

## INSPIRATION MANIFESTATION

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Note: In this episode, Owlwiscious' hoots sound like the spoken "hoo" heard in "Owl's Well That Ends Well," rather than those of a typical owl as heard in "Just for Sidekicks."

### Prologue

*(Opening shot: fade in to Mr. and Mrs. Cake setting up an awning-topped snack stand. Behind them are other stalls in which carnival games have been laid out. They nod to each other as a filly gallops past in the background, the camera panning to follow her past Apple Bloom, quite a few other locals, and an abundance of stands and decorations. The entire gathering is situated on the open land in front of the Carousel Boutique during the day. Pinkie Pie trots through, a bunch of balloons tied to her midsection.)*

**Pinkie:** Hear ye, hear ye! The Ponyville Foal and Filly Fair is almost ready to begin!

*(Appreciative murmurs from the crowd, which includes Sweetie Belle and her parents. The two grown-ups are not wearing the vacation outfits they sported in "Sisterhooves Social," and Sweetie's mother wears only her yellow earrings and a matching scarf around her neck. Her cutie mark, previously hidden by her stretch pants, can now be seen as three chocolate chip cookies: two whole and one partially eaten. As for Sweetie's father, the absence of his broad straw hat leaves a horn exposed, establishing him as a unicorn. Pinkie hops cheerfully down the way.)*

**Pinkie:** Whee!

*(Laughing and whooping, she lands at the base of a "high striker" game and is launched upward to hit the bell at the top with her head. She cartwheels toward the boutique, the balloons coming loose, and hops away as the camera zooms in on one ground-floor window. From here, cut to a couple of feather boas being levitated off the floor; on the start of the next line, zoom out to frame Rarity in the showroom. Behind her is a pile of random fabrics and outfit parts.)*

**Rarity:** Just because the attendees are young, doesn't mean they don't deserve my very best creative work.

*(Cut to a close-up of an ornately carved, gilt-edged violet box with a large rectangular opening in the side facing the camera. Two vases of flowers are set within this, one at either end, and a zoom out on the start of the next line frames Rarity crossing to it. The assembly is liberally trimmed with gems and pink bunting, standing on support struts with wheels only for decoration, and the feather boas are tucked in along the top edge. A wirework arch stands up from the top, and a large copy of her cutie mark adorns the side.)*

**Rarity:** Why, this puppet theater is going to be the talk of the Foal and Filly Fair. *(Cut to Spike, looking on from one side.)*

**Spike:** *(a bit lovestruck)* How could it not be? You're the one making it.

**Rarity:** Ohhh... *(levitating another boa)* ...but I couldn't have done it without the help of one of my dearest and most supportive friends.

*(The accessory settles around his shoulders as she crosses to him.)*

**Rarity:** *(lifting his chin)* You are my favorite dragon.

**Spike:** Your favorite dragon? *(blushing)* Aw, gee.

**Rarity:** *(hamming it up, hoof to forehead)* The hours have been long— *(He removes the boa.)* —the work taxing beyond compare. *(crossing floor)* But it will all be worth it when we hear those three little words.

*(Zoom in to an extreme close-up on the end of this. Behind her, the view dissolves to the town square; an irritated stallion's voice snaps her out of the happy moment. The speaker sounds very much like W.C. Fields.)*

**Stallion voice:** This is awful!

*(Zoom out quickly. The mobile theater now stands between her and a portly blue-green puppeteer unicorn who is clearly less than pleased with the result. Orange top hat with purple band; purple jacket over a white shirt and orange tie; short, dark gray mane/tail; cutie mark of a marionette's crossbar control with strings attached; beady purple eyes. Two googly-eyed pony puppets in bow ties float overhead under his control. This is Claude. The theater is now seen from far enough away to pick out the pink banner on a pole at the end opposite the stage, as well as the pink gem that tops the wirework arch.)*

**Rarity:** *(shocked)* Awful?

**Claude:** Uh, completely unusable! *(Close-up of one wheel; he spins it and continues o.s.)* Hmm... *(Zoom out to frame him; he voices a disapproving grunt.)* It doesn't travel!

