

## **SWARM OF THE CENTURY**

**Written by M.A. Larson**

**Produced by Sarah Wall**

**Story editing by Rob Renzetti**

**Supervising direction by Jayson Thiessen**

**Co-directed by James Wootton**

**Transcribed by Alan Back ([ajback@yahoo.com](mailto:ajback@yahoo.com))**

### **Prologue**

*(Opening shot: fade in to a quiet stretch of the park outside Ponyville during the day. As birds and butterflies cross the screen, pan to Fluttershy at a stretch of flowers. A few critters watch her pluck a bloom in her teeth and add it to the full basket on her back. Singing to herself, she trots over to a different spot and picks another one; a squirrel hurries up with a dandelion whose head has already gone to seed. A tug at her tail brings her around in a crouch to examine the offering.)*

**Fluttershy:** Thank you, little squirrel. But remember, these flowers are for Princess Celestia. Only the prettiest ones will do.

*(A gust of wind strips the seeds away, leaving a bare stem that droops in the squirrel's paws. It sheepishly hides this behind its back, then darts away to find something else and she returns to her singing and gathering. A basket of apples has been placed on a nearby hill—evidently Applejack has been at work as well. A short chirping noise throws a scare into her, and she cries out and dives behind the basket, dropping her flowers. She peeks out warily and sees two pairs of spindly insect legs reach up over a rock. Attached to the legs is a small, spherical blue body with enormous green eyes that have no trace of whites or pupils, two pairs of fly wings, and a small smiling mouth. It chirps happily, and Fluttershy eases closer to it with a smile; the thing is a bit smaller than her eye.)*

**Fluttershy:** Hello, little guy. I've never seen anything like you before.

*(It flies past and stops to sniff an apple that has fallen from the basket.)*

**Fluttershy:** Oh! Are you hungry?

*(She crushes the apple to pulp under her hoof and pushes it forward.)*

**Fluttershy:** Here you go.

*(Instead of taking the proffered food, the creature turns around, opens its mouth impossibly wide, and devours every apple in the basket. The empty container falls over on its side as Fluttershy*

*stares in amazement and gasps; it flutters back around her head.)*

**Fluttershy:** I guess you *were* hungry.

*(It coos happily and tucks itself into her mane, by the neck; she instantly falls in love.)*

**Fluttershy:** You're the cutest thing ever. *(trotting off)* I can't wait to show you to my friends.

*(Zoom in on the apple basket and snap to black.)*

## OPENING THEME

### Act One

*(Opening shot: fade in to the exterior of the library and zoom in slowly.)*

**Twilight Sparkle:** *(from inside)* Oh, hurry up, Spike!

*(Cut to the baby dragon, carrying books across the cluttered reading room.)*

**Twilight:** *(from o.s.)* This place isn't gonna clean itself!

**Spike:** *(under his breath, stacking them)* It also didn't mess itself up.

*(Zoom out; he hoists the stack while she plies a feather duster using her magic.)*

**Twilight:** Princess Celestia will be here tomorrow!

**Spike:** I thought this was just an unofficial, casual visit.

**Twilight:** There's nothing casual about a visit from royalty! I want this place to be spotless, and you've barely made a dent in the clutter!

*(Spike climbs the ladder to reach higher shelves, straining to haul several books.)*

**Spike:** Maybe you should...start reading them...one at a time!

*(He finally overbalances and tumbles to the floor; Twilight dusts the pile from which he emerges with a book on his head.)*

**Twilight:** Everything's got to be perfect. No time for fooling around!

**Spike:** You know, this *would* be an awful lot easier if there weren't two of us here, getting under each other's feet.

**Twilight:** Great idea. *(She zips the duster to him; the book falls off his head.)* You clean, I'll go see how everyone else's preparations are coming. *(She trots away.)*

**Spike:** Or maybe I should...

*(Too late; she is out the door, and he lets off a frustrated growl before the door slams shut. Cut to the high-strung unicorn as she trots through the park, whose trees are now bedecked with flowers and banners. The spectacle brings a smile to her face; elsewhere, the bridge over the stream, and even the stream banks themselves, form just part of the decoration effort put forth by the crews of hardworking ponies. She stops in front of a banner being hoisted between two poles by a pair of earth pony mares, one of whom is Carrot Top, and sees its message: “Welcome Princess Celest.” Cut to a slow pan from end to end. The I in “Princess” has been dotted with a heart, and the lettering is not very neat. Zoom in on the spelling error, then cut back to her.)*

**Twilight:** What happened to the rest of her name?

**Carrot:** We couldn't fit it all in.

**Twilight:** You can't hang a banner that says “Welcome Princess Celest”! Take it down and try again.

*(She gallops off, missing the double eye roll that they send after her, and stops near another earth pony mare who is watering some flowers. She is a very pale cream color, with blue-green eyes and a curly pink/dark blue mane/tail, and has a cutie mark of three wrapped candies. This is Bon Bon.)*

**Twilight:** That looks perfect. Keep up the good work!

*(Now she approaches Sugarcube Corner; inside on the shop floor, Mr. Cake is carrying a cake on his back toward a table already loaded with desserts. Other treats stand on countertops and side tables. He catches the edge of the platter in his teeth and neatly slides the cake in with the rest of the spread, then carries the empty back as Mrs. Cake applies a rolling pin to a mass of dough. Twilight pops up at the door, whose top half is open.)*

