CREATURES jump out of them and halo drop onto the courtyard. Ponies start running and SCREAMING, frantic and terrified, as the Storm Creatures terrorize them.

The princesses are distracted, and Tempest uses the panic to her advantage. She quickly pulls out an ORB and ninja kicks it towards the Princesses!

Celestia GASPS and REACTS as the orb flies towards her. Cadance springs into action. She jumps in front of Celestia and uses her magic to create a SHIELD against the attack.

The glowing orb slams into the magic shield with a flash of green.

CADANCE

AHH!!

The orb's magic dissolves the shield quickly without slowing down. Cadance lifts a hoof as she begins to turn to STONE!

Twilight GASPS as Cadance struggles.

The stone spreads quickly, overwhelming her. Celestia looks on in horror.

CELESTIA

Cadance!

CADANCE

(struggling)

I can't stop it!

The magic overtakes Cadance, turning her to stone, as Tempest runs towards the remaining princesses.

Celestia looks back at Cadance, she is now COMPLETELY STONIFIED. She turns to Luna as Tempest charges towards her.

CELESTIA

Luna, quick! Go south! Beyond the badlands! Seek help from the Queen of the Hippo--

Before she can finish, Tempest ninja kicks another ORB at Celestia! It explodes in a burst of GREEN MAGIC.

Celestia SCREAMS and freezes, turning completely to stone. Luna GASPS and takes in Celestia's last words.

Luna blasts her magic at nearby STORM CREATURES, then leaps into the air. She doesn't get far as she's hit in the wing by another magic orb and falls, also transforming into stone!

Just before Luna crashes into the ground, she is enveloped by magic and suspended above the ground.

Twilight has used her MAGIC to catch stonified Luna before impact.

TWILIGHT

(struggling)

LUNA!

Tempest LAUGHS, seizing the perfect moment to strike. She leaps into the air as Twilight is distracted, letting loose her last orb!

Twilight turns and GASPS, frozen, as the orb flies directly at her!

RAINBOW DASH (O.S.)

Twilight!

The orb explodes just as a rainbow streak WHOOSHES through the shot, and the orb's green smoke fills the frame.

Tempest walks calmly through the scrambling ponies and warriors, ready to claim victory over the final Princess.

TEMPEST

(chuckling)

Easy as pie.

GRUBBER

(whispers gleefully)

Oh I love pie.

The magic smoke dissipates...

GRUBBER (O.S.) (CONT'D)

Oh, you TOTALLY got the last princess!

-- revealing NOT Twilight -- but MUFFINS in a party hat!
Stonified when trying to protect Twilight.

Muffins' party hat falls from her stonified head.

TEMPEST
(seething, horn sparking)
That's not the Princess.

Tempest sees TWILIGHT'S CROWN by Muffins' stonified hooves.

TEMPEST (CONT'D)
(to Grubber)
Grubber! Get. Her. NOW!

Grubber PANICS momentarily, then takes off to find Twilight.

GRUBBER
GUYS, WE GOTTA GET THE PRINCESS!!

Tempest CRUSHES Twilight's crown with an armored hoof.

SEQ. 035: WATERFALL - REEL 2

APPLEJACK
Over here y'all!

Rainbow Dash leads Twilight past the Storm Creatures, away from Tempest and the chaos towards the other friends nearby.

RAINBOW DASH
C'mon!

They all rush onto a bridge that overlooks a giant waterfall. Only they're trapped from both sides!

Twilight FIRES a magic beam in defense, only it reflects off a Storm Guard's shield - back onto the Mane 6 and Spike - exploding bridge beneath them and sending them all FALLING into the water!

They STRUGGLE in the water and SCREAM as they get swept over the waterfall.

SEQ. 037: CAN'T SWIM - REEL 2

MOMENTS LATER -- Grubber and two Storm Guards peer over the waterfall.

GRUBBER
Which one of you guys are going down there?

The Storm Guards GRUNT in response. It's a LONG way down.

GRUBBER (CONT'D)

(sighs)

I would, but I just had a hearty meal and I will sink and I WILL side cramp. I'm very big boned, I sink quick.

Grubber and the guards turn and head away from the waterfall. The camera pans down the waterfall as we:

DISSOLVE TO:

SEQ. 040: WHAT DO WE DO NOW? - REEL 2

EXT. VALLEY BELOW CANTERLOT - MOMENTS LATER

Applejack's hat flows downstream, then Applejack grabs it from the water. She puts it on, and turns to her friends.

APPLEJACK

Everypony OK?

RARITY

I think my bottom's on backward.

PINKIE PIE

We just got our cupcakes handed to us by the worst party crasher ever!

RAINBOW DASH

We gotta go back there and fight!

SPIKE

You saw the size of those goons!
You seriously wanna go BACK?!

APPLEJACK

(worried)

So now what? We can't hide here forever, and let's be honest, we can't go back - look what they did do the princesses. We've got to keep them from Twilight.

The camera pushes in on Twilight, whose back is to her friends, thinking. Suddenly, she remembers something.

TWILIGHT

The queen...

PINKIE PIE

Yeah, the Queen! Uh, what queen?

TWILIGHT

Celestia told Luna to find the Queen of the... Hippos.

(determined)

Luna can't, so I have to.

RAINBOW DASH

Uh, hippos?? Seriously?

PINKIE PIE

I've heard they're surprisingly graceful for their size! But they're always hungry.

SPIKE

(scared)

Hungry?

APPLEJACK

Hippos?

Fluttershy and Rarity exchange a look. Twilight looks down stream.

TWILIGHT

They're somewhere South... past the badlands.

FLUTTERSHY

(nervous)

That means we'll have to... leave Equestria!

RARITY

(even worse)

I'm not even packed!

Twilight regards her frightened friends. A moment of doubt flits across her eyes.

TWILIGHT

I understand you're scared. And nopony else has to go.

(gathering courage)

But I have to find this Queen. She might be our only hope.

Twilight tries to keep it together. She's clearly not okay, but with no choice, she turns to go.

The others regard each other for a moment, then --

RAINBOW DASH

(grins)

Well, you're not getting ALL the glory. We're in this together.

APPLEJACK

We got yer back!

PINKIE PIE

Indeedy!

RARITY

I am ready to save Equestria!

FLUTTERSHY

(softly)

Yay!

Spike enters, joining the group.

SPIKE

We're all behind you, Twilight!

PINKIE PIE

Let's go find this Hippo!

Pinkie starts to BOUNCE in the wrong direction.

SPIKE

(pointing)

Uh... south?

Pinkie GIGGLES and enthusiastically changes course, BOUNCING off ahead of them.

Twilight watches her with a bit of concern, SILENTLY hoping they do indeed "got this." The friends all head south, with Pinkie Pie in the lead.

PINKIE PIE

Boingy boingy boingy boingy boingy!
Anypony up for a game of "I SPY?"

The friends GROAN.

PINKIE PIE (CONT'D)

No really, come on! I Spy, with my little eye, something that is orange.

(pause)

No takers? It's you, Applejack!

Pinkie Pie LAUGHS as the friends continue south.

CUT TO:

SEQ. 050: SPELL CALL - REEL 2

EXT. CANTERLOT COURTYARD - LATER THAT DAY

STORM GUARDS herd frightened, shackled ponies. One of them cuts a bunch of balloons that float to the sky, revealing:

EXT. THRONE ROOM BALCONY

Tempest, on the balcony, looks down at Canterlot. She turns away and heads into the throne room.

TEMPEST

All this power, wasted on parties.

INT. CANTERLOT THRONE ROOM - CONTINUOUS

Tempest stares at her horn, reflected in a stonified Celestia.

TEMPEST

When there are far greater uses.

Tempest hears an offscreen sound - a familiar "cell phone" ring. She turns to see A STORM CREATURE holding a bottle that PULSATES LIGHT.

TEMPEST (CONT'D)

(annoyed)

Well, answer it!

The Storm Creature pours the liquid into a large bowl. It creates a portal which reveals THE STORM KING, a beast with wide horns. He looks frightening, dangerous, until:

STORM KING

Where am I supposed to be looking.

I never understand how this spell works! TEMPEST!

TEMPEST

(patient)

Over here, Your Excellency.

STORM KING

Where?!

TEMPEST

Over here.

STORM KING

Huh?!

TEMPEST

No, no, right. Look right.

STORM KING

My right?

TEMPEST

Yep.

The Storm King sees her. He waves a gnarled wooden staff with a crystal embedded at her.

STORM KING

Oh, there you are. Here's the deal. I'm in the middle of a BIG re-brand here. "The Storm King" is tracking well, as "intensely intimidating." But you know what? I need to back it up. You know what I need to back it up with? A STORM! That would be great! You promised me magic that could control the elements, and right now I'm holding a what - a branch, a twig. Blehh!

TEMPEST

That would be The Staff of Sacanas, Your Excellency, and it will channel the magic of the four rulers of this land. You'll soon have the power of a hundred armies.

STORM KING (CONT'D)

(listening to Tempest)
Mm Hmm. Mm Hmmmmm.

STORM KING (CONT'D)

So that would be a YES on you locking down the four pegacornicuses or whatever you call them?

TEMPEST

Give me three days. I'll have everything ready for your arrival.

STORM KING

(ominous)

Remember Tempest, only I have the power to make you whole.

(MORE)

STORM KING (CONT'D)

Make this twig work, and you'll get your reward. Fail me, and your horn won't be the only thing that's broken.

TEMPEST

It won't be a problem.

STORM KING

(upbeat)

Great! I'm ready to power up, crash and bash, and be the biggest baddest bugaloooo....

The spell call glitches and fades out, revealing GRUBBER on the other side of the large bowl.

GRUBBER

(shrugging)

Sorry. Bad spell service. You want me to call him back?

TEMPEST

Do you have the princess?

Grubber squirms under her expectant gaze.

GRUBBER

Well... uh... funny story. It kinda seems like she... she might have, like, you know... got away. A little bit.

Grubber pauses to read Tempest's reaction.

GRUBBER (CONT'D)

I know you're disappointed, but I got one word for you. Spongecake.

He quickly offers up a huge slice of cake. Tempest's horn CRACKLES - then ZAPS -- scorching him and turning his cake into a deep fried sponge cake. Grubber YELPS.

TEMPEST

I need all FOUR for the staff to work.

Grubber gulps down the sizzled cake.

A wide shot reveals the three stonified princesses have been arranged in three of four open spots on the floor. One is still empty, where Twilight should be, and Tempest gestures to it.

GRUBBER

Hey -- I know. I want the Storm King to fix that crazy horn as badly as you do!

(observes it)

It's looks like a crackly chipped tooth, on the top of your head! And you know you don't look good in hats.

Her horn CRACKLES, aimed above Grubber. He WINCES.

TEMPEST

That princess is not going to keep me from getting my horn back.

(then)

Prepare my ship.

Grubber YELPS and runs out to do her bidding.

TEMPEST (CONT'D)

(calmer; to herself)

Please. How far can one little pony get on her own.

SMASH CUT TO:

SEQ. 060: DESERT ROAD - REEL 2

A BARREN DESERT --

In the foreground, there is some kind of animal skull, out of which emerges a large desert beetle which scuttles off.

The camera pans to reveal footsteps over the arid terrain. The Mane 6 and Spike walk over a desert ridge, EXHAUSTED as they slowly trek forward.

RARITY

(raspy, gasping for breath)

There's sand in my... everything...

Pinkie's cheerful demeanor is replaced by DELIRIUM.

PINKIE PIE

(delirious)

Saving Equestria!

She LAUGHS a crazy laugh, picking up a nearby blanched skull.

PINKIE PIE (CONT'D)

Oh look! Maybe this guy knows
which way to go!

A tiny bug crawls out of the skull and scuttles across
Pinkie's eyeballs, as she "listens" to the skull.

PINKIE PIE (CONT'D)

What's that, friend? We're lost?!
(tosses skull)
Ha ha ha ha... ha ha ha ha...

Pinkie Pie's laughter turns to dry COUGHING and she GIGGLES,
then collapses and deflates like a balloon, exhausted.

Spike drops to his knees.

SPIKE

(dried up; coughing)
We could be going in circles!
Endless sand. Nothing for miles but
sand... and this rock... and this
cactus... and this road.

The cactus is stuck in Spike's butt. He gestures to a road,
then collapses, sizzling a bit, face down on the hot road.

SPIKE (CONT'D)

(hoarse)
This road.

TWILIGHT

(perking up)
Hnh? A road? Where there's a
road, there's a...

Twilight GASPS. They crest a hill, revealing a town in the
distance.

APPLEJACK

Whoa!

RAINBOW DASH

Cool!

RARITY (O.S.)

What is that?

Pinkie Pie bounces up, excited - and instantly recovered.

PINKIE PIE

(perky)
OOOOO! A city! We are DOING IT,
YOU GUYS!

Rarity, looking ragged, perks up immediately.

RARITY

(excited)

You know what they say -- where
there's a city, there's a SPA!

RAINBOW DASH

(skeptical)

WHO says that?

A green bird flies past the friends, as they head on the
road, towards the city.

APPLEJACK

In case you forgot, we're on a
mission to save Equestria.

RARITY

I can multi-task.

CUT TO:

SEQ. 070: KLUGETOWN - MEET CAPPER - REEL 2

EXT. KLUGETOWN - DAY

The same green bird flies close to camera - only to be
lassoed and yanked out of frame. A couple of strange
creatures cage the bird to sell it.

BIRD VENDOR #1

Don't worry, little one, we'll let
you go!

BIRD VENDOR #2

To the highest bidder!

They share a sinister CACKLE.

BIRD VENDOR #1

(laughing)

Nice!

As he CHUCKLES, the vendor's right suspender snaps - he
catches his pants just in time before they fall off.

The friends gingerly move through the imposing town, trying
not to get underfoot of the large, scary inhabitants.

A vendor selling horns eyes them.

HORN VENDOR
(to Twilight)
Oooooh! Hey, you with the horn!
You selling?

Fluttershy looks sympathetically at some caged birds, then cringes in fear as they SQUAWK loudly at her.

The ponies hurry on, passing other scary townsfolk and vendors stalls. One vendor loads barrels onto his cart.

