



FRIENDSHIP
is MAGIC

ALL THE
REST

Transcripts

MY LITTLE PONY: THE MOVIE

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Notes: Unlike the *Equestria Girls* films to date, this one does not have a prologue before the opening credits. This transcript begins with the display of the main title on the screen.

The breaks between acts are somewhat arbitrary, and have been chosen so that each act has approximately the same running time as a typical episode.

Background song lyrics are in square brackets; any marked with an exclamation point are shouted rather than sung.

A deleted scene is included at the end of this transcript.

Act One

To the tune of “We Got the Beat” by the Go-Go’s
Energetic pop melody with synthesizer/drums, fast 4 (A major)
Vocals by Rachel Platten

(Opening shot: tilt down from the title in a sparkling night sky, which gradually lightens into sunrise as the camera settles down to the upper edge of a thick layer of clouds. One pegasus after another zooms into view, the camera following their descent through the clouds. The group is five strong by the time they emerge to follow a road that bisects a grassy plain.)

Platten: [Hey! Hey! Hey!]
[Hey! Hey! Hey!]
See the ponies trotting down the street
Equestria’s where they want to meet
They all know where they want to go
And they’re trotting in time and they’re trotting, yeah

(Their flight brings them toward Canterlot, a rainbow arcing over the opulent metropolis and through the clear blue sky of morning. Scores of other ponies are making their way in, the camera following.)

They got the beat, they got the beat, they got the beat
Yeah, they got the beat

(Strings of pennants stretch overhead from one side of a public square to the other, highlighting the sun/moon ornamentation and the statues of Princesses Celestia and Luna on the arched main gate. The square itself is crowded with ponies engaged in setting up for a festival, and the camera moves past them and follows a bridge toward a higher tier of houses, also abuzz with preparations.)

Platten: Go-go music really makes us dance
Doing the Pony puts us in a trance
Do Watootsie, 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

Vocals end; music continues with shouts of "Hey! Hey! Hey!" under the following

(Stop on a table at which Carrot Top and another mare are laying out trays of assorted desserts. Spike drops into view, carrying an armload of scrolls, and bounces off a Jell-O mold to hit the ground running through the crowd.)

Spike: 'Scuse me! Dragon on the move! Important princess documents coming through! *(Two earth pony mares address one another.)*

Mare 1: Wow! Everypony from Manehattan to Saddle Arabia is here!

Mare 2: I know, filly. We almost couldn't book a stable. *(Two pegasus mares fly up over the hubbub.)*

Mare 3: Princess Twilight must have her hooves full with this giant festival.

Mare 4: *(swooping around her)* Are you kidding? She's smart and organized and cool under pressure. *(as both ascend o.s.)* There's nothing she can't handle.

(Their flight path carries them past a row of stained-glass windows, every other one of which depicts a different princess—left to right: Luna, Twilight Sparkle, Cadence, Celestia. Zoom in slowly and dissolve to a close-up of Twilight's window; the zoom continues until the actual winged unicorn in question can be discerned beyond the glass. She stands on the carpet that stretches along this corridor, facing the window and with wings spread to mimic its pose, and a tiara can be seen on her head.)

Twilight: Oooooommmmm...

Song ends

(The camera passes through the window and stops on a close-up of her, eyes closed and horn aglow. Her tiara is actually a small crown, gold with pink gems set at the points, and of a different design than any of the others she has worn to date.)

Twilight: Oooooommmmm...

(Her whole face scrunches up in a sudden panic, eyes popping wide open and horn going out.)

Twilight: *(circling in place)* ...mmmmmy goodness, I can't handle this! Ooh, nothing is working! I just have to get it together. Just go in there, and ask. This is your Friendship Festival. Everypony's happiness rests in your hooves.

(After a long beat of silence, she claps a hoof to her forehead and voices a distressed moan. Any further stewing, though, is cut off by the slow creak of one of the double doors at the end of the corridor opposite her. It opens just far enough to admit Spike.)

Spike: Okay. Twilight. Got all your charts and graphs. *(Door closes.)*

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

Spike: What'chu talkin' 'bout?

Twilight: *(sighing, turning away)* I'm about to ask the three most royal princesses of Equestria for a *huge* favor. What if they reject me?

Spike: It'll be fine. Just remember the most important thing.

Twilight: *(turning back, with a huge strained grin)* Smile?

Spike: Uhhh...no. You're a princess too.

Twilight: Right.

(The grin wilts away into a deflated sigh, and she fires up her horn to open the doors at her end of the passage and advances through them. Beyond is the throne room, with a number of notable changes from its appearances in the series to date. Instead of a single throne on the dais at the far end, two stand side by side, one topped by a gold sun and the other a blue crescent moon. These are backed by a pair of curtained doorways each framed by a stained-glass representation of the heavenly body that is one sister's charge. Above them is a larger window that presents suns and comets in a night sky. The dais itself now has only two levels instead of three, and curved ramps lead down to the floor from either side of the lower level. Out in front is a set of four-level fountains, with drainage channels running from the lowest tier and down the length of the room toward Twilight's end; the flower-filled planters to either side of the red carpet leading to the dais have been removed. The violet paint on the side walls has been replaced by a gentle greenish-blue that lightens toward the floor, while that at the dais end is a darker shade. Celestia stands on the carpet, Luna off to one side; Cadence is a few paces back on the other. Cut to a long overhead shot of the tableau, the doors slowly closing as Twilight and Spike enter. Set into the floor, and divided by the carpet, is a design of a four-petaled flower overlaid on a circle; the watercourses end at the base of the wall, on either side of the doors.)

Twilight: Good morning, Princesses. *(Floor level.)* 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. *(Cadence moves up alongside Celestia and Luna.)*

Celestia: Yes, Twilight. We are very excited.

Cadence: 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. *(Cut to Twilight.)*

Twilight: Yes, she *is* the “mane” event. (*giggling a bit*) And to make it extra special, I could use your help. Spike?

(A creaking of wheels accompanies a cut to the little guy, who has put aside his freight of scrolls and is humming to himself as he drags in a wheeled whiteboard. The corner nearest him bears an abstruse equation, and a zoom out reveals that the whole thing is at least twice his height and roughly double that from end to end. A few other formulas, diagrams, and sticky notes mark the edges, while the bottom center shows a drawing of a stage and a singing, hovering pegasus.)

Twilight: (*trotting to it*) Songbird Serenade’s performance is not scheduled to start until after you begin the sunset. (*levitating a marker; writing; zoom in slowly*) And based on my precise calculation, to get the very best lighting for the stage, Princess Celestia, I was hoping you could make sure the sun stays about twenty-eight-point-one degrees to the south. And Princess Luna, if you could raise the moon sixty-two degrees to the north at the same time, it would reflect the sunlight on the other side and really frame the entire stage perfectly!

(By the time she finishes, the empty space on the board has been greatly diminished—and so has her sanity, judging from the off-kilter grin now stretching her cheeks. Her audience finds itself at a collective loss for words when the camera cuts to the trio.)

Luna: I—

Twilight: (*from o.s.*) But wait. There’s more! Cadence— (*Back to her*) —if you could use your crystal magic to create an aurora above the stage— (*She floats up a pointer rod to emphasize here and there.*) —the sun *and* the moon will shine through it and create a truly amazing light show.

(Tilt up to the top edge, Spike reaching up into view from behind it to throw a pinch of golden glitter into the air. On the next line, he holds a cutout drawing of a pegasus mare, attached to a stick, up into view and waves it back and forth. Off-white coat; dark gray, short-sleeved top, half-blond/half-black mane/tail cut in thick blocky layers, the former completely hiding the eyes and decorated with a huge pink bow. Musical notes on springs issue from the mouth.)

Spike: (*from behind board*) Presenting... Songbird Serenade!

(He hoists himself up to balance on the edge.)

Spike: (*singing tunelessly*) Yeah, yeah, yeah, whoa-ho...

(He trails off into a yell of fear as he loses his balance and smacks into the floor, letting go of the prop. The mishap breaks Twilight’s concentration, and her pointer clatters down as well.)

Spike: (*weakly*) Ta-da!

(Twilight slaps on a big stupid grin and spreads her wings to full extension, only partly hiding him from view. Another whole lot of bewildered silence from the royal observers.)

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. *(Sheepish grin and snort.)*

Celestia: *(gently, crossing to her)* Twilight— *(She, Luna, and Cadence light their horns.)*—each of us uses our powers to serve Equestria in our own way.

(Close-up of a now-chastened Twilight.)

Celestia: *(from o.s., lifting her chin)* You are the Princess of Friendship. *(Back to her and the others; horns quiet.)* You already have all the magic you need.

Twilight: So...that'd be a no?

(Her ears droop in anticipation of the inevitable refusal as Spike offers his best nervous grin.)

Rainbow Dash: *(from outside, distant)* Yes!

(Cut to a happy cloud in the morning sky; the blue speedster rockets into view and plows through, instantly disintegrating it into wisps of water vapor. Three more meet the same fate, after which she comes to an abrupt hovering stop.)

Rainbow: Sky's cleared and ready for the Festival!

(She zooms away, the camera tilting down to frame Canterlot Castle as she circles down to it and away. The royal residence gives onto a broad circular plaza whose circumference is studded with tents and stalls. A circular, purple-draped stage stands before the front entrance; extending from its front edge is a runway that terminates in a smaller circular platform at the exact center of the plateau. One tiny figure can be seen rehearsing on the stage, while another is working on something off to one side. From here, cut to a head-on close-up of the latter figure—Pinkie Pie, blowing up a balloon and standing before a collection of others shaped as animals. She adds enough air to grow it a few notches, then executes a quarter-turn to show it as a long, slender one. A few moments' deft manipulation are all she needs to tie off the end and turn the thing into a free-standing effigy of Discord. She beams at her work until the knot at the end of the tail comes undone; the air vents out with enough speed to blow her mane/tail back, and both she and it go flying in opposite directions.)

Pinkie: Whoa!

(Cut to the stage. The figure seen here proves to be Fluttershy, in the process of leading a choir of birds through a rehearsal. Her pet rabbit Angel sits on the bottommost row of perches, wearing a vividly colored bird suit and looking very much out of sorts as the real avian musicians whistle their way through a jaunty tune. Pinkie's deflated balloon barrels past to break up the act and prompt a cry of fear from Fluttershy.)

Pinkie: *(leaping across, scattering birds)* Heads up, Fluttershy! Out-of-control balloooooon!

(The only ones not to bail out are Angel and one small tweeter, which bonks Fluttershy in the side of the head.)

Fluttershy: Oh! *(It perches on her hoof.)* I don't think it's the balloon that's out of control, Pinkie Pie.

(She finishes this line with a nuzzle and a knowing smile. Cut to Applejack, hauling a cart loaded with kegs of cider across the plaza and balancing a full mug on a hoof.)

Applejack: Hey, y'all!

(She is met by the midair passage of a screaming Pinkie, who has latched onto the errant balloon, and stops.)

Applejack: Anypony up for some free samples of my family's apple cider? *(This gets Rainbow's attention.)*

Rainbow: Ahh!

(A vivid blur flashes past the farmer and plucks the mug away, nearly blowing her mane, tail, and hat off.)

Rainbow: *(now o.s.)* Thank you!

(A loud slurp is heard; just as quickly, she makes a second pass and returns the mug.)

Rainbow: *(now o.s.)* Loved it!

(Applejack glances down at the emptied vessel with slight bafflement. Cut to Rarity, humming placidly to herself and using her magic to attach a gem to the knot of a pink bow hanging on a swatch of blue fabric before her.)

Applejack: *(from o.s.)* Wow, Rarity.

(Zoom out; she approaches, having unhitched herself and put the mug down. The bow is being used to adorn a skirt that hangs from the edge of the stage.)

Applejack: That's a...fine job you're doin' there.

(Cut to a very long shot of the two mares. The bow Rarity has finished touching up is the only one on the skirt, which encompasses both the stage and the runway.)

Applejack: *(pointedly)* 'Course, it might not get done 'til *after* the concert.

Rarity: Applejack, darling. *(Back to them.)* Anypony can do fine. Twilight asked me, so clearly she's going for fabulous, and fabulous takes time. *(Rainbow descends to them, rolling her eyes.)*

Rainbow: Fabulous takes forever! But awesome...

(She zooms off, skimming the perimeter of the entire setup and blasting past Fluttershy to leave her spinning in place like yellow/pink top; the bird she was cuddling gets clear just in time.)

Fluttershy: Whoa!

(When she comes to a dizzy stop, she finds a length of pink ribbon tangled around her body and all four legs and a gem shoved in her mouth—the result of some overeager decorating. By the time Rainbow stops, the stage/runway edges are hung with sloppily tied bows whose gems teeter at crazy angles.)

Rainbow: ...can get done in four seconds flat. Faster if I do my Sonic Rainboom. *(Rarity voices a terrified cry.)*

Rarity: No-no, oh, no! Don't you dare, Rainbow Dash!

(The camera swivels quickly away from them to a stretch of Rainbow's messy work.)

Rarity: *(from o.s.)* It looks wretched enough already! *(The gem falls off one bow.)*

Rainbow: *(flying to it)* Oh, come on. It's fine.

Rarity: If you were raised in a barn!

(She catches herself, clears her throat demurely, and addresses herself over her shoulder.)

Rarity: No offense, Applejack.

(Cut to the workhorse, setting a mug on her cart. During the next two lines, Rainbow makes several passes to drain it and Applejack sets up a refill.)

Applejack: None taken, especially since I wasn't raised in a barn. My family just happens to have a barn, where I was born— *(deflating)* —and spent most of my formative years.

Rainbow: *(rapid fire, on last pass)* You were raised in a barn!

(Cut to Twilight and Spike crossing the plaza, the mare levitating a checklist and quill at eye level and marking items off.)

Twilight: Okay. Just two hundred and eighteen things left to do, and we're ready. *(Rarity begins straightening Rainbow's slipshod work.)*

Applejack, Rainbow: Hey, Twilight!

Rarity: Hello, Spike.

Spike: *(waving bashfully)* Uh, hi, Rarity. *(He blushes and laughs softly.)*

Applejack: *(to Twilight)* How'd it go with the other Princesses? They like your idea?

Pinkie: *(hopping down runway, chasing her balloon)* I bet they loved it!

Twilight: *(sighing)* Not exactly. They think I can make today perfect without their magic.

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

Twilight: (*panicky*) But what if I'm not? What if Songbird Serenade hates the stage— (*Pinkie joins the group, balloon in teeth.*) —or nopony makes a new friend? And if I fail at the Festival, then who am I?

(The party planner darts in close, having spat out the balloon, and lifts the light violet face as scroll and quill hit the ground. Deadly serious blue eyes bore into scared purple ones at point-blank range.)

Pinkie: (*increasingly worked up*) Twilight, look at me. 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!

(By the time she reaches the end of this line, she has backed Twilight down so far that the winged unicorn has collapsed onto her back. Pinkie finishes her thought with a hooves-to-temples scream that earns uneasy/disgusted looks from the rest of the gang. Spike has taken up the discarded implements. Pinkie's fit dissipates as quickly as it came on, and she smiles broadly and hops backward to stand with the others, the dragon now having procured a balloon.)

Pinkie: But you have us! So stop worrying.

(Rarity applies her field to touch up another bow as the ribbon and gem fall away from Fluttershy, Spike's balloon pops, and Rainbow lets go with an idle burp. The jewel is picked up in a clawed hand and tossed down the scaly violet throat for a snack.)

Bouncy string/piano melody with light percussion, brisk 4 (E major)

(A surprised yelp escapes Twilight's throat as Applejack pulls her upright and brushes her off.)

Applejack: It's time to show 'em what you've got
(Rarity magically adjusts the crown.)

Rarity: It's time to go and get things done

Fluttershy: But you don't have to do it on your own
(Pinkie gathers the other five mares into a hug.)

Pinkie: 'Cause you've got friends right here to make it fun

Percussion strengthens

(Giggles around Twilight as Fluttershy and Rarity squash their cheeks against hers; all then back off to point at her and finish by clustering back in.)

All mares but Twilight: We got this, you got this, we got this together

Horns, acoustic guitar in

(Rainbow lifts off towing Twilight, who in turn has Spike hanging onto her tail.)

Twilight: Whoa!

Spike: Whoa!

(They split apart and fly side by side under gloomy gray clouds, Spike climbing up to Twilight's back.)

Rainbow: Sometimes the pressure gets you down, and the clouds are dark and gray
(She punches through, creating a sunbeam toward which Twilight flies.)

Just kick them off and let the sunshine through

(They emerge above the cloud cover and into blue skies, and Rainbow stretches Twilight's cheeks into a grin.)

And scary as it seems, more help is on the way

(Five Wonderbolts blast upward to clear the bank.)

'Cause friends have friends that want to help out too

(The new arrivals drop back to circle around the trio, then rise to knock out one last cloud blocking the sun.)

Rainbow, Wonderbolts: We got this, you got this, we got this together

(As the Princess raises a puzzled hoof toward her eyes to shade them, Rainbow seizes it and hauls her back to ground level. Twilight finds herself flying slowly through a lively stretch of games, vendors, and partygoers.)

Crowd: It's the Festival of Friendship, and we can get it done
(Bulk Biceps punches the target on a pony-specific "high striker" game hard enough to smash the bell off its top end. Photo Finish snaps a picture of Twilight and Spike, capturing her in a come-hither pose and him with a dashing grin.)

A festival that they won't forget

(The snapshot spins in place and becomes an extreme close-up of a record being scratched on a turntable. A longer shot frames DJ P0N-3 at the deck, with speakers and spotlights in abundance, as Twilight flies Spike overhead and delivers a cheerful high five.)

A party to be proud of, a day of games and fun

(They swoop down one street and into a fenced enclosure—a petting zoo set up by Fluttershy.)

Just you wait and see, a magic day in perfect harmony

(Angel is out of the bird costume he wore during the earlier rehearsal, and the little flyer that Fluttershy looked after is perched on her hoof. Twilight comes in for a landing, Spike jumping down from her back.)

All instruments out except soft piano and tapping drumsticks

Fluttershy: You got this

(The bird whistles the next three notes of the chorus, then accompanies Fluttershy as Harry the bear shambles in to wrap them all up in a crushing group hug.)

We got this together

Piano out; banjo/violin in; drum flourish subsides to handclaps

(An entire flock swings past the camera; behind them, wipe to a slow tilt down to Granny Smith holding a freshly baked pie. She blows a stray feather away from the crust; now Applejack stands with a second one balanced on her hoof, facing Twilight and Spike in a side street. Apple Bloom has a third and is off to one side.)

Applejack: With friends and family you are never alone
(She thumps Spike on the back, startling him into a flaming exhalation that burns through his checklist.)

If you need help, we've got your back

Drums sneak in

(Twilight levitates a full ladle up from a cider vat and takes a sip; wincing, she brings up a bucket of sugar and pours it in.)

You can be honest, let your problems be known

(Several passing Apple family mares join in, two of them hefting a tray of rolls on which Spike is riding with a new copy of the list.)

Applejack, Apples: 'Cause you've got us to pick up the slack

Woodwinds in

(Pies are set down on a table; zoom in quickly to Big Macintosh at the far end, holding one of his own.)

We got this

Macintosh: *(spoken in rhythm)* Ee-yup! *(He takes a bite.)*

Applejack, Apples: We got this together

(Long overhead shot of the area, framing no fewer than three freshly set tables. Zoom out as the view takes on a bluish crystalline character, as if being seen through a gem. It resolves into a heart-shaped jewel held in Rarity's field, and the camera begins to pan along the edge of a raised platform on the stage as one after another is set in place. Twilight and Spike marvel at the unicorn's effortless handling of the decorations.)

Light string/woodwind/percussion melody (E flat major)

Rarity: Pay attention to the details, every gem even spaced
Make the colors perfect

Spike: *(grabbing one)* Taking one or two to taste
(He wolfs it down; Rarity gently prods Twilight's chest as Coco Pommel and Sassy Saddles carry supplies past.)

Rarity: Inside and out, beautiful throughout
(She magically passes Spike a basket of scraps, including a crystal that he eagerly gobbles up.)

Generosity is what we're all about

All instruments out except for quiet woodwinds

Spike: (*mouth full*) You got this
(*Rarity levitates a piece consisting of interlocking helical ribbons down to Twilight.*)

Rarity: You got this
Drums in; horns/strings build

(*The Princess lifts off, taking the item in her field to hang it high above the stage.*)

Twilight, Rarity: We got this together

Acoustic guitar in; percussion drops back to bass drum beats

(*She flies up farther and pivots to regard the entire plaza.*)

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

Drums gradually build

(*She angles her flight down toward a packed avenue, then regards her own reflection while skimming a hoof across the surface of a river.*)

I am the Princess of Friendship
But that is more than just a crown

(*Under a bridge she goes, then sharply up to send water splashing everywhere as her silhouette disappears against the sun.*)

It's a promise to bring ponies together
And never let anypony down

Syncopated bass/drum shuffle with woodwind and baritone saxophone accents (E major)

(*Cut to a slow zoom in on Pinkie, balanced atop a giant crank-operated eggbeater that stands in an appropriately sized bowl of batter. A bicycle frame and seat are attached for her to maintain balance, and she wears sweatbands on her forehead and all four legs as she works the pedals mounted on the cranks for all she is worth. Crates and sacks of ingredients are piled up around the bowl, as are a few drifts of loose flour and sugar.*)

Pinkie: We've got an awful lot to bake, each pony needs a piece of cake
(*She looks off to one side; cut to Trixie setting off a load of fireworks amid the spectators as Starlight Glimmer watches.*)

Oh, wait, there's something better we can do

Strings sneak in (modulate through other keys and back over the next two lines)

(*One zooms past the camera, filling the screen with its exhaust; when the view clears, Pinkie is pulling a cartload of party paraphernalia down a road and has shed her sweatbands. She stops near Cheese Sandwich, who pauses in a bit of welding and flips up the protective mask covering his face. Zoom out; stacked up behind him is a mishmash of crates, sacks, and gigantic mechanical components that includes a wrecking ball.*)

We're gonna need some more supplies to make a really big surprise

(Her pet alligator Gummy's mouth falls open in shock, letting a wrench fall from his jaws; she catapults everything out of her cart by stomping on the harness struts, then dons a pair of safety goggles.)

She'll be so shocked, she's sure to love it too

Full orchestra

(Cheese is nearly lost amid a cloud of dust kicked up by a fresh spurt of activity, and she throws a few parts to him before ditching the eyewear and lifting Gummy.)

Pinkie: *(spoken in rhythm)* You got this!
(sung) We got this together

(Tilt up just in time to frame the Wonderbolts speeding overhead to break up a cloud, then cut back to the plaza. Throngs of ponies march amid a shower of confetti and balloons.)

All: It's the Festival of Friendship, together we are one
(Twilight, all her friends except Pinkie, and Spike fall into their own formation and advance down the runway, Rainbow flying above the others and Spike no longer holding the checklist and quill.)

 A day we will never forget
(They stop at its end; the bows on the stage skirt have all been repaired. Four of the ace flyers pair up for high fives, the odd stallion ending up across from Derpy Hooves in a party hat. Her timing is a bit off, though, and her hooves catch nothing but air as she throws herself bodily into the gesture and down o.s.)

 And now everything is ready, so when the day is done
(Cut to each in turn, overseeing her particular area.)

Rainbow: The weather

Applejack: The banquet

Rarity: The style

Fluttershy: And music

(They march toward the camera, peeling off to alternate sides; Twilight brings up the rear.)

All: All will be in perfect harmony

(As they hold out the last note, she rises slowly to her hind legs and spreads her wings in triumph, not noticing the massive bulk of an object that is slowly trundling toward her from behind. A ponderous upward rotation frames it as an enormous, light blue cannon.)

Song ends abruptly after a final brass flourish

(It blasts its charge skyward, the camera tilting up to pick it out in full—an upside-down, five-tiered behemoth of a cake with white-trimmed pink icing. It rises with all the grace and artistry of a very delicious brick amid a salvo of confetti, and the tiers start to separate as it passes through the highest point of its trajectory. Cut to a long overhead shot of the equine quintet and zoom in on Twilight as she turns away from the others; all eyes turn up, confusion

stenciling itself in foot-high letters on every face. The next shot is an extreme close-up of her, zooming in on her eyes as she draws in a stunned gasp and the cake's shadow envelops her form, followed by a split-second cut to her perspective as it bears down on her. From here, cut to all five; the tiers slam down on her one by one in proper order, each prompting a muffled yelp of surprise. The colossal dessert stands before the others in all its disheveled glory for a long moment before coming apart in a torrent of pink sludge. A muffled, weary moan issues from within as the onlookers voice dismayed reactions and the gunk laps at their hooves. Popping her befouled head out from the epicenter, Twilight catches sight of the huge firing-piece.)

Twilight: *(annoyed)* Pinkie!

(The final insult comes in the form of a lit candle that lands, upright, on the tip of her horn; next Pinkie climbs partway up from within the muzzle.)

Pinkie: Oopsie! Guess my Easy-Bake Confetti/Cake Cannon needs a little bit more fine-tuning.

(Twilight voices an irritated huff, directing the air upward to extinguish the flame, and follows it up with a groan. Any further gouching is cut off by a round of hushed, awed murmurs.)

Stallion voice: Songbird Serenade!

(Cut to the crowd, which slowly begins to part so two dark gray unicorn bodyguard stallions in black suit jackets, white dress shirts, and black neckties and sunglasses can pass. Behind them, the figure of Songbird Serenade is partly visible, matching the details of her cutout self that Spike used in Twilight's pitch to the other Princesses. The stallion who just spoke is among the group.)

Stallion: Is it really her? *(The two bodyguards push others aside.)* It is! It is!

(One of them turns his head slightly as he clears the way, revealing a headset microphone plugged into one ear. Songbird can now be seen in full, with a few added details that Spike failed to catch. One, her collar bears two gold buttons. Two: the "black" portions of her mane/tail are actually a very dark gray with the faintest of blue tinges. Three, both these and the blond portions have slightly darker highlights.)

Songbird: Hiya. I'm looking for the pony in charge?

(She strikes a few quick poses for Photo to shoot from seemingly impossible angles, revealing a cutie mark of a white cloud with six hearts hanging from its underside, each a different color.)

Songbird: I need to set up for my sound check.

Twilight: *(flustered)* Songbird Serenade?

(She extricates herself from the ruined cake, smears of it adhering to her wings and coat. Now mics are visible as part of both bodyguards' equipment.)

Twilight: Um, I was just going to check on you. (*Nervous giggle.*) I'm Princess Twilight, and sorry about the mess. (*scraping at herself*) I'm usually not so...

(*She accidentally flicks a glob onto Songbird's clothing, prompting mildly shocked murmurs from the spectators, but the performer comes up with a wry smile.*)

Songbird: ...caked in cake? (*Twilight chuckles lamely; one bodyguard taps his earpiece.*)

Bodyguard 1: You have visual on buttercream? (*The other does likewise.*)

Bodyguard 2: Visual confirmed. Go for cleanup.

(*He takes a step forward, wipes the mess away, and backs off again. All is well, if perhaps a bit strained on Twilight's part, until a rumble of thunder barges in. She glances up with an incredulous little gasp; as the crowd copies her actions, the view cuts to a very long shot of the plaza. A mass of brownish-black clouds is expanding slowly into view over the otherwise-tranquil sky. Tilt up slowly.*)

Twilight: (*from plaza*) Storm clouds?!

(*Overhead close-up of her, Pinkie, Rainbow, and Rarity in their growing shadow. Her hooves leave a faint trail of batter as she steps toward them, but she is otherwise completely cleaned up and has taken the candle off her horn.*)

Twilight: I ordered perfect weather! (*menacingly*) Rainbow Dash...

Rainbow: Uh...

(*Cut to behind their heads, then tilt up slowly toward the ballooning cloud bank, putting them out of view, on the next line.*)

Rainbow: ...I-I don't think those are storm clouds.

(*Snap to an extreme close-up of the inky murk, against which two short, blue-white lightning bolts fade slowly into view—vertical, and mirror images of one another. They retreat from the camera at a glacially deliberate pace, resolving into adornments on the gas envelope of an airship that emerges from the clouds. The envelope is dark gray, the gondola dark wood with steel reinforcements—all cruel sharp edges and hooked bowsprit—and the ponies can only stare in mute, wide-eyed fear as its shadow reaches over them. Pinkie, however, is totally unfazed.*)

Pinkie: Ooooh! (*hopping in place*) I bet those are the clowns I ordered!

(*Down and down it comes, grazing and shattering several of the pennant-topped spires erected around the perimeter of the plaza. One chunk lands squarely on a bin of party equipment, flattening it and launching a balloon dog through the resulting dust clouds.*)

Pinkie: (*puzzled*) Or definitely not the clowns I ordered.

(The airship has now descended low enough to reveal the source of the black haze—a plume of sooty exhaust billowing from the tailpipes in its stern. One end of a gangplank comes down on the rubber critter, deflating it and sparking a round of shocked gasps. Twilight and company have an all-too-clear view of the casualty.)

Party Favor: *(anguished)* Brian! NOOOO!!

(A blocky silhouette appears within the mist-filled hatch at the upper end, that pair of lightning bolts serving as the only visible detail. Slow footsteps begin to clunk their way down the gangplank, and the figure emerges into full light soon enough. Stubby gray arms support the weight of a crate whose top bears the insignia, and matching legs serve as the carrier's locomotion. The fur shades gradually to a darker tint on hands and feet. Celestia, Luna, and Cadence watch from a balcony of Canterlot Castle—accessible from the throne room, as established by the stained-glass windows in the wall behind them. Their faces broadcast varied degrees of hostility and worry; the carrier reaches ground level with a grunt, sets the crate down, and steps aside as the top opens. Male, short and squat, with a shock of two-tone pale gray hair that extends down the back; unfriendly, slitted, dark gray eyes with pale blue whites under brows so short as to be dots; flat, pig-like nose over a wide, snaggle-toothed mouth; garment similar to a long bib that covers both chest and back, darker than hands/feet, that carries the two bolts. This is Grubber, who holds a horn-shaped microphone attached to the crate by a wire as a speaker horn telescopes and curves its way out from the open top. Once it has fully deployed, a brief whine of feedback cuts the sudden dead silence and he clears his throat into his mic. His voice contrasts sharply with his menacing visage and arrival in its high, reedy timbre and pronounced lisp, and his next three lines echo over the plaza, amplified by the portable sound system.)

Grubber: Ponies of Equestria! We come on behalf of the fearsome, the powerful, the almighty...

(Cut to a close-up of one side of the ship's gondola. Three banners are unrolled to hang over the hull, the center one depicting the head/arms/upper body of a fearsome simian-like, bipedal creature. Male, clad in dark gray armor plates at shoulders and chest, the latter bearing the ship's mark; matching wrist bracers; pale gray fur and darker hairless face with sunken eyes with blued whites under thick brows; a pair of long black horns with a small, jagged, dark gray crown nestled between them. The banners to left and right are much narrower, black, and emblazoned with the bolts.)

Grubber: *(from o.s.)* ...Storm King!

(A round of confused/scared murmurs drifts up; down in the plaza, reactions are decidedly mixed. Applejack tenses for a scrap; Fluttershy looks ready to bolt; Twilight shows concern; Spike cannot make head or tail of the interruption. The camera stays on these last two, who trade dismayed glances.)

Grubber: *(from o.s.)* And now— *(Back to him.)* —to deliver the evil, evil message, put your hooves together for Commander Tempest!

(A pony-shaped silhouette advances, slowly and imperiously, from the foggy hatch. Instantly discernible is a crackle of sparks from the area of the forehead; these prove to be issuing from a unicorn's horn that has been snapped off to leave only a short, jagged stump. The Storm King's two lightning bolts glow on the haunch—not a cutie mark, but adornment on the armor plates that cover this area, as well as the back and shoulders. A dark, close-fitting bodysuit with short sleeves is worn underneath these. The mane/tail are deep red and swept roughly back, the former resembling a windblown Mohawk haircut. A close-up picks out the facial features of Tempest Shadow: mare, deep magenta coat, icy blue-green-eyes narrowed in contempt, a vertical scar intersecting the right socket. Soft gasps float up as her horn goes quiet.)

Twilight: Is that a...unicorn?

Spike: I think so, but...what happened to her horn?

(The other three Princesses fly down from their balcony and plant themselves in front of their subjects.)

Celestia: *(levelly)* Tempest, is it? How may we help you?

(The new arrival's voice is a perfect match for her expression.)

Tempest: Oh, I'm so glad you asked. How about we start with your complete and total surrender? *(A round of murmurs; Twilight circles out from behind the three.)*

Twilight: *(waving)* Hi there! Princess of Friendship. Not exactly sure what's going on, but I know we can talk things out. *(Hopeful grin.)*

Tempest: *(dryly)* Oh, goody. All four Princesses.

(She begins to step down the incline, revealing an armored shoe on every hoof and her greater-than-average height.)

Tempest: Here's the deal, ladies. I need your magic. Give it up nicely, please, or we make it difficult—for everyone!

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

Tempest: *(chuckling softly)* I was hoping you'd choose "difficult."

(Two more shapes lean into view around the sides of the hatch, voicing low growls whose malice rings out loud and clear. They are tall, broad bipeds, with pale blue pinpoint eyes and thick fur in assorted gray/black shades covering their bodies, and carry spears and shields in hands whose meaty fingers end in fierce claws. A red streak extends from the forehead down the back of each neck to mark them as Storm Guards. Within seconds, more airships are pulling in to foul the air even further; one on either side of Tempest's; their ornamentation is simpler than hers. Twilight has time enough for one stunned gasp before more troops—foot soldiers, as seen by the lack of the red stripe—start to jump down to the plaza, throwing up dust and sending the populace into a

screaming stampede. They have distinct wolverine-like characteristics and long, slim tails tipped in pale gray tufts, and wear rudimentary black uniforms with the Storm King's logo on belt and shoulders; their height is at least twice that of the average pony. All four royals gasp as they leap high and low to scare the daylights out of the revelers.)

(Sparking her horn and launching herself into an impressive vertical leap off the gangplank, Tempest flips a small black sphere with a glowing yellow-green crystal core up from a back hoof. A roundhouse kick from that same limb propels the thing toward the freaked-out masses. Celestia gasps, momentarily rooted in place, but Cadence reflexively throws herself in its path and conjures a shield. The sphere embeds itself in the surface, sparks spitting in every direction; the pink Princess strains to keep it at bay, but it punches through and smashes into her chest to release a blast of yellow-green smoke. She cries out in agony, dark stone spreading rapidly over her body from the impact point, and Twilight sucks in a horrified gasp.)

Celestia: Cadence!

Cadence: *(with effort)* I...I can't...stop it!

(Tempest races down the gangplank and across the plaza.)

Celestia: Luna, quick! Go south, beyond the badlands!

(On the end of this, cut to the younger sister, who nods resolutely and grunts her understanding. The maimed intruder rolls across the ground, tossing up another sphere and kicking it with vicious accuracy, and comes up on all fours.)

Celestia: Seek help from the queen of the hippo—

(She never gets to finish her sentence, as the missile hits home against her flank and rapidly begins to encase her as with Cadence. Luna gasps sharply and rounds on the nearest soldiers, blasting one away and leaping straight up over the head of a second—but here comes yet another magic ball, slammed up by Tempest's armored hoof like a volleyball being served by a heavyweight boxer. It catches up to the flying Princess of the Night from behind, detonating against her haunch and sending her into a graceless plummet as the dark stone coating begins to take her over. By the time she tears through the stage's overhead canopy, she is nothing more than a motionless statue. Twilight's magic wraps itself around the inert form.)

Twilight: LUNA!!

(With a rich, venomous chuckle, Tempest leaps up, up, up—high enough to show her that both Celestia and Cadence have been totally petrified by her attacks. A fourth orb is attached to her haunch, but she executes a descending midair somersault to dislodge and kick it into play—straight toward the one Princess still able to move. The camera shifts to ride with it in slow motion over the final yards, and she gasps through her terror-induced paralysis.)

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

(Her contrail blazes across the screen at ludicrous speed to hide Twilight from view, and the projectile explodes at that point, forcing the nearest two soldiers to shield their faces from shrapnel. A cloud of smoke persists at the spot as Tempest advances slowly into view with an unpleasant chuckle and Grubber comes up behind her.)

Tempest: Easy as pie.

Grubber: *(softly, blissfully)* Oh, I love pie.

(Cut to a close-up of the cloud, which gradually begins to dissipate and expose the stone-frozen silhouette within.)

Grubber: *(from o.s.)* Oh, you totally got the last Princess!

(But by the time he finishes, reality has put the lie to his plaudit. The victim is not Twilight but Derpy, whose party hat slides off her head.)

Tempest: *(horn stump sparking)* That's not the Princess! *(Twilight's crown is now seen lying abandoned.)* Grubber... *(Her perspective of him.)* ...get her now!

Grubber: *(running off)* Guys, we gotta get the Princess!

(Tempest's armored hoof crushes the crown to scrap.)

Applejack: Over here, y'all!

Twilight: Come on!

(She, Fluttershy with Spike riding, Pinkie, and Rarity start galloping toward a waterfall. Across the way, Twilight and Rainbow find themselves being hemmed in by too many of Tempest's troops for their comfort.)

Rainbow: Come on!

(She puts on a kick of airspeed to get away, while Twilight relies on hoof power for her own escape. By the time all seven make it to a canal-spanning bridge, Rainbow has dropped into a gallop alongside the others. Two grunts drop onto the path to intercept, forcing them to a sliding stop; Twilight cranks off a quick spell, but it ricochets off the raised shield of one and blows out the stretch of bridge where the mares are standing. Billows of stone dust clear to leave them at the mercy of gravity, which pulls them screaming into the unstoppable rush of water. Heads break the surface, mouths gasp for air, and the current sweeps them over one of the city's mighty waterfalls before any of them can even think about trying to swim for safety. Their screams are lost under the incessant foaming roar, and Grubber and two of their pursuers edge cautiously up to the precipice for a very, very long look down.)

Grubber: Which one of you guys are going down there? (*Grunts in reply; he sighs.*) I would, but I just had a hearty meal— (*All three turn away; tilt down slowly, putting them out of view.*) —and I will sink and I *will* side-cramp. I'm very big-boned. I sink quick.

(Dissolve to a gently rippling expanse of water and tilt up slowly to frame a placid riverbend far downstream of the mountaintop city. The sky here has not been polluted by Tempest's flotilla. Applejack's hat drifts lazily into view around a half-submerged boulder and is nipped up by its owner in close-up. Standing at the water's edge, she flips the sodden article back onto her head; behind her, five of the six escapees have gathered under a gnarled tree to catch their breath. Twilight stands alone, gazing morosely across the river. By the end of the following exchange, Applejack's hat is dry again.)

Applejack: Everypony okay? (*She turns to them; zoom in slowly past these six toward Twilight.*)

Rarity: (*woozily*) I think my bottom's on backward.

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

Rainbow: I gotta go back there and fight!

Spike: You saw the size of those goons. Do you seriously want to go back?

Applejack: So now what? We can't hide here forever. (*now o.s., fading out*) And let's be honest. We *can't* go back. Look at what they did to the Princesses. (*Twilight turns away from the bank.*) We've gotta keep them from Twilight.

Twilight: (*to herself*) The queen... (*She walks off, Pinkie hopping after.*)

Pinkie: Yeah, the queen! (*suddenly puzzled*) Uh, what queen?

Twilight: Celestia told Luna to find the queen of the...hippos. (*with growing resolve*) Luna can't, so I have to. (*Rainbow drops to a hover beside Pinkie.*)

Rainbow: Uh, hippos? (*under her breath*) Seriously?

Pinkie: I've heard they're surprisingly graceful for their size. Hm, but they're always hungry.

Spike: (*spooked*) Hungry?

Applejack: Hippos?!

(The glance that passes between Fluttershy and Rarity says everything about just how easily they have not been able to follow this conversation.)

Twilight: They're somewhere south, past the badlands.

Fluttershy: That means we'll have to... (*really scared*) ...leave Equestria. Ohh...

Rarity: I'm not even packed!

Twilight: I understand you're scared, and nopony else has to go. But I have to find this queen. She might be our only hope.

(As the light violet mare starts to walk off at a measured pace, Applejack, Pinkie, and Rainbow smile at one another, and the pegasus flies off at a nod from the farmer to cut off the exit.)

Rainbow: (*cockily*) Well, you're not getting all the glory. We're in this together. (*Applejack crosses to them and throws a foreleg across the blue shoulders.*)

Applejack: We got your back. (*Pinkie hops over.*)

Pinkie: Indeedy!

Rarity: *(joining them)* I am ready to save Equestria! *(Fluttershy slinks to them.)*

Fluttershy: Yay. *(Spike hurries in.)*

Spike: We're all behind you, Twilight!

Pinkie: *(hopping away)* Let's go find this hippo!

Spike: *(pointing the opposite direction)* Uh, south?

(The pink dynamo bounds back and away as indicated with a merry giggle, a few cries of "Whee!" mixed in for good measure. Various pairs of eyes roll in good-natured exasperation as the other six get on the move after her. Cut to just behind them and tilt up slowly over the path they are following through a forest—possibly a dry riverbed.)

Pinkie: *(slowly fading out)* Boingy, boingy, boingy, boingy, boingy...anypony up for a game of I Spy? *(Loud groans from the others.)* No, really, come on! I spy, with my little eye, something that is orange. *(Pause.)* No takers? It's you, Applejack!

(She tacks on a laugh that, like her attempt at the old game, utterly fails to get a rise out of the others as they venture into the sunlit distance. Cut to an extreme close-up of a procession of plodding hooves, the clawed feet of Tempest's soldiers thudding down to keep pace in the fore as a jangling of metal is heard. A longer shot shows this unpleasant gathering in Canterlot, the ponies now fitted with heavy iron restraints—muzzles strapped to heads, those for unicorns including a sheath that covers the horn, collars strung one to the next, bands around midsections that bind the wings of subjugated pegasi. One captor grunts curiously at a bunch of balloons and unties them, the camera tilting up to follow their lugubrious rise toward a Canterlot Castle balcony on which Tempest stands.)

Tempest: *(turning away from rail)* All this power, wasted on parties...

(Cut to inside the throne room, a long overhead shot of the dais; she steps in through the curtained moon doorway. In close-up, she moves past the stony form of Celestia, regarding her own reflection in one of its surfaces as her horn stub sparks.)

Tempest: ...when there are far greater uses.

(A short, chipper xylophone passage is heard over and over as she walks along the carpet toward two Storm Guards and a stone basin. The pale gray tufts on their tails are edged in red to match their head stripes. Luna is visible on one petal of the floor's flower/circle design, and the whiteboard Twilight used for her presentation to the other Princesses has been removed. One of the Storm Guards carries a flask whose pale blue contents pulse and glow bright white in time with the music; cut to Tempest, behind whom the three-tier fountains stand empty.)

Tempest: *(impatiently)* Well? Answer it!

(The flask is uncorked and poured into the basin, the tune cuts off, and both Storm Guards back fearfully away as blue/white flames erupt. There is a sound as of a dial-up modem trying to connect to a computer network, which fade away as a ghostly image of the Storm King appears

within the fire—seen from the neck up, at an off-kilter angle with the upper half of the face cut off by the screen's top edge. The intimidating effect is fairly well hampered by the slightly scatterbrained quality of his voice, which echoes slightly from his image throughout their conversation.)

Storm King: Where am I supposed to be looking? I never understand how this spell works. Tempest!

Tempest: *(slightly weary tone)* Over here, Your Excellency. *(Her perspective of him.)*

Storm King: *(looking around)* Where?

Tempest: Over here.

Storm King: Huh?

Tempest: No... *(Back to her.)* ...no, right...look right. *(Her perspective.)*

Storm King: My right?

Tempest: Yep. *(He bends down far enough to show his entire face.)*

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? *(suddenly enraged)* A storm! That would be great!

(Cut to Tempest, then back as he continues in a calmer tone, now holding a weathered wooden staff with a long, slim crystal protruding axially from its forked upper end.)

Storm King: You promised me magic that could control the elements, and right now I'm holding a what? A branch, a twig. *(He makes a sound of disgust, tongue lolling out.)*

Tempest: *(stepping toward basin)* Uh, 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: *(distractedly, under her first sentence)* Mmm-hmm...mmm-hmm?

(The camera cuts to a close-up of Tempest as she finishes, then shifts to frame both on the start of the next line.)

Storm King: So that would be a yes on you locking down the four pega-cornicus-es-es, whatever you call 'em.

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

Storm King: *(warningly)* Remember, Tempest. Only I have the power to make you whole. Make this twig work—*(Cut to her, his reflection playing across her pupils; zoom in slowly.)*—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: *(beaming)* Great! *(Transmission crackles and distorts.)* I'm ready to power up, crash and bash, and be the biggest, baddest boogaloo...

(His image disintegrates into wisps of fire that dissipate over the basin to expose Grubber now standing opposite Tempest.)

Grubber: Sorry, bad spell service. You want me to call him back?

Tempest: *(moving toward him)* Do you have the Princess?

Grubber: Well, uh, funny story. It kinda seems like she...she might have, like, you know, got away. *(Big dumb grin.)* A little bit.

(The wordless hardening of her stern features is enough to throw a good scare into him.)

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

(He reaches behind his back and comes up with a sizable piece of...)

Grubber: Sponge cake.

(He immediately finds himself on the receiving end of a violent energy discharge that chars both him and the treat and leaves him badly dazed. Cut to a long shot of the throne room; now Celestia, Luna, and Cadence can all be seen positioned at three corners of the floor's central design. On the next line, the gray goofball horks the cake down and the scorches fade away with the smoke curling up from his body.)

Tempest: *(levelly, pacing)* I need all four for the Staff to work.

Grubber: Hey, I know. I want the Storm King to fix that crazy horn as badly as you do. It looks like a crackly chipped tooth on the top of your head. And you know you don't look good in hats.

(She wheels furiously toward him, power streaming erratically from the jagged appendage for a long moment before she composes herself.)

Tempest: That Princess is not gonna keep me from getting my horn back. Prepare my ship!

(Grubber peels out with a strangled cry of terror; she lets out a long, quiet breath. Zoom in slowly.)

Tempest: *(to herself, dismissively)* Please. How far can one little pony get on her own?

Act Two

(Cut to a close-up of a bleached skull lying half-buried in the dunes of an unforgiving desert under a harsh sky of faded orange. Eight red eyes, four large and four small, open within one lightless eyesocket, and the fat sluglike insect attached to them crawls out and across the elongated snout to drop out of sight. Pan slowly across the trackless waste and stop on a particular dune whose surface is pocked by lines of hoofprints. Twilight and her friends are cresting it slowly and laboriously, lungs short of breath and images blurred by the shimmering heat waves in the air.)

Pinkie: *(panting)* There's...sand in my...everything...

(Close-up of the seven sojourners: eyes sunken, faces running with sweat, manes/tails in varied disarray, all looking as if they might topple in a hard gust of wind.)

Pinkie: Saving...Equestria... *(She voices a brief, unhinged laugh.)* ...oh, look!

(She picks up a bird skull, letting sand run from its eyesockets.)

Pinkie: Maybe this guy knows which way to go! *(Deranged grin; the bug crawls out and across her face.)* What's that, friend? We're lost?

(The laugh that follows this blinding revelation is even more deranged, but it peters out into a coughing fit as she pitches the skull away. She manages to gather herself up to full height and get out one last teeth-locked giggle before collapsing spreadeagle on her face. Spike is the next to start cracking with a stumble.)

Spike: *(hoarsely)* We could be going in circles...endless...sand... *(pulling at cheeks)* ...nothing for miles...but sand... *(He picks up a stone.)* ...and this rock... *(Cough; hold up tail, with a cactus stuck on it.)* ...and this cactus...

(Now on his knees, he gestures down at a stretch of flat stones laid out in some vague semblance of order.)

Spike: ...and this road...

(He proceeds to measure his height on it, face first, rivulets of sweat instantly boiling and steaming away as soon as they touch the ground. Twilight is a few feet ahead and numbly plodding along the path.)

Spike: ...this road...

Twilight: *(weakly)* Hmm? A road? *(voice regaining strength)* Where there's a road, there's a...

(She sucks in an ecstatic gasp; cut to behind her and tilt up slowly. In the near distance is a settlement that is a multi-level crazy quilt of structures built on the high, sprawling sandstone formations at the edge of a cliff. Smoke dribbles skyward from several chimneys both here and among the assorted half-wrecked outbuildings, some of which jut up from the swirling sand at the cliff's base. The road follows the downhill slope of the dune toward this ramshackle area—identified as Klugetown in the My Little Pony: The Movie Prequel comic series. Rainbow advances slowly to the vantage point, then Applejack.)

Spike: *(from o.s., awestruck)* Whoa...

Rainbow: Cool!

Rarity: *(from o.s.)* What is that?

(Pinkie extracts herself from the sand, her appearance and cheer instantly restored.)

Pinkie: Ooh! A city! (*Tiny happy noise.*) We are doing it, you guys!

Rarity: You know what they say. Where there's a city... (*shoving limp mane back from face*) ...there's a spa! (*All start toward Klugetown; the cactus is gone from Spike's tail.*)

Rainbow: Who says that? (*A bird flies past them and on ahead.*)

Applejack: (*testily*) 'Case you forgot, we're on a mission to save Equestria?

Rarity: I can multitask.

(Cut to a midair point somewhere among the wildly askew structures. The bird flies toward the camera with a raucous cry, only for a lasso to flick up into view and snare one leg. It is dragged down amid a startled squawk and a scatter of loose feathers; at ground level, a fat pig holds a small cage open to catch it, then slams the lid on. A second one wears a larger, also-occupied cage strapped to his back. Zoom in slowly past them. They are bipedal; the same will be true of all other Klugetown residents.)

Pig 1: Don't worry, little one. We'll let you go.

Pig 2: To the highest bidder! (*Both laugh raucously.*)

Pig 1: Nice!

(Twilight and company—now fully cleaned up and groomed—advance warily into view around a corner, where several caged flyers are far from happy at their circumstances. A hooded vendor with a ratlike snout peers out at them from behind a counter cluttered with animal horns in a range of shapes and sizes.)

Hooded vendor: Ooh...Hey! You with the horn! (*Twilight glances his way.*) You selling?

(She recoils in horror and moves on; now Fluttershy takes note of a couple of captive birds.)

Fluttershy: Ohh... (*They screech, scaring her badly.*) ...ohh!

(She races away. A turtle-like stevedore lugs a barrel toward a wagon; the camera points out across a stall counter and zooms out slowly, framing a red-sleeved orange arm in the fore. One clawed digit taps against a cup.)

Twilight: Hi there!

(He tosses it in, causing two others to roll off the open tailgate.)

Twilight: Oh! I'm sorry. (*levitating them*) Here. Let me help you with that.

(As her magic lifts them up and over the side, the view cuts to a head-on view of the stall. The arm is attached to a feline figure leaning against the counter, its back to the camera. Orange fur with darker-tinted tufts on ears and the end of the tail, long red tailcoat with upturned collar and darker fabric on the sleeve cuffs and across the shoulders, bandage wrapped around the tail, a shock of dark blue-violet fur swept forward between the ears. This is Capper, who turns partway

to expose a face tinted that darker shade of orange and a light green eye with no visible white. Across the way, Twilight has finished re-stacking all the barrels.)

Turtle: Hey! *(The seven travelers gasp.)* No magic around my merchandise!

(They bug out in a vocal panic, and Capper pivots the rest of the way to regard these events with one elbow on the counter. His coat front is open, exposing paler fur on his chest, and his voice is smooth and calculating.)

Capper: *(stroking chin thoughtfully)* Hmm...very interesting. *(Cut to Twilight/Applejack/Rainbow.)*

Twilight: *(to them)* Okay. We just gotta stick together. Be careful who you talk to, and try to blend in.

Pinkie: *(from o.s., a short distance away)* CAN I HAVE YOUR ATTENTION, PLEASE?

(All three stop dead, their brains locked solid, and Twilight lets go with a major-league groan. Cut to an overhead shot of the pink wacko, standing in the middle of a street and being mostly ignored by the passing locals.)

Pinkie: CAN ANYPONY TAKE US TO THE QUEEN OF THE HIPPOS? *(Close-up of a hefty fish.)*

Fish: You want somethin'? You gotta give somethin'! *(Pinkie hops into his arms.)*

Pinkie: Well, how about a big warm hug from a grateful pony friend?

(She is unceremoniously dumped to the hardpan, but instantly turns to a snakelike spectator, having flipped to hang upside down from an overhead canopy. One hoof grips a comb with a few magenta hairs tangled in its teeth.)

Pinkie: How about this comb that I've never used? *(She pops up behind the turtle, holding up...)* A picture of my sister Maud? *(Over to a pig; she whips out...)* This breath mint? Seriously, buddy, help me help you.

(He responds by exhaling most noxious lungful into her face, turning her face green with nausea and causing her to crumple bonelessly to the ground. The hoof with the proffered mint is the last body part to drop.)

Twilight: *(crossing to her)* Pinkie, you can't just take off! *(Pinkie is up and refreshed; she continues through gritted teeth.)* And you don't need to announce to every—

Pinkie: Relax, Twilight. I've totally got this. *(Rarity and Spike have joined them by now.)*

Snake: How much for the giant gecko? *(Here comes Applejack.)*

Spike: *(incensed)* Who you calling a gecko?

Twilight: *(under previous)* Huh?

(She angles herself between him and the unsavory crowd.)

Twilight: Uh, Spike isn't for sale.

Deer: I want that fancy purple hair! *(holding up two fingers)* I'll give you two storm bucks for it!

Rarity: *(affronted)* Two storm bucks?! It's worth more than that!

Twilight: *(puzzled)* Huh?

(A clamoring throng begins to advance on the group, which now includes Fluttershy and Rainbow, as Capper eases into view in the fore. On the next line, cut to a close-up of him, purring thoughtfully to himself as claws stroke chin. This shot frames a large patch sloppily stitched onto one coat sleeve and strips of dark red edging down the lapels.)

Voices: Gimme that pink one!...I'll take the blue one!...No, I want the blue one! *(Back to them.)*

Snake: I need that lizard!

Voice: I'll take the picture of your sister!

Deer: I want all seven for my collection!

(Said seven have nearly backed themselves up against a vacant stall, and they cower as they realize the peril facing them. Capper drops into view facing the crowd.)

Capper: Back up, everyone! *(A hush falls.)* Back it up! Y'all in some serious danger! *(poking at an aardvark's chest)* Now you didn't touch any of them, did you? *(whisking back to the group)* Just look at all those colors! You think that's natural? *(aside, to a porcupine)* They're infected with pastelitis coloritis.

(Gasps from the crowd; cut to a vexed Applejack crossing to him on the start of the next line.)

Applejack: Now you listen here, fella! There ain't— *(He muffles her protest with his tail.)*

Capper: *(throwing arm around turtle's shoulders)* Don't worry, don't worry! As long as you're not covered in purple splotches...

(Cut to an extreme close-up of a puddle of spilled purple paint as he speaks—his tail snaking down to scoop up a load—then back to him for the finish. He flicks a few blots onto the fish, who is standing to his other side, without being noticed.)

Capper: ...you'll be fine. *(He turns to the fish and feigns worry.)* Uh-oh.

(His next move is to back off as the walking sea creature looks himself over in alarm and cries out.)

Fish: What do I do?

Capper: Enjoy your last moments. And don't touch anyone... *(ominously)* ...because parts will fall off.

Fish: *(blubbing)* Me parts!

(He peels out, as does every occupant of the area who is not a pony, dragon, or cat.)

Capper: Well, all right. (*Purr.*)

Rainbow: (*flying around him*) You...are...awesome! (*She thumps his shoulder.*)

Capper: Mmm-hmm. (*Rarity crosses to them.*)

Rarity: And quite charming! (*Giggle.*)

Spike: (*sourly, arms crossed*) Hmph!

Capper: (*dusting off coat, bowing*) Capper's the name, charming's my game. So...to the hippos, then?

(*He ambles away; Pinkie is first to follow, hopping along with a giggle, but Twilight goggles at her easy trust and slips ahead to block her with a wing.*)

Twilight: I don't know if we should trust him.

Pinkie: We could definitely use a friend out here.

(*A clawed orange digit pokes up into view behind the flared pinions and eases them down so he can lean close.*)

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

Melancholy stoptime string melody with light percussion/accordion accents
Slow loose 4 (D minor)

(*He straightens up to full height and circles around the group.*)

Capper: This town is not a nice place for little fillies all alone

(*He gestures to a shady alley and a rough customer idling in a doorway.*)

There are lots of twists and corners that could lead to the unknown

Flute, double bass in

Let me guide your way and I'll be sure to help you through

(*The swing of one claw slices a rope, causing overhead shutters to block out the meager light, leaving only his eyes visible against a totally black screen.*)

You could really use a friend out here, and luckily for you

(*The eyes dart toward the camera until the view is filled with their green; from here, fade in to a silhouette of him sliding into view against the similarly rendered alley. A snap brings up normal illumination and puts a spotlight on him.*)

Latin groove with percussion, acoustic guitar, bass; occasional woodwind accents (lively 4)

(*He leads the wondering group toward a doorway guarded by a beaver.*)

Capper: I'm the friend that you need when you're lost and don't know what to do

(*A complex handshake passes between the two, and the way is opened for him.*)

I'm your pal, your amigo, useful and resourceful too

Strings in

(He ushers them in and swipes three fruits from a vendor's table with his tail.)