*(Now the curtain at the stage window is opened from inside and he thrusts his fleshy face through, bumping into the vases.)*

**Claude:** Oh, there's no room for my puppets!

*(Curtain close; duck away. Now he stands facing Rarity, with his top hat held by one of the two wooden figures.)*

**Claude:** *(as it is put back on him)* It appears I won't have a traveling puppet theater to use after all.

*(He strides away, the two puppets swiveling heads on necks to give her a crazy-eyed glare. Spike walks up to her as tears gather in the blue eyes.)*

**Spike:** I don't know what that guy was talking about. This thing is perfect.

*(Rarity gallops off without a word, fighting to keep her emotions in check. Zoom in slowly on the bewildered baby dragon and fade to black.)*

## OPENING THEME

### Act One

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

**Rarity:** *(from inside, voice ragged)* This is terrible!

*(Cut to the showroom. She has sprawled out on her favorite couch as Spike looks on.)*

**Rarity:** Simply terrible! *(She turns away from him and begins to cry.)*

**Spike:** So that puppeteer didn't like your exquisitely crafted, best-puppet-theater-in-the-history-of-puppet-theaters puppet theater. *(He does a quick count on his fingers to make sure he has come out right, then shrugs.)* You can just contribute something else to the Foal and Filly Fair.

*(When the sobbing unicorn flips over to face him, her mascara has started to run.)*

**Rarity:** I suppose I could... *(Whine.)* ...oh, forget it, Spike. *(She sits up to her haunches.)* I'd never have something finished in time.

*(She flops down, hooves over eyes, and whimpers a bit while bringing a container of ice cream and a spoon over to herself. Spike stares in mild disbelief as she begins to eat; a moment later she is up on her haunches and wiping her eyes.)*

**Rarity:** I wanted to leave my creative mark on the Fair, and I failed... *(Eat a spoonful; more tinted tears.)* ...miserably! *(Another; then a sigh; hoof to forehead.)* And that makes me miserable!

*(Down she goes, face first on the couch; back to Spike, his mind starting to work amid the piteous wails that come across loud and clear. Dissolve to a long shot of the Castle of the Royal Pony Sisters, sitting within its clearing in the Everfree Forest, and zoom in. A second dissolve shifts the view to the entrance to the castle library. Spike is in here, standing on a table so he can look through the contents of the shelves on one side; Owlowiscious, Twilight Sparkle's owl, sits on a shelf across the way. Zoom in through the entrance as Spike voices a frustrated little groan.)*

**Spike:** There's gotta be something in here somewhere.

**Owlowiscious:** Hoo.

**Spike:** It's not who, it's what! *(He puts a book aside.)* Like what can help Rarity make something in time for the Fair. She really, really, *really* wants to make a creative contribution! *(Smack one fist into other palm.)* She said I'm her favorite dragon. So it's up to me to come through for her in her time of need.

*(Jumping off the table's end, he catches hold of a rolling ladder and lets the momentum carry him several yards down the way. Once he has stopped, he pulls a fresh tome partway out.)*

**Spike:** There's gotta be some kinda spell that'll do the trick.

**Owlowiscious:** *(from o.s.)* Hoo. *(Push the book back in.)*

**Spike:** Come on, help a dragon out!

*(The next one he pulls free reveals the brown avian tightly wedged in behind it.)*

**Owlowiscious:** Hoo. *(Surprised, Spike shoves it back in, muffling him.)* Hoo.

*(Rolling farther along, he finds Owlowiscious perched right next to his stopping point.)*

**Owlowiscious:** *(reprovingly)* Hoo.

**Spike:** *(groaning)* It's not for me, it's for Rarity! *(climbing down)* The one who made you that bow tie you like so much?

*(A reference to "Owl's Well That Ends Well.")*

**Owlowiscious:** Hoo-hoo! *(Spike trudges grumpily to the other side.)*

**Spike:** Okay, I get it.

*(The clawed fingers reach for yet another book and start to budge it, but it does not come free. It tilts toward him instead, pivoting around the bottom of its spine to the sound of a mechanism kicking into gear. Soon enough the entire library is rumbling.)*

**Spike:** You don't think we should use magic—

*(The castle-shaking tremors prompt him to stop talking and throw a panicked glance off to one side, and the camera tracks quickly around him until it is pointing over his shoulder. Directly ahead, a section of the wall is slowly grinding aside to expose a locked gate of steel bars. Beyond*