**Twilight:** Hello, Mr. and Mrs. Cake. How's the banquet coming?

**Mrs. Cake:** *(uneasily, pointing ahead)* Uh...

*(Quick pan to a close-up of one end of the table. Virtually every food item has had a bite taken out of it, as seen during a pan along its length.)*

**Mrs. Cake:** *(from o.s.)* ...it would be coming a little better if... *(She trails off.)*

*(Here stands a large two-tier cake topped with a crown; it starts out intact, but swiftly disintegrates under Pinkie Pie's assault from behind. Within seconds she has devoured the whole thing, leaving only splatters on the table, a swath of white frosting that covers the lower half of her face to resemble a full beard and mustache, and the crown on her head. Noticing the mess on her face, she licks herself clean just in time for Twilight to see the damage and freak out.)*

**Twilight:** Pinkie, what are you doing?! Those sweets are supposed to be for the Princess!

**Pinkie:** *(nervously tapping front hooves together)* I know. That's why I'm tasting them. Somepony needs to make sure that everything is tasty enough to touch the royal tongue!

*(The last few words are slightly garbled due to sticking out her tongue and showing the food still on it, an image Twilight finds revolting. Now the sugar-rushing pink pony reels it in and zips to an open area of the floor.)*

**Pinkie:** *(haughty tone, trotting across floor)* And I, Pinkie Pie, declare that these treats are fit for a king, or a queen, or a princess!

*(She winds up next to an untouched cake and is about to hork it down, her crown falling off, before Twilight gives her a very nasty look to stop her cold.)*

**Fluttershy:** *(from o.s.)* Twilight! Pinkie! *(Cut to the door, now open; she bounds in.)* You won't believe...

*(She skids to a stop and winds up sitting on her haunches, the camera zooming out to frame the other two watching her.)*

**Fluttershy:** Oh. I'm sorry. I...am I interrupting?

**Pinkie:** No, not at all. Come on in and make yourself at home.

*(Now she lashes out her tongue, pulls the entire cake into her mouth, and swallows it in one throat-stretching bite. Twilight has no idea what to make of this bit of digestive idiocy. Back to Fluttershy, who is standing again.)*

**Pinkie:** *(from o.s.)* What's going on, Fluttershy?

**Fluttershy:** You won't believe what I found at the edge of the Everfree Forest.

*(She addresses herself toward her mane as the camera zooms in on her neck.)*

**Fluttershy:** *(coaxing)* Come on out, little guy. It's okay.

*(The little blue creature she encountered in the prologue peeks out with a happy little coo and flies out—followed, to her considerable surprise, by a yellow and a gray one. She gasps softly.)*

**Fluttershy:** Three? *(Twilight moves closer.)*

**Twilight:** They're amazing! What are they? *(They fly around the pair.)*

**Fluttershy:** I'm not sure. I'm also not sure where these other two came from.

**Twilight:** I'll take one off your hooves. *(The yellow one lights on her foreleg; she cuddles it.)*

I've never seen anything so...adorable! *(It flits around her head.)* Besides, it'll be nice to have a companion for Spike so he won't bother me so much while I'm studying.

**Fluttershy:** Pinkie, do you want the other one?

**Pinkie:** *(sticking tongue out)* Blech! A parasprite?! Are you kidding?! *(She trots past the pair.)*

**Fluttershy:** "Ugh"?

**Twilight:** A para-what?

**Fluttershy:** How could you not like— *(Pinkie, now at the door, groans impatiently.)*

**Pinkie:** Now I gotta go find a trombone!

*(Fluttershy, with one parasprite in her mane, and Twilight, with two on her back, trade a puzzled look.)*

**Twilight:** A what?

**Pinkie:** A trombone! You know...

*(Sitting on her haunches, she mimics the horn's sound while moving one foreleg in and out to show the slide in motion. A moment later she is gone, and Twilight sighs.)*

**Twilight:** Typical Pinkie.

*(Her yellow parasprite hovers up at cheek level with an affectionate coo. Wipe to the exterior of the Carousel Boutique and zoom in slowly, then cut to Rarity and Rainbow Dash in its ground-floor showroom. Rainbow is standing on a table and dressed in a very high, ornate, curled wig that would have done Madame de Pompadour proud, along with a lacy, form-fitting, gold-trimmed magenta outfit and gold shoes on all four hooves. She fidgets impatiently at having been pressed into dressmaker's-dummy duty; Rarity eyes one bit of the rig closely, pins clamped in her teeth.)*

**Rarity:** Stand still, Rainbow Dash! *(Rainbow sighs.)*

**Rainbow:** I can't! *(trying to fly; Rarity holds her tail down)* I need to fly! *(She lands; Rarity lets go.)* This is way too boring for me. *(Rarity lets the pins drop.)*

**Rarity:** Do you want to look nice for Princess Celestia or not?

*(The two glare at each other as the camera zooms out slightly and Twilight enters. This movement exposes two similar outfits on mannequins.)*

**Twilight:** Wow! Rarity, those outfits are gorgeous!

**Rarity:** *(chuckling)* Thank you, Twilight. Nice to know *someone* appreciates my talents. *(Rainbow groans and pulls at her face.)*