And my help, you'll concede, is a plus, guaranteed

Horns in; switch to/from stoptime through remainder of verse

(A quick bit of juggling, and he holds one out to Applejack, who regards it quizzically and then smiles at the offer.)

You can call and I'll come running, just follow my lead

(tossing it to her)

'Cause I'm the friend you need

Mouse: He's a friend

Lizard: *(spoken in rhythm)* Quite a friend

(Each of these two comes up holding one of the other fruits.)

Lizard, Mouse: He's a friend indeed

Horns out; woodwinds in

(They chomp the food down. Now Capper leads the gang down a dimly lit passage, stops the mares just in time to avoid being crushed by a giant reptilian foot, and slaps away a tentacle issuing from a bucket toward Spike.)

Capper: You need a bud to spot the danger, a pal to stop the creep
(He flips a plank down to bridge a gap between rooftops so they can cross.)

A chum and not a stranger to assist

(They ride in a mine cart, which overturns at a break in the tracks and throws them ahead to the other side.)

You need a bro who is cunning, that can help you take the leap

(A step backward, and he vanishes into the hazy brownish air that now fills the screen.)

A friend who knows what's lying in the mist

All instruments out except strings, flute, accordion

(Fade in to an apprehensive Fluttershy, looking up at dozens of bats hanging from a broken shutter, their eyes opening to glow yellowly in the half-light.)

Capper: Don't fear these darkened alleys, they're scary, yes, I know
(They swarm down toward her, but Capper darts in and opens an umbrella to deflect their momentum.)

Why, you could use a friend to protect you wherever you go

All instruments in

(He slides over to Rarity and points out the puddle in which she is standing, the mud having stained her hooves.)

And such a dazzling beauty, covered in dirt and muck

(Roll out a red carpet that stretches for dozens of yards and stops directly in front of her.)

But now your fate is changing, now you are in luck

Horns in

(He tumbles the full length of the fabric and springs up before all the mares save Twilight; Rarity's hooves are now clean. They fall in line and strut behind him.)

Capper: 'Cause I'm the friend that you need when you're lost and don't know what to do
(Tilt up to frame a tumbledown windmill on the far side of Klugetown.)

I'm your pal, your amigo, looking out for friends like you
(He ushers them to a pair of batwing doors set in its perimeter fence and on in. Spike and a very skeptical Twilight are now bringing up the rear.)

And my help, you'll concede, is a plus, guaranteed

Stoptime

Just call and I'll come running, we'll say it's agreed

Music pauses

(The light brightens, and he bends down to address a diminutive raccoon that has gone unnoticed just outside the doorway. It is nearly swallowed up in a bulky gray sweater, leaving only its eyes, snout, and the top of a light gray head surmounted by a ridiculously tiny bowler hat.)

Capper: Here. *(tucking a folded paper into its collar)* Tell Verko—my place, twenty minutes. I've got something that will magically erase all my debt.

Music resumes

(He boisterously passes through the batwings, the light level returning to normal.)

Capper: 'Cause I'm the friend you need

(Fade to brown, then in to the seven out-of-towners riding upward on one tooth of a slowly rotating gear wheel. He leaps aboard with them, holding out the last word over the next two lines.)

Applejack, Fluttershy, Pinkie, Rainbow: He's a friend

Rarity: *(spoken in rhythm)* Quite a friend

Stoptime

(Tilt up toward the mill's half-broken vanes.)

All mares but Twilight: He's a friend indeed

Song ends

(Cut to a close-up of a trapdoor set in the floor inside. Capper flips it open from below.)

Capper: Welcome, my little ponies... *(He leaps out and o.s.; they and Spike peek up.)* ...to my little manor.

(Eyes widen and mouths gape in combined shock and pleasure; cut to their perspective, panning slowly across the interior. Dishes are stacked in a wall cabinet near a dining table and piled on horizontal support beams; cooking pots and oven mitts dangle from nails in the wall; a wrench, floor-mounted stanchion, and lantern have been fashioned into a pole lamp; framed pictures are hung up; an armchair stands by a gramophone. Everything shows signs of wear and minor damage, as if acquired as castoffs and salvage and well-used since then.)

Rarity: Ooh! A sort of a roco-hobo-bohemian hodgepodge. *(Laugh.)*

Capper: *(from o.s.)* Apologies for the state of my litter box. I wasn't expecting guests.

(Overhead shot of the domicile. Upended drinking glasses hanging from the ceiling clink together softly, a couple of small rugs lie askew on the floorboards, and a set of stairs winds up the circular perimeter to an upper level. Mares and dragon climb fully out of the trapdoor.)

Pinkie: *(over others' murmuring)* Ooooh! So many fun breakables!

(Floor level, panning slowly across the space as they fan out. Rainbow notices a teapot with multiple spouts.)

Rainbow: Whoa.

(Applejack laughs, walking alongside her. Rarity spots a picture of a military officer standing proudly on a clifftop—with Capper's face pasted in—and Twilight gravitates to a set of bookshelves under the stairs.)

Capper: *(from o.s.)* Y'all sure y'all want the hippos? *(Her perspective, panning along one shelf.)*

Pinkie: *(from o.s.)* Yes-sirree! The queen of the hippos!

Capper: *(from o.s.)* Not like the queen of the lions or tigers or bears? *(Stop on an atlas during this line, then cut to Twilight.)*

Fluttershy: *(from o.s.)* Oh, my.

Twilight: *(to herself)* Huh?

(Cut to within the darkened interior of a closed barrel of vegetables, the camera pointing up through them. The lid is yanked away so one of the Storm Guards can glare in with an impatient grunt; after a second or two, cut to the hulking beast standing in a Klugetown alley. It heaves barrel and lid away in a fit of pique and storms off, sweeping aside a display of fabrics staffed by the deer who earlier had a particular interest in Rarity's mane and causing her to scream. As the ransacking continues up and down the block, Tempest strides haughtily through the chaos with Grubber close behind, eating a caramel apple.)

Shark: *(sobbing)* Please! Please! I don't know anything!

Grubber: *(to Tempest, mouth full)* You really think the ponies got this far?

(The commander sniffs at the air and stops to eye a long, curly strand of magenta hair snagged in a pile of junk.)

Tempest: Oh, they're here. *(She raises her voice to address the public.)* Attention! A little purple pony passed this way. *(Close-up.)* Tell me where she is...

Grubber: *(brandishing apple, mouth empty)* ...or something real bad's gonna happen.

(The sound of slow, heavy approaching footsteps brings a frightened little squeak from his lips, and he backs away. The fish that Capper tricked is advancing on Tempest; he has scrubbed off the paint used to put one over on him and is plenty angry.)

Fish: 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— *(Cut to Tempest's impassive face on the last word.)*

Tempest: *(cocking an eyebrow)* Friends?

Fish: Poison or no poison, you're gonna pay.

(He throws a punch, which she easily ducks before countering with a hind-leg kick to the gut. Despite his overwhelming advantage in height and bulk, the strike slides him back several feet and leaves him badly winded. She rushes in to sweep his legs out from under him, and he crashes onto his back, but even the fall is no reprieve; seizing his tail, the unicorn leaps up to roof level and hurls him back down to hit the ground on his belly. He can only groan, pained and woozy, as Tempest touches down. Cut to Grubber on the start of the next line; he has done away with his snack.)

Grubber: Ohhh! Fish-man just got dropped! *(Tempest steps onto the fallen fighter's back with a frightening smile.)*

Tempest: Now, about this Capper...

(Power begins to spark from her ruined horn as the reptilian eyes bug out in abject fear. A slow dissolve transforms them into two glass globes among a mishmash of bottles and flasks, all suspended from a rope strung across a window. To the mares' laughter and the sound of the bossa nova tune "The Girl from Ipanema," the camera zooms out slightly and pans across the upper story of Capper's bachelor pad. Stop on him, lounging on a bed and surrounded by Applejack/Fluttershy/Pinkie/Rainbow, on the start of the next line.)

Capper: *(to Rainbow, chuckling)* Stop playing me. A Sonic Rainboom? *(standing up from bed)* That's not a real thing. *(Pause.)* Is that a real thing?

Rainbow: *(hovering)* I'll show you!

Capper: *(turning away)* No, no, no, I don't need you Sonic Rainbooming up in my place, thank you very much.

(He stops short upon finding a needle and thread floating in Rarity's magical grip, which promptly extends to pull his left arm out straight and expose a ripped seam at the edge of his sleeve cuff.)

Capper: Whoa, hey, hold up now.

(By the time he finishes these five words, the needle has already zigzagged through the torn edges. A smart tug on the thread pulls them together, and a second snaps off the excess to leave the seam good as new.)

Capper: Whoa. *(The music fades out.)*

Rarity: Here you go. *(Now her aura settles a gold button on each lapel.)* I do apologize.

(Close-up of the confounded feline, eyeing the additions to his coat.)

Rarity: *(from o.s.)* If we were back home, I could have done something truly fabulous.

Capper: Okay. *(Cut to frame both.)* What's the catch? *(He paces away.)*

Rarity: Nothing. After all that you've done for us, consider it a thank-you.

Capper: *(thrown for a loop)* Oh...uh...don't thank me. *(slumping)* Really.

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

(She floats an unfolded map to the dining table as the others gather around.)

Twilight: We've been looking for the wrong queen! We don't need the queen of the hippos, we need the queen of the hippogriffs!

(On this last syllable, cut to one particular spot as she points it out. A tall, slender mountain peak is drawn here, with detailing around the summit that resembles a pair of folded wings. Two flying equines with birdlike heads hover above it.)

Twilight: *(from o.s.)* Part pony, part eagle!

Capper: *(from o.s.)* Oh! *(Tilt up to him.)* Oh, the hippogriffs! Now the trouble with that is, no one knows where they are. *(Cut to the table.)*

Twilight: *(testily, jabbing at map)* Says here they're on the top of Mount Aeris.

Pinkie: *(pointing)* You mean the mountain right outside the window?

(Sure enough, in the featureless expanse beyond the panes, the murky silhouette of a tall, slender peak can be seen at the sand-swept horizon.)

Capper: Objects in windows may be less mountainous than they appear.

(Twilight responds to his nervous chuckle by folding the map with her telekinesis and turning away from the table, taking it with her.)

Twilight: Let's go, everypony.

(With a gasp of fear at being bowled out, he whips across the room and plasters his back against the door that she is approaching.)

Capper: Wait! *(A startled yowl floats up.)* You c—you can't make it by yourselves! You need an airship— *(arm across her shoulders; she glowers at him)* —and lucky for you, I can get you a ride.

Twilight: *(throwing arm off)* I think we can get there on our own.

(She kick-starts her horn and pulls the door open; cut to her perspective—an extreme close-up of a rat's pale, liver-spotted face, the beady eyes covered by goggles and everything else by a dark hat and coat. This is Verko.)

Verko: Here's Verko!

(Wheezing laugh; Twilight backs off with a horrified gasp. A longer shot frames him from the waist up: ratty black top hat with red band and a chunk gone from the brim, gray dress shirt and black bow tie under a brown vest, patched brownish-black overcoat. Just outside the door, a banner in the Storm King's likeness has been hung up and a circus cage wagon has pulled in, driven by the raccoon Capper tipped off.)

Verko: *(stepping in, poking Capper in the chest)* These ponies better shoot rainbow lasers out their eyes if they're gonna settle *your* debt.

(This motion exposes the brown spats and black pants he wears.)

Verko: *(gesturing to wagon)* Brought the big cage. Let's load 'em up! *(Gasps from the ponies and dragon.)*

Rarity: *(to Capper)* You were...you were going to *sell us?!?*

Twilight: I knew it!

(Cut to the frantically recoiling con artist on this last line, then back to the would-be merchandise on the start of the next.)

Twilight: We gotta get outta here!

(A rich, feminine chuckle stops every hoof and foot cold and brings a gasp from the Princess's throat—and here comes Tempest, energy fizzing and popping around her fractured horn. She is accompanied by a brace of Storm Guards.)

Tempest: Silly little ponies.

Twilight: Tempest!

(Spike cries out, while Fluttershy whimpers, grabs the shade off a cracked lamp, and stuffs it down onto her head.)

Tempest: *(chuckling, entering; Grubber follows)* Trusting strangers? Big mistake. Big.

Grubber: Huge!

Verko: *(laughing)* My goodness! *(He pinches Tempest's cheeks and peers closely.)* Well, look at you! *(His perspective.)* With your scary broken horn and scowly eyes. *(Hers.)* What tricks do you know, my little pony-wony?

(Back to his perspective on the end of this. She answers by cranking up her scary broken horn; cut back to him, surprise registering on his face an instant before she lets him have it. The rodent lowlife ends up charred and smoking from top to toe, goggles cracked and bow tie shredded.)

Verko: *(hoarsely)* Not bad.

(He faints; Twilight is at the window, levitating the map she found. The others have already slipped out and are clinging to one of the windmill's slowly turning vanes for dear life. Fluttershy has ditched her lampshade.)

Twilight: Go! Go! *(She dives out.)*

Tempest: *(horn sparking)* Get her NOW! *(The Storm Guards charge in past her.)*

Grubber: You gonna be scared now, ponies!

(High above, Twilight and Rainbow fly alongside the vane while the other five hang on, cries and squeals of panic floating up. One Storm Guard smashes the window and clamps both massive hands onto the first vane, forcing the mill to a stop; the two flyers throw their weight behind the one carrying their friends, setting off a rotational tug-of-war. The shaft attached to the hub groans under the conflicting strains, and soon enough the vane held by the Storm Guard breaks away entirely. It throws the now-useless chunk of wood aside, only to get repeatedly bashed in the face by the others as the riders describe a screaming high-speed circle. The shaft gives way, allowing the wheel of vanes to drop loose and bounce madly down the block.)

Applejack: *(between bounces)* I'm...gonna...be...siiiick!

(All seven bail out and land on a rickety wooden scaffolding that stretches down the length of a building, with Spike ending up on Applejack's back. Hooves and wings barely keep them ahead of the wheel as it bears down on them, chewing up the planks every time a vane makes contact. They bound over a gap to reach a higher level, then into an open window just as the last of their perch disintegrates into splinters and sawdust. Cut to within a dimly lit, cluttered hallway; they pelt and fly along, fueled by adrenaline and sheer terror—with the exception of Pinkie, who is grinning from ear to ear.)

(Cut to their perspective, approaching the other end of the passage and the airship docks just beyond it, and tilt up slightly to the one vessel moored there. A stylized, streamlined gold eagle's head and wings are attached to the upper surface of the gas envelope.)

Twilight: We have to get there! *(Back to them.)* To the docks!

(They cut a hairpin turn to climb a short flight of stairs; cut to a long shot of the midair shore, seen from several yards out along the occupied pier. The not-quite-magnificent seven emerge into the open and race toward the airship, which is beginning to pull away.)

Twilight: Hurry!

(A surge of wing power carries Rainbow ahead of the group, and she bites down on a loose mooring rope and takes in all the slack by pulling it back to the pier. Rarity is first to ease out onto the makeshift tightrope, followed by Applejack and Spike, who has dismounted; Fluttershy flies above them.)

Applejack: *(under Rarity's yelps)* That's it...don't look down now...

(Spike's own scared little vocalizations are cut off by a mighty leap from Pinkie.)

Pinkie: Yay!

(Her weight on the rope drags Rainbow off the dock, and both Pinkie and Spike go screaming over the edge. The pegasus hauls up the end of the rope, taking the dragon with it, but the earth pony grabs uselessly at air and begins a very, very long free fall.)

Twilight: PINKIE!!

(Spreading her wings, she hurls herself down into empty space. Pinkie's lungs and wildly flailing limbs work overtime until Twilight catches her only inches short of the jagged, tumbled boulders at the base of the cliff on which the docks stand. The two ascend to the airship, and Twilight tosses Pinkie onto the deck before belly-flopping onto it and sliding to an exhausted stop.)

Pinkie: Best escape plan ever!

Twilight: What?!?!?

(A lasso drops around both their necks and yanks them o.s., prompting a startled yelp from her. Cut to a darkened enclosure filled with untidy piles of crates, many of which display the Storm King's mark. The rest of the group is in here, and Applejack reels these two in and lets the rope drop.)

Spike: Shhh!

(Two birdlike silhouettes step into view a short distance back; the placement of the crates keeps them from immediately spotting the stowaways. One is upright, the other stooped.)

Upright figure: *(weathered male voice)* Did you hear something?

(The stooped one squawks hoarsely in reply.)

Upright figure: Yeah...probably just the rats. (*Both move off.*) If we find 'em, we'll eat 'em.
Rarity: (*whispering, to others*) Rats?

(*A Storm Guard's rising growl is heard; cut to a patch of empty floor as Capper slams down to it face first and Tempest's shadow extends itself over him. He has just had a bit of her enforcers' ministrations.*)

Tempest: (*from o.s.*) Now... (*He glances fearfully upward; cut to her and Grubber.*) ...where are they going?

(*A spit of sparks from her horn; he gets nonchalantly upright, the two Storm Guards who came in with Tempest standing behind him.*)

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

(*He pauses to aim a long, thoughtful glance at the two new gold buttons on his lapels, and remorse at being so ready to sell the group out plays across his face. The whiskered mouth curves up into a smile just before the camera cuts to a long shot of the group, on a pier where Tempest's airship is now moored.*)

Capper: ...they're headed east. (*pointing*) Yeah, to...to Blackskull Island.

(*Cut to Tempest and Grubber, who trade an unconvinced glance, then back as he continues.*)

Capper: (*bowing, easing away*) So, uh, glad I could be of service to His Majesty, the Storm King. (*chuckling*) I'll just be on my way.

(*The two Storm Guards step sidewise toward each other, blocking off the gap between them. He utters a slightly frightened meow at finding his escape route blocked; cut to a close-up, seen from behind.*)

Tempest: (*from o.s.*) When I get my Princess. (*He turns glumly back; cut to her and Grubber.*) Until then, your fate is still up in the air. (*She walks toward her ship.*)

Grubber: (*chuckling*) Oh, you're gonna go in the skiff, which is a boat! Specifically, a air boat [*sic*]!

(*He hurries after his boss with a nasty little laugh; Capper yowls upon being shoved by a Storm Guard, and all three clump toward the ship. Cut to a long shot of the entire progression on the start of the next line.*)

Grubber: (*to Tempest, fading out*) 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 on the air boat!"

(*Snap to black as he finishes, then tilt up slowly into an expanse of night sky filled with threatening storm clouds. Thunder rumbles among them as the ship Twilight and company*

boarded breaks into view and sounds a bellowing blast from its horn. The ringing of its bell is nearly lost following its reverberation. Cut to a close-up of Applejack and Rainbow peeking out between a couple of crates, then to their perspective. A squat, bipedal female parrot plods into view, carrying a crate: two-tone pale grayish-pink plumage; stained, dark gray coveralls and kerchief tied on top of head, the former set with a patch of the Storm King's mark; long, darker pink reptilian tail missing its tip and capped in brass. A second, similarly attired figure steps into view in the fore, its head cut off by the top edge of the screen; its reptilian tail is a dark gray-green and it wears brown spats. This one stops, burps, and scratches its posterior; back to Applejack and Rainbow, the latter making a sound of disgust at the uncouth display.)

Applejack: *(hushed, addressing behind herself)* What do you think, Twilight?

(Cut to the winged unicorn, who is using her magic to hold the map she stole from Capper at eye level.)

Applejack: *(from o.s., hushed)* Should we just...ask 'em to take us? *(Map down and away.)*

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

(A crate is heaved aside to expose the septet, whose members gasp in fright. The voice of the male upright figure who wondered about rats onboard speaks up.)

Upright figure: *(from o.s.)* Hey, guys...

(Head-on view of him: same coveralls as the others, cap instead of kerchief, green plumage with a darker shade on the chest, long feathers in dark blue-gray down the back of his head, reptilian tail nearly the same color as his clothes. This is Boyle.)

Boyle: ...come check *this* out!

(Another male, Mullet, leans down over them. Same clothing as Boyle; nearly the same tint to the plumage, but all one solid color; right eye covered by a patch; long red feathers down the back of his head. He is the one who burped and scratched himself earlier.)

Mullet: Looks like a pack of stowaways.

(The squat grayish-pink female, Lix Spittle, joins them with fork in hand.)

Lix: *(scratching chin with it)* What are we s'posed to do with them?

(The head of the squawking hunched silhouette pokes into view and sounds off again. Pale green; deeply bagged magenta eyes completely out of sync with one another; knit cap with a dark red feather sticking out under the brim in front; upper portion of the beak replaced by a brass prosthesis. This is Squabble. Cut to their perspective of the apprehensive group.)

Boyle: I think we tie 'em up. *(Zoom in quickly on Applejack, who gasps.)*

Lix: Nah, we clip their wings! (*Zoom out, then in on Rainbow; she gasps, hunched down to fight.*)

Mullet: Nah, we scar 'em! (*Out, then in on Rarity, who cries out, then pan to Fluttershy.*)
Emotionally.

(The timid pegasus begins sobbing uncontrollably into her mane. Zoom out.)

Mullet: Wait, wait, wait, wait. (*Cut to him, turning slowly to the camera.*) What say the book, Captain Celaeno?

(Cut to an extreme close-up of two lower limbs moving slowly and sullenly across the deck planking, trailed by the fringes of a two-tone light green tail—feathered rather than reptilian like those of the others. One is a bird's foot like the others', clad in a jointed metal brace, while the other is a wooden peg leg. The next shot is a close-up of a thick book carried by the walker, sporting the Storm King's insignia on its cover and a plethora of colored tabs protruding from the pages. Finally, the camera cuts to a blurry head-on shot of this female figure, Captain Celaeno, and focuses as she leafs through the pages. She is attired identically to the rest of the laborers, with a head kerchief similar to Lix's, and has pale brown plumage and magenta eyes, the left accented by a beauty mark. Two green feathers poke from the leading edge of her head kerchief, slightly paler than her tail, and a glimpse of matching longer plumes can be seen beyond her shoulders.)

Celaeno: Storm King's rulebook says... (*menacingly*) ...“throw them overboard.”

All seven: Huh?

(Mullet pulls on a dangling loop of rope to project a plank out from a slot in the side of the hull. Zoom quickly out to a long overhead shot of the airship, then cut briefly to the travelers' perspective of the snarling crew, Celaeno and Boyle reaching in for them. The next shot is a slow zoom in on the seven—Twilight glowering, Applejack and Rainbow ready to throw down, the others whimpering in brain-paralyzing panic—followed by a close-up of a clock and quick zoom out. Mounted on one of the masts, it has an attached steam whistle that sounds off as the hands click to 12:00.)

Celaeno: ALL RIGHT, THAT'S LUNCH!!

(Cut to an extreme close-up of some unidentifiable, thoroughly unappetizing brown slop being dumped into a dish and zoom out. It sits before Twilight, who glares at it with the clearest disgust from her position seated at a table in a cabin that doubles as a mess hall. This shot reveals Squabble's outfit as the same as the other parrots', except for his knit cap, and he has lost nearly all the feathers from the exposed skin of his head and reptilian tail.)

Twilight: (*totally confused*) What?

(As squawks and the clanking of spoons float around her, the camera cuts to a longer shot of the entire table. All twelve are seated around it, with benches running down both long sides and a

small crate set on one to serve as a booster seat for Spike. Rainbow is at the near end, sitting on a crate of her own, Celaeno at the other, and the table is set with mugs and loaded plates. The blue pegasus is first to break the silence.)

Rainbow: Whoa, whoa, whoa. *(Her perspective of the table.)* So you were about to toss us overboard— *(Back to her.)* —and you stopped for a lunch break?

(Twilight throws her a “shut it” look. Next to her, Boyle’s right arm—and the brass cap fitted onto the wrist in place of its missing hand—can be seen clearly for the first time. Cut to him and Fluttershy on the start of the next line.)

Boyle: Storm King only allows one break a day for meals, then it’s back to hauling goods.

Spike: So you’re delivery guys?

Celaeno: And gals. *(picking at coveralls)* These uniforms aren’t exactly doing us any favors.

(A swing of her head on this line reveals the paler tips of her long green head plumes.)

Twilight: *(floating map up)* Then can you deliver us to Mount Aeris?

Celaeno: *(holding up rulebook, plopping it on table)* Sorry. We do what the Storm King orders, or we suffer his wrath.

Twilight: *(letting map drop)* Right. Still going overboard. *(Cut to Lix on the next line.)*

Lix: Eh, it’s nothing personal. Pudding?

Rarity: *(eagerly)* There’s pudding?

(Her answer comes in the form of a plate being slid to her and filled with the same brown goop.)

Rarity: *(wearily)* Oh.

Rainbow: You weren’t always delivery birds, were you? *(Cut to a downcast Celaeno; she continues o.s.)* What about before the Storm King?

Celaeno: Yeah...we used to be much more adventurous.

(She turns her attention off to one side; cut to a tattered poster of the Storm King on a side wall. She reaches into view and pulls it partway aside to expose an equally beat-up variant of the Jolly Roger flag tacked up beneath it, with a parrot’s skull superimposed on the crossbones.)

Pinkie: *(from o.s.)* Ooh! I met that guy in the desert! *(Back to Rainbow.)*

Rainbow: Whoa. You used to be... *(smiling)* ...pirates? *(Cut to frame Applejack and Mullet on the next line.)*

Mullet: Um, we prefer the term “swashbuckling treasure hunters.”

Rainbow: So, pirates.

(Squabble squawks, scattering half-chewed particles over Fluttershy and Spike to either side of him.)

Rainbow: *(firmly, thumping hoof on table)* You birds have a choice to make.

(Her perspective of Celaeno and Twilight's side of the table; cut to Applejack and Mullet as she speaks.)

Rainbow: You can let some cloven-hooved Storm King tell you how to live your lives— *(Back to her.)* —or... *(She rips the poster down.)* ...you can be awesome again!

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

Dramatic string melody, lively 4 (D major)
Stoptime for first two lines only

(Rainbow plants her hooves on the table; zoom in on her.)

Rainbow: I know the world can get you down

Twilight: *(disgustedly, hoof to face)* ...song.

Rainbow: Things don't work out quite the way that you thought
(walking down the middle)

Feeling like all your best days are done
Your fears and doubts are all you've got

Clangs, handclaps in

(She stops to lift Squabble's chin, then gets to trotting proudly and stomps a full mug flat, dousing Twilight.)

Rainbow: But there's a light shining deep inside
Beneath those fears and doubts, so just squash 'em

(She tears down a flag emblazoned with the Storm King's mark, revealing an alcove filled with relics from the crew's piracy days. At the heart of it is a framed wall portrait of Celaeno, standing proudly in one gold hoop earring, a yellow-trimmed dress, and a broad dark tricorne hat with long plumes of red-orange.)

And let it shine for all the world to see

(Applejack and Rarity, seated on both sides of Lix, sweep their plates aside.)

That it is time, yeah, time to be awesome

Clangs/handclaps out; drums/shaker in; Twilight does not sing for the remainder of the song
Spike accompanies all remaining group lines sung by mares

Other mares: *(Applejack/Rarity pounding table in time)*
(Lix pitches her dish away, and the others begin to join in.)

Ah, ah, ah-h, awesome

All mares:
(Twilight peruses her map, irritation all over her now-dry face, and eventually gives up and leaves.)

It's time to be so awesome

Other mares:

Ah, ah, ah-h, awesome

All mares:

It's time to be so awesome

Woodwinds/horns in; each background line is sung under the preceding main one

Celaeno: You've no idea how hard it's been
Mares: [Ah, ah, it's time to be awesome]
(She sweeps her food off the table and turns to her portrait.)
Celaeno: This dull routine we've been forced to do
Mares: [Ah, ah, for you]
(Rainbow brings her old hat over.)
Rainbow: Don't let them rob you of who you are
Other mares: [Ah, ah, who you are]
(hovering above table)
Rainbow: Be awesome, it's all up to you
Other mares: [Ah-h, be awesome]
Celaeno: *(animatedly)* I feel the light stirring deep inside
Mares: [Ah, ah, ah-h, ah, ah, ah-h]
(She rips the kerchief from her head and replaces it with the hat.)
Celaeno: It's like a tale still yet to be told
Mares: [Ah, ah, ah-h, it's time to be awesome]
Celaeno, Mares: And now it's time to break the shackles free
(Caps and kerchiefs are joyfully thrown to the ceiling, and more appropriate accessories are snatched from a trunk in the corner.)
Rainbow, Celaeno: And start living like the brave and the bold
Other mares: [Be free]

Capitalized words are shouted

(Laughing, Boyle snaps a hook onto the cap for his missing hand. He is now more suitably kitted out; the same will be true of the other crew members when seen next. His new tunic leaves dark green feathers exposed at both chest and shoulders.)

All: It's time to be AWESOME
(Squabble fits a collar around his neck that might double as a life preserver. He has donned an aviator's leather cap and goggles.)

Let loose, be true, SO AWESOME
(Celaeno kicks open the door leading to the deck and the five emerge. She is in her old threads, brandishing a cutlass, and wearing an emerald peg leg in place of her wooden one. Her good foot now sports a gold brace, and the gray-brown skirt of her dress is open in front to show the dark knee-length breeches beneath. Lix has traded in her fork for a serving spoon; a crest of pale green feathers stands up from her now-uncovered scalp.)

It's time to be AWESOME
(They jump aside to make room for the five mares and dragon, who have borrowed a few wardrobe items of their own; Applejack has traded her cowboy hat in for one similar to Celaeno's and covered one eye with a patch.)

Go big, be you, SO AWESOME

Woodwinds/horns/shaker out; tin whistle in

(Mullet swings across on a rope and scoops up Rainbow.)

Mullet: We used to soar through the clouds in the skies
(Elsewhere on deck, Twilight's attempts to annotate the map are frustrated by Pinkie's doodling and Lix's commandeering of a quill. Fluttershy and Spike look on. Rainbow rockets past, depositing a Jolly Roger hat on Twilight's head.)

Lix: Elaborate schemes we would love to devise
(Boyle hefts a chest and sends it in a spinning slide to Rarity and Celaeno.)

Boyle: We rescued our treasure and store [sic] it away
(The boss flips the lid and retrieves a huge gem whose every facet reflects the unicorn's awestruck expression in close-up.)

Celaeno: Saving those gemstones for a rainy day

(It is lowered out of view to frame all eleven at the prow, the camera zooming out as Celaeno leaps onto the bowsprit and strides to its end, rulebook in hand. Rainbow hovers alongside.)

Woodwinds/horns in

Each background line is sung under the preceding main one

Celaeno, Crew: We see that light filling up our skies

Mares: [Ah, ah, ah-h, ah, ah, ah-h]
(Rainbow grabs the book away and hurls it into space.)

Rainbow: So take the Storm King's orders and toss 'em

Other mares: [Ah, ah, ah-h, ah, be]

All: 'Cause it's the time to let our colors fly
(Celaeno has returned to the prow.)

Celaeno: Hey, scallywags, it's time to be awesome

All instruments out except for pounding, gradually building drums

Vocals are shouted on the fourth beat of each bar

(Spike bangs out a percussion rhythm on two crates, each fourth beat accompanied by a different bit of action. In order: Applejack and Squabble hang from the rigging, Rainbow and Celaeno spar with cutlasses, Squabble hammers a second pair of crates with his head to add to the groove and soon knocks himself silly, Fluttershy and Rainbow dance as Boyle and Mullet raise a saluting fist to each other.)

All: [Hey! Hey!]
[Hey! Hey!]

Song ends; music transitions into background score

Celaeno: *(spinning ship's wheel)* Come on! Let's show these little ponies how it's done!

(Her four subordinates haul on the lines, causing the streamlined gold eagle detailing on the airship's gas envelope to slowly expand. The wings rotate forward by 90 degrees; from beneath them, a spread of brilliantly hued feathers springs into a majestic display as a sunbeam breaks through the clouds to illuminate them. The five travelers still on deck—Applejack, Fluttershy, Pinkie, Rarity, Spike—ooh and ah over the revelation while the crew regards it proudly; cut to a long overhead shot of the craft, the camera swiveling down to frame it from behind.)

Rainbow: *(from deck)* Awesome! *(Cut to her and Celaeno.)* I knew you had it in you! And now for the finishing touch!

(She hurtles forward and into a sharp climb, the kerchief she has tied on her head falling loose. Within seconds she has gained several hundred feet of altitude; on the start of the next line, cut to the others, save Celaeno, gathered on the deck to watch. Pinkie has taken a particularly high perch, and Twilight has joined them, still wearing the hat Rainbow dealt out to her.)

Pinkie: *(chanting)* Rainboom! Rainboom! Rainboom! Rainboom! *(Cut to a suddenly panicked Twilight on the third repetition.)*

Twilight: *(pulling hat off)* Oh, no, no, no, no! No!

(Not one word of her worry reaches the ace flyer, who angles herself down toward the vessel and lets her momentum build. A wave front starts to form ahead of her, throwing off brightly colored sparks as it elongates inch by inch, and it becomes the scintillating detonation of a Sonic Rainboom to tint the heavens. She barrels along, leaving the familiar rainbow contrail behind herself as her extended front hooves briefly glow red-hot.)

Rainbow: Aw, yeah!

(Laughing wildly, she arcs below the ship and up the other side.)

Celaeno: *(awestruck)* Wow!

Twilight: *(dumbfounded, hoof to face)* Ohhhh...

(Rainbow keeps doing vertical circuits around the craft, tracing out a wide corkscrew with her contrail. Cut to Grubber at the wheel of Tempest's ship, working it with one hand and licking his chops in the direction of the slice of cake he holds in the other. Before he can sink his teeth into it, there is the sound of a distant explosion and a faint wash of color—the Rainboom has just gone off.)

Grubber: Huh? *(He drops the cake.)* Huh?

(Cut to his superior officer, who steps to the rail and is treated to a good clear view of the light show—distant, but no clouds to obscure it.)

Grubber: *(from o.s.)* Look at that rainbow! *(Head-on view of both.)* Look at that rainbow! Whoa, that's so cool!

Tempest: *(smiling faintly)* Yeah—of them to alert us. *(pivoting to Capper; also on deck)* Funny, though. They don't seem to be heading to Blackskull Island.

Capper: *(trying to smile, but losing steam)* Like “ha-ha” funny, or “huh-huh...”

(Grubber is head-butted from his post with a yell of surprise, causing the wheel to spin madly. The shove of a hoof against a floor-mounted throttle handle brings the ship around in a lumbering, exhaust-spewing U-turn and accelerates it through the foreboding sky. Cut to a close-up of two cutlass blades as they clash together, then to an overhead shot of the deck of Celaeno's ship. She and Rainbow are sparring again, with Applejack/Fluttershy/Rarity/Spike watching from the sidelines and Boyle acting as informal referee. Ponies and dragon have shed their pirate accessories, and Applejack has her usual hat back on.)

Celaeno: Yeah! *(Laugh.)*

Rainbow: Nice!

(The captain's chuckle turns into a surprised gasp at the ringing of the ship's bell and Squabble's squawk from somewhere overhead. She whirls to face the rigging on the opposite side, showing the hunched parrot hanging on a few feet up and pointing frantically. Pan quickly to Applejack/Rarity/Spike as they glance toward the stern, then zoom in quickly on Tempest's ship slowly trundling through the clouds.)

Celaeno: *(from o.s., groaning softly)* Storm Guards! Looks like they found you. *(Cut to Twilight and Pinkie, the latter also her non-pirate self.)*

Twilight: Tempest! *(To Celaeno.)*

Celaeno: Secure the rigging! Lock down the cargo! Everyone, prepare to be boarded!

(On her last four words, pan to Boyle holding a hatch open so the group can descend below decks.)

Fluttershy: Oh, goodness!

(Cut to them in the hold as she finishes; there is the sound of the hatch being closed.)

Rainbow: *(smiling sheepishly)* You think she saw my Sonic Rainboom?

Twilight: Are you *KIDDING ME?!?*

(The prow of Tempest's ship snaps out to form an enormous ballista, which launches a massive spear attached to a chain. It homes in on Celaeno's vessel, punching cleanly through the hull and nearly shaking Celaeno and Boyle off their talons. In the hold, the yelling fugitives end up in a tumbled heap among the stacked crates; directly across from them, four metal beams pop out from the spearhead to form a giant X. The missile is reeled in just enough to embed the free ends in the wood; with the chain taut, the capturing ship begins to winch itself toward its prize. The distance is closed all too soon amid a cloud of disagreeable exhaust fumes, and Tempest,

Grubber, and two Storm Guards easily leap across the gap to land on the deck. Grubber has procured a new piece of cake, from which he takes a hearty bite as Tempest levels a slit-eyed glare at the buccaneers. Celaeno voices a soft, horrified gasp as the mangled unicorn's armored shoes clank past her.)

Tempest: Where is the pony Princess?

Celaeno: *(feigning confusion)* Princess?

(She picks up a clipboard from a nearby crate and runs an eye over it.)

Celaeno: Princess, Princess...nope. All we're hauling is Storm King merchandise.

(Squabble squawks happily and holds up a bobblehead in the big guy's likeness, bumping his own cranium against it so that both end up in motion. Long pause. As Tempest continues, the camera cuts to her perspective and pans slowly along the line toward Celaeno.)

Tempest: You do realize that if you were to shelter fugitives, the Storm King would be quite...
(Stop on the head pirate.) ...explosive.

(Celaeno swallows, slowly, loudly, and scared out of her feathers; cut to an equally freaked-out Twilight in the hold.)

Twilight: *(whispering)* We have to get off this ship before they tell Tempest we're here!

Rainbow: *(ditto)* We helped them get their mojo back! They're not gonna give us up!

(Twilight just gives her a very funny look. Elsewhere in the hold, Spike tries to calm a hyperventilating Rarity; Fluttershy shivers and tries to make herself as small as she can behind a crate; Applejack slumps against a wall, sighing and pulling her hat down over her eyes; and Pinkie rummages in an open container, but slips and topples in.)

Pinkie: Whoa!

(The resident Princess limits her reaction to a supremely disgusted eye roll, soft sigh, and barely perceptible head shake. Turning away from the pink klutz, she spots a tarp marked with a monochrome image of the Storm King's face, hung up near a cargo hatch in the floor. A coil of rope and a crate full of junk lie close by as well. The discoveries bring a confident smile to the violet face.)

Twilight: *(whispering)* I've got this.

(Up on deck, Tempest and the Storm Guards begin a slow, inexorable advance.)

Tempest: *(softly, deadly calm)* Now, I'm gonna count to three. And if you don't tell me where they are, your ship is going down. *(Cut to Boyle and Lix; she continues o.s.)* One...

(They avert their eyes, glancing first to each other and then off to one side. In the hold, Twilight's telekinesis lifts the coil of rope and whisks the tarp away; Rainbow ends up holding the latter.)

Twilight: *(whispering)* Hold this!

Rainbow: *(ditto)* What are you doing?!

(Twilight exerts her hold over the handle connected to the gears for the floor hatch's opening mechanism.)

Tempest: ...two...

(Celaeno steels herself and, ever so slowly, begins to ease her cutlass out of her belt. She has discarded the clipboard.)

Grubber: Oh, this is intense! *(A long, nearly unbearable pause.)*

Tempest: ...three!

(A muffled chorus of drawn-out, terrified screams comes up through the planks, bringing her attention instantly to the handle of the now-closed deck hatch.)

Tempest: *(softly)* What?

(The two Storm Guards pivot toward it and Celaeno quietly draws and releases a breath, figuring that the jig is up. Cut to the hold, whose floor hatch is now hanging open and which is empty of any unauthorized ride-alongs. The next view is a very long shot of the ship and a scatter of plummeting, pastel-colored specks that can only be the seven voyagers amid a spread of jettisoned items.)

Rarity: OH, FOR CELESTIA'S SAKE!!

(Pinkie shifts from high-decibel screams to gales of euphoric laughter as she does her skydiver impression.)

Pinkie: Whee!

(Fluttershy, a few yards to one side of her, is enjoying the drop not nearly as much. Cut briefly to her perspective of the slowly approaching ground.)

Fluttershy: Ohhh... *(Back to her.)* ...I can't look!

(She wraps her wings over her eyes and huddles into herself as best she can. For her part, Rarity screams at the top of her lungs until she finds herself passing a full-length mirror.)

Rarity: *(calmly)* Ooh!

(She examines her image closely in the glass until it has passed out of reach, then goes right back to screaming. Twilight keeps her cool, warming up her horn and throwing herself into a steep dive to grab one friend after another in her aura. Rarity, the first, goes silent once she realizes what has happened. Fluttershy, next, yelps as she is dragged sideways; Applejack and Pinkie get picked up after this.)

Pinkie: Whee! *(Rainbow tries to fly, but Twilight yanks her back.)*

Rainbow: Huh?!

(She crosses her forelegs and tacks on a grumpy look at not being allowed to move under her own power. All five plus Spike find themselves being placed in the crate Twilight spotted, its contents having fallen out. The airborne mage redirects her field onto the rope she swiped, now uncoiled, and flies one end over to them.)

Applejack: What in the hay is she up to?

(The answer: snagging the tarp and looping the rope around both its edges and the crate as she flies tight circles around her friends. After securing it with one final knot, she leaps into the crate, clamps both forelegs around Spike's midsection, and hauls him bodily away. He has time for one half-choked yell before she points his face upward and squeezes his gut with all the force she can muster. From his mouth issues a blast of green fire that causes the tarp to fill with heated gas as the canopy of the improvised hot-air balloon that Twilight has cobbled together. Screams ring through the air as it plunges toward a forest, pulling up in the nick of time to graze the treetops.)

Pinkie: Whee!

(Her laugh is followed by a round of weary, relieved sighs, the balloon settling down to a slow drift.)

Rarity: Oh, thank goodness!

Applejack: Phee-yew! Quick thinkin', Twilight.

Twilight: Yahoo! *(Laugh.)*

Pinkie: That was fun! Can we do it again? *(Big eager grin; Rainbow gets behind the crate/basket.)*

Rainbow: Next stop, Mount Aerie! *(She starts pushing in that landmark's direction.)*

Twilight: We're home free! *(Cheers from the others onboard.)*

Act Three

(Cut to the deck of Celaeno's ship. Five of Tempest's subordinates are now on the job, three foot soldiers busily going through every nook and cranny large enough to hold a pony, two Storm Guards standing guard with spears/shields at the ready. One searcher throws a barrel aside with

a frustrated grunt and moves off; zoom in slowly on Tempest as she paces toward the captives. Grubber comes up from the hold, carrying Twilight's map and a cupcake.)

Grubber: There's no ponies. *(holding up cupcake)* But I found this. It's a...kind of a cupcake...some sprinkles... *(holding up map)* ...oh, yeah, and I found this too.

(It has had a red dotted line drawn on, leading directly to Mount Aeris, and Pinkie has added a couple of hearts and a happy doodle of herself by the peak. Tempest takes it from him and smiles faintly as she looks it over.)

Tempest: *(softly)* Huh.

Grubber: Wow, this is a real artist. *(He bites into his snack.)*

Tempest: Looks like they're heading to Mount Aeris.

Capper: *(feigning surprise, chuckling nervously)* Really? Mount...Mount Aeris? I didn't... *(Cut to her unamused visage; he continues o.s.)* ...well, that's my mis—I didn't know that they... *(Back to him.)* ...Mount Aeris, that's my bad, I didn't...that's my b—I'm sorry, I'm very, very sorry for this.

Tempest: *(advancing slowly, horn stub sparking)* Now...

(Her perspective of the feline and turncoats, all good and scared.)

Tempest: ...about your betrayal.

(Cut back to her as she lets go with a blast that snaps and arcs wildly into a stack of crates, blowing them to matchwood. Further shots tear into the sails, the deck, the envelope, creating multicolored showers of sparks that ring the ship in a lurid pyrotechnic display in a very long shot from below. A barrel and the ship's wheel plunge into view and splash into the water in which this image is reflected, and the gold eagle fuselage follows them down and lands hard enough to send a wave washing over the camera. This drains away to reveal a treacherously rocky shore marked by a flight of steps that lead up to the foot of Mount Aeris; the wreckage of the balloon lies piled up near this.)

(A shaft of sunlight falls on the lower portion of the near-vertical rock face, which is marked by a "switchback" trail—zigzagging back and forth across the face to allow a less strenuous, but longer climb. The face is framed along its entire height by a pair of stone carvings styled as folded wings. Cut to a long overhead shot of Twilight and company, on their way up and spread over three different levels of the trail.)

Rarity: *(petulantly)* We had to crash the balloon at the bottom of the mountain! *(Close-up.)* That's it! I simply cannot even! I have nothing. *(overwrought)* The bad guys have won! *(She collapses.)* I'm so sorry!

(She peters out into a piteous little whine; Rainbow, farther up, rises into a hover.)

Rainbow: We're almost there!

Rarity: (*growling*) Will you stop saying that!

Rainbow: No, really!

(She loops down and back onto the trail. Cut to a long shot behind Twilight and Spike, who have been walking point, as she flies to catch up to them. They have reached the top, finding themselves at an open gateway that runs between two huge, off-white stone hippogriff statues—avian/pony crossbreed figures seated facing each other, with beaked faces bowed and wingtips brushing the ground. Pony ears stand up from the heads, and a mane runs down the back of each neck. Vines and moss growths snake here and there over the surfaces; beyond the gateway, a few withered trees can be dimly glimpsed within a blanket of mist. Tilt up slowly.)

Rainbow: We're actually here!

(As the others gain the landing, Twilight voices a soft, anticipatory gasp.)

Twilight: This is it!

Pinkie: Ooooh!

Applejack: Well, I'll be! (*Chuckle; long overhead shot of the group, zooming out slowly.*) Hippogriffs, here we come!

Rarity: (*sighing happily*) Time to rest my hooves.

(In a head-on shot, the group's eager smiles and grins begin to wilt as they look around themselves. A cut to their perspective tells the reason: before them stretches a fog-choked avenue lined with trees and houses—built into the trunks and among the boughs—that have all been ravaged by neglect. Aside from the few straggling clumps of greenery on the trees, there is not a sign of life to be found. Even the imposing castle looming up through the miasma at the far end of the path is dead and empty. Cut to Rarity. The next eight lines echo in the silent streets.)

Rarity: Are we sure this is the right place?

Applejack: (*calling out*) Hello? Is anypony home?

(Pinkie pops up to check out a cobweb-covered teapot on a table.)

Pinkie: No hippogriffies here! (*She drops out of sight and emerges from behind a tree.*) Or here! (*popping in/out among several odd spots*) Or here, or here, or here, or here!

(She makes a perfect four-point landing in front of Twilight and fixes those big blue eyes on a loose stone in the path.)

Pinkie: Waaaaaait... (*Flip it up.*) ...nope. This place is *eeemp-ty!*

Twilight: But...Celestia! The map!

(She starts forward; long overhead shot of the abandoned territory, zooming out slowly. None of the seven are in view.)

Twilight: *(from o.s.)* They have to be here! *(Cut to Spike, approaching a moss-covered statue.)*

Spike: *(with great trepidation)* Something bad happened here—something that turned this whole place into a ghost town.

Fluttershy: A...g-g-g-ghost town?

(A faint, plaintive musical vocalization is all the impetus she needs to gasp and wrap her mane around to cover half her face. Twilight gasps as well, more puzzled than unnerved, and the camera cuts to a passage whose entrance has been almost completely sealed off by a rockslide.)

Twilight: *(from o.s.)* It's coming from over there!

(A long overhead shot and slow pan establish that this ingress is at the base of the castle. Cut to within the passage; Twilight summons a light on the tip of her horn and crawls in under a rock, Applejack being the first to follow. Soon the group has enough clearance to stand upright in what is actually a cavern, and the ethereal sound becomes louder and closer as they venture in. In short order, they arrive at a broad pool fed by streams of water that pour from the heads of hippogriff statues at the edge. Ornately carved steps on the far side lead up to a small alcove set off by a tapering pillar and a back wall that displays lines of hieroglyphics. A large pink flower floats at the center of the pool, its heart glowing with yellow light, and cool natural illumination bathes the entire area. Unlike everything the group saw outside, this area has remained largely untouched by the passage of time.)

(Twilight douses her horn at this point. As they begin to descend a set of steps on their side, a fragment crumbles away under Pinkie's hoof and clatters down. The vocalization stops with a sharp gasp that seems to come from the flower itself, followed by a young, scared female voice.)

Young voice: What was that?

(The light dives out from among the petals and into the pool.)

Pinkie: *(hopping down to edge)* Hey, wait up! *(leaping high and far)* Cannonball!

(She hits the water with all the aerodynamic grace of that very object; the others hurry down after her.)

Twilight: PINKIE!!

(They wade in, the water barely deep enough to reach their cutie marks, only to be cut off by the pink mare when she breaks the surface and spits out a mouthful.)

Pinkie: *(shrugging)* She's gone! *(A sound as of a giant toilet being flushed.)*

Twilight: *(wearily)* Now what? *(The water begins to swirl.)*

Pinkie: Huh?

(The current begins to carry her away. The center of the forming whirlpool is directly beneath the flower, which rises slightly before retracting out of sight. Sounds of discontent from the swimmers as they are dragged in.)

Applejack: Whoa!

Rainbow: Oh, boy.

Rarity: I hate epic adventures!

(The yelps and moans turn to screams as they corkscrew down the vortex, the camera shifting to ride with them. Fade to black, then snap immediately to another cavern that is lit only by the violet light coming in from an opening high in one wall. A surge of air bubbles gushes in at this point—this entire space is flooded floor to ceiling—and the ponies and dragon end up floating helplessly as the gap seals itself to leave them in near-total darkness. Twilight is first to regain her senses, cheeks inflated to bursting with the breath she is struggling to hold in, and a cut to her perspective informs her that the others are faring no better. The view blacks out in the manner of a slowly closing eye, then cuts back to her as she slowly passes out, a few bubbles slipping from her nostrils and lips. Fade to black.)

(After perhaps four seconds that feel like four hours or four days, the view fades in to an extreme close-up of Twilight's face—blurry at first, but gradually coming into focus. She draws a breath, eyes popping wide as she realizes that the action has filled her lungs with air instead of water, and looks around herself as the sounds of her friends' respiration drift to her. A slow zoom out provides the explanation: each head is encased in an air bubble, and Applejack's hat is riding atop hers. The camera motion brings Pinkie into view during the next line. All lines spoken while in this condition reverberate faintly.)

Pinkie: *(between breaths)* Way to leave it... 'til the last minute, Twilight!

Twilight: I didn't make these bubbles!

Fluttershy: Then... who did?

(The darting passage of a silhouette in the foreground causes them all to gasp and cluster together.)

Twilight: Hello? *(Pause.)* We're looking for the hippogriffs.

(The yellow light that bailed out of the flower in the pool emerges into view, speaking with the same young voice and also reverberating.)

Young voice: How do I know I can trust you?

Twilight: Please. The Storm King invaded our land, and we need their help.

Young voice: *(shocked)* The Storm King?!

(In a blink, the light forms into a creature with a pony's head and finned forelegs, tapering into a broad fishtail. A wide fin on the head curls down to one side in the manner of a pony's mane, in a pale blue that matches the ones on ears, forelegs, and tail. A small dorsal fin in the same color

projects upward near the base of the tail. The skin is pale yellow, and a pair of translucent red wings project backward from the shoulders. A red fringe runs around the neck, nestling a large pearl at the throat. The eyes are pale blue, with a scattering of freckles running between them down the bridge of the nose; a small, bright pink anemone serves as a mane-fin decoration similar to a barrette, and a pale blue antenna dangles forward over the forehead, its end glowing brightly. This is Princess Skystar, a sea pony. Her demeanor instantly shifts from suspicion to bright, ditzy cheer, and her voice loses its reverberation.)

Skystar: I'm so glad I saved you guys! *(She swims closer with a happy gasp.)* I'm totally taking you to my mom.

(She hooks her foreleg through one of Twilight's and starts to pull her along; the land-bound Princess gasps softly as the others fall in.)

Twilight: Does your mother know where they are?

Skystar: *(laughing, singsong)* She might have an idea.

(Twilight laughs over her shoulder at Spike on her back and Rarity hanging on to one of her hind legs. Applejack and Fluttershy are swimming close behind, but Pinkie is nowhere to be seen; as Rainbow flaps to catch up, a school of luminous fish passes in the fore, filling the screen with bubbles. When the view clears, the camera zooms in through the group toward Skystar, who has stopped a few yards short of a gap in a natural stone wall.)

Skystar: We're almost there!

(She swims on, the camera zooming ahead of her and passing into a colossal, domed circular chamber lined with colonies of stationary aquatic life. The dominant feature is a gently glowing violet chandelier that resembles an upside-down jellyfish, suspended from the center of the ceiling and ringed by hundreds of tiny spots of light on the upper portion of the walls. Zoom in slowly, the camera tilting ever so slightly, then cut to the newcomers; Spike slowly rotates until he is upside down.)

Mares, Spike: Wow/Whoa...

(Skystar leads them through the open water toward the massive fixture as other sea ponies look on from the periphery with clear unease; one mother gathers her child in with a small gasp. The group reaches the lowest portion of the structure and swims up through a hidden passage; cut to its upper end inside as Skystar emerges and makes room for the others. The camera zooms out slowly, framing a throne room decorated with seaweed fronds, coral formations, and clusters of glowing tubules at floor level. Two spear-carrying guards in armor, one male and one female, guard the bases of the two natural stone staircases that lead up to a dais on which a purple throne in the shape of an open flower is standing. A figure is draped lazily across this seat of power, which rests beneath a stationary jellyfish attached to the ceiling.)

Skystar: Mother!

(She swims up to the throne and its female occupant, Queen Novo. Pale pink body; darker pink neck fringe, translucent wings, and foreleg/dorsal fins; purple mane/tail fins, the former with darker patches; small gold headdress; three lighted, pale pink antennae extending up from the forehead; lavender shadow on the closed eyes.)

Skystar: *(singsong)* Look what I found!

(Novo speaks in a throaty, bored voice.)

Novo: Is it another shell?

Skystar: *(shaking head)* Mmm-mmm.

Novo: Because I am telling you, if it is another shell, I am—

(She opens her eyes for the first time during the previous, revealing deep magenta irises, and cuts herself off with a sharp gasp upon getting a look at the gang.)

Novo: Princess Skystar, what have you done? You know surface-dwellers are forbidden here! GUARDS!

(In no time flat, two have zoomed into view from behind her, and they and the ones already on duty get the seven at spear-point.)

Skystar: *(hastily)* N-N-N-No, Mom, Mom, Mom, please! It is so not like that! *(Cut to her and Novo.)* The Storm King is trying to destroy their home too! *(Back to the group on the next line.)*

Twilight: I need to find the hippogriffs. *(Pinkie pokes at a spearhead.)* Do you know what happened to them?

(Novo and Skystar have now moved a short distance toward them.)

Novo: Well, of course I know. I'm the queen. I know everything.

Skystar: *(swimming excitedly past her)* Oh, oh, it's such a good story!

Novo: Don't you dare tell them!

(A pale yellow hoof waves across an empty "window" frame, its fin glowing briefly to conjure up luminescent tracings of Mount Aerie and several hippogriffs circling it in flight.)

Skystar: Once upon a time, like, a while ago, the hippogriffs *did* live on Mount Aerie.

Mares, Spike: Ooooh!

Novo: *(hoof to face)* Did I not say "don't tell them"? But hey! I'm just the queen. Don't mind me.

Skystar: *(rolling eyes, swimming to them)* Fine. I can't tell you. *(smiling)* But if I could tell you—*(swimming to another frame; the Storm King appears)*—I'd say that that horned beast *did* show up to steal their magic!

(Cut to Novo, seated on her throne again and with her chin propped on a hoof.)

Novo: Seriously? *(Back to Skystar on the start of the next line.)*

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! We *are*—well, we *were* the hippogriffs! Ta-da!

(Accompanied by her swim to the next two frames, which light up with a hippogriff rearing up over ocean waves and the chamber through which she led them to reach the throne room. She finishes with a giggly backflip and a drop to face them at close range.)

Skystar: *(whispering)* But I totally did not tell you that.

Novo: *(resignedly)* Well, I guess the pearl is out the oyster now. I am Queen Novo.

Applejack: *(swimming a bit closer)* Hold on now. Let me get this straight. When the Storm King came—*(A guard bars her path.)*—you just abandoned your entire city and fled?

Skystar: *(gliding down to her)* We didn't flee, we swam! *(Pause.)* You know, in order to flee.

Twilight: But...how?

Skystar: *(to Novo)* Oh! Can we show them? *(Whoop; singsong tone.)* These are the first guests we've had in, like, forever. *(poking her chest)* Can we? Can we? Can we? Can we? Can we? Can we? Can we? Can we? Can we?

Novo: *(over end of previous; both swim up to ceiling jellyfish)* Well, I suppose I *should* make sure it still works.

