

## **LESSON ZERO**

**Written by Meghan McCarthy**

**Produced by Sarah Wall**

**Story editing by Rob Renzetti**

**Supervising direction by Jayson Thiessen**

**Directed by James Wootton**

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

### **Prologue**

*(Opening shot: fade in to a long shot of Ponyville at daybreak. A windmill's vanes turn lazily as the sun rises behind the mountains. Once it has almost fully emerged, dissolve to the exterior of the library.)*

**Twilight Sparkle:** *(from inside)* Quill.

*(Cut to Spike in her room, with a quill and scroll in hand. Another writing implement floats by under her power.)*

**Spike:** Check.

*(Follow it to her at a desk, where it settles down by two others; a stack of papers stands here as well.)*

**Twilight:** Parchment. *(Back to him; he marks off items in time.)*

**Spike:** Check. *(An inkwell floats by.)*

**Twilight:** *(from o.s.)* Extra ink.

**Spike:** Check. *(Another one.)*

**Twilight:** *(from o.s.)* Extra extra ink.

**Spike:** *(slightly bemused)* Check.

*(The desk again. This inkwell settles down by two others, the papers, and the quills. Zoom out to frame Twilight.)*

**Twilight:** Is that everything on the checklist?

**Spike:** Yep.

**Twilight:** *(crossing to him)* Great. Now that we've completed the checklist of things we need to create a checklist, we can make my checklist of the things I have to get done by the end of the day. Ready?

**Spike:** Ready!

**Twilight:** *(dictating; he writes)* "Item one. Create checklist of the things I have to accomplish by the end of the day."

*(The baby dragon's eyes pop and he drops to the floor with a weary groan—the boss is going overboard with this bit of work. Fade to black.)*

## OPENING THEME

### Act One

*(Opening shot: fade in to the same long shot of Ponyville that began the prologue. The sky is now a clear morning blue, and the sun climbs a bit higher as the windmill turns slowly. Cut to one end of a very long scroll being dragged along a street and pan quickly ahead to frame the other in Spike's hands; he eyes it worriedly while walking.)*

**Twilight:** *(from o.s.)* How are we doing, Spike? *(Cut to frame both in the busy street; they stop.)*

**Spike:** Let's see. We've already dropped off your cape at the cleaners...

*(Close-up of the scroll, which he rolls ahead from one item to the next in time.)*

**Spike:** *(from o.s.)* ...returned the blackboard you borrowed from Cheerilee, ordered new parchment and quills from the stationery shop...

*(These two items, both checked, are shown as: a blackboard chalked with an A+ and sitting by an apple, and a quill with three scrolls. After the second, zoom out slightly as Twilight walks over.)*

**Twilight:** Hmm...seems like we'd just placed an order for those a few days ago.

*(Back to Spike, who throws a look over his shoulder at the yards of parchment stretching behind the pair.)*

**Spike:** Can't imagine why we go through so many of them.

**Twilight:** Sounds like we're ahead of schedule. What's next?

**Spike:** Cupcakes!

*(Snap to black, which immediately resolves into a batch of said treats, the camera pointing up from among them as the lid of their box is opened. Unicorn and dragon both poke their heads into view. Spike eyes the frosted baked goods with an eager, shuddery moan, but Twilight's eye is a more critical one. Cut to frame both of them at the counter inside Sugarcube Corner.)*

**Twilight:** Uh—I only ordered twelve. *(Mrs. Cake emerges from the kitchen, tray on head.)*

**Mrs. Cake:** Oh, I know, dear, but I had an extra. *(taking boxes back in)* So I thought I'd make it a baker's dozen.

[*Note: A baker's dozen consists of thirteen items rather than twelve.*]

*(Now Spike lets his tongue hang out with another shudder, but Twilight magically yanks him back and steps up for a closer look.)*

**Twilight:** Oh, that was very thoughtful of you. *(Mrs. Cake returns to the counter.)* It's just, some of the icing from the extra cupcake is getting all over the one next to it. *(nosing box across)* See?

*(As the older mare leans over the box, a close-up reveals that all the cupcakes appear to be evenly iced.)*

**Mrs. Cake:** *(trying to play along)* Oh...sure.

**Twilight:** It's just that I'm planning on sharing these at a picnic later, and I don't want anypony to feel like somepony else is getting more icing. *(Big grin; back to Mrs. Cake.)*

**Mrs. Cake:** Oh...no, uh, of course not.

*(Behind her, a small scraper is levitated off the work counter and whisked over her shoulder toward the camera, unnerving her slightly.)*

**Twilight:** *(from o.s.)* Not to worry. *(Cut to her.)* I'll just move some of this one to...

*(Close-up of the box; she nudges a dollop of icing away from one and divides it between two others.)*

**Twilight:** *(from o.s.)* ...hmmm...I think I may have scooped too much...oops, now those two have more. *(Back to her.)* Let's just try this again.

*(Which she proceeds to do with fierce concentration, the camera panning across the counter to the forced smile on Mrs. Cake's face. The latter recoils slightly from the bits of flying icing; down below, Spike begins to lose his patience.)*

**Twilight:** *(from o.s.)* Hmmm...no, that won't do. Let me just... *(He is hit in the face.)* ...hmmm, put some here... *(Longer shot of the two ponies.)* ...then...no, that's not right. A little more on this one, and a little bit...ah, wait...

*(Close-up, zooming in slowly as her face gradually rearranges into a slightly crazed expression.)*

**Twilight:** ...I'll just...ooh, a little bit here...and here...and...

*(Close-up of the cupcakes, each of which has been stripped of all icing except a small dab in the center of its top.)*

**Twilight:** *(from o.s.)* ...perfect! *(Tilt up to Mrs. Cake, liberally spattered.)*

**Mrs. Cake:** *(woodenly)* Hmm, oh, yes, much better. *(Both again; Twilight floats the lid on the box.)*

**Twilight:** Okay! *(turning away, levitating box)* Time to tackle the next item on our...

*(Her movement has left Spike's icing-covered figure in full view behind her. Surprise from both ponies as she stops.)*

**Twilight:** Oops. *(Close-up of him; she continues o.s.)* Looks like we're gonna have to add "give a baby dragon a bath" to our list.