**Rainbow:** So boring!

*(The conversation is interrupted by the sound of parasprite chirps; Rarity steps suspiciously toward Twilight.)*

**Rarity:** Huh? *(Rainbow hovers near.)*

**Rainbow:** What's that sound, Twilight?

*(It proves to be coming from a light blue one that pops out of her mane; from behind it come two others, a dark blue and the yellow one she started with.)*

**Rainbow:** Wow! What are they?

**Twilight:** The better question is, where did they come from? I only had one a minute ago.

*(Rainbow grabs one.)*

**Rainbow:** Uh, I'll take one!

**Rarity:** Me too! Oh, they're perfect!

*(Pinkie arrives at the shop, slightly out of breath.)*

**Pinkie:** Does anypony know where I can find an accordion?

*(Zoom out to frame the other three, all cooing over their acquisitions.)*

**Pinkie:** *(waving, standing on hind legs)* Gals! Hel-lo? This is important! *(She drops back to all fours with a groan.)* Thanks a lot!

*(She storms off. Dissolve to the exterior of the library that evening, with only one window lit, then cut to Twilight's room. She worriedly surveys the sparkling-clean area from her loft, while Spike sleeps in his basket.)*

**Twilight:** Oh, the decorations, the banquet... *(looking out window)* ...I really hope everything comes together in time for tomorrow.

*(Close-up of the basket; a parasprite is nestled in next to the slumbering dragon, and both are snoring happily away. Twilight smiles tenderly over the pair and yawns.)*

**Twilight:** *(drowsily)* What's there to worry about?

*(Cut to the library exterior; the lit window goes dark, marking her turning in for the night, and Spike his bunkmate keep snoring away. Around the building, the sky lightens into morning as many more tiny snores join the chorus. Cut to an extreme close-up of Twilight's face; she eases one eye partway open, then pops both lids up in sudden surprise. The camera zooms out, exposing many, many more parasprites sleeping in the bed and headboard. She sits up, disturbing several.)*

**Twilight:** Spike!

*(She falls to the floor and dashes to his basket, which is also overpopulated—including two that have nestled on his eyes.)*

**Twilight:** Wake up! What happened? *(He sits up.)*

**Spike:** Huh? *(He screams and yanks the parasprites off his eyes.)* What's going on?

*(They now see that the entire room is swarming with the critters.)*

**Twilight:** Where did they come from?

**Spike:** I don't know. The little guy got hungry in the night, so I gave him a snack, but I have no idea where these others came from.

*(During this line, they have all flitted o.s. A loud crash and quick pan to the bookshelves show them rapidly undoing the cleanup efforts, dumping books and scrolls every which way.)*

**Spike:** *(from o.s.)* Oh, no! *(Back to him.)* They're messing up all my hard work!

*(Cut to just inside one of the shelves; the swarm has begun turning the entire place upside down now. Back to the pair.)*

**Twilight:** The Princess will be here in a few hours!

*(She gallops away, and Spike tries vainly to grab a scroll from the parasprite that is flying it across the loft. Down below, Twilight levitates her feather duster to shoo a few away.)*

**Twilight:** Spike, help me round up these little guys!

*(Quick pan to him, trying to keep his balance while carrying a basket stacked high with them.)*

**Spike:** What does it...look like I'm...doing?

*(Gravity finally gets the better of him, dumping the parasprites out of the basket to bury him; Twilight quickly plies the duster and digs him out.)*

**Spike:** *(wearily)* I know, I know. Stop fooling around.

*(Wipe to a high overhead view of Ponyville and tilt up to frame Rainbow's cloud house, then cut to a close-up of the young flyer. She is napping on a couch sculpted from a cloud, and out of the getup she was modeling for Rarity. Her quiet snoring is cut off when her parasprite pops up with a chirp, waking her up—and then one after another starts to appear.)*

**Rainbow:** Huh?...Huh?!

*(Several perch on her head, back, forelegs, tail; she angrily waves them off, but they resume their positions immediately. Leaping up with a scream, she shakes them loose and zooms to a nearby cloud, where she keeps trying to beat them back. First her forelegs are caught, but she gets free.)*

**Rainbow:** Get off me!

*(Next they pile on her head, get waved off, then shift to her belly so that they resemble a bikini worn by a woman. Their next move is to her face, where they form a living beard; now she cannot dislodge them after repeated attempts, and she finally screams in frustration and flashes away with others in pursuit.)*

*(Wipe to the showroom of the Carousel Boutique, which is now filled with these things; some of them are holding up fabric samples. On the next line, pan to Rarity at a worktable, inspecting a*

*swatch being held aloft.)*

**Rarity:** Not only are you adorable, but you're also quite useful.

*(She strokes the nearest one, but it begins to retch and gag instead of cooing.)*

**Rarity:** Oh! Are you okay?

*(It hocks up a wad of brown goo that nails her squarely in the eye; she cries out and gasps, then wipes it off.)*

**Rarity:** Ewwwww!

*(The glob quickly sprouts wings, legs, and a face to become a brand-new parasprite—a display that prompts Rarity to cry out in revulsion and wave it away.)*

**Rarity:** Gross, gross, gross! No creature that behaves so revoltingly is allowed in my boutique!

*(Another one yaks up an offspring and she screams in fear and disgust. Wipe to just outside the front door; she walks out, bulging saddlebags on back, as Pinkie comes bouncing up.)*

**Pinkie:** *(pulling out a harmonica)* Look, Rarity! Applejack loaned me a harmonica!

*(She blows a quick riff as the cover of one bag shifts slightly to expose the parasprites stuffed into it.)*

**Pinkie:** Isn't that great? *(The critters chirp; Rarity shoves the cover down and Pinkie gasps.)*  
And not a moment too soon!