(A quick pass around the lower rim causes it to extend an internal appendage, which disgorges a pearl several times larger than the one Skystar wears. Its surface glows a vivid pink, shot through with motes of white and a cluster of darker pulsing strands, and the Queen chuckles indulgently while her daughter claps and does a poor job of stifling her giddy giggles. Close-up of it, settling into Novo's grip.)

Novo: *(from o.s.)* Careful now.

(Skystar watches, hooves to cheeks and a tiny squeal on her lips. Novo's gentle stroke at the surface triggers a wave of pinkish energy tendrils that reach toward the surface-dwellers, who mumble their surprise and recoil instinctively. As the magic touches one mare at a time in close-up—Twilight, then Fluttershy, then Applejack—the air bubble around her head bursts and she undergoes a dramatic physiological change. Coat becomes scaly skin, mane becomes a fin retaining its style and coloration, hind legs disappear, the rear half of the body extends into a fishtail styled/colored after her own, and a dorsal fin bearing her cutie mark pops up near the base of the tail. Applejack's hat settles back onto her head, but will float off from time to time, requiring her to jam it back in place. With the bubbles gone, their voices come through normally now.)

Twilight: Oh! *(Laugh.)*

Fluttershy: Ooh...oh! *(Giggle.)*

Applejack: W-W-W-Whooooaaa!

(Laugh; now all six are sea ponies, murmuring excitedly among themselves. The three with wings find that these appendages have become translucent, and each dorsal fin is the same color as the mane with the exception of Rainbow's, which is bright blue. The three gems of Rarity's cutie mark glow bright blue-white, and two more have appeared at the base of her tail fin.)

Fluttershy: Wow! *(A laughing Rainbow tries a couple of nimble moves.)*

Rarity: These fins are divine!

Rainbow: Hey, Applejack, I'll race you to that coral.

Applejack: You're on!

(They zoom away, leaving room for Pinkie to do a somersault near a drifting Fluttershy.)

Pinkie: Woo-hoo! *(Giggle.)* Ooh, try it, Fluttershy! *(She swims away.)*

Fluttershy: *(smiling, giggling just a bit)* Yay.

(Now, and only now, do they get a good look at their dragon buddy—who has been transformed into a blowfish.)

Spike: *(with growing panic)* Guys?...Guys!...What is—

(Nature being what it is, his new body chooses this moment to inflate to nearly twice its diameter, spines popping out all over his skin. Pinkie gasps in delight.)

Spike: *(muffled)* —happening?!

Fluttershy: Aww, so cute!

Twilight: This is amazing! *(swimming to Novo, now back on her throne)* With this, we could transform everypony at home into something powerful enough to face the Storm King's army! *(Novo, needled, floats off to face her down.)*

Novo: Or it could end up in his greedy claws!

Twilight: But—

Novo: *(gently)* Honey, I'm sorry about your home. I truly am. *(grimly)* But my responsibility is to protect *my* subjects. The pearl...

(Holding it aloft, she allows the jellyfish to absorb it back into itself. The camera tilts up to follow the motion, then cuts back to her as she continues.)

Novo: ...is not going anywhere. *(Sit on throne; Twilight circles to face her.)*

Twilight: *(crushed)* But...we've come all this way. And you can't just hide down here, trapped forever. There's so much you're missing!

Novo: We are one hundred percent okay with that.

(A small octopus scurries over and chitters to Novo.)

Novo: Yes, Jamal? *(More chittering.)* Ooh! Time for my seaweed wrap. *(Again; she swims off, voice fading out as Jamal follows.)* Yes, a massage too. Mama needs her deep tissue.

(The transformed mares regroup following her departure; Spike has now deflated and retracted his spines.)

Applejack: *(to Twilight, acidly)* So that's it? We left home for nothin'?

Skystar: *(from o.s.)* Oh, my gosh. *(Cut to her.)* Best idea! You can stay with us. *(waving forelegs wildly)* Forever!

(Her perspective of the seven, none particularly won over by this suggestion, based on their expressions and lackluster muttering.)

Skystar: *(laughing)* There are so many things we can do! *(Back to her.)* We can make friendship bracelets out of shells, and picture frames out of shells, and decorative wastebaskets out of shells...

(She holds up an example of each project in turn and lets the last one float away before continuing.)

Skystar: ...oh, I have so many projects that involve shells. *(Giggle.)* Now I have someone new to share them with. *(holding up two oyster shells with googly eyes)* I mean, aside from my friends Shelly and Sheldon.

(The first is pink, the second blue. Her perspective of the group, still unenthused except for Pinkie.)

Skystar: *(clacking each in turn)* Right? Shelly and Sheldon? *(giggling; Pinkie gasps happily)* Get it?

(Her mirth trails off into little snorts; cut to her approaching Pinkie and Rarity.)

Rarity: Ooh, oh. *(gently pushing them back; Pinkie giggles)* That sounds lovely, darling, but you must realize—we can't stay.

Applejack: We've gotta get back to our families.

Skystar: *(disappointed, but smiling)* Oh, no, of course, of course. *(chuckling a bit)* Of course you have your own friends back home. It's fine, it's fine. *(whispering)* Shelly and Sheldon get jealous anyways. *(normal volume)* It's probably for the best.

(She lets her false cheer evaporate with a heavy sigh.)

Skystar: *(swimming away)* Yeah, I'll just, um...I'll get Mom to, uh, turn you back so you can go home.

(Pinkie regards her exit with obvious concern.)

Pinkie: I know we have to go, but you guys saw how disappointed Princess Skystar was.
(*holding hooves very close together*) Couldn't we stay for just a *little* longer?

Applejack: Pinkie, we just don't have time—

Twilight: (*smiling suddenly*) Oh, no. No, no. Pinkie's right. (*Pan away from these three to frame the others.*)

Rainbow: Say what, now?

Twilight: Well, we still need to come up with a plan to get back. (*escorting Pinkie away*) 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... (*Close-up of the beaming pink face; she continues o.s.*) ...it's Pinkie Pie.

(*The face shifts to a big squeaky grin; back to Twilight.*)

Twilight: So go ahead and show Skystar the best time ever!

Pinkie: (*saluting*) I won't let you down! (*Twilight backflips behind the other five and ushers them toward Pinkie.*)

Twilight: I'm counting on it.

(*Laughing softly, the rest of her friends continue o.s. After they are well out of earshot, she turns her attention toward the ceiling, the camera zooming out slowly to frame the dangling fronds of the jellyfish that houses the magic pearl. Cut to a down-in-the-dumps Skystar, paddling lackadaisically along and no longer carrying Shelly and Sheldon; she stops to choke back a sob.*)

Skystar: It's probably for the best.

Light woodwind/drum melody, bright swinging 4 (D major)
Twilight is not seen or heard throughout

(*Another sob is stopped barely in time, after which she gets a real surprise in the form of Shelly and Sheldon being held up and clacked by a pair of bright pink hooves to simulate speech. The first half of the following line is sung with an exaggerated feminine tone, the second half with a masculine one, and the combination brings a little smile to the pale yellow face.*)

Pinkie: Hey now, don't be sad, I know we cannot stay

(*Pan to her, the other mares save Twilight gathering around.*)

But we've got a couple minutes and a little time to play

Quiet, sad woodwind/string/acoustic guitar line with glockenspiel accents

Skystar: (*sadly*) I know you have important things, so it's okay, just go

Bright feel

(*Pinkie hangs upside down into view to look her in the eye, having set the shells aside, and Skystar's spirits rise as she is led away by all five and Spike.*)

Pinkie: But we can still pick one small little thing to do with you, you know

Xylophone, electric bass, saxophones, handclaps, light percussion in; guitar, woodwinds out

(Extreme close-up of a shell's reflective surface. The images of all but Spike appear in it one by one, comically distorted as they make goofy faces.)

Pinkie: One small thing doesn't seem like a lot
(Zoom out slightly; it is small enough to fit on Pinkie's hoof, and she presents it to Skystar.)

One small thing, work with the time you've got
(She threads it onto a string with several others and passes it to the royal heir—one in each of the six mares' coat colors.)

Soon one small thing becomes two, after two, perhaps another few
(Rarity's magic ties it in place as a necklace, and Pinkie floats with Skystar as the other four and Spike swim/dive around them.)

Then one small thing is not so small, one small thing can be the biggest
thing of all

(Fluttershy passes near the camera in the fore, the view wiping behind her tail to show Skystar leading the gang.)

Handclaps out; trumpets in, gradually building to full brass and drums

Skystar: *(laughing)* All right, now since you're here, let's see what we can do
(They follow her as she weaves through a maze of hanging lights.)

Swim with the flow until you go, together, me and you
(Pinkie, riding alongside Skystar on a pair of fish, scatters a double hoof-load of necklaces.)

Pinkie: I've got necklaces for every fish, so what else do you got?
(Skystar grabs and hugs one fish from a passing school.)

Skystar: Well, we could play the bubble fish, you'll like this one a lot

(Spike's sudden inflation and spine deployment does not stop Pinkie from taking hold and squeezing the air out of him. Skystar and the other mares do the same with several of the bubble fish they have caught.)

Pinkie, Skystar: One small thing, it's a good place to start

Other four: Just one small thing
(A re-inflated Spike floats up past the camera; behind him, wipe to the pair strutting within a large bubble that briefly splits before rejoining.)

Pinkie, Skystar: One small thing, and we don't seem so far apart

Other four: Don't seem apart
(Fluttershy takes a glum sea pony's hoof, bringing a smile to her face, while Applejack beckons several others to come join in the merrymaking.)

Mares, Spike: Soon one small thing leads to more, it's so much more than there
was before

(Forming an equine chain, they spiral up around a column of bubbles that supports the one containing Pinkie and Skystar.)

Just one small thing and you will see the start of something big
for you and me

Drums/tambourine only, with horn/bass riffs and handclaps (G flat major)

(The whole assembly bursts in a blinding flash, which clears to leave the six singers floating amid a knot of very happy locals. Novo emerges from an enclosure, trailed by Jamal the octopus and removing an errant bit of seaweed from her face—left behind from her spa treatment, no doubt—and is treated to the sight of a tiny jellyfish dancing above Pinkie’s raised hoof.)

Pinkie: One small thing
Crowd: Just one small thing
(Skystar poses atop a jellyfish whose height is several times her own.)
Skystar: Or a tall thing
Crowd: Just one tall thing
(Fluttershy plays pattycake with an infant.)
Fluttershy: Or a sing thing
Crowd: Just one sing-y thing
(Rarity flourishes two shells in a fan dance, backed by a chorus line.)
Rarity: Or a bling thing
Crowd: Just one bling-y thing

Full horn melody; organ in

(Applejack and a mare swim across to catch her up in a conga line, with the baby and a deflated Spike bringing up the rear.)

Applejack: A conga thing
Crowd: Yeah, a conga thing
(Rainbow heads up a considerably bigger one.)
Rainbow: Or a long-a thing
Crowd: Just one long-a thing
(Pan quickly to an upside-down Pinkie.)
Pinkie: A blue thing, true thing, you thing
Crowd: Ooh-ooh
(To a right-side-up Skystar.)
Skystar: A we thing, see thing, me thing
Crowd: Ooh-ooh-ooh

(Overhead shot of them, forelegs joined and turning in a small circle, and zoom out. Rings of turtles, paired sea ponies, and jellyfish are rotating around their common center.)

Pinkie, Skystar: So many things and everything until our time is done
(Cut here and there among the celebrators, both familiar and new, ending with the pair and a zoom out to frame them with the other four mares at the center of a new formation.)

There’s one small thing for each and everyone

Hold last note, then change to a melody of quiet piano/flute/string chords with glockenspiel accents (D major)

(The onlookers part for Novo and bow as she moves up for a better look.)

Skystar: One small thing, so much we can create
(*She joins hooves with Pinkie and the two rise above the gathering.*)

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 this all for us

Percussion in; music builds

(*With a warm, understanding smile, Novo swims out to join her daughter at the center of it all.*)

I just wish there was one small thing, an extra-special kind of thing

Skystar, Crowd: That we could do for you

Full brass/drum/bass melody

One small thing

(*Sea ponies twirl and gambol in pairs as Novo and Skystar rest their foreheads together, then form into a double line and raise their forelegs out of the way of the rapidly advancing camera. Stop on the pair striking a final joyous pose.*)

Song ends on a horn riff

(*They have wound up well above the rest of the partying throngs, and the faint sound of wild cheering floats up to them.*)

Novo: Whoo!

(*She chuckles richly as Skystar voices a soft, tentative laugh, and Pinkie's delighted squeal is the cue for Applejack/Fluttershy/Rainbow/Rarity to join her in a round of laughter.*)

Pinkie: (*among laughs*) Yeah!

Novo: (*as Skystar nods/hums encouragingly*) Well, I guess there is one small thing we can do.

(*Cut to the quintet, now rejoined by Spike, on the end of this.*)

Pinkie: (*giddily*) Ahhh...

(*The general jubilation is ruined by the blaring of a not-too-distant alarm, which spooks Spike into inflating and the mares into a unison gasp.*)

Voice: (*distant*) It's the pearl alarm! Oh, no, it's the pearl alarm!

(*Skystar utters a gasp of her own during this line, bringing a withering glare from her mother. Cut to the throne room, the alarm heard much more clearly now and accompanied by the glare of a red light flashing from o.s. Novo rises into view from the central floor entrance, followed by Skystar and the Ponyville contingent, and are greeted with the sound of Twilight's labored grunt. The next shot frames the surface-dwelling Princess heavily entangled in the fronds of the jellyfish above Novo's throne; the red flashes are issuing from its core. She is stretching a foreleg toward the magic pearl, which is held just out of reach.*)

Twilight: *(amid grunts)* Ow! *(She is stung.)* Ow!

(Snarling in barely controlled rage, Novo zooms up to pluck the great jewel away; the alarm shuts off.)

Twilight: No! Please!

Novo: All of this so you could sneak in and take the pearl?

(One pale pink foreleg lashes down and drags Skystar away, the latter barely having time for one half-sob.)

Novo: This is why we don't bring strangers into our home!

(Twilight finds herself the center of far too much unwanted attention, her eyes widening in mute fear.)

Novo: *(softly, venomously)* You don't deserve to be one of us.

(She releases the pearl, the camera zooming in as dazzling swirls of arcane power issue from its surface to fill the screen. Dissolve slowly to a featureless blue blur, which resolves with agonizing deliberation into a stretch of ocean water lapping lazily against a misty beach during the day. Seven heads break the surface in quick succession, their owners gasping desperately for air and coughing to clear their lungs. From here, cut to an extreme close-up of one bit of sand as Twilight's sodden legs plod onto it—she is now back to her usual form, and a longer shot establishes the same for all the others as they follow her out. Rarity flops onto her belly, Pinkie shakes herself dry, and the others slump on their hooves/feet, utterly spent. Spike runs a hand over his tail to press some water out of it.)

Applejack: What were you thinkin'?

(Twilight, now sitting on her haunches, starts to do the same with her mane as Rarity gets up.)

Applejack: I mean, stealin' their pearl?

Twilight: *(sighing)* It was the only way to save Equestria!

Pinkie: Except it wasn't! The queen was going to say yes! *(moving closer)* We did what you told us, and that's what made her realize we were ponies worth saving! *(Big gasp.)* Unless... *(accusingly)* ...you didn't really want us to show her the best time ever! *You just wanted us to distract her!*

(Incredulous gasps from the other four mares.)

Twilight: *(very irritated, standing up)* I never would have done it, but this isn't Equestria! *(Cut to them; she continues o.s.)* We can't just dance around with con artists, make Rainbooms in the sky, and expect everything to work out! *(Back to her.)* It's not enough! We are not enough!

Pinkie: No, Twilight. *We stuck together. We were gonna get the help we needed! (crossing to Twilight, pointing fiercely)* The only thing that stopped us was *you*.

Twilight: *(pushing her foreleg down)* Well, I'm doing the best I can! *(pacing away)* It's all on me. I'm the one Tempest wants. I'm the last Princess.

Pinkie: You're also the only one who doesn't trust her friends! *(Twilight wheels back to her, freshly needled.)*

Twilight: Well, maybe I would have been better off without friends like *you!*

(A flare of magic kindles dangerously at the end of her horn on this last word, and the display of open rancor causes Pinkie to gasp in utter disbelief. The big blue eyes turn despondently toward the ground, and the purple ones widen as Twilight fully comprehends the devastating impact of her outburst. The other four mares cannot believe their own ears either, Fluttershy stifling a quiet sob, and Pinkie puts her tail to Twilight and trudges slowly away, her ebullient spirit absolutely crushed.)

Twilight: Pinkie...I... *(Pinkie pauses.)*

Pinkie: *(sniffing, voice breaking)* I just can't talk to you right now.

(The pink hooves carry her on from the dumbstruck Princess, and the other four follow, refusing to make even the slightest sliver of eye contact except for a brief glance from Applejack that could bore a hole through battleship armor. Only Spike remains at Twilight's side; he reaches out in a futile attempt to stop them, then watches Twilight drop her head and plod away in the opposite direction. Cut to a very long shot of the splintered septet, then to the waves lapping at a rocky stretch of shoreline. A tilt up frames Twilight at the edge of one crag, now crumpled onto her haunches and wishing she could teleport herself far, far away from the scene of all this misery. Spike inches toward her; both are now entirely dry.)

Spike: Twilight? *(No response.)* It's okay. We'll figure it out.

(She sobs quietly; close-up, framing the tears that begin to run freely down her cheeks.)

Twilight: No. I can't. I ruined everything. There's no chance to save Equestria now. It's all my fault.

(No sound for a long moment, except for her weeping and the rumbling surf.)

Twilight: Spike?

(An over-shoulder glance dries up her eyes in one awful instant, and a muffled outburst from the baby dragon's direction prompts a horrified gasp. Cut to Spike, now wrapped up in the beefy arm of one of the Storm King's soldiers and forcing out a muffled exclamation of alarm. His boss immediately gets upright and braces for a brawl, but a bell-shaped cage drops into view to pen her in closely, its two halves and attached floor snapping shut around her as she charges her horn. The energy kicks back on her in a burst of sparks, causing her to cry out in agony, and she gasps as the cage is hauled up.)

Twilight: No, no, no, no, no! No!

(Cut briefly to her perspective on this, then to a long shot from beneath as Spike's indistinct cries float up—she is being hoisted into Tempest's airship—and her perspective again.)

Twilight: *SPIIIIIKE!!*

(As high up as she may now be, she can still make out the flare of Spike's fire wreathing the soldier's arm, forcing it to let go.)

Spike: *TWILIIIIIGHT!!*

(Cut to a close-up of a length of vertical chain that runs up through a brightly lit square aperture. The sound of the lifting machinery dies away, and the camera tilts down slowly to the sound of Twilight's strained grunts. It stops on an overhead shot of her in the cage, which is suspended over a circular gap at the center of a hexagonal arrangement of floor gratings; lurid red-orange light shines up from beneath the assembly. She hits the bars with a spell, only to get another faceful of blowback; next she throws herself against them, but only succeeds in making the cage swing slightly. A fresh blast gets her just as far as the last one; cut to her perspective, the bars glowing red for a moment and fading as Tempest descends a flight of stairs and walks smugly toward her. They are now inside her ship.)

(Back to Twilight, who gasps softly, then to her perspective again on the start of the next line.)

Tempest: *(mock pity)* Aww, the Princess of Friendship... *(laughing mockingly)* ...with no friends... *(Her perspective of Twilight.)* ...and no way out.

Twilight: Why are you doing this? You're a pony, just like me.

(Both again. The armored unicorn lunges in, horn stump crackling with ribbons of power that course up and down the bars. Twilight gasps in fright and shrinks away.)

Tempest: I'm nothing like you. *(Switch off.)* I'm more than you'll ever be.

Sinister string/brass melody with timpani accents, moderate 4 (G minor)

(She begins to pace around the cage.)

Tempest: 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

Snare drum in

(She whirls to face Twilight, spurts of flame issuing up through the floor gratings to either side.)

Tempest: Open up your eyes, see the world from where I stand
Me among the mighty, you caged at my command
(A push at the bars sets the cage to rotating; zoom out to a long overhead shot, then in again.)
Open up your eyes, give up your sweet fantasy land
High strings and glockenspiel only; other instruments sneak in and build
(lifting Twilight's chin) It's time to grow up and get wise, come now, little one,
open up your eyes

Melancholy woodwind/string line with very faint percussion (B flat minor)

(Zoom in through the pupil of her own left one until it fills the screen, then fade in to a slow pan along a forest path. Three young unicorns are following it, depicted in a simplified style not unlike construction paper cutouts, and using their magic to toss a ball back and forth. One is a colt, while one of the other two fillies is Tempest, her horn and eye unmarred, and their laughter wafts under the music.)

Tempest: We all start out the same, with simple naïve trust
(An overeager throw sends it bouncing ahead and into a boarded-up cave marked with signs that indicate the danger of an Ursa Minor.)

Shielded from the many ways that life's not fair or just
(The other two being unwilling to enter, Filly TE shoots them a slightly disgusted look at the one prompting her ahead and slips in under the boards. Inside, while levitating the ball, she sees a white star glinting in the blackness—followed by the glaring red eyes and the massive blue bulk of the starry bear.)

Strings strengthen (D minor)

But then there comes a moment, a simple truth that you must face
(She lets the ball go and tenses to face it down, but a slash from its claws fills the screen and clears to show the broken, sparking end of her horn floating against a black field amid a shower of shattered fragments.)

If you depend on others, you'll never find your place

Soft, sad acoustic guitar chords with backing strings and woodwinds

(The severed piece becomes the foals' ball, and the other two keep it aloft while laughing and bounding down a village lane. They pass a downcast Filly TE, horn snapped and face freshly scarred from the run-in. When the ball rolls back to her, she tries to float it up but only succeeds in charring it slightly at first; her second try sends bolts of energy arcing wildly over it. The other filly hastily lifts it in her own aura, and she and the colt bug out, deeply unnerved by Filly TE's haywire magic. She watches them scamper down the lane, a new filly joining their game, and their laughter echoes down the block as the maimed little pony stares forlornly after them.)

Melody shifts briefly to flute/glockenspiel and back

(She turns away; extreme close-up of the stubby hooves moving through the grass, tilting up to her face and narrowing, freshly scornful eyes as she gains speed.)

Tempest: And as you take that first step upon a path that's all your own

Transition to same instrumentation/feel/key as first chorus

(Now well outside the village, she glares contemptuously back at it as thunder and lightning play in the storm clouds overhead.)

(bitterly) You see it all so clearly, the best way to survive is all alone

(The damaged face advances slowly toward the camera, the view dissolving to an extreme close-up of Twilight's very scared eyes in the here and now and zooming out. Tempest climbs the stairs to sing down at her.)

Tempest: Open up your eyes, see the world from where I stand

Me among the mighty, you caged at my command

(She pulls a lever, hauling the cage up.)

Open up your eyes and behold the faded light

(Once it reaches her level, she spins it to stare Twilight dead on for a moment, then sends her up again.)

High strings and glockenspiel only; other instruments sneak in and build

It's time to grow up and get wise, come now, little one, open up your eyes

(The captive is winched through the square opening in the ceiling of this chamber and suspended above the deck; she shields her eyes from the sun's harsh glare.)

(full voice) Open up your eyes

(She stares in popeyed horror, the camera tracking slowly around to point ahead of her and frame Canterlot in the far distance. The uppermost reaches of its mountain are now totally obscured by a broad blanket of fumes from the ships in the invasion fleet, and other craft are fouling the sky further as they close in.)

Song ends with one final ominous chord

(The faint clank of Tempest's armored shoes is the prelude for her ascent to the deck.)

Twilight: I'm so sorry you felt so alone.

Tempest: I saw the truth. My "friends" abandoned me when times got tough. *(Cut to Twilight; she continues o.s., softly.)* Looks like I'm not the only one.

(Twilight turns away, her face a case study in regret; back to Tempest.)

Tempest: Face it, Princess. Friendship has failed you too.

Twilight: Friendship didn't fail me. I failed friendship.

(She turns her eyes to stare somberly ahead.)

Act Four

(Dissolve slowly to a long overhead shot of the other five mares on the beach, the surf washing over the rocks. They remain silent for quite a few seconds before Fluttershy sighs almost inaudibly. Cut to her and Rainbow, the former stroking her mane as the latter pokes disconcertedly at the sand. All are now dry.)

Fluttershy: *(voice breaking)* This whole journey was such a mistake. *(Half-sob/half-hiccup.)* All we wanted was somepony to help us.

Applejack: *(sighing softly)* You think maybe it's time we talk to Twilight?

(Spike scrambles into view from behind an outcropping.)

Spike: *SHE'S...BEEN...TAKEN!!* *(Rainbow leaps to her hooves.)*

Rainbow: *What?!?*

Spike: Twilight's been taken! Tempest...she grabbed her...and took her on her ship!

(The others snap out of their collective funk with a sharp gasp.)

Rainbow: We gotta get her back!

Fluttershy: How? *(Overhead shot of the six.)* We'll never catch up!

Applejack: And we got no way to defeat those monsters!

(Heads droop, a few resigned sighs float up—and then a distinctly catlike shadow spills across the sand to envelop them. Cut to Capper, standing atop a crag, on the start of the next line; his first few words are heard from some distance away, but the rest come through loud and clear.)

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

Rarity: *(from o.s., acidly)* Well... *(Cut to her.)* ...look what the cat dragged in—himself! *(Back to Capper; zoom out slowly.)*

Capper: These heroes have faced the Storm King's army and escaped! I've seen them tackle the streets of the roughest towns—

(Cut to Fluttershy and zoom out slowly to frame all but Applejack, every face turned up to him with enraptured admiration.)

Capper: *(from o.s.)* —break out of the tightest situations, and inspire others to join their cause!

Fluttershy, Pinkie, Rainbow, Rarity, Spike: Ooooh! *(Applejack, unimpressed, steps up next to them.)*

Applejack: Now don't get too excited. He's just talkin' about us.

(The others groan in disgust, their excitement instantly deflated.)

Capper: *(leaping off peak, sliding down/somersaulting to them)* They even escaped certain doom at the hooves of Commander Tempest! *(Cut to Fluttershy and Rainbow, both starting to smile again.)*

Rainbow: Yeah. That was pretty great.

Celaeno: *(from o.s.)* Are you kidding me?

(That voice draws both pairs of eyes to a second nearby rock formation. Cut to a long shot of its summit, seen from several feet below, and zoom in on the pirate parrot and her crew gathered here.)

Celaeno: *(somersaulting down; others follow)* That was awesome! *(Squabble squawks loud agreement.)*

Boyle: Figured you could use a claw!

(He holds up his right arm on this line, showing the mechanical pincers he now wears in place of his old hook.)

Celaeno: We're onboard to help you fight the Storm King—just not onboard our actual ship.

Mullet: That crazy unicorn sunk it— *(pointing)* —but you got back our “arrrr.”

(Cut to Rainbow on the end of this, zooming in slowly on her proud expression, then back to the crew.)

Mullet: And we're ready to kick some booty.

(Celaeno draws her cutlass amid a chorus of avian laughs and squawks, Lix brandishing her trusty serving spoon for good measure. Cut to a long shot of the newly formed gang of twelve, seen from out on the water. One spot begins to glow yellow and bubble vigorously; in close-up, the ponies and dragon turn toward it, voicing assorted awestruck reactions.)

Spike: *(amid their responses)* Whoa...

(What emerges from the depths is a mass of swirling light, which bursts outward to reveal a silhouette with distinct features of both pony and bird. Celaeno and Capper gape at the new arrival, their minds completely blown.)

Capper: *(softly)* Is that what I think it is?

(The figure descends to a rock, its coloration giving it away as Skystar. The mane/tail fins have been replaced by hair, and the luminous antenna on her forehead has become a single forward-hanging plume. Her wings are solid and feathered, in the same pale yellow as the body, and the fringe and pearl at her throat are gone. She still wears the necklace of shells that Pinkie gave her during their undersea frolic, and the anemone she wore in her mane-fin has become a rose. Feathers have grown in on the ears—now pale yellow—and all four legs, the front pair

ending in talons and the rear in hooves, and her snout ends in a small beak. Now she is a hippogriff rather than a sea pony, and a tall, lanky one at that.)

Skystar: (*singsong*) Hel-loooo! (*normal tone*) Me again. (*Chuckle.*) 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. (*Cut to Pinkie on the end of this.*)

Pinkie: (*under last words*) Ahhhhh! (*Back to Skystar.*)

Skystar: So I want to help too. (*She flaps over to Pinkie.*) 'Cause you know, one small thing... (*whispering*) ...can make a really big difference.

Spike: (*dryly*) That's it, right? We didn't make friends with anypony else?

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

Pinkie: We're coming, Twilight!

(Cheers and hollers and whoops from all species, the camera tilting up slowly to put them o.s. as Rainbow and Skystar circle up into the sky.)

Rainbow: Yeah!

Pinkie: (*from o.s.*) As soon as we bake up a plan!

(Dissolve from the cloudless, empty expanse to a stretch of equally unremarkable ground and tilt up slowly to frame a street in occupied Canterlot. As at the end of Act One, Tempest's soldiers are leading trains of muzzled, collared ponies here and there; now, though, large cages similar to the one Tempest used to capture Twilight have been set up at the curbs. Among the captives are Bloom and Scootaloo, sharing a cage off to one side with a tuft of Sweetie Belle's tail visible between them, and Songbird at the far end of the street. One grunt is receiving a shoulder massage from Lotus, who stands on the shoulders of another mare to get the needed height boost, and has propped its feet up on Aloe's back. Zoom in slowly on Songbird.)

A cappella, slow 4 (D major)

Songbird: I am here and I see your pain
(*Close-up.*) Through the storm, through the clouds, the rain
I'm telling you, you cannot escape

Song ends abruptly as a soldier pounds on her cage

(Songbird sighs quietly in the face of a reprimand whose meaning is all too clear, even if the words are foreign. Both glance toward the approaching sound of creaky wheels; the source proves to be a flatbed cart transporting the caged Twilight, drawn by two ponies and led by Tempest. The performer and the Princess lock eyes for a long moment, the style of the former's mane notwithstanding, until the latter turns hers sadly toward the floor of her prison.)

(Cut to a set of closed double doors within Canterlot Castle. These are pushed open from the other side by a pair of Storm Guards, who step aside for Tempest and the cart to enter. The camera is positioned so that the view blacks out from one of the cage bars rolling toward it; from

here, snap to an overhead shot of the throne room. The other three petrified Princesses are still where they were during the Storm King's call in Act One—on three petals of the floor's flower/circle design—but a couple of drastic changes have been made to the décor. One, black banners with the Storm King's lightning bolts now hang between the stained-glass windows. Two, most of the red carpet has been ripped away to leave only a short stretch immediately in front of the dais. Three, the place is rather darker and gloomier than usual. The stone basin that Tempest used to communicate with the Storm King in Act One has been removed.)

(In close-up, Twilight's eyes widen in pure terror as she beholds her mentor, frozen in stone, and a faint scream of agony echoes through her mind. The cage slams to the floor on the one unoccupied petal, one Storm Guard leads the now-empty cart and its pulling team away, and Grubber shuts the doors behind them and turns with a malicious chuckle. Tempest moves slowly toward the Princess.)

Twilight: Tempest, don't do this. Don't give the Storm King—

Tempest: —your magic? Did you think you'd keep it all to yourself? *(Twilight quails slightly.)* Time to share. *(She turns away, eyes narrowing.)* I'd love for everybody out there to know what I can really do.

(On the end of this, a tall, horned silhouette appears in the sun-framed doorway leading to the balcony outside the throne room. Its contours and the staff in one hand—the Staff of Sacanas, as named in Act One—give it away as the Storm King in the flesh. The legs are those of a goat or deer.)

Storm King: Ooh, fascinating!

(Both ponies turn toward him, Tempest with noticeable surprise and a bit of real fear, and he ducks slightly to get through the door in close-up. The fur on the upper legs is the same pale gray as on the rest of his body and the long tail not previously seen, while the lower portions are bare, exposing dark gray hide. The broad fingers are tipped with inhospitable claws.)

Storm King: *(much less jovially)* What can you really do? *(Tempest turns to face him on the next line.)*

Grubber: Your bidding, of course, Your Mighty One.

(He kneels as best his squat frame will allow, bowing his head and placing a paw flat on the floor. A quick glance left and right to make sure the coast is clear, and he springs up to let himself out of the room, shutting the doors as he goes. This sequence reveals that both Storm Guards have been dismissed.)

Storm King: *(cheerful again, approaching Tempest)* Bidding's good. I like bidding. *(noticing Twilight, suddenly puzzled)* Um...what are you supposed to be?

Twilight: *(resolutely)* I'm the Princess of Friendship.

(That declaration earns her a gale of hearty laughter.)

Storm King: 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. *(smirking)* She won't be a problem.

Storm King: *(walking past, ruffling Tempest's mane)* 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. *(Cut to the impassive Tempest and back as he continues.)* 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!*

(He stabs the lower end of the Staff into a hole at the center of the floor design, darkening the room and sending out streams of blue-white light to trace the outlines of the four petals.)

Storm King: Huh?

(Followed by a gasp as lines of this same radiance begin making their way up Celestia's form, jagged as though following cracks in the stone. Once they reach her horn, both it and her eyes glow a sunny yellow and a beam of power erupts from the tip, aimed toward the center. The same happens for her sister and Cadence, the former's horn/eyes/beam blue-violet and the latter's blue-green. Twilight strains against the broken lines that are snaking up her legs, but in vain; magenta energy pours from her horn as her eyes blaze white.)

Twilight: No!

(The Storm King laughs in mad triumph and holds the Staff planted upright, the four streams of magic surging into the crystal at its upper end.)

Storm King: Check out the light show!

(Cut to a long shot of Canterlot Castle, the camera tilting up slowly past the rooftops of the surrounding houses. Tendrils of power wind across the buildings, the plaza on which the Festival was to be held, the royal residence itself. In the throne room, the siphoning ends along with the "light show" and he yanks the Staff free of its anchor point; the crystal now glows a crackling blue-white.)

Storm King: Wow! *(chuckling softly)* Wow.

(The light fades from Twilight's eyes and she crumples onto her belly, sobbing softly.)

Storm King: Let's get this storm started! *(to himself)* Ooh, hey, that's good. I should trademark that.

(A casual flick of the Staff causes the crystal to snap and pop anew; cut to a long shot of the throne room balcony. A blast tears out through the sun doorway, reducing it and the surrounding

masonry to a shower of very tiny pieces; among them is Twilight, who slams down onto the balcony amid the remains of her cage. The Storm King steps out.)

Storm King: Not bad! Actually kinda first-rate! What else does it do? *(Tempest steps out; he flicks a fingertip against the crystal to make it ring.)*

Tempest: Your Excellency, you promised to restore my horn and give me—

(He waves her off with an accompanying “not now” sort of sound.)

Storm King: Okay, hang on.

(When he tilts the business end of the Staff toward the sky, the sun immediately springs up from the horizon. It faithfully mimics his every swing of the relic, and a particularly hard flick sets it to bouncing so that the sun and moon rapidly cycle through day and night.)

Storm King: You gotta be kidding me! *(The sun stops in the sky.)* I can move the sun?

(A wild laugh; cut to Twilight, still half-dazed and down for the count.)

Storm King: *(from o.s., stepping over her)* Whoa! Now this is what I’m talking about!

(Cut to Tempest on the end of this, shifting uncertainly on the receiving end of a pleading look from Twilight. Another laugh from the Storm King spurs her to start moving; cut to him at the balcony railing as she approaches.)

Storm King: Time to play. *(Cut to the rapidly shifting sun and moon; he continues o.s.)*

Tuesday, Wednesday, Thursday, Friday. *(Back to him, waving the Staff about with increasing speed.)* Day, night, day, night, day, night, day, night, day, night, sunrise, sunset!

(He hums and sings gleefully to himself as Twilight aims a very scared glance back over her shoulder and Tempest regards her boss stonily. Cut to a long shot of Canterlot Castle under the crazily changing sky and pan/tilt down slowly to the city’s main gate. The statues of Celestia and Luna have been pulled down, banners with the Storm King’s mark are on display, and two soldiers are standing guard. The top of something very large moves slowly into view in the fore, topped by Spike posing and blowing a tiny plume of green flame upward. A head-on shot and zoom in between the two sentries discloses that he is riding atop a gargantuan three-tiered cake being pulled by a dispirited Applejack, Fluttershy, Pinkie, Rainbow, and Rarity on a flatbed wagon. The icing is light blue-gray with dark gray edging; the bottom tier is decorated with collared ponies connected by strings of pink hearts, the middle with hearts cradled in copies of the Storm King’s logo, the top with large hearts in which the Storm King’s face is inscribed. Capper, now wearing a white apron and chef’s toque over his coat, is leading the group; when the soldiers cross shields to block his path, he consults the sheet of official stationery he is carrying.)

Capper: Uh, yeah. I got a delivery here for a Mr. The Storm King. *(tapping page)* I was given explicit instructions to bring this here cake to this here castle's throne room.

(The soldiers trade a few puzzled grunts before making up their minds to thrust their spears in the smooth talker's general direction. He barely even blinks at the show of force.)

Capper: 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? *(walking away)* 'Cause I don't want to be the one responsible for the big guy missing his special dessert. *(laughing a bit)* You know what I'm saying?

(He stops facing the mares, his back to the soldiers, and raises three clawed fingers in front of his chest. These are folded down one by one in a silent count; as soon as he hits zero, he jerks a thumb over his shoulder at them, exactly in time with their decision to stand down and allow entry. Pinkie smiles hopefully up at Capper and gets a knowing wink in reply, and the group resumes the delivery run.)

Capper: Thank you kindly, fellas. *(patting one's shoulder)* I'm-a be sure and put in a good word for the both of y'all.

(Pinkie's face is the only grinning one among the five ponies, and it draws a quizzical mutter from one of the soldiers.)

Applejack: *(whispering)* Pinkie, quit lookin' so happy! You ain't foolin' no pony!

Pinkie: *(whispering, nodding)* Oh! Okay!

(Her entire face and forelock collapse into a pathetic, whimpering, downtrodden mess in less time than it takes to say "quick change." As the sugary behemoth makes its way through the lower level of the city, now well and truly trashed, Grubber pops up behind a table loaded with pies at an abandoned vendor stall, holding one in each hand.)

Grubber: Mmm, pie. *(looking out past them)* Oh, hello, cake!

(The crusty desserts are promptly flung aside, and he climbs over the table and aboard the back of the wagon.)

Grubber: Ooh! Don't mind if I do.

(He swipes a chunk out of the bottom tier and gorges himself messily, not noticing that the action has exposed a deeply bagged magenta eye staring out at him.)

Grubber: Mmm! That's some, like, gourmet icing. *(He sees it and stares, puzzled.)* Who puts eyeballs in filling?

(The eye blinks, spooking him into a string of yelps that eventually resolves into a coherent word.)

Grubber: GUARDS!!

(The owner of said eye—Squabble—lunges out to grab him, and the two are back inside the cake in record time. However, the disturbance rouses the nearest pair of soldiers to cross spears and block the group's path.)

Capper: Uh-oh. Plan B?

Rainbow: The jig is up!

(A kick at the wagon brings Celaeno, her crew, and Skystar out of the cake in one mighty bound, the action and sound both shifting to slow motion for only as long as it takes them to roar in savage fury and hit the deck amid the splattered remains. The captain has drawn her cutlass, Lix has switched her serving spoon for a cooking pot, and Skystar drops into a hover to provide air support.)

Celaeno: Come on!

(All five parrots lay into the enemy from different directions. Boyle gets the honors of the first strike, having switched back to his hook; he uses it to strip the spears from three foes at once with a yell, then pitches them up to barely miss Skystar.)

Skystar: Oh...

(Down she comes, dragging one soldier into the air by the arm...)

Skystar: Gotcha!

(...and dropping it to knock out a trio menacing Spike. Next Squabble rises behind another one, squawking loudly with life-preserver collar in hand; he jams this down around the beast's shoulders and forces it all the way to the waist, pinning the arms. Lix adds her own vocals to the mix as she lashes her brass-capped tail squarely into the posterior of one; the eyes pop, spear and shield clatter to the ground, and it yells in pain and jitters madly in place while clutching at the point of impact. Lix just stands there and laughs herself stupid.)

(It is the work of only a few seconds for Applejack to hogtie a soldier, and a stretched-taut length of fabric trips up three others. Rarity and Capper have notched up this victory, the unicorn using her telekinesis to pull one end and the cat holding the other; he has shed his apron and toque. She finishes the job by wrapping them up with a bow. Applejack and Rarity are out of their collars; the same is true of the other three ponies when they are seen next.)

Rarity: Lovely!

(Pinkie races up to a grunt, a gift box balanced on her front hooves.)

Pinkie: Surprise!

(Startled, it throws its spear aside and takes the parcel. Pinkie darts away, only to emerge from the box itself a split second later with a cupcake in hoof.)

Pinkie: *Double surprise!*

(She rams the treat into its face hard enough to propel globs of icing onto a wall several feet back, then hops down to the street and starts machine-gunning cupcakes with both forelegs.)

Pinkie: Whee!

(The soldier tries to mount a defense, but the frosted fusillade proves too strong and it collapses against the wall, sliding insensate to the ground. Pinkie's accompanying laughter takes on a decidedly manic tone. Elsewhere, Fluttershy's retreat is cut off by a spear stabbing into the ground, missing her by a fraction of an inch. She cries out at the near hit, then glances up along the shaft.)

Fluttershy: Oh... *(The soldier wielding it grunts at her.)* ...you seem tense. *(smiling)* Do you want to talk about it?

(Its response might best be translated as "Say what?!?" On another block, Celaeno spin-kicks a trooper away.)

Celaeno: YEAH!!

(She blocks another's spear with her blade, while Mullet squares off against a second. Rainbow adds a few decibels of her own as she dives low between Celaeno and her foe, forcing the brute to lift its spear; when it starts after the pegasus, Celaeno drives it back with a kick to the breadbasket from her peg leg. It returns to the fight all too quickly, though, and Celaeno has to put both her cutlass and her free hand into stopping the next spear strike.)

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

Rainbow: *(to the others)* Come on!

(She is followed by Spike, Skystar, and all the other mares except Fluttershy—who is sitting with the soldier that attacked her and letting it cry its beady little eyes out.)

Fluttershy: *(soothingly)* Let it all out.

Other mares: *(now o.s.)* FLUTTERSHEY!!

Fluttershy: Oh! Sorry, our time's up. Bye-bye!

(She bounds after the group, getting a teary farewell. The group charges along the bridge leading up to the plaza and Canterlot Castle, Skystar bringing up the rear; as enemy troops close in fast; she stops to face them.)

Skystar: *(over her shoulder)* Keep going!

(She hefts her two googly-eyed oyster shells...)

Skystar: Shelly? Sheldon?

(...and slings them full force toward the soldiers. They clatter open and shut in flight, and both end up clamped firmly over the eyes of one target. It topples to the pavement with an anguished yell that is a hair away from “I can’t see!”, but there are many to take its place. The mollusk-slinging Princess tows one away by the fur on its head, either to drag it back down the bridge or heave it over the side. Reaching the plaza entrance at the upper end, the five mares, one dragon, and one cat find themselves confronted by an entire platoon of hopping-mad soldiers.)

Applejack: Uh-oh.

Capper: *(to Spike)* Hey. Ain’t you a fire-breathing dragon?

(The little guy shoots him a fierce, determined smile, and in no time flat the laughing Capper is holding him horizontally and strafing the area with a wide-angle jet of flame. One hand is holding the tail stretched back, while the other has clamped around both of Spike’s arms as an impromptu pistol grip. One after another, the infantry forces are set alight and run screaming for cover, allowing the seven insurgents to advance toward Canterlot Castle. Tempest watches the unfolding rout from the throne room balcony, unable to believe her eyes.)

Tempest: What? *(Head-on shot; Twilight is now upright as well.)* How?

Twilight: *(smiling, gasping softly)* It’s...it’s the magic of— *(The Storm King clomps into view behind them.)*

Storm King: *(sickly-sweet tone)* Yeah, yeah. *(hugging them)* Friendship, and flowers, and ponies, and—

(He finishes by adding a noise of disgust and letting his tongue loll out, then lets go and gets down to business.)

Storm King: I’m so totally over the cute-pony thing. This ends NOW!!

(He unleashes a peal of deranged laughter and a blast from the Staff that lances into the sick brown clouds, which begin to circulate ever so slowly. On the plaza, Capper wraps up his flamethrower assault and lets Spike jump down. A glance overhead throws a scare into him.)

Capper: Uh-oh.

(Applejack, Pinkie, and Spike share his reaction, as do Fluttershy and Rarity when the camera cuts to them. They are nearly swept sideways by a hard gust of wind and yelp in surprise, the sky darkening noticeably as lightning cracks out. The next shot is of Twilight and Tempest on the balcony, both staring upward and too stunned to speak. The Storm King's laugh rings out; cut to frame all three.)

Storm King: Yeah!

(The swirling clouds have now formed a tornado, which extends down past the balcony to start tearing up the plaza.)

Capper: Move them hooves, ponies!

(They do so, Spike hopping into Applejack's back, and he joins them in bugging out just ahead of a fresh onslaught that sweeps a squad of soldiers over the edge. Others struggle to keep their footing in one of the streets, but end up being blown aside with other random items. To add insult to injury, the roaring wind propels several pies off a table and into their faces, then sends the table after them. A barrel smashes itself apart against a wall, barely missing the seven; Capper is now holding Spike. They risk a peek out from their hiding place; cut to their perspective of the maelstrom surrounding Canterlot Castle.)

Rainbow: You'd have to be flying faster than a speeding pegasus to break through *that* wind!

(Back to them on the second half of this line, then zoom in quickly on Pinkie as she gasps and smiles, a brainstorm having hit.)

Pinkie: *(slyly, pulling on a crash helmet)* Excellent idea, Rainbow Dash.

(A pair of goggles rests on the forehead. Cut to the Storm King and track slowly around him.)

Storm King: Now I truly am the Storm King! And the entire world will bow to my ba-ba-ba-boom, baby!

Tempest: *(crossing to him)* Yes, yes, you are every bit as powerful as I promised, Sire. Now, restore my horn— *(bowing)* —and I swear to use my magic to serve you.

(He just laughs and leans hard into her face.)

Storm King: Who cares about your dinky little unicorn horn? *(He pushes her aside.)*

Tempest: *(circling to face him)* But we...we had an agreement!

Storm King: Get with the program! I used you. *(smiling sardonically, shrugging)* It's kind of what I do.

(He fires off three bolts that scorch the balcony surface; only her lightning-fast reflexes keep her from meeting the same fate. A fourth one runs flat into a discharge from her ruined horn, resulting in a detonation that throws both of them back. Tempest's last-second grab at a broken

bit of railing is all that keeps her out of the air; the Storm King slams into the castle wall, back first, and hits the ground on his belly. Twilight gasps, seeing one foe laid out flat and a second desperately hanging on; cut to Tempest. A single armored hoof strains to keep its grip on the railing amid the gale-force winds, but it slowly slides loose—and then, before she can go sailing into smoke-fouled oblivion, Twilight is there to grab that foreleg in both of hers. The icy blue-green eyes pop in a total lack of comprehension as a few sparks crackle from her horn.)

Twilight: Hold on!

Tempest: Why are you saving me?

Twilight: *(softly, smiling)* Because this is what friends do.

(Slowly, very slowly, the dark unicorn's stern features relax into the faintest of smiles as these words sink in. One good heave deposits her on the balcony.)

Storm King: *(from o.s., sarcastically)* Aww... *(Cut to him, chuckling nastily and on his feet.)* ...isn't that just so sweet? *(The false mirth goes bye-bye.)* Yeah.

(He levels the Staff at the huddled pair, its crystal crackling; cut to them.)

Storm King: *(from o.s.)* See you.

(Cut to Capper, Boyle, and Squabble in a street. The parrot with the crazy eyes has recovered the collar he used to immobilize his enemy during the big brawl and put it on, and he stands gripping the handle of a plunger-style detonator box. Boyle holds up a length of the wires that coil from it and run o.s.)

Boyle: *(addressing himself o.s.)* You sure about this?

Pinkie: *(from o.s., reverberating/muffled slightly)* Just do it! *(Pause.)* Thank you!

(Cut to an overhead close-up of her, the other four, and Spike all jammed tightly into a dimly lit circular chamber whose walls are smeared with some pinkish muck. The goggles that had been on her helmet's forehead now cover her eyes, and she is the only one not scared silly or thoroughly annoyed.)

Pinkie: *(reverberating, rapid fire)* I'm excited! Who's excited? *(Squeal.)* I've never been so excited!

(Long shot of the block. The detonator is hooked up to the same absurdly huge artillery that blasted a cake onto Twilight in Act One—the Easy-Bake Confetti/Cake Cannon, as Pinkie called it. As Capper covers his ears, Squabble pulls the plunger up with a squawk and slams it home. The ensuing blast is shown four times from different angles, launching the pony/dragon payload high over Canterlot amid clouds of confetti and smoke, and screams ring out from Fluttershy/Pinkie/Rarity as they hurtle into the smoggy cloud cover. Pinkie somehow finds her way around to a merry laugh for a moment.)

Pinkie: Whee!

(But it is short-lived, as their descent has them bearing down toward the balcony. The Storm King laughingly menaces Tempest and Twilight with the Staff, but before he can get around to actually using it, all six living projectiles slam squarely into his gut, ramming him into the throne room.)

All six: Boom!

(The Staff, knocked free of his grip, punches through the center of the stained-glass window above the thrones and lodges there. Ponies tumble across the floor in all directions, Pinkie fetching up next to Fluttershy with her helmet and goggles gone.)

Pinkie: (woozily) Bullseye! *(Twilight enters.)*

Twilight: Pinkie! You all came back! I'm so sorry! I was wrong to—

(Any further words are cut off by the big squeaky hug that the party mare lays on her.)

Pinkie: I'm sorry too. *(Applejack/Fluttershy/Rarity cross to them.)* Friends mess up sometimes, but we never should have— *(Cut to Rainbow, hovering overhead.)*

Rainbow: *(gesturing to Staff)* Uh, make up later! This isn't over!

(The artifact begins to vibrate and spark more strongly, and as the other five mares gasp, it cranks off a discharge that tears into the throne room ceiling like a blowtorch through butter. Chunks of masonry thunder to the ground from one end to the other; Tempest gallops in, but is forced to stop short with a gasp when several of them barely miss her. Twilight gets upright with some effort, having been downed momentarily, and gasps upon spotting the reason for the uncontrolled demolition.)

Twilight: I've gotta get control of it!

Pinkie: Go! You've got this, Twilight!

Twilight: *(resolutely)* No. *We*'ve got this—together.

(Six mares and one dragon smile confidently into the tumult. Applejack's lasso lashes over a tumbled slab and cinches tight, and the seven form a line with Twilight at the head and Applejack at the tail. As the blond mare secures the free end around her midsection, each of the others holds out a leg—or tail, in Spike's case—for the one behind/him/her to grab. Once the chain is completed, Twilight begins flapping to lift them off.)

Pinkie: Whee!

(They are buffeted this way and that, but the links and rope hold as she rises toward the Staff. The Storm King digs himself out of a pile of rubble.)

Storm King: *(climbing)* The Staff belongs to me!

(Twilight gasps upon spotting him; now he leaps in addition to climbing as various shouts of panic ripple up and down the chain. Close-up of Twilight, straining mightily to get a hoof on the Staff.)

Storm King: *(from o.s.)* No! *(Pan to him.)* That's my Staff!

(Growling, he keeps clearing the gaps as she fights for every inch she can get.)

Storm King: Mine! Mine! *(He leaps; Applejack slides forward to the full extent of the rope.)*

Applejack: Whoa!

Twilight: NOOOOOO!!

(She and the Storm King throw themselves into one last-ditch dive—and she ends up holding the Staff as he crashes through the window, shattering it. Both of them are pulled screaming into the murky winds, the camera zooming in through the empty frame.)

Pinkie: *(from o.s.)* TWILIGHT!! *(Cut to her.)* NOOOOOOOOOOOO!!

(She and the others can only stare heartbroken into the madness, while a thunderstruck Tempest watches from the floor. The rest of the Ponyville contingent settles down as the wind gradually subsides, the smoky clouds parting slightly to give a glimpse of clearing sky. Pinkie struggles mightily to keep her composure but fails, whimpering at first and then sobbing into the now-untied Applejack's shoulder as her tears begin to fall. The farmer's closed eyes show signs of puddling up as well, but a sudden gleam cuts the waterworks off sharply. Pinkie gasps at the reason—the sun shining brightly down through the gap, and a winged silhouette slowly descending with the now-placid Staff in hoof. Twilight, intact from one end to the other, makes her way down toward the throne room balcony as her friends charge out to greet her.)

Pinkie: Yaaaay!

Applejack: Yee-haa!

(A joyous shout from Rarity; cut to the Princess as she touches down.)

Applejack: *(from o.s., laughing)* All right!

Fluttershy: *(from o.s.)* Yay! *(All cross to her, Pinkie squealing with delight.)*

Pinkie: Group hug!

(There follows one, accompanied by contented sighs and coos from all parties involved. Tempest climbs over the piled debris just inside the sun doorway and watches them with a quiet, satisfied smile for a few moments. She then turns to leave, the corners of her mouth pulling into a slight frown—and the Storm King hoists himself up to the balcony railing. He goes unnoticed by the magnificent seven, but Tempest spots him and pulls in a soft, wide-eyed gasp. With a feral grin, the thwarted tyrant fishes up a sphere identical to the ones she used against the Princesses in Act One and pulls his arm back in slow motion. The camera cuts back and forth between Tempest,

galloping pell-mell over the junk at normal speed with horn flaring, and the Storm King winding up for the pitch at reduced speed. The sequence ends with the unicorn's mighty leap and a cut to her perspective, bearing down on the group. Applejack and Rainbow plant themselves on the front line, ready to kick or bite or tackle. Normal speed resumes for the Storm King as he lets the sphere fly.)

Tempest: *(leaping over others toward him)* NOOOOOOOOOOO!!

(It detonates against her chest, the action and sound shifting to slow motion, but she continues her charge even as the dark stone layer starts to expand from the spot. The Storm King recoils from her approach, but forgets to keep hold of the railing. Both of them take the big dive toward the plaza, Tempest having thrust a hoof against the Storm King's chest so that the petrifying enchantment begins to consume him as well. Both completely turn to stone within seconds, normal speed resuming, and the Storm King falls away from Tempest and is smashed to pieces on impact in the plaza. A close-up picks out the chunk containing most of his head, the lower jaw having been broken off, and a dim glint of light plays across one frozen eye as the dust slowly clears. His ships and their pollution are gone from the sky, leaving it in the deep orange and purple of sunset.)

(Pan/tilt up slowly from the crash site to a long shot of the balcony, seen from below. A tiny speck is hovering just beyond the edge, wrapped in a warm yellow glow, and a close-up confirms that Tempest has been saved from becoming gravel. She is gently reeled in, the magic issuing from the Staff braced by the seven. Close-up of the stone mare as she is set down.)

Rainbow: *(from o.s.)* Whoa. *(Cut to the group.)* I can't believe she did that!

Twilight: I can.

(Pan from them to a close-up of the softly buzzing crystal, which fires a new pulse that wraps around Tempest's inert form. It clears to show her back to flesh and blood, and she pulls in a deep breath that reflexively takes her up to her hind legs for a moment. Settling back to all fours, she turns confusedly to the group, finding a warm smile on Twilight's face, and sighs softly. Cut to Applejack, Fluttershy, and Rarity.)

Fluttershy: Now what?

(The camera pans across the seven, one looking uncertainly to the next, and stops on a thoughtful Twilight receiving a glance from Spike. After a long moment's silent deliberation, she directs a little smile to Tempest, who returns it gratefully.)

Tempest: Now...we fix everything.

(Armored shoes clank across the balcony as she and Twilight enter the throne room, followed by the others. Extreme close-up of the Staff's lower end being thrust into the center of the floor design, waves of color corresponding to the four Princesses—yellow, blue-violet, blue-green, magenta—washing outward. A longer shot and slow zoom out puts Twilight and Tempest at

ground zero, the etched curves energizing as when the Storm King stole the Princesses' magic. Cadence is first to be freed from her immobility in close-up, in the same manner as Tempest, then Luna and Celestia when the camera pans to each in turn. Lungs spasm briefly as they return to equine normalcy.)

Celestia: Twilight!

Twilight: *(immensely relieved)* Princesses!

(She hurries across the floor and embraces the solar sovereign with a happy sigh; meanwhile, the multicolored magics wash over the floor and up the walls to repair all the damage inflicted by the Storm King. Cut to a point in midair past the balcony and tilt down as tendrils of light slither along the walls and pavement, wreathing all the architecture in translucent vine-like patterns. A longer shot and slow zoom out shows the effect spreading over all of Canterlot and bringing a rather confused Derpy back to her normal, non-stone self. By the time it reaches the main gate, the statues of Celestia and Luna above it have been replaced and every trace of the Storm King's depredations is gone. Fade to white.)

(Fade in to an extreme close-up of Spike, framed from nose to upper chest. The bottom edges of a pair of dark-tinted sunglasses are visible above the smiling, fanged mouth. A whine of feedback is heard as he lifts a microphone and clears his throat into it, and a longer shot puts him on a small platform, standing in front of DJ PON-3 and her turntables. The whole rig is on the stage intended for use during the Festival, which has been fully repaired.)