*(Zoom out slightly as he lashes out his tongue, wraps it around his body, and yanks it back to set himself spinning in place. The tongue promptly cleans away every bit of icing and retracts into his mouth, and he gleefully swallows the sweet stuff as soon as he stops. Cut to outside the front door of Sugarcube Corner; Twilight walks out with Spike on her back, the box floating before them.)*

**Twilight:** Very efficient! And a little bit gross.

*(His only response is a noncommittal grunt. Wipe to her room in the library.)*

**Spike:** *(from o.s.)* Looks like that's everything.

*(They and the box come into view from downstairs; he has the checklist in hand.)*

**Twilight:** Almost everything. *(He jumps off her back.)*

**Spike:** *(reading end of list)* "Triple-check checklist to make sure we didn't miss anything when we double-checked the checklist." *(marking it off)* Uh, check.

*(He drops the quill and scroll with a sudden groan, exposing the throbbing, inflamed wrist of his writing hand.)*

**Spike:** I've been holding that quill so long— *(Close-up of the hand; he continues o.s.)* —I've got a claw cramp! *(crossing to her; she levitates a cupcake)* Good thing we don't have anything to report to Princess Celestia this week. I don't think I could write another word.

*(He has bandaged his wrist in this shot, and his words throw a sudden scare into Twilight so that she lets the snack drop. Zoom in on her.)*

**Twilight:** We haven't sent a letter to Princess Celestia this week?

**Spike:** Why? Is that bad? *(She leans into his face; his bandage falls off.)*

**Twilight:** Bad? *Bad?* Of course it's bad! I'm supposed to send Princess Celestia a letter every week telling her about a lesson I've learned about friendship! *(Cut to him, then back to her as she continues.)* Not every other week, not every ten days— *(jabbing a hoof into his chest)* —every single week! *(She backs o.s.)*

**Spike:** Huh?

*(A panicked moan from the o.s. unicorn; cut to her at the desk, surrounded by scattered and*

*levitating books.)*

**Twilight:** Where's my calendar, where's my calendar? *(Spike reaches in a drawer as they fly past.)*

**Spike:** Where it always is?

*(As soon as he fishes it out, it gets yanked over to a stand with enough force to carry him along. The calendar lands properly and flips open, but he crashes into the stand's support and slides down to the floor.)*

**Twilight:** When did we send the last one?

**Spike:** Last... Tuesday?

**Twilight:** And today is...?

*(Zoom in to a close-up of a page that has a large red X on one day.)*

**Spike:** *(from o.s.)* Tuesday? *(She snaps upright with a cry.)*

**Twilight:** *(running up to her bedroom)* Oh, no, no, no, no, no, no, no, no, no!

*(Cut to outside her bedroom window during this line. She pops up at it, the camera zooming in briefly before it cuts to a view of the town. A clock's loud ticking is heard as the sun advances a notch across the sky. It moves as if hooked into a giant set of clockworks, and the windmill's vanes click jerkily along instead of turning smoothly as before.)*

**Twilight:** *(from o.s.)* If I don't send her a letter by sundown, I'll be...

*(Zoom out through the window and into the bedroom loft, framing her. Huge gasp.)*

**Twilight:** ...tardy!

*(The background flares red behind her, but Spike instantly pushes it away as if it were a scenery flat to restore the view of the window.)*

**Spike:** What's that, now?

**Twilight:** Tar-dy, Spike. Late! *(flopping onto her bed)* I'll be late! Ooh, how could I have let this happen? I'm usually so organized. *(pulling blanket over herself)* I've never been late with an assignment!

**Spike:** Oh, please! You're the most studious student ever! *(throwing blanket off, jumping down from loft)* I'm sure the Princess'll forgive you if you miss one little deadline.

**Twilight:** I'm afraid to take that chance, Spike. This is the ruler of all of Equestria we're talking about. The pony who holds my fate in her hooves!

*(She stops for breath at this point, but a sudden thought stops her from continuing this line.)*

**Twilight:** What if she doesn't forgive me? *(Cut to Spike.)*

**Spike:** Yeah, I don't think she'll— *(She teleports down to get in his face.)*

**Twilight:** *(really scared)* What if instead she starts thinking I'm not taking my studies on friendship seriously?

**Spike:** Why would she—

**Twilight:** *(pacing)* What if she makes me come back to Canterlot and puts me back in school and makes me *prove* I've been taking them seriously by giving me a test?!? *(Stop; gasp.)* What if I don't pass?

**Spike:** But why wouldn't you pass—

**Twilight:** She's my teacher! Do you know what teachers do to students who don't pass?

*(A brief pause, during which Spike has no immediate response.)*

**Twilight:** *They send them back a grade!* But she won't just send me back a grade. She'll send me back to... *(horrified)* ...Magic Kindergarten!

*(Zoom in quickly to a close-up of her slack, grimacing face. At the moment her eyes fill the screen, there is a white flash and the camera zooms out slowly to the sound of many young voices laughing derisively. The mortified magician is at the back of a classroom, sitting atop a far-too-small school desk on her haunches and being jeered and pointed at by all the other unicorn fillies seated at their own desks.)*

*(This scene stretches downward slightly, then snaps up like a window shade to expose the freaked-out, shivering Twilight sitting on the floor in the same position. Spike has brought her back to reality once again.)*

**Spike:** Twilight... *(He nudges her.)* Twilight! *(She snaps to.)*

**Twilight:** Huh?

**Spike:** That is the most ridiculous thing I've ever heard! *(Close-up.)* You're not gonna be sent back to Magic Kindergarten.

**Twilight:** *(from o.s.)* You're right. I have no reason to worry. *(He smiles proudly; she stands up.)* Because I'm going to solve a friend's problem and get that letter to Princess Celestia before sundown!