*it is a dimly lit expanse of open space in which an irregular stone staircase rises through the void, stopping at a distant pedestal illuminated by a shaft of green light from above. Zoom in quickly on this to a close-up of the object resting on it: a book consisting of a couple of rough-hewn stone slabs bound together with metal rings. Carved into the cover is a rune surrounded by a ring of nasty-looking spikes that stand straight up from the surface. Spike's eyes pop at the sight.)*

**Spike:** What is *that*? (He walks ahead as if drawn by a magnet; Owlowiscious hovers behind.)

**Owlowiscious:** (with great trepidation) Hoo! Hoo!

*(The heavy padlock is hit with a jet of green flame, causing it to soften in the heat until it falls loose, and he swings the gate wide open with one forceful yank and proceeds. Owlowiscious follows.)*

**Owlowiscious:** Hoo! Hoo!

*(A pan ahead, through the wall, frames Spike on his way up the stairs; his passage stirs up a swarm of bats that scatter in a cacophony of flaps and screeches. One wings past the camera, the view wiping behind it to a close-up of the stone book as Spike steps up to it. The two hands reach out, pause for a moment, then clamp onto the sides and lift it away.)*

**Owlowiscious:** (from "o.s.," distant) Hoo!

*(The sound needles him slightly, and the camera rotates just enough to frame the bird still at the entrance to the chamber.)*

**Owlowiscious:** Hoo!

**Spike:** What? (He turns back toward Owlowiscious.) If I wasn't supposed to have it— (The cavern begins to shake.) —it wouldn't be so easy to get. And it's covered in spikes, like me.

*(Under these last two words, the platform on which the pedestal stands crumbles away.)*

**Owlowiscious:** (fearfully) Hoo!

*(The oblivious dragon just walks back down, skimming the strange tome as the stairs crack and collapse behind him.)*

**Owlowiscious:** (even more scared) Hoo!

*(A split-second later the section under Spike's feet drops loose, but he is close enough to the bottom end so that the fall lets him get his feet on flat ground.)*

**Spike:** (reading as he walks; the path keeps disintegrating behind him) "Inspiration Manifestation. Instantly brings ideas to life." (He passes through the gate.)

**Owlowiscious:** (softly, wiping forehead) Hoo.

**Spike:** I'm liking the looks of this one! *(Stop.)* Hmmm...

*(The closing of the wall elicits only an apathetic shrug; he walks off as Owlloviscious claps an incredulous wing to his face. Dissolve to a close-up of several empty ice cream containers on the floor of the Carousel Boutique's showroom. Rarity's vociferous crying is heard as the camera zooms out to frame her, still on her couch and gorging herself on the sweet stuff. The door swings open to admit Spike, both hands behind his back; he speaks his next three lines in a singsong manner.)*

**Spike:** *(singsong)* Rarity... *(Close-up of her.)*

**Rarity:** Leave me be! *(Door slam.)* Can't you see how distraught, disappointed, and downtrodden I still am? *(He climbs up to the arm of her couch.)*

**Spike:** But I brought you something.

**Rarity:** *(poking in carton, letting it drop)* Unless it's another carton of vanilla oat swirl, or word that the festival has been canceled, I don't think I'm interested.

**Spike:** It's magic.

*(The depressed dressmaker sits up, her face clean and dry, and pats her mane back into order while levitating/opening a heart-shaped box of candy.)*

**Rarity:** Spike, precious scales, I already have magic. *(She floats a couple of pieces to her mouth and chomps down.)*

**Spike:** But not the kind that can help you create something in time for the Fair!

*(Close-up profile of her puzzled expression, zooming out slightly as he holds the stone book toward her.)*

**Spike:** *(from o.s.)* This can! *(Longer shot; framing both; she levitates it away from him and opens it.)*

**Rarity:** I suppose it's worth a try. *(reading)*

“From in the head to out in the world, every thought to action.

*(Green magic seeps from the pages and into her horn.)*

Hold close this book, and through its spell you'll start a chain reaction,

*(The energy swirls around the tip.)*

Projecting forth whatever beauty you see.

*(It settles into the horn's spiral grooves, causing them to glow brightly, and grows to envelop the entire appendage. The magic aura supporting the book goes green as well, and her eyes briefly flare the same color.)*

Only when true words are spoken will you finally be set free.”