Spike: *(amplified, sliding/spinning to edge)* Fillies and gentle-colts! *(Cheering from o.s.)* Get ready for a little...

(Two spotlights snap on, their intense glare washing out the screen as the camera zooms out quickly. When it stops and the view clears, Songbird stands on the platform at the end of the runway attached to the stage as more beams rove through the night sky. Initially hunched down with wings covering as much of her head as possible, she stands up to full height and spreads them proudly.)

Spike: *(amplified)* ...Songbird Serenade!

(A cut to the plaza shows it packed with cheering spectators, including Twilight and her friends, Celaeno and her crew, Capper, and Skystar. Twilight no longer holds the Staff.)

Songbird: And now to celebrate the fact that we're all still here in one piece, give it up for Princess Twilight and her friends!

(Cut to the thirteen in question on the end of this, a spotlight picking them out.)

Stallion: *(from o.s.)* All right! *(Cut to him.)* Way to go, guys!

(Photo darts up to snap a few pictures, and Bulk rears up in the crowd, inadvertently launching a couple of hapless ponies over it.)

Bulk: YEAH!!

(Laugh; cut to Celestia/Luna/Cadence, who bow serenely toward one side, then to Twilight and company on the receiving end. The violet Princess returns the gesture, the spot on them going out. All the lights on the stage have also been extinguished, and Songbird stands facing away from the audience. Illumination gradually fades up as he begins to sing and turns back.)

***Quiet synthesizer chords, slow 4 (D major)
Faint conga drum accents throughout***

Songbird: I know you, you're a special one
Some see crazy where I see love
(pacing toward platform edge)
You fall so low, but shoot so high
Big dreamers shoot for open sky

Synth builds; shuffling electronic percussion in

(Several backup dancers jump out from behind her to either side, stallions wearing bow ties and mares with bows at the base of the tail; these are the same bright pink as her bow, but smaller. Manes/tails are cut similarly to hers, with half of each dark gray tinged by blue and the other half a deeper tint of the wearer's coat color.)

Songbird: So much life in those open eyes
(Rainbow thumps a hoof against Celaeno's fist, and Rarity telekinetically passes a purple-trimmed, dark gray cape to Capper, a matching top hat with a purple feather floating between them. A gem-capped gold braid is fastened across the lapels to hold it on.)

So much depth, you look for the light
(Under previous line.) **Capper:** Ooh! *(He dons it.)*

Rarity: *(singsong, setting hat on as he bows)* And...perfection!
(Pinkie and Skystar share a giggly hug and look overhead, Skystar gasping softly, to find Novo and several of her subjects coming in for a landing. Like Skystar, they have transformed from sea ponies to hippogriffs. The three glowing antennae on Novo's head are now pale blue, diamond-marked plumes, and two more unmarked ones accent her tail, which has developed the same darker purple patches as her mane.)

Songbird: But when your wounds open, you will cry
You'll cry out now and you'll question why
(Under previous line.) **Skystar:** *(galloping to Novo)* Mom! *(She laughs as they embrace.)*
Novo: *(smiling)* You are so grounded.
(She chuckles as wide-eyed shock registers on Skystar's face.)

(Songbird is raised above the stage on a hidden platform styled as a cupcake, hearts on the vertical sides pulsing through different colors. Six vividly hued birds fly up and out from behind the stage, each towing a streamer that matches its plumage. A small perch raises her higher still.)

***Background vocal harmonies under chorus
Syncopated shouts of “Hey! Hey! Hey! Hey!” repeat twice per line***

Songbird: 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
(She flies straight up for several yards, leaving a trail of glimmering motes in the air, and swoops down to cruise over the crowd.)

I can see a rainbow in your tears as the sun comes out
(She pulls into a hover to sing for Twilight, who smiles appreciatively.)
As the sun comes out

Music continues; harmonies out; shouts continue

(After Songbird zooms away, Twilight glances toward the back of the crowd, her celebratory mood swiftly replaced by one of deep concern. Through the rank on rank of grooving ponies and bobbing heads, Tempest can be seen standing at the far edge of the plaza. She turns and walks away; cut to her now standing alone and gazing out at the stars as Twilight lands nearby. This shot is close enough to show that the Storm King’s mark is gone from Tempest’s armor.)

Shouts out; music shifts to background score

Tempest: *(sighing softly)* That’s one thing that never changes around here—the party.

Twilight: Well, I hope you’ll stay. *(Tempest’s eyes widen...)* More friends are definitely merrier. *(...and she takes a breath to keep her composure.)*

Tempest: But, um... *(Profile close-up.)* ...my horn...

Twilight: *(from o.s.)* You know— *(Both again; Tempest turns to her.)* —your horn is pretty powerful, just like the pony it belongs to.

Tempest: *(smiling, stepping away)* I *did* tell you I wanted to show everypony in Equestria what I could do, right?

(Overhead shot of her, zooming out; she throws her snapped horn into gear and lets rip. The beam rockets into the sky and disappears from sight, only to explode in a spectacular fireworks display above Canterlot a moment later.)

Song resumes; same instrumentation/harmonies/shouts as previous chorus

Songbird: I can see a rainbow in your tears as they fall on down
(Smiles pass between the two mares.)

I can see your soul grow through the pain as they hit the ground

Vocals/harmonies out; shouts continue

(Pinkie hoists herself up over the crowd.)

Pinkie: Nice touch, Tempest!

Tempest: *(shyly)* Actually, that's not my real name.

(The four-legged dynamo needs all of one leap to get right in front of her, while Applejack/Fluttershy/Rainbow/Rarity follow at a more sedate pace.)

Pinkie: *(jittering in place)* Ooooh! What is it?

Song ends abruptly

(Close-up: Tempest leans close to Pinkie's ear.)

Tempest: *(dropping to a whisper)* It's Fizzlepop Berrytwist.

(Pinkie snaps upright, pulling in what might be the deepest gasp of her life as stars shine in her eyes, and hops over to get Tempest in a hug.)

Pinkie: Okay. That is the most awesome name EVERRRR!!

CLOSING CREDITS

Song resumes; same instrumentation/harmonies/shouts as chorus

(Songbird swoops into view, seen in the same construction-paper cutout style as in Tempest's Act Three flashback, as a purple background slides in behind her. Zoom out; she is on her perch atop the stage's raised platform, confetti showering down around her. This same visual technique is used throughout the credits.)

Songbird: I can see a rainbow in your tears as they fall on down
(Rainbow's contrail slashes across the screen; cut to her in flight and setting off a Sonic Rainboom as Skystar pulls even.)

I can see your soul grow through the pain as they hit the ground
(Tilt down to the plaza, where Bulk—now wearing a pair of pince-nez reading glasses—is on door-guard duty. Before him is a line of Storm Guards, their formerly red head stripes now dyed other colors. The first one up wears a party hat, and all carry various treats and gifts. Bulk closely scrutinizes a guest list, then throws it and the specs aside with a smile and lets them all in.)

I can see a rainbow in your tears as the sun comes out
As the sun comes out

Harmonies/shouts out

(A muffin comes flying up into view from below, and Derpy darts in to catch it; it bounces off her outstretched forelegs, though, and both she and it drop out of sight.)

Songbird: I am here and I see your pain
(Rarity and a mirror sail up; she admires her reflection as long as possible before both drop out.)
Through the storm, through the clouds, the rain
(A Storm Guard catches air and falls back, followed by Tempest and Twilight trading a midair high five.)

I'm telling you, you cannot escape
(Grubber sings into the microphone of the portable speaker system he used to announce Tempest's arrival in Act One; Gummy peeks out from its telescoping horn.)
You can do it, just feel, baby

Harmonies/shouts in

(Zoom out quickly to frame Spike on a dance floor and gnawing on Celaeno's emerald peg leg; she tries to shake him off, without success. From here, pan to Squabble poking his head through a hole in a backdrop depicting Celestia's body, his face positioned to replace hers.)

Songbird: I can see a rainbow in your tears as they fall on down
(Photo clicks her shutter; the flash clears to show the snapshot, in which Squabble appears quite handsome and bobs his head to the music with a wink.)

I can see your soul grow through the pain as they hit the ground
(It retreats from the camera, becoming one of several stuck to a whiteboard on which a telekinetically held marker is doodling a summary of the group's adventures as a rough map. Reaching a two-tier cake on a flatbed wagon, it adds a third layer and a cluster of pink fireworks appears on top as the candles.)

I can see a rainbow in your tears as they fall on down
(Pink doodles of Mullet and Squabble appear within, representing Celaeno and crew stowing away in the cake; the latter is saying "Shhhhh..." A drawn-in cupcake bounces off the lot, becoming a real one as Boyle pushes the board away. Behind him, Starlight sets actual fireworks on the actual cake as Trixie watches from the ground.)

I can see your soul grow through the pain as they hit the ground
(Tilt up into the sky as the rockets launch, bursting to form starry images of elements from the six mares' cutie marks—one apple/gem/balloon/butterfly; the pink star from Twilight's mark; and all of Rainbow's.)

I can see a rainbow in your tears as the sun comes out
(Zoom out quickly; Capper, still wearing his new hat and cape over his coat, dances in a chorus line of Storm Guards.)

As the sun comes out

(Pan away from him to frame Pinkie and a regally clad hippopotamus in the line as well—no doubt the queen they were mistakenly trying to reach at first.)

Harmonies out

Songbird: Here comes the sun smiling down
(*Balloons drift up in the fore; behind them, wipe to Fluttershy conducting her bird choir from Act One as a sunglasses-clad Angel bobs his head to the beat.*)

Here comes the sun smiling down
(*Zoom out; now Boyle and Mullet celebrate, each with a cup of cider in one hand and the other arm thrown over his crewmate's shoulders. A further zoom puts Lix on the scene, toasting them, and Applejack ladling up the drinks from a brimming tub.*)

Here comes the sun smiling down
(*Pan to a blindfolded Tempest with a stick in her teeth, trying to hit a piñata styled as the Storm King's head. Grubber, his garment emblazoned with a cupcake instead of the would-be despot's mark, pulls a rope to hoist the thing out of her reach as two infant hippogriffs laugh. Tempest has shed her armor, but not the dark bodysuit underneath it.*)

Smiling down

(*She gets fed up, ditches both the blindfold and the stick, and zaps the thing with her erratic magic to blow it apart; candy goes flying everywhere. Cut to Spike at a sound mixing board, banging out a rhythm on Sheldon and Shelly.*)

Shouts out; backing strings only

Songbird: I can see a rainbow in your tears as they fall on down
(*Celestia and Novo bow to one another and embrace.*)

I can see your soul grow through the pain as they hit the ground

I can see a rainbow in—

(*Record needle scratch; tilt up to DJ P0N-3 working her decks.*)

(*echoing/distorted*) As the sun comes out

Scramble of record scratching and electronic bleeps, then a new tune takes over

“Off to See the World” by Lukas Graham

Energetic synth/drum/bass dance beat, moderate 4 (E flat major)

Lead vocals by Lukas Forchhammer

(*Several silhouettes pop up in the fore, one belonging to Discord. Cut to Novo grooving in a spotlight on the dance floor, then to Applejack lassoing Rainbow out of the air.*)

Forchhammer: So, we want to stay, but can't find peace while sitting still
(*Tempest dances.*)

I guess we never will

(*Capper, Skystar, and Gummy sit at a judges' table; Skystar holds up a 10 placard and nudges the distracted cat, who hoists one of his own.*)

We're on the way, we won't hurry back again

(*Pinkie hops around a demurely smiling Fluttershy on the floor.*)

The journey is the end [oh]

Percussion drops back to bass drum beats; synth out; strings in

(Grubber does his best job of moonwalking, followed by Celaeno getting down—her peg leg wrapped in bandages from Spike’s earlier attempt to eat it.)

Forchhammer: 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

(The Storm King stands in the spotlight, badly reassembled, and goes to pieces while rolling his eyes disgustedly—even though he is still petrified.)

We’re going, there’s no maybe, that’s why they call us crazy

(Songbird stands atop her elevated perch on the stage; the image becomes a reflection in Rarity’s eyes as the camera zooms out to frame her in close-up. She winks.)

And we’ll say if anybody asks us

Full drums in with handclap accents; synth in; strings out

Band: “Hey [Hey!] where you gonna go?” We’re off to see the world

(On the dance floor, Twilight does a few herky-jerk steps, then stops with a goofy smile.)

We don’t need to know [hey-hey-hey, oh-h]

(In the now-empty, confetti-strewn plaza, Spike scoots his boots in a lone spotlight. Zoom out slightly as he stops and normal illumination comes up; a few strings of pennants come loose around him, and a Storm Guard starts sweeping up the mess with a pushbroom.)

“Hey [Hey!] where you gonna go?” We’re off to see the world

We don’t need to know [hey-hey-hey]

(As Spike waves to the camera, the entire view begins to scroll up and off the top edge of the screen, yielding to a standard credit crawl. The unlikely janitor sweeps a few bits of confetti over the “front edge” so that they fall out of view. The sides of the screen are littered with hearts, stars, pieces of confetti/candy, and so forth.)

Handclaps out

Forchhammer: 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

Percussion drops back to bass drum beats; synth out; strings in

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

Full drums in with handclap accents; synth in; strings out

Band: “Hey [Hey!] where you gonna go?” We’re off to see the world

We don't need to know [hey-hey-hey, oh-h]
"Hey [Hey!] where you gonna go?" We're off to see the world
We don't need to know

Percussion drops back to bass drum beats; synth/handclaps out; strings in

Forchhammer: 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 [oh]

Full drums in with handclap accents; synth in; strings out

Band: "Hey [Hey!] where you gonna go?" We're off to see the world
We don't need to know [hey-hey-hey, oh-h]
"Hey [Hey!] where you gonna go?" We're off to see the world
We don't need to know [hey-hey-hey, oh-h]
[Oh-h-h-h, oh-h]
[Oh-h-h-h, oh-h] [Hey!]
[Oh-h-h-h, oh-h]
[Oh-h-h-h, oh-h]

Song ends abruptly; background score accompanies remainder of credits

(Interspersed with the crawl are the following visuals. Exploding fireworks at various times that form the mares' cutie mark elements as previously seen. A long perch occupied by several of the birds from Fluttershy's choir. A looping, dotted line that traces back and forth across the screen from time to time, threading through a gap in the text at one point and accented with items from the great quest: Celaeno's ship and a few clouds...a cluster of seaweed and bubbles from the sea pony realm...the hot-air balloon Twilight threw together to help the group bail out of Celaeno's ship... Canterlot Castle in repose under a clear sky, the end of the line. The cake that Starlight and Trixie touched up, all but one of its firework candles launching and one bouncing off the text. Two birds perched on the "Compositing Artists" subsection heading, and later a much plumper one lifting off from the "Lead Director" title after several tries. A basket of muffins being lowered by rope, from which Gummy pokes his head out. Two cupcakes tumbling from above, one landing on "Production Coordinator," and two more already resting on "Animation Trainees." A couple of fireworks drawn in above the start of the song credits, then a few pieces of candy lying among them. A baby hippogriff flying up and kicking a piece of candy to jostle a couple of names briefly out of place, then flying away. Shelly and Sheldon being thrown into view from opposite sides of the screen, knocking several groups of names out of alignment.)

(The screen fades to black as the crawl ends, but a sunrise-tinted background fades immediately into view and Celestia flies up from below. The sun rises behind her, filling the screen with its rays. Fade to black.)

Deleted Scene

Note: Intended to be placed immediately before the opening title.

(Opening shot: a black screen, against which the outlines of the stained-glass windows seen in Canterlot Castle at the start of Act One gradually appear. Left to right: Celestia rendered in gold, Luna in light blue, Cadence in pinkish-red, Twilight in blue-violet. Zoom in slowly. All spoken lines echo slightly.)

Twilight: *(voice over)* In the magical land of Equestria, we have four powerful princesses.

(As she counts each one off, the corresponding window flares into full color.)

Twilight: *(voice over)* One for the day...one for the night...one for family... *(laughing a bit)* ...and then there's me.

(Pan/zoom in to center the view on her window; the others fade out one by one.)

Twilight: *(voice over)* Twilight Sparkle, Princess of Friendship. It is my royal duty to make sure everypony feels like they belong. It's a lot to live up to. I mean, "Princess"? No pressure.

(The side edges of the window slide out of frame, revealing her five friends and Spike gathered around. Applejack has been caught in mid-buck, Fluttershy with a bird perched on a foreleg, Pinkie at the height of an exuberant leap, Rainbow in a high-speed dive, Rarity in the midst of examining a jewel. Spike stands on the pages of an open book, quill in hand. Zoom in slowly.)

Twilight: *(voice over)* Luckily, I have amazing friends who are there for me no matter what. That's what I want for everypony. And I always believe that as long as I have my friends and a well-thought-out plan—

(Dissolve to a close-up of the serene violet visage.)

Twilight: *(voice over)* —I will be the princess everypony needs me to be.

(The glass cracks in a radiating web, a light flaring briefly through them.)

Twilight: *(voice over, somberly)* But some things...

(The light rekindles itself, shattering the window into vividly hued shrapnel and then subsiding as Tempest's narrowed, contemptuous eyes open in the total blackness beyond. Remnants of magic crackle around her snapped horn, and the scar across her right eye stands out lividly.)

Tempest: *(softly, menacingly)* ...you just can't plan for.

(She chuckles richly, closing her eyes and releasing a cascade of sparks that fill the screen before fading away to leave it black again.)

MY LITTLE PONY: BEST GIFT EVER

Written by Michael Vogel

Produced by Devon Cody

Story editing by Nicole Dubuc

Supervising direction by Jim Miller

Directed by Denny Lu, Mike Myhre

Transcribed by Alan Back (ajback@yahoo.com)

Notes: Like *My Little Pony: The Movie*, this special does not have a prologue before the opening credits. This transcript begins with the display of the title card.

Unless otherwise noted, characters wear assorted items of cold-weather gear while outside.

Background song lyrics are in square brackets; any marked with an exclamation point are shouted rather than sung.

Act One

(Opening shot: fade in to a title card done up as an expanse of snowflake-patterned wrapping paper on a present, with a ribbon tied in a bow and an attached tag displaying the title of this special. The lot comes undone on its own and falls away to expose a thick bank of clouds, which part to frame a long overhead shot of Ponyville on a snowy winter's morning. Zoom in slowly as a young, slightly scratchy female voice begins to speak.)

Young female voice: 'Twas a single day left before Hearth's Warming Eve.
(Cut to the town's train station; Sandbar and his five friends are among the group waiting on the platform. A train pulls in to hide them from view.)

Everypony was busy, so much to achieve.
(A few passengers step out as the six make their way aboard.)

They hustled and bustled, their heads were a-spin.
(Zoom out; Starlight Glimmer and Trixie stroll past the station, the latter towing her wagon.)
And it's here that our holiday story begins.

Light orchestral carol, triplet feel, fast 4 (D major)

(Behind its trailing edge, the view wipes to a pegasus stallion flying up to hook a string of lights to a house's rooftop, to the surprise and joy of Berry Punch at an upper-story window. Down in the street, a stallion laden with presents halts barely in time to avoid a trio of galloping foals, one of whom takes a tumble in front of him and cannot get upright due to the bulk of her snowsuit. Cherry Berry and a stallion set out pies and cakes at a market stall.)

Crowd: Hearth's Warming Eve is almost here, there's so much left to do
(*Rainbow Dash zooms over the lighted street, on the edge of panic, and pulls up at a stall.*)

Rainbow: Still need to shop for all my friends, but what to get? No clue
(*She zooms away; behind her, Fluttershy is eyeing an array of apples and treats attended by Berry.*)

Fluttershy: This one is nice and that's so cute, although that's pretty too
(*A length of fabric tumbles past the camera; behind it, wipe to Rarity working at the sewing machine in her upper-story workspace and living quarters of the Carousel Boutique. Zoom out to frame piles of wrapped boxes and loose materials scattered across the whole space.*)

Rarity: Why do I make all these gifts each year?
(*She levitates on a fur hat, scarf with her three trademark blue gems, and sunglasses and brings up a bulging sack.*)

I doubt I'll make it through

Brassy swing

(*Out she goes with considerable speed, emerging from the front door an instant later and grazing a bystander so that he ends up wearing the contents of his ice cream cone. She has donned a quartet of boots by this point, and all three quickly pull even among the stalls, Rarity no longer hauling the sack.*)

Fluttershy, Rainbow, Rarity: One more day before the cheer
(*Gifts are swiftly chosen, purchased, boxed, and prepped for giving.*)

Crowd: [Shop, pay, box, wrap, bow, repeat!]
(*Three approximately vertical panels appear to tile the screen, each showing one of the three.*)

Fluttershy, Rainbow, Rarity: One last chance before the holiday's here
(*Fullscreen: Daisy, Lily, and Rose get a package ready, step by step.*)

Crowd: [Box, wrap, bow, again!]

Fluttershy, Rainbow, Rarity: One more day to make the holiday great
One more day before we celebrate

(*Rarity peels off toward a stall and telekinetically exchanges several bits for fabric and thread, which cruise away with her.*)

Rarity: One day and then it's here
(*Spectators gather in the street, stacking up to form a rough archway.*)

Crowd: One more chance to bring that holiday cheer

Carol

(*Pinkie Pie bounds up into view from behind the group and starts hopping merrily down the block, stopping in front of the gathered Apple and Pie families. They are joined by Grand Pear, the grandfather of Applejack and her siblings who mended fences with Granny Smith in "The Perfect Pear." The Pies' luggage is piled in a bit of snow off to one side, and Cloudy Quartz and Igneous Rock are the only ones of the group not kitted out for the cold.*)

Pinkie: Hearth's Warming Eve is almost here, a day for us

to share

Applejack: Friends and family all together
Pinkie: (*popping up among them*) Pies and Apples and a Pear
(Big Macintosh loads the gear into a cart as Igneous strings garland on a snack stall run by Cloudy. The red stallion heaves at one sack, which falls open to reveal a pile of rocks—doubtless some of Maud's things.)

Applejack: To gather family's lots of work, there's so much
to prepare
(Pinkie gathers kitchen implements as Applejack shifts a barrel of apples.)

Applejack, Pinkie: With all the planning we still have to do
(Both adjust their hats.) We've got no time to spare

Swing

(They lead the combined clans toward Sweet Apple Acres, Macintosh pulling the cart; cut to within the living room of its main barn and zoom out slowly as the door opens to admit them. Macintosh is now out of harness.)

Crowd: One more day before the cheer
(Six vertical panels appear left to right in time with the next line, each showing the pink hooves performing a different action to get a present ready to roll.)

Pinkie: [Stuff, box, wrap, card, bow, repeat!]
(Fullscreen: Bloom, Cloudy, and Grand touch up a fully decorated tree set up by the stairs, the filly standing eagerly atop a box as tall as the two grown ponies. Here comes Limestone, pushing a sizable, ribbon-tied boulder with her head; Bloom boggles at the sight. Only Bloom and Grand still wear their winter togs.)

Crowd: One last chance before the holiday's here
(Now four panels pop into view, each filling a quarter of the screen to depict the next three actions and a close-up of Pinkie in her gear as well.)

Pinkie: [Stir, pour, bake, again!]
(Fullscreen: Macintosh and Sugar Belle trade an affectionate nuzzle—he still wearing his knit cap from outside—and he kisses her forehead as Marble struggles not to burst out crying and backs up out of a doorway. Evidently his choice of Sugar over her has left some raw feelings.)

Crowd: One more day to make the holiday bright
(A cider vendor worriedly surveys the long line of thirsty ponies stretching into the distance.)

Cider vendor: One more day and I can sleep at night
(Close-up of Applejack at a stall in the street outside.)

Applejack: The family's almost here
(Zoom out in steps to frame the families, Grand, and Sugar; Limestone and Marble are the only ones without their warm clothing.)

Crowd: One more chance to bring that holiday cheer

Carol, with vocal harmonies behind lyrics; straight time

(Pinkie throws out a hoof-load of confetti. As it flutters down past the camera, the view wipes to a close-up of Scootaloo pulling Sweetie Belle down the road on a sled toward the town hall.)

Crowd: Before the fun, there's preparation [Just around the corner]
(Caramel emerges from Sugarcube Corner; Mr. Cake sets a dessert on the windowsill to cool; a colt hangs an ornament on a scrawny sapling, which bends double under the weight to surprise both him and a filly looking on.)

Shopping, cooking, decoration [Complications]
(One stallion flees before the charge of a crazed raccoon, missing Bon Bon and Lyra by a hair. Cut to an overhead shot of the town square and zoom out slowly to frame the good spirits in evidence on all sides.)

It's all worth it in the end, spreading joy to all your friends
(Derpy Hooves, on duty at the post office, finds herself beset by customers—each with a taller sack of packages to ship out than the one before him/her.)

Even when it never, ever, ever seems to end

Triplet feel; harmonies end

(A yell rings out as the one at the back of the queue loses his balance and dumps his load, setting off a domino effect that sends a hailstorm of boxes plummeting past the camera. Behind them, the view wipes to a close-up of Spike toting a box of decorations and moving through the Castle of Friendship as fast as his stubby legs will carry him. A few steps bring him to the entrance hall, where he sets his cargo down among a wild disorder of other such containers and loose bits.)

Spike: Hearth's Warming Eve is getting close, we're not prepared, I fear
(He zips to the open doors of Twilight Sparkle's bedchamber, but the boss is nowhere in sight.)

Twilight, you should take a break
(She pops up in the fore, on the verge of a complete freak-out.)

Twilight: No time for rest, that much is clear
(Her aura reels up a scroll and dumps it into his arms; it is so long that the folds nearly bury him where he stands, and she flies over to him.)

I made a list and checked it twice, there's lots to do on here
(now in a corridor, followed by Spike dragging the scroll and wearing a scarf and tasseled knit cap contoured to fit his head spines)

Oh, if I can't get everything done
(Outside; she bursts through the front doors, now outfitted for the cold, and he trails. A broad ribbon encircles the main trunk and is tied in a bow above the frame.)

I'll have to wait and celebrate next year

Swing

(The doors slam; cut to a long shot of the Castle, which has been outfitted for Hearth's Warming. Six panels pop into view one by one to tile the screen, each holding one of the six mares. The dividing lines between them radiate out from the center of the screen.)

Crowd: One more day before the cheer
(*They are replaced by images of the next actions.*)

[Shop, pay, box, wrap, bow, repeat!]

(*The collection slides away to frame Fluttershy walking down the road with three stallions. The yellow pegasus finds herself ensnared in the yards of parchment and being dragged along by Spike in his mad dash to keep up with Twilight.*)

One last chance before the holiday's here

(*Berry readies a gift and slings it into a cart.*)

[Box, wrap, bow, again!]

(*Now Rarity gets snagged up and hauled away from the fabric counter.*)

One more day to make the holiday great

(*The scroll yanks Rainbow out of the air next.*)

One more day until we celebrate

Stoptime

(*All three Cutie Mark Crusaders pop up in the fore.*)

Crusaders: [Please, oh, please, make it really, really great!]

(*Pan quickly to a mail carrier stallion struggling not to drop the tower of packages on his back.*)

Carrier: [One more gift, try to hurry, don't be late!]

(*To Daisy, Lily, and Rose wrapping up a package; finding Doctor Whooves napping at his station down the line, they lean in and raise their voices to jolt him awake.*)

Crowd: [Box, wrap, bow, repeat, gotta concentrate!]

Stoptime ends

(*To Twilight, flapping madly down the street with Spike at her heels and dragging the scroll. It snaps taut in the little guy's hand, pulling him off balance to dump him on the cobblestones, and he looks back to take stock of the three-pony catch that has stopped him cold.*)

Just one more day until we all celebrate

Song ends

Rainbow: (*grunting, partially freeing herself*) Do we want to know why you're wrapping up everypony in town?

Spike: Not wrapping paper, a to-do list.

(*He emphasizes the statement by pointing down the way, where Twilight is teleporting frantically from one stall to another.*)

Twilight: (*collecting items as she goes*) Two of these...three of those...maybe ten of those, heh, just in case...

(*The ones she accidentally reeled in have pulled loose now, and she stays in one place as the crazed purple eyes dart over the nearest display.*)

Rarity: Twilight, darling, are you all right?

Twilight: (*rapid fire, levitating a cake*) Sure! Just grabbing a few things. Do I need this? No, that's silly. I need eight! (*She poofs away as Applejack and Pinkie arrive.*)

Applejack: Hey, y'all. What's everypony— *(She sees Twilight popping from stall to stall.)*
—ohhhh. Traditional holiday meltdown?

Other four mares, Spike: *(nodding)* Uh-huh/Mmm-hmm.

(The blond workhorse takes her time crossing to Twilight, whose lungs are working triple time as her magic holds her new acquisitions.)

Applejack: *(soothingly, pushing items to ground)* Hey, Twilight. How's your day?

Twilight: *(rapid fire)* I got way behind grading midterms, and Cadence and Shining Armor are coming here with Flurry Heart for Hearth's Warming Eve, and I haven't started decorating and I don't know what to get any of you and— *(Applejack puts a hoof over her mouth.)*

Applejack: Stop. Take a breath.

(The tightly-wound Princess does so, pulling in every molecule of air that will fit, and clamps her lips together so that her cheeks bulge.)

Applejack: Now let it out *sloooowww*.

(The exhalation is a steady one, Twilight seeming to deflate a notch where she stands, and Applejack pats her shoulder once it is complete.)

Applejack: Now, I think I have an idea that might help. *(All gather in.)*

[Animation goof: Rarity's sunglasses disappear briefly during the following.]

Applejack: What if we change up how we give gifts this year and do a Hearth's Warmin' Helper?

Fluttershy: *(crossing to stand with Twilight)* What's a Hearth's Warming Helper?

Applejack: Whenever the whole Apple family got together, there were just so many of us, it didn't make sense to buy everypony gifts. So we'd put our names in a hat— *(Pinkie whips over and drops to her haunches.)*

Pinkie: Ooooh! A game of chance! *(rubbing front hooves together expectantly)* Tell me more.

(Applejack rolls her eyes in mild exasperation, then continues while pacing away a few steps.)

Applejack: —then we'd pull a name, but keep it a secret. *(Pinkie cuts her off, again on her haunches.)*

Pinkie: A dash of mystery. Good, good. *(She slides away.)*

Applejack: Instead of buyin' everypony a present, you just get one for the pony you picked from the hat.

Pinkie: Wait. So instead of lots of presents, I only buy one of you a present? *(shrilly, forelegs flailing)* What kind of game is this?!?

Rarity: Well, it *would* save time.

Spike: *(dreamily, hearts floating/popping around his head)* And you could get the pony you pick something really nice.

(He drifts up into a hover on the end of this line, having set down the oversized list, and finishes with a dopey little chuckle. A pointed throat-clearing from Rainbow snaps him back to reality.)

Rainbow: The less shopping, the better. In!

Fluttershy: Will that help, Twilight?

Twilight: *(much more calmly)* I was stressed about shopping.

(All eyes turn toward Pinkie, now standing on all fours again; after a tense pause, she voices a long, sullen sigh. Close-up.)

Pinkie: *(crossing forelegs)* Fine. I will only buy one present for my secret Hearth's Warming Helper buddy. *(Pan to Applejack, who removes her hat and flips it upside down.)*

Applejack: We just need to put everypony's name in this here hat.

(Twilight obliges by magically tearing a section off her to-do list, floating up a quill to do some writing on the flip side, and separating seven pieces. The mares and Spike are each represented once by their cutie marks and a dragon wing, respectively, and the slips are folded and dropped into the hat for Applejack to shake.)

Applejack: Y'all ready? No peekin'.

(After a round of nods, Twilight and Rarity each pluck one with their magic, Fluttershy scoops one up in a wing, Spike takes one by hand, Rainbow nips one with her teeth, and Pinkie snags one on her tongue. Cut to a slow pan across the seven, Applejack having taken the last slip for herself; all have unfolded them and are holding them close for a good hard look without letting any others steal a glimpse. The camera stops on a broadly grinning Pinkie.)

Pinkie: So excited! *(Giddy squeal.)* Too excited! I don't want to give anything away!

(She disappears in a blur, leaving her slip fluttering free, but ducks back just long enough to bite it out of the air.)

Pinkie: *(hopping away)* Wheeeee!

(Zoom in slowly on the others. Applejack, Fluttershy, and Rainbow park their slips within hat, wing, and scarf, respectively, while Spike eyes his worriedly.)

Rarity: *(to others)* When will the gift exchange occur?

Rainbow: How about... Twilight's castle, tomorrow night? Hearth's Warming Eve.

Applejack: That's perfect! Pinkie and I can spend the evening with y'all, and the next mornin' with our families. *(Twilight has stashed hers; Rarity's aura puts hers under her hat.)*

Twilight: And thanks to all of you, I should be ready to celebrate by then.

Fluttershy: Oh, this is so exciting!

(The mares fan out, Twilight exerting her influence to carry along the items she picked up in her split-second shopping spree. Spike hangs back, momentarily frozen with apprehension.)

Spike: Uh... *(hurrying after Applejack)* ...um, Applejack? Is it against the rules to trade names? Like if I had a better idea for somepony special—I mean, specific?

Applejack: *(with slight reluctance)* If you can figure out who has the pony you want and they're okay with tradin', I guess it's fine.

Spike: Great! *(forced casual tone)* So, uh, who do you—

Applejack: *(curtly)* I don't have Rarity.

Spike: *(feigning shock, stopping)* What?! That's not who I—

Applejack: *(dryly)* Uh-huh.

(Having been thoroughly bowled out, the young dragon takes wing in an embarrassed retreat. Fade to black.)

Act Two

(Opening shot: fade in to the cluttered entrance hall of the Castle. Twilight swoops into view, steering a wreath with horn-power to hang over a set of doors. Several more go up on a balcony, then one to either side of the front doors—which are promptly and unceremoniously flung open by Spike from outside. The last two wreaths plop back to the floor; zoom out slightly as he catches sight of the Princess decorating like sixty. He has put away the slip he drew.)

Spike: *(casually)* Hey, Twilight! Whatcha planning to get your secret pony?

Twilight: *(stringing garlands)* Not sure. I'm getting the Castle ready for my family first. Then I'll shop.

(She lands to check a cluster of boxes, and he flaps up to throw her a knowing sidelong glance.)

Spike: Maybe something sparkly? Fashionable?

Twilight: *(airily, looting up a string of lights)* No. Those aren't really the kind of things my pony likes. *(She tows them into the air after her.)*

Spike: *(sourly)* Oh. *(brightly, landing)* Well, gotta go! Wish me luck! *(Twilight loops the string onto a balcony railing.)*

Twilight: *(puzzled)* With shopping? *(Cut to Spike at the front doors.)*

Spike: Well, yeah. If everypony's only getting one gift, we have a ton of responsibility to make sure it's extra-special good!

(He hustles out, the camera zooming out to frame Twilight looking on from overhead with fresh worry. It only deepens when her aura fishes out her slip—with Pinkie's mark on it.)

Twilight: I didn't think of it that way. *(Gnaw a hoof; pace in midair.)* The present I get for Pinkie Pie should make or break her holiday. I can't just go shopping and hope to find something nice!

This needs forethought, planning, research! (*Touch down.*) I'll decorate later. (*Tuck the paper away.*) Knowing Pinkie, she probably already has a perfect idea what to get her pony.

(*The hoof-biting resumes as the view wipes to a close-up of Pinkie, flopping back-first onto her bed within her living quarters above Sugarcube Corner. She has put away the paper she chose.*)

Pinkie: I have no idea what to get my pony!

(*Two frustrated front hooves clap over the blue eyes; cut to a longer shot of the room, heavily decked out for Hearth's Warming. All three of her sisters are haunch-sitting on the floor, Limestone and Marble wrapping presents and Maud holding her pet rock Boulder—which sports a tasseled red stocking cap for the season. Behind them, a plethora of parcels rests at the wall.*)

Limestone: (*gesturing to them*) There's a pile of presents right there. (*She stands and turns to them; Pinkie's pet alligator Gummy stands atop the lot, in a hat of his own.*) Pick one and you're done.

Pinkie: (*sliding partway off bed, headfirst*) Those were for when I was getting all of my friends matching Harmony Hearth's Warming hats.

(*She pulls her front half off the floor as she finishes, then lets her entire body flop to the carpet. An instant later she is upright among the gifts and shoving one, roughly shaped like a stocking cap, into Limestone's face.*)

Pinkie: (*voice breaking*) Now it's just Twilight! (*Sob; she calms down and tosses it up.*) I can't give one pony a matching present with nothing to match it! (*It lands neatly on Limestone's head.*) I need something special for only her!

(*The hoof she brings down for emphasis on this last word crushes a small box, setting off a tinkle of breaking glass. She tosses it aside with a sheepish little grin as Limestone turns her "hat" to get its drooping upper end out of her eyes. Across the way, Marble and Maud are both standing and the latter has put Boulder away.*)

Maud: I've got it.

Pinkie: I don't think Twilight likes rocks as much as you do, Maud.

Maud: (*holding up a box*) Don't rock it 'til you try it.

(*The lid pops off so a rock can bob out on the end of a spring as a geological jack-in-the-box, prompting a soft giggle from Marble. Up behind Pinkie, Gummy offers one of his out-of-sync blinks and slowly extends his tongue.*)

Pinkie: Thanks for the vote of confidence, Gummy— (*holding up another small gift*) —but this is the biggest holiday challenge I've ever faced.

(*Another overly emphatic hoof gesture smashes this one to junk as well.*)

Pinkie: *(embarrassed, offering it to Limestone)* Uh, this one's for you. *(It is taken; she gets a brainstorm.)* Hey! *(Burst out of the pile, scattering boxes everywhere.)* This is the biggest holiday challenge I ever faced!

(One wedges itself onto Limestone's head.)

Pinkie: *(bucking wildly)* How exciting is that?!? *(Limestone tears away the paper/ribbon; the box opens to expose her stunned expression.)* Am I up for the challenge? *(pacing)* I know I'm good at gift-giving, but am I the best at gift-giving?

Limestone: Who would say they're the best at gift-giving? That's ridiculous.

Marble: Uh... *(Pinkie whips over and pinches her cheeks.)*

Pinkie: Marble, you're a genius! *(shaking/dropping her)* Yaks would say they're the best at gift-giving! *(Marble stands up.)* If anyone knows what to do, it's them.

(Behind her, Limestone strips the remains of the box off her head. In a trice, the pink sister has retrieved her scarf and tasseled knit cap from a coat tree and suited up, having sat on her haunches at the top of the stairs.)

Pinkie: I gotta go to Yakyakistan. *(Stand up.)* Thanks! These Pie sister talks are the best!

(She rises to her hind legs with forelegs spread wide and plants a kiss on the faces of the other three, hanging down into view from above to deliver Limestone's last, and hops cheerfully away. They get one last surprise, though, when Gummy parachutes down to them from the upper reaches of the room. From here, wipe to Spike walking down a Ponyville street. The deep blue funk that has settled over him evaporates in an instant as she gallops into view and past him.)

Spike: Pinkie!

Pinkie: I don't have Rarity! *(Her passage leaves him spinning wildly in place.)*

Spike: Whoa!

(Down he goes, losing his cap but not his scarf. The reptilian green eyes fire a steely glare after her as he sets the headwear back in place and Rarity steps up behind him.)

Rarity: Oh! *(He glances up; she laughs gently.)* How's your shopping going, Spike? *(He bounds upright and assumes a forced casual air.)*

Spike: Uh, fine. *(Big stupid grin and blush; she leans down to him.)*

Rarity: *(whispering)* Which pony did you get?

Spike: I...can't...remember?

Rarity: I've got Applejack, darling. She's going to adore her present. *(sitting on haunches, indicating her hat)* There's a brilliant designer in Manehattan, Fedora Felt, who makes the most marvelous hats. I asked for a new take on Western chic that would be the envy of every farm pony in Equestria.

Spike: That's a great gift, Rarity! *(blushing)* I...hope I can find something for my pony as special as you are.

(It takes him a second to realize that he may have tipped his hand and do a huge double take.)

Spike: *(hastily)* She is! *(sputtering)* Uh...bye!

(He peels out in a cloud of dust, leaving one justifiably perplexed unicorn to stare after him. With a shrug, she stands up and trots back the way she came. Dissolve to Fluttershy and Rainbow proceeding down a busy street—the blue pegasus in a considerably worse mood than the yellow one.)

Rainbow: Okay, what about your favorite food? *(They stop; Fluttershy thinks a moment.)*

Fluttershy: Oh, I couldn't pick just one. What if it hurt the other foods' feelings?

Rainbow: Riiiiight. But there's gotta be something you really, really like.

Fluttershy: I really, really like... *(Rainbow leans in, grinning expectantly.)* ...everything! *(The grin jumps ship.)* Why do you ask?

Rainbow: *(trying to play it off)* Just...getting gift ideas...uh, for my pony, who isn't you. *(Fluttershy peeks in a jewelry shop window.)* So, uh, is there anything you *don't* like?

(Cut to just inside, the camera aimed at the pair.)

Fluttershy: *(slightly muffled by glass)* Hmm...not liking things.

(Rainbow growls to herself, struggling not to let it turn into a salvo of bad language, and lifts off. Outside again, an overhead shot; she arcs away from her less-than-helpful shopping partner.)

Fluttershy: *(waving, calling after her)* I hope that helped!

(Cut to within the shop again, the camera now framing a necklace on display atop a sales counter as she aims her gaze at it and lifts the paper she drew from Applejack's hat. Her happy reverie disintegrates the moment that Spike zips up alongside; their next two lines are muffled by the window glass.)

Spike: Hey, Fluttershy! Thinking of getting that for your Hearth's Warming Helper?

Fluttershy: *(nodding)* Mmm-hmm. She loves shiny things.

(The grin on the scaly violet face widens a notch; cut to outside again. He paces away from her, playing it up for effect.)

Spike: I wish I knew what *my* secret pony wanted. She's so hard to shop for.

Fluttershy: Oh, no! Uh, maybe I could help—unless you don't want to—

Spike: *(hastily, holding up his slip)* Rainbow Dash.

(It does indeed bear her cloud and lightning bolt.)

Fluttershy: Oh! I was just talking to Rainbow Dash about things—

Spike: Great idea! We *should* trade ponies!

(He switches the two papers before she can get out so much as a syllable; she drops to her haunches for a brief moment to glance at her new assignment, then stands up again.)

Fluttershy: Uh, wait. Trade?

Spike: Well, Applejack said it's not against the rules, and you know what Rainbow Dash likes, so it's perfect!

(Opening the one he has just commandeered, he finds himself staring at Rarity's cutie mark and affects a gasp of ersatz disbelief.)

Spike: Rarity? *(grinning/pacing, eyes shining)* What a surprise! *(Laugh.)* Thanks!

(The conniving Casanova bugs out, leaving Fluttershy to glance confusedly at her new target.)

Applejack: *(trotting into view)* There you are! I need your help.

Fluttershy: *(showing her the Rainbow slip)* Do you want to trade names too?

Applejack: *(pushing her hoof away)* What? No. I-I just need help figurin' out what to get Spike.

Fluttershy: *(relieved, wiping forehead)* Phew!

(Wipe to a street filled with market stalls and ponies hard at their shopping tasks. Rainbow flies out of a shop at the far end of the row, the door slamming behind her. Cut to a close-up of her and the candelabrum she is carrying, loaded with roughly striped candles in two shades of gray. Her attitude has not brightened a bit since trying to pick Fluttershy's brain.)

Rainbow: Candle, great, whatever. Fluttershy shopping, done!

(A scoff delivered in Discord's voice causes the red-violet eyes to pop very wide, and the whole thing turns in her hooves to show the snaggle-toothed face on the large central candle. The two side holders begin to move like arms as the daredevil comes to a midair stop.)

Discord: You can't honestly be serious.

Rainbow: *(freaked out, throwing him)* Ghost candle!

(He crashes into a door and slides down into the snow piled at its base with a glower.)

Discord: A candle is what you buy when you have no idea what to get somepony.

Rainbow: *(groaning, landing)* What do you want, Discord?

(The animate candelabrum vanishes and is replaced by the full-sized draconequus, who bends to stare down at Rainbow as she drops briefly to her haunches. Unlike the locals who have been out and about, he wears nothing to ward off the cold.)

Discord: Fluttershy told me about this Hearth's-whatever-it's-called. *(flying around her)* I may not be invited, but I wanted to make sure she gets a quality gift.

(He holds up the large central candle on the end of this, then slam-dunks it into a trash can produced from nowhere and stands up.)

Rainbow: *(hovering, retrieving/dusting it off)* I tried asking her what she likes, but she likes everything!

Discord: Well, she says that— *(leaning into her face)* —but her *real* friends know what she actually likes.

Rainbow: I've known her a lot longer than you have.

(A flash, and he has transported himself a few feet back and attired himself in a bright blue ringmaster's jacket trimmed in gold, white dress shirt, dark gray vest and bow tie, and a blue top hat with a black band. The lion paw holds a hoop over a candle for a procession of fluffy lambs to jump through, climbing up one ramp for the run-up and landing on another.)

Discord: Then you must surely know that lit candles around adorably flammable animals make her nervous, don't you?

(Rainbow flicks a worried look at the candle she holds, then pitches it over her shoulder with a scowl and snarl as the lambs' bleating drifts over to her.)

Rainbow: Fine. *(flying away)* I'll get her something else.

(She is almost immediately accosted by Discord, who has traded his ringmaster getup for an old-style leather aviator's helmet and goggles, accented by a long red scarf. He holds a steering wheel and is "sitting" as if in the pilot's seat of an airplane.)

Discord: *(flipping goggles up)* Perhaps I'll tag along to steer you in the right direction.

(The lenses go back down over the red eyes, and he turns the wheel to veer sharply away—snagging her in his tail and dragging her out of view before she can react.)

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

(Tilt down to a long shot of the Castle and School of Friendship and cut to Spike blissfully entering his bedroom inside. Shutting the door behind himself, he runs an eye over the bit of parchment he swiped from Fluttershy and clasps it to his heart.)

Spike: I can't wait to give Rarity her gift. *(pacing, twirling)* It'll be just as special and beautiful and amazing as she is. Just imagine when she opens it and sees... *(suddenly unnerved)* ...uh, sees...

(His resolve completely fails him, and he hurls the slip aside to flutter down.)

Spike: *(sobbing)* I have no idea what to get her!

(His rump hits the floor as he breaks into a panicked crying jag. Fade to black.)

Act Three

(Opening shot: fade in to a long overhead shot of the mountain plateau on which the village of Rainbow Falls is built, as seen in “Rainbow Falls” and “Trade Ya!” Ponies walk the paths beaten through the snow that lead among stalls and buildings as the camera zooms in slowly. On the start of the next line, cut to Applejack and Fluttershy moving among the crowd.)

Fluttershy: I come to the Rainbow Falls Hearth’s Warming Craft Fair every year. They have perfect presents for anypony.

Applejack: *(as both stop)* Hopefully anydragon, too. *(Nudge.)* Want to split up? Meet back here in an hour?

Fluttershy: Sure.

(They head in different directions, Fluttershy spotting a book on display at a stand of Daring Do merchandise—the one written as a result of the explorer’s team-up with Rainbow in “Daring Don’t.” As she reaches for it, a familiar voice startles her into backing off and the speaker—a cream-colored unicorn stallion in a sweater, slacks, and fur-lined hat—races into view. Spectacles rest over the green eyes and a brown mustache droops under the nose, but the voice, coloration, and red/white-striped mane/tail are enough to give the new arrival away as Flam.)

Flam: *(waving behind himself)* Oh, no! There’s only a few left!

(He gallops ahead, followed by a knot of eager spectators that sends Fluttershy huddling to the ground. Within moments, all have congregated at a stall marked by the boater hats that form part of the Flim Flam Brothers’ signature outfits. Flim is behind the counter, sporting a limp gray mustache, a matching wig that fails to completely cover his mane, and pince-nez spectacles. He has donned a red vest over a gray dress shirt with rolled-up sleeves, paired with slacks and a striped necktie.)

Flim: Fillies and gentle-colts! *(One mare lays down some bits; he telekinetically scoops them up and floats a box to her.)* We want you all to have the best holiday your bits can buy! *(She departs with her purchase.)* But there are only a limited number left!

(Fluttershy steps up next to Flam, at the back of the crowd.)

Fluttershy: Limited number of what?

Flam: Why, you don’t know about Holly the Hearth Warmer? *(Incredulous gasps from the spectators.)*

Flim: *(to Fluttershy)* You seem like somepony looking for a gift for a very special friend!

Fluttershy: *(stepping up)* I am!

Flim: A friend who wouldn’t want to miss out on the must-have gift everypony is talking about?

Fluttershy: She certainly wouldn't want to miss out on that.

Flim: A truly awesome friend who deserves something twenty percent cooler than any other gift out there?

Fluttershy: That sounds just like her!

Flim: Well, look no further!

(He ducks out of sight and extends one front hoof. Balanced on it is a box identical to the one he sold to the previous customer; seen in profile, it has an open front to show off a doll within.)

Flim: *(from o.s.)* This is it!

Fluttershy: Oh, oh! H-How much does it cost? *(Cut to Flim.)*

Flim: *(slyly)* How much do you have?

(A predatory grin curves the lips behind the fake mustache. Wipe to a close-up of a haphazardly stacked mass of hay bales and furniture. A stool is tossed into view to balance precariously among the lot, after which the camera zooms out to put it on an open-air stage among the huts of Yakyakistan. Quite a few of the locals have gathered to watch or contribute materials, and a blond-maned yak throws a stool up to knock away the freshly added one. Prince Rutherford steps into view to address him.)

Rutherford: *(scornfully, stomping for emphasis)* Yojan! Is that good angle for optimal smashing?

(An over-shoulder glance informs Yojan that some of the others are snickering silently at his lack of expertise in this field; grumbling, he dips his head and stalks away. Rutherford has just enough time for one irritated little snort before Pinkie drops into view to land on his helmeted noggin and cover his eyes, knocking his crown off.)

Pinkie: Guess who!

Rutherford: Yojan?

Pinkie: No, silly.

Rutherford: Ingvill! Tormand? No, no, wait. Grunhorn!

Pinkie: Nopity-nope, *nein*, and *nyet*! *(She jumps off to face him, on hind legs with forelegs spread wide.)* It's me!

(The shaggy sovereign shifts the hair away from one eye to get a good look at her and grins.)

Rutherford: Aw, Prince Rutherford knew it pink pony all along. Yaks best at guessing. *(The crown goes back on.)*

Pinkie: Yaks best at everything! That's why I'm here. Sorry to interrupt Snildar Fest, but I need help. Can you tell me where to find... *(imitating him)* ...best gift ever?

(Snildar Fest, recall, is the traditional yak festival of smashing things mentioned by Yona in "The Hearth's Warming Club." During the previous line, Yojan tries to scale the pile, only to have it collapse under his weight and dump him on his back. Her last word is accompanied by a long

overhead shot of the gathering and an echo that startles a flock of birds into cawing flight. When the camera cuts to ground level, all eyes turn toward Rutherford, who sputters a bit at the sudden attention and hastily throws out a foreleg to pull Pinkie closer.)

Rutherford: Not here. *(beckoning)* Follow this way.

(She is only a step behind him in an abrupt exit. Cut to just inside the entrance to one hut; he steps into view to pull the blanket shut across it, then turns away to cast his face in an eerie glow. The following exchange is delivered in hushed tones except where noted.)

Rutherford: Prince Rutherford about to tell honorary yak friend something very top-secret.

(The camera shifts to frame Pinkie standing in front of him; she pulls a stool into view and plops her rump on it, hunching down with front hooves mashed expectantly to cheeks.)

Pinkie: Honorary yak friend listening.

Rutherford: Yaks best at all things, except one. *(Furtive side-to-side glance.)* Yaks not best at giving gifts.

Pinkie: *(gasping deeply, full volume, jumping off stool)* What?! *(He clamps her lips shut between his hooves.)*

Rutherford: I know. It hard to believe.

(Normal volume resumes at this point.)

Pinkie: *(dropping to haunches)* How am I gonna figure out how to get Twilight the best Hearth's Warming gift ever?

Rutherford: Oh, no worry, honorary yak. *(crossing o.s.)* Prince Rutherford keep secret map in perfectly organized files.

(There follows a great clatter of items being rummaged through, a few of which are flung into view toward the visitor. Once the commotion dies down, she stands and pivots to find Rutherford unrolling a document.)

Rutherford: Best gift-givers up northern pass— *(Close-up of it being spread on the floor—a map. He continues o.s.)* —where sky shimmers and glows. *(Back to the pair.)* There, secret gift-giver grove. Only yak princes and pink honorary yak know.

(After a quick look at the map, said honorary yak draws a front hoof across her mouth to zip it shut. She delivers her next line without moving her lips and in a slightly muffled tone.)

Pinkie: My lips are sealed.

(The map is scooped up and rolled in an instant; cut to an overhead shot of the outside area as she bolts from the hut and stops dead in front of the Snildar Fest preparations. Now the zipper is gone again and her voice rings out loud and clear.)

Pinkie: TIME FOR MY TOP-SECRET QUEST TO THE GIFT-GIVERS!!

(She gallops away, leaving more than a few confused yaks in her wake. Dissolve to a line of less-than-happy ponies outside a shop in Ponyville, all with sizable freights of packages stacked up on the ground nearby. Zoom in slowly and cut to a slow pan through the interior; the situation is no better here, and Rarity steps up to the counter as a stallion departs. The presence of Derpy Hooves in her brown/white delivery outfit marks this place as the post office, and Rarity rings a desk bell as the gray pegasus ducks down to retrieve something. Not until the third ring does she straighten up and offer a cross-eyed smile. Rarity and all the other customers in here are still wearing their winter items, and she has propped her sunglasses on her forehead.)

Derpy: Oh, hi, Rarity! How can I help you?

Rarity: I expected a package today, and I was wondering where that might be.

Derpy: Oh, okay. *(scooping up/reading pages on counter)* Uh, let's check...Name?

Rarity: *(slightly puzzled)* Uh, Rarity?

(A bit of throat-clearing, humming, and scattering of pages accompanies Derpy's duck to look behind the counter.)

Derpy: Oh! *(She comes up with a sheet.)* Here we go! Your package was delivered to Sweet Apple Acres.

Rarity: *(horrified)* What?! It was supposed to be delivered to Rarity's boutique!

Derpy: *(checking page)* Um...okay, but now, the package was for Applejack, and she is at Sweet Apple Acres.

Rarity: *(snarling quietly)* Yes, it's for Applejack, but I will be delivering it.

Derpy: *(fumbling for words)* That's my job.

(The frazzled fashionista claps a hoof briefly to her own face and works herself around to a patient smile.)

Rarity: It's a gift for Applejack, from me.

Derpy: *(gasping)* What if she opens it? It shouldn't go to Sweet Apple Acres! *(checking paperwork)* Oh! Wait! *(A magnifying glass is brought to bear.)* It went to Sweet Acorn Orchard instead! *(Laugh; wipe face with one wing.)* Oh, well, that's a relief.

Rarity: *(testily)* Why is that a relief?

Derpy: *(poking her nose)* Because Applejack's not in Sweet Acorn Orchard. *(Rarity sits on her haunches and rubs the spot.)* Do you want me to get the package and deliver it to her?

Rarity: NO!

(Having drawn a funny look or two from the ponies lined up behind her, she gets herself back under control and clears her throat with a big strained grin.)

Rarity: May I have the address for Sweet Acorn Orchard? I think I'll just collect the package myself.

Derpy: Are you sure? 'Cause I would be happy to— (*Rarity's magic snatches away the page she holds.*)

Rarity: (*standing up*) You have helped so much already.

(*She hurries out of the post office with it, careful to keep her face turned so that Derpy cannot see the souring of her expression. Here comes the next customer, a unicorn stallion levitating a package up toward the counter.*)

Derpy: Break time!

(*She blissfully sinks from sight, leaving him to drop the item on the floor and scowl after her absence. Wipe to Spike walking through Ponyville.*)

Spike: Shopping for Rarity. No problem. She likes lots of stuff. I just need something extra-special. (*The next speakers hold samples of their wares out as he passes.*)

Vendor 1: Brand-new, top-of-the line sewing equipment?

Vendor 2: A priceless rhinestone necklace?

Vendor 3: A sculpture of Rarity made from smaller sculptures of Rarity!

(*A length of wrapping paper swings past the camera; behind it, wipe to a close-up of the little guy moving against a sparkly pink backdrop. Various items float past: gem, hairbrush, assorted pieces of jewelry.*)

Spike: (*gasping*) Ooooh...wow! Awesome! (*increasingly unnerved*) Shopping for Rarity. Slight problem—she likes lots of stuff.

(*Zoom out quickly to a long shot as the street background reappears.*)

Spike: BUT NOTHING IS SPECIAL ENOUGH!!

(*The ponies who have stopped dead to witness this outburst go about their day as he pitches face-first to the roadbed. Here come Rainbow and Discord through the air, the latter having ditched the pilot getup he used in Act Two. Cut to just inside a shop window as Rainbow plants both front hooves on the pane from outside for a look in; she grins, but a dismissive sigh from Discord ruins the vibe and she eases aside to glance back at him.*)

Discord: (*slightly muffled by glass*) Goodness, no!

