

## **FRIENDSHIP IS MAGIC—PART TWO (Elements of Harmony)**

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### **Prologue**

*(Opening shot: fade in to a “Previously on My Little Pony” title card. Cut to a scene from Part One, Act One: Twilight Sparkle consulting a book in her Canterlot library while Spike shelves others.)*

**Twilight:** *(reading)* “Elements of Harmony. See ‘Mare in the Moon’?”

**Spike:** But that’s just an old ponies’ tale.

*(Close-up of the page that shows Nightmare Moon’s silhouette framed by a crescent moon, with a star in each of the four corners.)*

**Twilight:** *(from o.s.)* “She will bring about nighttime eternal.” *(Cut to her.)* It’s imperative that the Princess is told right away!

*(Spike belches up Princess Celestia’s response to Twilight’s warning letter.)*

**Twilight:** I knew she would want to take immediate action.

*(Overhead view of the pair’s chariot journey to Ponyville at the start of Act Two.)*

**Spike:** *(reading)* “My dear Twilight: There is more to a young pony’s life than studying.”

*(Close-up of them; Twilight not enjoying this.)* “Make some friends.”

*(In Ponyville, the first meeting with Pinkie Pie, and the latter’s gasp, are followed by Twilight trying to get some rest in her new digs above the library’s reading room while Spike comes up from the party going on down there.)*

**Twilight:** All the ponies in this town are CRAZY!

*(She looks at the picture of Nightmare and compares it against the darkened figure visible on the full moon, framed by four stars drifting toward it.)*

**Twilight:** I hope the Princess was right.

*(Inside the town square pavilion, Act Three; Rarity has just opened the balcony curtains for the expected arrival of Celestia, who is nowhere in sight.)*

**Rarity:** She's gone! *(Cut to Twilight and Spike, ground level.)*

**Twilight:** *(softly)* Oh, no.

*(Close-up of Nightmare in the horseflesh, then zoom out as the vapor of her mane and tail billow around her on the balcony and lightning flashes overhead. Her laughter echoes over the room.)*

**Twilight:** *(from o.s.)* Nightmare Moon!

*(Fade to black.)*

## OPENING THEME

### Act One

*(Opening shot: fade in to a close-up of Nightmare as she laughs. Zoom out as at the end of the epilogue, then cut to Mayor Mare in the crowd.)*

**Mayor Mare:** Seize her! Only she knows where the Princess is!

*(On the end of this, three pegasus guards matching the appearance of ones who pulled Twilight's chariot—white coats, gold shoes, saddles, and Roman-style helmets—fly up and close in on Nightmare.)*

**Nightmare:** Stand back, you foals!

*(Her eyes burn white, producing more lightning that hurls the trio backwards; more laughter, and she wraps her mane/tail around herself and vanishes. The blue-violet mist makes a beeline for the open front door, snaking through the panicked crowd and the dazed guards. Meanwhile, Applejack has kept her teeth locked on Rainbow Dash's tail ever since the end of Part One; the Technicolor flyer finally snaps it loose and charges after Nightmare. Cut to outside as she gives chase.)*

**Rainbow:** COME BACK HERE!!

*(The fugitive is too fast and has too great a head start, and Rainbow can only hover and watch as she clears the edge of town.)*

**Rainbow:** Nighttime... forever?

*(Hoofbeats from ground level; she spots Twilight galloping out, with Spike—still unmoving after he fainted—on her back.)*

**Rainbow:** Where's *she* going?

*(Wipe to a close-up of the little dragon asleep in a basket. He comes to with a start after a few seconds. Details of the floor indicate that he has been deposited in the library.)*

**Spike:** *(half-dazed)* We gotta stop Nightmare!

*(Out he goes again; a blanket is draped over him and Twilight eases close to look him over.)*

**Twilight:** *(softly)* You've been up all night, Spike. *(turning/walking away)* You are a baby dragon, after all.

*(The lights go out and he snores quietly—right through a commotion that shakes the entire room for a moment. Its source is the fully lit reading room, where the camera is trained on the books scattered across the floor and being flung into view. A ladder leans against the wall for use in reaching the topmost shelves, and a large table stands in the center of the room.)*

**Twilight:** *(from o.s.)* Elements, Elements, Elements...

*(Head-on view; she voices a loud, frustrated groan while levitating book after book and letting them fall. This shot fully frames a large sun painted on the ceiling, whose edges were only glimpsed during Part One.)*

**Twilight:** How can I stop Nightmare Moon without the Elements of Harmony?! *(Rainbow flies into her face, good and angry.)*

**Rainbow:** And just what *are* the Elements of Harmony? *(slowly backing her up)* And how did you know about Nightmare Moon, huh? Are you a spy? *(She gets yanked back, hard.)* Whoa!

*(Applejack is now on the scene and has again put her teeth to use in reining in Rainbow, but quickly lets go and gets a dirty look for her trouble.)*

**Applejack:** Simmer down, Sally. *(Pinkie, Rarity, and Fluttershy come in.)* She ain't no spy. *(All five move closer.)* But she sure knows what's goin' on—don't you, Twilight?

*(The new pony in town turns this over for a second, then drops her gaze.)*

**Twilight:** I read all about the prediction of Nightmare Moon. Some mysterious objects called the Elements of Harmony are the only things that can stop her. *(looking out a window at the moon)* But I don't know what they are, where to find them. I don't even know what they do!