*(This elicits a very loud groan from the number-one assistant; she leans over to him.)*

**Twilight:** So... *(rapid fire)* ...got any problems, troubles, conundrums, or any other sort of issues, major or minor, that I, as a *good* friend, could help you solve? *(Big grin.)*

*(He thinks hard for a few seconds, grunting with the mental effort.)*

**Spike:** I got nothing. *(Her face falls; she backs off with a sigh.)*

**Twilight:** *(trotting downstairs)* Then it looks like I'm gonna have to find somepony who does! *(He groans after she has gone.)*

**Spike:** This won't end well.

*(Snap to black.)*

## Act Two

*(Opening shot: fade in to the same view of Ponyville that Twilight saw from her bedroom window. The sun advances a notch as the windmill clicks along and the ephemeral clock continues its ticking. Zoom in quickly to street level; the unicorn trots resolutely down the block.)*

**Twilight:** *(to herself)* You've got this, Twilight. You still have plenty of time to get that letter to Princess Celestia. *(looking around)* Has to be *somepony* around here who needs the help of a good friend.

*(A shrill scream from the o.s. Rarity cuts in and brings stars to Twilight's eyes.)*

**Twilight:** Rarity!

*(Quick pan to the exterior of the Carousel Boutique; zoom in slowly to the sound of her prolonged, eardrum-destroying scream. Inside, the front door flies open at a buck from Twilight.)*

**Twilight:** Don't worry, Rarity! I'm here!

*(Long shot of the distraught white unicorn, zooming in. She has thrown herself down on the platform normally used to let clients inspect their new outfits in the mirrors.)*

**Rarity:** *(sobbing)* Why me? Why, why, why? *(Close-up.)* Of all the worst things that could happen, this is *the worst possible thing!*

*(Each of these last four words is punctuated by a zoom in on her constricting pupils, ending in an extreme close-up. Twilight, though, takes it as a penny from heaven and gallops in.)*

**Twilight:** What's happened? Are you all right?

**Rarity:** I've lost my diamond-encrusted purple ribbon! I have searched high, and I have searched low. Low and high, high and low.

*(She gestures toward the ceiling at the first "high," then pokes at a stray fold of cloth on the floor at the first "low." Up again on "low and high," down again on "high and low," after which she pouts for a moment and jumps to the middle of the showroom floor.)*

**Rarity:** But I can't find it anywhere!

*(She magically slides a couch into view and collapses onto it.)*

**Rarity:** *(sobbing)* Anywhere!

*(She is so caught up in the moment that she does not spot Twilight turning away, rubbing her front hooves and grinning hugely with stars dancing in her eyes.)*

**Rarity:** How can I possibly finish my latest creation if I can't find it? *(Cut to Twilight; zoom in slowly.)*

**Twilight:** Never fear, Rarity! I'll do my best to help you find— *(Rarity pops up, instantly placated.)*

**Rarity:** Oh, there it is.

*(Cut to a vanity elsewhere in the showroom; the ribbon in question lies on the floor nearby.)*

**Rarity:** *(trotting over, levitating it)* Isn't it always just the last place you look?

*(Cut to Twilight and zoom out slowly on the next line to frame Rarity in the foreground; the latter is now plying a pair of scissors to snip the ribbon.)*

**Twilight:** *(perplexed)* So you just lost your ribbon?

**Rarity:** Mmm-hmm.

**Twilight:** But now you've found it.

**Rarity:** Yeah-huh.

**Twilight:** And nothing else is bothering you? Nothing that I, as a good friend, could help you with?

*(She has closed her eyes on this last, but opens one to glance expectantly toward Rarity.)*

**Rarity:** Hmm...there is one thing. *(Her pout brings Twilight to starry-eyed attention.)*

**Twilight:** Yes?

**Rarity:** I think I left my measuring tape under the fabric over there.

*(During this line, zoom out from the pair to frame a jumble of cloth, with the tape end protruding from among them.)*

**Rarity:** *(trotting away)* Could you get that for me?

*(Twilight sighs and warms up her horn; cut to the tape as it is floated across to the white hooves.)*

**Twilight:** *(from o.s.)* Measuring tape. Sure.

**Rarity:** Twilight? *(Tilt up to her face.)* Is there something bother—

*(A cut to an overhead view of the showroom reveals that the other unicorn has cleared out.)*

**Rarity:** Twilight?

*(Another snip of the scissors is followed by an "iris in" transition to the long shot of Ponyville,*



*with the iris centered on the sun. The clock keeps ticking as the windmill vanes jerk along and the sun snaps ahead another notch to its highest position in the sky. Zoom in quickly to Twilight, once again on the move down the street.)*

**Twilight:** *(to herself)* No need to panic. Rarity's just one pony. I'm sure one of my other friends will need me.

*(Cut to Rainbow Dash, who starts into a flying kick with a savage yell; she is wearing a pair of transparent safety goggles. A board wall on the receiving end gets a large hole smashed through it, and a long shot reveals that it is part of a barn that stands on the Sweet Apple Acres property. Another yell marks her equally destructive emergence from the opposite wall. Shaking the splinters away, the one-pegasus wrecking crew dives toward the roof and bashes through it just as Applejack—wearing a crash helmet instead of her cowboy hat—ducks and covers in a nearby ditch. More splinters rain down around her.)*

*(Rainbow continues her assault on the barn, chopping, bucking, and biting her way through every piece of wood she can reach. A chunk of a support beam whistles through the air and embeds itself in the road just in front of Twilight, bringing her up short in her walk to the farm. She takes in the full scope of the barn demolition on the start of the next line.)*

**Twilight:** What in the world? *(Pause for thought.)* Rainbow must be angry with Applejack! *(smiling shrewdly)* She must hate her guts! *(stars in eyes)* Oh, wonderful!

*(She zips ahead. Cut to Rainbow, coming in for another pass.)*

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

*(The latter finds herself telekinetically grabbed by the tail, just short of crashing through the barn wall again. The rest of her hangs free as Twilight trots up.)*

**Twilight:** Listen, Rainbow. *(winking)* I know you're upset with Applejack, but don't worry. Whatever it is that has come between you two, I'm sure that I, as a good friend, can help you resolve your problems.