**Rarity:** *(grunting under weight)* Pinkie, I'm a little busy right now.

**Pinkie:** And I'm not? You know how many more instruments I've gotta find? *(poking Rarity in chest)* A lot! That's how many! *(throwing foreleg over her shoulders)* Now if we split the list between us, we might just make it in time. *(Rarity pulls loose.)*

**Rarity:** Please, Pinkie! *(walking away)* I don't have time for some silly scavenger hunt. I've got a real problem.

**Pinkie:** You've got a real problem, all right—and a banjo is the only answer!

*(She races away without catching the perplexed glance that the encumbered unicorn tosses after her. Wipe to Twilight, galloping along a road with her own set of jam-packed saddlebags; she stops with a gasp upon meeting Rarity coming from the opposite direction.)*

**Rarity:** Huh?

*(Close-up of Twilight's load—pulsating with parasprites—and zoom out to frame Rarity looking closely at it.)*



**Rarity:** I see we're having the same problem.

**Rainbow:** *(from o.s., distant)* Ditto!

*(She flashes into view and stops in midair to shake off the ones still clinging to her, then flies off as they give chase.)*

**Twilight:** Fluttershy knows everything about animals. *(galloping away; Rarity follows)* I'm sure she can tell us how to stop them from multiplying.

*(Cut to them, now at the door of Fluttershy's cottage. Before Twilight can knock, it bursts open to release a huge swarm of the flying things that engulfs the two ponies.)*

**Twilight:** *(scared)* Or not.

*(Snap to black.)*

## Act Two

*(Opening shot: fade in to a visibly unsettled Twilight, Rarity, and Rainbow standing amid a cloud of parasprites. The unicorns still have their saddlebags; Twilight voices a strangled yelp.)*

**Twilight:** Do something, Fluttershy!

*(A longer shot reveals that they are just inside her front door. Small houses for birds and other animals have been mounted at various heights, with small staircases running up to some of them—including one placed by the chimney of a fireplace/stove. A few mouse holes can be seen in the baseboards. The air is thick with these flying pests; Fluttershy, panicked, bounds into view among them.)*

**Twilight:** Can't you control them?

**Fluttershy:** I've tried everything I know! I've tried begging, and pleading, and beseeching, and asking politely, and— *(She darts o.s.)*

*(Rainbow makes a noise of disgust as the camera zooms in on the violet unicorn's terror-stricken face. The view undergoes a wavering dissolve to a quiet Ponyville street, seen in soft focus. Pan to Princess Celestia in her pegasus-drawn chariot, the same one that brought her and Luna to Ponyville at the end of "Elements of Harmony." She is suddenly engulfed by a shadow that is thrown by a swarm of overhead parasprites; they fall on her in a mass and carry her screaming into the air toward the mountains.)*

*(Wavering dissolve back to Twilight, now outside.)*

**Twilight:** If we can't get them under control before the Princess arrives...

*(Longer shot. She, Fluttershy, Rainbow, and Rarity are now outside the cottage door, as are too many parasprites. The two unicorns no longer wear their saddlebags.)*

**Twilight:** ...it'll be total disaster! *(One coughs up a kid in front of Rarity.)*

**Rarity:** Ewwww! If you ask me, it's already a total disaster!

*(Cut to Applejack, hauling a full apple cart toward the cottage.)*

**Applejack:** Here's all those apples you wanted, Fluttershy— *(She stops.)* —but I still can't figure why you need so many.

*(She gets her answer when several of the little menaces consume the entire load in a lot less than ten seconds flat. The harvester is not amused.)*

**Applejack:** Hey!

**Fluttershy:** What do we do? *(Twilight gasps happily.)*

**Twilight:** I got it! No pony can herd like Applejack.

**Rainbow:** Yeah! We can drive 'em back into the forest! *(Zoom out to frame Applejack, who sighs; now unhitched from the cart.)*

**Applejack:** I'll rattle 'em up, but I'll need everypony's help to do it. *(pointing)* Twilight, you and Rarity wait over there. I'll herd the little critters straight at you like a funnel. *(They gallop off; Fluttershy and Rainbow fly over.)* Rainbow Dash, you and Fluttershy stay on top of 'em. Don't let 'em fly away.