**Pinkie:** *(from o.s.)* *The Elements of Harmony.*

*(Quick pan to her, inspecting a book on a shelf at the other side of the room, whose title she was*

*just reading off.)*

**Pinkie:** *A Reference Guide.*

*(In nothing flat, she gets plowed aside by Twilight.)*

**Twilight:** How did you find that?!

**Pinkie:** *(hopping across room, singsong)* It was under “E”! *(Twilight shoots her a funny look.)*

**Twilight:** Oh.

*(She floats the book to the middle of the room and flips pages. The binding of this one is red, with gold bands on the spine and a matching unicorn head on the cover, surrounded by six diamonds.)*

**Twilight:** *(reading)* “There are six Elements of Harmony, but only five are known.” *(Slow pan across the others; she continues o.s.)* “Kindness, laughter, generosity, honesty, and loyalty.”

*(Overhead view of all six. As she continues, the camera slowly backs up through the library window, where Nightmare’s vapor form pauses as if listening in. The center table can now be seen to have a wooden horse-head bust standing on a pedestal.)*

**Twilight:** “The sixth is a complete mystery. It is said the last known location of the five Elements was in the ancient Castle of the Royal Pony Sisters.”

*(It quickly zips away as she finishes; back to inside the reading room, the camera set just behind the six.)*

**Twilight:** “It is located in what is now...” *(Shudder.)*

**All:** *(fearfully)* ...the Everfree Forest?!?

*(On these last three words, the camera backs up a bit and the scenery around them dissolves to a road leading into a very large, very overgrown, and very foreboding wilderness. They regard it with silent trepidation for a long moment before Pinkie speaks up, cheerful as ever.)*

**Pinkie:** Whee! Let’s go! *(She trots ahead.)*

**Twilight:** Not so fast! *(Stop.)* Look. I appreciate the offer. But I’d really rather do this on my own.

**Applejack:** No can do, sugar cube. We sure ain’t lettin’ any friend of ours go into that creepy place alone. *(Twilight flinches a bit on “friend”; Applejack, Fluttershy, Rarity, and Rainbow trot ahead.)* We’re stickin’ to you like caramel on a candy apple.

**Fluttershy, Rainbow, Rarity:** Mmm-hmm!

**Pinkie:** Especially if there’s candy apples in there! *(Another funny look from Twilight; she heads in.)* What? Those things are good!

*(The young crusader finds herself alone, all right—with the other five already on their way into the forest. She sighs resignedly and starts in after them, the camera tilting up to the stars.)*

**Twilight:** *(from o.s.)* So... *(Tilt down.)* ...none of you have been in here before?

*(Stop on the six, making their way along with Twilight now walking point.)*

**Rarity:** *(shuddering)* Heavens, no! *(Slow pan through the untamed wild; she continues o.s.)* Just look at it. It's dreadful! *(Cut to Applejack.)*

**Applejack:** And it ain't natural.

*(Tilt down past the edge of the cliff on which they are walking. Nightmare's mist swirls into view and permeates the exposed rock face.)*

**Applejack:** *(from o.s.)* Folks say it don't work the same as Equestria.

**Twilight:** *(from o.s.)* What's that supposed to mean?

**Rainbow:** *(ominously, emerging from shadow)* No pony knows. You know why?

**Applejack:** Rainbow, quit it!

**Rainbow:** 'Cause everypony who's ever come in has never...come...out!

*(By this point, she has advanced so far as to be face to face with Fluttershy, Pinkie, and Rarity, and she leaps up menacingly on the last word. The real scare, however, comes when the edge of the cliff crumbles away and takes all four non-winged ponies screaming with it. Fluttershy and Rainbow get airborne just in time.)*

**Rainbow:** Fluttershy! Quick! *(She dives in.)*

**Fluttershy:** *(following)* Oh my goodness, oh my goodness!

*(As the others keep going down with the rockslide, Rainbow hoists Pinkie clear and Fluttershy snaps her teeth onto Rarity's tail to put on the brakes. Applejack stops herself by biting down on an exposed root, leaving Twilight alone to skid toward the edge of a very long drop. She winds up with her hind legs dangling over the precipice; Applejack sizes up the situation, then lets go of her root to slide along.)*

**Applejack:** Hold on! I'm a-comin'! *(Reaching the edge, she grabs Twilight's forelegs in hers.)*

**Twilight:** Applejack! What do I do?

*(Long, tense pause as Applejack squeezes one eye shut from the strain on her muscles; she aims her open one skyward for a moment before turning both of them toward the hanging unicorn.)*

**Applejack:** Let go.

**Twilight:** Are you crazy?!

**Applejack:** No, I ain't. I promise you'll be safe.

**Twilight:** That's not true!

**Applejack:** Now listen here. What I'm sayin' to you is the honest truth. Let go, and you'll be safe.

*(Twilight's popping eyes betray the fight between her panicked brain and the instinct telling her to trust the pony who is holding her at the edge of oblivion. Instinct finally wins this round, and she releases her grip and plunges screaming over the side—only to stop dead in midair with no warning. A longer shot of the hopelessly bewildered Twilight reveals that Fluttershy and Rainbow have caught her.)*

**Twilight:** Phew.

*(A sudden weight shift causes her to nearly slip out of their grasp with a yell, before they compensate for it and lower her steadily to terra firma.)*

**Fluttershy:** Sorry, girls. I'm not used to holding anything more than a bunny or two.

*(On the end of this, Twilight and the camera both focus on the cliff, where Applejack is leaping down from one protruding ledge to another, so nimbly that she might be part mountain goat. Unnoticed by all, Nightmare whisks away from the scene and pours herself into the silhouette of a hulking creature some distance away; it spreads bat wings and lashes out with a scorpion tail as a lion-like head roars. Snap to black.)*

*(Fade in to all but Rainbow walking through the forest.)*

**Rainbow:** *(from o.s., excitedly)* And once Pinkie and Rarity were safe... *(flying to catch up)* ...whoosh! Me and Fluttershy looped the loop around, and wham! Caught you right in the nick of time.