*(She takes no notice of the thoroughly confused look that Rainbow is sending her way. When she releases her hold on the multicolored tail near the end of this line, its owner hangs in the air for a second before thudding to the ground.)*

**Rainbow:** *(standing up)* Uh, what are you talking about?

**Twilight:** *(hoof on Rainbow's shoulder)* Oh, Rainbow Dash, you don't have to hide your feelings from me. *(turning Rainbow's face toward hers)* I can tell you two must have had a terrible fight.

*(Wipe to a nearby bench, where Rainbow now lies stretched out on her back and has removed her goggles. Twilight sits alongside on her haunches, her mane tied back in a bun, with a pair of glasses balanced on her nose and a quill and clipboard floating overhead. The overall effect*

*resembles a psychiatrist's office, with Rainbow as the patient on the couch.)*

**Twilight:** *(patting Rainbow's head, taking notes)* Now, why don't you tell me all about your issues with Applejack?

**Rainbow:** I don't have any issues with Applejack.

**Twilight:** You don't? Then why are you destroying her property?

**Rainbow:** Because she asked me to. *(sitting up, calling toward ditch)* Right, Applejack?

*(The apple harvester peeks up from the ditch with a smile.)*

**Applejack:** Yes, ma'am. *(She removes her helmet.)* I wanted to put up a new barn, but this one's gotta come down first. *(chuckling; helmet on)* Now get back to it, RD!

**Rainbow:** *(donning goggles)* You got it, boss! *(She lifts off; Twilight has now ditched her glasses and undone her mane.)*

**Applejack:** *(to Twilight)* I'd take cover if I were you.

*(She follows her own advice as the winged wrecking ball rises to an altitude of several hundred feet, directly above the barn. Twilight lets off a little cry of shock and leaps into the ditch, landing alongside Applejack and hunkering down just as she has done. A shrill whistle of air marks Rainbow's high-speed descent, joined by her own yell just before she smashes squarely into the dilapidated structure. It disappears in a cataclysmic blast that briefly tints the sky a lurid red and throws out a rainbow-hued wave similar to that from a Sonic Rainboom, as well as a multicolored mushroom cloud. A mass of dirt and rubble falls into the ditch, burying Twilight and Applejack and filling the screen with dust. Applejack is first to emerge and throws a cheerful wave upward before jumping up to ground level; Twilight extricates herself a few seconds later and trudges off with a disappointed sigh. The aftermath of this extreme tear-down work has left her mane slightly disheveled.)*

*(“Iris in” to the Ponyville long shot; the invisible clock ticks as the sun advances another notch and the windmill vanes rotate jerkily. Zoom in quickly to Twilight, now trotting away from town through a stretch of meadowland.)*

**Twilight:** Oh, I can't believe I wasted all that time. I should've just come here first. Fluttershy always has some fear she's trying to get over. As a good friend, I'll be able to help her.

*(She approaches Fluttershy's cottage on the end of this line, then peeks around one corner. Zoom in as her eyes pop in surprise, then cut to just behind her. A short distance away, the meek yellow pegasus is facing off against a very large, angry, roaring brown bear. It rises to its hind legs, and she gallops straight between them and disappears from sight; after it peeks through with a puzzled grunt, she rockets in and lands a flying kick to the back. As it tumbles through the air, she grabs a hind leg and twists to throw it flat on the grass. Her next move is to yank the leg toward the head, bending the massive body double and forcing a ground-pounding bellow.)*

**Twilight:** *(horrified)* Fluttershy?

*(The pummeling continues with a stomp on the back and a hard twist that forces the beefy neck around 180 degrees, after which Fluttershy releases her hold. As the bear collapses senseless to the lawn, Twilight's jaw looks ready to fall off its hinge from sheer disbelief. She shakes her head clear and paces in place.)*

**Twilight:** How can this be happening? Of all the days she had to stop being such a scaredy-pony, she had to pick today! *(walking away)* What am I going to do?

*(Her ear twitches briefly during the previous line, a tic that will manifest itself from time to time until further notice. The camera cuts to the scene of this throwdown and zooms out to frame Fluttershy now standing atop the bear's back. She kneads the broad muscles with her hooves, eliciting a low groan of pleasure from the slackly smiling creature.)*

**Fluttershy:** You really should have come to me sooner. You were carrying so much tension in that shoulder.

*(She gets a relaxed little noise from the bear—having given it a rather extreme massage with no malicious intent as Twilight thought. Dissolve to a close-up of the worried unicorn's face, seen in profile, and zoom out overhead as the camera rotates 90 degrees. She is lying on a bench, huddled on her side and stroking her mane. There is a puddle of water nearby on the ground.)*

**Twilight:** It's fine. It'll all be fine. The day isn't over yet. *(She sits up in a sudden panic.)* But it will be over soon!

*(Clock ticks; sun snaps ahead a notch; she flops onto her back with a loud groan. Close-up of her reflection in the puddle as a few tears drop into view to ruffle the water. On the next line, tilt up from it to the upside-down real McCoy.)*

**Twilight:** It'll be all over! My time in Ponyville! My advanced studies! *(She sits up with a growing smile.)* No, no. You're a good student. You can do this.

*(Quick tilt down to her glum reflection.)*

**Reflection:** Ohh...but what if I can't? *(Up to the bench again; cut to the reflection on the following.)*

**Twilight:** You can! You just have to keep it together! *(Back to her.)* Keep it together!

*(These last three words get her leaning down so close that her face is nearly in the puddle. Zoom out to frame Spike nearby, carrying the box of cupcakes.)*

**Spike:** Are you talking to...yourself?

*(Close-up of her feverishly determined face as he waves a hand in front of it.)*

**Spike:** *(from o.s.)* Twilight?

*(The sound of young, nasty laughter snaps her upright; it is coming from three fillies playing jump rope in the park. In a flash, though, Twilight's overactive imagination has transformed them into three leering, jeering silhouettes on a scorched plain under a sick red sky. They point and laugh at her for a second before Spike reaches into view and pops the scene with one clawed finger like a balloon, restoring the happy Ponyville sky.)*

**Spike:** SNAP OUT OF IT!! *(She has wound up huddled on the ground.)*

**Twilight:** *(shaking head clear)* Huh?

**Spike:** Are you okay?

*(Another look across the meadow shows that the three jump-rope players are enjoying themselves, laughing innocently, and paying no mind to the pair. Twilight is up on her haunches.)*

**Spike:** Twilight, I'm really worried.

*(Cut to her on this line; she covers her eyes for a moment, then drops her hooves helplessly.)*

**Spike:** *(from o.s.)* I mean, this letter thing is really getting to you. *(Zoom out to frame him; he nudges her with the cupcake box.)* Here.