(*The ace flyer groans and moves on; outside, she hovers toward a door in profile close-up, ready to nip its knob in her teeth.*)

Discord: (*from o.s.*) Even worse!

(*This spot proves to be in front of the Ponyville Spa, as evidenced when she turns to glare up at Discord's face on the mare that adorns its sign.*)

Rainbow: Oh, come on! Fluttershy would love a spa day!

Discord: Really? *(pulling his entire body out of the sign)* Love the stress of deciding which treatment to get? Love worrying that she's not relaxing enough or relaxing too much? And what about all those sweet animals she's left alone? So much to worry about, and all because of you.

Rainbow: She's Fluttershy! Everything makes her worried!

Discord: Now you sound like somepony who knows her.

Rainbow: Well, if you're such an expert on Fluttershy, what did *you* get her?

Discord: *(indignantly)* Oh, and you honestly expect me to tell you what I got Fluttershy so that you can one-up me? Well, I have half a mind to stop helping you entirely!

(On this last sentence, he pivots briefly to put the right half of his body toward the camera, ten back again to show that the left half has completely vanished as if split down the center. It reappears in the next shot.)

Rainbow: *(landing, walking away)* Good! Please stop helping me! I'm begging you!

Discord: Well, I suppose I *could* tell you what my backup present was.

Rainbow: *(sourly)* Great. Still helping.

Discord: *(cajoling tone)* It would have made a lovely addition to her animal sanctuary—but you have to be the fastest pony in Equestria to even have a chance of—

(Rainbow stops in her tracks on these last few words, eyes widening in stung pride, and takes flight to double back and cut him off.)

Rainbow: Whoa, whoa, whoa, whoa, whoa. You're talking to the fastest pony in Equestria. *(Close-up.)* If there's some fast animal out there Fluttershy would love, I'm the one who can get it. *(Zoom out to frame Discord on the next line.)*

Discord: *(with exaggerated uncertainty)* Oh, I just don't know.

Rainbow: I'm calling it. Dibs!

Discord: *(smiling indulgently)* If you insist.

(He vanishes with a snap; an instant later, a midair portal opens just long enough for his talons to reach through, grab Rainbow's head, and drag her away. Dissolve to the Castle library, its floor littered with books and scrolls; Twilight has set up two portable blackboards in here and is plying a piece of chalk against one with her magic, the other having been filled already.)

Twilight: The ideal gift for Pinkie Pie needs to be A, unique; B, specific to her personality; and C, food-based.

(During this line, she draws circles around three small pictures arranged in a triangle—light bulb, balloon, donut, in that order. The circles around any two symbols overlap, and the center of the drawing—a Venn diagram, for those with a mathematical bent—falls within all three.)

Twilight: What is a unique food? *(turning from board, setting chalk down)* Cupcakes? Nah. Cookies? Nope. *(increasingly worked up)* Pies? Pastries? Pudding?

(A huge gasp; zoom in quickly to an extreme close-up of the violet visage.)

Twilight: Wait! *(utterly enraptured, echoing slightly)* Pudding!

(She shifts her magical grip to pull a book from a shelf and hovers up to flip pages.)

Twilight: *(reading)* “After defeating the windigos, the earth pony, pegasi, and unicorn nations prepared the first Hearth’s Warming meal together.” *(flying down, landing by blackboard)* “Chancellor Puddinghead made a pudding so delicious, legends were written about it.” This is it! *(levitating chalk, pointing to bulb and balloon)* Unique...totally Pinkie...the most incredible dessert ever!

(Close-up of the Venn diagram on the end of this; she notes the donut and adds a check mark to the overlap of the three circles. The chalk is then lowered and the book raised for another lightning-fast perusal, but worry begins to set in this time. Not even a good hard shake to check for any loose notes or pages can calm her down.)

Twilight: Where’s the recipe?

(Dissolve to Fluttershy looking among the goods for sale in Rainbow Falls. Applejack steps into view, sets down the bag in her teeth, and sits on her haunches.)

Applejack: I’ve narrowed down my choices for Spike to fire-dancin’ sticks or a Power Ponies comic—un-enchanted, I think.

(Each is held up as it is named; her last words refer to the group’s mishap with one of the issues in Spike’s collection during “Power Ponies.” After she finishes, Fluttershy presents one of the boxed dolls from the Flim Flam Brothers’ stall. Her back is to the camera, hiding the contents, but Applejack gets a good enough view to cry out in revulsion, hurl both gifts away, and recoil in fear as if the thing might come to life and attack.)

Applejack: What is *that*?

(A close-up reveals the plaything in full detail for the first time: a sloppily made stuffed pony with short strands of rope for a mane, a longer piece around the neck, and mismatched button eyes, one of which is within a breath of falling off.)

Fluttershy: *(holding it up proudly)* Holly the Hearth’s Warmer Doll! *(nuzzling it)* Isn’t she sweet?

(The teeth lock onto the ring attached to the free end of a pull string in back and tug it taut; when she lets go, it winds itself back in under the next line.)

Doll: *(male voice)* I love being an expensive toy! *(Fluttershy grins broadly as Applejack stands up with a grunt of disgust.)*

Applejack: Why'd you think *that* was a good gift for Rainbow Dash?

Fluttershy: It's the must-have gift of the season, and in short supply.

(But the passing patrons—and the multiple dolls carried by each—would seem to put the lie to this assertion.)

Applejack: *(dryly)* Short supply, huh? *(Big dumb grin from Fluttershy.)* How much did that set you back?

Fluttershy: All my bits.

(It takes a second for that admission to sink all the way in and replace triumph with panic.)

Fluttershy: All my bits! *(grinning hopefully, holding out a hoof)* Can I borrow some for the train ride home? *(Applejack passes her a few, which are swiftly tucked away.)*

Applejack: Somethin' about this here doll seems fishy— *(covering nose briefly)* —and I ain't just talkin' about the smell of that plastic. Where'd you get it?

(Her eyes follow one pointing yellow hoof and stop on the brothers' stall, which has attracted a sizable crowd despite the drawn front curtain keeping them out. Applejack and Fluttershy ease toward it, but back off after a jump by the farmer does not give her a direct line of sight. However, these few steps do allow them a clear view of both Flam—wearing his clothing, but missing the glasses and mustache—and the loaded trolley he is pushing with his magic as he trots toward the tent. One of the side curtains is raised just long enough to let him in; cut to just inside as the two mares part the fabric, their eyes widening in shock. Across the way, Flim is in the process of applying his own costume, and Flam's field settles the absent portions of his own into place. The sales counter has been freshly restocked with dolls, and hefty sacks of bits are tucked away beneath it. Outside, Applejack backs off and lets the curtain drop back.)

Applejack: *(disgustedly)* Flim and Flam! What are those two Hearth's Warmin' hooligans up to now?

(The glowering earth pony smacks one hoof into the ground as the view fades to black.)

Act Four

(Opening shot: fade in to an extreme close-up of an acorn on a leafless tree branch. It wobbles back and forth in the wind for a moment before dropping loose, and the camera zooms out and tilts down to frame Rarity walking a path through a stretch of trees that have long since bid farewell to their foliage for the winter. Her sunglasses are down over her eyes again since her visit to the post office, and the page with the address for Sweet Acorn Orchard floats before them in her magical grip. The discovery of a creaky, hanging wooden sign in the shape of an acorn is all the confirmation she needs; it stands at an opening in a fence that encircles a farmhouse,

well, and outbuilding. Putting away the note, she steps to the porch and knocks at the door, which is answered by an earth pony stallion and mare. He is Oak Nut: orange-brown coat, green eyes, curly mane/tail in two shades of brown with a gray streak; red shirt, battered straw hat, cutie mark of a leafy branch with two acorns attached. She is Butternut: pale yellow-orange coat, brown eyes, straighter mane/tail in colors similar to his and with the mane in a bun; pale green dress with darker scarf and sleeve trim, cutie mark not immediately visible. The lines on both faces speak to long hours on the farm, and they speak with Southern accents that are not as pronounced as Applejack's.)

Rarity: Uh, is this Sweet Acorn Orchard?

Butternut: It is, but we've never had nopony like you visit before. *(Cut to frame her and Rarity.)*

Rarity: Uh, Rarity. A-A pleasure. I'm actually here about a package that was recently deliv—
(All three again on the next line.)

Oak: Oh, that was from you? *(Grin; eyes tear up.)*

Rarity: *(laughing lightly)* Oh, so it did arrive! Uh, if I could just—

Butternut: *(jumping out, hugging her; Oak wipes eyes)* We don't know how to thank you.

Rarity: *(totally bewildered)* Thank me?

(Wipe to an extreme close-up of a cup being set on a table inside. Two acorns are dropped in, followed by enough tea to fill it up. A longer shot puts Rarity, Butternut, and Oak seated around a table in the kitchen; in addition to the cup and pot, a plate of cookies, another cup, and a bowl of the namesake nuts have been set out. Oak already has a third cup in hoof, and Rarity levitates hers up as Butternut sets the pot down. The latter's dress is long enough to cover her cutie mark when she sits in her chair. Rarity is still wearing her fur hat, scarf, and shades.)

Oak: *(stroking Butternut's back)* I was just sayin' to Butternut, I wish we knew who our Hearth's Warming miracle was.

Butternut: Oak Nut and I couldn't believe it when we opened it. Pistachio said right away, whoever sent it just got him.

Oak: *(adjusting hat)* Says when he put it on, he could feel his destiny.

Rarity: *(hesitantly, setting cup down)* A-As an acorn farmer?

Colt voice: *(scoffing, exuberantly)* A farmer?

(This voice carries not a trace of the accent shared by the other two. An upward glance reveals the speaker standing on a loft platform accessible by a ladder. Pistachio is an earth pony colt with a very pale brown coat, green eyes dotted with birdcatcher spots at the outer corners, and a curly mane/tail in three shades of green—one of which only appears on the side of his forelock that is closer to his head. His cutie mark consists of a pistachio nut and leaf, and he wears a short brown kerchief at his throat and a gray cowboy hat with darker trim at the brim.)

Pistachio: Filly, please. This is a Fedora Felt original!

(He clambers down, exposing a light gray band on the hat, and removes it in close-up.)

Pistachio: Look at this bold stitching! These daring textures! It's a whole new take on Western chic! There is no way I would wear it in the grove.

(He hugs it to himself; zoom out to frame his parents on the start of the next line.)

Butternut: *(as Pistachio dons the hat)* We don't know where he got his fashion sense.

Oak: Heh, far as we know, a hat's a hat.

Pistachio: Except when it's art.

Butternut: Thank you, Rarity.

Pistachio: *(taken aback)* Rarity? *(He leans into her face.)* The Rarity?

Rarity: *(nodding)* Mmm-hmm.

Pistachio: You *have* to stay for lunch. I won't take no for an answer!

(Cut to her perspective of the family, every face creasing into an expectant grin, then back to her on the start of the following.)

Rarity: Oh, uh, I, ooh, I would be delighted.

(A grin works its way across her features as well. Dissolve to a corridor within the Castle; the closed doors at the far end open under Twilight's control to show her in the library just beyond. She steps out, levitating an open book at eye level.)

Twilight: The recipe for Chancellor Puddinghead's magical pudding was filed under Magical Spells, not Recipes!

(Close-up; this book is not the one in which she learned of it, and a few hairs have sprung loose from her mane/tail to match her slightly crazed expression.)

Twilight: Only took four hours to figure *that* out. Let's see... nutmeg, sugarplums, gingerbread, candy canes... *(reading, reaching entrance hall)* "Warning: To avoid untold culinary devastation, each ingredient must be measured with exact care." *(Stop; laugh madly.)* Book, have you met me?!

(A knock at the closed front doors snaps her back to the here and now, and she pulls them open with her field to reveal a whole lot of nothing on the steps. This situation quickly remedies itself when Princess Cadence and Shining Armor lean into view from opposite sides of the frame, with Flurry Heart—bundled up in a snowsuit thick enough to make her form resemble a fat blue star—held in her mother's magic.)

Cadence, Shining: Happy Hearth's Warming! *(Flurry coos and waves.)*

Twilight: *(floored)* But...you're early! Your scroll said you were coming tomorrow! *(Cadence scoops up Flurry; the family steps in and Shining hugs Twilight.)*

Cadence: Uh, the scroll we sent yesterday?

Twilight: *(laughing weakly)* Yesterday, right. *(Zoom out quickly to frame the ongoing disorder.)*
WELCOME!!

(Close-up; the big brother puts a hoof to the little sister's forehead as if checking for a fever.)

Twilight: Uh, what are you doing? *(She pushes him back.)*

Shining: *(smugly)* Decorations not up, frazzled mane, determined look... *(stroking chin)* ...I've seen this before. What are you obsessing about this time, Twilie?

Twilight: *(hastily, jumping in place)* Nothing!

(Her placating grin does nothing to deter him from advancing a bit farther and running an eye over the holiday disarray.)

Shining: So decorations aren't up because...?

Twilight: Uh, I thought it would be more fun if we all decorated it together! *(Grin.)*

Cadence: Oh, that sounds wonderful! We could start decorating right aw—

Twilight: After I finish one quick errand. Just a few ingredients! Nothing to obsess about here! *(Strained laugh.)* Make yourselves at home. Be right back, promise!

(And she is gone in a burst of teleportation magic.)

Cadence: She's definitely freaking out about something.

Shining: Oh, yeah.

(Wipe to a snowy, wind-blown mountain landscape, the sky marked by glimmering ribbons of the aurora borealis. Pinkie hops effortlessly down each slope and up the next one in line before the view dissolves to a close-up of her straining to make headway in the teeth of a relentless blizzard. A particularly hard gust forces her backward and o.s., but an anchor on a rope is flung into view to embed itself into the snow so she can pull herself ahead. From here, dissolve to her riding a polar bear and stopping on one of the drifts to stare intently forward; cut to the sky and tilt down to a cabin at the far end of a clearing before her. It is ringed by trees decorated with warmly glowing Hearth's Warming lights, and the path to the front door is marked by giant candy canes and lampposts striped in the same color scheme. The cabin's chimney is decorated with lights as well. Pinkie hops down from the bear's back and waves goodbye as it departs with a grunt, then turns her steps toward the cabin. Before she can get even one hoof to the door, though, it is thrown open and she is forced to jump backward in order to avoid catching its edge with her face. On the step is an elderly reindeer doe wearing a deep magenta shawl with a lighter stripe at its edge and secured with a jingle-bell brooch. Her coat is pale blue-gray with white on the ear tips and nose/mouth/underbelly, her curly mane and short tufted tail are the same two colors, the antlers and hoof tips are medium gray, and magenta eyes glare out through pince-nez spectacles. This is Aurora.)

Aurora: By Blitzen's beard, it took you long enough!

(She whisks Pinkie inside with a smile, the latter's yelp of surprise hanging in the air before the door slams shut. Cut to the pink party pony standing amid stacks of presents and looking properly confounded, and zoom out to frame more of the cabin interior on the next line. Nearly

every square inch of table/shelf/floor space is crammed with gifts, and Aurora tranquilly threads her way through the profusion. Pinkie keeps her hat and scarf on throughout the following.)

Pinkie: Are you sure you were expecting me? (*She hurries to catch up.*) My name is—

Aurora: Pinkie Pie. (*as both stop*) I know, 'cause I know everything.

(The next voice to speak is the same one that delivered the narration at the start of Act One.)

Young female voice: Oh, don't be silly.

(The speaker emerges from among the stacks. This one, Alice, is not much more than a fawn, with a light green coat and paler ear tips/nose/mouth/underbelly whose shades match her tail; a red bow with a jingle-bell clip rests at her neck. The eyes are a bright blue-green with birdcatcher spots under the outside corners, the antlers are a pale gray-green, and the short-cut, wavy mane is two shades of blue-green, one of whose hues matches her hoof tips.)

Alice: You only know what's already happened, but you *don't* know what she's about to ask.

Pinkie, Alice: What *am* I about to ask? (*Pinkie, stunned, shakes her head clear.*) How did you know I was gonna say that?

(On the start of the next line, a third reindeer bounds down the stairs from the cabin's upper story, leaving a trail of pinkish light in the air and almost seeming not to touch the boards as she moves. This one, Bori, is a doe considerably younger and taller than Aurora, and her antlers glow white with the magic that keeps her aloft and envelops a mixing bowl she has brought with her. Light pink coat with paler ear tips/nose/mouth/underbelly, matching her tail; deeper pink hoof tips; magenta eyes and two-tone curly mane; jingle-bell earrings; short, light yellow apron with darker trim on straps and waist. Together, these three are the Gift-Givers of the Grove.)

Bori: (*playfully chiding tone*) Will you two stop showing off? She doesn't have all Hearth's Warming.

Pinkie: Who *are* you reindeer?

Aurora: Aurora!

Bori: Bori!

Alice: (*jumping in place*) Alice!

Givers: The Gift-Givers of the Grove!

Pinkie: (*clapping*) Ooooh! And you can help me get Twilight the best gift ever?

Givers: (*nodding*) Mmm-hmm!

Aurora: What about those matching hats? They were so cute!

Pinkie: But that was—

Bori: —before she had to get just one gift for Twilight. (*winking, nudging Aurora*) Try to keep up, Aurora.

Alice: I'm gonna get that box Pinkie is gonna say she likes.

(Her antlers light up as she leaps nimbly away through the piles of goodies, leaving wisps of bluish light behind herself; meanwhile, Bori cuts her magic and lets her bowl down. Her antlers are a very pale gray, nearly white.)

Bori: Aurora remembers gifts that have already happened, Alice knows the gifts that are going to happen, I...just stay in the moment and keep the two of them in line. *(Aurora throws her a funny look.)* Speaking of, I believe we have a request for a gift?

(Both her antlers and those of the elder fire up, and they float/dart away to get to the job. The motes following Aurora's moves are pale green.)

Aurora: *(floating up a roll of wrapping paper)* The best gift is more precious than gold,
But it cannot be sold.

(She sends it over to Bori, who levitates a pair of scissors to snip a ribbon in two.)

Bori: When it breaks, it's not ended,
(re-tying the pieces into a bow) For quickly it's mended.

(Cut to Alice, hovering by a Hearth's Warming tree.)

Alice: It can never be bought,
Yet is easily sought.

(An overly enthusiastic gesture turns a stack of gifts into a minor avalanche, she catches one with hoof-power and a second, small one in her magic.)

Alice: *(dropping first box)* Ah! *(Close-up of the second; she continues o.s.)* Here we go!

(She pulls it away, and she and Bori come to rest alongside Aurora, the youngest reindeer settling onto her haunches. The little box is swiftly tucked into the wrapping paper Aurora chose, adorned with the bow Bori made, and set on the floor for Pinkie to admire.)

Pinkie: Ooooh! I like that box!

Alice: *(smugly, to Aurora/Bori)* Told you.

(Cut to within it, the camera aimed up at the lid as Pinkie removes it to peek in. A flare of intense yellow light washes up toward her wondering blue eyes from just below the bottom edge of the screen; cut to the four as she hops up with an excited gasp.)

Pinkie: The perfect gift! Wow!

(After a long moment of staring raptly at the mystery item, she flops confusedly to her haunches.)

Pinkie: I don't get it. *(Alice's magic floats the box up and replaces the lid.)*

Alice: *(knowingly)* You will.

(Her power nestles it in the grip of Pinkie, who can only boggle at it as the camera zooms in slowly. Dissolve to Applejack and Fluttershy approaching the Flim Flam Brothers' stall in Rainbow Falls; the front curtain has been raised, and the shady unicorns' magic is adding a few bits to one of their overfull sacks.)

Flim: We said, no refunds!

(Applejack clears her throat loudly to get their undivided attention.)

Flim: *(wearily)* Oh. You.

Applejack: What are y'all doin' with these dolls and that ridiculous getup? Don't you have a resort to run?

Flim: *(magically removing wig/mustache/glasses)* It's off season. *(pulling Flam close)* Besides, we're planning an expansion.

Flam: *(leaning down to Applejack, magically stacking coins)* And expansions cost bits!

(As he backs away, the two mares are surprised to find the curtain closing behind them. Cut to a scale model of the brothers' Las Pegasus resort, last seen in "Friendship University"; they rise into view behind it, Flam having shed his hat and mustache now.)

Flim, Flam: Flim and Flam's Fro-Yo Flume Ride!

Fluttershy: *(inching forward)* Oh, that sounds fu— *(Applejack stops her.)*

Applejack: It ain't no excuse for sellin' cheap dolls to ponies! *(Flim pulls Fluttershy close.)*

Flim: We're just giving ponies what they want. *(Flam steps up on her other side.)*

Flam: Shopping for the perfect gift is stressful.

Fluttershy: Oh, that's true.

(Both stallions race away, and Flim pushes a crate full of dolls toward Flam.)

Flim: You want to get something that really stands out.

Fluttershy: *(approaching them)* I do! *(Applejack growls and puts a hoof to her face.)*

Flam: *(levitating a box)* And when you tell your friend you got them the hottest gift in Rainbow Falls, what'll they say?

Fluttershy: "Woo-hoo"?

(Now too fed up for words, Applejack lets her hoof speak for her by whacking the nearest doll over the head.)

Doll: The more you spend, the more your friend knows you love them!

(It takes a nose-dive off the counter, box and all, and startles Fluttershy out of the transaction she has been ready to complete. The bits stacked on her proffered hoof are quickly put away as she aims a hard eye at the unscrupulous twins.)

Fluttershy: Oh, right! They really *are* good at selling things!

Flim: You may not like it—

Flam: —but technically, we're not doing anything wrong.

Flim: Ponies are desperate for the right gift.

Flam: (*leaning down to Applejack, levitating a doll*) And who are you to tell them this isn't it?

(*Settling it into her foreleg, he ruffles her mane condescendingly and backs up next to Flim.*)

Flim: (*floating up another one*) If ponies get tired of Holly after a few days... (*The head falls halfway off.*)

Flam: ...or she falls apart, who really got hurt? (*The remains are slung aside.*)

Flim, Flam: Nopony!

(*Cut to just outside the stall's side as Flim's magic shoves both mares out through the curtain.*)

Flim: Don't let the curtain hit you on the way out. (*It falls shut.*)

Fluttershy: (*to Applejack*) Of course Rainbow Dash wouldn't want this! I'm so mad I could just kick!

(*Cut to a close-up of a pebble in the grass on this last word. She gives it the faintest tap, causing it to move not a whit, and voices a tiny yelp and sucks on the hoof when the camera cuts back to her and Applejack.*)

Applejack: (*throwing doll aside*) Convin' ponies to buy that doll ain't in the holiday spirit!

Fluttershy: But Flim and Flam have a point. We can't tell ponies what to buy.

(*The wheels under the blond mane begin to turn as the camera pans quickly from stall to stall. A stallion buys a statue of a chicken from Minuette...another one, splattered in cherry jam, kisses a jar of the stuff as the proprietor offers an uneasy grin...a mare purchases a bouquet of flowers and sniffs them lovingly.*)

Applejack: Huh. (*smiling fiercely, pulling Fluttershy closer*) But maybe we can show 'em!

(*Dissolve to a close-up of a set of paw prints in snow, the camera tilting up to frame the top of a nearby hill as a hunched-down Rainbow rises into view beyond it. The prints are very small ones, and she smiles at the sight of them until the sound of feet crunching through snow interrupts. Here comes Discord in snowshoes, goggles, and a bulky yellow winter jacket and using ski poles for additional support. They do him absolutely no good, though, as he pitches onto his face and nearly buries Rainbow, who does an airborne sidestep just in time. The hour has advanced to late afternoon, and they are on a broad path leading through a forest.*)

Rainbow: (*groaning, flying ahead*) Could you try to make less noise?

(The chaos master pulls his head free, showing goggles that have slid down to his nose and snow in the rough shape of a Santa Claus hat and beard. An idea occurs to him as the mess slides free. He keeps his voice down for his next five lines.)

Discord: Of course!

(A talon snap puts the blue mare in a white ninja outfit with a dark gray bandolier in close-up. Before she can fully make sense of the quick change, the camera zooms out to frame her fellow traveler now in a dark blue rig of his own, with a bandolier and a gray visor over the eyes.)

Discord: We'll move silently...

(He throws something to the ground, which detonates in a cloud of smoke that clears to leave him gone. Just as quickly, he leaps back into view from behind the undergrowth.)

Discord: *(crawling behind Rainbow)* ...blend into the shadows... *(now in a tree)* ...the winter-chilla will never hear us coming. *(She pulls down the mouth portion of her hood in close-up.)*

Rainbow: *(bewildered, normal volume)* Winter-chilla?

(He leans down to her, having shed his ninja duds, as she closes her hood.)

Discord: Small, adorable, fuzzy, and fast. *(The red eyes go big and shiny on “adorable.”)* But they're so rare, there's no telling where they— *(pointing past her, normal volume)* —oh, there's one right there!

(The camera cuts to a long shot of a small creature lying atop a rock in a clearing and sunning itself in a chance beam that has pierced the forest canopy. A quick zoom in proves it to be not unlike an oversized mouse with large gray ears and covered in fluffy white fur, a tuft of which sprouts from the end of its long, thin tail. Two huge, glistening oil-drop eyes turn inquisitively toward the pair.)

Discord: Now, if you're going to get it, I think the first move is to be—

(He gets no further before Rainbow blazes ahead and returns a split-second later with the critter in hoof.)

Rainbow: *(normal volume)* —be super-fast.

(The trickster can manage no response beyond a smile and shrug as if to say, “Yeah, that works too.” Wipe to Spike sitting on the floor of his bedroom within the Castle. An umbrella lies open before him, some of its fabric panels covered in glitter from the bucket that rests in easy reach, and he finishes squirting white glue onto a couple of others. Propped up against the wall behind him is a small pink ukulele with a sparkly “Flying V” body and gem-studded neck, constructed from cardboard, string, and tape.)

Spike: Making a gift is way more personal than buying it.

(A handful of the sparkly stuff is scooped up and blown over the umbrella; Spike wipes his hand across his chest, not noticing the smudge it leaves behind.)

Spike: Rarity loves things that take time and effort.

(As he picks up a bottle of blue-tinted adhesive, the camera cuts briefly to a mélange of other homemade efforts—none of them particularly well-crafted—and then back to him. This glue goes onto a panel.)

Spike: I'm sure this one will be the one that works. *(yawning, getting more glitter)* I just need to stay focused and...

(Fatigue drops him onto his belly like a felled tree, the shiny particles dispersing into the air and slowly settling over his form as he snores. Every inch of him takes on a faint glow as a result. From here, wipe to a long shot of the Flim Flam brothers' stall in Rainbow Falls, once again surrounded by clamoring would-be buyers, and zoom in on Flim behind the counter. He has donned the face/head portion of his disguise; the same will be true of Flam when seen next.)

Flim: Have a wonderful holiday, and remember— *(floating up one mare's bits, giving her a doll)*—no refunds. Next!

(Flam, at the back of the gathering, is mildly shocked to see Applejack and Fluttershy trot up. They are no longer carrying the doll they were given in their last run-in with the hucksters.)

Flam: What are you doing here?

Applejack: *(sweetly)* Same as everypony else.

(She trots purposefully forward and slaps a few bits on the counter.)

Applejack: I want a Hearth's Warmer. In fact, I want three!

Flim: Seriously?

Applejack: *(gesturing to Fluttershy; she waves)* After I saw my friend here with hers, I knew I had to buy some—for my granny, my brother, and my little sister.

Flim: *(hastily, floating a bag to her)* Yeah, yeah, great story. Next!

Fluttershy: *(stilted)* But, Applejack, your granny, your brother, and your sister—they are all so different. How can the same doll be the right gift for all of them?

(These words—clearly scripted—set off a ripple of confused murmurs that puts a real scare into Flam. Now Applejack adopts the stilted tone as well.)

Applejack: But, Fluttershy, this is *the* must-have gift of the season.

Fluttershy: Just because it's must-have for one pony, doesn't mean it's must-have for *everypony*, does it?

Applejack: That's true! I guess I need to put more thought into gettin' the right gift for each pony. *(to Flim)* Can I return these?

Flim, Flam: NO REFUNDS!!

(More than a few newly suspicious eyes train themselves on Flam, whose own green ones flick apprehensively from side to side before his fake mustache slowly peels off to expose his real one. The glasses begin to slide down his nose, but he shoves them back into a place with a shaky grin. Applejack and Fluttershy revert to their normal manners of speaking.)

Applejack: *(offering her bag to the mare behind her)* Oh. Uh, you want 'em? I'm gonna go pick out gifts that are just as special as the ponies they're for.

Mare: *(smiling nervously)* I think I'm gonna do some more shopping too.

(Her exit touches off a massed, grumbling retreat that clears the place out.)

Flim: Now hang on a moment! *(He vaults over the counter and gallops out a few strides.)* Wait! Come back!

Flam: Uh, we'll give you a great deal!

Flim, Flam: Buy one and get one free?

(Neither their wheedling nor their desperate grins do anything to lure the ponies back in, so they charge off in search of fresh marks.)

Applejack: *(to Fluttershy, sighing contentedly)* The sweet sounds of the season.

(The pegasus stifles a giggle. Fade to black.)

Act Five

(Opening shot: fade in to the farmyard at Sweet Acorn Orchard. Rarity hurries out the farmhouse door, but stops and turns to face Oak and his family. Zoom in slowly.)

Butternut: It's a shame you gotta leave.

Rarity: Oh, you've been so generous. But I must get home for a previous engagement. *(winking at Pistachio, poking his nose)* I'll be keeping an eye on you, Pistachio. *(He blushes and rubs the spot.)* I have the feeling you've got quite the future in fashion.

(All three wave as she takes her leave, Pistachio lingering on the porch while his parents return inside. A thought strikes under the curly green mane, sparking him to glance up at his new hat and then scurry after Rarity.)

Pistachio: Rarity! Rarity! *(She stops at the fence.)* I love my parents, but...they don't understand that we just had lunch with one of the most famous ponies in Equestria.

Rarity: *(laughing lightly)* I don't know about "most famous."

Pistachio: *(dejectedly)* I know you didn't send a Fedora Felt original to some nopony you've never met from Nowhere, Equestria.

(Now sitting on his haunches, he removes the hat and casts a gloomy eye over it.)

Pistachio: I'm sure this is actually for somepony special, so... *(offering it to her)* ...if you want it back, I get it.

(The glow of her horn lifts it from his grip, and she stares intently at it before speaking.)

Rarity: The hat is indeed for somepony very special.

(It settles itself back on his head at just the right angle, to his utter disbelief.)

Rarity: *(crossing to him, touching his chest)* And I couldn't bear to see *him* part with it.

Pistachio: *(gasping ecstatically)* Oh, thank Celestia! Because I did not want to give this up!
(Laugh.)

Rarity: *(lifting his chin)* But if I hear you call yourself a nopony again, you shan't be my guest for Fashion Week in Manehattan.

Pistachio: *(mind completely blown)* Wha-What? S-Seri...wha...?

(She quiets his fumbling voice with a gentle hug, then trots away from the homestead as he energetically waves goodbye.)

Rarity: *(to herself)* Sorry, Applejack.

(Dissolve to the Rainbow Falls train station, where a train is parked, and pan across the plateau to a babel of shouting, angry voices. Flim and Flam bug out ahead of a crowd that is only a couple of ropes away from turning into a lynch mob, crates of their poor-quality goods floating in their auras. Cut to the platform as they scramble up onto it and begin squabbling, then zoom out through one car window as the train whistle sounds and the wheels begin to roll. Applejack is at the sill, smirking and watching the pair completely freak out.)

Applejack: Puttin' those two in their places makes me all warm and fuzzy inside. *(Longer shot: Fluttershy sits with her, bags on the floor.)*

Fluttershy: Oh...but we never got gifts for Spike or Rainbow Dash, and it's already Hearth's Warming Eve.

Applejack: It probably ain't what they're expectin', but...

(She ducks out of sight; close-up of Fluttershy as two of the dolls are held up to her.)

Applejack: *(from o.s.)* ...we still got these. *(Fluttershy recoils; she straightens up into view and continues softly.)* Yay.

Fluttershy: Don't do that.

(Wipe to a close-up of a caldron filled with pale green liquid in the Castle kitchen. Twilight's magic drops in a candy cane and a piece of sugared fruit, which disappear into the depths, and the disheveled Princess leans intently into view. Each item is accompanied by a brief flash; the same will be true for all other components added during this scene. On the start of the next line, she brings up the book with the pudding recipe she was seeking earlier and the camera zooms out to frame Cadence and Shining entering and Flurry being carried in her mother's foreleg. The entire royal family has shed the winter gear, and the caldron is a small one on a stovetop.)

Cadence: Flurry loved sledding! *(Twilight levitates a spoon and begins to stir.)*

Shining: *(pointedly)* Too bad her aunt wasn't there.

Twilight: Shh!

(Up comes an eyedropper to add exactly one drop of liquid to the mix. She smiles, Flurry gurgles at the light show, and the book is snapped shut.)

Twilight: There! Ingredients measured exactly! *(It lands on a table.)* Now, what were you saying?

Shining: *(slightly snarky)* Hi! Remember us? We came all the way from the *Crystal Empire* for some quality family time?

Twilight: *(crossing to them)* Okay. I did get a little stressed about Hearth's Warming this year.

(During this line, Flurry uses teleportation to switch her position with that of a small bag of flour on the table, unnoticed by all three adults. She quickly scoops up a stray cupcake, flies to the caldron to drop it in, and coos happily over the pyrotechnics.)

Shining: *(laughing)* What? You? Never.

Twilight: So my friends decided we should do a Hearth's Warming Helper and give one pony a present to save time.

(Behind these words, the baby flaps across the kitchen and back, an assortment of cups/bowls/ingredients in her telekinetic hold, and another flare issues from the general direction of the stove to mark their addition. Brother and sister-in-law give Twilight a slightly hairy eyeball that lasts only a moment before being replaced by hearty laughter; behind her, Flurry pitches a gift box into the brew.)

Twilight: *(puzzled)* What? *(A candy cane and bowl of sprinkles are tossed in under the following.)*

Shining: Let me guess. You got super-worried about making sure the present was perfect and went all Twilie-nanas, didn't you?

(He lets his eyes spin in their sockets on "Twilie-nanas.")

Twilight: *(scoffing, needled)* I wasn't Twilie-nanas! *(She relents under his searching gaze.)*
Okay, fine, a little Twilie-nanas.

Cadence: Twilight, we know you get overwhelmed. You should have just told us. We could have helped.

Twilight: The good news is— *(Flurry switches places with the flour sack, which falls into the caldron.)*—Pinkie's present is almost done. *(as all four leave the kitchen)* Then it's just friends and family and a calm, quiet Hearth's Warming Eve.

(Not a one of them is there to witness the augmented pudding as it starts to bubble glutinously and overflow its container; fragments of candy canes and cookies riding the slow surge down the sides and across the stovetop. Dissolve to a long shot of the Castle and School and zoom out as Rainbow and Discord touch down on a hilltop not far away. The sun is beginning to set, and the speedy mare has traded her ninja suit for her original winter gear and is carrying the cute little animal she caught—a winter-chilla—on one front hoof. She flies ahead, while he stands pat and turns tearfully away.)

Discord: *(voice breaking)* Goodbye. *(Rainbow stops.)* Enjoy your exclusive pony-only holiday gathering. I'll just be home, spending quality time with myself.

(Right on cue, a wet-eyed duplicate of the joker plods into view and leads the original away. Rainbow looks down at her prize with an indecisive little grunt, then addresses the pair, who stop at her words.)

Rainbow: I wouldn't have this little fellow without you, so... *(Close-up.)* ...if you want to join... *(smiling)* ...Fluttershy would love having you, and...I wouldn't totally hate it.

(Zoom out quickly. The second Discord has vacated the premises, and the genuine article—now clad in a gray-trimmed white bathrobe and a fur-lined hat—sweeps her into an enthused hug.)

Discord: Great! Awesome! In that case—oh, look! Sunset! *(Cut to the sun descending behind the Castle and School; he continues o.s.)* It's officially Hearth's Warming Eve!

(Back to the pair, the stars already coming out above them. The winter-chilla surprises them by growing slightly and jumping clear with a feral little snarl; by the time it hits the ground several yards away, it is perhaps the size of a basketball and very much out of sorts.)

Rainbow: W-What is it doing?

(It voices a roar, the oil-drop eyes constricting to points, and sets of most intimidating teeth and claws manifest themselves—as do a trio of limbs that dig into the turf on one side. Overhead shot, zooming out slowly: Rainbow and Discord find themselves in a rapidly expanding shadow as the thing continues to bulk up and its menacing growl drifts over the forest.)

Discord: Oh, uh, did I forget to mention that the winter-chilla transforms into a winter-zilla when the sun sets?

(His chuckle is a marked contrast to the look of openmouthed horror that freezes itself onto Rainbow's face. From here, cut to Applejack, Fluttershy, Pinkie, and Rarity climbing the steps to the closed front doors of the Castle. All four are in decidedly low spirits.)

Fluttershy: How did everypony's shopping go? *(Next three lines overlap slightly.)*

Rarity: Uh, well, uh—

Pinkie: Uh—

Applejack: *(drawn-out, reluctantly)* Yeah.

(The timid yellow pegasus bites the bullet and knocks.)

Spike: *(muffled, through doors)* Coming!

(One of them swings open so he can face them—covered with stray glitter/ribbons/tape and glimmering from head to toe. He gasps in surprise upon catching sight of the four, but quickly tries to compose himself with a shaky laugh.)

Pinkie: Did you get attacked by a party?

Spike: *(looking himself over)* Eh, I fell asleep—on somepony's present.

(He flicks a loose speck off his nose and gives them a look that is equal parts surly and abashed. Long pause.)

Twilight: *(from inside)* RUN!!

(All five burst into the entrance hall, Applejack taking point and stopping short with a gasp. Cut to Twilight galloping full tilt, her mane/tail properly groomed after her kitchen shenanigans.)

Twilight: THE PUDDING IS COMING!!

(She rounds a corner, trailed closely by Cadence carrying Flurry, and Shining brings up the rear. Behind them, the pudding she was concocting surges into view as a green tsunami that buries everything in its path. The four join the group at the doors.)

Rainbow: *(from outside)* RUN!!

(The nine part to give a view of Rainbow and Discord approaching on the fly in the distance; close-up of them. One face shows panic, one general indifference and a hint of irritation, and no points for guessing which is which. Discord has shed his bathrobe and hat.)

Rainbow: THE WINTER-ZILLA IS COMING!!

(They dive for cover through the doorway an instant before the fluffy behemoth smashes through it. Standing on the hindmost of its three pairs of legs, the winter-zilla towers over them all by a factor of at least four. Its underbelly is still white, while the fur covering the rest of its body has gone pale blue. Twilight erects a hemispherical shield to protect the group from falling debris, but one guttural roar carries enough force to collapse it and shake the entire building. Zoom in slowly on the eleven, Discord grimacing in fear and the others gasping, and snap to black.)

Act Six

(Opening shot: fade in to the face-off in the entrance hall. The winter-zilla takes one thundering step toward the gang, whose retreat is cut off by the sheer mass of pudding slithering toward them. Attention shifts toward the latter threat. The five ponies who arrived in their winter threads are still wearing them.)

Rainbow: What is that? *(Close-up of it oozing toward Cadence's hind legs.)*

Twilight: *(from o.s.)* Magic pudding! *(The group again; she points ahead.)* What is that? *(The winter-zilla; it uncorks a roar.)*

Rainbow: *(from o.s.)* A winter-chilla! *(Twilight again.)*

Twilight: *(hoof to forehead)* They turn into winter-zillas after dark!

Rainbow: Does everypony know this except me?

(One set of clawed digits swipes at them, scoring the nearest of misses, and Spike's glittery image appears in the bright black eyes as the mouth below them stretches into a greedy smile. The winter-zilla crouches to look him straight on; in response, he cries out in fear and takes cover behind Twilight. She, in turn, gasps as a thought comes to her and faces the beast with a calculating smile.)

Twilight: You like the sparkly?

(Her next move catches Spike very much off guard—levitating him up and waving him in front of the giant, furry face, as seen when the camera cuts to its level and it straightens up.)

Twilight: *(from o.s., propelling Spike off to one side; it grabs for him)* Just follow it this way!

(It gives chase, angered at having its new toy yanked away, and Twilight takes wing as backup.)

Spike: Is this honestly the best plan we can come up with?

(She pulls him clear of the next snatch. Down below, Rainbow shoots a dirty look at Discord, who has summoned a recliner and is relaxing in it while eating popcorn from a bag; a soda is balanced on one armrest.)

Rainbow: Can't you do something?

Discord: *(gleefully)* I did!

(A red bow appears on the side of the behemoth's head, with his own at the central knot.)

Discord: This is Fluttershy's gift.

Rainbow: *What?!?*

(Now the pudding exhibits a bit of distinctly un-dessert-like behavior by extending a pseudopod and latching onto one of Rarity's hind legs.)

Rarity: *(struggling to pull free)* A LITTLE HELP, PLEASE?!?

Shining: *(warming up horn)* I've got this! *(Cadence steps to his side, levitating Flurry into his foreleg.)*

Cadence: *(gently teasing)* Which one of us can fly, darling?

(She lifts off and wastes no time in severing the sweet stuff's grip with a beam. A blink later, she has swooped in to airlift the white mare, who has only enough time for a surprised yelp as the remnants flow away from her leg, and dodge more lashes while carrying her to the balcony.)

Shining: *(to Flurry)* Your mom sure is something.

(Floating the baby by his side, he gets a galloping start, leaps high to clamp his teeth on a banner, and swings across the upper reaches of the entrance hall. By the time he somersaults onto the balcony where Cadence and Rarity are safe, he has looped a foreleg around Flurry, avoided several grabs, and let the pudding have it with a spell of his own.)

Cadence: *(chuckling, blushing)* You're not so bad yourself.

(A roar from down below reminds them that this is no time for lovey-dovey; cut to just outside the Castle's trashed front entrance. No longer wearing the Discord bow, the winter-zilla reaches for Spike, who is still in Twilight's telekinetic hold, but it slips on one of the steps and goes down flat on its face. As it gets upright, something new draws its attention—a string of ornamented garland, as reflected in its widening eyes. Retreating into the Castle, it pulls a stretch loose and starts picking off the baubles and crunching down on one after another.)

Twilight: *(flying in, waving Spike around)* No, no, no, not that sparkly, this one!

(Annoyed at having its snack interrupted, the winter-zilla flicks the dragon away to hit the wall with his back.)

Spike: Uh, I'm okay if he doesn't want to chase me anymore!

Applejack: How are we gonna get rid of this thing?

Discord: *(fed up, throwing popcorn aside)* Oh, for Scorpan's sake! *(He poofs out of his chair and over to Applejack/Fluttershy/Pinkie/Rainbow.)* Hel-looo? If only one of you had a way with animals?

(This last is accompanied by his transformation into no fewer than four brightly lit arrows that all point down at Fluttershy, one of them bearing his eyes.)

Fluttershy: Oh, my.

(She fretfully pulls up the collar of her sweater to cover the lower half of her face, as if wishing she could turn it into a turtle's shell and hide away entirely. As the winter-zilla keeps chowing down on the garland, she flies up to address the back of its head.)

Fluttershy: Uh— *(Clear throat.)* —excuse me. *(Its answering roar sends her tumbling to the floor.)* Whoa!

(The long pink mane has fallen across her face, but is shifted aside just enough to expose one blue-green eye narrowed in steely determination. She lifts off again to get in the beast's face, all traces of fear gone.)

Fluttershy: This is supposed to be the happiest time of year. *(It quails before her.)* So if this is how you plan on behaving— *(pointing toward doorway)* —you can march yourself right back to where you came from!

(It starts bawling its eyes out and plops onto its haunches, but quiets at her approach.)

Fluttershy: *(gently)* Aww, your family is gone for the holidays and you're all alone? *(Affirmative grunt; she hugs as much as she can reach.)* I'm so sorry. If you calm down, I'm sure you could join us.

(This offer earns her a trembling smile. Down at ground level, the pudding continues its sludgy advance and Discord is himself again. One tendril extends to tap Pinkie on the rump; she turns around, yells in fear, and dives to avoid being caught. Rainbow gasps as Twilight zaps this bit away with a horn blast; the Princess gasps and fires again when it begins to reform. Discord teleports away from the battle zone, while Rainbow hoists Applejack clear to leave only Twilight and Spike on the scene—the latter no longer being slung around as bait. Both take to the air; Twilight getting in a few more shots to beat back this kitchen nightmare; once Applejack and Rainbow are up on the balcony, the view cuts to just behind her.)

Pinkie: *(from o.s.)* Uh...

(Pan to her, riding the tide on an inner-tube pool float styled to resemble Princess Celestia.)

Pinkie: ...maybe leave the baking to me next time? *(Weak giggle.)*

(The curly magenta forelock produces a spoon and scoops up a sample for her to taste.)

Pinkie: Actually, it's pretty good! *(Twilight's beam blasts away a tendril, spooking her into dropping the spoon.)*

Twilight: *(proudly, flying to her)* Chancellor Puddinghead's recipe.

Pinkie: Now *that's* an impressive dessert!

Twilight: It's your Hearth's Warming present.

Pinkie: *(touched)* Really? That's so thoughtful. *(Another one looms up behind Twilight.)*

Twilight: *(laughing)* It took a lot of research, but I—

(Her boast is cut short when a beam from Shining lances in from above to wipe out the ambush. Looking toward the balcony, she finds him and the rest of the group, save Fluttershy.)

Shining: MAYBE FOCUS ON THE TASK AT HOOF, TWILIE?

(Kicked back to reality, she glances toward the door and sees the whimpering winter-zilla backing slowly away from the wave front with Fluttershy riding on its head.)

Twilight: Right. The recipe needed to be exact. I think Flurry Heart added something while I wasn't looking, but I have no idea what to add to adjust it. *(Pinkie starts thinking.)* A teaspoon of nutmeg? Three sugarplums? Extra—

Pinkie: Gingerbread? Four more candy canes?

Twilight: How do *you* know the recipe?

(The resident expert on all things sweet and yummy turns away, her pupils/irises dilating to almost fill her eyesockets as a mental thunderclap occurs under the fluffy mane. Zoom in quickly through one pupil to black out the screen, then fade in to her Act Four visit to the Givers—the moment after she has opened the small gift box given to her by Alice and looked at the glowing item inside. The colors are washed out, and the image is slightly faded around the edges.)

Pinkie: I don't get it.

Alice: *(knowingly)* You will.

(Fade to black and zoom out through Pinkie's pupil to frame her dumbstruck face again; she lifts the box, stares at it for a long moment, and leans smilingly toward Twilight.)

Pinkie: Happy Hearth's Warming, Twilight! *(jumping clear; the float is dragged under)* I'M YOUR HEARTH'S WARMING HELPER!!

(She plunges into the sugary green morass and is instantly lost to sight. Disbelieving gasps all round—from Twilight, then Fluttershy and the winter-zilla, then the bleacher bums up on the balcony—and then a few loose ingredients float up to the surface as the contents of her present. Four candy canes, a pony-shaped gingerbread cookie, a few gumdrops, a stick of cinnamon, and an open jar whose contents have spilled out—all glow brightly where they rest, the glare growing to fill the screen. Snap immediately to a long shot of the splashdown site; the light spreads to encompass the whole of the whacked-out pudding and is gone again, all the tentacles vanishing to leave only a quiescent expanse of green slop. After a long, silent moment, Pinkie's head breaks the surface and Twilight wastes no time in levitating her up into a grateful hug. Fluttershy and the winter-zilla have both covered their eyes; the creature is first to hazard a glance, and its

happy reaction prompts the pegasus to scope out the area. Her relieved giggle is followed by laughter from all those on the balcony save Discord, who has magicked his recliner up here and is sitting in it to take notes on a clipboard.)

Discord: *(bored)* Uh, a bit “reindeer ex machina,” but... *(excitedly; a giant talon and lion-paw digit appear, pointing upward)* ...two thumbs way up!

(Each one sprouts a rocket exhaust nozzle and lifts off toward the ceiling.)

Discord: Whooh!

(They explode in a display of fireworks that stretches over the entire entrance hall. Dissolve to a sitting room elsewhere in the Castle; all have cleaned up and shed their winter clothes and other trappings. The place is fully decked out, and all but Twilight are sitting around a warmly glowing fireplace whose mantel is set with rag dolls in the likenesses of the six ponies and one dragon. Twilight enters carrying two bowls of pudding in her magic; with the exception of Pinkie, the others are digging into bowls of their own.)

Twilight: *(passing one to Pinkie)* Sorry for failing as a Hearth’s Warming Helper, Pinkie.

(She sets the other bowl down, Pinkie puts hers aside and stands up.)

Pinkie: What? *(Close-up of the two.)* With no pudding disaster, my gift with the exact ingredients wouldn’t have made any sense. *(hefting her bowl)* This way, it was perfect.

(Rather than waste time with the spoon, she sits again and takes the direct approach by shoving as much of her face into the container as will fit. A soft, dejected sigh from the o.s. Rarity; cut to her, Applejack, and Spike on the floor near a chair shared by the Crystal Empire’s royal family.)

Rarity: At least Twilight has something to show for her effort. I ordered you a fabulous farm hat, Applejack. Alas, it decided it belonged to somepony else.

Applejack: *(smiling, removing her hat)* Pop said, “Sometimes the hat chooses the pony,” when he gave me this. *(On again.)* Hopefully my gift inspired whoever’s wearin’ it to be the best farmer ever.

(Spike, meanwhile, has acquired one of the cheap dolls that she and Fluttershy brought back from Rainbow Falls and is poking at it quizzically.)

Rarity: Ah...ooh...something like that.

(He manages to rip one limb off; across the way, the one that Rainbow has found is getting a funny look of its own. Pinkie has set her bowl aside and cleaned her face.)

Fluttershy: We’re really sorry about your gifts. *(The blue flyer throws it aside and grins.)*

Applejack: We got a bit distracted with Flim and Flam’s shenanigans.

(Spike hastily sets his off to one side; a moment later, its head falls off and rolls away.)

Doll head: Commercialism is the greatest gift of all!

(Without a word, Discord zaps both it and the body with pinpoint beams from his lion paw, leaving no trace except for two charred spots on the floor.)

Rainbow: They're better than my gift. *(sighing heavily, to Fluttershy)* Sorry about the winter-zilla.

Fluttershy: *(giggling)* Oh, he's a big sweetheart. And he ended up being really helpful.

(The entire room shakes to the tune of a thundering footfall, and the giant rodent squeezes in through the open doors—this time without damaging the surrounding masonry. It carries an appropriately sized bowl of pudding and sits down in a corner to begin lapping at it.)

Fluttershy: *(blushing)* It was actually kind of nice to be the pony who saved the day for once.

Discord: *(slyly)* Oh, really? *(leaning toward Rainbow from various angles as she eats)* You mean a giant beast that only Fluttershy could tame, making her the hero of Hearth's Warming Eve, was a great gift?

(One pop of magic shifts him away to stand among the group, and a second one causes the patch of floor on which Fluttershy sits to rise clear on a pedestal. It stops when she is roughly at his eye level; a first-place medal appears around her neck, a bright red feather boa across her shoulders, and a trophy in her hoof to match the medal—all to her very great surprise.)

Discord: Imagine that.

(A rain of confetti and streamers only increases the animal lover's confusion.)

Rainbow: *(sputtering indignantly, flying up to Discord)* You mean, you tricked me into putting my friend in danger on purpose so you—

(He silences her with a talon pressed to her nose and points to where Fluttershy and the winter-zilla are sharing a giggly, growly nuzzle.)

Rainbow: *(smiling, pushing talon down)* Uh, let's just say it was from both of us. *(They shake on it.)*

Applejack: I guess Hearth's Warmin' Helper was kind of a disaster.

Cadence: I don't know. Ponyville always seems to have way more exciting holidays than the Crystal Empire.

(As she speaks, her field takes hold of the spoon in Flurry's bowl and fills it, then zooms it around for the baby's enjoyment before letting her get hold and slurp it down.)

Spike: (*sadly*) There's one gift left—but I messed up too.

(Cut to the entire gathering; Fluttershy's pedestal and winner paraphernalia have been dispelled. The winter-zilla opens one pair of paws to expose the "Flying V" ukulele seen in his bedroom during his less-than-spectacular attempt at crafting in Act Four. Close-up of it; on the start of the next line; he takes it and the camera cuts to him addressing Rarity.)

Spike: Your present's only kinda finished, Rarity, but I guess it's better than nothing.

Quiet acoustic guitar melody, triplet feel, moderate 4 (D flat major)

(He begins to play.)

Spike: I wanted to get you
Something oh-so-rare
(blushing) A gift to show I care
But nothing can compare
(Rarity's puzzlement melts into a warm smile.)
To you, that's easy to see, but I got stressed
And over-thought until the day was shot
And it was all for naught, but now it's clear to me

Melody shifts to lush strummed chords

(Slow pan across the room.)

Spike: I'm not gifted at gifting, it's really pretty sad
I tried to show I care, but it turned out bad
I'm not gifted at gifting, so all that's left to say
(He turns to Rarity.) Is that I really hope my gifting
Didn't ruin your holiday

Rarity: Oh, Spike, a song is a lovely present.

Spike: I wanted to get you the best gift ever. *(Close-up.)* I just couldn't figure out what it was.

(The kiss that she plants on his cheek brings a vivid blush to both of them.)

Pinkie: *(from o.s.)* Ooh, ooh! *(Pan to her and Twilight.)* The Gift-Givers told me that!
Huh...now what was it?

“The best gift is more precious than gold,
But it cannot be sold.
When it breaks, it's not ended,
For quickly it's mended.
It can never be bought,
Yet is easily sought.”

(Giggle from Twilight.) What's so funny?

Twilight: It's a riddle. (*standing up*) And the answer is...friendship!

Same key/style/tempo, with added strings/woodwinds and light percussion/brass accents

(*Zoom out slowly.*)

Twilight: The most magical gift
That I can recall

(*Fluttershy pets the winter-zilla; Rarity pulls a surprised Applejack into an embrace.*)

It could have been big or small

Or even nothing at all

(*She regards the Hearth's Warming dolls on the mantel; slow pan.*)

It doesn't matter, you see

If it's from my friends on whom I depend

(*hovering*)

No matter what you spend, it will be perfect to me

The true gift of gifting is what it means inside

We can show we care, spreading love far and wide

(*She flies to Pinkie and uses her field to switch a just-emptied bowl for a fresh one, the pink mare goes messily to work on it.*)

The true gift of gifting is totally free

(*Fluttershy produces a box and offers it to Discord, surprising him; he vanishes the lid and beams at the item within—a haphazardly stitched tea cozy in the vague likeness of an elephant.*)

And you're the best there is at giving it

(*She hugs him.*)

With the friendship that you give to me

(*All sway in time with the music as Spike accompanies on his ukulele and the camera zooms out slowly.*)

Ponyville mares: We've all been friends forever

And look how far we've come [how far we've come]

(*Two mugs are clinked together in the fore, filling the screen. Zoom out to show them held by Starlight and Trixie, sitting on hammocks strung up in the latter's wagon and drinking a toast.*)

The holiday brings us close

(*Dissolve to the Apples and Pies—minus Applejack and Pinkie, plus Grand, Sugar, and Maud's main squeeze Mudbriar—enjoying a quiet night in the living room at Sweet Apple Acres.*)

And now it's time for fun [it's now begun]

(*Dissolve to Princess Luna standing stolidly on a balcony of Canterlot Castle as snow falls. Celestia steps out, her magic settling a blanket onto the blue-violet back, and the sisters smile at one another. Another such transition shifts the view to Pistachio and family in the Sweet Acorn Orchard kitchen; he opens a box and finds a cowboy hat whose brim is hung with acorns. Surprise gives way to laughter all around.*)

Pinkie: The greatest gift to give to me

Is more precious than gold [ah-h-h]

(Dissolve to Rutherford and several of his subjects—including Yona—cheerfully smashing things to bits for the Snildar Fest in Yakyakistan, then to Flim and Flam grumpily taking a train away from Rainbow Falls with boxes and suitcases full of unsold dolls as their only company.)

Never ended, always mended
And it can't be bought or sold

(Dissolve to a long shot of the Ponyville town hall, all its windows glowing warmly, as a crowd of revelers disperses across the town square. Mayor Mare waves goodbye to them from the open doors—a party breaking up, perhaps.)

Ponyville mares: The true gift of gifting is what it means inside
(Dissolve to Thorax and several of his subjects, including Ocellus, celebrating at their hive in the one-off way described during “The Hearth’s Warming Club”—upside-down tree, fake fire “lit” with lanterns, and so on. Zoom out slowly overhead.)

We can show we care, spreading love far and wide

(Dissolve to the Hearth’s Warming dolls on the mantel in the Castle.)

The true gift of gifting is totally free

(The other ten and the winter-zilla gather in around Twilight; zoom out slowly.)

And you’re the best there is at giving it

With the friendship that you give to me

Song ends

(The big lug puts on the crowning touch by lifting them all into a six-limbed hug, the camera cutting to just behind its head and tilting up to frame a set of high windows. Alice is watching through one of them, her antlers aglow; cut to her outside during the next line.)