TWILIGHT
(friendly)
Hi there!

The barrel vendor is startled and fumbles, dropping barrels on the ground.

TWILIGHT (CONT'D)
Oh, I'm sorry... here, let me help
you with that!

Twilight uses her MAGIC to neatly reload his barrel cart --
-- and the ungrateful vendor chases the ponies away.

BARREL VENDOR
Hey, no magic around my
merchandise!

An Alley Cat, CAPPER (charming scambler, in a once-fancy coat), enjoying a drink at a nearby stall, takes notice of them.

CAPPER
(intrigued)
Hmm, very interesting...

ON THE PONIES - as they make their way further into town in a tight huddle.

TWILIGHT
OK, we just gotta stick together.
Be careful who you talk to, and try
to blend in.

PINKIE PIE (O.S.)
CAN I HAVE YOUR ATTENTION
PLEEEEEAAAASE!

Twilight looks up -- oh no. What NOW Pinkie?! She GROANS.

EXT. MARKET SQUARE - CONTINUOUS

ON PINKIE -- yelling out at the passers by while standing in the middle of the market square.

PINKIE PIE (CONT'D)
CAN ANYPONY TAKE US TO THE QUEEN OF
THE HIPPOS??

GIANT VENDOR
You want something - you gotta give
somethin'!

PINKIE PIE
(leaping up into his arms)
Well, how about a big warm hug from
a grateful pony friend?

The Giant Vendor drops her and leaves. No takers. Pinkie pulls SUPER random things out of her mane. She boings through the crowd.

PINKIE PIE (CONT'D)
(pulling)
How about this comb that I've never
used? A picture of my sister Maud?

One of the villagers scoffs. His breath is VERY pungent.

PINKIE PIE (CONT'D)
This BREATH mint??!

She offers it directly to the nearby villager.

PINKIE PIE (CONT'D)
Seriously buddy. Help me help you!

The creature GROWLS at Pinkie, who swoons from his horrid breath. Twilight and the others rush to her side, Twilight pulling her away from the creature.

TWILIGHT
(through gritted teeth)
Pinkie -- you can't just take off,
and you don't need to announce to
EVERY...

PINKIE PIE
(interrupting)
RELAX Twilight, I've totally got
this.

LIZARD VENDOR
How much for the giant gecko?

SPIKE
(offended)
Who you callin' a gecko?

TWILIGHT
Uh, Spike isn't for sale.

BALD VENDOR
I WANT THAT fancy purple HAIR! I'll
give you TWO Storm Bucks for it!

RARITY
(indignant)
TWO Storm Bucks?! It's worth more
than that.

Twilight and Pinkie throw her a look - really?

The creatures erupt with bids -- for the ponies -- in a feverish pitch, coming CLOSER to the frightened friends. CAPPER looks on from the shadows, with interest.

BALD VENDOR (V.O.)
GIMME THAT PINK ONE!

GIANT VENDOR (V.O.)
I'LL TAKE THAT BLUE ONE!

LONG-NECKED VENDOR (V.O.)
NO, I WANT THE BLUE ONE!

LIZARD VENDOR
I need that lizard!

LONG-NECKED VENDOR (V.O.)
I'll take the picture of your
sister!

The crowd starts to converge - quickly - on the ponies and Spike.

VILLAGER (V.O.)
I want all seven for my collection!

Suddenly -- Capper leaps between them and the ponies.

CAPPER
Back up everyone! BACK. IT. UP!
Y'all in some serious danger! Now
you didn't touch any of them, did
you?

The Vendors freeze.

CAPPER (CONT'D)

Just look at all those colors - you think that's natural?

(leans in)

They're infected with pastelus coloritis!!

GASP from the crowd.

APPLEJACK

(defensive)

Now you listen here, fella, there ain't --

Capper covers Applejack's mouth with his tail.

CAPPER

Don't worry, don't worry -- as long as you're not covered in purple splotches, you'll be fine.

He stealthily FLICKS purple liquid onto an unsuspecting vendor.

CAPPER (CONT'D)

Uh oh.

GIANT VENDOR

(panicked)

What do I do?!

CAPPER

Enjoy your last moments. And don't touch anyone.

(grimaces)

Because parts will fall off.

The Vendor YELPS, covering his "parts."

GIANT VENDOR (V.O.)

Me parts!!

The entire crowd erupts in fear, scattering.

CAPPER

(smooth)

Well, all right.

Capper turns to the ponies, purring triumphantly.

RAINBOW DASH

You. Are. Awesome!!!!

CAPPER

Mmm-hmm.

RARITY

And quite charming.

Rarity GIGGLES. Spike SCOFFS, jealous of her interest.

SPIKE

(disdain, unimpressed)

Huh.

CAPPER

Capper's the name. Charming's my game.

He BOWS to the ponies, and turns to lead them.

SEQ. 080: I'M THE FRIEND YOU NEED: SONG #2 - REEL 2

CAPPER

So, to the hippos then?

Pinkie Pie boings after Capper, GIGGLING cheerfully. Twilight quickly flies over and lands in between them.

TWILIGHT

(to Pinkie)

I don't know if we should trust him.

PINKIE PIE

We could definitely use a friend out here.

Capper lowers Twilight's wing with a carefully placed claw.

CAPPER

You know what? Little Cotton Candy Hair is right. And if I do say so myself...

CAPPER (CONT'D)

(singing)

THIS TOWN IS NOT A NICE PLACE
FOR LITTLE FILLIES ALL ALONE
THERE ARE LOTS OF TWISTS AND
CORNERS
THAT COULD LEAD TO THE UNKNOWN

LET ME GUIDE YOUR WAY
AND I'LL BE SURE TO HELP YOU
THROUGH

(MORE)

CAPPER (CONT'D)

YOU COULD REALLY USE A FRIEND OUT
HERE
AND LUCKILY FOR YOU...

CAPPER (CONT'D)

(CHORUS)

I'M THE FRIEND THAT YOU NEED
WHEN YOU'RE LOST AND DON'T KNOW
WHAT TO DO
I'M YOUR PAL, YOUR AMIGO
USEFUL AND RESOURCEFUL TOO!
AND MY HELP, YOU'LL CONCEDE
IS A PLUS GUARANTEED

YOU CAN CALL AND I'LL COME RUNNING
JUST FOLLOW MY LEAD
CUZ I'M THE FRIEND YOU NEED!!

VILLAGERS

HE'S A FRIEND
QUITE A FRIEND
HE'S A FRIEND INDEED

CAPPER

(VERSE)

YOU NEED A BUD TO SPOT THE DANGER
A PAL TO STOP THE CREEP
A CHUM AND NOT A STRANGER TO ASSIST
YOU NEED A BRO WHO IS CUNNING
THAT CAN HELP YOU TAKE THE LEAP
A FRIEND WHO KNOWS WHAT'S LYING IN
THE MIST

(TO FLUTTERSHY)

DON'T FEAR THESE DARKENED ALLEYS
THEY'RE SCARY YES I KNOW
WHY YOU COULD USE A FRIEND
TO PROTECT YOU WHEREVER YOU GO

(TO RARITY)

AND SUCH A DAZZLING BEAUTY
COVERED IN DIRT AND MUCK
BUT NOW YOUR FATE IS CHANGING
NOW YOU ARE IN LUCK

CAPPER (CONT'D)

(CHORUS)

CUZ I'M THE FRIEND THAT YOU NEED
WHEN YOU'RE LOST AND DON'T KNOW
WHAT TO DO
I'M YOUR PAL, YOUR AMIGO
LOOKING OUT FOR FRIENDS LIKE YOU!
AND MY HELP, YOU'LL CONCEDE
IS A PLUS GUARANTEED
JUST CALL AND I'LL COME RUNNING
WE'LL SAY IT'S AGREED...

CAPPER (CONT'D)
(to a guy in the shadows;
hands off a note)
Here. Tell Verko my place. Twenty
minutes. I've got something that
will "magically" erase ALL my debt.

He rejoins the ponies.

CAPPER (CONT'D)
CUZ I'M THE FRIEND YOU NEEEEEEED!

PONIES
HE'S A FRIEND

RARITY
(spoken)
QUITE A FRIEND

PONIES
HE'S A FRIEND INDEED

EXT. ALLEYWAY - CAPPER'S LAIR

Capper ushers the ponies onto a huge moving gear that brings them up to the doorstep of his home as the SONG ENDS.

Twilight is still uncertain, but she is swept along before she can change her mind.

CUT TO:

SEQ. 085: CAPPER'S MANOR, PART 1 - REEL 2

INT. CAPPER'S LAIR - MOMENTS LATER

The ponies take in Capper's abode in wonder -- beautiful colored glass bottles dangle from the ceiling, a charming mish-mash of furniture, baubles and books. Hints of a grander life Capper covets in his little hole in the wall.

CAPPER
Welcome, my little ponies, to my
little Manor!

The friends REACT with a bit of awe and wonder.

RARITY (O.S.)
(intrigued)
Ooh, sort of a... Roco-hobo-
Bohemian-hodgepodge.

CAPPER (O.S.)
Apologies for the state of my
litterbox, I wasn't expecting
guests!

PINKIE PIE
Oooh, so many fun breakables!

They explore their new surroundings.

The friends CHAT and GIGGLE as Twilight, meanwhile, scans the
room, her eyes lighting on -- A BOOKSHELF!

CAPPER (O.S.)
Y'all sure y'all want the Hippos?

PINKIE PIE (O.S.)
Yessiree! The QUEEN of the Hippos!

CAPPER (O.S.)
Not like the queen of lions, or the
tigers, or the bears...?

FLUTTERSHY (O.S.)
Oh my!

ON TWILIGHT - investigating the items on the bookshelf. A
single volume draws her attention - an ATLAS!

TWILIGHT
Huh...?

CUT TO:

SEQ. 090: TEMPEST ARRIVES KLUGETOWN - REEL 2

EXT. KLUGETOWN - STREET

ON THE INSIDES OF A DARK BARREL -

Opened by a Storm Creature, looking for the ponies, who then
moves through wary, frightened townscreatures, ransacking the
stalls.

LONG-NECKED VENDOR
(panicked)
Please, PLEASE, I don't know
anything!!

Tempest silently scans the market as Grubber follows, eating
a caramel apple.

GRUBBER

You really think the ponies got
this far?

She SNIFFS and SPOTS a PINK strand of pony hair stuck on the
side of a wooden stall.

TEMPEST

(confident)

Oh, they're here.

She addresses the townspeople.

TEMPEST (CONT'D)

Attention! A little purple pony
passed this way. Tell me where she
is --

GRUBBER

Or somethin' real bad's gonna
happen.

The Giant Vendor STEPS in front of Tempest. Grubber shrinks
back.

GIANT VENDOR

You think we're gonna fall for this
again? I don't know what kinda
scam you're workin' with Capper and
the rest of your friends, but --

TEMPEST

Friends?

Her eyes narrow.

GIANT VENDOR

Poison or no poison -- you're gonna
pay.

He makes a MOVE towards her -- only she easily FLIPS the
Giant Vendor! WHAM! He goes down HARD.

GRUBBER

(amused)

Oh, Fishman just got dropped!

Tempest STEPS on the Giant Vendor, and leans in.

TEMPEST

Now, about this Capper...

The Giant Vendor trembles in fright as Tempest's horn sparks.

DISSOLVE TO:

SEQ. 100: CAPPER'S MANOR, PART 2 - REEL 3

INT. CAPPER'S LAIR - LATER

The friends LAUGH as Capper lounges with the other ponies and Spike (except for Twilight). They are clearly quite comfortable together.

CAPPER

(laughs)

Stop playin' me! A Sonic Rainboom?
That's not a real thing! Is that a
real thing?

RAINBOW DASH

I'll show ya!

Rainbow Dash gets up and starts to move.

CAPPER

No no no - I don't need you sonic
rainbooming up in my place, thank
you very much.

Cappers gets up, only to feel his coat sleeve tugged.

CAPPER (CONT'D)

Whoa, hey, hold up now.

With her horn magic, Rarity levitates a needle and thread, and quickly mends a tear in the cuff of Capper's coat.

CAPPER (CONT'D)

Whoa.

She then levitates two shiny buttons and attaches them to the front of his coat.

RARITY

Here you go! I do apologize. If we
were back home, I could have done
something truly fabulous.

CAPPER

(suspicious)

Okay. What's the catch?

RARITY

Nothing! After all that you've done
for us?

(smiles warmly)

Consider it a thank you.

CAPPER

(surprised he feels bad)

Oh, uh, don't thank me. Really.

Capper nods uneasily, clearly uncomfortable.

TWILIGHT (O.S.)

Guys!

Offscreen - Twilight makes a discovery.

TWILIGHT (CONT'D)

We've been looking for the wrong
Queen!

Twilight levitates a map with her horn magic and places it on
the table. The others join her.

TWILIGHT (CONT'D)

We don't need the Queen of the
Hippos -- we need the Queen of the
hippoGRIFFS! Part Pony, part
Eagle.

Twilight points to a mountain and a pictograph of Hippogriffs
on the map.

CAPPER

(scrambling)

Oh! Oh, the HippoGRIFFS? Now the
trouble with that is, no one
knows... where they are.

TWILIGHT

(pointing to the map)

Says here they're on the top of Mt.
Aris.

PINKIE PIE

You mean the mountain right outside
the window?

She POINTS. Through the window, the Mt. Aris from the map is
visible in the distance.

Twilight gives Capper a disappointed look as he squirms and
LAUGHS uncomfortably.

CAPPER

(uncomfortably)

Objects in windows may be less mountainous than they appear, heh heh heh...

TWILIGHT

(unimpressed)

Let's go, everypony.

She starts for the door, taking the map. Capper GASPS and scrambles to blocks her, leaning up against the door.

CAPPER

Wait! You can't, you can't make it by yourselves! You'd need an airship -- and lucky for you, I can get you a ride!

TWILIGHT

I think we can get there on our own.

She pushes past him, opens the door - to see VERKO, a mole rat-like character with glasses and a top hat.

VERKO

(laughing)

Here's Verko!

Twilight GASPS and steps back, startled.

A cage is visible behind him, and the same little guy who took Capper's note is in the driver's seat.