**Spike:** Did it work?

**Rarity:** Hm. There's only one way to find out.

*(She magically slams the book closed and focuses herself on it, eyes going that weird shade of green with constricting pupils, face contorting into a grimace of concentration. A sudden burst of light envelops the stone tome and dissipates to reveal that it is now of a more conventional*

*appearance, with an ornate design on its cover and the same rune at its center. Rarity's eyes go blue again as she smiles.)*

*\*\*\* Until further notice, Rarity's eyes briefly flare green from time to time, most often when she is about to use her magic. \*\*\**

**Rarity:** Ah! Oh, my! I thought about making this a much more beautiful spell book, and I have!

*(Another brief shot of magic, and her couch has become much fancier, with gems and gold in its frame and plenty of soft pillows. She lets the book drop among these and looks around herself wonderingly.)*

**Rarity:** Dear, dear Spike! Here I was about to give up— *(She stands up on the couch and touches his shoulder.)*—but like a true friend, you've come through with flying colors!

*(He blushes and makes an "aw, shucks" throwaway gesture; she instantly regains her old resolve.)*

**Rarity:** Come! We must find the puppeteer right away— *(jumping off couch, trotting to door)*—so that I may provide him with the most fabulous theater he's ever imagined!

*(On the end of this, she magically opens the door and floats the book over to herself. Close-up.)*

**Rarity:** Or...should I say... *(Zoom in.)* ...that I've ever imagined!

*(Dissolve to a close-up of a set of saddlebags on Rarity's back as she walks through town. Her new green aura settles the re-bound spell book into one of them, and the camera zooms out to frame Spike walking with her. She breaks into a trot; cut to the front door of Sugarcube Corner, its upper half open and Claude standing gloomily inside, his forelegs propped on the top edge of the lower half. He has set up a theater proscenium to frame the opening and is distractedly working his two marionettes above it. Zoom out to frame a smugly smiling Rarity walking up; he instantly resumes his previous air of mocking condescension.)*

**Claude:** Ah, Miss Rarity! Come to see the show, I presume.

*(He ducks down behind the door, bringing the puppets in, and a patched sheet is pulled across the opening to serve as a makeshift curtain. The lower half swings open and he steps out.)*

**Claude:** You'll notice I had to make do in light of your recent failure to produce a functioning theater.

*(He magically closes the door on the end of this, then opens the curtain. The two figurines bob up and down for a moment and cross their forelegs disdainfully.)*

**Rarity:** Oh, but I think you'll find the new one I've created will be much more to your liking.

*(With a broad sidelong grin, she flicks one front hoof ahead of herself and past the building. The hefty stallion follows her gesture, his eyes bugging out and his hat popping off his head in pure surprise. Pan quickly in that direction to Spike, who stands next to a mobile theater cart of a simpler, more practical design. It is painted in blue, green, and yellow, with one green and one yellow pennant streaming from the roof, and its red-curtained stage opening is considerably wider and taller than her first effort. Two struts and two full-sized wheels support the rig, and the harness struts extend from the end opposite the stage. Claude chuckles richly as his two creations set his hat back in place.)*

**Claude:** *(walking to it)* Hmm, yeah, well, it is gorgeous—but that was never the problem now, was it?

*(He maneuvers the puppets to the harness end, and each gets the end of one strut. They have no trouble tilting the cart forward off its rear supports and rolling it ahead a bit.)*

**Claude:** Ohhh! Well, this one *does* seem to travel.

*(Rarity and Spike smile at each other; now inside, he opens the curtains and inspects the space as the marionettes do the backstroke above his head.)*

**Claude:** Plenty of room for my puppets. I say, Miss Rarity, I don't know how you managed to do so in such a short amount of time— *(Cut to her; he continues o.s.)* —but you seem to have redeemed yourself. *(Zoom out; he steps over to her.)* How *did* you manage to do so in such a short time?

*(She reacts with mild alarm to the two puppets that are now floating above her; but manages to get a disarming smile in place.)*

**Spike:** *(from o.s.)* As a matter of fact— *(Cut to him.)* —she used a s— *(Rarity shoves him aside, knocking him over.)*

**Rarity:** *(hastily)* A designer never reveals her tricks.

*(Her confident smile is met by a funny look from the performer. Dissolve to a slow pan across the fairgrounds, now clear except for a few last cleanup efforts, including Mr. and Mrs. Cake piling up dirty dishes from their snack table into a cart. Stop on Rarity and Spike, walking up to the area.)*

**Rarity:** Thank you again, Spike, for being such a dear friend— *(magically opening saddlebags, floating book partway out)* —and finding this book for me.