*(She demonstrates the move while describing it and lands next to Twilight on "wham!")*

**Twilight:** *(irritated)* Yes, Rainbow, I was there. *(smiling a bit)* And I'm very grateful. But we gotta—

*(She stops with a gasp when the beast silhouette drops into view in front of the group; cut to a fully illuminated shot of it. Lion body, bat wings and ears, scorpion tail.)*

**Twilight:** *(from o.s.)* A manicomore! *(Roar; back to them.)* We've gotta get past him!

*(On the end of this, zoom in on the hovering, worried Fluttershy. The creature leaps at Rarity for a swipe of its paw, but she ducks and counters with a buck to the face that knocks it back.)*

**Rarity:** Take that, you ruffian!

*(Its response is a full-volume roar directly into her face, leaving her mane a frizzed-out shambles due to the moisture in its breath.)*

**Rarity:** My hair!

*(A low growl touches off a little cry from her and sends her into a retreat past Fluttershy, who stands watching.)*

**Fluttershy:** Wait!

*(The manticore gives chase but stops suddenly due to Applejack having jumped onto its head.)*

**Applejack:** Yee-haa! *(It starts trying to buck her off.)* Get along, little doggie!

**Fluttershy:** Wait!

*(One last good heave sends the earth pony flying.)*

**Applejack:** Whoooooaaa! *(tumbling past hovering Rainbow)* All yours, partner.

**Rainbow:** *(saluting)* I'm on it! *(She zooms past Fluttershy.)*

**Fluttershy:** Wait!

*(In seconds, she has enveloped the foe in a striped twister similar to the Rainblow-Dry maneuver she used to dry Twilight off in Part One. A lash of the scorpion tale knocks her out of it and sends her toward the trees with a yell.)*

**Twilight:** Rainbow!

*(Slide to a stop, face first; now Twilight braces herself with a snort, the manticore sets up for round four, and five ponies start into a charge. Rarity's mane has sorted itself out. From the sidelines, Fluttershy throws herself in their path.)*

**Fluttershy:** WAAAIIT!!

*(As both sides stand down for the moment, she looks behind herself, then ahead, and walks toward the beast. It raises one meaty paw, ready to disembowel her on the spot; cut to the cringing other five.)*

**Fluttershy:** *(from o.s., tenderly)* Shhh, it's okay.

*(They peek nervously forward and catch sight of Fluttershy sniffing at the paw not lifted for a strike. The manticore uncertainly un-clenches it to reveal a large thorn stuck in the pad.)*

**Fluttershy:** Oh, you poor, poor little baby.

**Rainbow:** Little?!

**Fluttershy:** Now this might hurt for just a second.

*(She eases her head toward the thorn; a sudden pluck, and the huge mouth lets go with a Force Ten roar at point-blank range.)*

**Others:** *(Twilight, Applejack in view, others o.s.)* FLUTTERSHY!!

*(The yellow pegasus not only fails to get torn limb from limb, but is being cradled and licked by the suddenly pacified monster.)*

**Fluttershy:** *(giggling)* Aw, you're just a little old baby kitty, aren't you? Yes, you are. Yes, you are.

*(During this line, the other five shift from befuddled gapes to warm smiles, and move past the manticore without any trouble. Twilight hangs back for a moment so Fluttershy can catch up, her mane still swept up into a thick pink cowlick by its show of affection. Pinkie hops along on all four legs as if they were pogo sticks.)*

**Twilight:** How did you know about the thorn?

**Fluttershy:** *(walking past and o.s.)* I didn't. Sometimes we all just need to be shown a little kindness.

*(The unicorn ponders this for a second, smiles to herself, and follows. Quick pan to the discarded thorn, which begins to spin in place and turns into Nightmare's cloud. This zooms on down the path.)*

*(Wipe to the six ponies moving through yet another area of the forest. Fluttershy's mane is back to normal. The squishing steps indicate that they have entered a boggy or swampy area.)*

**Rarity:** *(shuddering)* My eyes need a rest from all this icky muck.

*(Within moments, the trees have thickened to the point that no light gets through them, leaving the screen completely blacked out. Snap to a dim view of the group.)*

**Rarity:** Well, I didn't mean that literally. *(Ground level; Nightmare snakes past the ponies.)*

**Twilight:** *(from o.s.)* That ancient ruin could be right in front of our faces, and we wouldn't even know it!

*(The wisp wraps itself into a twisted old tree as a scramble of pony mutterings and complaints is heard from farther back for some seconds.)*

**Applejack:** *(from o.s.)* Oh, wait. *(Cut to her.)* I think I stepped in somethin'.

*(Fluttershy screams, but Applejack pays no mind and moves on, a bit exasperated.)*

**Applejack:** It's just mud.

*(And a gruesome face on the tree trunk before her, with a gaping, toothy maw formed from an opening in the bark and two glaring knothole eyes. Applejack bolts with a yell while others stare wide-eyed at the leering, snarling visages that have suddenly appeared on all the trees around them. Screams rip the air as the view snaps to black.)*



## Act Two

*(Opening shot: fade in to an overhead view of five terrified ponies—all but Pinkie. They scream for their lives, the camera cutting to ground level, but a peal of laughter from the o.s. pink pony stops them cold.)*

**Others:** Huh?

*(Before them, Pinkie is giggling at one of the horrid faces and making a few goofy ones of her own in response.)*