**Rainbow:** *(saluting)* Aye-aye! *(She and Fluttershy fly ahead.)*

**Applejack:** *(rearing)* Yee-haa!

*(She charges after the critters in question, forcing them to fly ahead of her and gradually concentrate into an increasingly smaller space. Those at greater heights begin to drift downward as the two pegasi make pass after pass. A few other flee before Twilight's rush, but they and all the others soon find themselves clumped into a single huge ball.)*

**Applejack:** All right, y'all. Here goes nothin'!

*(Her next charge sets the mass rolling; as she brings up the rear, Twilight and Rarity take point, with Fluttershy and Rainbow keeping pace above Applejack.)*

**Applejack:** Look out, Rarity! That one's fixin' to get away! *(Cut to Rainbow; one breaks loose and she continues o.s.)* Keep a lid on 'em, Rainbow Dash!

*(The Technicolor pegasus backs the runaway up into the ball.)*

**Applejack:** Hold on, girls! We're almost there!

*(Close-up of Twilight, who is clearly enjoying both the exercise and the success of her idea to recruit Applejack, then zoom out. She is surprised to find Pinkie matching her stride for stride.)*

**Twilight:** Pinkie!

**Pinkie:** Twilight! We don't have much time!

**Twilight:** You're telling me! The Princess could arrive at any moment!

**Pinkie:** *(smiling)* Exactly! That's why I need you gals to drop what you're doing and help me find some maracas!

*(On this last word, she bends her neck 90 degrees to her left, toward Twilight, and swivels her head slightly upward to see the unicorn from the top corners of her eyes. The words and the maneuver leave Twilight even more puzzled.)*

**Twilight:** Maracas? Pinkie, we've got much bigger problems than missing maracas! *(Pinkie straightens up and gasps.)*

**Pinkie:** You're right! Getting a tuba has to be our number-one goal! *(diving away)* Follow me!

*(No takers—so she zips into view again, this time galloping backwards so she can look Twilight straight in the face.)*

**Pinkie:** I said, follow me! *(Zoom out slightly, Rainbow is above them both.)*

**Rainbow:** *(annoyed)* Pinkie Pie, you are so random.

**Pinkie:** And you are all so stubborn!

*(On this line, she puts her legs in forward gear and races back along the road past Applejack.)*

**Applejack:** Forget her, ladies. Focus! Head 'em up and move 'em out!

*(The spherical herd rumbles away from Ponyville, and Applejack hits the brakes just before it barrels into the Everfree Forest.)*

**Rainbow:** All right!

*(Fluttershy holds out her front hooves, and Rainbow slaps her some skin—hard enough to make her wince.)*

**Fluttershy:** Ouch.

**Twilight:** We did it! *(Fluttershy and Rainbow land.)* Nice work, Applejack! *(Cut to Applejack and the pegasi.)*

**Applejack:** Couldn't-a done it without y'all. *(Back to Twilight on the next line.)*

**Twilight:** Now let's get back and clean up the mess they made before the Princess arrives.

*(She starts ahead. Wipe to the exterior of Fluttershy's cottage as they arrive.)*

**Twilight:** Okay. Everyone knows what to do, right? We gotta work extra hard to make up for lost time.

*(The property owner drops in front of the door, gets the handle in her teeth—and is immediately beset by another huge parasprite swarm as soon as she opens it. The wake of their massed flight causes Rainbow to drift out of view and nearly blows Twilight, Applejack, and Rarity off their hooves.)*

**Twilight:** Where did *they* come from? *(One pops up near Fluttershy.)*

**Fluttershy:** *(sheepishly)* Well...I may have kept just one. *(Soft chuckle.)*

*(It jumps up and down on her back as another flips Applejack's hat off her head and all three onlookers put all the fury they can into their eyes.)*

**Fluttershy:** I couldn't help myself. They're just...so...cute.

**Twilight:** We don't have time to keep rounding up these things! *(Cut to Applejack and Rarity; she continues o.s. Applejack has her hat back.)* What do we do now?

*(Rainbow lands behind them, now with a pair of goggles propped on her head. Zoom in on her.)*

**Rainbow:** We call in the weather patrol!

*(Taking off straight up, she cruises over the scene as Twilight, Applejack, and Rarity try to cope with the infestation. Fluttershy is nowhere in sight, having apparently ducked back into her cottage.)*

**Rainbow:** *(pulling goggles over eyes)* Time to take out the adorable trash.

*(With a savage yell, she plunges toward the airborne annoyances and zips around in all directions, streaking the air behind her. In due time she whips up a tornado that quickly sucks in the entire swarm as it roves across the meadow. To avoid being swept away by the wind, Twilight grabs a fence post, Applejack—having lost her hat again—bites down on Twilight's tail, and Rarity seizes a shrub. Elsewhere, the twister keeps doing its work.)*

**Twilight:** *(from o.s.)* Way to go, Rainbow Dash! *(Twilight and Applejack let go.)*

**Applejack:** Looks like our problems are solved!

*(The combined sound of Pinkie's voice and clashing cymbals startles both of them.)*

**Pinkie:** *(from o.s.)* They will be with these cymbals!

*(Quick pan to her on the end of this. She trots along with a pair of cymbals slung on a cord around her neck, the wind and her motion causing them to bang together repeatedly. A particularly strong gust snaps them free of the cord and carries them away.)*

**Pinkie:** Hey! Gimme those back!

*(The two brass disks are swiftly pulled in, forcing Rainbow to duck with a yell time after time as*

*they whirl around her. As a result, the tornado begins to bend and swerve crazily on the path.)*