*(Close-up of it and him, from the neck down; tilt up to his face on the next line.)*

**Spike:** You've been so anxious all day that you completely forgot about the picnic. *(His perspective of her as he continues.)* Why don't you just relax and go hang out with— *(She whirls to face him, suddenly crazed.)*

**Twilight:** The picnic!

*(Back to him; he recoils, but she levitates the box out of his grip as the camera zooms out to frame both.)*

**Twilight:** *(galloping off with it)* I should go see my friends!

**Spike:** I'm glad you've come to your senses.

*(Dissolve to Pinkie Pie, hopping cheerfully through the park with a picnic basket in her teeth. Finding a suitable spot, she stops and sets the basket down in close-up, then nips away the cloth tucked into it. Three balloons float up and away; in a longer shot, they take the basket with them due to their strings being tied into its bottom, and Pinkie aims a silly grin and puzzled look at the camera. The rest of Twilight's friends are here as well: Applejack laying out a picnic blanket and wearing her hat instead of the crash helmet from the barn demolition, Fluttershy sitting on her haunches in the grass and staring up after the basket, Rainbow wearing sunglasses and applying suntan lotion, Rarity backed halfway into view. Pan to frame all of her on the next line; she has brought a basket of her own and is rummaging around in it, having dumped out most of the contents.)*

**Rarity:** *Please* tell me I did not forget the plates! *(She straightens up with a gasp.)* I did! I totally forgot them! Of all the worst things that could happen, this is *the worst possible thing!*

*(The last four words are accompanied by a series of zooms toward her eyes as during her Act One meltdown in the Carousel Boutique. The camera then cuts to a longer shot as she magically whisks the couch from that scene into view and collapses sobbing onto it.)*

**Rarity:** Why, why, why?...Uh?

*(She quiets down, finding herself on the wrong end of four puzzled/annoyed looks.)*

**Rarity:** What? You didn't expect me to lay on the grass, did you?

*(Rainbow adjusts her shades and flops down across the blanket on her back. The cupcake box lands just behind her head a moment later, with a set of violet hooves visible just behind that. Red-violet eyes peek up from behind the black lenses; cut to their owner's upside-down perspective of Twilight's scrambled mane and deranged grin, accompanied by a donkey's bray. Back to the five disconcerted picnickers, zooming out to frame the newcomer as Rainbow gets up; that grin does not waver even a hair before the camera cuts to the five again.)*

**Applejack:** You all right, hon?

**Twilight:** *(from o.s.)* No! *(Cut to her.)* I am not all right.

*(Her pathetic pout gets Applejack, Fluttershy, Rainbow, and Rarity upright with a chorus of concerned responses, and Pinkie soon joins them.)*

**Twilight:** It's just terrible.

**Other five:** *(leaning closer)* Yes?

**Twilight:** Simply awful.

**Other five:** *(still closer)* Yes?

**Twilight:** It's the most horrific trouble I've ever been in and I really, really, really need your help!

**Other five:** *(even closer)* Yes?

**Twilight:** My letter to Princess Celestia is almost overdue, and I haven't learned anything about friendship!

*(The other five relax with a unison sigh.)*

**Fluttershy:** Oh, thank goodness. I thought something really awful had happened.

*(Twilight can manage only a monkey-like screech as the others turn back to their picnic. She teleports over to Pinkie and Rainbow, startling the latter into dropping her sunglasses.)*

**Twilight:** Something awful *has* happened!

*(To Rarity, who spits out the punch she is drinking as she reclines on her couch again.)*

**Twilight:** If I don't turn in the letter on time, I'll be tardy! *(To the center of the group, grabbing at Applejack.) Tardy!*

*(If the group sigh threw her off balance, the round of laughter that follows this outburst really gets her boiling over, as seen in a close-up and slow zoom in on her reddening face.)*

**Applejack:** *(from o.s.)* No offense, sugar cube— *(Longer shot, framing both.)* —but it looks like somepony's gettin' themselves all worked up over nothin'.

*(Back to Twilight on the end of this; she slaps the orange-tan forelegs away.)*

**Twilight:** This is not nothing! This is everything! *(Overhead shot, zooming in; she darts from one to another.)* I need you guys to help me find somepony with a problem I can fix before sundown! *(Close-up.)* My whole life depends on it!

*(She has ended up nose to nose with Pinkie, whose cheerful demeanor has not even been scratched by this tirade.)*

**Pinkie:** *(giggling)* Oh, Twilight, you're such a crack-up!

*(She promptly tumbles onto her back with a hearty laugh; back to Twilight.)*

**Applejack:** *(from o.s.)* Come on now. *(Pan to the other five; Pinkie is upright again.)* Have a seat and stop sweatin' the small stuff.

*(Nothing doing; Twilight voices an exasperated groan and trots away, letting off a second one for good measure before teleporting out of the area.)*

**Fluttershy:** *(to Applejack)* Wow. I've never seen Twilight so upset before.

**Rarity:** *(from o.s.)* Ugh! *(The others glance her way; zoom out to frame her.)* What a drama queen! *(Embarrassed smile; clear throat.)* Relatively speaking.