VERKO (CONT'D)

These ponies better shoot rainbow lasers outta their eyes if they're gonna settle your debt! Brought the big cage. Let's load em up!

Verko gestures grandly as he enters Capper's manor. The ponies GASP. Rarity looks up at Capper.

RARITY

(to Capper, gasping)

You were... you were going to SELL US?!

TWILIGHT

I KNEW IT!

Capper SQUIRMS uncomfortably. Unsure of what to say.

TWILIGHT (CONT'D)

We gotta get out of here!

Offscreen, we hear a familiar confident chuckle. The ponies GASP. TEMPEST, horn crackling, appears in the open doorway.

TEMPEST

Silly little ponies.

TWILIGHT

Tempest!

Spike startles back. Fluttershy, terrified, hides under a lampshade. Tempest enters, taking her time, with Grubber following.

TEMPEST

(laughing smugly)

Trusting strangers? Big mistake.
Big.

GRUBBER

Huge!

Verko takes notice of Tempest, and steps in front of her.

ON TEMPEST AND VERKO--

VERKO

(grabs Tempest's cheeks)

Hoo Hoo my goodness! Well look at
you! With your scary broken horn
and scowly eyes... What tricks do
you know, my little pony wony?!

Tempest's broken horn glows angrily. His eyes widen just before she ZAPS him! Verko shakes and sizzles with the force of the ZAP.

VERKO (CONT'D)

(singled, coughs)

... not bad.

He drops with a THUMP, revealing -- Twilight, levitating the map by the open window, the other ponies already outside on the blades of the windmill!

TWILIGHT

Go, go!

With one last look at Tempest, Twilight flies out to join her friends.

TEMPEST

(furious)

Get her - now!!!

Her guards head to the window as Grubber shakes his fist.

GRUBBER

You gonna be scared now, ponies!

CUT TO:

SEQ. 110: CHASE - REEL 3

EXT. KLUGETOWN - WINDMILL

The ponies cling to the windmill as it turns, the flyers pushing it to move them along.

Suddenly, the windmill stops turning and starts to go backwards! The flyers look back to see what's happening - a STORM GUARD is pulling on the blades to bring them back!

Without hesitating, Twilight and Rainbow Dash push back against him, forcing the windmill the other way and moving the ponies further away from danger!

The GEARS behind the windmill CREAK and GROAN against the strain of the pushing in opposite directions.

Twilight and Rainbow Dash STRUGGLE when suddenly, the windmill gives way! The blade that the Storm Guard was pushing on breaks off, and then the entire wheel separates from the building and careens away, cartwheeling through the town with the SCREAMING ponies still clinging to a blade!

APPLEJACK

(with each windmill
bounce)

I'M... GONNA... BE... SICK!!

The wheel bounces through town until it finally crashes a set of scaffolding. The ponies leap away just in time and run along the crumbling scaffolding towards safety, making the leap into a nearby building just in time.

CUT TO:

SEQ. 120: AIRPORT TOWN - REEL 3

EXT. AIRPORT DOCKS - CONTINUOUS

Twilight, ponies and Spike emerge below the port.

Twilight sees a delivery ship above, preparing to cast off, moving slowly away from the dock.

TWILIGHT

We have to get there, to the docks!

They all head up towards the port and run along the dock towards the ship.

They gallop towards the end of the dock, chasing the ship.

TWILIGHT (CONT'D)

Hurry!

RAINBOW DASH flies out ahead, GRABBING the end of the mooring rope with her teeth. Holding it taut, the others TIGHT ROPE WALK over the chasm toward the ship.

FLUTTERSHY flies as APPLEJACK pushes RARITY across, followed by a hesitant SPIKE.

APPLEJACK

(to Rarity)

That's it - don't look down now!

As Spike creeps along the rope slowly and carefully, PINKIE PIE leaps onto the rope!

PINKIE PIE

YAY!!

The jolt causes Spike to lose his footing and stumble, clinging to the rope as they both fall!

Rainbow Dash dives, regaining control of the rope and Spike, then shoots upward toward the ship. Pinkie Pie continues to plummet!

Running behind, Twilight sees Pinkie fall. She leaps off the dock after her friend.

TWILIGHT

Pinkie!!!

As the ship pulls away from the dock, Twilight dives straight down after a SCREAMING Pinkie and swoops her up at the very last second.

Following the airship, Twilight STRAINS to carry Pinkie to the deck.

They both crash-land on the deck, Twilight winded, Pinkie excited as always.

PINKIE PIE
(excited)
Best. Escape. Plan... EVER!!

Twilight looks back at Pinkie, incredulous.

TWILIGHT
WHAT?!

Pinkie grins happily at the incredulous Twilight. Before Twilight can continue, they're suddenly lassoed and yanked off-screen.

REVEAL: Applejack at the other end of the rope.

SPIKE
Shhh.

Spike gestures to some shadowy figures on the other side of their hiding place -- two of the ship's crew. Spike and the ponies are obscured by some crates. The two crew members are in silhouette, very close by.

BOYLE
Did you hear something?

SQUABBLE
<SQUAWK!>

BOYLE
Yeah, probably just the rats. If we find 'em, we'll eat 'em.

Rarity REACTS with disgust--

RARITY
(whispering)
Rats?!

-- as we...

CUT TO:

SEQ. 125: CAPPER MISDIRECT - REEL 3

EXT. DOCKS - CONTINUOUS

Tempest's Guards throw CAPPER to the ground, next to her skiff. Tempest leans into Capper, her horn sparking.

TEMPEST

Now, where are they going?

Capper gets up and dusts himself off.

CAPPER

(collecting himself)

Okay! No need for violence! Uh,
they're headed...

Capper glances at a button on his coat that Rarity mended.
Makes a decision.

CAPPER (CONT'D)

They're headed east. Yeah to, to
Black Skull Island.

Tempest and Grubber exchange a glance. Capper, ever smooth,
turns to exit.

CAPPER (CONT'D)

So, uh, glad I could be of service
to His Majesty the Storm King.
I'll just be on my way --

The Guards block his way, GROWLING. Capper STARTLES.

TEMPEST

-- when I get my princess. Until
then, your fate is still... up in
the air.

Tempest walks off, leaving Grubber behind.

GRUBBER

(chuckling)

Oh, you're gonna go in the skiff,
which is a boat, specifically, a
air boat!

Grubber LAUGHS menacingly as he follows Tempest. The Guards
push Capper onto Tempest's skiff, behind her and Grubber, who
chats as they enter the skiff.

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

We make a great team. I love it
how you said his fate is up in the
air and then I said, "you're GONNA
be in the air in the air boat..."

CUT TO:

SEQ. 130: MEET THE PIRATES - REEL 3

EXT. PIRATE AIRSHIP

A foghorn sounds and a bell clangs as the ship traverses the sky.

EXT. PIRATE AIRSHIP - DECK

The crew moves boxes on board, and the ponies are still in their hiding place. Applejack and Rainbow Dash spy a couple of PARROT WORKERS dressed in simple blue uniforms. One of them BURPS and scratches his rear. Rainbow Dash REACTS with disgust.

APPLEJACK

(whispers)

What do ya think, Twilight, should we just... ask 'em to take us?

Twilight, who was staring at her map, turns to her friends. She is at a loss.

TWILIGHT

(whispering; nervous)

The last time we trusted somepony, he tried to sell us!

Suddenly, their hiding place opens up, shining light on the ponies. They all GASP and freeze as a crate lifts up, exposing them.

BOYLE (O.S.)

Hey guys...

They look up to see -- a parrot crewman, BOYLE (strong, big, with a prosthetic claw) holding the crate.

BOYLE (O.S.) (CONT'D)

...come check this out!

FIRST MATE MULLET who wears an eye patch, leans in, followed by LIX SPITTLE, who sports a fake tail.

FIRST MATE MULLET

Looks like a pack of stowaways.

LIX SPITTLE

What are we s'posed to do with 'em?

SQUABBLE, a parrot with a prosthetic beak, SQUAWKS and pokes his head in too.

ON THE PONIES-

BOYLE (O.S.)
I think we tie 'em up!

Applejack REACTS.

LIX SPITTLE (O.S.)
Nah - we clip their wings!

Rainbow Dash REACTS.

FIRST MATE MULLET (O.S.)
Nah, we SCAR 'em...

Rarity REACTS.

FIRST MATE MULLET (O.S.) (CONT'D)
...emotionally!

Fluttershy REACTS with a WHIMPER.

FIRST MATE MULLET (CONT'D)
Wait, wait, wait, wait...

Fluttershy's eyes widen. Then, First Mate Mullet turns to someone offscreen.

FIRST MATE MULLET (CONT'D)
What say the book, Captain Celaeno?

CAPTAIN CELAENO approaches, ominously. She has a peg leg, and a book under her arm with the Storm King's logo on the cover. She opens it.

CAPTAIN CELAENO
Storm King's rulebook says...

The tension is palpable. She finds what she's looking for.

CAPTAIN CELAENO (CONT'D)
(to crew; ominous)
Throw them overboard.

The ponies REACT as First Mate Mullet lowers a gang plank. Captain Celaeno and the other parrots reach toward them and the ponies brace themselves for a struggle, when - A LOUD WHISTLE BLOWS.

CAPTAIN CELAENO (CONT'D)
(yelling)
All right, that's lunch!!

SMASH CUT TO:

SEQ. 137: PONIES AND PIRATES DO LUNCH - REEL 3

EXT. PIRATE AIRSHIP - DAY

PLOP! A scoop of GRUEL hits Twilight's plate.

TWILIGHT
(confused)
What?!

She looks around the mess hall, where the parrots sit at a long table, calmly eating alongside the confused ponies.

RAINBOW DASH
(incredulous)
Whoa whoa whoa -- so, you were
about to toss us overboard and you
stopped for a lunch break?!

Twilight gives her a look.

BOYLE
Storm King only allows one break a
day for meals. Then it's back to
hauling goods.

SPIKE
So you're delivery guys?

CAPTAIN CELAENO
And gals. These uniforms aren't
exactly doing us any favors...

Twilight levitates her map, gesturing to it.

TWILIGHT
(hopeful)
Then, can you DELIVER us to Mt.
Aris?

The Captain waves the rule book.

CAPTAIN CELAENO
Sorry. We do what The Storm King
orders, or we suffer his wrath.

Twilight deflates, disappointed.

TWILIGHT
Right, still going overboard.

LIX SPITTLE
Eh, it's nothing personal. Pudding?

Rarity perks up--

RARITY
There's pudding?!

-- then grimaces and GROANS as Lix plops a plate full of the same gruel in front of her.

RAINBOW DASH
You weren't ALWAYS delivery birds,
were you? What about BEFORE the
Storm King??

CAPTAIN CELAENO
Yeah, we used to be much more
adventurous.

She lifts a STORM KING poster - revealing a PIRATE skull and cross bones symbol underneath!

PINKIE PIE (O.S.)
Ooh! I met that guy in the desert!

RAINBOW DASH
(perking up)
Whoa... you used to be pirates?!

FIRST MATE MULLET
Uh, we prefer the term,
"Swashbuckling Treasure Hunters."

RAINBOW DASH
So, pirates.

Squabble SQUAWKS his agreement.

RAINBOW DASH (CONT'D)
You birds have a choice to make.
You can let some cloven-hoofed
Storm King tell you how to live
your lives, or...

She rips down the poster that covers the pirate flag.

RAINBOW DASH (CONT'D)
-- you can be awesome again.

TWILIGHT
Rainbow Dash, this really isn't a
good time for a...

Rainbow LEAPS onto the table as the MUSIC STARTS...

SEQ. 140: IT'S TIME TO BE AWESOME: SONG #3 - REEL 3

RAINBOW DASH
I KNOW THE WORLD CAN GET YOU DOWN

TWILIGHT
(facepalming)
... song.

RAINBOW DASH
THINGS DON'T WORK OUT QUITE THE WAY
THAT YOU THOUGHT
FEELING LIKE ALL YOUR BEST DAYS ARE
DONE
YOUR FEARS AND DOUBTS ARE ALL
YOU'VE GOT
BUT THERE'S A LIGHT, SHINING DEEP
INSIDE
BENEATH THOSE FEARS AND DOUBTS SO
JUST SQUASH 'EM
AND LET IT SHINE FOR ALL THE WORLD
TO SEE
THAT IT IS TIME, YEAH, TIME TO BE
AWESOME

CHORUS
AH, AH AH, AH, AWESOME! IT'S TIME
TO BE SO AWESOME!
AH, AH AH, AH, AWESOME! IT'S TIME
TO BE SO AWESOME!

CAPTAIN CELAENO
YOU'VE NO IDEA HOW HARD IT'S BEEN
THIS DULL ROUTINE WE'VE BEEN FORCED
TO DO

RAINBOW DASH
DON'T LET THEM ROB YOU OF WHO YOU
ARE
BE AWESOME IT'S ALL UP TO YOU

CAPTAIN CELAENO
I FEEL THE LIGHT, STIRRING DEEP
INSIDE
IT'S LIKE A TALE STILL YET TO BE
TOLD

CAPTAIN & PONIES
AND NOW IT'S TIME
TO BREAK THE SHACKLES FREE
AND START LIVING LIKE THE BRAVE AND
THE BOLD

CHORUS AND LEADS

IT'S TIME TO BE AWESOME!
LET LOOSE, BE TRUE - SO AWESOME!
IT'S TIME TO BE AWESOME!
GO BIG, BE YOU - SO AWESOME!

PIRATES

(MULLET) WE USED TO SOAR THROUGH
THE CLOUDS IN THE SKIES
(LIX) ELABORATE SCHEMES WE WOULD
LOVE TO DEVISE
(BOYLE) WE RESCUED OUR TREASURE AND
STORED IT AWAY
(CAPTN) SAVING THOSE GEMSTONES FOR
A RAINY DAY!

ALL

WE SEE THAT LIGHT FILLING UP OUR
SKIES
(RD) SO TAKE THE STORM KING'S
ORDERS AND TOSS 'EM
'CUZ IT'S THE TIME TO LET OUR
COLORS FLY
(CAPTN) HEY SCALLYWAGS, IT'S TIME
TO BE AWESOME
HEY
HEY
HEY
HEY

CAPTAIN CELAENO

Come on, let's show these little
ponies how it's done!