**Rainbow:** *(from inside)* I can't hold it! She's breaking up!

*(She is finally thrown clear, slamming into a tree back first, and Twilight gapes at the sight of thousands of parasprites escaping from the rapidly shrinking twister and making a beeline for Ponyville. The would-be percussionist soon finds an irate violet unicorn facing her.)*

**Twilight:** Pinkie Pie... *(Applejack, Rarity join her; the former with hat back on)* ...what have you done?!? *(Longer shot; Fluttershy hovers above them.)*

**Pinkie:** I've lost a brand-new pair of cymbals, that's what I've done!

**Twilight:** Will you forget about your silly instruments for one second? You're ruining our efforts to save Ponyville!

**Pinkie:** *Me?* Ruin? I'm not the ruiner! I'm the ruin-ee! ...or is it "ruin-ess"? *(sitting on haunches to think)* "Ruin-ette"? *(Applejack zips up near her.)*

**Applejack:** Come on, girls. *(Zoom out to frame all but Rainbow.)* There's no reasonin' with that one. *(as the other four gallop/fly off)* She's a few apples short of a bushel.

**Pinkie:** *(calling after them)* Hey! I'm trying to tell you all that the ruining is on the other hoof—if you'd just slow down and LISTEN TO ME!

*(She is left alone to fume in the middle of the road. Dissolve to a street in Ponyville, filled with both a cloud of parasprites and several ponies who stare contentedly up at them. One perches on the hoof of Bon Bon, who stands at a table outside Sugarcube Corner, then surprises her by gobbling down the slices of cake and pie that stand on the table. Bon Bon gasps in surprise at this split-second gluttony, while her unicorn mare companion is on the verge of tears. The latter is Lyra Heartstrings—mint green coat, powder-blue mane/tail with a white streak, amber eyes, lyre cutie mark. Elsewhere, a mare starts to water her garden, only to have a horde eat it down to the dirt in an instant. A slow pan down the street gives a clear view of the devastation being wrought by the parasprites on anything remotely edible. Cut to Twilight and all her friends, save Pinkie, and zoom out as they stare helplessly at the chaos. Rainbow has put her goggles away.)*

**Fluttershy:** What do we do? They're eating all the food in town! *(Applejack gasps.)*

**Applejack:** My apples! *(She gallops off.)*

**Twilight:** We've gotta do something!

*(She finds herself face to face with a parasprite that is carrying an apple cupcake, no doubt swiped from Applejack's inventory. Her eyes pop and she smiles as it drops the treat and flies off.)*

**Twilight:** I got it! I'll cast a spell to make them stop eating all the food!

*(She hunkers down and throws a wide-angle beam from her horn that quickly washes over the entire town. Two stop in their tracks above they are about to eat; others grimace and pop their eyes open, dazed; and Twilight and company find themselves surrounded by placid critters that are, for once, eating absolutely nothing. Pinkie zips up, a pair of loaded saddlebags on her*

back.)

**Pinkie:** Look! Tambourines! If you could all just...

*(Getting no response from the incredulous quartet, she growls in frustration and gallops off; the tremors of her flanks rattle the tambourines' shakers. One of the pests flies to an apple in an otherwise empty basket on the ground and sniffs at it, prompting a worried gasp from Twilight—and then it frowns and gives a disdainful little chirp, refusing to eat. The unicorn sighs in relief as nervous sweat runs down her face.)*

*(Its next trick is to open wide and gulp down the basket, apple and all, then spit the fruit out untouched. Another chows down on the Sugarcube Corner sign, a third eats the light fixture on a lamppost, and a swarm decimates the roof of a nearby house. A produce cart is next to go—but not the apples on it, one of which rolls to a stop in front of Rainbow.)*

**Rainbow:** *(sarcastic chuckle, to Twilight)* Hey. It worked. *(pointing at apple)* They're not eating the food anymore.

*(The spellcaster cringes at these words, trying to smile at this spectacular backfire: she has inadvertently switched the parasprites on to targeting anything that is not food. Fluttershy and Rarity stare openmouthed at the pesky things, two of which are trying to eat a gold horseshoe. Zoom in on Rarity as a sudden, horrifying thought strikes her.)*

**Rarity:** Oh, no. If they get inside my store... *(completely freaking out)* ...EVERYPONY FOR HERSELF!!

*(She races off. Cut to the exterior of the Carousel Boutique as she barrels toward the front door; in its showroom, her worst fears are quickly confirmed.)*

**Rarity:** My outfits!

*(Two of them are eaten right off the mannequins, and a third starts to meet the same fate until Rarity waves its eater off.)*

**Rarity:** Go on! Shoo! Get out, you naughty, naughty—

*(It coughs up a new parasprite and she backs away, revolted; the sound of more young being hocked into the world unbalances her sense of decorum even more. Finally she jumps onto a stool and huddles among the madness with a cry of terror.)*

**Pinkie:** *(from o.s.)* I'll save you!

*(Cut to the open front door, where the pink pony has just entered without her saddlebags. Letting the sunlight silhouette her for a moment, she tromps resolutely across the floor as Rarity gives her a look of pure admiration. This turns to puzzlement as Pinkie marches past her without*

*stopping and puts her lips to the mouthpiece of a recorder lying on a table at the far side of the room. She blows a few notes and gallops away with it, leaving Rarity to voice an ear-shattering scream amid the infestation that threatens to eat her business into the ground.)*