*(Snap to black.)*

### Act Three

*(Opening shot: "iris in" to the long shot of Ponyville that has been seen so many times up to now. Windmill vanes clack ahead to the intangible clock's rhythm as the sun moves another notch closer to the other side of the sky.)*

**Twilight:** *(from o.s., trying to keep her cool)* Clock is ticking, Twilight.

*(Zoom out to frame her at the bedroom window.)*

**Twilight:** *(deliberately)* Clock is ticking!

*(And, judging from the unhinged expression she now wears, her sanity has gotten caught in the mechanism.)*

**Twilight:** *(pacing)* Keep it together. *(She stops near a small trunk.)* If I can't find a friendship problem... *(eyeing/magically opening trunk partway)* ...I'll make a friendship problem!

*(She rubs her front hooves together as her stress-crazed brain slips even farther out of gear. "Iris in" to a close-up of a bird perching placidly on a tree limb as the sun drops a bit closer to the horizon, then tilt down to follow its descent into a nest placed atop a bush. As soon as it settles down here, the leaves rustle and Twilight puts her head up, lifting the next clear and instantly reducing it to a shambles. Now her out-of-kilter pupils have constricted to purple points above a frighteningly wide grin that would probably qualify any living thing in Equestria for the psycho ward.)*

*(Her sotto-voce giggle is followed by a pan to the Cutie Mark Crusaders, playing with a beach ball in a nearby clearing. After a few bounces, it comes to rest on the grass and exhibits a marked deviation from normal beach ball behavior, swelling out of all proportion and finally bursting. Twilight now stands among the three unnerved fillies, having teleported into the ball; the nest is no longer on her head.)*

**Twilight:** Hi, girls!

**Apple Bloom:** Oh...hi, Twilight. How's it go—

**Twilight:** Great. Just great. *(Sweat rolls down; eye twitches as she walks toward them.)* You three look like you're doing great too! Looks like three good friends who obviously don't need the help of another good friend.

*(The end of this line brings her face to face with Scootaloo, who has scrunched herself into a scared little huddle on the grass. Now Twilight straightens up and levitates a battered old donkey-shaped rag doll dressed in polka-dotted shorts, with a yarn mane/tail and button eyes.)*

**Twilight:** This is Smarty Pants. *(nuzzling it)* She was mine when I was your age. *(Cut to the Crusaders; she continues o.s. and floats it to them.)* And now I want to give her to you!

*(Close-up of the decrepit plaything, after which the three intended recipients eye it uneasily.)*

**Scootaloo:** Uh, she's, uh...great.

**Bloom:** Yeah...great.

**Sweetie Belle:** *(squinting one eye at it)* I...really like her...mane?

**Twilight:** She even comes with her own notebook and quill—

*(Close-up of each named item during this line; the first goes to Scootaloo, the second behind*

*Sweetie's ear.)*

**Twilight:** —for when you want to pretend she's doing her homework! (*She cocks her head to one side; the fillies have put away the accessories.*)

**Scootaloo:** That's...um...great.

**Bloom:** Yeah...great. (*Fake little chuckle, they both nudge Sweetie.*)

**Sweetie:** (*squinting again*) I really like her...mane?

**Twilight:** I just hope the fact that there are *three* of you and only *one* of her doesn't become a problem.

*(Zoom in on her; the glow from her horn shining weirdly on her face.)*

**Twilight:** I'd hate to cause a rift between such *good* friends.

*(The end of this line comes through gritted teeth, after which the camera cuts to the trio. Scootaloo twirls a hoof near her temple in the classic "screw loose" gesture for her friends' benefit; now the Smarty Pants doll floats to them.)*

**Twilight:** (*from o.s.*) So, who wants to play with her first? (*All three recoil from it.*)

**Bloom:** Uh...you should play with her first, Sweetie Belle, you know— (*galloping off*) —'cause you like her mane so much.

**Sweetie:** (*surprised*) No, no, no, no, no, no. (*galloping off*) I think *Scootaloo* should get to play with her first.

**Scootaloo:** I'd love to, but, um...

*(She turns away; zoom out to show the others only a few feet distant. Sweetie is bulldozing Bloom toward the doll.)*

**Scootaloo:** ...you take her, Apple Bloom. (*They start trying to push each other forward.*)

**Bloom:** Applejack says it's important to share.

**Twilight:** (*thinking, frantically*) I gotta think of something. Think, think, think, think, think, Twilight, think! (*Gasp aloud; slap front hooves together.*) That's it!

*(Across the way, the Crusaders are now enthusiastically trying to persuade each other—by sheer brute force—to take one for the team.)*

**Twilight:** (*softly*) Ooh, you're going to *like* Smarty Pants. (*Zoom in on her.*) And you're going to *like* her more than anything!

*(She leans her head forward, sending streams of hearts from her horn toward the beat-up thing to disappear into it, and lets it hit the ground. The Crusaders stop their fracas and take notice, their rancor instantly replaced by wondering smiles. As each speaks, her eyes rotate as if they were slot-machine reels, the pupils/irises replaced by hearts.)*

**Scootaloo:** (*gasping*) I want it!



**Bloom:** I need it!

**Sweetie:** I really like her mane!

*(And then the brawl starts all over again—but this time they are grabbing madly at the doll instead of trying to keep away from it. Twilight straightens up.)*

**Twilight:** *(to herself)* The Want-It-Need-It spell. *(stars in eyes)* Works every time.

*(She backs away and stands up to full height.)*

**Twilight:** Okay, okay, let's break it up. I think we can all see that there is an important lesson to be learned here about—

*(Whatever that lesson might be, it certainly does not involve knowing when to duck, since she gets a pop in the chops that drops her to her haunches. It takes her a second to stand up again.)*

**Twilight:** Come on, girls. We're all friends here, right? *(She teleports to the other side of them.)* Don't you think you ought to share?