**Spike:** My pleasure. Well, guess I can return it, now that the Fair's over.

**Rarity:** Oh, yes, of course. I've made my creative contribution as I'd hoped to do, and all is well.



*(Another shot of green magic brings the book all the way out and sends it toward Spike's outstretched hands. Just as he reaches up for it, though, she shifts it away; he jumps but cannot lay a finger on it, landing hard on the ground, and she maneuvers it back to her side.)*

**Rarity:** Uh, then again... *(tucking book into bag)*—perhaps I should keep it just a scoach longer. You don't mind, do you, Spike? *(Brief pause as he stands up.)*

**Spike:** Of course not. *(She walks off; he waves.)* See you tomorrow!

*(Turning to head home, he finds himself being looked down on by Owlowiscious from a tree branch. One thick brown eyebrow cocks quizzically.)*

**Spike:** *(irritated)* What? She'll keep it for a few more hours. No harm in that.

*(The feathery head gives him a nearly imperceptible shake of disapproval. Dissolve to the exterior of the Carousel Boutique, flashes of white light emanating from the windows. Spike's merry whistling is heard as he steps into view, jogging toward the front door. Close-up of this; he finishes his tune, reaches up into view, and knocks, and the camera zooms out to frame him. The flashes stop as well...)*

**Spike:** Rarity?

*(...but then start all over again with renewed intensity, shaking the building and culminating in one blast that knocks the door clean off its hinges. He is thrown toward the camera with a yell, skidding along the grass ahead of the door and a cascade of assorted fashion items, and the view fades to black just before he can plow into the lens.)*

*(Fade in to his perspective; he is buried under an avalanche of finery, which is quickly cleared away by Rarity. Her mouth has curved into a slightly fanatical smile, and a few strands of her mane have sprung loose.)*

**Rarity:** Spike! I'm so glad you're here!

*(Long shot of the mess; she levitates him out and trots back in, taking him along. Inside, he has been set on the floor but stands up as the new magic winds down. He takes a few disbelieving steps in from the door, the camera zooming out to frame the entire showroom—now piled high with brand-new outfits and accessories.)*

**Spike:** Whoa!

*(He throws a worried look at the designer, whose grin forces itself a little wider under a dangerously twitching eye.)*

**Spike:** *(hesitantly)* Are you okay?

**Rarity:** Oh, I have never been better. *(She floats the book from her bags.)* This book you've given me is amazing! *(floating fabrics past)* Why, I-I-I've been up all night just creating and

creating and creating and creating! *(A rack of dresses is magically rolled up; she pushes her heat through it at Spike.)* I have completed my fall line for the next fifteen seasons!

**Spike:** Wow!

**Rarity:** But then I started thinking, “Why stop there?” Oh, Spike, I’ve always thought this town of ours could use a few beautifying upgrades. *(Book lifted.)* And with this book, I can make that happen with such ease!

*(She lets the spell die out and turns two worried irises to the dragon.)*

**Rarity:** You will support me in this endeavor by letting me keep the book just a little longer?

*(He flicks his eyes nervously to one side, then smiles broadly.)*

**Spike:** Of course I will.

*(Pan slowly away from and stop on one window, outside of which Owlowiscious is fluttering.)*

**Owlowiscious:** *(with great concern)* Hoo-oo-oo!

*(Snap to black.)*

## Act Two

*(Opening shot: fade in to a Ponyville street. Rarity trots purposefully down the block, Spike hustling to keep pace and short of breath. She has put her mane back in order.)*

**Spike:** Uh, what do you say we get a little breakfast before we get started?

**Rarity:** No time for breakfast! I want to get started right away! *(Close-up of Spike.)*

**Spike:** Technically, we do have time, because with that book held close, you can just make things...

*(He stops short, the camera zooming out a short distance to reveal that the unicorn has long since left him behind. A cut to just behind him shows that she is already across the street and entering an alley between two houses.)*

**Spike:** Rarity?

*(Cut to him rounding a corner into the alley and zoom out. Rarity stands several yards away, staring fixedly ahead; he walks to her as she speaks.)*