Alice: And so it worked out, and a lesson was learned.
There’s no need to obsess.

(Zoom out; she and the other two Givers are floating up here with the help of their magic.)

Alice: Gift-giving is simple, as long as you recall—
(She bounds away; cut to a long shot of the Castle as all three quit the window. The front doors have been repaired.)

Friendship is the best gift of all.

(They loop past the camera and out of sight before the view fades to black.)

MY LITTLE PONY: FRIENDSHIP IS MAGIC

Animated Shorts

Produced by Devon Cody
Story editing by Nicole Dubuc
Supervising direction by Jim Miller
Directed by Denny Lu, Mike Myhre
(Writing credits are listed on each individual transcript)

Transcribed by Alan Back (ajback@yahoo.com)

Note: The first three of these shorts are set in the same winter time frame as the “Best Gift Ever” special.

“Triple Pony Dare Ya”

Written by Kim Beyer-Johnson

(Opening shot: fade to black from the title card, then in to a close-up of Granny Smith, having traded in her usual shawl for a scarf and apple/tree-patterned headband. Standing on duty at an open-air market stall, she scrunches her whole face up in supreme mental effort. The o.s. clink of coins on a counter is heard as she speaks.)

Granny: Uh, seven...eight...

(Close-up of said counter; a wrinkled green hoof pushes a button slowly toward a small pile of coins as Cheerilee looks on worriedly from the other side. The Ponyville street behind her is drifted with snow under a leaden daytime sky, and she is dressed for the cold—as will be other ponies seen outside throughout this short.)

Granny: *(from o.s.)* ...nine...uh, no! That’s a button.

(It is pulled back; cut to a long shot of the stall—and the very, very long line of prospective customers that stretches across the street.)

Granny: I wonder what that goes to? *(Close-up of an irate Rainbow Dash in the queue; she continues o.s.)* Uh, let me check.

(A length of Applejack’s tail protrudes into view from just ahead. The daredevil sucks in a huge breath, lets it bulge her cheeks out for a moment, and lets it go while slumping on her hooves. She takes another one in like manner, but before she can exhale again, Pinkie Pie pops up alongside.)

Pinkie: Mmmm! Don’t you just love Granny’s Hearth’s Warming fruitcake?

(Rainbow responds by jamming a feather into her own mouth, her entire body quaking slightly with some silent, titanic inner struggle. Zoom out to frame Applejack on the following.)

Pinkie: *(to her)* Uh...what's wrong with her?

Applejack: Triple pony dare. I bet Rainbow Dash she couldn't wait patiently in this line, all the way to the end.

(Zoom out quickly on the end of this to reveal that it not only goes the full width of the road, but traces along the opposite row of stalls for a considerable distance. The three mares are very nearly at the end of it.)

Pinkie: Wow. There's triple pony dares, and then there's just impossible!

(Sweat begins to run freely down the distended blue face, which shifts to an alarming shade of red. The cheeks swell to Dizzy Gillespie proportions...the red-violet eyes look as if they might pop from their sockets...and after a full three seconds, she yanks the feather away, rises into the air, and empties her lungs in the form of a frustrated scream.)

Rainbow: Out of my way!

(She rockets ahead; cut to the counter, where she takes Cheerilee's place and instantly gets on the schoolteacher's bad side.)

Applejack: *(from o.s.)* Told you so! *(Cut to her, strolling smugly forward.)* I win, fair and square.

Rainbow: No, you don't! I didn't triple-dare you back! First one to finish a dare, *they're* triple-pony-dare champion— *(Zoom in quickly; nose-to-nose close-up.)* —forever!

Applejack, Rainbow: Hmph!

(Wipe to Rainbow hovering in the gym at the School of Friendship and holding Applejack's hat.)

Rainbow: Triple-pony-dare you. No touching, no wearing for one—whole—moon!

(On the second sentence, cut to an extreme close-up of it and then the workhorse's narrowing green eyes, the reflection playing across them as sweat pours down. After Rainbow finishes, cut to frame both again; she plunks the hat over the varicolored mane, only to be almost immediately relieved of it when Applejack leaps nimbly overhead and snaps it away in her teeth.)

Applejack: *(voice shaking)* I missed you so much, Tallulah.

(She returns it to its usual place, drawing a smug grin from her opposite number. Wipe to Rainbow and two flight-suited Wonderbolts—one of whom is Soarin'—flying through a cluster of suspended hoops in the gym. The performance touches off a devious little spark in Applejack's mind.)

Applejack: *(calling overhead)* Triple-pony-dare you, Rainbow Dash—fly slower than apple molasses!

(The speedster slams on the brakes most unwillingly and begins a glacial loop-the-loop through the next ring as her teammates zoom ahead. At the top of her arc, though, she stalls out and plummets with a yell, catching the bottom of the hoop just in time to break her fall and receiving a wicked smile from Applejack. Wipe to the two in the snow-covered meadows outside Ponyville proper; Applejack is up on her hind legs, a column of nine snowballs teetering on the tip of her upturned nose, and holds a pile of extras in her forelegs as Rainbow hovers to watch.)

Rainbow: Keep going. You need twenty more to win this dare.

(The performer of this ridiculous balancing act tosses another one up to land at the pinnacle, but her nervous shudder drifts up as sweat trickles down.)

Applejack: Whoa...

(She trails off into a yell, losing her balance and tumbling to the earth amid a shower of snowballs that buries every part of her except for two sullen eyes. Rainbow lands and rubs in the failure with a mocking laugh and a pat in the vicinity of the buried head, a soft groan rising from the miniature avalanche. Wipe to a patch of ice, against which a shovel blade is thrust down into view to stick in the surface, and cut to frame both of them. A cleaned-up Applejack has deployed the tool against a frozen stream on which she is standing, while Rainbow hovers facing her.)

Applejack: You've gotta dig five holes before sunset... *(Rainbow lands.)* ...earth pony style.

(So the pegasus locks her teeth on the shaft, pulls the shovel loose, and stabs it into the ice with all her might. The blade penetrates to exactly zero distance; instead, the impact sets the whole thing—and Rainbow's skull—to vibrating so badly that one of her teeth begins to chip. From here, wipe to her and Applejack within the latter's workshop-themed classroom at the School. They are staring intently at the central tree and its freight of apples amid the Hearth's Warming decorations, and Rainbow has ditched the shovel.)

Rainbow: Buck one, and only one.

(The chipped tooth has restored itself now. The farming expert swallows hard, clearly caught off guard by the terms of this dare, and lifts one shaking hind leg to touch the bark ever so softly. A single apple falls free of the branches and thunks neatly to the ground before her, and she smiles under narrowed eyes while settling back to all fours. The self-satisfaction ends in the split-second it takes for hundreds of additional fruit to drop out and bury every bit of her; she puts her head out and glares daggers at Rainbow, who proceeds to laugh herself silly at the flub. Pinkie peeks in from outside.)

Pinkie: So? Find a triple-pony-dare champion forever yet?

Applejack: It should be me, if Rainbow Dash didn't keep comin' up with such lowdown nasty dares!

Rainbow: Me? Do you know how hard it is to fly slow? *(Pinkie gasps sharply and hops into the classroom.)*

Pinkie: I just figured out how to settle this whole thing! *(Applejack extricates herself; Rainbow lands.)*

Rainbow: You did?

Pinkie: Uh-huh. I triple-pony-dare you...*to quit daring each other!*

Applejack: No way!

Rainbow: Me neither!

Pinkie: Guess that means... *(rising to hind legs)* ...I'm the winner! *(taunting each in turn)* I win! I win! I win! Uh-huh! Oh, yeah!

(She giggles merrily, ignoring their dumbfounded responses and the hooves they clap to their faces at the realization that they have both been royally had. Fade to black.)

"The Great Escape Room"

Written by Kim Beyer-Johnson

(Opening shot: fade to black from the title card, then in to five pairs of eyes moving in total darkness. The shapes and colors indicate the presence of Twilight Sparkle and all her friends save Pinkie. As Applejack approaches Rainbow from behind, a soft crunch triggers a grunt and causes the red-violet eyes to narrow indignantly.)

Rainbow: Hey! *(She pops up into a hover.)* You stepped on my tail!

Applejack: Sorry. I can't see a darn thing.

Fluttershy: Did Pinkie Pie say what her Hearth's Warming Eve surprise was going to be?

(The lights flick on, prompting all five to yell in surprise and shield their eyes against the glare. They are standing inside the main barn at Sweet Apple Acres, amid a plethora of holiday decorations, and the missing party pony straightens up into view to face them.)

Pinkie: Welcome to my amazingly amazing escape room! So, you amazed?

(A longer shot of the area picks out the assorted puzzles and challenges that line the walls and floor. A clock hanging from the rafters at the far end shows 8:00. The five look this way and that, not entirely sure what to make of the entire display.)

Rarity: *(dryly)* Yes, because it looks remarkably like Applejack's barn.

Pinkie: Oh, it's *so* much more! *(hopping around)* Holiday clues, puzzles, and riddles are hidden everywhere! *(to Twilight)* And until you solve them to find the key...

(Extreme close-up of a door handle as she reaches into view to rattle it, then zoom out to frame her.)

Pinkie: *(with gusto)* ...we're locked inside!

(Twilight puts on a confident smile as the four around her gasp in fright.)

Twilight: Come on, everypony. We're experts at escape rooms now.

(A reference to their visit to one in "All Bottled Up." She crosses to a pile of presents and lifts one in her field, only to find Pinkie huddled down beneath it.)

Pinkie: Good! 'Cause if we don't get outta here in time— *(spookily, rising to all fours)*—something super-big and really scary is going to happen!

Fluttershy: *(covering mouth with forelock)* What kind of something? *(Pinkie pops up alongside.)*

Pinkie: I don't remember.

Rarity: But—but you created this escape room!

Pinkie: Uh-huh. *(tapping side of head)* Then I made sure to forget everything so I could play too.

(She bounds away with a giggle, leaving two properly confounded friends in her wake. Dissolve to a close-up of the clock, now reading 8:04.)

Rainbow: *(from o.s.)* That's not what the clue means! *(She hovers into view.)* We're supposed to lick the candy canes, *then* sing carols!

(Punctuated by holding up the treat and then some sheet music at the appropriate moments. Cut to Applejack at ground level.)

Applejack: Way I see it, we gallop backwards, whistle carols, *then* lick 'em.

(She too displays the two items as called for by her words and finishes by running her tongue over the red/white-striped peppermint. Pinkie emerges from a nearby hay bale.)

Pinkie: Why not try both?

(A wind-up gramophone is swiftly produced and dropped to the floor; as it begins to play an orchestral theme, she hops out and walks backwards while whistling along. Clock wipe to Rainbow, now hovering and straining to juggle several gifts, and pan/tilt down to Fluttershy with wreaths around her midsection and every limb except the one hind leg on which she is desperately balanced. From here, pan to Twilight doing the backstroke across the floor while an exhausted Rarity hunches down to scrutinize the hay covering it. Applejack gallops past during the next line, her hat and candy cane gone and a light-bedecked lampshade covering her head.)

Rarity: Two hundred thousand, seventy-four...two hundred thousand, seventy-five...two hundred thousand, sev— *(Twilight straightens up, wreath around neck and ornament hanging from ear.)*

Twilight: Pinkie, what does any of this have to do with finding a key?

(An irked glare from the purple eyes homes in on a Hearth's Warming tree, whose boughs part to reveal Pinkie's blue ones among them.)

Pinkie: We're having fun!

(And she adds to it by laughingly bouncing out into the open on a pogo stick, startling Fluttershy and Rainbow into a gasp. The Wonderbolt drops her presents, the animal lover topples to the floor, and the fashionista gets the end product of her task—counting each bit of hay into a pile—thoroughly muddled and scrambled across the floor.)

Rarity: Oh, poo! I've lost count! *(exasperatedly)* One...two...

(Dissolve to a close-up of the clock, its hands cycling rapidly through the hours as translucent images of the ponies drift past. Rainbow works a jigsaw puzzle...Applejack tries to figure out the workings of a contraption, hat on and lampshade off...Rarity lifts the lid off a gift box ever so slightly to peer in and registers shock at what she finds. Another dissolve frames Pinkie, ringing a bell loudly with the handle clamped in her teeth. She quickly lets it drop as each of the others passes her an item: a lollipop from Rainbow, presents from Twilight and Applejack, a dessert from Rarity, and a wreath dropped around her neck from Fluttershy.)

Rainbow: *(from o.s., impatiently)* Well?

(Cut to the five, all of whom look in their own ways to have had quite enough of this game. Applejack has doffed her hat, and Twilight has disposed of the decorations she was wearing.)

Rainbow: Which one of these is the thing that you need for the perfect Hearth's Warming Eve?

Pinkie: All of them!

(Her big squeaky grin is met by a round of very dirty looks, but she pays no mind and hops past them, having ditched the goodies they gave her.)

Pinkie: *(as Fluttershy sobs quietly)* Yaaaaay!

(The five gasp and look toward the rafters at the sound of a buzzer, finding that the clock has reached 12:00.)

Pinkie: Aaaaand time's up! *(Buzzer stops.)* And you didn't find the key, so get ready! What is gonna happen?

(She is almost instantly half-buried in a pile of freaked-out, shivering, sweating, hyperventilating equines. Behind them, a gargantuan present rises slowly and ominously from a pile of hay. The six swivel toward its looming shadow, voicing a round of gasps as it towers over them—and then the lid bursts off in a salvo of confetti and streamers and Pinkie’s alligator Gummy is ejected into the air. He floats slowly down with the help of a parachute strapped around his midsection, and he is wearing a belled red stocking cap. Close-up.)

Pinkie: *(from o.s., casually)* Oh, yeah. *(Two pink hooves reach up to catch him.)* That’s what it was. *(The group again.)* Woo-hoo! Wasn’t that so much fun?

(The set of the others’ faces indicates very clearly that they are far from sharing her opinion.)

Twilight: Uh, “fun” is a very strong word.

(The edentate reptile blows heartily on a party favor before the view fades to black.)

“Mystery-Voice”

Written by Kate Leth

(Opening shot: fade to black from the title card, then in to the exterior of the School, thickly blanketed under the ongoing snowfall of a winter’s day. Zoom in slowly.)

Rarity: *(voice over)* Welcome, class.

(Cut to a slow pan through her classroom within. Hearth’s Warming decorations, including a large tree, have been set up at all levels amid the fabrics and clothing-design supplies. The mare in charge addresses Sandbar and his friends, who have gathered in around her and the tree.)

Rarity: *(levitating a rag doll of herself)* Today we’re going to make dolls for Hearth’s Warming Eve.

(Any further remarks are cut off by a whine of feedback from the intercom speaker mounted above the double doors. There follow a couple of muted thumps, as of a microphone on the other end being tapped to test it, then a businesslike female voice.)

Voice 1: Good morning, students and teachers. Due to the snow, Yodeling Club is canceled. Thank you. *(Click of the intercom shutting off.)*

Rarity: Hm. Odd. That didn’t sound like Twilight. Well, as I was saying—

(Her last words are underscored by the speaker shrilling back to life and the start of the next line—a bright, chipper female voice this time. She glares toward the offending appliance.)

Voice 2: Oh, hi, hi! One more thing. Open yovidaphone practice is postponed ’til after holiday break. Ta for now! *(Click; shut off.)*

Rarity: (*acidly*) “Ta,” indeed! Now if that is all...

(When the intercom remains silent for a long moment, she lets her features relax into a placid smile.)

Rarity: Wonderful. (*floating up her doll*) As I was saying, I think you’re going to find this project very—

(Feedback squeal number three causes her to bite her tongue in barely contained rage before a raspy, barking female voice butts in—something like Rainbow in drill-instructor mode. The plaything hits the floor.)

Voice 3: The Fun and Games Society regrets to inform you that today’s outdoor chess event is being re-scheduled! (*softer, like a fading echo*) Scheduled...scheduled. (*Click; shut off.*)

Rarity: (*trying not to blow her top*) As I was saying— (*Feedback; speaker on.*)

Voice 3: (*normal volume*) Have a great day! (*Click; shut off.*)

Rarity: (*snarling, stomping*) That does it! (*trotting toward doors*) Enough interruptions!

(Her magic yanks one door open and slams it shut behind her, hard enough to dislodge the speaker so that it thuds to the floor. Zoom out from this area to frame Gallus and Sandbar trading puzzled looks from their seat, the colt adding a shrug to accentuate his own bewilderment. Cut to Rarity in one corridor; she trots purposefully around a corner and promptly gets a faceful of a flying Rainbow. The collision knocks them both silly for a moment as Fluttershy joins them; all three have wound up in front of a closed door.)

Rarity: What are you two doing here?

Rainbow: I can’t get through a sentence without being cut off! I’m gonna tell those announcers to pipe down!

Fluttershy: I’m gonna ask them politely!

(She softens her demeanor and lifts one wing to expose a small critter curled into a nervous little ball at its base.)

Fluttershy: (*as it hops onto a front hoof*) I’ve been trying to teach my students how to feed a hedgehog...

(And here goes the feedback again, scaring the dickens out of the little guy. A high, piping, slightly scratchy female voice asserts itself now.)

Voice 4: Before I forget—the Jump Rope Jamboree is also canceled.

Fluttershy: ...but *that* keeps happening!

Rainbow: (*menacingly*) Let’s go have a friendly teacher chat with those announcers. On three!

(A panel drops into view to fill the right half of the screen, showing Rarity with her dander well and truly up.)

Rarity: One... *(Another panel fills the left half: Fluttershy hovering and carrying the hedgehog.)*

Fluttershy: ...two... *(A close-up of Rainbow fills the screen.)*

Rainbow: ...three!

(Cut to the other side of the door where they have stopped. As white and sky-blue hooves bash it open, the yellow pegasus huddling fearfully to the floor, the camera zooms out quickly to frame more of this area. Clutter of cabinets, scrolls, files, strings of lights, the odd note taped to the wall—and a patch of orange-tan hide and blond mane framed in the foreground. A lack of comprehension swiftly registers on all three intruders' faces before the camera cuts to an extreme close-up of a microphone on a desk, over which Applejack leans into view.)

Applejack: *(using Voice 4)* Sorry for the inconvenience!

(Zoom out to frame all of her as she straightens up.)

Fluttershy, Rainbow, Rarity: Applejack?!

(Longer shot of the farmer; she sits on a stool before the desk, and she turns to face them with a smile.)

Applejack: *(own voice, waving)* Oh, hey! *(chuckling, climbing down)* What do you think? Twilight said I could do the announcements today. With all the bad news, I thought I'd give 'em some flavor.

Rainbow: Wait. All those voices were yours?

Applejack: *(chuckling)* Sure were. Want to hear another? *(She moves toward the mic, but stops at Rarity's next words.)*

Rarity: Actually, if you don't mind saving them— *(slipping foreleg around Applejack's shoulders)* —I think we have a perfect Hearth's Warming solution for the blizzard outside.

(Applejack's confusion is perfectly mirrored in the glance that Fluttershy and Rainbow direct between themselves. Dissolve to the School's snow-swept courtyard and zoom out slowly as Applejack straightens up into view to point it out. Throughout the following, all words in quotation marks are spoken in a voice different from her normal one.)

Applejack: "This land shall be known as Unicornia," proclaimed Princess Platinum.

(Longer shot: she and quite a lot of students are seated near the base of the central tree in her classroom, and she has been indicating the view through its open doorway as she reads from a book.)

Applejack: "Pegasopolis!" demanded Commander Hurricane.

(Fluttershy/Rainbow/Rarity step/hover in to observe, the first still carrying the hedgehog.)

Applejack: “Dirtville!” suggested Chancellor Puddin’head.

(Her other voices, in order: calm and soothing, loud and gravelly, bright and cheerful. Cut to the trio, now smiling warmly at the success their friend is having with her vocal versatility.)

Applejack: *(from o.s.)* And still the windigos raged outside.

(She shifts into a spooky moan as they trade satisfied nods and Rarity telekinetically lifts a cup of hot cocoa, which leaves a dab of whipped cream on her nose when she takes a sip. Cut to the exterior of the School, night having fallen as the storm continues unabated. Zoom out slowly, the moans continuing, and fade to black.)

“Rarity’s Biggest Fan”

Written by Gillian M. Berrow

(Opening shot: fade to black from the title card, then in to the hot-tub room of the Ponyville Spa. Twilight and Rarity are relaxing in lounge chairs around the perimeter. Both are wearing robes—Rarity using her personal one—and have their manes wrapped up in towels; in addition, Rarity’s face is covered in a beauty treatment and her eyes are hidden behind cucumber slices. Aloe and Lotus are on duty, the latter filing one of the white unicorn’s hooves; zoom in slowly and cut to the two customers as Aloe crosses to Twilight.)

Twilight: I’ll have my usual mane style. Thank you, Aloe.

(The towel is pulled off her head, freeing her mane—forelock and all—to hang straight down the back of her head. Aloe begins to comb it out, holding the instrument in her teeth.)

Rarity: *(disdainfully, behind a cough)* Oh, not again. *(Twilight, irked, floats the cucumbers away and sits up to look her straight on.)*

Twilight: Do you need some water?

Rarity: Oh, I’m fine, darling. *(She sits up; Aloe blow-dries Twilight’s mane.)* But why can’t you try something different for once?

(A quick bit of magic gathers the streaked dark blue strands into a loose topknot.)

Rarity: A chic up-do will simply scream “headmare”!

Twilight: *(undoing it the same way, chuckling dryly)* I’m not sure I want my mane to scream anything. *(to Aloe)* I’ll just have the same as always.

Rarity: *(wearily)* Oh, bother. *(Lotus wipes her face clean.)* Of course you will.

Twilight: What can I say? I know what I like.

(A nearby stack of magazines catches her attention.)

Twilight: *(floating one to Rarity)* But there’s nothing stopping you from trying a new style.

Rarity: I do feel the winds of change rustling my mane.

(The motion has fully exposed the cover photo, a profile close-up of a mare whose voluminous tresses billow behind her. Rarity exerts her field to replace Twilight's and begins to flip pages.)

Rarity: But what to get? *(Lotus moves in for a closer look.)* Hmmmm...

(The magazine snaps shut in time with her deflated little grunt, surprising the pale blue attendant.)

Rarity: *(hopping off chair; the towel falls from her mane)* I need something spectacular!

(As if on cue, the purple tresses begin to stream back from head and rump as if caught in a sustained wind. She notices the effect and is absolutely captivated.)

Rarity: Something moving!

(Cut to the cause—an open window, which Lotus quickly shuts to stop an intruding breeze. With the moving air cut off, Rarity's mane/tail fall limp and all the spark goes right out of her. Across the way, Aloe has started using a hoof-held brush on Twilight's mane.)

Twilight: Princesses Celestia and Luna are the only ones with manes like that. *(Rarity leans in, fully herself again—mane/tail and all.)*

Rarity: Not for long!

(She walks away. Dissolve to a close-up of her reflection in a mirror, seen from the neck up; she is in the ground-floor showroom of the Carousel Boutique. She has shed her robe and is straining mightily to rearrange her mane with horn-power alone. No matter how hard she tries to make this bit or that wave/float/cascade, though, every last hair snaps right back to its elegantly curled state.)

Rarity: Oh, come on, mane, move!

(She does succeed in getting all of it to blow, but only for a moment, and she grimaces to herself as it settles back down. An exasperated little exhalation from the corner of her mouth is needed to pop her forelock's curl back in. On the next line, her image turns away from the mirror and the camera zooms out to frame the real McCoy in front of it.)

Rarity: There must be a secret to it.

(The entire scene pivots 180 degrees around an imaginary vertical line through its center. Now she nods to a just-arrived Starlight Glimmer, who ignites her horn and lets go with a wide-angle beam that fills most of the screen. As it dies out, the view shifts to an extreme close-up of Rarity's face in profile, eyes shrunken to points under the intensity of this onslaught. The little of her mane that can be seen is sticking straight back from her head, and a zoom out

reveals that every last purple strand on her body is in the same shell-shocked condition. Starlight telekinetically wrenches a small portion forward and bends/curves it in an approximation of Rarity's forelock, then offers a dopey little "ta-da" grin.)

(The debacle slides off the left edge of the screen and is replaced by a head-on close-up of the fashionista, mane/tail back to their usual grandeur. A can of hairspray is floated up and liberally applied, upon setting it aside, she dips her head forward and tosses it back so that her mane falls straight behind her neck. However, she is not at all prepared for the spray to set in such a way as to leave the locks standing straight up from her scalp and completely frozen in place.)

(This scene slides up off the top edge of the screen, taking her glower with it, giving way to her serenely smiling face in profile. Her mane streams behind her with all traces of the spray eradicated as a train whistle sounds off.)

Stallion voice: Last stop!

(A hiss of brakes, and her coiffure degenerates into an unkempt, windblown purple mass. Her face falls as she looks around herself, and a new camera angle tells the whole story—she has been riding on a train, with her head stuck under the bottom edge of a lowered shade and through an open window to catch the air. She raises the shade and pulls her head in as the speaker, a conductor, gives her a very funny look.)

Rarity: Oh, poo!

(Cut to outside. The train has arrived at the Ponyville station, and Spike flies toward Rarity as she and other passengers step onto the platform. A magically held brush has allowed her to groom herself properly; he is carrying several rolls of fabric.)

Spike: *(waving, slightly lovestruck)* Oh! Uh, hey, Rarity! I picked up that fabric you asked me to. Anything else you need?

(Her moment of silent, glum contemplation yields to a soft gasp as she notices the loose end of one roll fluttering in the air and the hovering dragon's wings. The brush has been stowed.)

Rarity: *(smiling slyly)* Now that you mention it...

(Dissolve to the closed front door of the Carousel Boutique, seen from outside. As it swings open, the camera zooms in on Rarity, who offers an alluring smile as her mane/tail billow away from her body to one side. A camera shift picks out Twilight at the door, spa accoutrements gone and mane/tail back to their usual businesslike style.)

Twilight: Rarity! I can't believe you figured it out! What's the secret to the spell? *(She trots across and peers closely.)*

Rarity: Actually, there was no spell. All it takes is...

(The luxurious strands abruptly go limp, but pick up where they left off after an impatient little throat-clearing.)

Rarity: ...a big fan!

(Twilight is completely stumped by both this explanation and the upraised white hoof that accompanies its end, until Spike's labored respirations make themselves heard. Zoom out to frame him hovering above the two mares, his wings angled to produce the desired effect.)

Rarity: Thank you, Spikey-wikey. Now come along. We've got things to do and ponies who need to see me.

(She trots tranquilly out the door, Spike flying backwards and in front of her to keep pace and maintain the needed airflow. Twilight allows herself a humoring eye roll and soft giggle before the view fades to black.)

“Ail-icorn”

Written by Kim Beyer-Johnson

(Opening shot: fade to black from the title card, then in to a long shot of the Castle and School of Friendship during the day. The camera zooms in slowly as a chance breeze toys with a few leaves in the placid air and a loud sneeze from Twilight rings out. Cut to a close-up of her, sitting up in bed within her chamber inside—nose/cheeks swollen and flushed, horn severely inflamed, and generally feeling every bit as miserable as she looks. The nightstand is piled with assorted palliatives, but she ignores these in favor of wiping her nose on a hoof and sinking into her pillow. Spike steps up to put a thermometer in her mouth and get an ice bag as the camera zooms out to frame four of her friends at her bedside. The only one missing is Pinkie.)

Spike: I've tried everything!

(He sets the bag just behind the swollen horn, then indicates/holds up various items as he continues.)

Spike: Poultices, soup, a poultice made of soup, but nothing's helping Twilight get better!

(The patient removes the bag and spits the thermometer away, exhibiting a roaring case of nasal congestion when she speaks.)

Twilight: I told you, Spike, it's just a little spring allergy!

(She underscores the point by cranking off a sneeze that comes complete with a blast of errant, glittery magic from her horn. He hastily lifts a soup bowl for protection, dumping the contents all over himself in the process.)

Twilight: In my horn. (*The glimmering particles settle onto the bedspread.*)

Rarity: Strange. I've never had a horn allergy.

Rainbow: Must be an alicorn thing.

Rarity: Oh, pity. The glitter is simply *par excellence*. (*She lifts a few bits; Spike, now clean, observes worriedly.*)

Spike: Uh, I wouldn't do that.

(*A flash, and consternation takes hold in the white unicorn's mind when the hoof touching the stuff sprouts a pair of roller-skate wheels.*)

Spike: Told you.

(*Rarity gets absolutely nowhere trying to shake them off, and biting/pulling proves equally ineffective.*)

Applejack: (*to Fluttershy*) That is the fifth-strangest thing I've ever seen.

Rarity: How do I get it off?

(*Her next attempt informs her that "by stomping" is not the answer, as the wheels cause that hoof to shoot out from underneath so that she crashes spreadeagle to the floor.*)

Rarity: Oh, whoopsie!

(*She voices a woozy sigh as Fluttershy helps her up and Spike climbs off the bed, leaving the soup bowl on the mattress. Another arcane bolt sings through the room in time with Twilight's cough; this time, it catches Fluttershy and teleports her out of the room, leaving Rarity to slam back onto the tiles. The timid pegasus reappears a moment later on the side of the bed opposite the others—now covered with ice and snow and every inch of her tinted in frigid shades of blue except for her eyes. She drops to her haunches.*)

Fluttershy: (*shivering*) So...c-c-c-c-c-cold.

Spike: (*to others*) See? (*Rarity pulls herself up to the mattress's edge.*) We gotta do something to stop Twilight from sneezing magic!

Twilight: Sorry, but there's nothing you *can* do. (*holding up a book*) Everything I've read says this just has to run its cour—

(*She tosses it away and trails off into the windup for a sneeze.*)

Rainbow: TAKE COVER!!

(*Spike follows her advice by crawling under the bed, and Rainbow swoops across to get the half-frozen Fluttershy out of range. The sneeze brings yet another wild blast; Rarity bails out just in time to let a hapless Applejack take it in the face. The spell explodes in a vivid blast of deep pink, which clears to leave the farmer wearing both a faint corona in this color and a healthy crop of sparkles from one end to the other. It also causes her to float off the floor.*)

Applejack: Uh-oh!

(She immediately finds herself being yanked this way and that through the air, yelling in fear the whole time and barely mixing Fluttershy and Rainbow.)

Twilight: Sorry, Applejack.

(Who thinks fast and deploys her trusty lasso; the loop snaps tight around a bedpost, and she gets the free end in her teeth to hold herself more or less in place, head angled toward the floor.)

Rainbow: I'll get you down!

(She zooms over and bites on a length of rope near the anchor point, leaving herself in just the right—or wrong—spot to get a faceful of magic from Twilight's next sneeze. Rainbow unclamps her jaws, shakes her head to clear the motes, and opens her mouth in preparation to give her friend a proper dressing down about hygiene. Instead of words, though, what emerges from her mouth is a sound as of a piece of hydraulic machinery in use. Surprised, she tries again and hears a board being sawn in two; now she claps both front hooves to her mouth in sheer fright. Spike climbs up from under the bed, now wearing the soup bowl on his head, as Rarity crawls across the floor.)

Spike: Uh, what'd she say?

(Rainbow voices a jackhammer, then a siren whistle, then a loudly squawking chicken; she pouts in midair as Fluttershy flies over, still iced up but no longer shivering.)

Fluttershy: I don't know. Not even I speak "sound effect."

(Rarity, meanwhile, has pulled herself upright against the bookcase near the closed doors; she bangs her wheeled hoof against its upper surface.)

Rarity: This is ridiculous! *(stomping)* We simply must find a cure!

(And down she goes again, forgetting about her lack of traction.)

Pinkie: *(from corridor, muffled by doors)* Never fear... *(They are bucked open; zoom in quickly on her.)* ...Pinkie Pie is here! *(fishing around behind herself)* Special delivery from Zecora!

(On the end of this, cut to a close-up of a small bottle as she holds it aloft on one hoof; it bears a label with Zecora's grinning visage, and a tag hangs from the stopper. An incensed Rainbow lets go with a barrage of drill, cuckoo clock, yowling cat, and slow-motion sounds while reeling Applejack in from the upper reaches of the bedchamber. Rarity crawls to the bed and drags herself halfway up.)

Pinkie: That's what I said. (*Hop to the bedside.*) Anyhoo, Zecora promised this potion will cure Twilight.

(The infirm mare's aura seizes and uncorks the bottle, and she wastes no time in guzzling every drop, emitting a small hiccup after it is all down the hatch. Within seconds, every trace of the allergy has been relieved and the effects of her spells gone wild are being undone. Applejack's levitation wears off, dropping her headfirst to the ground, Fluttershy thaws out in a blink, and Rainbow regains her voice.)

Rainbow: (*laughing*) Aw, yeah!

(Fluttershy helps Applejack up as the camera pans away from these three to stop on Pinkie/Rarity/Spike. The wheels vanish from the designer's stricken hoof to restore its immaculate appearance. Cut to Twilight, her voice back to normal.)

Twilight: It worked! (*Zoom out to frame all seven on the next word.*)

Pinkie: Except...

(Twilight has just enough time to scrunch her face up in surprise before a flash of white engulfs her. What it leaves behind is a Princess reverted to infancy, who plops onto the bed from a few inches up.)

Pinkie: ...there may be some teensy-eensy side effects.

(As the new-again baby starts crying up a storm, Rarity hurriedly levitates her into the arms of a justly surprised Spike. The five grown mares back away from the bed with varying degrees of speed and urgency, leaving the assistant-turned-babysitter to fend for himself and scared out of his wits. Fade to black.)

"Teacher of the Month"

Written by Katherine Chilson

(Opening shot: fade to black from the title card, then in to an extreme close-up of a patch of bare stone wall. Fluttershy reaches into view to hang up a framed photograph that shows her in a badly discombobulated frame of mind. As she gets it just so, the camera cuts to a longer shot of her, hovering above the fireplace in the teachers' lounge of the School as first seen in "Non-Compete Clause." The nine identically dazed images commemorating her previous Teacher of the Month awards are still on display, a tenth hangs off the edge of the School crest, and the one she is hanging up completes a triangle of six more. Applejack steps into view.)

Applejack: Hey, Fluttershy! Congrats on being Teacher of the Month... (*a bit sourly*) ...again. What is this, number fifteen?

Fluttershy: (*bashfully*) Oh, um, sixteen, actually. (*Giggle; Rainbow flies up to her.*)

Rainbow: What's your secret? Say some other pony wanted to be Teacher of the Month. What should she do?

Fluttershy: *(landing in front of Applejack)* Well, um, I'm not exactly sure.

(Daytime sky can now be seen through the lounge windows. Rainbow touches down and leans in expectantly, as does Applejack. Zoom in slowly on the trio as Fluttershy begins to think; the screen flashes white and clears to frame her classroom, filled with students talking animatedly among themselves as they construct birdhouses. She trots to the front.)

Fluttershy: All right, class. Time to tidy up. *(Every young face falls.)*

Students: Awww... *(Fluttershy thinks fast, then brightens hers.)*

Fluttershy: I mean...it's time for a cleanup dance party!

(She gestures to one side; pan quickly in that direction and stop on her rabbit Angel, who smugly kicks a nearby crank-operated phonograph to drop its needle onto the turntable. He pulls out a pair of sunglasses, dons them, and begins to groove to the light, cheery swing melody filling the room. Roving beams and spots of light play across walls and floor, instantly reviving the group's spirits.)

Students: Yay!

(They dance and laugh, the camera zooming in on Fluttershy. She beams as students get to the task of putting the place back in order, but a camera flash from o.s. throws her into a sudden tizzy. The glare clears to frame a close-up of one of her award pictures in the present; from here, dissolve to her classroom at a different moment in the past. The students are present and accounted for, and the floor is clear.)

Fluttershy: Today, we're going to learn about... *(sternly)* ...responsibility.

(They groan at this pronouncement.)

Fluttershy: *(brightly, descending among them, holding three young rabbits)* By taking care of baby animals!

(Several of them from a range of species fly/scamper/lope toward the group, bringing them out of the doldrums in a heartbeat.)

Students: Yay!

(The teacher hugs her long-eared charges, but a camera flash scatters them and leaves her momentarily stunned. It clears to frame another of her pictures in the present. From here, dissolve to a heavy downpour soaking one of the School's rooftops, seen from just inside a window; Fluttershy steps up and regards the scene gloomily.)

Fluttershy: Sorry, everyone. *(She turns away from it.)* Looks like we have to cancel our field trip because of the weather.

(The camera shifts to frame her addressing the students in her classroom; their reaction is about as unhappy as can be expected.)

Students: Awww...

(Gallus flops forward onto his face, letting his tongue hang exaggeratedly from the corner of his mouth, as Fluttershy trots off to one side. He perks up at the sight of three flat, brightly colored boxes being dropped one by one to form a stack inches from his face; a moment later, Fluttershy is flying to the front of the room and carrying a fourth. Gallus sits up, his eyes and those of all the other learners turning confusedly in her direction. When the camera cuts to her, she has perked up greatly and is hovering before them with a copy of Dragon Pit—the game Starlight Glimmer and Sunburst enjoyed as foals, as seen in “Uncommon Bond”—nestled in her hooves.)

Fluttershy: We'll just have to stay here and play games instead!

Students: *(from o.s., raising varied appendages)* Yaaaay!

(Silverstream hoists a camera and snaps; its flash fills the screen and gives way to a close-up of one more picture of the freaked-out Fluttershy hanging up over the lounge fireplace. A tilt down picks it out as the topmost and newest one, and the camera zooms out in the same motion to frame her, Applejack, and a hovering Rainbow.)

Applejack: *(to Fluttershy)* Wow. You really *are* a great teacher!

Rainbow: *(excitedly, pulling Applejack closer)* Soooo...teach us! How can we get our picture on that wall?

(The yellow pegasus begins to mull this over very carefully. Dissolve to a close-up of the phonograph, now sitting on a different table. A blue hoof snakes into view to set the needle in the groove and start it playing the same tune as for the “cleanup dance party.” Several small critters, including a sunglasses-free Angel, bob heads to the beat from their spot in a basket on the floor. Cut to a stack of boxed board games, then to the upper reaches of the School’s gym—now festooned with balloons and assorted party decorations. Silverstream swoops down on the next line, the camera following her descent to frame Applejack, Rainbow, and the students gathered in this area. Tables have been set up with snacks and drinks.)

Applejack: Welcome to the first annual Student Appreciation School Party!

Rainbow: *(foreleg around Applejack’s shoulders, pulling her close)* Set up and hosted by us!

Students: YAAAAAY!!

Fluttershy: *(trotting up to the pair)* I definitely think they should be Teachers of the Month, don’t you?

(Murmurs of agreement ripple through the attendees as they disperse to partake of the varied entertainments.)

Applejack: Thanks for your help, Fluttershy. We woulda never thought of this without you.
(*Fluttershy blushes slightly.*)

Smolder: (now o.s.) Wait.

(*The music stops with a screech of the needle being yanked off the record, and the young dragon rises into a hover.*)

Smolder: This was Fluttershy's idea? (Next two lines overlap, both very sheepish.)

Applejack: Uh...yep.

Rainbow: (*scratching back of head*) Well...

(*Pan quickly from them to a close-up of one suddenly nervous "mastermind," who nevertheless works up to a smile as the students crowd around her to voice their appreciation. A camera flash fills the screen and clears to show a new photo going up on the wall—the same brain-locked expression as the other sixteen, but with bits and pieces of the youths' images packed in around the edges. Fluttershy adjusts it and offers a smile and shrug toward ground level—"eh, what are you gonna do?"—and Applejack and Rainbow, on the receiving end, chuckle weakly to themselves over having inadvertently bowled themselves out. Fade to black.*)

"Starlight the Hypnotist"

Written by Gillian M. Berrow

(*Opening shot: fade to black from the title card, then in to Starlight's office within the School. Daytime sky can be seen through the window. She is seated on the couch facing her desk and making repairs to a cupcake-shaped kite held in her magic. As she reattaches a broken bit of the frame, a knock at the closed doors snaps her out of the zone. Blue eyes glance curiously across the room; cut to an extremely preoccupied Twilight standing just outside in the corridor. Getting no immediate response, she turns to leave—and then the doors swing open under Starlight's control.*)

Starlight: Oh! Hey, Twilight. Did you knock?

(*The Princess peeks into the office with one of her shakiest grins to date.*)

Twilight: No? I mean, yes? I mean, am I interrupting something? I'll come back later. (*She turns to depart...*)

Starlight: (*standing on couch*) Uh, no, stay!

(*...then turns back and enters, her aura flicking a couple of scrolls off a shelf. Starlight hops down and crosses to her desk, floating the kite alongside.*)

Starlight: I was just fixing Pinkie Pie's kite. (Now behind it, she notes Twilight's rattled demeanor.) Uh, is everything okay?

(One violet hoof spins a globe in the corner, followed by a nearly unhinged giggle from the mare attached to it.)

Twilight: Well, since you asked, there is a little tiny something bothering me. *(She steps to the couch with a big fake grin.)*

Starlight: *(laughing, sitting in desk chair)* Oh! Then you've come to the right counselor. *(Twilight sits facing her.)*

Twilight: Oh, wow. This is actually kind of embarrassing, but...

Starlight: *(encouragingly)* But...?

Twilight: *(hesitantly)* The thing is, I'm terrified of... *(suddenly scared, shivering; zoom in slowly)* ...of...

(Dissolve to a corridor within the School; she approaches a group of students who are looking over the notices posted on a bulletin board. A glance in Yona's direction contorts her features into a spasm of purest fear, the camera zooming in quickly as she hitches in a breath. The view then shifts to the smiling yak, and a zoom in picks out a ladybug that has come to rest on the tip of her nose. The spotted critter waves cheerfully at the headmare, who snaps to with a panicked yell and beats wings to get shut of the area, stirring up a tornado of loose papers in the bargain.)

(Wipe to her at a table, sitting across from Gallus and Smolder for a meal—either breakfast or dinner, based on the half-lit sky beyond the window. As Twilight eats a spoonful from her bowl and the two students eye theirs with clear displeasure, a ladybug flutters down to land in the middle of the table. At the sight of it, she lets her spoon clatter down and comes within a beat of choking on her food; she lifts off with a scream and very nearly tips the table onto Gallus and Smolder. She winds up a shivering, bug-eyed ball of nerves clinging to one of the rafters.)

(Wipe to Silverstream looking over the bookshelves arrayed on the second floor of the library. She smiles at the approach of Twilight and takes the book held out in the latter's field—with a ladybug scurrying up the spine. Twilight's particular brand of entomophobia gets the better of her once again, in the form of a screaming, hyperventilating, stumbling leap/flight from the balcony railing.)

(Dissolve to Twilight and a most puzzled Starlight in the present.)

Starlight: Ladybugs? Like the cute little red beetle things with black spots?

Twilight: When I was a filly, a swarm of 'em got into our house. Shining Armor told me that their spots were extra eyes— *(She pulls her lower eyelids down for effect.)* —watching wherever you go. *(cringing)* So creepy!

(She finishes with a whimper, huddling down and wrapping her wings around herself for a moment.)

Twilight: Ever since Fluttershy assigned the students that ladybug care project, they're everywhere!

(Starlight just smiles and levitates a book off her desk; cut to Twilight's perspective as it settles into her grip. The cover depicts a bespectacled mare staring intently at a filly; both pairs of eyes are filled with mesmeric spirals.)

Twilight: What's this? *(reading cover)* *Magical Hypnosis for Phobias: A Beginner's Guide.*
(Both again.)

Starlight: Mmm-hmm! I've been studying the techniques. Want to give it a shot?

(After a brief, uncertain glance down at the tome, Twilight sets it aside and offers a resolute nod.)

Starlight: *(gasping excitedly)* Okay! All you have to do is keep your eyes on the star.

(She materializes a star-shaped pendant on the end of a pocket watch chain as she says this; on the end of the line, cut to Twilight, whose eyes begin to follow it as it is swung gently back and forth.)

Starlight: *(from o.s., soothingly)* You should begin to feel sleepy any moment. *(The lids droop slowly; the next sentence develops a slight echo.)* Just listen to the sound of my voice.

(Now the eyes are shut; cut to frame both. The office doors are now closed.)

Starlight: Instead of being afraid when you see a ladybug, you will now—

(The doors burst open and Pinkie slides in on her hocks, spooking Starlight into letting the pendant drop from her field's grip.)

Pinkie: KITE-FLYING TIME!! WOO-HOO!!

Twilight: *(dreamily)* Ladybug. Kite-flying time. *(slowly pumping a hoof)* Woo-hoo.

(Neither she nor Pinkie notices that Starlight's face has frozen in a horrified grimace. Twilight comes to, voicing a woozy little moan, and looks dazedly about herself as Starlight claps a hoof to her own face with a disgusted groan. From here, dissolve to the three mares flying kites on the School grounds; Twilight's is shaped like a ladybug, Pinkie is using the repaired cupcake model, and Starlight has sent up a rig shaped as one of the four-pointed stars in her cutie mark. Pinkie has the end of her line tied to her forelock, while the other two are using levitated spools. A close-up of the kites shows Twilight's rising rapidly above the others; it soon vanishes into a bank of clouds, followed by her half-crazed, taunting whoop from ground level.)

Twilight: *(from o.s.)* Can't see me now, huh?

(Back to the three, Starlight's face broadcasting a single terrified thought: "What have I done?")

Twilight: What's wrong? Got clouds in your eyespots? *(Demented laugh.)*

Pinkie: *(to Starlight)* Wow! Twilight *really* likes her new kite. But why does she keep yelling at it to stop looking at her?

(The would-be hypnotist moans wearily to herself, and the view fades to black.)

“Sundae Sundae Sundae”

Written by Gillian M. Berrow

(Opening shot: fade to black from the title card, then in to a close-up of the sun hanging bright and yellow in a clear daytime sky. Zoom out and tilt down quickly to ground level, where a tent has been set up next to Sugarcube Corner. A small stage protrudes from the front, while a curtain blocks the passing ponies from getting a peek at the interior; a party cannon has been parked off to either side on the turf. The tent sports an ice cream pattern, and the motif is repeated in the bunches of balloons anchored to the roof and the surrounding fence. Pinkie stands at center stage, Mr. and Mrs. Cake to either side; the pink mare has piled her mane high on her head and donned a blue-striped paper cap with the top cut away to accommodate it. Atop this lot is a headdress styled as a giant ice cream sundae. She addresses the passersby—many of whom are wearing sunglasses and broad hats to ward off the rays—through a megaphone.)

Pinkie: *(amplified)* Step right up, everypony, to the coolest attraction in all of Equestria!

(One giggle later, she spots a couple ambling by and zips over to them, megaphone gone and all accessories shed except for a pair of shades propped on her forehead.)

Pinkie: *(pulling them over eyes)* And I mean *cool!*

(She darts away, prompting an excited murmur; cut to a unicorn wearily propping herself on the closed lower half of a door and seeking relief with a levitated fan. Here comes Pinkie, sunglasses ditched and sporting a coat, knit cap, and mittens as if a blizzard might strike at any moment.)

Pinkie: This show is colder than a snow sandwich in Yakyakistan!

(This news brings a smile to the listener’s face as she races away, and a second one pokes his head out eagerly. Back to the stage; Pinkie has put her mane up and traded the winter gear for her paper cap and sundae rig, and a crowd is starting to gather.)

Pinkie: *(twitching curtain open slightly)* What icy treasures await you ponies behind this very curtain?

(The camera shifts to stage level, pointing out into the crowd, and she pops up among them. Now she has let her mane down and traded her ice cream duds for a blue/white necktie and a gray fedora with a press card tucked into the band, and is holding a notepad and pencil.)

Pinkie: Oh! I’m glad you asked, ’cause I’ve got the scoop!

(Away she goes; an instant later, one hoof thumps down on the planks, accompanied by the end of a vertical pole. A head-on view frames her standing on her hind legs and holding a giant ice cream scoop, her mane up and decorated with the paper hat and headdress. The reporter trappings have been disposed of.)

Pinkie: A big one! Presenting the one, the only... *(twirling scoop, planting it upright)*
...Sugarcube Corner Ice Cream Museum!

(The party cannons to either side of the stage let off a double blast of confetti and streamers, the crowd voices its energetic approval—but a distinct note of worry plays across Mrs. Cake's face as she shades her eyes for a glance at the relentless sun and begins to sweat. Her husband is also ill at ease.)

Mrs. Cake: Uh... *(Clear throat.)* ...uh, Pinkie Pie, uh—

Pinkie: *(to crowd, ignoring her; scoop gone)* The Sugarcube Corner Ice Cream Museum is the only place where you can learn about the history of ice cream *and* admire whatever flavor you favor! *(Giggle.)* Come on, everypony!

(Now she makes her way at high speed from one knot of spectators to another in turn. First up is Pinkie's sister Maud, accompanied by her boyfriend Mudbriar.)

Pinkie: Revere the rocky road! *(Maud smiles; she moves to Lyra Heartstrings.)* Commend the cookie dough! *(To a mare at the fence.)* Marvel at the mint chip! *(To Lily and another mare.)* And don't forget to take a dip in the rainbow sprinkle pool. *(enraptured, sinking out of sight)* It's so beautiful.

(Up onstage, Mr. Cake opens the curtain just long enough for a split-second peek beyond, then directs a terse "no go" grunt and head shake across the way to his spouse.)

Mrs. Cake: Pinkie Pie, dear, the ice cream is going to— *(Pinkie whips across and throws a foreleg over her shoulders.)*

Pinkie: —be delicious! *(jumping to center stage, throwing salvos of spoons into the crowd)*
That's right, Mrs. Cake, because there's tasting spoons for everypony! *You* get a spoon, and *you* get a spoon, and *you* get a spoon, and *you* get a spoon!

(Cut to the flying utensils on the end of this, several being caught in hoof and horn-power, then to the ponies holding them and talking up a storm at the prospect of finding some sweet relief from the high temperatures.)

Pinkie: *(cupping hoof to ear)* What could top that, you ask? *(Pause.)* Go on. *(Cut to them; she points and continues o.s.)* You ask.

Mare: *(nervously)* Uh...what could—what could top— *(Pinkie leans into view toward her, prompting a gasp.)*

Pinkie: TOPPINGS!! (*tossing various yummy bits everywhere*) Jimmies, gummies, crumbles, jumbles, sprinkles, pickles—

(The camera shifts to the onlookers and back during this line, the ponies catching samples in their mouths—except for one stallion who winds up with pickle slices covering his eyes.)

Pinkie: (*gasping, dropping to haunches*) —and that’s just the first row!

Mrs. Cake: Well! Why don’t we go inside and see?

(Instead of heeding this suggestion, Pinkie gasps and zips out to address Cranky Doodle Donkey, holding a standard-sized ice cream scoop out to him as if it were a microphone. He is present with his wife Matilda and wearing a match for the dark toupee he sported when he first came to Ponyville.)

Pinkie: Tell me, Cranky, what flavor of ice cream are *you* most excited about?

Cranky: Vanilla.

Pinkie: (*tossing scoop aside, pulling him close*) Well, you’re in luck, because this museum’s got that too!

(She pushes him back on the end of this, then slides across the stage on her hocks.)

Pinkie: (*rising to hind legs*) Now who’s ready to chill out with me?

(Hooves wave wildly skyward, accompanied by a tumult of happy cries.)

Pinkie: Welcome to...

(Each half of the Cake couple shudders/criinges/perspires in turn...the curtains are pulled fully open, flooding the screen with light...and the view clears to frame a head-on view of the crowd, every member of which gasps in complete shock. The camera cuts to the now-exposed interior of the tent, appointed with tables and tubs of ice cream treats that have all melted into puddles of sugary sludge under the themed balloons and decorations—the problem Mrs. Cake was trying to bring to Pinkie’s attention.)

Pinkie: ...the Sugarcube Corner Ice Cream... (*noticing the mess, deflating with a choked gasp*)
...Soup Museum?

(The dribbles of goop oozing off the serving dishes and over the edges of bowls and tubs testify to the accuracy of her new assessment.)

Cranky: Good. I can’t stand eating cold things.

(A though clatters through the mind under the magenta mane, and a pink hoof is thrust into one particularly large tub so Pinkie can have a lick—which in turn surprises her enough to shove the whole hoof into her mouth.)

Pinkie: Mmmm!

(She laughs greedily around the appendage, pulls it free, and proceeds to leap squarely into the tub.)

Pinkie: Melted is my new favorite flavor!

(Laughter ripples through the crowd as ponies start to move closer, ready to sample this unorthodox method for serving ice cream. The screen blacks out as if a bucket of hot fudge were being poured over the camera lens from above.)

MY LITTLE PONY: RAINBOW ROADTRIP

Written by Kim Beyer-Johnson

Produced by Peter Lewis

Story editing by Nicole Dubuc

Directed by Gillian Comerford

Transcribed by Alan Back (ajback@yahoo.com)

Note: In this transcript, I have chosen to refer to the characters of Petunia Petals and Sunny Skies by their full names, in order to avoid any confusion with previously introduced characters.

OPENING SEQUENCE

Peppy synthesizer/drum melody with acoustic guitar, fast 4 (D major)
Vocals by Shylo Sharity

(Opening shot: snap to a long shot of Rainbow Dash's cloud house during the day. Zoom in slowly as a glowing envelope sealed with a rainbow-striped ribbon floats toward it on the breeze, then cut to the bedroom. It drifts onto a table, the aura fading out, and the occupant eagerly nips it in her teeth and shoots toward the ceiling.)

Sharity: I got your message, the sun is shining
(Tilt up quickly to the sun; she pops up, opening the envelope, and her five friends emerge behind her in a formation similar to a peacock's tail. The sky tints itself in radiating stripes of their respective coat colors, but with blue instead of white for Rarity.)

And the open road is calling our names

(The five rocket away in a burst of cloud, which clears to frame Rarity's upper-story workroom and living quarters in the Carousel Boutique. She quickly levitates several items—including her cat Opalescence—into a small traveling bag and kicks the cover shut on the fluffy tail.)

My bag is packed, so are you ready?

(A rain of apples marks a shift to Applejack standing outside the main barn of Sweet Apple Acres, saddlebags slung up to receive a few fruits as she drops them in. She bounds away, ahead of a smear of rainbow that moves the action to the interior of Fluttershy's cottage. She lifts off with the handle of a small valise in her teeth, scattering the animals nestling on and around her.)

'Cause to lose this day would be a shame

Acoustic guitar out; electric guitar, bass in

(Another multicolored swoosh, and now Pinkie Pie is stumping a suitcase shut within Sugarcube Corner as her alligator Gummy looks on. Once she has it just so, she takes a moment to sing into a microphone on the end of a cord hanging out the side, then bites down on the strap and hops away.)

Sharity: There's a rainbow waiting, a song is playing
(A flash of pink/magenta stripes brings up Twilight Sparkle within her bedchamber in the Castle of Friendship. As Spike watches, she magically shifts masses of books, scrolls, and loose notes into the saddlebags she wears and a second pair standing ready on the floor. Both take flight, the little dragon hauling the extra set and expending considerably more effort than his boss.)

And I can't wait to hit the road with you
(One paper whisks past the camera, wiping the view to these five mares on the move through a grassy tract, Rarity hauling her luggage with magic instead of her back muscles. Zoom in on the bright sun overhead, against which Rainbow flies into view.)

There's a rainbow waiting
(Donning a pair of black sunglasses, she uses her teeth to retrieve a packed bag by its strap from a nearby cloud, She then zooms off, filling the screen with a contrail that subsides to present the title card.)

And we got rainbow road-tripping to do

Song ends

(Snap to black.)

Act One

(Opening shot: snap to a long shot of Ponyville, zooming in slowly as a few ponies and critters enjoy the peaceful day, then cut to a slow pan through the considerably busier town square. Pinkie pops up in the fore; she is not carrying any luggage, and the same will be true of the others when seen next, unless otherwise noted.)

Pinkie: *(singsong)* Road trip! *(thoughtfully, as all stop and stare)* Okay, not technically a road trip because we're taking *that*.

(The camera pivots quickly away from her and stops on "that"—the hot-air balloon that has carried the gang hither and yon so many times, moored on a small platform. Zoom out to frame the outskirts of Ponyville as she takes one hop toward it along the road and hunches down as for the start of a race.)

Pinkie: Mmm-hmm.

(Tongue and hooves get no farther due to the high-speed arrival of Rainbow, which turns her into a whirling blur. The pegasus is not wearing her shades.)

Pinkie: Whoa! *(She comes to a dizzy stop on her haunches.)*

Rainbow: Beat you to the balloon! *(Pinkie recovers and resumes her stance.)*

Pinkie: Nope! I'm gonna beat you!

(She is off like a shot, but Rainbow throws her wings into gear and quickly catches up as she hums and hops merrily along.)

Rainbow: Ha-ha! *(A burst of acceleration carries her ahead.)*

Pinkie: Whoa!

(So she too hits the gas. Cut to a long overhead shot of the road leading through the meadows that border the town. Pink and rainbow streaks mark the racers' less-than-direct progress toward their goal, accompanied by varied grunts and yells. At ground level, Rainbow finds Pinkie pulling up even with her.)

Pinkie: *(bumping her flank)* I'm gonna beat you!