The pirates heave on the ropes and the airship's colorful sails unfurl. The ponies and Spike "Ooh" and "Aaah" as the pirates beam with pride.

RAINBOW DASH

(enthusiastic)
Awesome! I knew you had it in ya!
And now, for the finishing touch!

She soars up into the sky as Pinkie cheers her on.

PINKIE PIE

(chanting)
Rainboom, rainboom, rainboom,
rainboom!

It hits Twilight what the consequences of this might be.

TWILIGHT
(taking off her hat)
NoNoNoNoNo... No!

Too late - with THAT Rainbow Dash soars around and around the ship, gaining speed as she's cheered on by partying ponies and pirates until she's just a rainbow streak in the sky that finally EXPLODES into her signature SONIC RAINBOOM!

RAINBOW DASH
Aw yeah! Ha ha ha, woo!!

It's the Pirates' turn to "Ooh" and "Ahh," --

CAPTAIN CELAENO
Wow!!

-- while Twilight GROANS.

CUT TO:

SEQ. 145: TEMPEST SEES RAINBOOM - REEL 3

EXT. TEMPEST SKIFF - MOMENTS LATER

Grubber, eating as always, STARTLES at the colorful display in the sky, dropping his food.

GRUBBER
Look at that rainbow! Look at that
rainbow! Whoa, that's so cool.

Tempest sees the Rainboom and smiles.

TEMPEST
Yeah - of them to alert us.

She turns to Capper.

TEMPEST (CONT'D)
(to Capper)
Funny though, they don't seem to be
headed to Black Skull Island.

CAPPER
(nervous)
Like, Hah Hah funny, or uh huh...

Tempest takes the controls from Grubber and guns it, sending her skiff barrelling towards--

CUT TO:

EXT. PIRATE SHIP - CONTINUOUS

Rainbow Dash and Captain Celaeno are having a mock sword-fight.

RAINBOW DASH
Yeah!! Ha ha, nice!

Captain Celaeno CHUCKLES, enjoying herself, when an alarm sounds and Squabble SQUAWKS frantically!

The Pirates look to see what Squabble is upset about. Captain Celaeno sees Tempest's skiff speeding towards them.

CAPTAIN CELAENO
Storm guards! Looks like they found you!

TWILIGHT
Tempest!

The captain takes charge of the situation.

CAPTAIN CELAENO
Secure the rigging! Lock down the cargo! Everyone - prepare to be boarded!

FLUTTERSHY
Oh goodness!!!

Boyle ushers the ponies below decks, closing the hatch above them.

RAINBOW DASH
(to Twilight, sheepish)
You think she saw my sonic rainboom?

Twilight gives Rainbow Dash a look.

TWILIGHT
(freaking out)
Are you KIDDING me?!

A huge HARPOON barrels toward the Pirate Airship from Tempest's skiff. It breaks through the hull, sending the Pirates reeling.

Below decks, the ponies pitch with the impact and tumble into a pile.

The HARPOON latches onto the ship and reels the skiff closer as we...

CUT TO:

SEQ. 150: NEAR MISS - REEL 3

EXT. AIRSHIP DECK - CONTINUOUS

Tempest, Grubber and Tempest's two hulking Storm Guards board the ship. Grubber eyes the pirates suspiciously, cake in hand. He takes a bite, chewing loudly.

The pirates look on, wary. Captain Celaeno INHALES SHARPLY.

Tempest approaches them.

TEMPEST

Where is the pony princess?

CAPTAIN CELAENO

Princess?

(checking clipboard)

Princess... Princess...

(then)

Nope. All we're hauling is Storm King merchandise.

Squabble SQUAWKS and PECKS at a STORM KING BOBBLE HEAD toy, bobbling his own head along with it.

Tempest turns to the crew with a steely, confident look.

TEMPEST

(more intimidating)

You do realize that if you were to shelter fugitives, the Storm King would be quite... explosive.

The camera pans along the crew as they watch Tempest anxiously.

Captain Celaeno GULPS audibly.

DOWN BELOW:

TWILIGHT

(whispering, panicked)

We have to get off this ship before they tell Tempest we're here!

RAINBOW DASH

(whispering)

We helped them get their mojo back.
They're not going to give us up!

Uncertain, Twilight glances past Rainbow Dash at the rest of her friends, none of whom are in any state to help the situation: Rarity hyperventilates as Spike comforts her, Fluttershy hides behind a pile of crates, Applejack settles in for a nap, and Pinkie tumbles into the crate in which she was rummaging.

PINKIE PIE

Whoa!

Twilight SIGHS at the perceived uselessness of her friends. She turns and looks around anxiously. She spots some cargo and a lever - smiles. An idea.

TWILIGHT

(determined; to herself)

I've got this.

ABOVE:

Tempest approaches the pirates menacingly, with her two Storm Guards close behind her.

TEMPEST

Now, I'm gonna to count to 3 and if
you don't tell me where they are,
your ship is going down.

The pirates exchange glances as she begins to count.

TEMPEST (CONT'D)

(counting slowly)

1...

DOWN BELOW:

With her magic, Twilight quickly grabs seemingly random objects: a rope, a sheet...

TWILIGHT

(to Rainbow Dash)

Hold this.

RAINBOW DASH

What are you doing?

The ponies gather together as Twilight turns her attention to the lever...

ABOVE:

TEMPEST (O.S.)

2...

Captain Celaeno's eyes narrow, as she wraps her hand slowly around the hilt of her sword.

Grubber, standing on the sidelines, eagerly watches the standoff, cake in hand.

GRUBBER

(gleefully)

Oh this is inteeeeeeense...

The pirates and Tempest and her Guards face off against each other. The tension is palpable...

TEMPEST

3!!

Suddenly, Tempest and the Pirates hear a strange sound coming from below. Tempest turns towards the sound, her eyes on a closed trap door...

TEMPEST (CONT'D)

(dismayed)

What?!

Captain Celaeno breathes a SIGH of relief.

DOWN BELOW:

In the hold, a set of bay doors flap in the wind, wide open.

Beneath them, nothing but sky...

CUT TO:

SEQ. 160: THE FALL - REEL 3

EXT. SKY - CONTINUOUS

Clouds. The ponies and Spike, SCREAMING in fright, come plummeting through them, surrounded by objects from the ship's hold.

RARITY (V.O.)

OH FOR CELESTIA'S SAKE!!!

Pinkie revels in the excitement, her screams morphing into GIGGLES--

PINKIE PIE
WHEEEEE!!!!

-- as Fluttershy covers her eyes with her wings, frozen in fear.

FLUTTERSHY
I can't look!!

Rarity SCREAMS, very unladylike, until she spots a mirror among the falling debris, upon which she composes herself, adjusts her coiffure, and proceeds to scream in a more appealing manner.

Twilight thinks fast and uses her magic to nab the others and corral them into a large open box.

Rainbow Dash catches on and thinks to pitch in, but before she can do anything, Twilight grabs her with her magic and stuffs her in the crate, too.

The others look on as Twilight flits about, grabbing items.

APPLEJACK
What in the hay is she up to?

Twilight uses her magic to pull together a large tarp with ropes, and creates a makeshift balloon that she ties onto the box holding her friends.

She then hops into the box, grabs Spike and gives him a squeeze, causing his fire breath to inflate the makeshift balloon with hot air.

Still, they come perilously close to the top of the trees. The ponies and Spike SCREAM like they're on a roller coaster.

The balloon settles over the treetops, and everyone CHEERS as they stay in the air.

RARITY
(relieved)
Oh, thank goodness!

APPLEJACK
Heeyew! Quick thinkin' Twilight!

TWILIGHT
(triumphant)
Yahoo! Haha!

PINKIE PIE
That was fun! Can we do it again?!

Rainbow Dash gives the box a push in the right direction as Twilight points out a mountain.

RAINBOW DASH

Next stop, Mt. Aris!

TWILIGHT

We're home free!

The ponies CHEER as they see Mt. Aris, clearly visible in the distance. As they move towards the mountain, we see that the makeshift balloon has a giant Storm King face printed on it.

CUT TO:

SEQ. 180: TEMPEST'S FRUSTRATION - REEL 3

EXT. PIRATE SHIP

Storm Guards finish searching the deck. Debris from the search is everywhere. Tempest and her two Guards stand, staring down the fearful Pirate crew and Capper.

Grubber emerges from below deck.

GRUBBER

There's no ponies. But I found this. It's a kind of a cupcake with some sprinkles... oh yeah, and I found this, too.

He holds up the map of Mt. Aris., with a line leading from Klugetown to Mt. Aris. Doodles are also scribbled all over the map, clearly the work of Pinkie Pie.

TEMPEST

(realizing)

Ah.

GRUBBER

Wow. This is a real artist.

Grubber bites into the cupcake as he also looks at the map. Tempest sharply looks up at Capper.

TEMPEST

Looks like they're heading to MOUNT ARIS.

Tempest GLARES at Capper, eyes narrowed, as he attempts to explain.

CAPPER

(stammering, laughing
nervously)

Really? Mt., Mt. Aris?? I didn't,
well that's my mist-- I didn't know
they... Mt. Aris, that's my bad I
didn't-- that my-- I'm sorry, I'm
very very sorry...

Tempest steps closer to Capper and the pirates, her horn
sparking.

TEMPEST

Now, about your betrayal.

Her horn EXPLODES with sparks as she begins to DESTROY the
ship. The Pirates and Capper look in on horror.

Reflected in the water below, chunks of debris fall from the
ship into the sea... the water splashes violently.

SPLASH WIPE TO:

SEQ. 190: HIPPOGRIFF RUINS - REEL 3

EXT. BASE OF MT. ARIS - CONTINUOUS

The splashing water reveals remnants of their makeshift
balloon at the base of the mountain.

The ponies and Spike are all traveling up a very, very long
staircase.

RARITY (V.O.)

We had to crash the balloon at the
BOTTOM of the mountain?!

Rarity has had enough. She collapses on the stairs.

RARITY

(overdramatic)

That's it! I simply. Can not.
Even! I have nothing. The bad
guys have won! I'm so sorry...

RAINBOW DASH

We're almost there!

RARITY

Will you stop saying that!

RAINBOW DASH

No, really - we're actually here!

Rainbow Dash flies up to the top, a short distance away.

EXT. GATES TO HIPPOGRIFFIA

A majestic sight. The Mane 6 and Spike stand before the gates of the city, their faces lighting up.

TWILIGHT

(gasps)

This is it!

PINKIE PIE

Ooooooooo!!

APPLEJACK

Well I'll be! Heh heh.

They walk through the gates.

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

Hippogriffs, here we come!

RARITY (V.O.)

Ah, time to rest my hooves.

EXT. CITY OF HIPPOGRIFFIA

Spike and the ponies make their way down a deserted stone street. They move forward hesitantly, their faces falling, this place isn't quite what they were expecting.

RARITY

(uncertain)

Are we sure this is the right place?

The ponies and Spike look around. Vegetation is overgrown. Dwellings are in disarray, items covered in cobwebs.

APPLEJACK

Hello? Is anypony home?

Suddenly, Pinkie Pie POPS UP in front of Applejack.

PINKIE PIE

No Hippogriffies here.

She cheerfully POPS UP from another location.

PINKIE PIE (CONT'D)

Or here.

She POPS UP in a series of other locations.

PINKIE PIE (CONT'D)

Or here.

(rapid-fire)

Or here. Or here. Or here.

PINKIE PIE (CONT'D)

Wait.

(looks under a small rock)

Nope. This place is em-pty.

TWILIGHT

(confused)

But Celestia. The map... They have
to be here!

The Hippogriffs are nowhere to be found. Spike eyes the ruins
of the city.

SPIKE

Something bad happened here.
Something that turned this whole
place into a ghost town.

FLUTTERSHY

(afraid)

A g-g-ghost town?

Suddenly they hear...

SKYSTAR (O.S.)

(singing)

Ahhhh-aaaahhh-ahhhh.

Fluttershy GASPS in fear! Twilight also GASPS and looks
towards the sound.

TWILIGHT (V.O.)

It's coming from over there.

Twilight leads the way towards...

A CATHEDRAL. Its entrance is blocked by large toppled
stones.

SKYSTAR (O.S.)

(singing; continuous)

Aaaah-aaahh-ahhhh-

SEQ. 195: CANNONBALL! - REEL 3

INT. CATHEDRAL - A MOMENT LATER

Twilight enters a small opening, illuminating the way with her horn magic. Her friends nervously follow, until they find themselves entering a vast interior space.

At the center of the space is a large lotus flower, flanked by ornate carvings of Hippogriff heads with waterfall manes. Within the lotus is a luminescent figure that sways as it SINGS.

SKYSTAR (V.O.)
(singing; continuous)
Aaaah--aaaahh-aaaahh--

The ponies approach to get a better view. Pinkie steps forward first, making some noise as a step crumbles beneath her hoof.

SKYSTAR (V.O.)
(startled; GASPS)
What was that?

The NOISE of the crumbling step startles the figure, who disappears into the water. Pinkie tries to catch up.

PINKIE PIE
Hey! Wait up! CANNONBALL!!!!

Pinkie leaps into the swirling water before Twilight can stop her.

TWILIGHT
PINKIE!!

HUGE splash!

Twilight and the others follow Pinkie into the water. Pinkie pops back up, SPRAYING water out of her mouth.

PINKIE PIE
She's gone!

A noise catches their attention, as Pinkie blows bubbles.

TWILIGHT
Now what?

PINKIE PIE
Huh?

Suddenly, the water starts to swirl, the lotus flower retracts, and the ponies REACT as they are pulled into a WHIRLPOOL!

RAINBOW DASH

Oh boy.

RARITY

(getting sucked towards
the whirlpool, deadpan)

I HATE epic adventures.

The ponies and Spike SCREAM as they get sucked into the whirlpool!

INT. SEA - CONTINUOUS

The friends come SPLASHING down into deep water.

TWILIGHT'S POV: She can't breathe, nor can any of the others. Things get dark and fuzzy. Everything goes black...