**Bloom:** No way!

*(With a loud, frustrated groan, the crazed unicorn hurls herself into the beatdown and promptly gets thrown out of it. She fetches up against Big Macintosh, who has arrived in the clearing and is carrying a bucket by its handle in his teeth.)*

**Twilight:** Big Macintosh! Thank goodness! You gotta help me get that doll away from those girls!

*(Close-up of it being tossed back and forth on the end of this.)*

**Macintosh:** Ee-yup.

*(The big Apple stallion takes his time setting the bucket down and walking over to the fray, where he calmly dips his head in and comes up with Smarty Pants in his teeth.)*

**Twilight:** Oh, thank you so much. *(trying to levitate it away)* Now if you could just give her to me— *(He gallops off instead.)*

**Macintosh:** *(hearts in eyes)* Nn-nope. *(Back to Twilight.)*

**Twilight:** Oh, no!

*(A clamor of angry little voices floats up as their owners gallop after Macintosh. The chase circles Mayor Mare, interrupting her plan to relax in a beach chair with a good book.)*

**Mayor Mare:** What's all the commotion about? *(A pegasus mare falls under Twilight's spell.)*

**Mare:** They're fighting over that doll! *(She and others race in.)*

**Bon Bon:** That incredible, amazing doll!

*(She too has succumbed to its “charms,” and within seconds the horrified Twilight is watching dozens of ponies slug it out to get at the doll still in Macintosh’s teeth.)*

**Twilight:** *(lunging here and there)* Can’t...get a clear shot!

*(The stallion does quite well at holding the prize out of reach at first, but eventually the mass of assailants begins to drag him down. Just before he disappears under the mob, Mayor Mare—now also entranced—leans in.)*

**Mayor Mare:** Gimme!

*(She nips it away and runs off, the camera shifting to follow her and put the brouhaha just o.s. There comes the sound of a reverberating thud from that direction, accompanied by a plethora of involuntarily airborne ponies—some of whom go sailing over the horizon—and the emergence of one angry red workhorse.)*

**Macintosh:** Nn-nope. *(He charges after Mayor Mare; zoom in on Twilight nearby.)*

**Twilight:** Oh, what have I done?

*(The view dissolves from her agonized grimace to a close-up of the snoozing Applejack, under a tree with a stalk of wheat in her mouth and her hat tilted over her face. The sound of approaching hoofbeats and voices wakes her up as Rainbow continues her sunbathing and Pinkie packs up her basket. The picnic blanket lies folded on the grass among the five ponies; it begins to vibrate, along with the rest of the ground, as Applejack speaks up.)*

**Applejack:** Y’all hear that?

*(The other four take notice just before Mayor Mare barrels straight through the area, followed by the entire stampede; Rainbow takes cover behind the three. Cut to the crazed throng and pan back to Applejack and Pinkie on the next line.)*

**Applejack:** What in the name of all things oats-and-apples is goin’ on here?

*(As Mayor Mare sprints ahead, Derpy Hooves swoops down from above to swipe Smarty Pants. A second pegasus promptly moves in and grabs another part of the doll in her teeth, prompting a vicious tug-of-war that ends with it snapping away from both of them. It lands near Rainbow, whose eyes start to roll over into hearts before she gets her head turned away and her eyes covered by Twilight. She has taken off her shades.)*

**Twilight:** Don’t look at it! *(Rarity comes up behind them.)*

**Rarity:** Don’t look at what? *(Eyes covered by Twilight; Rainbow hits the ground.)*

**Twilight:** My Smarty Pants doll.

*(Longer shot of the six friends, surrounded by land- and air-based fisticuffs under a*

*late-afternoon sky. The old doll tumbles from one to another.)*

**Twilight:** I enchanted her and now everypony is fighting over her! *(Cut to Rarity; Fluttershy comes up alongside.)*

**Fluttershy:** Why would you enchant your doll?

**Twilight:** *(from o.s.)* Well, I had to do *something!* *(Cut to her, huddled in front of the others.)* I had nothing to report to Princess Celestia! I thought if I couldn't *find* a problem, I'd *make* a problem! The day is almost over!

**Applejack:** *(looking skyward)* Not almost.

*(Cut to the horizon, where the sun slowly descends out of sight and the sky darkens into evening. Twilight lets her head slump down onto the grass, hunkering miserably down as if trying to get the earth to swallow her whole. All her friends save Fluttershy are gathered around her.)*

**Princess Celestia:** *(from o.s., sharply)* Twilight Sparkle!

*(Those two words throw a full-scale scare into the quintet as rays of white light shine down from above and an approaching aura begins to wash out the view. Tilt up to the sovereign herself, hovering a few yards overhead and looking plenty sore. Fluttershy joins the group when the camera cuts back to ground level.)*

**Applejack:** Whoa, Nelly.

*(She removes her hat just before Celestia turns her horn up to eleven, throwing off an intense light that washes over the knots of brawling ponies. When it fades, they are seen standing and lying in mid-grapple, their eyes back to normal and with no earthly idea of how they wound up here. Derpy and Mayor Mare find themselves face to face, the doll landing near them, and all eye it with considerable surprise and disgust. Mayor Mare's face goes bright red—this would certainly qualify as conduct unbecoming a public official—and she trots away, stepping on the plaything so that it emits a small squeak. The other ponies quickly disperse to leave it alone on the grass; zoom out to frame Macintosh eyeing it from a distance. After a furtive look around, the camera cuts to a close-up as he straightens up with a giddy little neigh and Smarty Pants in his teeth. Hearts float up around him, even though Twilight's spell has been neutralized, and he rears up and gallops away.)*

*(Pan from his exit to the six ponies and Celestia; the glow of her spell fades away and she touches down in front of Twilight. The other five cringe, wondering how bad things are about to get, and Applejack has put her hat back on.)*

**Celestia:** *(levelly, to Twilight)* Meet me in the library. *(She lifts off; Twilight slowly gets up.)*

**Twilight:** *(softly, to the others)* Goodbye, girls. If you care to visit, I'll be in Magic Kindergarten... *(trudging away)* ...back in Canterlot.