**Twilight:** Pinkie, what are you doing?! *Run!*

***Bouncy mandolin/glockenspiel/bass melody with light percussion, up-tempo 4 (D major)***

**Pinkie:** *(laughing)* Oh, girls, don't you see?

*(Zoom in on her as the light level increases somewhat and she marks time with her hooves to sing.)*

**Pinkie:** When I was a little filly and the sun was going down

**Twilight:** Tell me she's not.

**Pinkie:** *(poking head into view from above)*

The darkness and the shadows, they would always make me frown

**Rarity:** She is.

***Synthesizer in***

**Pinkie:** *(hopping around them)*

I'd hide under my pillow from what I thought I saw

But Granny Pie said that wasn't the way to deal with fears at all

**Rainbow:** Then what is?

**Pinkie:** She said, "Pinkie, you gotta stand up tall, learn to face your fears

*(hopping to a tree)*

You'll see that they can't hurt you, just laugh to make them disappear"

***Music stops***

*(spoken)* Ha, ha, ha!

*(And with that, the face vanishes to leave an otherwise-normal twisted old tree before her. The others gasp in surprise and begin to laugh at the menacing apparitions, which also wink out; Twilight gets a little push from Pinkie to help her find the spirit.)*

***Music resumes; drums in, glockenspiel out***

**Pinkie:** So giggle at the ghostly, guffaw at the grossly

Crack up at the creepy, whoop it up with the weepy  
Chortle at the kooky, snortle at the spooky

***Staccato synth/percussion only for five beats, then music stops***

*(spoken, rapid fire)* And tell that big dumb scary face to take a hike and leave you alone  
And if he thinks he can scare you then he's got another think coming  
And the very idea of such a thing just makes you wanna...

*(One more bout of the giggles.)*

***Music resumes***

*(The remaining faces disappear as she holds out the last note.)*

Laugh

***Song ends***

*(She flops onto her back next to Twilight for a good long one, the camera zooming out to frame the others doing likewise. Normal visibility has been fully restored. Dissolve to a patch of bushes; she hops cheerfully out and leads a crew of giggling equines to the bank of a raging river. Here they come to a very surprised stop, each pony skidding into the rump of the one in front of her. The other five poke their heads out from behind Pinkie for a good look at the broad torrent.)*

**Pinkie:** How are we gonna cross *this*? *(Distant moaning and wailing.)* Huh?

*(Taking cover in a clump of bushes, they see a long, purple, scaly tail thrashing about. Pan several dozen yards along the river, passing coil after coil of snakelike body, until the head comes into view—this thing is an immense serpent with skinny arms and long, dark blond hair/mustache/eyebrows, and a tuft of purple beard. The right half of the mustache has been raggedly cut or ripped off. This is Steven Magnet, who speaks in an effeminate male voice.)*

**Steven:** What a world! What a world!

**Twilight:** Excuse me, sir. Why are you crying?

**Steven:** Well, I don't know. I was just sitting here, minding my own business, when this tacky little cloud of purple smoke just whisked past me and tore half of my beloved mustache clean off!

*(He leans in to show them the damage on the end of this line, the camera zooming in to accentuate it for good measure.)*

**Steven:** And now, I look simply *horrid*!

*(He flops full length into the river, soaking all the ponies, and launches into a fresh hissy fit. Assorted groans.)*

**Rainbow:** Oh, gimme a break.

**Applejack:** *That's* what all the fuss is about? *(Rarity shoulders her way past them.)*

**Rarity:** Why, of course it is! How *can* you be so insensitive? *(baby talk)* Oh, just look at him.

*(As she continues in her normal tone, cut to the dumbstruck others—now dry again—then back to her stroking Steven's snout. She too has dried out by this point.)*

**Rarity:** Such lovely luminescent scales.

**Steven:** *(sniffing)* I know! *(Tilt up to the hair.)*

**Rarity:** *(from o.s.)* And your expertly coiffed mane. *(He stands up.)*

**Steven:** *(patting it down)* Oh, I know, I know! *(Back to Rarity.)*

**Rarity:** Your *fabulous* manicure.

**Steven:** *(gasping)* It's so true!

**Rarity:** All ruined without your beautiful mustache.

**Steven:** *(sobbing)* It's true, I'm hideous! *(Cut to Rarity and zoom in on her narrowed eyes.)*

**Rarity:** *(resolutely)* I simply cannot let such a crime against fabulousity go uncorrected!

*(In a longer shot, she whips her head forward, clamping her teeth around one of the creature's scales so she can yank it loose.)*

**Steven:** Ow! What did you do that for?

*(She lifts the scale's razor-sharp point toward the sky. Cut to Twilight, Applejack, and Pinkie.)*

**Twilight:** Rarity, what are you—

*(All six eyes pop at the sound of a slash, and Steven goes over in a dead faint. The next shot shows the target of Rarity's strike—her own tail, of which only a ragged nub remains. Zoom out as she tosses the scale aside and uses her horn to levitate the cut swath; the curly purple hair attaches itself to the ruined half of the blond mustache. He comes to and straightens up with a jubilant laugh.)*

**Steven:** My mustache! How wonderful!

**Rarity:** You look smashing.

**Twilight:** Oh, Rarity, your beautiful tail!

**Rarity:** *(turning to face the others)* Oh...it's fine, my dear. Short tails are in this season. Besides, it'll grow back.