**Rarity:** Now, this is exactly what I am talking about!

*(Cut to the object of her attention: a loaded apple cart being watched by a slightly bored Applejack and Granny Smith. Carrot Top steps to the pair.)*

**Rarity:** *(from o.s.)* Why, that cart hasn’t an ounce of stylish flair.

*(Back to her, zooming in slowly as her magic kicks into gear, then a close-up of Applejack. The farm pony picks up an apple by its stem in her teeth and backs away slightly, the camera following so that the cart is out of view just before the spell strikes. Applejack's eyes pop, the fruit falling from her mouth when it drops open; zoom out quickly to frame the cart. It is now gold from one end to the other, with plenty of jeweled trim on every panel, and has four wheels instead of two and a push-bar where the harness had been. All three mares goggle at the instant makeover; Granny shakes her head vigorously for a moment as if to clear it.)*

**Granny:** My eyes playin' tricks on me again?

**Applejack:** What in rhubarb pie just happened?

*(Zoom out from the scene until Rarity and Spike come into view at the mouth of the alley. The magic has faded out.)*

**Rarity:** Isn't it gorgeous!

**Spike:** It's amazing! *(She takes a few steps back along the alley.)* You should ask Applejack if she wants you to give all the Apple family carts a makeover!

**Rarity:** *(grimacing)* Oh, I don't really think I need to ask permission, darling. Everyone loves surprises—especially when they're gorgeous ones!

**Spike:** You're right! Everypony *does* love surprises. *(She rounds to him and lowers her voice.)*

**Rarity:** We shouldn't even tell anypony that it's me who's behind all the fabulous changes I'll be making! *(Giggle.)* Won't that be a fun little secret for the three of us to share?

**Spike:** *(puzzled)* The...*three* of us?

**Rarity:** *(indicating each in turn)* You, me, and the book, of course.

*(She magically lifts it from her bags on the end of this; the demonstration leaves Spike just a bit unsettled.)*

**Rarity:** *(hugging it)* My marvelous, marvelous book!

**Spike:** Of course.

**Rarity:** Promise me you won't say a word to anypony? *(He mimes locking his mouth shut and throwing the key away.)*

**Spike:** *(muffled, without moving his lips)* You got it! *(Book in bag again.)*

**Rarity:** I knew I could count on you, Spike. *(Horn warms up; voice goes crazed.)* And I also know just what I want to do next!

*(Dissolve to a slow pan through an expanse of peaceful sky and fluffy clouds. Rainbow Dash's grunts of exertion are heard, and the camera zooms out to frame her with rear hooves poised to strike.)*

**Rainbow:** *(bucking clouds so they disintegrate)* Take that! And that!

*(Two more fore/hind-leg kicks wipe out more of them, and she chuckles just before a blast of Rarity's green magic envelops her with no warning. Once the view clears, she is flabbergasted to*

*find herself in a long-sleeved magenta gown with gold accents, a skirt striped in magenta and pale yellow, and a gauzy over-skirt with gold trim.)*

**Rainbow:** What in the—? *(struggling to throw it off)* Get...it...off...me! *(She bites into the fabric, trying to rip it away; Spike cringes at the site.)*

**Rarity:** I've always thought Rainbow Dash could use a little more glamour, and now look at her! Cloud-busting with style! *(Tight little chuckle; she walks off.)* Moving on!

*(The young dragon turns away, waiting a moment to reassure himself.)*

**Spike:** She'll be fine. It's just a dress. *(hurrying after Rarity)* Uh, wait for your favorite dragon!

*(Neither he nor Rarity is around to see Rainbow veer wildly through a loop-the-loop and out of sight past the corner of one of the buildings whose walls form the alley. A loud crash is heard; cut to the peak of a rooftop as she hoists herself up from behind it with a dazed moan and an irritated glare. Wipe to a close-up of a birdhouse hung from a tree branch; Fluttershy reaches into view and pours birdseed from a bag into the saucer on which it rests. Zoom out to frame her singing to herself; after she has finished loading up, she flies down and sets the bag on the ground. Landing next to it, she addresses the birdhouse.)*

**Fluttershy:** There you go, Mr. Robin.

*(One emerges from the entrance hole, tweeting happily, and begins to peck at the proffered food. Close-up of Fluttershy.)*

**Fluttershy:** Don't you look so content in your little house? *(A flash of Rarity's magic; she gasps.)* Oh, my goodness!