Rainbow: *(doing likewise)* No, I'm gonna— *(Her boast turns into a gasp when both glance ahead.)*

Pinkie: Eep!

(The camera swivels quickly to stop on the balloon's basket, with Applejack, Fluttershy, and Rarity already aboard.)

Applejack: *(winking, tipping hat)* Howdy.

(Fluttershy waves and giggles softly as Rarity tosses her mane. The surprise throws both Pinkie and Rainbow so far off their game that their race degenerates into an out-of-control, shouting tumble of two equine bodies. After several dozen yards, they break apart and slide to an undignified stop on their bellies. Rainbow is first to pry herself loose, popping into a hover as Pinkie rises to her haunches.)

Rainbow: *(sullenly)* Okay, I was fourth.

Pinkie: Yeah? Well, I was fifth. *(Giggling, she hops toward the balloon.)*

Rainbow: *(flying after her)* That's not even—

Pinkie: Ha-ha! Yeah!

Rainbow: But I beat you!

Applejack: Y'all are both still late! *(opening door in side of basket)* We gotta shove off soon or we'll miss the tailwind. *(Pinkie jumps in.)*

Fluttershy: Don't worry. *(Applejack shuts the door; Rainbow flies o.s.)* We wouldn't have left without you.

Rarity: Well, that goes without saying, darling. *(gesturing upward)* After all, Rainbow Dash is the guest of honor at the Rainbow Festival.

(Tilt up to the daredevil hovering overhead on the end of this. She does a circuit around the craft at ludicrous speed and strikes a pose.)

Rainbow: Ha-ha!

Fluttershy: Has anypony seen Twilight? It's not like her to be late for an adventure.

Twilight: *(from o.s.)* I'm coming, I'm coming!

(She trots over the last rise as fast as a pair of overstuffed saddlebags will let her, pages fluttering away in her wake. Spike flies after her, sweating profusely and slowed down even more by the backup pair he is struggling to keep out of the dirt.)

Twilight: Sorry. *(levitating a quill down to a page on the ground)* I just had to pack up a few books and papers to grade.

Spike: *(with effort, dumping bags onto platform)* And by “few,” she means “slightly less than I’m able to lift”! *(He touches down with a grunt; cut to Rainbow.)*

Rainbow: Wait. You’re bringing work to a festival?

Pinkie: *(from o.s.)* Yeah! *(Tilt down to her and Fluttershy.)* It’s supposed to be a nonstop fun-o-rama party!

(She sweeps the yellow mare into an overenthusiastic hug on this line. Cut to a close-up of Twilight’s quill, dancing across the fallen paper and leaving a trail of red marks to the tune of the o.s. others’ varied comments. As Twilight speaks, Spike pulls the page away and the camera zooms out to frame both; he stows it in the backup bags.)

Twilight: Grading papers *is* fun. It’s relaxing and rewarding and—

Applejack: —too much to talk about right now.

(She clamps her jaws around the handle of a dangling pull-cord to ignite the balloon’s burner, and the rig starts to rise slowly as Spike strains mightily to heave his bags up and into the basket. He flops back to the platform with a groan once the job is done, and Twilight flies up and in.)

Applejack: Let ’er loose, Spike!

Twilight: Keep an eye on things for me, and feel free to file those class assignments while I’m gone!

Spike: *(saluting)* It’s my top priority! *(He undoes the mooring rope and waves up to them.)* Uh, have fun, everypony!

(Twilight and Pinkie return the wave, but the general mood shifts to one of bewilderment as the balloon’s rate of ascent slows from “poky” to “infinitesimal.”)

Fluttershy: Um...why aren’t we going anywhere?

(Pinkie gasps softly under these words, and a longer shot of the platform reveals that they have stalled out only a couple of yards up.)

Applejack: Hmm...the basket’s too heavy. *(Rainbow circles to focus on...)*

Rainbow: Rarity? *(Twilight and Applejack follow suit.)*

Rarity: *(indignantly)* How dare you! *(She floats up a single small bag.)* I brought the itsy-est valise.

Applejack: Sorry to do this, Twilight, but...

(Teeth dig into the strap of the bags Spike tossed in and lob them for distance over the side.)

Twilight: My papers!

(They describe a long arc through the air...Spike raises his arms, ready for a masterful catch...and the weight knocks him onto his back in a spray of loose papers and brings up a pained groan. The jettisoning allows the balloon to rise.)

Applejack: They'll keep 'til we get back.

(Small comfort for Twilight, who slumps against the rail with a dejected moan. Spike, now standing, plucks a free sheet out of the air as Rainbow settles into the basket. Assorted waves are directed down toward him.)

Rainbow: Miss us!

Pinkie: Bye-bye!

Twilight: Keep an eye on things!

Spike: *(waving)* See you! And remember, whatever happens at the Rainbow Festival, I want to hear all about it when you get back!

(The mares call down a final round of farewells, and soon they are drifting over Ponyville and away into the outlying lands. Cut to Fluttershy, who gets a visitor in the form of a cheeping little bird that settles on an extended hoof, then zoom out to frame several more perched on the head/shoulders of a much less amused Twilight. The Princess blows upward to dislodge a couple from her mane, but they plant themselves right back where they were as she offers a weak little grin. Across the way, a wind gust blows a snoozing Applejack's hat off, but Pinkie leans just a bit too far over the rail to save it. Rarity seizes the pink midsection to reel her back in, and Applejack snaps awake and yanks both of them to safety. The hat slips out of Pinkie's grasp, but loops its way back into the basket. As the balloon cruises over a river, Rainbow amuses herself by diving toward it and pulling up just short of splashing into the water.)

(Dissolve to a bird flapping lazily pas the sun and tilt down to Applejack, Fluttershy, Pinkie, and Rarity, the last of whom takes a few moments to file a hoof with a field-held emery board. The bird that had rested on Fluttershy's hoof is gone, and Applejack has her hat on again.)

Rarity: *(sending it away, standing up)* Did somepony mention something about a spa in...where is it we're going again? *(Zoom out slightly; Rainbow pops into a hover next to them.)*

Rainbow: Hope Hollow—or, as I like to call it... *(She zips away to hover just off the side, adding a twirl. The birds annoying Twilight have left.)* ...Rainbow Dash Fan Central.

Applejack: *(groaning)* You're gonna be like this the whole trip, ain't you? *(Rainbow zooms back into the basket.)*

Rainbow: *(nudging Applejack)* You know it! *(picking up the envelope she received in the opening)* I mean, look at this letter. *(Twilight floats it away.)* They love me there!

(Another touch of magic extracts the letter and discards the envelope.)

Twilight: *(reading)* “Dear Rainbow Dash: Thank you for agreeing to be our guest at this year’s famous Hope Hollow Rainbow Festival. The many members of your fan club…”

(The recipient circles down to nudge Applejack and clear her throat, eliciting another fed-up groan.)

Twilight: “...are looking forward to your visit. You and your friends will be staying at our famous luxury Rainbow Resort and Spa, where your every whim will be catered to.” *(Cut to Rarity.)*

Rarity: Oh, I accept that challenge. I have *so* many whims.

Fluttershy: *(from o.s.)* Oh, look! *(She and Applejack are now skimming the letter as well.)* There’s a famous butterfly garden too!

(Close-up of the page on the end of this; she points out attached photos of a single butterfly and a flock of them in flight.)

Twilight: Hmm...you know, it’s strange that we never heard of this festival before, especially since everything in the town is so well-known. *(Rainbow drops out of a hover for a closer look.)*

Rainbow: *(reading)* “At this year’s Festival, you can eat treats at the traditional rainbow bakery booth, sing your favorite rainbow-themed songs at the karaoke competition...”

(Her perspective on the second half of this; Pinkie rises slowly into view, showing off a shiny-eyed ear-to-ear grin.)

Pinkie: Bakery and karaoke? It’s like they’ve seen into my soul! *(She hops away; Applejack takes over.)*

Applejack: *(reading)* “...and try our famous rainbow trout catch-and-release activity.” Huh. Now that sounds right up my river.

Pinkie: Plus, we get to watch the Mayor give Rainbow Dash an award! *(She whips out her party cannon.)* I call dibs on the cheering section!

(Squealing with glee, she fires off the artillery piece to fill the sky and the screen with confetti. It takes some seconds for the air to clear, during which time Rainbow lands in the basket next to Rarity.)

Rarity: *(brushing herself off)* An award for what, exactly?

Rainbow: *(with an “I don’t know” grunt/shrug)* Showing up? General coolness? *(Chuckle.)* All of the above? *(Twilight has stowed the letter.)*

Twilight: Well, we’re so glad you invited us along.

Pinkie: Yeah! It’s gonna be one long party! Which starts... *(Pause.)* ...now!

(She blurs across to the other and gathers in Applejack and Fluttershy, and the other three join them.)

To the tune of “99 Bottles of Beer” (B major)

(All begin to sway in time.)

Pinkie: A hundred bottles of pop on the wall, a hundred bottles of pop
(They float along, tracing the course of a river over a waterfall. The hour is now close to sunset.)

All six: Take one down, pass it around, ninety-nine bottles of pop on the wall
Ninety-nine bottles of pop on the wall, ninety-nine bottles of pop

(Dissolve to Twilight reading and Applejack/Rarity napping, the unicorn using a sleep mask to shade her eyes. Pinkie hops around, energetic as ever despite the later nighttime hour.)

Pinkie: Two bottles of pop on the wall, two bottles of pop
(Twilight glowers at her; she wakes up a snoozing Fluttershy and Rainbow with her next line.)

Take it down, pass it around, one bottle of pop on the wall
(Zoom out quickly to a long shot of the balloon.)

Pinkie: And-a one more time! *(Back to her.)*

A hundred bottles of pop on the wall

(She trails off into mumbled gibberish as Rainbow claps a hoof to her mouth.)

Song ends

Pinkie: *(innocently)* Six times too many?

Rainbow: Ugh. Shouldn't we be there by now? *(Applejack is now awake and sitting on her haunches.)*

Applejack: Huh. I thought so too. *(standing, pointing)* Maybe we shoulda turned left at that last cloud 'stead of right.

Fluttershy: Oh, it's getting darker by the minute.

Rarity: *(freaking out)* I can't see anything!

(She has neglected to remove her sleep mask, but an irked Applejack remedies that problem in short order.)

Rarity: Oh. *(Pinkie pops up in the fore, irises/pupils greatly dilated.)*

Pinkie: I spy with my little eye... *(Blink; lean closer to camera.)* ...a rainbow!

(Cut to a hovering, sour-faced Rainbow.)

Rainbow: Great. We're playing that game now?

Pinkie: *(from o.s.)* No! *(Overhead shot of all six; she points off to one side.)* I really do spy a rainbow!

(A longer shot proves her veracity, in the form of a vibrant spectrum that juts up from the cloud cover. Awed murmurs drift up from the six riders as the winds carry them toward it.)

Twilight: Wow! That's the biggest rainbow I've ever seen!

Rarity: (*panicked*) And we're headed right for it!

(They are now close enough to be able to see that it has a visible front-to-back thickness to it, as if crafted from wood or cardboard.)

Rainbow: Don't worry, we'll pass right through it. Rainbows aren't solid.

(She immediately has to eat her words in the case of this particular specimen when the balloon thumps against it. Assorted cries of fear as it rocks creakily back and forth, the colors losing some of their brightness as if it were an electric sign being switched off.)

Applejack: Tell that to the rainbow!

Twilight: I don't think that's a rainbow! It's a rainbow billboard!

(And its arcing shadow extends over them as it begins to topple.)

Fluttershy: Oh, no!

Twilight: Hang on, everypony!

(All but Applejack hunker down on the floor of the basket; there is a hit and the whine of escaping air, and the camera cuts to a fresh hole ripped in the canopy. Screams float up as the massive construct heels over, taking them with it. Pinkie blows furiously at the burner in an attempt to coax a bigger flame from it and increase the buoyancy; zoom out quickly to frame all six.)

Rarity: I DON'T THINK THAT'S WORKING!!

Applejack: WE'RE GONNA CRASH!!

(The screams resume as the camera zooms in quickly toward the mouth of the canopy, and the view fades quickly to black.)

Act Two

(Opening shot: snap to an extreme close-up of Twilight's terror-constricted eye, seen from above. The balloon plunges away from the camera with the six screaming mares and toward the countryside thousands of feet below, followed by the broken-off arch of the rainbow billboard. Cut to them.)

Twilight: Rainbow Dash! Fluttershy! Let's get everypony out!

(Applejack, Pinkie, and Rarity are quickly airlifted from the basket by Rainbow, Fluttershy, and Twilight respectively, the last two evacuees each adding a startled yelp in turn. The falling debris

blacks out the camera for a split second, followed by a quick fade in and zoom out. As the winged mares strain every feather to keep their living cargo aloft, Twilight charges up her horn and teleports the entire group out of the sky. They materialize on/above one curve of a thoroughfare that runs more or less parallel to a river and is marked by a lamppost. A chorus of relieved sighs as the two earth ponies and the unicorn are set down—and then yells as all six dive for cover to avoid the graceless impact of their wrecked balloon. Dust boils up to fill the screen and clears to give a close-up of Twilight shielding a coughing Pinkie with her wings. Both glance toward the crash site, gasping softly, and the other four venture closer to the ruined craft, its canopy tangled in the trees; Rarity’s bag has survived intact.)

Applejack: Phew! Thanks, y’all. That basket coulda been us.

Fluttershy: Where are we?

(Slow pan across the site, framing the back of a sign in the foreground; Pinkie zips over to this.)

Pinkie: Uh-huh. *(clearing some vines, reading)* “Welcome to Hope Hollow.” *(Cut to just behind her.)* “Home of the famous...”

(Thick dust clouds swirl again as something large and heavy smashes down. These clear to show that the sign has been knocked flat by a piece of the billboard.)

Pinkie: “...Rainbow Festival.”

Rarity: We’ve arrived... *(She spots one of her scarves hanging over a branch and levitates it into her now-open bag.)* ...and there’s nopony here to greet us?

Twilight: Good thing, too. The guest of honor and her friends just destroyed the town sign!

(Rainbow has settled into the drooping canopy as if it were a hammock.)

Fluttershy: Rainbow Dash, did your letter say where our hotel is?

Rainbow: Uh... *(She nips it up, descends, and sets it on the turf to read.)* “...the middle of town.”

(She, Applejack, and Rarity wind up at a loss for words.)

Twilight: Hmm... doesn’t really help much when you don’t know where the middle is. Let’s start looking.

(A burst of horn-power drops her saddlebags in place, and she sets out with the others in tow, each carrying/floating her luggage. A long shot picks out the ground ends of the rainbow billboard, anchored to brick columns on either side of the road they are following. Beyond these, the path is blanketed by mist that makes everything beyond appear in foreboding shades of gray.)

(Dissolve to the crescent moon in the darkened night sky, seen above the level of the mist-shrouded treetops. The roofs of a couple of houses are in view, and a slow tilt down brings the path into frame, lined by more lampposts and dwellings. The sky has lost its deep night

blue/purple hues and gone a deep, somber gray that is broken up only by a few scattered stars. Twilight and company continue their cautious perambulation for some moments before the camera cuts to a close-up of a cracked, boarded-up window on the upper story of a house. An awning-covered entrance is in no better shape, and a weathered wooden sign bearing a crude drawing of a cupcake creaks eerily on the chains anchoring it to its support rod. The whole area gives off an air of gray neglect and decrepitude—literally, as there is almost no other color on display, and those that are have gone faded and drab—and there are no immediate signs of life except for the mares. Close-up of Applejack.)

Applejack: Huh. Funny. You'd think a big luxury resort would be sorta, well...easier to spot. *(Zoom out; Twilight walks by as Pinkie bounds along.)*

Pinkie: Yeah!

(The group enters a barren town square with a non-operational fountain topped by a statue of two rearing mares, back to back.)

Pinkie: *(climbing its statue)* It seems like the whole town's shut down.

Fluttershy: *(flying up, pointing ahead)* Oh, look! There's somepony!

(Cut to a long shot of a house with a rainbow-topped thatched roof, backed by a tall circular structure. A figure can be seen stepping out onto the porch, above which the roof is contoured to accommodate a large, upside-down horseshoe topped by the sculpted figures of two rearing ponies.)

Twilight: Hmm... *(She flies toward the cottage.)* Hello!

(A close-up establishes the figure as an earth pony mare, Petunia Petals. Varied grays makes up her entire figure—birdcatcher-spotted eyes, coat, thick curling corkscrews of her mane held back by a band and marked by a flower tucked above one ear; curly tail, shirt and short-sleeved jacket, cutie mark of two flowers. She turns from the double doors she has just locked with a soft, spooked gasp and speaks with a Minnesota accent.)

Petunia Petals: Oh!

Twilight: *(touching down; the others move closer)* Maybe you can help us. We're here for the Rainbow Festival.

Petunia Petals: Oh! Uh, Rainbow Festival? *(Rainbow flies to her, with no bag.)*

Rainbow: Yeah. You know, the one where I'm the guest of honor?

(She laughs cockily while cutting a few loops and spins above the square, then comes in for a landing with the others.)

Rainbow: Yeah.

Petunia Petals: Oh, for cryin' in the mud. What's Sunny done now? *(Applejack steps up.)*

Applejack: Excuse me?

Petunia Petals: *(smiling)* I mean, um...you'd best talk to Mayor Skies about that. *(Twilight joins them.)*

Twilight: Great! And where would we find him?

Petunia Petals: City Hall. Uh, but it's closed 'til tomorrow, dontcha know. Is there somethin' I can help you with? *(Rarity steps forward, having set her bag down.)*

Rarity: Ah, yes, please. Uh, could you direct us to the Hope Hollow Luxury Resort?

(The query draws an airy giggle from the gray mare, but the uneasy silence that follows it catches her off guard.)

Petunia Petals: Oh! Uh, oh, you mean the hotel?

Fluttershy, Pinkie, Rainbow, Rarity: *(nodding)* Uh-huh! / Mmm-hmm!

Petunia Petals: *(proudly)* That's easy. There's only one in town.

Applejack: Could you, uh, give us directions?

Petunia Petals: No need. You're there!

(A turn of the key, a push at the doors, and the dim gray interior stands exposed.)

Petunia Petals: I mean, here.

(The travelers begin to file in; cut to inside. Rainbow carries her bag and Rarity holds hers in a telekinetic grip again as they survey the space, which is set up as the lobby of a country inn—throw rugs on the floor, armchair and end table at one wall, front desk with a rack of brochures. Every square inch suffers from the same colorlessness as the streets of Hope Hollow. The overhead lights snap on.)

Petunia Petals: *(crossing to them)* Hotel Hope—also known as the town information center and library. My name's Petunia Petals, by the way. Hello!

(A soft giggle escapes her lips before she whisks away to a pair of doors marked by a large painting of an open book. She has picked up a physical volume and donned a pair of eyeglasses.)

Petunia Petals: I'm the librarian here.

(The book is tossed away, exposing the ribbon tie she now wears in place of her shirt and jacket. Pan quickly to the front desk; she stands up behind it, having reverted to her clothing, ditched the specs, and put on a sun visor.)

Petunia Petals: And the information guide.

(A brochure is plucked from the rack and allowed to fall open under its own weight. Another pan shifts her to another length of the rack, where she rings a desk bell with visor gone.)

Petunia Petals: And the hotel manager, uh, historian, chef, portrait painter...

(“Historian”: put on glasses, lose the shirt/jacket, and hold up a bust of a mare’s head. “Chef”: ditch these items and don a white toque. “Portrait painter”: flip this away and grab a painter’s palette. Rainbow cuts off any further job descriptions by sidling up to the desk, no longer carrying her bag.)

Rainbow: Um...I-I’m Rainbow Dash, and this is...everypony.

(The other five offer an assortment of greetings, Rarity having put her luggage down; Petunia Petals stashes her art supplies and gets her clothes on.)

Petunia Petals: Well, hello, everypony! You just wait one hoof-shake and I’ll take you to the room.

Rarity: *(taken aback)* The room?

Petunia Petals: There’s only one. *(hanging a key on a cord around her neck)* Makes it easier to find.

(She giggles. Wipe to an overhead shot of her leading the uneasy road-trippers and their gear up a flight of stairs, Rarity floating her bag, then cut to a balcony that ends at a closed door. Petunia Petals stops at this.)

Petunia Petals: Here it is!

(Teeth grip the key by its head and slot it into the lock; a quick turn, and she lets it fall free.)

Petunia Petals: The royal suite!

(The door is pushed open; cut to just inside as she ushers them in, then zoom out quickly to the far side as they utter a popeyed gasp of revulsion as one. The large circular room would make a flophouse seem positively ritzy by comparison: ripped wallpaper, table set with a tattered cloth and dirty/damaged teapot and cups, rundown beds, cracked masonry and support beams, and so on. The camera cuts here and there to pick out abundant signs of disrepair, then to Rarity as she hitches in a shaky breath. She has put her bag down; the same will be true of the others when seen next.)

Rarity: *(shuddering)* How rustic and charming.

Petunia Petals: Isn’t it just?

Rainbow: I-I couldn’t help noticing...there are only three beds.

(One of which chooses this very moment to break in two across its width, the halves sagging to the floor.)

Rainbow: Okay, four.

Petunia Petals: Oh, there’s a pop-out too.

(She crosses to a particular stretch of wall, marked by the outline of a large rectangular panel whose bottom edge is flush with the floor, and bucks it with a hind leg.)

Petunia Petals: It can be a little tricky.

(Two more such kicks cause it to swing down to the floor in a cloud of dust, exposing a ratty mattress on the side now facing upward.)

Petunia Petals: There she is! Sleeps two. *(crossing to door)* You'll be all fresh and ready to see the Mayor in the mornin'. *(She lets herself out, then peeks back in.)* Sleep tight.

(Off she goes again, pulling it shut—and a crown-decorated plate falls off it and shatters.)

Twilight: Did anypony notice anything strange about Petunia?

Rarity: *(pacing)* Other than that she just called this place “the royal suite”?

Applejack: Hard to tell in this light, but...she looked a little...gray, didn't she?

Rarity: Probably from all the dust up here.

(She blows over the top of a nightstand, releasing a cloud of particulates that sends her into a coughing fit. However, it does not stop Pinkie from jumping up here with her bag.)

Pinkie: Aw, this room's not so bad. *(rummaging around)* All it needs is... *(pulling out/releasing balloons)* ...some balloons...

(She dives past the others to hang up strings of brightly colored pennants, nearly blowing their manes off their heads.)

Pinkie: ...streamers... *(singing a bit; more fishing in bag)* ...and...

(Her friends can only stare confusedly as she dangles upside down into view from the ceiling, holding a star-shaped piñata.)

Pinkie: ...a piñata! Good thing I brought some.

(She hoists herself up and away, letting it hang from a string.)

Fluttershy: *(glancing to one side)* Uh? And look! *(She flies up to a spider resting on its web in a crevice.)* It comes with a cute little spider! *(to it, gently)* Hello, spider.

(The arachnid voices a tiny squeak, blinks its huge shiny eyes, and proceeds to rearrange the center of its web to form a heart-shaped aperture. She hums contentedly and nuzzles it, but Rainbow's displeasure comes through in a loud groan.)

Rainbow: Sorry, everypony. I didn't know what I was getting you into.

Twilight: *(touching her shoulder; Fluttershy lands)* Aww...the most important thing is, we're all together.

Applejack: Yeah! *(jumping onto the fold-out bed)* As long as we have beds to sleep in, we're set.

(The jolt triggers the mechanism to swing back up and hide the bed, pinning her between the mattress and the wall and knocking her hat off.)

Applejack: *(muffled)* Whoa! *(Groan.)*

(The five still free to move exchange puzzled/skeptical looks. Dissolve to the upper reaches of Hotel Hope; daytime sky can be seen through the trees, but the overall color scheme has not changed one bit in the full light—even the sky has lost its happy blue. Tilt down to ground level, where a couple of locals are getting an early start to the day. They too are mostly if not completely grayed out; the same will be true of all Hope Hollow residents until/unless otherwise noted. A shimmer of magic opens the front doors so Twilight and Rarity can step out, close-up of the violet mare, on the wrong end of a night sleeping rough.)

Twilight: Well... *(yawning)* ...it wasn't the worst night of sleep ever. *(Pan to Rarity, sporting a rumpled mane/tail.)*

Rarity: But definitely in the top three. *(Flick the violet forelock into place.)* Or would that be the bottom three?

(Exeunt the whole gang, drawing a wave of puzzled stares and murmurs from every resident they pass; Applejack has recovered and donned her hat. Twilight gets her brain all the way into drive.)

Fluttershy: Why is everypony looking at us?

Applejack: Maybe they recognize Rainbow Dash. *(The blue pegasus flies up next to her.)*

Rainbow: Or Princess Twilight—uh, but probably me.

Rarity: *(thoughtfully, stopping)* No...I think they're staring because we're the only part of this town that isn't... *(Blue eyes flick from side to side.)* ...gray.

Pinkie: What do you mean?

Rarity: Look around.

(Zoom out quickly to a long shot of them at the edge of the town square, proving her right from every conceivable angle.)

Rarity: All the colors here are gone! *(Cut to Twilight.)*

Twilight: That's so strange. *(Her perspective of the grayscale vicinity.)* It's just like I noticed about Petunia last night.

(The mare in question has shed her shirt/jacket and the hotel room key on its cord, tied kerchiefs around her mane and neck, and set up a stall to sell wilted flowers. A stallion runs a half-jaded eye over the wares.)

Twilight: *(from o.s.)* Everything's mostly gray.

Petunia Petals: *(noticing, waving)* Oh! Hello! *(All but Applejack and Rainbow return the wave.)*

Applejack: *(to others)* Except the stuff that's...grayer. *(Cut to Fluttershy/Rarity.)*

Fluttershy: Oh, my. I knew something was different, but— *(Rainbow shoulders up between them.)*

Rainbow: This is so weird.

(Zoom out; a pegasus stallion walks slowly past the six, giving them a very hairy eyeball.)

Stallion 1: Huh?

Rarity: *(to others)* From the way they're gawking at us, it appears they think we're the odd ones.

Fluttershy: Maybe they don't even notice. *(hushed)* It might be rude to mention it.

Twilight: I wonder what caused this.

Applejack: We can ask the Mayor.

Rainbow: *(sourly, flying off; others follow)* Yeah, if we ever find him.

(More murmurs in their wake. Dissolve to a stretch of a path leading to a smallish house; two pegasus foals fly out side by side from around the corner, furiously jostling each other as they hurtle along. One is Barley, a filly; the other is Pickle, a colt. Same light coat colors and unruly two-tone manes/tails, and the hue of his hooded sweatshirt and the edging/sleeves of her white T-shirt match. Barley has covered her mane with a knit cap that matches her shirt sleeves, and both have a sprinkling of birdcatcher spots—he on the bridge of his nose, she on her cheeks.)

Barley: Quit shoving!

Pickle: Shoving? These are pro-level moves I'm doing, sis.

(Deciding that she has had quite enough of his braggadocio, Barley zooms ahead; he voices an irritated noise and accelerates to catch up. Brother and sister come in for a pass through the town square, barely clearing the ground and bumping one another as the six mares take notice.)

Barley: Come on! Let go! *(Both look ahead, eyes popping.)*

Barley, Pickle: Huh?

(Eight short legs are thrust downward to grind against the dirt, bringing them to a stop with a few yards to spare. They gasp in undiluted awe at the sight of Rainbow hovering in a chance shaft of sunlight that throws her colors into vibrant relief against the drab surroundings. After a long, awkward beat of silence, Barley and Pickle backpedal away from the gathering and whip out of sight around the corner of a building. They peek out almost immediately, exchanging a burst of urgent whispers as Twilight and Rainbow observe, and duck away again. A mare's voice snaps the pair out of their ponderings; on the start of the next line, pan away to frame a pair of older unicorns entering the square. The speaker is Mrs. Hoofintgon, or Mrs. H for short: meticulously coiffed mane piled high and secured with a band, jeweled pearl necklace, cutie mark of two square-cut gems in settings. She is accompanied by her husband, Mr. Hoofington, or Mr. H for short: faded short mane/tail, bushy eyebrows/mustache, liver spots on bridge of nose and under the outer corner of each eye, dress shirt with ascot and sweater vest, three locks of

hair tied with bows for a mark. She speaks with a cultured, quasi-British accent, while his voice broadcasts a heavy “Long Island Lockjaw.”)

Mrs. H: Don’t pout, dear. It’ll wrinkle your withers.

Mr. H: I’m not pouting, sweetums, but I am hurt by your comment. I thought the pie I baked was quite tasty. *(Mrs. H turns her head, showing a jeweled clip above one ear.)*

Mrs. H: I didn’t say it wasn’t.

Mr. H: You didn’t say it was!

(He is so caught up in the disagreement that he fails to notice another elderly stallion directly in his path. This one is Moody Root: earth pony, short white mane covered by a flat cap, gray-streaked white tail, prominent eyebrows, a single tuft of beard, scarf, cutie mark of a beet. A collision with Mr. H prompts both unicorns to cry out in shock and instantly puts Moody in a very bad mood. He speaks with a Minnesota accent.)

Moody: *(passing them)* Watch where you’re goin’! You don’t own the sidewalk, you know!

Mr. H: *(scoffing, to Mrs. H)* Well, I never!

(She returns his scoff, but his eyes flick across the way as he makes a sound of surprise. Zoom out quickly to frame the six mares watching.)

Mr. H, Mrs. H: Oh!

(They hurry away, leaving the group to trade bemused mumbles. Wipe to a building elsewhere in Hope Hollow; a construction crane has been erected next to this one and is slowly hoisting up the group’s ruined balloon. Applejack is the first to get an eyeful.)

Applejack: Well, look at that. Somepony’s fixin’ up our balloon.

(The machine continues its labor as all hustle up for a better look. At its base, a pony has set up a workbench and donned a welding mask to do a few small repairs for another one who paces nervously. A close-up exposes enough details to confirm the welder as a mare, in overalls and a work shirt with rolled-up sleeves, with a short mane and a curly lock hanging down past each ear. Her customer is a unicorn stallion with curly white/gray mane/tail, birdcatcher spots under the outer corners of his eyes, and a smiling-sun cutie mark. This is Sunny Skies, the Mayor of Hope Hollow, who speaks with a Minnesota accent and a slightly flustered tone.)

Sunny Skies: Oh, goodness. This is unfortunate. Bad with a side of terribly awful! *(pushing through the group; they react variously)* Uh, uh, ’scuse me! Sorry, in a hurry.

(He sighs heavily, but stops and lets out a stunned breath before returning with a big smile and laugh.)

Sunny Skies: Well, stuff me in an olive and call me a pimento! (*laughing, shaking Rainbow's hoof vigorously*) It's *the* Rainbow Dash! You made it! (*Release; peer closely at the blue face.*) Uh, it is you, isn't it?

Rainbow: (*scoffing, but smiling*) Pretty sure, yeah.

Sunny Skies: (*laughing*) Thank Celestia! I saw the balloon, thought the worst, and...well, you're here. All of you. Heh. Welcome to the Hope Hollow Annual Rainbow Festival!

(*He adds a giddy little hop on the end of this.*)

Twilight: I'm Twilight Sparkle. And you must be...?

Sunny Skies: Sunny Skies, the Mayor of this lovely town, and pleased as a poplar tree to meetcha. (*Cut to Fluttershy.*)

Fluttershy: We're very sorry about your rainbow billboard, Mr. Mayor. I-It was dark, and— (*Back to him on the start of the next line.*)

Sunny Skies: Oh, don't give it a second thought. That old thing needed repair anyway. Haven't used it since...uh... (*smiling*) ...well, never mind. (*crossing to workbench; all follow*) Uh, a-a-anyway, once your balloon's fixed up, Torque can take care of the billboard. (*gesturing to welder*) Everypony, meet Torque Wrench, our town handy-pony. She offered to repair your balloon for you.

(*Torque Wrench flips up her mask to show an annoyed face and speaks in the same regional patois.*)

Torque: He volunteered me. (*Mask down; back to work.*)

Sunny Skies: She'll have it fixed in a jiffy. (*Up.*)

Torque: If by "jiffy," you mean "this will take all day." (*Down.*)

(*He tosses her an uneasy glance, then slaps on a smile and turns back to the visitors.*)

Sunny Skies: So, you got in last night. Heh. I wish I'd known. I would've been here to greetcha. Uh, where'd you all stay?

Rarity: (*pointedly*) At the "luxury" hotel.

Applejack: Petunia Petals let us in.

Sunny Skies: Ooh, well, of course she did. She's somethin', I'll tell you what. I'd be lost without her.

(*Eyes pop wide, cheeks tint in a darker gray blush, and he hastily catches himself.*)

Sunny Skies: I mean, the-the-the town would be. (*A moment's bewilderment from Twilight before she speaks.*)

Twilight: Mayor, I hope you don't mind my asking, but...is there a reason your town is...faded?

Sunny Skies: Oh! Heh. You spotted that, did you? (*pacing past the group*) Well, it's a...long story. Uh, uh, why don't I show you the town highlights first?

(He goes on down the street, the mares voicing noncommittal grunts among themselves before following. Snap to black.)

Act Three

(Opening shot: snap to an extreme close-up of a patch of sluggishly bubbling mud. A bubble slowly grows and bursts in a spatter of murky droplets, after which the camera zooms out quickly on the start of the next line. The mud is contained in a small circular pool dug into the middle of one street, and a stone rainbow stands in the middle spurting more from its apex. Patches of moss cover the base. Sunny Skies points out the fixture for an unenthused audience of six.)

Sunny Skies: *(scooping up a glob)* Here's our famous outdoor spa, with the all-natural mud bath. *(Cut to Rarity stepping to the edge; he continues o.s.)* Pretty, huh?

(The white unicorn bends closer to inspect the "spa" and is rewarded by a bubble popping to soil her face; she cries out in revulsion and stands up.)

Twilight: Maybe we could see some of the Rainbow Festival activities from the brochure.

Sunny Skies: Of course! *(pointing to one side)* The bakery booth is there...

(Twilight and Fluttershy train their eyes in that direction, but find only a stretch of park land bisected by a stone walking path.)

Fluttershy: Huh?

Twilight: Eh?

Sunny Skies: ...or will be. We're still settin' up, but we got a lotta great things planned.

Fluttershy: *(eagerly)* And...the butterfly garden?

Sunny Skies: *(pacing ahead)* Oh, that's right over here.

(Cut to a stand of bushes that have had drawings of butterflies tucked in among the leaves. All seven approach, the mares' grunts indicating that they are having no luck in making sense of this display. Rarity has now scrubbed her face clean. In close-up, one sheet comes loose and flutters to the grass.)

Sunny Skies: *(from o.s.)* Oh! *(He jumps to it.)* Uh, let me fix that.

(It is picked up and stuck back onto the shrubbery.)

Fluttershy: So...none of the butterflies are actually...

Sunny Skies: Real? Oh, no. Uh, what with the flowers not havin' color and all, the butterflies don't really come around much anymore.

Applejack: I'm almost afraid to ask, but...the brochure mentioned fishin'?' *(Cut to Sunny Skies.)*

Sunny Skies: Fishin'?' Oh, not sure what you mean. *(Zoom out on the next line; Twilight stands near him.)*

Twilight: *(quoting)* “Our famous rainbow trout”?

Sunny Skies: *(brightening, winking)* Oh, yah, sure! Uh, well, uh, you don’t fish for ’em exactly, you just kinda, uh, uh, talk to ’em.

(During the previous, the camera cuts to a surprised/dismayed Applejack/Fluttershy/Pinkie, then back to him.)

Sunny Skies: *(looking around himself)* Uh, he’s right over, uh...

(Pan quickly to an inflatable wading pool set up nearby, a rubber duckie floating on its water. He moves toward this with a confused sigh.)

Sunny Skies: That’s funny, where’d our trout go?

(A young, quavery male voice cuts in, the camera panning quickly to frame the speaker on the next line—an earth pony stallion sitting on a log and waving. He is wearing a fabric fish costume that leaves only his legs and face exposed, and he speaks with a Minnesota accent. An open lunchbox rests on the grass.)

Trout: Oh, Mr. Mayor! Heh. Uh, just takin’ my lunch now, o-okay?

(He sucks noisily at a juice box as Sunny Skies offers a weak chuckle for the unimpressed Ponyville contingent.)

Pinkie: Um, so no big deal—well, actually, okay, yes, kind of a big deal. *(eyes shining)* But the brochure also mentioned the karaoke contest?

Sunny Skies: *(gesturing to one side)* Right here!

(Pan quickly in that direction to a dilapidated stage whose curtains and droopy tent roof have been heavily patched. One end of a hanging sign gives way, then the other, and the thing clatters to the ground.)

Sunny Skies: The trout doubles on harmonica.

(And that fellow proceeds to blow a few bars while trotting past the sorry display.)

Fluttershy: How...multi-talented of him. *(Pinkie slides across to her, carrying a small music player.)*

Pinkie: Good thing I bring my own karaoke party!

(She switches it on, generating a squeal of feedback, and lifts a microphone attached to it by a cord. A snatch of guitar pop-rock issues from the speaker.)

Pinkie: *(singing off-key)* With me wherever I go, whoa, whoa, ow!

(Sunny Skies just stands there with a fixed smile as the device is shut off.)

Sunny Skies: Well, uh...that's the big tour. *(He makes to exit, humming to himself, but Twilight intercepts.)*

Twilight: Mayor Skies... *(Nervous chuckle from him.)* ...I don't understand. *(Cut to her.)* Your Rainbow Festival isn't quite as you described. *(Rainbow pulls into a hover.)*

Rainbow: And the resort hotel wasn't what it was cracked up to be, either. *(Zoom out on the following; all six fall in, Pinkie without her karaoke rig.)*

Applejack: *(dryly)* 'Cept for all the cracks.

Rarity: None of these things are as pictured in your brochure.

Sunny Skies: Well...maybe I exaggerated a little, but...I-I'd intended on havin' everythin' ready! It's just kinda hard gettin' anypony excited about anythin' in this town anymore! *(Sigh.)* I didn't think you'd come if you knew the truth.

Twilight: The truth?

Sunny Skies: Oh...there *is* no Rainbow Festival!

(His admission is greeted by a six-way gasp and a slow, angry advance.)

Applejack: No Rainbow Festival?

Rainbow: No fan club?

Sunny Skies: Believe me, I didn't mean to—

Rainbow: —bring us here for nothing?

Twilight: Think of all the papers I could be grading!

Sunny Skies: I-If you'd just let me—

Rarity: We should leave this very moment!

Applejack: Balloon's not fixed yet.

Fluttershy: Maybe...we should let the Mayor explain?

Sunny Skies: *(clearing throat)* Uh, guess I should start at the beginnin'. A long time ago, when my Grandpa Skies was Mayor— *(Cut to the mares; he continues o.s.)* —Hope Hollow was different. *(Back to him.)* They used to call this town “The End of the Rainbow.”

(Punctuated by a foreleg sweeping out a long, graceful arc.)

Sunny Skies: 'Cause everythin' you'd ever want, you could find right here.

Quiet, wistful piano melody, moderate 4 (C major)

(He takes a few steps toward the edge of the park; town and residents gain vibrant color in a wave radiating outward from the fountain and the ruined billboard knits itself back together. He is the only one unaffected as ponies talk at a house's front gate and greet one another near a well.)

Sunny Skies: Next-door neighbors chatting over white wood fences
Stopping on the street to say hello

(Two mares trot by in close-up; behind them, wipe to the town square fountain—fully operational and gushing for the enjoyment of those nearby. Bunches of multicolored balloons are tied to the tops of tent stalls. A filly flips a coin into the water and gets drenched by its splash, but shakes herself dry and smiles as her mother laughs.)

When friends did well, we sang their praises

(One mare brings a steaming bowl to another on a porch swing, who brightens out of her gloomy funk and eagerly slurps it down.)

Brought soup to comfort them when they felt low

That was our town at the end of the rainbow

Flute, light percussion, strings, acoustic guitar accents in

(Now Petunia Petals looks over a display of flowers as a fully colored duplicate of Sunny Skies watches from a distance behind her. The mare has a violet-tinged, bright pink coat, violet/purple mane/tail without the flower she wore in Act Two, and medium violet eyes; his coat is light blue, the mane/tail are white and pale blue, and the eyes are yellow-brown. She wears no accessories except for the band in her mane.)

Sunny Skies: No pots of gold or buried treasure

(He fires up his horn to pluck a blossom and tuck it in behind her ear, getting a smile in return.)

Just everypony looking after each other

(A younger Moody—red coat, white/pale-brown mane/tail, brown eyes, yellow scarf, gray cap—plies a mouth-held wrench to tighten the wheel on a stallion's cart so he can get on his way.)

The truest riches cannot be measured

(Mr. and Mrs. H, also relieved of some of their years, present a table of baked goods for a unicorn mare's consideration. His eyebrows/mustache/mane/tail are blond, the coat is blue-violet, and the eyes are deep blue; pale pink shirt with darker sleeve cuffs and ascot; violet vest. Her coat is pale green, the mane a darker hue, and her eyes are a slightly lighter blue than his; the pearls at her throat are yellow. The mare levitates a cake off the table and departs as Mrs. H waves.)

It was a lesson that had kept us together

(Petunia Petals and Sunny Skies stroll the square, side by side, as one filly playfully chases another.)

In our town at the end of the rainbow

(The pair curve past the camera; behind them, wipe to him bringing up an item in his aura. Zoom in on this—a photo of an old, white-bearded, bushy-browed unicorn stallion in top hat, vest, and bow tie, standing behind a rainbow-marked lectern. This must surely be Grandpa Skies, an earlier Mayor, and the image comes to life as he throws a hoof-load of confetti; his mark is a sun emerging from clouds. His coat is a faded grayish-blue, his eyes bright red.)

Sunny Skies: To honor our fine town, my Grandpa Skies decided

(Balloons drift up past the camera; behind these, wipe to a stallion shaping several of them into a dog and delighting a waiting mother and daughter.)

To throw a party each and every year

(The passage of a mare wipes the view to a batter-besmirched, toque-clad Mr. H standing proudly next to an immense three-dimensional spread of sweet bakery freshness. He is now closer to his present age, as seen by the lines and liver spots on his face. A stallion snaps his picture, from here, tilt up to the top of the piled-high stack, a pegasus swooping down to steal a bite.)

They planned for weeks, cooked for days, celebrated fifty ways

(A banner is stretched through the sky, and a stallion bucks a ball to hit a dunk tank target and drop the mare on the bench into the water.)

So everypony would gather here

(Cut to a close-up of the rainbow sign and zoom out to frame the reveler-filled square.)

In our town at the end of the rainbow

Percussion strengthens; piano/guitar out; intensity builds

(Grandpa unveils a flat, rounded device on his lectern, all clockwork and brass, and taps its central portion to raise a horizontal lens in a frame supported by thin rods. A shower of confetti marks the occasion.)

Sunny Skies: Grandpa made a gizmo called the Rainbow Generator

(A beam of light pours up from the device and through the lens, refracting to generate a multi-hued aurora borealis.)

To paint the sky with lots of colors, shining bold and bright

(The radiance spills over the enthralled crowd.)

To remind us all, together we are greater

(Mrs. H and her now-clean husband trade smiles with Moody, and Grandpa holds up the Rainbow Generator, deactivated and with lens retracted.)

And darkness never wins against the coming of the light

(Zoom in slightly. The reflection of a similarly colored, younger stallion appears on the shiny brass surface, but wearing a thinner beard and mustache. The two are then seen facing each other on the platform as the camera zooms in slowly, Grandpa passing the Generator over to the younger—top hat, necktie, darker blue coat, brown eyes, cutie mark of a sun and one cloud. Their figures fade away and are replaced by those of the younger transferring the device to Sunny Skies, in top hat and bow tie; their coat colors are nearly identical. Another fade, and the current Mayor stands alone with it until Petunia Petals steps onto the platform to face him with a smile.)

Sunny Skies: Grandpa passed it on to Dad, then it was my turn

To make the pretty rainbows in the sky

(His nerves falter for a moment, but he collects himself and taps the central lens to fire it up.)

It filled my heart with pride to see our whole town gathered gratefully

(Confetti rains down as the lights fill the sky.)

Where we were sure there would never be

Quiet, wistful strings and piano only

(Zoom out from the festivities and through the town square. The platform is set up in front of City Hall, which manages to tower over the surrounding architecture without seeming imposing.)

An end to the rainbow

Guitar accents in for two bars, then out for next verse (A minor)

(A few autumn leaves swirl past the camera, shifting the view to the ponies who had been talking at the gate in the first verse. They fade away and vine-covered lattices appear to block most of the house from view; next the filly who threw the coin in the fountain jumps down and walks off dejectedly, followed by her equally glum mother.)

Sunny Skies: Then fences went up, we lost track of our neighbors
(The one who received the bowl of soup sits alone on her swing and cradles it, her spirits low.)

Each year passing, dimming spirits all around

(Cut to the town square and zoom out slowly as the partiers, booths, and attractions fade away in knots until the place is nearly barren.)

Flute/glockenspiel sneak in for next two lines only

The happy days came to an end, no pony had time to spend

(Sunny Skies regards the disappearance somberly from his lectern.)

Together in the town

Percussion/woodwinds in; intensity builds

(He levitates the Generator and starts away with it; pan quickly to an unassuming house, zooming in slowly, then cut to an extreme close-up of the device being worked on—wrench a nut, hammer in a nail, weld a seam.)

Sunny Skies: I thought I knew exactly what the Festival needed
(The tinkerer proves to be the Mayor himself, finery traded for a welding mask as he labors away inside the house. He uncovers his face to check his work; cut to the platform as he floats the souped-up Generator onto the lectern, hat/tie in place again.)

A bigger, better rainbow would surely make them see it

(Puzzled glances run through the audience as he hits the switch; this time, sparks crackle from the chassis as it fires its energy skyward.)

But the extra magic was too much for the Rainbow Generator

(It fizzles out and begins to vibrate, shaking the platform and everything around it, as he recoils in fear.)

And I'm the one who brought the rainbow

A cappella

(A flare of white light from its innards fills the screen.)

To an end

Soft, melancholy piano/strings

(Fade in to the square and its occupants, now devoid of color. Sunny Skies has jumped down off the platform to get away from the remains of the still-sparking Generator, and the few ponies who have stuck around to watch its destruction gallop away at full speed. Zoom in slowly as the last vestiges of green fade from the grass.)

Slow loose 4 (C major)

Sunny Skies: That's how our town, our little pony town
That's how our town saw the end of the rainbow

(He looks forlornly around himself and the view dissolves to the fountain, which stops running as the color retracts into it and disappears.)

Song ends

(Dissolve to Twilight and company, all visibly saddened by the tale and standing in front of City Hall. Complete silence reigns until Pinkie breaks into a full-throttle crying jag, gushers of tears pouring from both eyes.)

Pinkie: That is the saddest story song I've ever heard! *(Sunny Skies has sat on his haunches, his back to them.)*

Sunny Skies: I tried for a long time to get everypony interested in the Festival again—*(standing, pacing in front of them)*—to remember what it's like to come together as a community and share the fun!

(He watches two ponies pass each other without so much as a hint of a glance.)

Sunny Skies: But nopony even bothered listenin'. That's why I wrote to you, Rainbow Dash. *(Cut to the speedster as her name is said; he continues o.s.)* You were my last hope.

(All seven again.)

Sunny Skies: I figured if a pony of your stature came to town, it would get everypony excited about puttin' on the Festival again. *(smiling)* I mean, "Rainbow"'s even part of your name.

Rainbow: Mmm—yeah, I can see that.

Twilight: Mr. Mayor, what kind of magic did you use on the Rainbow Generator?

Sunny Skies: Oh, I'm not sure. *(pacing; she catches up)* I didn't know what I was dealin' with. I only wanted to help—but instead I sucked all the color outta the town.

(Long overhead shot of a street littered with fragments from the billboard. He and the mares watch as Torque, no longer wearing her welding mask, hauls a cart loaded with other pieces.)

Sunny Skies: That billboard's one of the only things that didn't change. *(Ground level.)* To me, it's a reminder of what we *can* be. Keeps the hope in Hope Hollow.

Twilight: Hmm...if I could find out the type of magic you used, I might be able to reverse the spell.

Sunny Skies: *(brightening)* You mean...you're gonna stay?

Twilight: *(nodding)* Uh-huh.

Other mares: *(ditto)* Mmm-hmm.

Applejack: Heh. Nothin' we like better than a challenge, 'specially when it comes to helpin' ponies.

Sunny Skies: *(jumping in place)* You don't know how clam-happy this all makes me! Thank you kindly. *(Rainbow rises to a hover.)*

Twilight: We'll do whatever we can to bring back your Rainbow Festival.

Sunny Skies: I won't fib to you. It won't be easy.

(All follow his glance across the square and take in the apathetic ponies working through their respective daily grinds.)

Sunny Skies: It's gotten so nopony even talks to each other anymore!

(A pegasus mare has come in for a landing. Long, wild, pale two-tone mane topped by a loaded pincushion on a clip; single-color gray tail tied back; fuzzy vest with belt, jointed prosthesis in place of the left hind leg from the hock down. This is Kerfuffle, whose movements show off a cutie mark of yarn balls stuck through with knitting needles.)

Twilight: Mmm—it might be tough, but... *(circling to stand with her non-flying friends)* ...we have a little experience bringing ponies together.

(Rainbow drops in to land among them, adding her confident smile to theirs, and Pinkie is at Sunny Skies's side in a jiffy and rising to her hind legs.)

Pinkie: Yaaaay! This is exactly like planning a party... *(She whisks away to the dry fountain.)* ...only bigger... *(throwing confetti)* ...'cause it's a festival!

(Just as quickly as she left, she giggle-hops her way back past the others and circles to face Sunny Skies again.)

Pinkie: *(giving him a cupcake)* Which means more cupcakes! Woo-hoo! *(She looks past his shoulder and is instantly enthralled.)* Ooh!

(Cut to her perspective of the buildings farther down the street and zoom in quickly to a close-up of the cupcake sign that the group passed on their Act Two journey into Hope Hollow. The camera returns to her and Sunny Skies after a moment; he lowers the dessert and she lets off a shout of gleeful triumph.)

Pinkie: I've got a date with a bakery booth! *(Wink.)* Ha-ha!

(She peels out, laughing; he regards the cupcake again, baffled, and sets it down.)

Fluttershy: Um, I'd better go with her. *(She lifts off.)*

Rarity: Hmm...an overall stylistic look to unify the sentiment of the celebration. That's what this festival needs.

Sunny Skies: You mean like a rainbow?

Rarity: Yes, darling, yes, yes, but more complex. More thematic. Something like... *(Glance away across the street.)* ...ooh!

(She has spotted Kerfuffle setting up wheeled racks of garments outside a shop; zoom in quickly on the pegasus. This camera angle picks out a tie that loosely holds back part of her mane, not seen during her landing in the square.)

Rarity: *(now o.s.)* Something like that! *(Kerfuffle makes a few small adjustments to one piece; Rarity trots off toward her.)* Formidable.

(Spoken in French, this translates as "wonderful.")

Twilight: *(crossing to Sunny Skies)* The biggest challenge is getting your town interested in a Rainbow Festival when everything's so...gray. I think if we can bring the color back, it'll solve everything.

Sunny Skies: Yah, I'm with you there, but—

Twilight: Rainbow Dash, I need your help. *(She takes off, straight up.)*

Rainbow: Mr. Mayor, seriously—is there a fan club?

Sunny Skies: Oh, you betcha! They're around... *(looking here and there)* ...somewhere.

(The ace flyer lets off a frustrated groan and lifts off, leaving Applejack alone with the stallion.)

Applejack: Any tools I can borrow, Your Honor? I'm gonna spruce up that billboard to let everybody know this here Rainbow Festival's back in business.

Sunny Skies: *(laughing)* Oh, that's music to my ears. *(addressing himself across square)* Torque Wrench?

(Zoom out a few yards to put the mare in the foreground, a bandana rolled and tied through her mane to keep it out of her eyes.)

Sunny Skies: Let's get our guest tooled up, what do you say? She's gonna put our rainbow back up.

(A close-up of Torque picks out the wrench head on a haunch pocket of her overalls. She is no longer hitched to her cart of billboard scraps.)

Torque: *(sourly)* Oh, yippee.

(A chunk of board is picked up in teeth and hauled away as Petunia Petals does a bit of sweeping, having traded shirt/jacket/mane band for kerchiefs tied at forehead/neck and removed

the flower from her mane. She stops and offers a giggly wave to Applejack and Sunny Skies, bringing a darker gray blush to the Mayor's face.)

Sunny Skies: Oh...uh...if you don't mind, I, uh...I have a speech to work on. *(exiting square)*
See you 'round!

Applejack: Hmmm...

(She too clears the area. Snap to black.)

Act Four

(Opening shot: snap to a long overhead shot of the square and its few listless occupants, zooming out slowly to frame Twilight and Rainbow watching from a ridge well outside the town proper. The grass under their haunches is a lively green—no colors lost here.)

Rainbow: So, what's your plan?

Twilight: If magic caused this, maybe magic can solve it.

(A few determined flaps carry her up to a hover, from which she gathers power into her horn and lets it go in a long, supercharged pulse. It spreads into a shimmering dome that encompasses the entirety of Hope Hollow and a fair bit of the surrounding countryside for a long second. Once it subsides, though, the place is just as dull and gray as it was when she and her friends first showed up. She drops back to the ridge with a deflated little sigh; Rainbow is now up to all fours.)

Twilight: Oh, I was afraid of that. I've never seen any magic like this before.

Rainbow: Heh. Let me try. I mean, "Rainbow"'s part of my name, right?

(She backs up a few paces to get a galloping start and goes airborne, very nearly blowing the winged unicorn's mane/tail into a knot in the bargain. Up and up she goes, a white aura glowing around her outstretched forelegs and growing into a curved wave front as she reaches the apex of her flight. Next she throws herself into a barely controlled high-speed dive, arcs low over the town, and ascends with one final kick of acceleration that sets off a Sonic Rainboom. The brilliant colors wash down over the area in a hemispherical sheet left behind by the shock wave; in the square, a mare sees the light show in the reflection of the fountain's water.)

Mare 1: Ooh! *(Mumble to herself as she looks to the sky.)*

Stallion 2: Huh?

(The wave fades away without any discernible effect, sinking the moods of a few other onlookers, and one sighs as he plods back to the monotony. Rainbow swoops back to the ridge, runs a dejected eye over her lack of results, and lands facing Twilight with a disgusted grunt.)

Rainbow: Yeah, that's all I got.

Twilight: *(sighing)* Thanks for trying. I guess I need to do more research.

(She is interrupted by the sound of something flying in fast—or two somethings in this case, as the camera zooms out to frame Barley and Pickle having a go at some more stunts. Bad maneuvers leave them banging into one another and quickly losing any semblance of control.)

Barley: LOOK OUUUUUT!! *(Pickle pulls away.)*

Pickle: No, you look out!

(A flank-to-flank collision sends both foals into a screaming, flailing plunge. Twilight gasps in fright, Rainbow cringes at the thought of how many weeks this might lay them up in a hospital, and gravity brings them straight down toward an old windmill standing by a path that leads up a mountain slope. Pickle pulls sharply up into a dead-stop hover just inches above the grass, but Barley's weight drives him flat into it. Her cap, torn from her head by the rushing air, plops down to cover his; he manages a pained groan as Rainbow touches down nearby.)

Rainbow: *(stammering)* Are you okay?

(Both get upright with awed gasps. There follows a long, uneasy pause, which lasts until Barley snatches her cap and puts it back on.)

Barley: *(to Pickle, accusingly)* Why did you zig in front of me like that? *(They butt heads.)*

Pickle: I didn't zig, you zigged! I zagged!

Barley: That's no excuse for—

Rainbow: *(pushing them apart)* Guys, guys! Hold on! It was just an accident.

Pickle: *(chagrined, pawing at ground)* An accident that happened in front of you.

Barley: Ugh. I'm so embarrassed. All of our lives we've been wanting to meet you, and—

Rainbow: Wait. So...you're the fan club? *(All four young eyes pop.)*

Barley: You've heard of us?

(She and Pickle lift off into a hover just ahead of the blue mare, now in much better cheer.)

Pickle: Barley's the president.

Barley: Pickle's the assistant president.

Rainbow: Well, what do you know? The Mayor *was* telling the truth about something.

Barley: Anyway, you're my brother's favorite Wonderbolt.

Pickle: And my sister's favorite Wonderbolt, too! *(They gain a bit of altitude.)*

Barley: He knows all your best moves.

Pickle: So does she!

Barley: We practice all of 'em, every day!

(They try to curve past one another at close range, but end up with their tails entangled and have to spend a second pulling free. Moods sink in time with the small bodies.)

Pickle: But...we really can't do them. (*Barley directs an annoyed nudge into his ribs.*) Well, it's true!

Barley: (*hushed*) Go ahead. Ask her.

Pickle: (*ditto*) No, *you* ask her!

Barley: No, *you* ask her! (*They butt heads.*)

Pickle: No, you!

Barley: No, you do it!

Pickle: No, you do it! (*Barley growls through her teeth; then they pull away.*)

Rainbow: (*impatiently*) Somepony ask me!