*(Twilight smiles gently, having grasped the sacrifice Rarity made to keep this mission going.)*

**Rainbow:** *(softly, to Twilight)* So would the mustache.

*(Twilight looks ahead and gasps happily; the river has completely calmed down now that Steven has been pacified.)*

**Twilight:** *(wading into it)* We can cross now! Let's go!

*(The water is barely up to her knees and hocks, but she yells and is nearly thrown off when a coil*

*of his body suddenly rises beneath her. A longer shot reveals that he is using himself as a line of stepping stones.)*

**Steven:** *(as all cross)* Allow me!

*(Dissolve to the group on dry land, Twilight again leading the advance. She looks ahead.)*

**Twilight:** There it is!

*(Cut to “it”—a tumbled ruin of a castle that stands in a small clearing just ahead—and zoom out. It is situated on the far side of a mist-choked abyss, with the posts of a collapsed bridge still embedded in the ground on both sides. This is the Castle of the Royal Pony Sisters, referred to by Twilight during her research in Act One.)*

**Twilight:** *(from o.s.)* The ruin that holds the Elements of Harmony. We made it!

*(Back to the group; she is first to put her hooves in high gear.)*

**Applejack:** *(as others follow)* Twilight! Wait for us!

**Twilight:** We’re almost there!

*(Not watching the road, she loses her balance and slides halfway over the edge with a yelp, scrabbling at the broken bridge that hangs from these posts. Rainbow drags her back by the tail.)*

**Rainbow:** What’s with you and falling off cliffs today? *(All eye the broad gap; Pinkie gasps.)*

**Pinkie:** Now what?

**Rainbow:** Duh! *(She gives her wings a twitch to drive the point home and lifts off.)*

**Pinkie:** Oh, yeah!

*(The blue pegasus gets clear of the ground and dives into the mist, only to emerge a moment later with the snapped bridge ropes in her teeth. As she hauls them up onto the far end and gets one of them tied down, an echoing female voice causes her to stop short.)*

**Voice:** Rainbow... *(She drops the other rope with a gasp; Nightmare’s cloud drifts up from below.)*

**Rainbow:** Who’s there?

**Voice:** Rainbow... *(The mist starts to thicken around her.)*

**Rainbow:** *(punching at air)* I ain’t scared of you! Show yourself!

**Voice:** We’ve been eagerly awaiting the arrival of the best flyer in Equestria.

**Rainbow:** Who?

**Voice:** Why, you, of course.

**Rainbow:** *(eagerly)* Really? *(catching herself)* I mean...oh, yeah! Me! Hey, uh, you wouldn’t mind telling the Wonderbolts that, would you? ‘Cause I’ve been trying to get into that group for, like, *ever!*

**Voice:** No, Rainbow Dash. We want you to join *us*.

*(The silhouettes of three pegasi appear within the murk, galloping toward her with uncanny speed. They skid to a stop, resolving into two purple-maned stallions and a blue-maned mare, all wearing full-body jumpsuits and yellow goggles similar to those used by the Wonderbolts. However, the bodies are purple and the heads/hooves black, with yellow lightning bolts marking the boundaries. Each outfit displays an emblem consisting of a winged pony skull where a cutie mark would normally appear. The mare speaks in the voice just heard, but without the echo. Her coat and wings are light gray, while those of the stallions are a darker shade.)*

**Mare:** The Shadowbolts! *(Cut between her and the puzzled Rainbow as she continues.)* We are the greatest aerial team in the Everfree Forest, and soon we will be the greatest in all Equestria. *(leaning in close)* But first...we need a captain.

*(The young daredevil's eyes go wide, a big smile creasing her face, as the speaker flies slow circles around her.)*

**Mare:** The most magnificent...

**Rainbow:** Yep.

**Mare:** ...swiftest...

**Rainbow:** Yes.

**Mare:** ...bravest flyer in all the land. *(Close-up of Rainbow.)*

**Rainbow:** Yes. *(laughing)* It's all true.

**Mare:** *(from o.s.)* We need... *(leaning to whisper in her ear)* ...you.

**Rainbow:** *(leaping up)* Woo-hoo! Sign me up! *(moving to get the loose rope)* Just let me tie this bridge real quick, and then we have a deal.

*(The Shadowbolt mare zips across to stop her, with a far more menacing tone.)*

**Mare:** NO! It's them or us! *(Rainbow recoils slightly.)*

**Twilight:** *(from o.s.)* Rainbow!

*(Cut to the other five on their end.)*

**Twilight:** What's taking so long? *(softly)* Oh, no. *(Her perspective of the four at the far end; she raises her voice.)* RAINBOW!

*(The mare's eyes blaze yellow behind her goggles, causing the visibility to drop to zero in a lot less than ten seconds flat.)*

**Twilight:** *(muffled)* Don't listen to them!

*(The little gray cells under the striped mane work overtime as the camera cuts to a close-up of Rainbow and zooms in slowly.)*

**Mare:** *(from o.s.)* Well? *(Long pause.)*

**Rainbow:** You. *(The mare smiles broadly; Rainbow leans toward her.)* Thank you...for the offer, I mean.

*(And with that, she whips back to the bridge and ties off the other rope, leaving three very surprised Shadowbolts to gape after her.)*

**Rainbow:** But I'm afraid I have to say no.

*(One last malevolent glare, and the pegasi disappear in three puffs of blue-violet smoke that come together and slink away. At the other end, Rainbow flies across the repaired bridge as the fog dissipates to the sound of the others' cheering; all six head across, with her flying to lead the way.)*

**Rainbow:** *(to Twilight)* See? I'd never leave my friends hanging.

*(After this fifth demonstration, the unicorn has a lot less trouble understanding the point. The group approaches the front entrance of the ruined castle; dissolve to an overhead view of them in the main hall just inside. Before them is an apparatus consisting of six round stone tablets mounted at the ends of radial shafts, with a larger orb at the center; the entire rig is heavily overgrown with moss and vines. The three tablets facing the camera each have a gem-shaped carving that stands out in relief on the surface. Overall, this setup bears a resemblance to the framework that held the Elements of Harmony, as seen in the Part One prologue.)*

**Applejack:** Whoa...come on, Twilight. *(Close-up, panning across the group.)* Isn't this what you've been waitin' for?