*(Cut to a gate in a fence that surrounds one of the Sweet Apple Acres orchards. It has been blockaded with covered wagons, a cart, and an overturned table, and Applejack, Big Macintosh, and Granny Smith are standing guard. Macintosh and Granny have a flyswatter and a pitchfork clamped in their teeth, respectively; Granny wears a pot on her head for a helmet.)*

**Applejack:** No woodland creature's gonna eat the Apple family's crops!

*(Her perspective: the swarm comes straight at them.)*

**Applejack:** Brace yourselves, y'all! *(Back to the three.)* Here they come!

*(Ducking behind the table for a moment, she comes up with a pesticide sprayer in her teeth and aims it straight ahead. Before she can use it, and much to the family's surprise, the swarm turns off to one side without storming the blockade. Instead, it eats the roof and siding off the barn to leave only the wood frame, which collapses to the ground. All three drop their weapons, stunned, and Applejack gasps.)*

**Applejack:** Didn't see that one comin'.

*(Which is literally true, since she bugged out before Twilight cast her spell. Snap to black.)*

### Act Three

*(Opening shot: the exterior of the library. All is quiet here until the camera cuts to the reading room, which is as hopelessly overrun as the rest of the town. Twilight races in and sees the parasprites wreaking havoc; several are carrying books through the air, and Spike peeks out from under his basket.)*

**Spike:** Help!

*(A book bounces off the basket, slamming it down on top of him; he lifts it clear again as Twilight dodges a throw. At floor level, one eagerly licks an exposed page; she gasps from o.s., and the next shot is of another, complete with knife, fork, and napkin. It is sucking down a thin ribbon of ink from its book as if this were a strand of spaghetti.)*

**Twilight:** *(from o.s.)* They're eating the words!

*(After it finishes, she leaps up, snags a parasprite's wing in her teeth, and gallops out with the pest in tow. Spike looks out from under his basket.)*

**Spike:** Help?

*(Cut to Twilight as she races through the forest toward the twisted old tree that serves as the home of Zecora, the zebra seen in “Bridle Gossip.” Inside, the out-of-towner is meditating, balanced upside down and headfirst atop a bamboo pole. There is no sound but the soft creaking of the support as she totters slightly back and forth—that is, until Twilight bulls her way through the door. Zecora loses her focus and balance and tumbles to the floor.)*

**Zecora:** Have you gone mad?! *(Twilight spits the parasprite free.)*

**Twilight:** Zecora, these little guys are devouring Ponyville, and the Princess is on her way!

*(It flies across the hut; cut to Zecora as she stands up and eyes it.)*

**Twilight:** *(from o.s.)* Can you help us? Please?

**Zecora:** Oh, monster of so little size. *(Zoom in; it lights on her nose.)*

Is that a parasprite before my eyes? *(Back to Twilight.)*

**Twilight:** I don't know! Is it? *(It flies back toward her.)*

**Zecora:** Tales of crops and harvests consumed. *(Back to Twilight; she continues o.s.)*

If these creatures are in Ponyville...

*(The one that came along for the ride yaks up a duplicate.)*

**Zecora:** ...you're doomed.

*(Exactly what the overstressed young unicorn did not want to hear, judging from her nervous gulp. Dissolve to her galloping out of the forest with both parasprites following; she quickly skids to a stop and tries to whip them away with her tail, but they winds up circling her head.)*

**Twilight:** *(looking skyward)* Oh, no!

*(Long shot of Canterlot, from which a pegasus-drawn chariot begins to fly down.)*

**Twilight:** *(from o.s.)* Here she comes!

*(And it makes good time too, quickly descending to the level of the treetops on the outskirts of Ponyville. Twilight gallops through town only to find herself staring at frazzled, screaming ponies and extensive structural damage in all directions—and then her overtaxed brain finally throws a rod. Her eyes contract to fixed points as a crazed little smile takes root beneath them.)*

**Twilight:** Okay. Here's the plan. Rainbow Dash, you distract them. *(Rainbow rockets past, screaming with a horde in pursuit.)* Good! Everyone else, we need to build an exact copy of Ponyville— *(pointing to one side)* —right over there. We've got less than a minute!

*(The continued wailing and crashing all around force her back into reality, and she slumps resignedly toward the ground.)*



**Twilight:** Zecora was right. We're doomed. (*Distant trumpet fanfare.*) Oh, no. (*The ruined street; she continues o.s.*) The Princess's procession is here! It's all over!

*(The fanfare gives way to a lively oompah/polka-flavored tune in B flat major. What emerges over the horizon is not Celestia's chariot, not a royal brass band, but something pink that resolves into Pinkie with a great many musical instruments clustered around her. Twilight rubs her disbelieving eyes for a better look, and a close-up of Pinkie reveals that she has turned herself into a one-pony band. A banjo is slung around her neck, with Applejack's harmonica attached so she can easily reach it with her mouth. A tuba and an accordion are hooked up on her back; she alternates blowing into the harmonica and the tuba mouthpiece. On the next line, she marches past Twilight, revealing small cymbals strapped to her forelegs so that they clash on every step. She is wearing the tuba around her midsection.)*

**Twilight:** Pinkie, we're in the middle of a crisis here! This is no time for your... (*looking up, losing steam*) ...nonsense?