CUT TO:

SEQ. 200: SEAPONY ENCOUNTER - REEL 4

INT. SEA - MOMENTS LATER

Twilight inhales deeply. The ponies wear clear bubble helmets. They look around, bewildered. Pinkie approaches Twilight.

PINKIE PIE

(out of breath)

Way to leave it 'til the last
minute, Twilight.

TWILIGHT

(gasping, incredulous)

I didn't make these bubbles...

FLUTTERSHY

Then... who did?

A shadowy figure swims past them, not unlike a shark. The ponies GASP and huddle together in fear.

TWILIGHT

Hello? We're looking for the
Hippogriffs.

A yellow glowing orb approaches them.

SKYSTAR (V.O.)
How do I know I can trust you?

The ponies look on, anxiously.

TWILIGHT
Please! The Storm King invaded our
land and we need their help.

SKYSTAR (V.O.)
The Storm King?!

The yellow glowing orb brightens to reveal its source -
PRINCESS SKYSTAR, a Seapony!

SKYSTAR
I'm so glad I saved you guys! I'm
totally taking you to my mom!!

She grabs Twilight's hoof.

TWILIGHT
Does your mother know where they
are?

SKYSTAR
(singsong; laughs)
She might have an idea...

TWILIGHT
(excited; looking back at
friends)
Hoo hoo!

Princess Skystar swims off with Twilight and the others.

SKYSTAR
We're almost there!

Spike and the Mane 6 follow Skystar deeper to --

EXT. SEA PONY VILLAGE - CONTINUOUS

An underwater wonderland!

The ponies REACT with surprise.

SPIKE
Wow!

They are in awe as they follow Skystar through the water towards an immense castle. As they pass, from a distance other Seaponies stare at them, alarmed at the sight of strangers.

A Seapony mother pulls her child closer as she looks on.

SEQ. 210: MEET QUEEN NOVO - REEL 4

INT. UNDERWATER SEAPONY CASTLE

Princess Skystar eagerly presents her new friends --

SKYSTAR
(squeeing)
MOTHER!!!! Look what I found!

Perched on her throne, flanked by a pair of SEAPONY GUARDS, is QUEEN NOVO. She lounges luxuriously, her eyes closed.

QUEEN NOVO
Is it another shell? Because I am
telling you, if it is another shell
I am--

She stops short as she looks up to see that her daughter is accompanied by the Mane 6 and Spike.

QUEEN NOVO (CONT'D)
(gasps)
Princess Skystar! What have you
done?! You know surface dwellers
are forbidden here!!!
(then)
Guards!

The Guards spring into action, spears at the ready, surrounding the ponies, who GASP. Skystar pops up in front of Queen Novo.

SKYSTAR
No no no - Mom Mom Mom, please! It
is SO not like that! The Storm
King is trying to destroy their
home, too!

TWILIGHT
(pleading)
We need to find the Hippogriffs. Do
you know what happened to them?

Queen Novo swims off her throne, setting them straight.

QUEEN NOVO

Well of course I know. I'm the Queen. I know everything.

SKYSTAR

(can't contain herself)
Ooh, ooh - it's SUCH a good story!!!

QUEEN NOVO

Don't you DARE tell them!

Skystar swims up and activates a bioluminescent panel. She touches it, revealing an image of Mt. Aris surrounded by majestic Hippogriffs, as she launches into the tale.

SKYSTAR

(giggles)
Once Upon A Time, like... a while ago, the Hippogriffs DID live on Mt. Aris.

The ponies GASP.

QUEEN NOVO

(unimpressed)
Did I not say don't tell them? But hey - I'm just the queen, don't mind me.

Skystar rolls her eyes.

SKYSTAR

(sighs)
FINE. I CAN'T tell you.
(leaning in)
But if I COULD tell you, I'd say that that horned beast DID show up to steal their magic...

She touches another panel, revealing an image of the Storm King.

QUEEN NOVO

Seriously?

Another panel Skystar "activates" reveals a majestic Hippogriff Queen -- who looks familiar...

SKYSTAR

But to keep it out of his clutches, their brave and majestic leader, Queen Novo, hid them deep underwater where he could never go.

The last panel reveals the gorgeous underwater village they just swam into, surrounded by beautiful Seaponies.

SKYSTAR (CONT'D)
We are, well, we were, the Hippogriffs! TAH DAH!

The ponies REACT.

SKYSTAR (CONT'D)
(giggles, then whispers)
But... I totally did NOT tell you that.

QUEEN NOVO
(unimpressed)
Well. I guess the pearl is out the oyster now. I am Queen Novo.

ON THE PONIES-

APPLEJACK
Hold on now, let me get this straight. When the Storm King came, you just abandoned your entire city and fled?

Applejack advances toward Queen Novo as she talks; the Seapony Guards stop her.

SKYSTAR
We didn't flee, we swam... you know, in order to flee.

TWILIGHT
But... how?

SKYSTAR
(to Queen Novo)
Oh! Can we show them? These are the first guests we've had in like FOREVER! Canwe canwe canwe canwe canwe canwe ---

Queen Novo considers.

QUEEN NOVO
Well, I suppose I should make sure it still works.

Queen Novo swims above her throne. She swims around large jellyfish, which opens to reveal a LUMINESCENT PEARL. Skystar GIGGLES gleefully. It drops into Queen Novo's fins; she then places one of them upon it.

QUEEN NOVO (V.O.) (CONT'D)
Careful now.

A bright white light emanates from the pearl, sending a magical force SWIRLING AROUND Spike and the Mane 6 and...

...turns them into Sea Ponies!

They each REACT to the transformation.

FLUTTERSHY
Wow!

Rainbow Dash LAUGHS triumphantly.

RARITY
These fins are divine!

RAINBOW DASH
Hey, Applejack! I'll race ya to that coral!

APPLEJACK
You're on!

Rainbow Dash zips off. Applejack follows.

Pinkie Pie uses her fish tail to spin around in the water.

PINKIE PIE
Woo-hoo!
(then)
Try it, Fluttershy.

Fluttershy gives a little wiggle.

FLUTTERSHY
(softly; giggles)
Yay.

SPIKE (O.S.)
Guys. Guys! What is happening?!?

The friends watch as Spike floats upwards, then blows up into a PUFFER FISH! His entire body now consists of his head with fins attached to the sides.

FLUTTERSHY
(giggles)
Aww, so cute!

Fluttershy GIGGLES at Spike, as Twilight swims over to Queen Novo and the pearl, excited.

TWILIGHT

This is amazing! With this, we could transform everypony at home into something POWERFUL enough to face the Storm King's army!

Queen Novo blocks Twilight's view of the pearl.

QUEEN NOVO

Or, it could end up in his greedy claws.

TWILIGHT

But...

QUEEN NOVO

Honey, I'm sorry about your home. I truly am. But my responsibility is to protect MY subjects. The pearl is not going anywhere.

Queen Novo re-secures the magic pearl into the jellyfish above her throne.

TWILIGHT

But we've come all this way!
(another tack)
And you can't just hide down here, trapped forever, there's so much you're missing!

QUEEN NOVO

We are 100 percent okay with that.

A small octopus holding a piece of seaweed swims over and signals the Queen.

QUEEN NOVO (CONT'D)

Yes, Jamal?
(realizing)
Ooh! Time for my seaweed wrap.

Queen Novo SWIMS off--

QUEEN NOVO (CONT'D)

Yes, a massage, too! Mama needs her deep tissue.

-- leaving Twilight and the Ponies at a loss.

SEQ. 212: TWILIGHT SCHEMES - REEL 4

INT. UNDERWATER SEAPONY CASTLE - CONTINUOUS

APPLEJACK

So that's it -- we left home for
nothin'?

Twilight looks at the Pearl of Transformation, then at
Applejack.

SKYSTAR

(great idea)
Ohmigosh, best idea - you can stay
with us... FOREVER!!!

The ponies stare, shocked, forcing awkward grins.

SKYSTAR (CONT'D)

(showing off her
"projects")

There are so many things we can do!
We could make friendship bracelets
out of shells, and picture frames
out of shells, and decorative waste
baskets out of shells. Oh, I have
so many projects that involve
shells. Now I have someone new to
share them with. I mean, aside from
my friends Shelly and Sheldon.

She holds up two sea shell "friends."

SKYSTAR (CONT'D)

Right, Shelly and Sheldon?
(giggling, snorting)
Get it?

Pinkie GIGGLES excitedly.

RARITY

Oh, oh - that sounds lovely,
darling, but you must realize we
can't stay.

APPLEJACK

We've gotta get back to our
families.

Skystar slumps, genuinely crushed.

SKYSTAR

Oh no. Of course. Of course! Of
course you have your own friends
back home. It's fine - it's fine!
(MORE)

SKYSTAR (CONT'D)
(whispering to Shelly and
Sheldon)
Shelly and Sheldon get jealous
anyways.
(trying to be strong)
It's probably for the best. Yeah,
I'll just, um, I'll get Mom to, uh,
turn you back so you can go home.

Sky turns to swim off.

The ponies float in silence. Pinkie looks super bummed.

PINKIE PIE
(to Twilight)
I KNOW we have to go, but you guys
saw how disappointed Princess
Skystar was. Couldn't we stay for
just a LITTLE longer?

APPLEJACK
Pinkie, we just don't have time --

TWILIGHT
Oh no. No, no. Pinkie's right.

The others are surprised.

RAINBOW DASH
Say what now?

TWILIGHT
Well, we still need to come up with
a plan to get back. A few minutes
won't make a huge difference. And
if there's anypony who can cram a
lifetime of fun into a blink of an
eye, it's Pinkie Pie.

Pinkie Pie SQUEES and breaks out into a large grin.

TWILIGHT (CONT'D)
So go ahead and show Skystar the
best time ever!

PINKIE PIE
I won't let you down!

TWILIGHT
(smiling)
I'm counting on it.

Twilight ushers Pinkie and the others offscreen towards Skystar. Twilight hangs back, studying the jellyfish that holds the magic pearl...

SEQ. 215: ONE SMALL THING: SONG #4 - REEL 4

INT. UNDERWATER SEAPONY CASTLE - CONTINUOUS

Skystar is nearby, alone, trying to console herself.

SKYSTAR
(to herself, dejected)
It's probably for the best.

Shelly and Sheldon pop into frame, puppeted by Pinkie Pie, who starts to sing.

PINKIE PIE
(as Shelly and Sheldon)
HEY NOW DON'T BE SAD
I KNOW WE CAN NOT STAY
(now as herself)
BUT WE'VE GOT A COUPLE MINUTES
AND A LITTLE TIME TO PLAY

SKYSTAR
(still sad)
I KNOW YOU HAVE IMPORTANT THINGS
SO IT'S OKAY, JUST GO

PINKIE PIE
BUT WE CAN STILL PICK ONE SMALL
LITTLE THING
TO DO WITH YOU, Y'KNOW!

PINKIE PIE (CONT'D)
ONE SMALL THING
DOESN'T SEEM LIKE A LOT
ONE SMALL THING
WORK WITH THE TIME YOU'VE GOT
SOON ONE SMALL THING BECOMES TWO
AFTER TWO PERHAPS ANOTHER FEW
THEN ONE SMALL THING IS NOT SO
SMALL!
ONE SMALL THING CAN BE
THE BIGGEST THING OF ALL!

SKYSTAR
(much brighter)
ALL RIGHT NOW
SINCE YOU'RE HERE
LET'S SEE WHAT WE CAN DO
(MORE)

SKYSTAR (CONT'D)
SWIM WITH THE FLOW UNTIL YOU GO
TOGETHER ME AND YOU

PINKIE PIE
I'VE GOT NECKLACES FOR EVERYFISH!
SO WHAT ELSE DO YOU GOT?

SKYSTAR
WELL, WE COULD PLAY THE BUBBLEFISH
YOU'LL LIKE THIS ONE A LOT!

SKYSTAR/PINKIE PIE
(chorus)
ONE SMALL THING
IT'S A GOOD PLACE TO START

ALL
JUST ONE SMALL THING

SKYSTAR/PINKIE PIE
ONE SMALL THING
AND WE DON'T SEEM SO FAR APART

ALL
DON'T SEEM APART

FLUTTERSHY/CHORUS
SOON ONE SMALL THING LEADS TO MORE

APPLEJACK/CHORUS
IT'S SO MUCH MORE THAN THERE WAS
BEFORE

SKYSTAR/PINKIE PIE
JUST ONE SMALL THING AND YOU WILL
SEE!
THE START OF SOMETHING BIG FOR YOU
AND ME

PINKIE PIE
(bridge)
ONE SMALL THING

ALL
JUST ONE SMALL THING

SKYSTAR
OR A TALL THING

ALL
JUST ONE TALL THING

FLUTTERSHY
OR A SING THING

ALL
JUST ONE SING-Y THING

RARITY
OR A BLING THING

ALL
JUST ONE BLING-Y THING

APPLEJACK
A CONGA THING

ALL
YEAH A CONGA THING

RAINBOW DASH
OR A LONGAH THING

ALL
JUST A LONGAH THING

PINKIE PIE
A BLUE THING, TRUE THING, YOU THING

ALL
OOO-OOO

SKYSTAR
A WHEE THING, SEA THING, ME THING

ALL
OOOOOOOOO!

PINKIE/SKYSTAR
SO MANY THINGS AND EVERYTHING
UNTIL OUR TIME IS DONE
THERE'S ONE SMALL THING FOR EACH
AND EVERY ONE!!

SKYSTAR
(chorus)
ONE SMALL THING
SO MUCH WE CAN CREATE
YOU AND ME
WE STARTED SOMETHING GREAT
IT'S SO AMAZING LOOK AROUND
AT ALL THE HAPPY SIGHTS AND SOUNDS
ONE SMALL THING, IS BIG IT'S TRUE!
YOU DID ALL THIS FOR US
I JUST WISH THERE WAS ONE SMALL
THING
AN EXTRA-SPECIAL KIND OF THING
THAT WE COULD DO FOR YOU...

ALL
ONE SMALL THING!

Everyone CHEERS and LAUGHS as the song ends, even Queen Novo.

QUEEN NOVO
Well, I guess there is one small
thing we can do...