**Fluttershy:** *(to Rarity)* Magic Kindergarten?

**Rainbow:** Canterlot? *(Pinkie pops up.)*

**Pinkie:** We're never gonna see Twilight again! *(Clap hooves to face; drop onto haunches.)*

**Applejack:** *(gasping softly, sitting next to her)* What are we gonna do, y'all?

**Rarity:** *(full drama mode)* Of all the worst things that could happen, this is *the worst possible thing!*

*(Last four words accompanied by zooms in on her eyes, as during the other two times she has done this bit. This time, though, the constricted pupils flick from side to side and the camera zooms out to frame four puzzled/vexed onlookers.)*

**Rarity:** What? I really mean it this time!

*(Dissolve to a close-up of Spike, peeking out from behind a bookcase in the library's reading room to eavesdrop. The rest of the room is slightly blurred, but gradually comes into focus as the camera pans slowly to frame all of Celestia in the center of the floor.)*

**Twilight:** *(from around corner)* But—but—I'm supposed to send you a letter about friendship every week. *(now in view, sitting on haunches in front of Celestia)* I missed the deadline. *(Close-up of the pair.)* I'm a bad student! I'm...tardy! *(She huddles down.)*

*[Animation goof: She is properly groomed in the long shot, but unkempt in this one.]*

**Celestia:** *(gently)* You are a wonderful student, Twilight. I don't have to get a letter every week to know that. *(Twilight lifts her head.)*

**Twilight:** Really?

*(The quiet goes out the window when Applejack, Fluttershy, and Pinkie tumble in, nearly knocking the front door off its hinges. Rarity trots in past them, but Rainbow flies over her and is first into the reading room; now Twilight is cleaned up.)*

**Rainbow:** Wait! *(Pinkie zips in.)*

**Pinkie:** You can't punish her! *(Applejack ditto.)*

**Applejack:** It wasn't her fault!

**Celestia:** I'm listening. *(Now Fluttershy parks her haunches alongside.)*

**Fluttershy:** Please, Your Highness. We all saw that Twilight was upset.

**Rainbow:** *(as Pinkie nuzzles Twilight's neck)* But we thought that the thing that she was worrying about wasn't worth worrying about. *(Pan to Applejack on the next line.)*

**Applejack:** So when she ran off all worked up, not a single one of us tried to stop her. *(To Rarity.)*

**Rarity:** As Twilight's good friends, we should have taken her feelings seriously and been there for her.

*(Cut to Celestia on the end of this; she cocks an eyebrow quizzically at this string of pleadings.)*

**Fluttershy:** *(from o.s.)* Please don't take her away from us— *(Back to her, Applejack, and Pinkie.)* —just because we were too insensitive to help her.

*(The winged unicorn turns this over in her mind for a second, then smiles placidly.)*

**Celestia:** Looks like you all learned a pretty valuable lesson today. *(Cut to Rainbow and Rarity.)*

**Ponies:** *(other four o.s.)* Mmm-hmm! *(Pan to Twilight.)*

**Celestia:** *(from o.s., shadow falling over her)* Very well. *(Twilight smiles.)* I'll forget Twilight's punishment on one condition.

*(On the end of this, the camera cuts to a shot of the entire group and she bounds over them toward the door. Close-up; she looks back over her shoulder to the sound of enthusiastic responses from the o.s. group.)*

**Celestia:** From this day forth, I would like you all to report to me your findings on the magic of friendship—

*(Back to the six on the second half of this; she then leans down close to her star pupil.)*

**Celestia:** —when, and only when, you happen to discover them.

*(She backs off, bringing a grateful smile to Twilight's face as the others cheer this decision. The smile soon gives way to puzzlement; cut to the balcony outside, where Celestia stands on the railing, ready to depart.)*

**Twilight:** *(galloping out to her)* Princess Celestia, wait! How did you know I was in trouble?

**Celestia:** Your friend Spike made me aware that you were letting your fears get the best of you.

*(Cut to the open doorway; he peeks out around it, then ducks back in.)*

**Celestia:** *(from o.s.)* I commend him for taking your feelings seriously. *(The others step up.)* Now... *(Back to her and Twilight.)* ...if you will all excuse me, I must return to Canterlot. *(knowingly)* I'm expecting some mail.

*(She lifts off and flies a short distance through the night sky before disappearing with a flash. After Twilight watches her exit, cut to the rest of the gang inside the door.)*

**Applejack:** Y'all heard the Princess. *(Twilight enters.)* Spike, take a letter.

*(He instantly produces quill and scroll; before anyone can start, though, a violet foreleg lands on his shoulders and Twilight pulls him in for a warm hug. Dissolve to the group in the reading room; Spike is at a stand, ready to write, and the others stand/sit/lie around the place. Rarity is seated on a cushion, and Applejack—holding her hat—clears her throat.)*

**Applejack:** *(dictating)* “Dear Princess Celestia: We're writin' to you because today we all learned a little somethin' about friendship.” *(Pan to Fluttershy.)*

**Fluttershy:** “We learned that you should take your friend's worries seriously—” *(Cut to Rainbow and Rarity.)*

**Rainbow:** “—even if you don’t think that she has anything to worry about—”

**Rarity:** “—and that you shouldn’t let your worries turn a small problem—” (*Pan to Pinkie.*)

**Pinkie:** “—into an enormously huge, entire-town-in-total-chaos, Princess-has-to-come-and-save-the-day problem.”

*(She punctuates her bit of this report by jumping up, striking a dramatic flying pose while hanging in midair, and thumping back to the floor. Back to Applejack and Spike; the workhorse has her hat on again.)*

**Applejack:** “Signed, your loyal subjects.” (*She backs off.*)

**Spike:** (*writing quickly*) “P.S. Obviously Spike did not have to learn a lesson because he is the best, most awesome friend a pony could ask for. Unlike everypony else, he took things seriously and—”

*(Twilight walks up to the stand on the end of this to give him a thoroughly disapproving look and head shake, followed by more of the same from the other five.)*

**Spike:** (*laughing nervously*) Uh...yeah.

*(His perspective of the sheet; he draws a large X over the last several lines.)*

**Spike:** I’ll just, um...

*(Tilt up past the stand’s edge to frame six laughing mares, then cut to him as he grumpily snorts out a puff of steam. Cut to the exterior of the library, every window glowing, and zoom out to the sound of the continuing laughter. Fade to black.)*