*(Cut to a slow pan across the device, seen from the ponies' side. The tablets here also have gem reliefs.)*

**Twilight:** *(from o.s.)* The Elements of Harmony. We've found them!

*[Animation goof: This shot only shows five stone tablets around the central orb, matching the depiction in the Part One prologue.]*

*(Fluttershy and Rainbow fly up and take one tablet each, lowering them to the floor.)*

**Twilight:** Careful...careful...

**Pinkie:** One, two, three, four...there's only five. *(Fluttershy brings down the last one.)*

**Rainbow:** Where's the sixth?

**Twilight:** *(kneeling, then sitting on her belly)* The book said, "When the five are present, a spark will cause the sixth Element to be revealed."

**Applejack:** What in the hay is that supposed to mean?

**Twilight:** I'm not sure, but I have an idea. Stand back. *(Zoom in as they do so.)* I don't know what will happen.

*(She squeezes her eyes shut and brings her horn's powers to bear.)*

**Applejack:** *(leading the others away)* Come on now, y'all. She needs to concentrate.

*(Nightmare slips into the chamber, unseen by all, and gradually envelops the five stone rounds before her. As the young mage steps up her efforts, the mist forms a whirlwind that lifts the tablets off the floor. When she opens her eyes, she cuts her powers off with a cry upon seeing the cyclone; cut to the others, who have left the castle and retreated to the bridge.)*

**Others:** TWILIGHT!

*(Inside, the tornado grows in size and power, reaching nearly to what remains of the ceiling.)*

**Twilight:** The Elements!

*(She dives into the storm, which shrinks away to nothing and takes her with it just as the others return to the scene. Confused, fearful reactions all around. Zoom out slowly and snap to black.)*

### Act Three

*(Opening shot: fade in to a close-up of Applejack, standing pat as the others race to and fro around her.)*

**Applejack:** Twilight! Where are you?

**Rarity:** *(from o.s.)* Look!

*(Quick pan to her, gazing intently out a window at a tower in another part of the castle. White light pours from all the windows.)*

**Applejack:** Come on!

*(Twelve hooves and four wings redline it out the door. In another part of the castle, a ball of brilliant light appears on the floor and explodes in a blast of smoke; when it clears, Twilight is seen huddled and coughing in the middle of this chamber. This is the location Rarity spotted from the window. When Twilight gets her head and lungs clear, she looks up and utters one wide-eyed gasp; across the room, Nightmare's armored form stands on a crumbling dais, chuckling nastily as the five Element tablets float in the grip of her mane and tail. Her hooves, obscured by the balcony railing in all earlier shots, can now be seen to be protected by blue shoes that reach up to cover most of the front lower portion of each leg.)*

*(Lightning cracks out, another gasp, and Twilight lowers her head and paws the ground to work up steam for a charge. Nightmare has now set the Elements down.)*

**Nightmare:** You're kidding. You're kidding, right?

*(Apparently not; Twilight barrels straight toward the dais, her horn firing up as she goes. Nightmare starts into her own charge, but an instant before the two can collide, Twilight disappears with a flash. Nightmare skids to a stop and takes a puzzled look around, only to see Twilight re-materialize on the dais. Evidently she has the ability to teleport, but her woozy moan indicates that it takes a lot out of her. She quickly comes to and dips her head toward the Elements.)*

**Twilight:** Just one spark. *(Horn blazes.)* Come on, come on...

*(The five stones begin to glow as well, surprising Nightmare no end; she becomes a tornado and whips herself onto the dais as well. The magic kicks back hard on Twilight, throwing her across the floor.)*

**Nightmare:** No! No!

*(Twilight smiles, knowing she has the upper hand—and then the Elements' lights go out. She gasps in pure shock.)*

**Twilight:** But...where's the sixth Element?

*(Cut to Nightmare, now laughing full throttle, on the end of this. One mighty rear and stomp of the metal-shod forelegs causes the stones to shatter into gravel as Twilight stares helplessly.)*

**Nightmare:** You little foal! Thinking you could defeat *me*? Now you will never see your Princess—or your sun! The night will last forever!

*(Her mane and tail become a swirling mass above her head as she laughs again. The look of utter defeat in Twilight's eyes changes to bewilderment when she hears the muffled voices of her five friends coming from the general direction of a stairway that leads up into this room. Their shadows appear on the walls in due time; zoom in on the stunned pupils and purple irises, which narrow almost to points and then widen to block out nearly all the whites. She voices a deep gasp, and a tiny flicker of light plays across the center of each gigantic black pupil—something has just hit her right where it counts.)*

*(Now, with all her old confidence restored, she turns to address Nightmare over her shoulder.)*

**Twilight:** You think you can destroy the Elements of Harmony just like that? Well, you're wrong—because the spirits of the Elements of Harmony are *right here!*

*(On the last word, zoom out to frame the other five ranged around her. The stone shards at Nightmare's hooves begin to glow and float free of the ground.)*

**Nightmare:** What?

**Twilight:** Applejack...



*(Quick pan to a flashback: the pair at the cliff.)*

**Twilight:** *(voice over)* ...who reassured me when I was in doubt, represents the spirit of honesty!

*(Flash to Applejack in the chamber; several bits start to circle around her. Pan to Twilight.)*

**Twilight:** Fluttershy...

*(Quick pan to a flashback: the manticore licks Fluttershy after having the thorn pulled out.)*

**Twilight:** *(voice over)* ...who tamed the manticore with her compassion, represents the spirit of kindness!

*(Flash to Fluttershy; shards start to orbit her as well.)*

**Twilight:** *(from o.s.)* Pinkie Pie... *(Pan across her.)* ...who banished fear...

*(Quick pan to flashback: Pinkie making fun of the twisted tree faces.)*

**Twilight:** *(voice over)* ...by giggling in the face of danger, represents the spirit of laughter!

*(Flash to Pinkie, grinning hugely as pieces gravitate to her, then tilt quickly up to Twilight and into a flashback: Rarity giving her tail to Steven.)*

**Twilight:** *(voice over)* Rarity, who calmed a sorrowful serpent with a meaningful gift, represents the spirit of generosity!