The ponies light up hopefully, but before Queen Novo can
finish her thought, AN ALARM SOUNDS!

SEAPONY WALLA (O.S.)
The pearl alarm!

SEAPONY WALLA (O.S.) (CONT'D)
Oh no, the pearl alarm!

Everypony GASPS, their expressions falling. Queen Novo and
Skystar exchange a look before they swim up towards the
jellyfish where the Pearl is hidden.

Tangled up in the jellyfish's tentacles is Twilight,
STRUGGLING as she is stung while she tries to steal the
Pearl!

Queen Novo glares, furious, then swoops up and snatches the
Pearl of Transformation away from Twilight's reach.

TWILIGHT
(desperate)
NO! Please!

QUEEN NOVO
All of this so you could sneak in
and take the pearl?
(grabbing Skystar)
THIS is why we don't bring
strangers into our home!

The Queen pauses for a moment before RAISING the magic pearl
to the Mane 6 as it powers up.

QUEEN NOVO (CONT'D)
(quietly angry)
You don't DESERVE to be one of
us...

A flash of bright magical light as we...

DISSOLVE TO:

SEQ. 230: ARGUMENT/CAPTURE - REEL 4

EXT. BASE OF MT. ARIS

The ponies and Spike emerge from the water, spluttering and coughing. They all walk onto a nearby beach, clearly transformed back into "surface dwellers."

Applejack lays into Twilight.

APPLEJACK

(to Twilight)

What were you thinking?! I mean,
STEALING their pearl??

TWILIGHT

(sighing)

It was the only way to save
Equestria!

PINKIE PIE

Except it WASN'T!

(then)

The Queen was going to say "yes"!
We did what you told us and that's
what made her realize we were
ponies worth saving.

Pinkie Pie stops short, takes a huge, shocked breath as she realizes...

PINKIE PIE (CONT'D)

(big GASP)

Unless... you didn't really want us
to show her the best time ever!

(accusingly)

You just wanted us to distract her!

The ponies REACT with shock at Twilight.

TWILIGHT

(frustrated)

I never would have done it, but
this isn't Equestria! We can't
just dance around with con artists,
make rainbooms in the sky and
expect everything to work out!
It's NOT enough, WE are NOT enough!

Pinkie looks at Twilight, furious.

PINKIE PIE

No, Twilight. WE stuck together. WE
were gonna get the help we needed.
The only thing that stopped us, was
YOU.

TWILIGHT

(angry)

Well, I'm doing the best I can!
It's all on me. I'm the one
Tempest wants, I'm the last
Princess...

PINKIE PIE

(angry)

You're ALSO the only one who
doesn't trust her FRIENDS!

TWILIGHT

(last straw)

Well maybe I would have been better
off without FRIENDS LIKE YOU!!!

Twilight's horn crackles in anger. Pinkie GASPS. Her heart breaks and she looks away from Twilight. Twilight stands, frozen in horror at what she said. The others can't believe what they just heard from their friend. Pinkie walks off, deflated.

TWILIGHT (CONT'D)

(quietly)

Pinkie... I...

PINKIE PIE

(hurt, sniffing)

I just can't talk to you right now.

A beat before the rest of the ponies follow, leaving Twilight behind. Twilight walks in the opposite direction, her head down. Spike stands in the middle, looking one way, then the other, before turning in Twilight's direction.

CUT TO:

EXT. BASALT PILLARS OVERLOOKING THE SHORE OF MT. ARIS

Dark clouds gather above...

Twilight - slumped in defeat, tears welling in her eyes. A beat before Spike approaches behind her.

SPIKE

(gently)

Twilight... it's okay, you'll
figure it out.

Twilight loses control of her sadness, tears spilling down her cheeks.

TWILIGHT
(sobbing)
No... I can't...

Tears continue to fall as it hits her --

TWILIGHT (CONT'D)
I ruined everything. There's no
chance to save Equestria now.
(sobbing)
It's all my fault...

It's silent for a moment, then...

TWILIGHT (CONT'D)
Spike?

Spike doesn't respond. Twilight looks to see -- Spike's
mouth is MUFFLED by one of Tempest's Guards. She GASPS.

Twilight prepares to attack, but suddenly, a cage drops
around her and quickly hoists her upwards.

TWILIGHT (CONT'D)
AHHH!!
(gasps)
No no no no no... no!

She looks on helplessly as both the ground and Spike recede
below her. She is being raised up to the hold of an airship.

TWILIGHT (CONT'D)
SPIKE!

Spike BREATHES FIRE and escapes the clutches of the Guard,
who SHRIEKS and runs away, dropping him.

Spike calls and runs after her--

SPIKE
Twilight!!!

We hear the loud sound of the skiff hold doors slam shut.

SMASH CUT TO:

SEQ. 250: OPEN UP YOUR EYES: SONG #5 - REEL 4

INT. TEMPEST'S SHIP

We follow a LARGE CHAIN down into the hold of Tempest's ship.

At the end of the chain, Twilight, locked in the cage -- tries to figure a way out. Uses her magic. No luck.

Tempest descends the stairs nearby. Twilight GASPS as she appears.

TEMPEST

(smug, chuckling)

Aw, the Princess of Friendship...
with no friends. And no way out.

TWILIGHT

Why are you doing this? You're a
pony! Just like me.

Tempest's magic sparks against Twilight's cage as Tempest leans in angrily.

TEMPEST

I'm nothing like you. And more than
you'll ever be.

TEMPEST (CONT'D)

(singing)

IT'S TIME YOU LEARNED A LESSON
IT'S TIME THAT YOU UNDERSTAND
DON'T EVER COUNT ON ANYBODY ELSE
IN THIS OR ANY OTHER LAND

I ONCE HOPED FOR FRIENDSHIP
TO FIND A PLACE AMONG MY KIND
BUT THOSE WERE THE CHILDISH WISHES
OF SOMEONE WHO WAS BLIND

OPEN UP YOUR EYES
AND SEE THE WORLD FROM WHERE I
STAND
ME AMONG THE MIGHTY
YOU CAGED AT MY COMMAND

OPEN UP YOUR EYES
GIVE UP YOUR SWEET FANTASYLAND
IT'S TIME TO GROW UP AND GET WISE
COME NOW LITTLE ONE
OPEN UP YOUR EYES

Tempest's backstory starts, where we see the events that caused her broken horn and wounded spirit.

TEMPEST (CONT'D)

WE ALL START OUT THE SAME
WITH SIMPLE NAIVE TRUST
SHIELDED FROM THE MANY WAYS
THAT LIFE'S NOT FAIR OR JUST
(MORE)

TEMPEST (CONT'D)

BUT THEN THERE COMES A MOMENT
A SIMPLE TRUTH THAT YOU MUST FACE
IF YOU DEPEND ON OTHERS
YOU'LL NEVER FIND YOUR PLACE

AND AS YOU TAKE THAT FIRST STEP
UPON A PATH THAT'S ALL YOUR OWN
YOU SEE IT ALL SO CLEARLY
THE BEST WAY TO SURVIVE IS ALL
ALONE

Transition back into the Skiff's hold, with Tempest and Twilight.

TEMPEST (CONT'D)

OPEN UP YOUR EYES
AND SEE THE WORLD FROM WHERE I
STAND
ME AMONG THE MIGHTY
YOU CAGED AT MY COMMAND

OPEN UP YOUR EYES
AND BEHOLD THE FADING LIGHT
IT'S TIME TO GROW UP AND GET WISE
COME NOW LITTLE ONE
OPEN UP YOUR EYES

OPEN UP YOUR EYES

As her cage lifts up through a hatch to the deck, Twilight squints from the light in her eyes, and covers them. She gasps; the camera pans to reveal what she sees: Canterlot in the distance, with several STORM KING AIRSHIPS traveling towards it.

TWILIGHT

I'm so sorry you felt so alone.

TEMPEST

(hides pain)
I saw the truth. My "friends"
abandoned me when times got tough.
Looks like I'm not the only one.
(the truth)
Face it, Princess. Friendship has
failed you, too.

TWILIGHT

(to herself)
Friendship didn't fail me. I
failed friendship.

DISSOLVE TO:

SEQ. 240: EVERYONE DESERVES A SECOND CHANCE - REEL 4

EXT. BASE OF MT. ARIS - CONTINUOUS

On the beach, Rainbow Dash, Applejack, Fluttershy, Rarity and Pinkie Pie sit together, deflated, still hurt from the argument.

FLUTTERSHY

Oooh, this whole journey was such a mistake! All we wanted was somepony to help us!

APPLEJACK

(sighs)

You think maybe it's time we talk to Twilight?

Suddenly -- Spike rushes towards them, out of breath.

SPIKE

(panicked)

She's been taken!!!

RAINBOW DASH

What?!

SPIKE

Twilight's been taken! Tempest - she grabbed her and took her on her ship!

The ponies all GASP.

RAINBOW DASH

We gotta get her back!

FLUTTERSHY

How?! We'll never catch up!

APPLEJACK

And we got no way to defeat those monsters...

Their helplessness hits them. They SIGH, deflated again. Then, a familiar shadow falls over them...

CAPPER

Well, good thing I happen to know of a group of mighty heroes that could handle this easily!

The group looks up to see Capper standing on a boulder above them. Rarity bristles.

RARITY

Well, look what the cat dragged
in... himself!

CAPPER

These heroes have faced the Storm
King's army and escaped!

He orates and gestures dramatically from atop the basalt
pillars.

CAPPER (CONT'D)

I've seen them tackle the streets
of the roughest towns, break out of
the tightest situations, and
inspire others to join their cause!

The ponies are impressed, except Applejack, who catches on.

APPLEJACK

Now don't get too excited, he's
just talking about us.

The other ponies SIGH and GRUMBLE as Capper, undeterred,
ignores her, pushes his point even harder, gracefully
somersaulting closer to the ponies.

CAPPER

They even escaped certain doom at
the hooves of Commander Tempest!

RAINBOW DASH

Yeah, that was pretty great.

CAPTAIN CELAENO (O.S.)

Are you kidding me??

The ponies turn to see Captain Celaeno and her crew appear
above them on a ridge of basalt pillars. The pirates leap
down to join them.

CAPTAIN CELAENO (CONT'D)

That was AWESOME!

Squabble SQUAWKS in agreement.

BOYLE

(holding up his one claw)
Figured you could use a claw.

CAPTAIN CELAENO

We're onboard to help you fight the Storm King! Just not on board our actual ship...

FIRST MATE MULLET

That crazy unicorn sunk it -- but you got back our arrgghhh! And we're ready to kick some booty!

The pirates strike a pose and CHEER.

The water nearby suddenly BUBBLES and SWIRLS, a soft glow emanating below. Everyone REACTS and watches, mesmerized, as

WHOOSH! Princess Skystar breaches the surface in seapony form! She LEAPS into the air, glowing and magically TRANSFORMS into A HIPPOGRIFF!

Capper and Captain Celaeno look on.

CAPPER

(in awe)

Is that what I think that is!?!?

Skystar lands softly on some nearby rocks.

SKYSTAR

(singsong)

Hellooooo! Me again!

She GIGGLES.

SKYSTAR (CONT'D)

(to the ponies)

I'm gonna get SO grounded but I talked things over with Shelly and Sheldon and they pointed out that you were just trying to help your friends! So I wanna help, too!

(to Pinkie)

Because you know, one small thing can make a really big difference!

SPIKE

(looks around)

That's it, right? We didn't make friends with anypony else?

CAPPER

(confident)

All right, y'all. I think our course is clear. Y'all ready to do this thing?

PINKIE PIE
We're coming, Twilight!

The friends all CHEER, Skystar and Rainbow Dash flying around gleefully--

APPLEJACK
Yee haw!!

RAINBOW DASH
(laughing)
Aw yeah! Ha ha!!

PINKIE PIE (O.S.)
As soon as we bake up a plan!

-- as we tilt up to the sky and...

DISSOLVE TO:

SEQ 265: SONGBIRD CAGED - REEL 5

EXT. CANTERLOT STREETS

In the occupied city, the streets are filled with CHAINED PONIES and STORM CREATURES. Some ponies are in cages, while others tend to the Storm Creatures, providing a foot rest and back massage.

In one cage is the guest of honor from the Festival, SONGBIRD SERENADE. In spite of it all, she SINGS:

SONGBIRD SERENADE
I AM HERE AND I SEE YOUR PAIN
THROUGH THE STORM
THROUGH THE CLOUDS, THE RAIN
I'M TELLING YOU, YOU CANNOT
ESCAPE...

A Storm Creature comes up to the cage and RATTLES it, GRUMBLING. She stops and hangs her head, SIGHING.

A creaking sound catches their attention. They both look up and see another caged pony, TWILIGHT, being pulled on a cart through the city, with TEMPEST leading the procession.

Songbird and Twilight lock eyes as Twilight is pulled past. A beat, then it's Twilight's turn to hang her head as we...

CUT TO:

SEQ 270: TEMPEST DELIVERS TWILIGHT - REEL 5

INT. CANTERLOT CASTLE - THRONE ROOM - SOON AFTER

Storm Guards push open the throne room doors. Behind them, Tempest leads the way, with Twilight still in her cage, pulled into the throne room by enslaved ponies.

The three stone princesses are still placed in three of the four open spots. Twilight's gaze lands on Celestia as the cart rolls past. Her cage gets deposited unceremoniously in the fourth spot as she looks around, anxious. Grubber closes the doors and gives a triumphant GIGGLE.

TWILIGHT

(desperate)

Tempest, don't do this! Don't give
the Storm King--

She gets close to Twilight, her horn crackling menacingly.

TEMPEST

Your magic? Did you think you'd
keep it all to yourself? Time to
share.

She turns her back to Twilight, who looks on.

TEMPEST (CONT'D)

(grins)

I'd love for everybody out there to
know what I can REALLY do.

STORM KING

Ooh, fascinating!

Tempest freezes, then turns to see the STORM KING silhouetted in the balcony doorway, STAFF in hand. He steps into the light.

STORM KING (CONT'D)

What CAN you really do?

Tempest is startled and remains frozen. Grubber scrambles to appease the Storm King.

GRUBBER

(bowing)

Your bidding, of course, your
mighty one!