(*Long pause, after which the siblings return to their normal speaking volume.*)

Barley: (*pawing nervously at ground*) Do you think...maybe...you could give us a lesson? Just a tiny one? Show us some of your moves?

(*Rainbow finds herself on the receiving end of two hopeful, shiny-eyed smiles.*)

Rainbow: Heh. Well...you promise to listen? *And* work hard? *And* practice?

(*They look to each other, gasping in surprise and delight, and pop up to a hover. The next two lines overlap.*)

Barley: Yes! Absolutely practice!

Pickle: Yes! Yes!

Rainbow: (*chuckling*) Tell you what. If I like what I see, the three of us will put on a show at the Rainbow Festival.

(*Cut to the pair on the end of this; they draw a stereo mind-blown gasp and drop smiling back to the earth, keeping their voices down for the next two lines.*)

Barley: (*to Pickle*) There's still a Rainbow Festival?

Pickle: And we're gonna perform at it? (*Rainbow lands facing them.*)

Rainbow: I think the whole town should know there's a couple of future Wonderbolts living here.

(*She gently pokes each nose with a hoof as she says this, prompting awestruck little gasps.*)

Rainbow: Come on! We got work to do! (*She flashes into the sky and away.*)

Barley: (*to Pickle, hovering excitedly*) Did you hear that?!

Pickle: (*ditto*) She called us future Wonderbolts!

(*A few confident strides, and the youngsters are up flying one tight loop around the windmill that sets it spinning. As they zoom away, one tattered vane sparkles with energy and turns a deep blue, working from the axle to the outermost edge. A rabbit smiles at the color change as the mill decelerates to a stop.*)

(Dissolve to an extreme close-up of one chunk of the rainbow billboard and zoom out to show Applejack propping it against a stack of boards. She has procured a toolbox from Torque, who stands a bit farther back and is inspecting a bundle of other pieces.)

Applejack: I think some of this can be saved, but we'll need some fresh lumber. Uh, Torque? The Mayor said maybe you could lend a hoof?

Torque: *(grumbling)* Him and his crazy schemes. What's your business in this, anyhow? Hmm?

Applejack: Well, for one thing, we're helpin' the Mayor. And for another, Granny Smith always says, "You break somethin', you fix it." *(Torque digs through her pile.)* And any job you do, you should be proud of.

Torque: *(chuckling, turning to her)* Proud of bein' a repair pony?

Applejack: Well, absolutely. It's a pretty rare talent to have. Nice work on that balloon basket, by the way.

(Both step toward Torque's workshop, in which this item sits—disconnected from the canopy and in good-as-new condition. Cut to a close-up of it and pan to the two mares in the doorway.)

Applejack: Reweavin' all that straw is no joke. *(Close-up of them.)*

Torque: Oh, heh...yah, well...thanks for, well...noticin'.

(The farmer leaves the shop, the camera zooming in slowly as the fix-it expert mulls over this exchange. Finally she comes around to a smile and gallops over to where Applejack is piecing together two billboard segments. Both come up with hammers in mouths and begin pounding at the seam to secure it, neither paying any mind a bundle of boards lying in the road. A twinkle of light surges from one end to the other, changing the lifeless gray to a warm, woody brown.)

(Dissolve to a long shot of the shop that Rarity saw Kerfuffle visiting in Act Three. The fashionista approaches the batwing doors of its entrance, humming placidly to herself, but stops short after passing the front window.)

Rarity: Hmm?

(She darts back for a closer look; cut to just inside the panes, framing her on the opposite side in close-up.)

Rarity: *(slightly muffled by glass)* That's one of my designs!

(Zoom out. Facing her is a pony-shaped mannequin outfitted in an opulent gown and matching sun hat. Outside again; she heads in with new resolve. Inside, her reflection appears in a full-length mirror propped against one wall as a hunched-down Kerfuffle brings up a box and sets it on a sales counter.)

Rarity: Hello?

(The pegasus straightens up from her rummaging and pulls in a lung-inflating gasp upon realizing just who has come to pay a visit. A Minnesota accent and a cracking, scatterbrained tone color her voice as she breaks into a broad smile.)

Kerfuffle: Whoa, no way! Stack my pancakes! Are you really *the* Rarity?

Rarity: Uh, it's just Rarity. Uh, and I-I couldn't help but notice that you've got—

(Kerfuffle has flown all the way to the entrance and is enthusiastically shaking hooves with her before she can get another word out.)

Kerfuffle: *(gasping)* I love you! I love you so much! Your work, I mean, your designs, your taste, your eye for beauty...

Rarity: Well, thank you.

Kerfuffle: *(showing a star-patterned garment)* They're the perfect canvas for me to fancy up!

Rarity: *(pacing)* Yes, about that, the-the hat, the-the bow, uh, the scarf, the— *(Kerfuffle lands facing her.)*

Kerfuffle: Do you like 'em?

Rarity: Very charming.

Kerfuffle: *(gasping)* Thank you! Those are Kerfuffle originals. I'm Kerfuffle. Spelled like it sounds, with a double "ffff" for the "fuff." *(Deep breath.)* I should really stop talking now.

(Rarity is trying on a pair of sunglasses.)

Rarity: I do hope you don't mind my asking— *(Remove/set them down.)* —but with all this talent, why don't you simply display your own work instead of adding to others'?

(The proprietor turns this over for a long beat, then breaks into a hearty guffaw. Receiving none in response, she flies over to Rarity, who has shifted to a different section.)

Kerfuffle: *(uneasily)* Oh. Oh, no. *(Land.)* I-I-I couldn't. It's...not good enough by itself.

Rarity: Hmph! *Au contraire.* *(She floats a shawl off the nearest counter.)* Take this shawl. *(Wrap it around her shoulders.)* Hoof-dyed, nicely woven, a piece of art by itself. Imagine if you could work in color.

Kerfuffle: *(smiling)* Oh, I do imagine. I mean, that's how I design things. *(pacing)* I feel in my heart what the colors are.

(She crosses to another counter, where a folded textile rests, and Rarity moves for a better look.)

Kerfuffle: Uh, like this scarf. *(reeling it out)* This stripe is red, then orange, yellow...

Rarity: Like a rainbow. How would you like to work with me as the official assistant designer of the Rainbow Festival?

Kerfuffle: *(gasping, eyes widening)* Really? Work with you? *(beaming)* I can't believe it!

(She flies to an open patch of floor and jitters in place, squealing and giggling, only to cut herself off with a slightly skeptical look toward Rarity.)

Kerfuffle: Wait. There's still a Rainbow Festival?

Rarity: *(circling to her)* Darling, if we have anything to do with it, not only will there be a Festival, it will be the most stylish anypony in this town has ever seen! *(Kerfuffle lifts into a hover on the end of this, then lands.)* Now let's get started!

(Both designers trot purposefully away and so miss a twinkling color change that plays across a beret resting on a mannequin's head to turn it a bright magenta. From here, dissolve to a long shot of the exterior of Hotel Hope as Twilight lands and approaches the open front doors. Inside the lobby, she steps cautiously across to the closed library entrance first shown off by Petunia Petals in Act Two. Energy begins to shine from her horn and gather in the seam where the two portals meet; cut to within the library as these swing open to admit her and zoom out slowly. Filled bookshelves stand nearly three times her height in a room of not inconsiderable size, and a conveniently placed study table is loaded down with yet more reading material.)

Twilight: *(softly, awed)* Woouooooow...

(The doors close, and the camera shifts to her perspective of the opposite end of the room and tilts up slowly. Here, a small balcony equipped with still more shelves can be reached by a mildly rundown staircase. Back to her, the camera aimed out over the tops of the literature offerings on one shelf; she gasps in unmitigated delight.)

Petunia Petals: *(from o.s.)* You like it?

(Ground level; wearing the glasses and ribbon tie she showed off when introducing herself as the town librarian, she is perched on a rolling ladder to get at the higher-altitude shelves. She has added the flower back to the band in her mane.)

Twilight: I love it! I just never thought—

Petunia Petals: —that a teeny town like Hope Hollow would have a library this grand? We may be small, but we're well-read. *(She slides down to the floor.)* I make sure of it.

Twilight: Mayor Sunny was right! You *are* something!

Petunia Petals: *(blushing)* Did he really say that? *(Giggle.)* Oh, that silly unicorn. *(eagerly)* Did he say anything else? *(catching herself)* I mean, uh, anyhoo, what can I do you for?

Twilight: I don't suppose you have a Magic section?

(The gray mare laughs and aims a hoof toward the far wall; pan quickly to three stretches of shelves in turn.)

Petunia Petals: *(from o.s.)* Arcane, Elemental, or Theory Of.

(Cut back to the research-minded Princess, who smiles broadly as a happy little moan issues from her throat, and snap to black.)

Act Five

(Opening shot: snap to a long overhead shot of Fluttershy and Pinkie crossing the town square.)

Pinkie: Let's see. *(Head-on close-up.)* If fifty cupcakes makes a party, that means for the Festival we need... *(under her breath)* ...divide by two, carry the one...

Fluttershy: More? *(Pinkie zips in close.)*

Pinkie: Super-more!

(They have stopped at the building with the old cupcake sign that she spotted in Act Three—the town bakery.)

Pinkie: We're gonna need some baking help! *(Both of its support chains snap, one by one.)*
Huh?

(Accompanied by a soft gasp from Fluttershy, and followed by the wooden placard snapping in half when it hits the ground. Cut to just inside the darkened shop, the camera aimed out through the doors' grimy glass panels to frame the pair. Fluttershy and Pinkie each rub a small round patch clean, side by side, and gaze across the long-disused shop floor.)

Fluttershy: *(muffled by glass)* It looks like it's closed.

(Both turn away, Pinkie clearing off a curving swath so that the three clean bits form a sad face; cut to them outside.)

Pinkie: Aw, that's so sad!

Mr. H: *(from o.s., distant)* —that we could only use the ones from *our* yard, lovey.

(On the end of this, the camera cuts to him and his wife crossing the square and his speaking volume returns to normal. He is levitating a pie.)

Mrs. H: *(wearily)* Oh, darling, stop it. *(Pinkie zips over and falls in with them.)*

Pinkie: Excuse me! I see you're taking your pie for a walk, and I was wondering— *(All stop.)*

Mrs. H: We're not interested. Ugh! It's getting so a pony can't even walk down the street without being terrorized.

Pinkie: *(laughing)* That's not "terrorized." *This...*

(Zoom in quickly to a close-up as she lets one eye bug out and go bloodshot, tongue lolling from her mouth to voice a goofy, drooling screech. Husband and wife cry out and flinch at the display, which ends as quickly as it began.)

Pinkie: ...is "terrorized."

(The snooty unicorns find their intended exit cut off by a hopping Pinkie and a stationary Fluttershy.)

Pinkie: So, how would *you* like to be a part of the official baking team of the Rainbow Festival?

Mrs. H: *(puzzled)* There's still a Rainbow Festival?

Pinkie: Uh-huh! *(She pops in/out from all angles around them and delivers a hug as she continues.)* We'll have a booth with cupcakes and pastries and fun.

(A quick step/twirl carries her away from them with the pie.)

Pinkie: We're gonna start with this pie! Let the taste test begin!

(She chomps down a huge bite and almost immediately finds herself struggling not to spit it all over the place. There follows a quick string of gagging and retching noises, then a mad scrape at the tongue to remove the offending particles. The remainder of the dessert ends up sitting on the ground.)

Pinkie: What kind of pie did you say this was supposed to be? *(Confused glance between the unicorns.)*

Mr. H: *(floating it back to himself)* Apricot.

Pinkie: Are you sure? It's kinda...crunchy.

Fluttershy: Not that there's anything wrong with that.

Mrs. H: *(affronted)* Well, the apricots are from our very own tree!

Mr. H: In our very own yard!

Mrs. H: Behind our very own house! *(Long overhead shot of the four.)*

Pinkie: Yeah. Maybe we should get a look at this tree.

(They set off. Dissolve to a close-up of Barley and Pickle limbering up on a stretch of grassland; Rainbow strolls up as the camera zooms out.)

Rainbow: All right, rookies. Show me what you got!

Barley: *(gasping/smiling, to Pickle)* She sounds just like we always imagined she'd sound!

Pickle: *(nudging her)* Only twenty percent cooler! *(Neither one moves.)*

Rainbow: Well? Aren't you gonna fly or something?

Pickle: *(saluting)* Yes, sir! I mean, ma'am!

(Both siblings blush and offer sheepish little laughs, then lift off. Swinging back and forth past each other at first, they settle into close parallel flight paths.)

Barley: Okay...break!

(They swing apart, each doing a backwards loop and three-quarters that sends them wobbling and veering toward each other. Yells from both young voices ring through the sky as they slam together, back to back, and drop like an eight-legged brick. Barley's cap has barely had time to come loose from her head before Rainbow takes to the air and bites down on the hood of Pickle's

sweatshirt. He is dragged away, taking Barley along as the two have locked their limbs together out of sheer terror, and they are set gently down on the grass. The cap takes a few extra seconds to make its way down, and Rainbow snaps it up in her mouth and waits as the foals roll glumly onto their backs. A toss of the stripe-maned head, and she is wearing it.)

Rainbow: Fancy flying is something you have to work up to. Even I didn't become Rainbow Dash in one day. *(Barley stands up.)*

Barley: Two days?

(Rainbow plops the cap back on her head and goes into a hover as Pickle gets to his hooves.)

Rainbow: Everypony's gotta learn the basics before they can show off.

(She proceeds to do a little showing off with a few tight turns and a corkscrew.)

Barley, Pickle: *(softly)* Whoa...

(The daredevil flips out of cruising on her back and descends to make a perfect four-point landing, friction between dirt and hooves bringing her gently to a halt. Barley and Pickle fly over to her, their enthusiasm rekindled.)

Rainbow: You'll get there. But first, let's start with a single flip.

(A pair of excited gasps marks her return to the air, and they send themselves into a steadier arc that barely clears the grass—a patch of which twinkles its way back to lush greenness in their wake. Cut to a long overhead shot of Fluttershy, Pinkie, and Mr./Mrs. H traversing a stone-lined path that runs across an expansive lawn behind a house of some size. The tract is enclosed by hedges on one side and a fence on the other, and is broken up by the occasional small chicken coop and scrawny fruit tree, while the trees in the yard on the other side of the fence—which shows damage or collapse in a couple of spots—positively dwarf it for height and health. Zoom in slowly and cut to ground level; they are no longer carrying the pie that nearly sent Pinkie's digestive system into reverse gear.)

Fluttershy: *(to Mr. H)* If you don't mind my asking, you don't sound like the other ponies here in town.

Mr. H: Oh, we weren't born here. We're originally from Manehattan.

Mrs. H: But it was so big. All those ponies crammed together, never talking to each other.

(Back to Fluttershy on the end of this, reacting with mild surprise at the mare's grunt of muted disgust.)

Mr. H: We heard Hope Hollow was just the opposite, so we moved here. *(All stop.)*

Mrs. H: And it was wonderful... *(stammering a bit)* ...for a while.

Fluttershy: What happened?

Mrs. H: Oh, things changed. *(trotting o.s.)* Ah! Here!

(She moves to a scraggly tree, barely more than a sapling, and is followed by Pinkie and Mr. H.)

Mrs. H: This is the tree.

Mr. H: This is where the apricots in my pie came from. *(One detaches itself and bounces to Pinkie. Long pause.)*

Pinkie: Well, I'm no expert, but...

(Pulling out a magnifying glass, she hunches down to examine the fruit in minute detail.)

Pinkie: ...I don't think these are very ripe.

(She stands and lowers the glass.)

Pinkie: *(loud whisper)* Apricots are supposed to be orange!

Mr. H: Well, that's the problem, isn't it? With hardly any colors in this town— *(Cut to Fluttershy, over by the fence; he continues o.s.)* —one apricot looks like another.

Fluttershy: *(pointing toward a tree in the next yard)* What about that tree? Its apricots are big and juicy. *(Overhead shot.)*

Mr. H: Oh. We can't use the apricots from *that* tree.

Pinkie: *(crossing to it)* Sure you can! *(Ground level; she makes to pick one.)* All you gotta do is—

(She is brought up short by an eye glaring through a knothole in the fence gates and the voice of its owner.)

Moody: *(muffled, through fence, banging on it)* Hey! *(Pinkie jumps back with a yelp.)* Stay away from my tree!

Fluttershy: Wh-What was that?

Mr. H: Just old Moody Root.

Mrs. H: He's made it quite clear he won't share his apricots. He hasn't even said hello in ages.

Fluttershy: Have you tried saying hello to *him*?

Mr. H: What? *(Uncertain looks between him and his wife.)* Well, no, but...

Fluttershy: *(voice raised, peeking through knothole)* Mr. Moody Root? Are you there? *(Back off.)*

Moody: *(muffled, through fence)* Who wants to know?

(Yellow wings carry the gentle pegasus up high enough to let her look him straight on.)

Fluttershy: I'm Fluttershy. Your apricot tree is beautiful! So healthy. You must take very good care of it.

Moody: *(smiling)* Well, I try to. Uh, plant food, a good waterin' now and then. Keeps my apricots happy.

Fluttershy: I bet that's why you have so many of them. You must always be busy making things—jam, cobbler, pie...

Moody: Nope, I just eat 'em. (*stroking chin*) Although...pie does sound pretty good.

Mrs. H: (*to Mr. H*) What in Equestria is she doing?

Mr. H: I haven't the foggiest, dear. (*Pinkie slides over to them.*)

Pinkie: (*foreleg around his shoulders*) Doing what she does best.

Fluttershy: (*to Moody*) Your neighbors were just about to bake some pies. You know them, right? (*She lands and gestures to the fence.*) Mr. and Mrs. Hoofington, Mr. Moody Root.

(*The cultivating codger hoists himself up to look over the fence at his well-to-do neighbors.*)

Moody: (*hesitantly*) Um... (*Clear throat.*) ...h-hello. Uh... (*Next two lines overlap, matching his tone.*)

Moody: Yes...hello.

Mrs. H: Hello, Mr. Root. (*Moody clears his throat again.*)

Fluttershy: But they're a little short on apricots.

Pinkie: (*slyly, sidling up to Mr. H*) If only there were some apricots we could use...

(*She cues him with a nudge and clears her throat, but gets only silence for a couple of seconds. A second, much louder throat-clearing jolts Mrs. H into catching on.*)

Mrs. H: Oh, yes, of course! We'd be happy to bake *you* a pie.

Mr. H: Two or...three pies, even.

Moody: So you mean if I give you my apricots...

Pinkie: (*gasping sharply*) What a great idea!

Fluttershy: Then everypony can share! What do you think, Mr. Moody Root? (*He sinks from sight.*)

Mrs. H: (*scoffing*) Oh, well.

Fluttershy: Wait for it...

(*Cut to a slow zoom in on the fence gates, which remain closed for a long, ominous few seconds until one of them creaks open so a smiling Moody can put his head out.*)

Moody: Got a ladder? (*crossing the boundary*) We can just pick 'em from your side of the fence!

Mr. H: (*stammering*) Um, yes, of course! This way!

(*All five start for the house, not seeing an apricot in the uppermost boughs of the mighty tree glimmer with power and turn a shade of orange that speaks eloquently to its ripeness. Dissolve to a long shot of Hotel Hope, zooming in slowly, then cut to the upper reaches of the library. Twilight's magic removes one book from the shelves and navigates it down to the study table that she is assiduously putting through its paces. The cover opens on the way to her.*)

Twilight: (*flipping pages*) Prism curse...an erasure spell...none of these are big enough to make a whole town lose its color on their own! (*A frustrated groan, followed by the start of a new idea.*) Unless...

Voice of Sunny Skies: (*muffled*) Oh, for the love of cheddar!

(The researcher gasps softly and flies toward the source, a gap under the balcony formed by one set of bookshelves that has swung partway open like a door. A sliver of the room beyond is visible through this, and she lands to peer in cautiously.)

Sunny Skies: *(from inside, to himself)* And...yes, I think this works, just...

(His words come through more clearly on the end of this when the camera cuts to just within the aperture and then to the upper portion of this area. It is a single long room whose side walls slope gradually toward one another above a vertical base. The resulting triangular portion of the end wall is taken up by a single huge stained-glass window, depicting two smiling mares under a sky filled with clouds, sparkles, and a giant gem and rainbow. The walls are lined with loaded shelves and display cases, strings of pennants, and framed paintings/photos, a few of which display vestiges of color. Chandeliers hang from the ceiling. Tilt down slowly to frame Sunny Skies pacing the floor, using magic to hold a quill/scroll and scribble notes, and mumbling almost inaudibly to himself. Twilight waits a few seconds before entering.)

Twilight: Mayor Skies! *(Startled, he drops the items.)*

Sunny Skies: Oh!

Twilight: What is all this?

Sunny Skies: Princess Twilight! Welcome to our town's Rainbow Room. *(Cut here and there among the mementos on the shelves; he continues o.s.)* Anything you want to know about each year's Festival from the very beginning'.

(Cut to a picture of Grandpa, not wearing his official regalia, and his young son—the colt who will later become Sunny Skies's father. Twilight flies up to this, astounded by its bright hues.)

Twilight: The pictures! They're in color!

Sunny Skies: *(sadly)* Sure are. *(Sigh; she descends as he paces.)* Those are from happier times—

(They stop at a washed-out poster advertising the event.)

Sunny Skies: —back when there still was a Festival.

(He turns to a trophy, whose lack of color stands in sharp contrast to the pictures surrounding it.)

Sunny Skies: Seems even though we faded, the memory never did. I come here sometimes for inspiration. *(He floats up his quill and scroll and starts to jot again.)* I need plenty for this speech I'm writin'. *(Petunia Petals enters.)* Biggest one of my life.

(The instant he claps eyes on her, he becomes deeply flustered. She has shed her librarian duds from the previous act, but has kept the mane band and flower.)

Sunny Skies: Oh! *(Shift the items behind his back.)* Didn't see you there.

Petunia Petals: Sunny! Heh. I didn't know you were here.

Sunny Skies: *(laughing shakily, stammering, hurrying out)* J-Just leavin'. Uh, I gotta finish this. Well, uh, see—see you later.

(Twilight continues her perusal of the artifacts on display.)

Twilight: *(awed)* Whoa...the Festival was really something, wasn't it?

Petunia Petals: It used to be wonderful. *(Both cross to a display case at the far wall.)* It brought the whole town together for a long time. *(She spreads out three snapshots stacked on a counter.)* And these pictures...are from the last Festival.

(Close-up of the leftmost one as she finishes: full color, Sunny Skies standing on the platform in front of City Hall and ready to fire up the Generator. Spectators watch eagerly, with the exception of one scowling stallion at the very back. Pan to the middle one: color gone, Generator going haywire, the stallion turning away.)

Petunia Petals: *(from o.s.)* You can see...

(On to the rightmost: also grayed out, the stallion facing ahead, Sunny Skies ready to set it off.)

Petunia Petals: *(from o.s.)* ...it didn't go well. *(Twilight's field lifts this one toward the camera.)*

Twilight: *(from o.s.)* Right. *(Cut back to her and Petunia Petals.)* The Mayor's magic in the Generator caused the colors to go.

Petunia Petals: That's what Sunny thinks. He blames himself for it, but—*(smiling)*—I'm still not convinced it was anything other than an accident.

(The Princess swings all three photos around and into a hovering line.)

Twilight: There's something strange about this. *(Her perspective, bringing one after another closer to her eyes.)* I just can't put my hoof on it.

(Back to her; she lays them on the nearest counter.)

Twilight: If only the Generator hadn't been destroyed.

Petunia Petals: *(from o.s.)* Not all of it was.

(The violet mare gasps softly as these words sink in, and she turns to find the gray one fishing around inside a desk. With a bit of effort, Petunia Petals heaves up a portion of the ruined Generator and plunks it down under a lit lamp.)

Twilight: *(softly)* Wooooow...

Petunia Petals: I don't keep it out because I know it hurts the Mayor to see it.

Twilight: Mind if I borrow this?

(Snap to black.)

Act Six

(Opening shot: snap to a long shot of the rainbow billboard, now fully repaired and seeming to glow with color as it stands tall and proud above the entrance to Hope Hollow. Pegasi flit around it as the camera zooms out to frame the still-gray town square, where Applejack and Torque are gazing up at the end result of their pooled efforts. A toolbox rests on the stones between them. Sunny Skies's laugh is heard; cut to ground level as he crosses to them.)

Sunny Skies: Great job! It's even better than it was before, dontcha know!

(And it begins to draw a crowd of curiously murmuring onlookers, including a family of three—unicorn father, pegasus mother and son.)

Father: Rainbow Festival?

Mother: *(Minnesota accent)* Didn't know it was still goin' on. *(Sunny Skies bounds over and drapes a foreleg across each adult's shoulders.)*

Sunny Skies: Sure is! Bigger and better than ever! *(under his breath)* I hope. *(hurrying away)* Tell all your friends!

Colt: *(bouncing in place)* Can we go, Mama?

Mother: *(smiling)* I suppose so. Why not?

(She and Father depart, and the colt draws in a delighted gasp as a wisp of magic lifts him off his hooves and turns his mane bright yellow. He trots in place and laughs merrily before flying off after them. Back to Applejack, Sunny Skies, and Torque.)

Twilight: *(from o.s.)* Mr. Mayor... *(Pan to frame her, landing with saddlebags on back, Generator stuffed in.)* ...I hope you don't mind, but—

Sunny Skies: *(aghast)* Where'd you find that? *(Petunia Petals joins them.)*

Petunia Petals: I gave it to her, Sunny. She has an idea.

Sunny Skies: Best idea would just be to throw that thing in the trash heap!

Twilight: My theory is that the Generator magnifies whatever magic it uses.

(She kick-starts her horn as she speaks, the camera panning away to a patch of sky and putting her out of view. A rough sketch of the original, intact device is quickly traced out in the air, and it vibrates and sends out pulses from both ends.)

Twilight: *(from o.s.)* Makes it stronger. *(A wrench overlays itself on the image and both disappear.)* So if we could rebuild it...

(A new picture of the Generator appears, fitted with additional tubes and gears, along with a book. Pages flip and a tendril of magic snakes from the latter to the former.)

Twilight: *(from o.s.)* ...and use one of the reversal spells I just read about...

(Vanish the book; the Generator becomes wreathed in multicolored energy and flips onto one end. A miniature sketch of Hope Hollow pops up, facing the lens.)

Twilight: *(from o.s.)* ...it could work to bring color back to the town!

(The power is discharged in a rainbow blast, transferring that shimmering aura to the village, and both fade away. Back to her, Petunia Petals, and Sunny Skies; she floats the Generator out of her bags.)

Sunny Skies: Even if we could get it workin' again, which is quite a tall order... *(Pan to frame Applejack on his other side during the next line.)*

Applejack: Not for a gifted repair pony— *(glancing knowingly to her other side)* —who I just happen to know.

(Here comes said repair pony.)

Torque: Let me take a look-see. *(She gives the thing a penetrating stare and smiles.)* Yah, I could give her a go.

Sunny Skies: *(laughing)* I don't want to get my hopes up, but... *(beaming, jumping in place)* ...yahoo! *(Torque balances it on her head and starts for her shop.)*

Torque: Don't worry. I'll get to work.

Petunia Petals: Um, how's your speech comin', Sunny? *(He blushes.)* I'd be happy to help you with it if you'd like.

Sunny Skies: *(hastily)* Uh, oh, no, y-you couldn't. Heh. Uh, uh, thanks, but, uh, I have to do a little Mayor-type business, dontcha know, but I'll check back in a little bit to see how everythin's goin'.

(He bugs out with a speed that would make either Pinkie or Rainbow proud, leaving three very confused mares in his wake.)

Petunia Petals: Hmm...he's actin' so peculiar.

Applejack: From what I've seen of the Mayor, how can you tell exactly when "peculiar" kicks in?

(Petunia Petals has no immediate response to this. Dissolve to an overhead shot of the Hoofingtons' backyard. They, Fluttershy, Pinkie, and Moody are seated around a picnic table set with a couple of cakes, and a cart stacked high with pies stands parked nearby. Both unicorns are liberally splashed with ingredients, and Mr. H is wearing a chef's toque—side effects of a marathon baking session. Zoom in slowly, the silence unbroken as Moody considers a pie he is holding, then cut to the table. He takes a large bite, then another, and soon he has eaten the whole thing.)

Moody: Mmm! Mmm-mmm-mmm! *(to Mr./Mrs. H)* If I'd-a known your pie was this good, I'd-a given you those apricots ages ago!

Mrs. H: Mr. Hoofington did all the baking.

Mr. H: *(wiping dough off her cheek)* Aww, inspired by you, snookums. *(He kisses the spot; close-up of Moody.)*

Moody: Say, the whole town should know about this here pie!

Pinkie: *(from o.s.)* Oh, don't worry. *(Zoom out; she now lounges against the cart.)* They will.

(A bit of climbing allows her to pop up from the stacked pies, holding one as others tumble every which way.)

Pinkie: We're gonna give it away at the Rainbow Festival!

Moody: Wait, what? *(He hops away from the table.)* There's still a Rainbow Festival?

Fluttershy: Uh-huh.

(The oldster laughs, hitches himself to the cart, and begins to tow it around toward the front of the house. Zoom in on the branches of an apricot tree, every one of whose fruits sparks into a bright orange color, then dissolve to a close-up of the Generator resting on a workbench. It has been fully rebuilt, with conduits and gears added to match the tweaks made by Sunny Skies during his Act Three song, and a gleam of light plays across the bodywork.)

Torque: *(from o.s., reaching into view to pat it)* Well, here it is.

(Cut to her, standing over the rig in her shop, and zoom out on the start of the next line to frame Twilight/Applejack/Petunia Petals watching. The Princess is no longer hauling her saddlebags.)

Torque: Had to hoof-build some of the parts myself, but it's as good as new. *(Applejack crosses to look it over.)*

Applejack: Hoo-wee! *(Pat it.)* This looks amazin', Torque! No pony else coulda pulled this off.

Twilight: *(to Torque)* Thank you so much for your help.

Torque: It was a real challenge. But turns out, that was part of the run. *(Chuckle.)*

(Twilight floats the Generator off the workbench, and she and Torque head across the shop—turning away just in time not to see a few of the flowers in a planter box regain their bright pigmentation. Applejack, on the other hand, is perfectly placed to observe the effect.)

Applejack: *(eyes popping)* Whoa! Did—did y'all see that?

(But a zoom out answers that question "no," in triplicate. Twilight brings the machine down onto a small table while Petunia Petals and Torque watch.)

Twilight: Now we need to test it.

Petunia Petals: Should we call the Mayor?

Twilight: Might be best to make sure it works first. I'd hate to disappoint him.

(Her magical hold brings over a book from a side table—the one she had found in the library—and Applejack crosses to them as she leafs through it.)

Applejack: Uh, Twilight, I think I saw—

Twilight: In a moment, Applejack. This is important.

Applejack: Yeah, but—

Twilight: Turn on the Generator.

Applejack: Huh. Okay.

(She taps the case, setting off a flurry of mechanical jitters. Twilight and Petunia Petals gasp in wonderment, then Applejack and Torque, and the device goes quiet as the central lens rises on its support. It sends up a swirl of scintillating colors that resolves into a sparkling rainbow above the four heads. Twilight has put her book aside.)

Applejack: Huh. Well, look at that!

Petunia Petals: Oh, isn't it beautiful? That's what the Generator's always done, for years and years!

Twilight: *(bracing herself)* Now we just add magic, and...

(She hits the Generator with a blast from her horn. Cut to an overhead shot of the workshop, light spilling from every window and doorway to white out the screen. After a full three seconds, fade in to an overhead close-up of the mage and zoom out to frame the entire workshop floor. She cracks one eye open, squinting warily around the area at the now-silent device and the other three. The rainbow has dissipated, to the consternation of all, and they gasp softly at the total lack of any color change in their surroundings and head for the door. Cut to just outside; they emerge into the square and find the locals and locale just as dull as before, the camera zooming out slowly down the street.)

Twilight: *(sighing glumly)* I'm sorry. I thought for sure it would work.

(Inside again; she, Petunia Petals, and Torque gather around the Generator.)

Petunia Petals: Let's not tell the Mayor. It would break his heart.

Twilight: No. We have to tell him we failed. We can't bring the color back.

(Applejack turns her attention to the planter box and the freshly re-colored flowers.)

Applejack: Hmm. *(addressing herself across shop)* Twilight! I really think you should see this! You betcha—

Pinkie: *(from outside shop)* We did it!

Twilight: Eh?

Petunia Petals: Oh!

(Twilight flies out the door, Petunia Petals and Torque following on hoof and leaving Applejack to voice an irritated sigh over being ignored. Out in the square, they find the Hoofingtons escorting Moody and the pie cart, whose cargo has been transferred from roof to interior. A humming Pinkie hops along with them, while Fluttershy flies overhead. Mr. and Mrs. H have cleaned up from their pie-making session, and Mr. H no longer wears his toque.)

Pinkie: Everything you need for the Rainbow Festival bake sale!

(Unhitching himself on these words, Moody bucks the wagon to fold down its side panels and bring up shelf on shelf of whole and sliced pies.)

Fluttershy: Courtesy of the Hoofingtons.

Mr. H: And Mr. Moody Root! *(Who chuckles.)*

Twilight: Ooh! Everything looks delicious!

Petunia Petals: Mr. Moody Root! *(crossing to him; Fluttershy lands)* Why, I haven't seen you in the library in ages!

Moody: High time I came back. Uh, you got any of them there cookbooks?

(He trails off into a gasp as a laughing Barley and Pickle sweep low over the group and rise to spin around the cupola projecting from the roof of Torque's shop. Next come a pair of loop-the-loops in tight synchronization, a pull apart, and a veer back to fly in close formation. Rainbow touches down next to an admiring Torque.)

Torque: Hey! They're pretty good!

Rainbow: They've been practicing their tails off for the big show.

Torque: What big show?

Rainbow: The Rainbow Festival. *(She rises several yards and hovers.)* They're the official entertainment.

(Down she goes, leaving the sky clear for the two pegasi to home in on each other. A confident grunt from Barley is the prelude for their corkscrewing descent, which ends just a bit earlier than planned when they collide and hit the ground in a sliding heap.)

Rainbow: *(helping Barley hover off Pickle's back, laughing gamely)* Uh...landing still needs a little work.

Rarity: *(from o.s.)* You're all here!

(Cut to her and Kerfuffle, the former having traded her shawl for a polka-dotted kerchief tied around her neck and the latter towing a cart loaded with fashion items and protected by a canopy.)

Rarity: Wonderful! You can help us set up our cart. *(They stop; Kerfuffle unhitches herself.)* "Kerfuffle's Official Rainbow Festival Accessories."

Kerfuffle: Ta-da! *(Pinkie and Rainbow take a close look.)*

Rainbow: *(laughing appreciatively)* Whoa! Nice stuff! *(Barley and Pickle gather in, standing.)*

Kerfuffle: And I designed color-matched accessories for each of you.

(Pinkie, trying on a pair of sunglasses with star-shaped lenses, has a bit of trouble processing this statement.)

Pinkie: Um, I can't help but notice that the color-matched accessories don't have much color.

Rarity: (*levitating shades back onto cart*) Well, of course not, silly. The town doesn't have any color, remember? (*Wink.*)

Pinkie: (*nodding, catching on*) Ohhh, right!

Kerfuffle: Oh, but don't worry. I know where the colors are supposed to be.

(*She hovers near the cart, removing items in turn as Rarity lifts others in her field.*)

Kerfuffle: An orange scarf for Applejack, red leggings for Fluttershy...

(*The magic slides these onto all four yellow legs.*)

Fluttershy: Ooooh!

Kerfuffle: The pink flower lei is for...well, you know who.

Pinkie: No, who?

(*Following a long beat of silence, she breaks into hearty laughter over her own joke and bounds over so Kerfuffle can drape the strand around her neck.*)

Pinkie: Mmm-hmm.

Rarity: And look at my purple kerchief. Isn't it divine?

Kerfuffle: (*putting goggles over Rainbow's eyes*) The blue goggles are for Rainbow Dash.

(*The recipient of this gift hovers up with a sly chuckle; now she turns to Barley and Pickle, carrying two more pairs, and Pickle rises to her level.*)

Kerfuffle: (*equipping Barley with one*) And I think I have some that might match for you too. (*Pickle accepts and dons the second.*)

Pickle: Whoa!

Barley: Whoa!

Kerfuffle: (*digging in cart*) And something very special for Princess Twilight...

(*What she comes up with is a pair of wing covers in a range of hues and tailored to fit over the individual feathers.*)

Kerfuffle: ...wing bling! In every shade of the rainbow, dontcha know!

(*As she describes them, Rarity lifts them away in her magic and the camera cuts to Twilight, who spreads her wings so they can be fitted on. They contour themselves perfectly to her movements.*)

Twilight: (*gasping*) Kerfuffle, this is amazing! Everypony, you've done great work. (*Pinkie giggles softly; she voices a sad little sigh.*) I just wish I could've done my part. I hate to admit it, but...I'm stuck. I don't know how to make the town's color come back.

(Only now does Applejack join the collective, moving a frantic gallop and spitting a flower to the ground at Twilight's hooves. It is one of the revived blooms from Torque's planter, as seen in close-up; on the start of the next line, cut to frame the farmer and the Princess.)

Applejack: That's what I've been tryin' to tell you! It is comin' back!

(The color now spreads to fill the entire box, sparking gasps from all the witnesses, and turns the pie crusts golden brown. Next the frames of the hovering foals' new goggles turn bright red; they murmur excitedly and trade high fives, and the effect washes over Kerfuffle's cart and its contents.)

Fluttershy: W-What's happening?

Rarity: Something wonderful!

Twilight: But...how? *(She levitates the flower Applejack brought and ponders it.)* It wasn't the Generator. *(Drop it; an idea strikes.)* Which means something else must've drained the town's color in the first place! *(Hover.)* I have to get back to the library!

(She flies off, Petunia Petals scrambling to follow. Snap to black.)

Act Seven

(Opening shot: snap to an overhead shot of Twilight and Petunia Petals at a table in the Rainbow Room, as seen in Act Five, and zoom in slowly. The three photos that Twilight found during her earlier visit have been laid out under a strong desk lamp with built-in magnifier.)

Twilight: I thought so! *(Close-up of the two.)* Look, in the second photo. When the Generator goes off... *(Her perspective of it; she points out the stallion turning from the breakdown.)* ...this pony is walking away. *(Pan to the third one.)* But on the third photo, when all the color's gone, he's back where he was!

(Cut to her and Petunia Petals.)

Twilight: Which means...

Petunia Petals: *(gasping, shocked)* We have to tell the Mayor!

Sunny Skies: *(from o.s.)* Tell me what?

(Both look toward the entrance and find him entering with bow tie hanging loose and top hat floating in easy reach.)

Petunia Petals: Sunny! *(She and Twilight cross to him.)* Have you seen what's happenin' outside?

Sunny Skies: *(blushing donning hat, doing up tie)* No, I've been in here for a while, workin' on my speech.

Twilight: *(to Petunia Petals)* Maybe we should just show him.

(Dissolve to the town square, now properly decorated for the Rainbow Festival, and zoom in slowly through a throng of murmuring passersby toward a long table set up at the periphery. It is manned by the Hoofingtons and stacked with pies and slices thereof, and Fluttershy and Pinkie look on from opposite ends as the old stallion levitates a sample.)

Mr. H: *(voice raised)* Who wants apricot pies? *(Close-up; a mare takes the pie from him.)* Best pies in Hope Hollow!

Mrs. H: *(passing another one over)* Pies for sale! Yummy-licious!

(The parents of the colt who got his mane re-colored in Act Six step up.)

Mother: Hello there, Mr. Hoofington, Mrs. Hoofington. Been a while.

Mrs. H: How lovely to see you.

(A swirl of energy restores color to both proprietors and their wares.)

Mrs. H: Oh!

(Cut to Moody, hitched to the cartload of pies; Pinkie holds up one that is still in monochrome.)

Pinkie: What's better than one pie? *(She grabs four more; passersby gasp/murmur.)* Lots of pies! *(Juggle, then toss them up to land in a stack.)* Official Rainbow Festival goodness right here, now!

(Their crusts brown to match the others, to the audible amazement of the growing crowd, and even Moody chips in a hoarse gasp. Elsewhere, Rarity and Kerfuffle are hawking the latter's creations at her cart.)

Rarity: Over here, darlings! Just look what Kerfuffle has come up with!

Mare 2: *(to Kerfuffle, trying on sunglasses)* I never knew you did such great work! I have to visit your shop.

Trout: Hey, you got anything waterproof?

Kerfuffle: Mmm-hmm.

(She gasps in awe as their colors return. The mare is blue-violet, with a curly light yellow-brown mane/tail in two shades, purple eyes, and a deep pink kerchief around her neck; the lenses' frames are magenta. Trout is off-white, with a blond mane and blue eyes. Cut to a long shot of the town square, tilting slowly down from the reconstructed rainbow to pick out the vivid islands standing out among the gray—some stationary, others moving on four legs—and Twilight/Petunia Petals/Sunny Skies approaching from the direction of City Hall. The elected official gasps in unparalleled delight upon taking in the panorama of activity.)

Sunny Skies: Ohhhh! But...colors! *(to Twilight)* So...you were able to reverse the Generator?

Petunia Petals: The Generator had nothin' to do with it, and never did.

Sunny Skies: So...none of it was my fault?

Petunia Petals: No, you big doofus! How many times have I tried to tell you that? All those years you blamed yourself for nothin'.

Twilight: (*floating out photos from Rainbow Room*) These photos from the library explain everything.

(*Cut to a close-up of them before Sunny Skies's eyes as she finishes, then back to her.*)

Twilight: Once I realized they were out of order...

(*Back to them, her aura switching the places of the middle and rightmost ones.*)

Twilight: (*from o.s.*) ...it proved that the town's colors got dim *before* you turned on the Generator. (*Back to the two.*)

Sunny Skies: (*jumping in place*) Boy howdy, am I glad to hear that! Uh, but then, what *did* cause it?

Twilight: It's called "hopeless magic." Everypony was already giving up on each other, losing hope. Then—

(*Close-up of the new last photo.*)

Twilight: (*from o.s., pointing to it*) —when the Generator blew up, it must've been the last straw. It took all the hope out of the town for good—

(*Back to her and Sunny Skies on the end of this.*)

Twilight: —along with the color. But now...

(*Cut to the square; more are shifting out of black-and-white.*)

Twilight: (*from o.s.*) ...there's a different kind of magic, of everypony coming together again. (*Back to her and Sunny Skies.*) Just the way you wanted it, Mayor.

(*Applejack and Torque ascend to the platform in front of City Hall, the repair expert hauling the Generator in a pair of saddlebags.*)

Torque: What do you know? There *is* still a Rainbow Festival!

Twilight: And we'd better get it started. This town's been waiting long enough.

Torque: (*setting device on lectern*) The Generator's workin' again, Mr. Mayor, just the way your grandpa built her.

Sunny Skies: (*hesitantly, pacing to platform*) Heh. I just hope my speech lives up to the occasion.

Twilight: (*addressing crowd*) Attention, please! Welcome to the brand-new Hope Hollow Annual Rainbow Festival!

(Cut here and there among the crowd, faces turning inquisitively in her direction, and back on the previous line.)

Twilight: And here's the pony who made it all possible... *(stepping aside)* ...Mayor Sunny Skies!

(Cheers ring out as the unicorn rises to the lectern and addresses himself into its attached microphones. Twilight and Petunia Petals are off to one side of the platform, Applejack/Rarity/Torque to the other, Rainbow hovering with Barley and Pickle. His next ten lines are amplified.)

Sunny Skies: I am as proud as a two-tailed peacock to see you all here today, to once again celebrate our little town at the end of the rainbow. *(More jubilation.)*

Kerfuffle: *(softly, warmly)* Awww...

Sunny Skies: And I can't give enough thanks to Rainbow Dash...

(The blue mare offers a cocky little grin; cut to each named mare in turn.)

Sunny Skies: *(from o.s.)* ...Princess Twilight...

(Nod and soft giggle from her; cut to Fluttershy, Moody, and the folded-up pie cart, whose walls burst open to reveal Pinkie with filling smeared all over her face. Moody is unhitched.)

Sunny Skies: *(from o.s.)* Pinkie Pie...

(She giggles and throws a chummy foreleg around the old stallion's shoulders.)

Sunny Skies: *(from o.s.)* ...Fluttershy...

(Who waves and giggles softly; cut to Applejack and Rarity, the former now wearing the kerchief-style scarf made for her by Kerfuffle.)

Sunny Skies: *(from o.s.)* ...Rarity, and Applejack.

(The first tosses her mane; the second grins and chuckles. Back to the platform.)

Sunny Skies: My grandpa started this festival to celebrate us. *(Cut to Twilight and Petunia Petals, who trade smiles as he continues o.s.)* The ponies of Hope Hollow. *(Back to him.)* It's you who brought friendship back to our town—

(Cut to the yellow-maned colt and his parents in the crowd; all gasp as they regain their full color. His coat is pale blue, and his eyes are yellow-green.)

Sunny Skies: *(from o.s.)* —and all the bright colors that come with it. *(Son nuzzles Mother; back to him.)* We just have to always remember to reach a hoof out to our neighbors.

(Moody offers a lopsided grin to the Hoofingtons.)

Sunny Skies: *(from o.s.)* To respect and listen and talk to each other. You never know what just sayin' hello to somepony can do.

(On this line, they nuzzle affectionately and he reverts to the color scheme he displayed in Sunny Skies's Act Three song/flashback, but with his mane/tail gone fully white now. Back to the lectern.)

Sunny Skies: So, without further ado...

(Zoom out quickly; Pinkie hops across, lugging the portable karaoke machine she showed off in Act Three and with her face clean. The rig is switched on and blaring accompaniment.)

Pinkie: *(singing off-key into microphone)* Here we go, this is the moment, yeah
Let the Rainbow Festival begin

(Sunny Skies offers a dry chuckle and taps the Generator to start it up. The lens rises to send up a beam that explodes into a slowly spreading shock wave of vivid color. The Festival attendees are abuzz with excitement as the afterimages wash over them, and piece by piece the town begins to come back to its old lively self. The blue colt watches with delight as the effect spreads to his ice cream soda.)

Colt: Whoa! What's happening?

(Now it catches up to Torque and Applejack's scarf, which goes a deep orange. The repair mare proves to have a coat fairly close to Fluttershy's light yellow, a bright red mane/tail, and light blue eyes; her work shirt is light blue, the overalls darker blue denim, the bandana tied across her mane a light green.)

Torque: Wow...

(Applejack chuckles softly. Twilight spreads her wings as the covers Kerfuffle made for them turn a range of pastel greens/blues/yellows, dominated by the same light violet of her coat.)

Twilight: Whoa...

(Rarity's polka-dotted kerchief goes two shades of violet, to Kerfuffle's great joy.)

Kerfuffle: It's exactly as I imagined it!

(Now it is her turn to be touched by the spreading magic, ending up with a coat nearly the same shade as that of her role model. Pink/white mane; solid pink tail; light yellow vest with a blue belt; deep purple eyes. Cut to a long shot of the rainbow billboard and zoom out slowly to frame

the entire town under a freshly re-blued sky as the Generator pours power into the sky for some seconds more before shutting off. The frames of Rainbow's goggles have gone bright blue, and every visible scrap of the place has regained its old visual splendor—with four prominent exceptions: Petunia Petals, Sunny Skies, Barley, and Pickle. The fountain at the center of the town square is gushing as it did before the calamity struck.)

Petunia Petals: That was a beautiful speech, Sunny.

Sunny Skies: What? Oh, no, uh, that wasn't my speech.

Petunia Petals: But, uh...then what have you been writin' all day?

Sunny Skies: Well, uh...another speech. (*Blush; tug at bow tie.*) I mean, it's...for later, but... (*dropping head*) ...ah, flapjacks. I guess now's as good a time as any.

(His field brings out the scroll he was scribbling at in the Rainbow Room, and he sighs quietly.)

Sunny Skies: (*reading*) "Petunia, you've never given up on me—or the town. You always had hope when we had none, and..."

(Cut to the six Ponyville mares on the end of this, gathering in with Torque. Fluttershy's leggings and Pinkie's lei are indeed the red and pink claimed by Kerfuffle, respectively, and Pinkie has stowed her karaoke machine. The camera returns to Petunia Petals and Sunny Skies for the next line.)

Sunny Skies: "...I can't imagine a day without you." (*Put the scroll away.*) You're the pony who brings color into my life. Petunia Petals... (*He bends one foreleg at the knee and bows. A ripple of surprised murmurs.*)

Petunia Petals: (*softly, flabbergasted*) Oh.

Sunny Skies: ...will you marry me?

Petunia Petals: (*pulling him up*) Of course, you silly goose!

(They coo and nuzzle each other tenderly, to the sound of cheers up and down the square, and the magic restores their colors to the combinations seen in Act Three. Twilight and the four of her friends still on the ground smile/grin/beam at the happy occasion, as do Kerfuffle and Torque, and Rainbow circles her way up past the fountain with Barley and Pickle on her tail.)

Rainbow: Attention, everypony! Introducing Hope Hollow's very own Junior Wonderbolts! (*A new round of adulation.*)

Barley: (*to Pickle*) Did you hear what she called us?

Pickle: Did you hear what she called us?

Barley, Pickle: Junior Wonderbolts!

(They laugh exultantly as the magic washes over them at last. Bright yellow coats; manes/tails in two shades of pale green; his sweatshirt and her cap are bright red, and her shirt is red/white.)

Pickle: All right!

(They describe circles around their mentor in opposite directions, ending in a laughing high five, and follow her into a sharp ascent. Rainbow stops above clouds, letting them giggle and swoop ahead into a hover facing her.)

Rainbow: Okay, guys. Showtime!

(Down she goes, then a laughing Pickle, and finally Barley. All three streak down through the clouds, Rainbow hitting the gas and setting off a Sonic Rainboom to wash the crowd in afterglow; the siblings burst through it and shake off brilliant fragments, but quickly get after her as she sweeps by. The formation shifts to a leisurely flyover of the square, after which the show ends with Barley and Pickle landing proudly—and neatly—side by side. Rainbow touches down on the platform to fill in a gap in the line formed by her five friends.)

Rainbow: Heh. *(propping goggles on forehead)* Now *this* is something I'm proud to be a guest of honor for.

(A scatter of butterflies wings past her face, and she gasps.)

Fluttershy: And it looks like there's a butterfly garden after all!

Pinkie: Only one more thing could make this Rainbow Festival better.

Rarity: Oh, not more karaoke, darling!

Pinkie: What? No! *(rising to hind legs)* A trout DJ!

(Pan quickly to Trout, who is standing amid a bemused crowd with harmonica in mouth. He plays a few bars of a happy little melody, stopping to take a breath before his last note. Confetti rains down past the camera, the view changing to a laughing Pinkie among the partygoers.)

Pinkie: Now *that's* a party!

A cappella, lively 4 (E major)

(Zoom in on the platform.)

All: We're living in color

Subdued piano and bass drum

(Twilight takes off, wings glowing and leaving a sparkly rainbow contrail.)

Twilight: Step out of the shadows and into the light
Where it's bright and you might see all the colors you are

(Rainbow circles her, and the two veer around each other as they cruise in parallel.)

Rainbow: Or any color you want to be, that your mind can see
And wear them bright like a shining star

Piano out; strings in; percussion builds

(A rainbow smear passes the screen to shift the view to a stall staffed by Rarity and Kerfuffle, who are equipping two gray customers with bright accoutrements. Their color quickly returns, and they gallop happily away.)

Rarity: Why just be black and white?
No need to hide all those colors inside

(Behind the trailing ends of their new scarves, the scene shifts to Fluttershy and several colts/fillies in the ersatz “butterfly garden” shown by Sunny Skies in Act Three. The pictures lie forgotten as the real McCoy’s flit about to the delight of all.)

Fluttershy: ’Cause when they shine up light, it just feels right

Piano and bass guitar in

(Behind two sets of wings, wipe to the square; lines of brightly hued residents parade back and forth.)

All: To be living in color
(A shower of confetti; now Rarity leads a procession as a squad of pegasi tows blue/purple banners overhead.)

We’ll be living in color
(Ponies stack up around the fountain, reaching to the top of its sculpture and organized into layers by similar hue.)

To be living in color
(Rainbows gush from the fixture and drain away to frame Pinkie painting one onto the yellow-maned pegasus colt’s cheek; the job done, he whirls into the sky with other winged youths in tow. Pinkie has removed her lei.)

We’ll be living in color

Bass/strings out; synthesizer in; percussion drops back

(Applejack trots past a line of ponies at the fountain; they start jumping in time as pegasi loop above.)

Applejack: Make up any colors that you can devise
Mix ’em up, watch the joy as it multiplies

(A rainbow smears past and subsides to present Kerfuffle leading another winged squad through her own groove.)

Kerfuffle: Make a rainbow and you will see
How together we are like

A cappella

(All rise off the ground into a loose arc with her at the center.)

All: One when we harmonize

Strings in; percussion builds

(Rarity trots past a line of ponies, outfitted in new duds, who get their color back and start to dance.)

Rarity: Why just be black and white?
No need to hide all those colors inside

(Hats are flung upward; as they fall, the view changes to Fluttershy sitting in the park, the spider from the group's Hope Hotel room in Act Two nestled in her mane. Diving into a nearby bush, she rises accompanied by a swarm of butterflies and a spray of confetti.)

Fluttershy: 'Cause when we shine so bright, it just feels right

Bass in

(Twilight and friends stand around the support of the fountain's sculpture, their backs to it. The camera tracks slowly around them and zooms out to frame lines of prancing ponies moving to and fro. Pinkie's lei is on again, and the spider no longer rides on Fluttershy's head.)

All: To be living in color
We'll be living in color

(Barley and Pickle add a couple of aerial stunts, and Rainbow rises to smile at them both.)

To be living in color
We'll be living in color

Acoustic guitar/strings with bass drum only

(Each singer in turn moves among a cluster of ponies who roughly match the color he/she mentions. First up: Fluttershy in a meadow, trailed by butterflies.)

Fluttershy: "Hello, my friend" is a big bright yellow
(Twilight in the square.)

Twilight: Violet's what you get when you're feeling mellow
(Moody shares a pie with his group.)

Moody: Red is the part where your heart starts to glow
(Kerfuffle gallops past her cart and takes off; Rarity outfits this bunch with scarves.)

Kerfuffle: In the mood, in the groove, indigo

Drums build; guitar out; piano/bass in; vocal harmonies behind lyrics

(Tilt up into the sky; Rainbow leads her detachment through a wide loop as Barley and Pickle watch.)

Rainbow: Blue is the sky, spinning high as can be
(Applejack makes room for two lines to come together before one of Moody's apricot trees.)

Applejack: Orange can amaze, bringin' days that are sunny
(Zoom in quickly on the sun, which dissolves to become a pie held aloft in Mrs. H's magic in an overhead shot. She leads her platoon across a grassy field.)

Mrs. H: Green is serene, take a breath, feel new
(Pinkie hops merrily among a knot of revelers and lets a bunch of balloons float free, now wearing a party hat along with her lei.)

Pinkie: Feel all the living colors

A cappella

(Pan across the groups, the background appropriately tinted behind each, and zoom out quickly to frame all of them. Pinkie has ditched the hat and lei for the moment.)

All: There's a rainbow in you

Percussion in; harmonies continue (G flat major)

(A mass, march-style dance slowly converges on the Ponyville gang's fully mended balloon, standing tall and proud under the warmly glowing rainbow billboard.)

All: Now we're living in color
Yeah, we're living in color
Now we're living in color

(Rainbow hovers over the basket as all the others but Twilight pile in. The violet mare hangs back for a second to acknowledge the gratitude of all those who worked with the group to bring Hope Hollow back to life—visually and otherwise. Pinkie is wearing her lei again.)

Yeah, we're living in color

Bass/strings in; background lyrics in square brackets

We're all living in color [living in color]

(She beams at the newly engaged couple before Rainbow arcs past the camera. Behind her tail, wipe to a head-on shot of the other five on board and waving goodbye.)

We're all living in color

(The speedster circles up to the base of the canopy while Twilight's aura pulls the cord to ignite the burner.)

We're all living in color [living in color]

(Zoom out quickly across the countryside to frame the craft lifting off for home amid a salvo of vibrant fireworks. Rainbow takes a seat in the basket with the others.)

Yeah, we're living in color

We're all living in

A cappella

Color

Song ends on a sustained chord and bass note

(One rocket sails toward the camera and fills the view with its multi-hued explosion, which fades away to leave the screen black.)

CLOSING CREDITS

Same style/tempo/key as opening sequence, but with electric guitar and bass synth only

Sharity: Ah, ah, ah, ah, ooh

Ah, ah, ah, ah, ooh

Ah, ah, ah, ah, ooh

Ah, ah

Percussion in; bass guitar in

There's a rainbow waiting, a song is playing

And I can't wait to hit the road with you

There's a rainbow waiting

And we got rainbow road-tripping to do

Bass out

Ah, ah, ah, ah, ooh

Ah, ah, ah

Song ends