*(Flash to her, eyeing the fragments that now circle her. Twilight crosses the screen, the view changing behind her to a flashback at the chasm: Rainbow declining the Shadowbolts' offer and securing the bridge.)*

**Twilight:** And Rainbow Dash, who could not abandon her friends... *(now o.s.; voice over)* ...for her own heart's desire, represents the spirit of loyalty!

*(Flash to Rainbow, who has the last pieces spinning around her now, and zoom out to frame all six on the start of the next line.)*

**Twilight:** The spirits of these five ponies got us through every challenge you threw at us!

**Nightmare:** You still don't have the sixth Element! The spark didn't work!

**Twilight:** But it did. A different kind of spark. *(turning to the others; cut to them and pan as she continues)* I felt it the very moment I realized how happy I was to hear you— *(now o.s.)* —to see you. How much I cared about you. The spark ignited inside me... *(Back to her, eyes tearing up.)* ...when I realized that you all... *(turning to face Nightmare)* ...are my friends!

*(Shafts of intense white light pierce the gloom from above, coming from a sixth stone tablet that has materialized overhead. It bears its own gem relief and descends to stop above Twilight's head; Nightmare is the only one to shield her eyes. Back to it, tilting down to Twilight.)*

**Twilight:** You see, Nightmare Moon, when those Elements are ignited by the...the spark that resides in the heart of us all... *(Cut to the suddenly scared Nightmare; she continues o.s.)* ...it creates the sixth Element. *(Back to the group.)* The Element of magic!

*(The light from the floating Element flares out to encompass all six, and the stone bits around all but Twilight form into gold necklaces, each set with a jewel in the shape of its wearer's cutie mark: pink butterfly, blue balloon, purple lozenge, orange apple with green stem/leaf, red lightning bolt. As for the violet unicorn, the unbroken Element becomes a gold tiara on her head, studded with small blue jewels and topped by a large one shaped and colored like the six-pointed pink star in her own mark. Two rainbow-striped shafts of light, one red/orange/yellow and the other green/blue/violet, emerge from the group as a double helix and shoot toward the ceiling before joining into a single broad ribbon that swoops down on Nightmare.)*

**Nightmare:** NOOOOO!! *(The light spirals around her.)* NOOOOO!!

*(It concentrates into an impossibly small twister as she screams again. Twilight's five companions float serenely in the white light, "standing" on their hind legs with their cutie-mark jewels glowing. She opens her eyes to reveal that they have also begun to glow white. One last flare from these fills the screen, then fades away to give a long overhead shot of the six lying sprawled on the floor. They start to come around gradually.)*

**Rainbow:** *(groaning)* My head! *(Cut to Applejack.)*

**Applejack:** Everypony okay?

**Rarity:** *(from o.s.)* Oh, thank goodness! *(She and Fluttershy are up; her tail has grown back.)*

**Fluttershy:** Why, Rarity, it's so lovely.

**Rarity:** *(waving tail)* I know! I'll never part with it again!

**Fluttershy:** No, your necklace. *(Close-up of it; she continues o.s.)* It looks just like your cutie mark.

**Rarity:** Uh?...ooh... *(She notices.)* So does yours!

*(Fluttershy gasps happily at it, and the others begin to take notice of their new adornments.)*

**Pinkie:** *(hopping over to Applejack)* Look at mine, look at mine!

**Rainbow:** Aw, yeah!

*(Pan to a close-up of Twilight, who looks up at the tiara perched behind her horn.)*

**Applejack:** *(from o.s.)* Gee, Twilight. *(Cut to the others.)* I thought you were just spoutin' a lot of hooley. *(Zoom out to frame Twilight also.)* But I reckon we really do represent the elements of friendship.

*(A new light washes across the left side of the screen, as a gentle female voice speaks up—the same voice that narrated the Nightmare legend in the prologue of Part One.)*

**Narrator:** Indeed you do.

*(The sun begins to rise over the hills beyond the cracked window; from it, a blaze of light separates and floats slowly through the glass. It settles to the floor in front of the group and disappears with one last flare. In its place stands a tall, white winged unicorn mare whose impossibly long, sparkly mane and tail are striped in pastel shades of pink, green, and two different blues; they wave gently as if a breeze were blowing past. She wears a gold tiara, necklace, and shoes; the necklace is set with a large, violet, lozenge (diamond)-shaped gem. All but Twilight kneel silently before her; the last stays upright with a happy gasp.)*

**Twilight:** Princess Celestia!

*(She dashes over to the window, where the two nuzzle each other affectionately. This shot is close enough to show that Celestia's eyes are a deep shade of pink, and that her tiara is set with a stone to match the one in her necklace. She stands roughly twice as tall as a typical pony, and her overall body proportions are closer to those of a typical horse than to the other ponies. Her mane has shifted to cover one eye, an appearance that will be maintained in future episodes except for occasional head-on views.)*

**Celestia:** Twilight Sparkle, my faithful student. I knew you could do it.

**Twilight:** But...you told me it was all an old pony tale.

**Celestia:** I told you that you needed to make some friends—nothing more.

*(Cut to a slow pan across the other five as they stand up again.)*

**Celestia:** *(from o.s.)* I saw the signs of Nightmare Moon's return, and I knew it was you who had the magic inside to defeat her. *(To Twilight, who starts to understand it all.)* But you could not unleash it until you let true friendship into your heart. *(She shares a look with the other five.)* Now if only another will as well.