Beat. A panicked Grubber turns, runs and exits.

STORM KING

Bidding's good - I like bidding!
(pointing at Twilight)
Um, what are you supposed to be?

TWILIGHT

I'm the Princess of Friendship.

STORM KING

(laughing, then calm)
Oh. That's nice.
(to Tempest, angrily)
Why is this one still moving?

TEMPEST

She and her friends put up a bit of a fight, but she's alone now. She won't be a problem.

STORM KING

Yeah, so SPEAKING of problems.
This place. It seems -- a little too, oh I don't know, CUTE! I don't like CUTE, I never did like CUTE, doesn't really go with my whole big bad powerful magic guy thing, does it?! Deliver the punchline Tempest, because this has gotta be a JOKE!

As Tempest and Twilight look on, he SLAMS his staff down into the center of the floor. The staff begins to react, lighting up and shaking... The Storm King GASPS in awe.

Suddenly, massive amounts of magic flow out of the PRINCESS HORNS --into the design on the floor, causing it to glow. The magic flows into the staff! Magic RISES from the ground -- swirling light and energy surround them as it's drawn into the crystal powering the staff.

As the energy is sucked into the staff, Twilight tries her best to release her horn from the pull of the staff!

TWILIGHT

(struggling)
Ugh, no!!

Nothing can stop him, though, and all of the magic of Equestria is pulled into the staff.

The Storm King holds tight to the staff as the powerful magic energy loads into it. He is completely wowed!

STORM KING
(laughing)
Check out the light show!

The staff finally stops SHAKING -- fully charged, glowing and arcing with all the magic.

STORM KING (CONT'D)
(still laughing)
WOW!!

Twilight slumps in her cage, drained of her magic.

STORM KING (CONT'D)
Let's get this storm started! Ooh,
hey, that's good, I should
trademark that.

With that remark, the Storm King grins and flicks the staff to activate it.

EXT. BALCONY - CONTINUOUS

The throne room balcony wall explodes and WHAM! Twilight lands on the balcony -- stunned but not hurt. The debris from her cage surrounds her.

Storm King follows her out, admiring his new toy.

STORM KING
Not bad. Actually, kind of first
rate! What else does it do?

Tempest approaches him meekly.

TEMPEST
Your Excellency, you promised to
restore my horn, and give it even--

STORM KING
(don't interrupt)
Dehdehdeh det -- Okay, hang on...

He waves the staff and, as he does, the sun moves across the sky.

STORM KING (CONT'D)
(incredulous)
You gotta be kidding me! I can move
the SUN!? AH HAH HAH! WHOA!

He steps over Twilight and walks to the edge of the balcony. Behind him, Tempest exchanges a look with Twilight, then follows him to the railing, where he's playing around with the staff, making the sun fly across the sky back and forth and all around. The moon joins in as he makes them dance around.

STORM KING (CONT'D)

Now THIS is what I'm TALKIN' about!
HA HA!! Time to play! Tuesday
Wednesday Thursday Friday! Day
night, day night day, night day
night day night sunrise sunset...
de de bup bup bup bah bah bah
bah...

Twilight watches with concern as the Storm King plays. She looks around, desperately trying to come up with a plan.

CUT TO:

SEQ. 275: TROJAN CAKE - REEL 5

EXT. GATES OF CANTERLOT

Two big guards stand in front of the Canterlot gates holding spear-like weapons, looking up at the Storm King's light show.

Coming down the path toward them - is Capper, dressed as a baker, leading a group of bedraggled, familiar looking ponies in shackles. They pull a large cart carrying an enormous cake with a lit candle on the top (which may, or may not look a bit like a dragon blowing fire).

The guards block their path with their shields.

CAPPER

(looking at a piece of
paper)

Uh, yeah. I got a delivery here
for a Mr. The Storm King. I was
given explicit instructions to
bring THIS here cake to THIS here
Castle's throne room.

The guards eyeball the giant cake, then grunt and point their spears at him.

CAPPER (CONT'D)

All right then. Look here, could one of y'all go be a pal, go tell your boss he's not getting his "Congratulations on subduing defenseless pastel ponies" cake? 'Cause I don't want to be the one responsible for the big guy missing his special dessert, you know what I'm sayin'?

Capper feints walking away. Out of view of the guards, he counts down on his fingers to Pinkie, three, two, one... then gestures back to the guards.

Right on cue, the guards look at each other, then step aside. Capper grins and winks at Pinkie, who smiles. He turns back to the gate and calmly marches them all through.

CAPPER (CONT'D)

Thank you kindly fellas, I'mma be sure and put a good word in for the both of y'all.

Pinkie is oblivious -- and not acting like a captive. Applejack notices Storm Creatures looking on, and offers a reminder.

APPLEJACK

(quietly)
Pinkie, quit lookin' so happy!
Y'ain't foolin' no pony!

PINKIE PIE

(whispering)
Oh, okay.

Pinkie puts on an extremely despondent face.

As they travel deeper into Canterlot, we see Grubber snacking.

GRUBBER

Mmm, pie!

As the cart passes, he sees the giant cake.

GRUBBER (CONT'D)

Oh, hello cake.

He tosses the pies he's currently munching on, and hungrily goes for a taste, climbing up onto the cart.

GRUBBER (CONT'D)

Ooh, don't mind if I do.

He takes a HANDFUL of cake, revealing Squabble's Pirate eyeball staring back at him!

GRUBBER (CONT'D)

(tasting)

Mmm. It's some like -- gourmet icing!

(looking closer)

Who puts eyeballs in filling?

Squabble blinks and Grubber panics, mouth agape.

GRUBBER (CONT'D)

(panicked)

GUARDS!

Squabble pulls Grubber into the cake as the guards GRUNT and turn on the cake, weapons drawn.

CAPPER

Uh oh... Plan B?

RAINBOW DASH

The jig is up!

Rainbow Dash kicks the cart and...

SEQ. 280: BATTLE OF CANTERLOT - REEL 5

In slow motion, the Pirates and Skystar burst out of the cake and the ponies shed their pretend shackles! They leave Grubber behind, covered in buttercream.

CAPTAIN CELAENO

(leading the charge)

Come on!!

The pirate friends and Skystar are fighting and keeping a number of soldiers back so the Mane 5 and Spike can get to Twilight in the castle.

Boyle fends off Storm Creatures with his hook. Skystar picks one up--

SKYSTAR (V.O.)

Gotcha!

-- and uses him like a bowling ball to knock a bunch of others over, defending Spike. Squabble subdues one with his life saver.

Lix Spittle stabs one with her fork tail, CACKLING. The ponies and their allies are holding their own against the Storm Creatures.

The friends battle on, tackling minions as they make their way closer to the castle - Applejack lassos and hog-ties one!

More Storm Creatures run into battle, only to trip up as Capper and Rarity pull a large ribbon across their path and tie them up. Rarity admires their handiwork.

RARITY

Lovely!

Pinkie presents one with a gift.

PINKIE PIE

Surprise!

The Storm Creature opens it -- and Pinkie Pie leaps out, blinding him with cupcakes.

PINKIE PIE (CONT'D)

Double surprise!

She then flings more cupcakes at him, rapid-fire. She LAUGHS crazily.

Fleeing, Fluttershy is stopped by a Storm Creature with a huge spear. She GASPS. He looks down at her, GROWLING.

FLUTTERSHY

(nervously compassionate)

You seem tense. Do you wanna talk about it?

The Storm Creature gives her a surprised, quizzical look.

Captain Celaeno and Rainbow Dash work together to fend off more Storm Creatures.

CAPTAIN CELAENO

(confident)

Head for the castle! We'll hold them off!

RAINBOW DASH

C'mon!

The friends take the opening and quickly head towards Twilight.

Meanwhile, Fluttershy is now sitting with and comforting the same Storm Creature, his head in his hands, sobbing. We catch part of their "therapy session."

FLUTTERSHY
(comforting Storm
Creature)
Let it all out.

PONIES (O.S.)
FLUTTERSHY!!

She STARTLES, then smiles and pats him.

FLUTTERSHY
Oh, sorry, our time is up, buh
bye!!

She runs off to join the others, the Storm Creature waving after her.

STORM CREATURE (V.O.)
Bye!

The friends, along with Capper, make their way across a bridge, towards the castle, only to be headed off by more Storm Creatures!

Skystar swoops in to tackle them head-on so her friends can go on ahead.

SKYSTAR
Keep going!
(pulling out her shell
friends)
Shelly, Sheldon...

She TOSSES the shells at the Storm Creatures--

STORM CREATURE (O.S.)
(bitten by Shelly and
Sheldon)
I can't see!!

-- and flies in to attack as the ponies and Capper continue on their way.

Further ahead, the ponies and Capper come across more Storm Creatures blocking their path.

APPLEJACK
Uh oh!

Pausing briefly, Capper has a thought. He glances down at Spike...

CAPPER
Hey, ain't you a FIRE-BREATHING
dragon?

They exchange a glance, then SMASH CUT as Capper wields Spike like a flamethrower against the Storm Creatures!

Spike BLOWS FLAMES at all of the Storm Creatures, knocking them back as Capper LAUGHS victoriously! Capper, Spike and the Mane 5 forge ahead.

CUT TO:

SEQ. 285: STORM KING CREATES SUPERSTORM - REEL 5

EXT. THRONE ROOM BALCONY

The Storm King, Tempest and Twilight hear the commotion below. Tempest looks down to see the "flamethrower" action.

TEMPEST
What?! How...?!

TWILIGHT
(gasping)
It's... it's the magic of-

The Storm King is unimpressed.

STORM KING
(mocking)
Yeah yeah, friendship and flowers
and ponies and bleeeeh...
(then, angry)
I'm so totally over the cute pony
thing! THIS ENDS NOW!

He shoots the staff straight up into the sky.

Humongous dark clouds swirl around Canterlot. Lightning flashes and crackles as the sky darkens, the clouds blocking out the sunlight.

Below, the ponies and Capper look up to see what's happening.

CAPPER
Uh oh.

A strong wind blows, creating a massive TORNADO! The Storm King LAUGHS maniacally.

STORM KING
(laughing maniacally)
YEAH!

Tempest and Twilight look on in horror as the storm touches down...

EXT. CANTERLOT CASTLE GROUNDS

The storm rages, picking up Storm Creatures in its winds as the ponies and Capper run for cover.

CAPPER
Move them hooves, ponies!

FROM THE EDGE OF THE TWISTER - Debris is now flying everywhere. Our ponies watch the Castle, engulfed in a swirling wind full of debris!

RAINBOW DASH
You'd have to be traveling faster
than a speeding Pegasus to break
through THAT wind!

Pinkie GASPS as an idea dawns on her. She turns away and slowly puts on a crash helmet as the others watch her.

PINKIE PIE
(knowingly)
Excellent idea, Rainbow Dash!

INT. CANTERLOT CASTLE THRONE ROOM BALCONY

Twilight and Tempest look on as the Storm King waves the staff, whipping up the storm into a frenzy.

The Storm King's booming voice echoes with power!

STORM KING
Now I truly am the Storm King! And
the entire world will bow to my va
va va VOOM, BABY!

Tempest steps forward.

TEMPEST
Yes, yes, you are every bit as
powerful as I promised, sire.
(MORE)

TEMPEST (CONT'D)

Now, restore my horn and I swear to use my magic to serve you.

The Storm King LAUGHS.

STORM KING

Who cares about your dinky little unicorn horn.

He pushes her aside dismissively. She follows him.

TEMPEST

But, we... we had an agreement...

STORM KING

Get with the program. I USED you. It's kinda what I do.

ZAAP! He FIRES blasts of energy at Tempest. She leaps out of the way before meeting his magic with her own, but the blast knocks them both back and she gets caught in the tornado's wind. She clings to the balcony's railing, struggling.

Twilight sees this, and GASPS.

Just as Tempest loses her grip, about to be sucked into the storm, Twilight grabs one of her hooves.

Tempest looks up, shocked, her horn crackling.

TWILIGHT

Hold on!

TEMPEST

Why are you saving me?

TWILIGHT

(sincere)

Because this is what friends do.

Tempest's face softens and her horn crackle dies down. She can't believe Twilight would save her -- until she pulls Tempest back over the railing and onto the balcony. They share a moment.

STORM KING (O.S.)

Aww....

Tempest and Twilight turn towards him.

STORM KING (CONT'D)

(laughing)

...Isn't that just so sweet!

(MORE)

STORM KING (CONT'D)
(dismissive)
Yeah.

He points the staff at them menacingly at Twilight and Tempest.

STORM KING (V.O.)
See ya.

CUT TO:

SEQ. 295: CAKE CATAPULT - REEL 5

EXT. CASTLE GROUNDS - LATER

BOYLE holds fuse near a detonator plunger. SQUABBLE has his hands on top of the plunger, and CAPPER look on. Boyle glances up.

BOYLE
You sure about this?

PINKIE PIE (O.S.)
(with an echo)
JUST DO IT!!!
(beat)
THANK YOU!!

The ponies and Spike are anxiously huddled together, except for Pinkie Pie, who wears her crash helmet.

PINKIE PIE (CONT'D)
I'm excited! Who's excited?! AHH,
I've never been so excited!!!!

Outside, the CANNON is revealed as Capper covers his ears and Squabble SQUAWKS and gleefully depresses the plunger.

KAABOOOOOOOMM!! In a mass of confetti and streamers, the five ponies (and Spike) go SHOOTING out of the CAKE CANNON into the air, SCREAMING (and Pinkie GIGGLING!), through the swirling storm winds toward the balcony of the throne room!

INT. CANTERLOT CASTLE - THRONE ROOM

The Storm King prepares to fire at Twilight and Tempest, LAUGHING with triumph.

But before he can zap them -- WHAM! The ponies and Spike FLY through the storm and CRASH into the Storm King, knocking him away, and the STAFF into the window, high above!

SEQ. 300: STORM KING'S DEMISE - REEL 5

INT. CANTERLOT CASTLE - THRONE ROOM - CONTINUOUS

The ponies and Spike land in a heap.

PINKIE PIE
Bullseye!

TWILIGHT
Pinkie!

Twilight rushes over to Pinkie.