*(A cut back to the shelter discloses the effect of this spell: it has been converted into a multi-story mansion whose weight has bowed the branch greatly. The robin's confused chirping is heard from somewhere inside as the camera zooms out; the thing's bottom edge comes down to within a few inches of the grass.)*

**Fluttershy:** You're lost? *(She looks in a window.)* No, not that way. That looks like that's the door to a... *(Chirp.)* ...bedroom.

*(Cut to just inside the window, framing an extreme close-up of her eye peeking in.)*

**Fluttershy:** *(echoing slightly)* Try that one over there. *(The robin flies past.)* Uh, no, no. That leads to a... *(Thud; back to her.)* ...shoe closet? Oh, dear! Maybe try the staircase? *(Chirp.)* Uh, no, no, no, no. The *other* staircase.

*(On the end of this, pan away from her to stop on Rarity and Spike, watching from a little farther along the path.)*

**Rarity:** Isn't it gorgeous!

**Spike:** It's probably the most beautiful birdhouse ever created. *(She leans quickly down to him.)*

**Rarity:** Go on.

**Spike:** I'm just not sure how the bird feels about it. *(She straightens up with a couple of dismissive snorts.)*

**Rarity:** What does a bird know about architectural design? What matters is what *you* think, Spike, and *you* love it... *(He is momentarily speechless; she leans close again.)* ...don't you? *(Big grin.)*

**Spike:** *(hastily)* Of course I do! It's so... *(Very long pause.)* ...Rarity!

**Rarity:** It is, isn't it? *(He nods, she looks off across the grass.)* Ooooh!

*(Off she goes at a full gallop, missing the acorn that drops from above and clunks Spike in the head. He throws a vexed look up the way it came, the camera zooming out slightly to show the thrower—Owlowsicous—glaring at him from a low branch. The owl folds his wings down to imitate the gesture of a person putting his hands on his hips as if to say, "Now what, genius?" Spike winces under the attention, then hurries off after Rarity.)*

*(Cut to an outdoor birthday party at which a great many young foals are having plenty of fun: clown on a unicycle, cakes and desserts, mariachi trio, and so forth. The camera pans across the festivities and stops at Rarity and Spike, staying under cover behind a bush.)*

**Rarity:** Oh, adorable! But it could use a touch of class, don't you think?

**Spike:** Oh, yeah, definitely!

*(She makes with the horn power. First, a Jell-O mold gets turned into an ice sculpture of a swan on a pedestal, greatly surprising the youngsters who were angling to dig out a tasty spoonful. The spread of sweet stuff becomes several trays of toothpick-impaled appetizers, much to the dismay of the three guests who had been ready to dig in. The clown undergoes a split-second makeover and winds up as a near-perfect duplicate of Horte Cuisine, the waiter at the Ponyville restaurant, but without the pencil-thin mustache. He holds a tray of hors d'oeuvres out to the two very confused fillies who had been enjoying his show.)*

**Rarity:** But this party doesn't even seem to have a proper theme! *(Warm it up.)* Let's do something about *that*, shall we? *(Wind it down on the next line.)*

**Spike:** You've already made things look really, really great. Maybe you should stop while you're ahead?

**Rarity:** You're right, Spike. There's so much to do elsewhere! *(She walks off...)*

**Spike:** Right. Elsewhere. *(...then stops.)*

**Rarity:** Just one more little thing before we go.

*(The green aura takes over; cut to the three musicians. Her spell changes them into a classical trio—violin, harp, cello—and her magic has faded when the camera cuts back to her and Spike.)*

**Rarity:** Why, *this* party is certain to make the society page now!

*(Close-up of the table full of heartbroken fillies, zooming out to put Rarity and Spike hurrying past in the fore.)*

**Rarity:** Won't Pinkie Pie be pleased! *(She laughs to herself; pan to Pinkie on the way in with a cake.)*

**Pinkie:** *(singing)* Happy, happy day to— *(Stop short; eyes pop.)* —huh?

*(The fact that she has been completely struck dumb speaks to how badly the overhaul has thrown her off track. Wipe to a close-up of Rarity walking through town.)*

**Rarity:** I am simply buzzing with ideas! *(Overhead shot; Spike is with her, and Owliscious watches from atop a banner pole.)* Simply buzzing!