*(All look worriedly across the room; cut to the far end, strewn with the smoking remains of Nightmare's blue armor. A short pan reveals a second winged unicorn mare lying insensate amid the debris. This one is considerably smaller than Celestia, with a blue-violet coat and a lighter blue mane/tail, and has the same crescent-moon cutie mark as Nightmare. Behind her horn is a small tiara, the same shade of dark purple as the mark's background splotch. Blue shoes cover her hooves, and her eyelids are shadowed in the same color as her mane.)*

**Celestia:** *(from o.s.)* Princess Luna.

*(This one wakes up with a gasp, revealing eyes the same shade of blue-green as Nightmare, but without the catlike pupil shape. She lifts her head as Celestia crosses to her. Celestia's cutie mark can now be seen—a sun—when she sits on her belly to face Princess Luna during the following*

line.)

**Celestia:** It has been a thousand years since I have seen you like this. *(Luna cringes slightly.)*  
Time to put our differences behind us. We were meant to rule together, little sister.

**Twilight, Rainbow:** Sister?

*(At the very least, Twilight has made the connection—Celestia and Luna were the two sisters in the legend, before the younger went bad. Luna's cringe partially reveals a purple necklace, the same shade as her tiara and cutie mark background, in place of the armored chest piece she had worn.)*

**Celestia:** *(standing)* Will you accept my friendship?

*(Luna turns her face away as the suspense starts to get the better of Twilight and company; they lean in expectantly, Pinkie going a little too far.)*

**Pinkie:** *(toppling to floor)* Whoa!

*(Luna makes her move, standing upright and nuzzling against Celestia's chest as tears run from both sisters' eyes. She is slightly more than half as tall as Celestia, and her scared, quavering voice sounds closer to those of the six ponies who have just undone her Nightmare transformation. A white crescent moon can now be seen on the necklace. Her proportions resemble those of a scaled-down horse.)*

**Luna:** I'm so sorry! I missed you so much, big sister.

**Celestia:** I've missed you too.

*(A nose is heard being blown o.s.; quick pan to the source—Pinkie, who has produced a handkerchief and is sobbing profusely into it. Waterfalls of tears cascade from both eyes for a moment before she perks up to her usual happy demeanor.)*

**Pinkie:** Hey! You know what this calls for?

*(Quick pan to a stretch of Ponyville meadowland, fully decked out for a shindig. She pops up in the foreground, no longer wearing her necklace.)*

**Pinkie:** A party!

*(Confetti and streamers rain down as she and many other cheering locals race through the meadow. A team of pegasus guards pulls a chariot bearing Celestia and Luna—on the ground, rather than in the air. The wheels have a sunburst design worked into the spokes and a crescent moon on the axle hub.)*

*(Spike bulls his way through the crowd to give Twilight the biggest hug he can manage, given his size, and all make obeisance to the sisters once they leave the chariot. The six core members*

*have removed their jewelry. Celestia smiles gently, while Luna seems a bit uneasy before the crowd and two pegasus fillies fly up to place a wreath of red and white roses around her neck. She directs an uncertain, slightly teary-eyed little smile at Celestia, not entirely understanding how these complete strangers could forgive her but accepting it all the same.)*

*(Pan from them to Twilight, now standing at a short distance and looking very downcast.)*

**Celestia:** *(from o.s.)* Why so glum, my faithful student? *(Longer shot, framing both.)* Are you not happy that your quest is complete and you can return to your studies in Canterlot?

**Twilight:** That's just it. *(Slow pan across the saddened others and Spike; she continues o.s.)* Just when I learn how wonderful it is to have friends, I have to leave them. *(Back to the pair.)*

**Celestia:** Spike, take a note, please.

*(Cut to the little guy, standing between Applejack and Fluttershy with quill and scroll in hand. The two ponies have begun to smile again, and he starts to write.)*

**Celestia:** *(from o.s., dictating)* "I, Princess Celestia..." *(Back to her and Twilight; zoom out slowly.)* "...hereby decree that the unicorn Twilight Sparkle shall take on a new mission for Equestria."

*(The others brighten considerably when the camera shifts back to them and pans across the line.)*

**Celestia:** *(from o.s.)* "She must continue to study the magic of friendship." *(Cut to Twilight.)* "She must report to me her findings from her new home in Ponyville."

*(The uncomprehending look on said unicorn's face gives way to a grateful smile as the other five mob her, shouting congratulations.)*

**Twilight:** Oh, thank you, Princess Celestia! I'll study harder than ever before!

*(Cheers all around as confetti and streamers rain down. Dissolve to a long shot of Ponyville and zoom out slightly before Pinkie pops up in the foreground. An "iris out" to black begins around her as she speaks, her words directed at the camera.)*

**Pinkie:** Isn't this exciting? Are you excited? 'Cause I'm excited, I've never been so excited! Well, except for the time that I went— *(Gasp; the "iris out" retracts a bit, then resumes.)* But I mean, really—

*(The rest of the sentence is cut off when the transition finishes.)*