TWILIGHT (CONT'D)
You all came back! I'm SO sorry! I
was wrong to--

Pinkie interrupts her with a big hug.

PINKIE PIE
I'm sorry, too! Friends mess up
sometimes but we never should...!

RAINBOW DASH
(interrupting, pointing)
Uh, make up later! This isn't
over!

In the process of crashing through the window the STAFF's prongs have broken off, causing it to be erratic.

The ponies looks up at the staff and GASP as the it emits a burst of energy, which BLASTS OFF the throne room's ceiling! The weather inside the room intensifies.

As the ceiling crumbles down, Tempest runs to avoid the falling debris, becoming lost behind the rubble.

The storm continues to intensify, tearing the tower apart and sending debris crashing down. Twilight knows what needs to be done.

TWILIGHT
I've got to get control of it!

PINKIE PIE
(over the storm)
Go! You got this, Twilight!

She makes a decision. She turns to Pinkie.

TWILIGHT

No.

(then, confident)

We've got this! Together.

Twilight takes Pinkie's hoof. Holding on to each other, the ponies and Spike form a pony-chain to reach the staff, using a large piece of rubble as an anchor for Applejack's lasso.

With Twilight's wings acting like a kite along with Rainbow Dash's and Fluttershy's, the pony-chain lifts up towards the staff.

PINKIE PIE

WHEEE!!

Behind them, the Storm King bursts out from underneath a pile of rubble!

STORM KING

The staff belongs to ME!

He begins to climb up the mountains of debris towards the staff as Twilight stretches and strains against the wind to reach it. She sees him coming towards them and GASPS as he gets ever closer.

The window holding the staff starts to crackle under the power. Both the Storm King and Twilight reach for it.

STORM KING (CONT'D)

NO! That's MY staff!

As the ponies close in, he makes one last desperate grab for the staff.

STORM KING (CONT'D)

THE POWER IS MINE!!!

TWILIGHT

NO!!!

But Twilight grabs the staff just as The Storm King lunges for it. He crashes through the window and is swept into the raging storm, SCREAMING.

Twilight grips the staff, but Pinkie loses her grip on Twilight in the wind and she is swept into the storm, too!

TWILIGHT (CONT'D)

AAAHHHHH!!! WHHOOOOAAAA!!!

PINKIE PIE
(in horror)
TWILIGHT!! NOOOO!

Tempest watches from the sidelines as Twilight disappears.

The winds die down, and the pony chain settles back to the ground. The storm dissipates as the ponies look on from the floor, worried about their friend.

There's no sign of Twilight. Applejack quietly comforts a distraught Pinkie.

The sky begins to clear and the sun peaks through, shining a beam of warm light onto the Castle below. Pinkie GASPS and the ponies perk up a little, curious.

Then, from high above, Twilight appears, still clutching the staff! She flies down towards them as they all CHEER in relief!

PINKIE PIE (CONT'D)
YAY!!

APPLEJACK
Yee haw! Alright!

FLUTTERSHY
Yay!

Twilight lands on the throne room balcony. Pinkie grabs her.

PINKIE PIE
(squeeing)
GROUP HUG!

The friends huddle, tears filling their eyes.

Tempest emerges from the rubble behind them and observes the ponies from across the room, still reeling, not sure what to do. Her face falls and she turns away to leave, glancing back once more, just in time to see the Storm King - unseen by the ponies still in their group hug - pull himself up through the broken railing and onto the balcony! She GASPS.

Disheveled and beaten up, he seethes with anger and raises his arm. In his hand is an Obsidian Orb!

He THROWS the orb at the group of ponies --

Tempest makes a run for it. The ponies see her coming, Rainbow Dash and Applejack instantly defensive, but she LEAPS past them into the air with all her strength as the Storm King throws the orb, getting in between the orb and the ponies.

TEMPEST
NOOOOOOOOO!!!!

The orb hits her, explodes in a magical puff of smoke! Encompassing her AND the Storm King, turning both to stone.

The Storm King reacts with fear and tries to back away, but it's too late, the orb magic overwhelms him.

He FALLS, completely stonified.

Tempest's momentum sends her in the same direction, as she also starts to FALL!

Only the Storm King hits the ground first -- SHATTERING!

A BEAT. Then...

SEQ 305: MAGIC IS BACK - REEL 6

REVEAL Tempest - completely turned to stone, levitating in the air -- by Twilight and the others' use of the magic staff!

EXT. CANTERLOT CASTLE - THRONE ROOM BALCONY - CONTINUOUS

They set down the stonified Tempest.

RAINBOW DASH
(incredulous)
Whoa, I can't believe she did that!

Twilight smiles.

TWILIGHT
I can.

They use the staff's magic to un-stonify Tempest. She REACTS with surprise, quickly realizing they freed her.

FLUTTERSHY
Now what?

The ponies all look at each other, turning to Twilight, who turns to Tempest.

TEMPEST

Now... we fix everything.

Tempest's expression softens as she approaches Twilight. Together, they put the Staff of Sacanas back into the slot in the throne room floor, releasing the stolen magic back into Equestria.

The magic reaches the other princesses, unstonifying them one by one. They REACT as the stone falls away.

CELESTIA

Twilight!

TWILIGHT

Princesses!

Twilight and the princesses hug as the others join them and the magic continues to flow outwards, repairing the throne room walls and seeping back into the land.

EXT. CANTERLOT - CONTINUOUS

Equestria - transforming back to its former majesty. Even MUFFINS is unstonified!

DISSOLVE TO:

SEQ 310: EPILOGUE/RAINBOW: SONG #6 - REEL 6

EXT. CANTERLOT - SOME TIME LATER

Spike, decked out in sunglasses, stands on stage with a microphone, DJ PON-3 at her mix table behind him.

SPIKE

(clears throat)

Fillies and Gentlecolts! Get ready
for a little... SONGBIRD SERENADE!

Songbird is revealed on stage. She addresses the huge, CHEERING festival crowd.

SONGBIRD SERENADE

And now to celebrate the fact that
we're all still here in one piece --
Give it up for Princess Twilight
and her friends!

On Twilight, Spike and the Mane 6 as the crowd CHEERS!

CODE RED

All right! Way to go, guys!

Photo Finish snaps a few photos and Bulk Biceps CHEERS, throwing two ponies gleefully up in the air -

BULK BICEPS

(laughing)

YEAH!! HEH HEH HEH HEH!

- and Celestia bows to Twilight--

-- as Songbird begins to SING on stage, soon joined by her six backup dancers:

SONGBIRD SERENADE

(singing on camera)

I KNOW YOU, YOU'RE A SPECIAL ONE
SOME SEE CRAZY, WHERE I SEE LOVE
YOU FALL SO LOW, BUT SHOOT SO HIGH
BIG DREAMERS SHOOT FOR OPEN SKY
SO MUCH LIFE IN THOSE OPEN EYES
SO MUCH DEPTH, YOU LOOK FOR THE
LIGHT
BUT WHEN YOUR WOUNDS OPEN, YOU WILL
CRY
YOU'LL CRY OUT NOW AND YOU'LL
QUESTION WHY

A fun PARTY IN PROGRESS! Canterlot is hopping as ponies, pirates, Princess Skystar, and our Mane 6 and Spike enjoy the festivities!

Rainbow Dash and Captain Celaeno fist-bump.

Rarity helps Capper into a new cape and hat, and he bows to her.

CAPPER

Ooooh!

RARITY

(singsong)

And, perfection!

Pinkie Pie and Skystar GIGGLE and enjoy each other's company when Skystar notices something in the sky!

QUEEN NOVO, a Hippogriff again, arrives with two Hippogriffs - HAVEN BAY and SALINA SPARKLE, and two HIPPOGRIFF GUARDS.

Skystar rushes in for a hug.

SKYSTAR

Mom!

QUEEN NOVO

(chuckling)

You are so grounded.

Skystar REACTS.

With her dancers onstage, Songbird continues to perform. She flies up and over the audience.

SONGBIRD SERENADE

I CAN SEE A RAINBOW
IN YOUR TEARS AS THEY FALL ON DOWN
I CAN SEE YOUR SOUL GROW
THROUGH THE PAIN AS THEY HIT THE
GROUND
I CAN SEE A RAINBOW
IN YOUR TEARS AS THE SUN COMES OUT
AS THE SUN COMES OUT...

She spots Twilight and nods to her. Twilight brightens, watching as Songbird flies past.

Twilight then spots Tempest alone, past the crowd. She flies over to Tempest.

TEMPEST

That's one thing that never changes
around here. A party.

Twilight smiles.

TWILIGHT

Well, I hope you'll stay. More
friends are definitely merrier.

Tempest pauses and looks away.

TEMPEST

(sheepish)

But, um, my horn?

TWILIGHT

You know, your horn is pretty
powerful, just like the pony it
belongs to.

A hint of Tempest's first real smile forms.

TEMPEST

I did tell you I wanted to show everypony in Equestria what I could do, right?

She fires off her horn. It crackles, then shoots massive fireworks high up into the air! The crowd is amazed, and Tempest and Twilight share a moment together, looking on.

SONGBIRD SERENADE (V.O.)

I CAN SEE A RAINBOW
IN YOUR TEARS AS THEY FALL ON DOWN
I CAN SEE YOUR SOUL GROW
THROUGH THE PAIN AS THEY HIT THE
GROUND...

Pinkie Pie approaches.

PINKIE PIE

Nice touch, Tempest.

TEMPEST

Actually, that's not my real name...

Pinkie bounces over, excited --

PINKIE PIE

Ooooooooo!! What is it?!

A beat before Tempest whispers in Pinkie's ear.

TEMPEST

It's Fizzlepop Berrytwist.

Pinkie's face lights up.

PINKIE PIE

(BIG GASP)

OKAY! THAT IS THE MOST AWESOME
NAME EVER!!!

CREDITS ROLL AS THE SONGS PLAYS OVER THEM.

SONGBIRD SERENADE (V.O.)

I CAN SEE A RAINBOW
IN YOUR TEARS AS THEY FALL ON DOWN
I CAN SEE YOUR SOUL GROW
THROUGH THE PAIN AS THEY HIT THE
GROUND
I CAN SEE A RAINBOW
IN YOUR TEARS AS THE SUN COMES OUT
AS THE SUN COMES OUT

(MORE)

SONGBIRD SERENADE (V.O.) (CONT'D)

I AM HERE AND I SEE YOUR PAIN
THROUGH THE STORMS, THROUGH THE
CLOUDS, THE RAIN
I'M TELLING YOU YOU CAN NOT ESCAPE
YOU CAN DO IT, JUST FEEL BABY
I CAN SEE A RAINBOW
IN YOUR TEARS AS THEY FALL ON DOWN
I CAN SEE YOUR SOUL GROW
THROUGH THE TEARS AS THEY HIT THE
GROUND
I CAN SEE A RAINBOW
IN YOUR TEARS AS THEY FALL ON DOWN
I CAN SEE YOUR SOUL GROW
THROUGH THE PAIN AS THEY HIT THE
GROUND
I CAN SEE A RAINBOW
IN YOUR TEARS AS THE SUN COMES OUT
AS THE SUN COMES OUT
HERE COMES THE SUN
SMILING DOWN
HERE COMES THE SUN
SMILING DOWN
HERE COMES THE SUN
SMILING DOWN
SMILING DOWN

I CAN SEE A RAINBOW
IN YOUR TEARS AS THEY FALL ON DOWN
I CAN SEE YOUR SOUL GROW
THROUGH THE PAIN AS THEY HIT THE
GROUND
I CAN SEE A RAINBOW
AS THE SUN COMES OUT...

LUKAS GRAHAM (V.O.)

SO, WE WANNA STAY
BUT CAN'T FIND PEACE WHILE SITTING
STILL
I GUESS WE NEVER WILL WE'RE ON THE
WAY
WE DON'T HURRY BACK AGAIN
THE JOURNEY IS THE END

I LOVE THIS VERY MOMENT
WE'RE SPEEDING UP NOT SLOWING
WE MIGHT KNOW WE CAN'T WIN
BUT WE'RE DUMB ENOUGH TO TRY
WE'RE GOING, THERE'S NO MAYBE
THAT'S WHY THEY CALL US CRAZY
AND WE'LL SAY IF ANYBODY ASKS US

(MORE)

LUKAS GRAHAM (V.O.) (CONT'D)

HEY, WHERE YOU GONNA GO
WE'RE OFF TO SEE THE WORLD
WE DON'T NEED TO KNOW
HEY, WHERE YOU GONNA GO
WE'RE OFF TO SEE THE WORLD
WE DON'T NEED TO KNOW

WE NEVER NEED TO KNOW
SEEKING BOUNDARIES TO BREAK
LET'S FORGET THE ONES WE'VE MADE
SO WE CARRY ON, DON'T LET GOOD
THINGS PASS US BY
THE TIME WE'RE GONE WILL BE THE
BEST TIME OF OUR LIFE

I LOVE THIS VERY MOMENT
WE'RE SPEEDING UP NOT SLOWING
WE MIGHT KNOW WE CAN'T WIN
BUT WE'RE DUMB ENOUGH TO TRY
WE'RE GOING, THERE'S NO MAYBE
THAT'S WHY THEY CALL US CRAZY
AND WE'LL SAY IF ANYBODY ASKS US

HEY, WHERE YOU GONNA GO
WE'RE OFF TO SEE THE WORLD
WE DON'T NEED TO KNOW
HEY, WHERE YOU GONNA GO
WE'RE OFF TO SEE THE WORLD
WE DON'T NEED TO KNOW

SO GO TELL 'EM WE WON'T STOP
WE KNOW THEY CAN'T CHANGE US
WE'RE GONNA GO WAY OFF THE MAP
TO GET OURSELVES BACK ON THE TRACK

GO TELL 'EM WE WON'T STOP
WE KNOW THEY CAN'T CHANGE US
NO NEED TO WORRY SO MUCH
WE DO WHATEVER WE WANT

HEY, WHERE YOU GONNA GO
WE'RE OFF TO SEE THE WORLD
WE DON'T NEED TO KNOW
HEY, WHERE YOU GONNA GO
WE'RE OFF TO SEE THE WORLD
WE DON'T NEED TO KNOW

The End