*(The parasprites have stopped eating and begun to bob up and down in time with the rhythm. Gradually they work their way down to ground level and fall in step behind Pinkie, forming a bouncy procession that follows her past Applejack, Fluttershy, Rainbow, and Rarity. None of them can find any words to describe their reaction, and Twilight can manage only a bewildered shrug when she joins them.)*

*(The music mare has now reached the park; quick pan to the other five at the tail end of the very long marching line.)*

**Twilight:** (*pointing upward*) Look!

*(As Celestia's chariot touches down, the other five gallop/fly past Pinkie, who keeps right on playing. They kneel before the regal winged unicorn once she has stepped out.)*

**Celestia:** Twilight Sparkle, my prize pupil! (*Twilight sits up on her haunches.*)

**Twilight:** Hello, Princess! (*All stand up.*)

**Celestia:** So lovely to see you again, as well as your friends.

*(The growing sound of Pinkie's approach stops her cold and throws a scare into the five ponies when they see the puzzled look on her face. Here goes the marcher, parasprites and all.)*

**Twilight:** (*trying to sound casual*) So...how was the trip? Hit much traffic? (*Soft gasp from Celestia.*)

**Celestia:** What is this?

*(A parasprite coos and lands on her wing; she laughs and lifts it for a closer look, and it darts away.)*

**Celestia:** These creatures are adorable!

**Rainbow:** *(aside, to Rarity)* They're not *that* adorable. *(Rarity gives her a pained smile.)*

**Celestia:** I'm terribly honored that you and the good citizens of Ponyville have organized a parade in honor of my visit.

**Twilight:** Parade? *(catching on)* Oh...yes! The parade!

**Celestia:** Unfortunately, that visit is going to have to wait for another time. I'm afraid an emergency has come up in Fillydelphia. Apparently there's been some sort of...infestation.

**Twilight:** *(managing a smile)* An...infestation?

**Celestia:** Yes. A swarm of incredibly bothersome creatures has invaded the poor town. *(Cut to the five; she continues o.s.)* I'm sorry, Twilight, to have to put you all through so much trouble.

**Twilight:** Trouble? *(laughing)* What trouble? *(Back to Celestia.)*

**Celestia:** Before I have to go, would you care to give me your latest report on the magic of friendship in person?

**Twilight:** *(taken aback)* My...report?

*(Long shot of Pinkie, who has stopped at the forest's edge and keeps playing as the parasprites bounce happily along the road into it.)*

**Celestia:** *(from o.s.)* Haven't you learned anything about friendship?

*(The faithful student thinks very hard for a moment and then smiles as an idea hits her.)*

**Twilight:** Actually, I have. *(Cut to a slow pan across Applejack, Fluttershy, Rainbow, and Rarity; all react proudly as she continues o.s.)* I've learned that sometimes the solution to your problems can come from where you least expect it.

*(Back to Twilight and Celestia, the latter now back in her chariot; all others but Rainbow walk up slowly.)*

**Twilight:** It's a good idea to stop and listen to your friends' opinions and perspectives... *(A big cymbal crash startles them all; Fluttershy winds up hovering.)* ...even when they don't always seem to make sense.

**Celestia:** I'm so proud of you, Twilight Sparkle, and I'm very impressed with your friends as well. It sounds like you're all learning so much from each other.

**Twilight:** Thank you, Princess.

*(The chariot rolls away; once it has gone, the five-pony audience crosses to Pinkie, who stops playing after the last parasprite has passed her and gone into the forest.)*

**Pinkie:** Hey! What happened to the Princess?

**Twilight:** Emergency in Fillydelphia.

**Rainbow:** *(smiling knowingly)* Some sort of infestation.

**Pinkie:** Oh, no! Have they got parasprites too? 'Well, have tuba, will travel!

*(This shot, the first from her left side, reveals a tambourine strapped to her left hind leg. She gets*

*a lungful of air ready for the tuba, but manages no more than one note before Twilight stops her.)*

**Twilight:** I think the Princess can handle it.

**Applejack:** So you knew what those critters were all along, huh, Pinkie Pie?

**Pinkie:** Well, duh! Why do you think I was so frantic to get my hooves on all these instruments? I tried to tell you.

**Twilight:** We know, Pinkie Pie, and we're sorry we didn't listen.

*(Zoom out to bring the other four into frame, all offering their apologies.)*

**Twilight:** You're a great friend— *(Pinkie beams hugely.)* —even if we don't always understand you.

**Pinkie:** Thanks, guys. You're all great friends too, even when *I* don't understand me.

**Twilight:** You saved my reputation with Princess Celestia, and more importantly, you saved Ponyville.

*(Quick pan to all but Pinkie, in a group and staring around themselves with obvious discontent. Zoom out quickly; they are near what remains of Sugarcube Corner and several other buildings in what used to be a very nice place to live. A piece of the bakery's roof falls to the ground.)*

**Twilight:** Or not.

*(Pinkie pops up in the foreground, having disposed of all her instruments and obtained a trombone—the first one she wanted to find. She blows the old “wah-wah” sad sound effect before the view “irises out” to black.)*