*(The level gaze from the bird of prey puts a scare into the dragon.)*

**Spike:** That's great! But, uh...you've been at this for a while now. How about you take a break? *(He stops and taps his temple; she carries on.)* Give that brilliant mind of yours a rest.

**Rarity:** *(from o.s.)* Don't be silly. *(Cut to her, now stopped.)* I'm not gonna stop now. *(Zoom out slowly.)* Why, I won't stop until every inch of Ponyville has benefited from my creative vision!

*(Calculated glance over her shoulder from the steely blue eyes. Reptilian green ones flick worriedly from side to side. The mouth under them curves into a frightened little smile, met by her resolute one and a flare of green magic.)*

**Rarity:** Starting with you, Spike!

*(The glare grows to fill the screen, then fades away to give an extreme close-up of the scaly violet face, eyes shut tight as if expecting the world to blow up in his face. Something bluish can be seen to either side of his head. He cracks one eye open, then lets both it and the other one go wide open as the camera zooms out. Rarity's spell has fitted him out in an armored suit of blue crystal, complete with spiked helmet. Back to the designer.)*

**Rarity:** You look fabulous!

**Spike:** *(forced)* All because of you. *(Chuckle.)*

**Rarity:** *(touching his chest)* Anything for my favorite dragon and most supportive friend. *(with sudden fire, galloping off)* Come! There's so much more to do!

*(The weight and stiffness of the new suit leaves Spike tottering back and forth where he stands until he topples onto his face. He lifts his head out of the dirt in time to see Rarity charging down the street. A gasp from the o.s. Twilight catches his attention; pan slightly to frame her now standing alongside, framed from the neck down.)*

**Twilight:** Oh, no! *(Close-up.)* Not you too!

*(Owlowiscious flutters over to roost on the beam projecting from a rooftop as she helps Spike to his feet.)*

**Spike:** What do you mean, “not me too”?

**Twilight:** Oh! Judging by that outfit, I thought for sure you— *(Back to him on the end of this.)*

**Spike:** What? This? Nah, I just wanted to try out a new look.

*(Down he goes again, this time onto his back.)*

**Spike:** You like?

**Twilight:** *(pacing)* Hmmmm...well, in that case, have you seen anypony suspicious around?

**Spike:** Uh, nope.

*(He gets a close-range nasty look from Owlowiscious, who flies down to perch on his chest. Meanwhile, the winged unicorn takes a few more steps, deep in thought, but snaps out of it at a clatter of hooves and the next two words—spoken by Mayor Mare.)*

**Mayor Mare:** *(from o.s.)* Princess Twilight! *(She gallops up.)* The gazebo has been turned into solid crystal, and two ponies are now trapped inside its walls!

*(After a look in the direction in which the official is pointing, Twilight takes wing. Mayor Mare hurries after her, with Spike lumbering well behind and Owlowiscious keeping pace with him. The bird lands.)*

**Owlowiscious:** *(angrily)* Hoo.

**Spike:** No! I made a promise to Rarity to keep this to myself!

**Owlowiscious:** *(skeptically)* Hoo. *(Spike sighs heavily.)*

**Spike:** But you’re right, Owlowiscious. I have to tell. And once I do, I can forget Rarity thinking of me as her most supportive friend. *(Zoom in slowly; his spirits sink even lower.)* I can forget Rarity thinking of me as a friend at all.

*(Snap to black.)*

### Act Three

*(Opening shot: fade in to a close-up of a section of translucent crystal wall, behind which two very scared ponies are standing. A curved balcony runs around in front of this. Zoom out to show it as the uppermost story of the town hall, which has indeed been converted to crystal from top to bottom and festooned with purple/white banners and pennants. Twilight, hovering just past the balcony, uses her magic to bring the two through the wall, then lowers herself and them safely to the ground. Pan to Spike, watching from a bush at the edge of the town square; he has been relieved of his crystal suit.)*

**Spike:** *(sighing)* I can't do it. *(He trudges away, passing Owolescious.)* I promised I'd keep all of this between the three of us. *(The bird swoops to face him.)*

**Owolescious:** Hoo. *(Spike's feet pause and he sighs again.)*

**Spike:** Of course it's weird that she meant me, her, and the spell book, but... *(An idea strikes.)* The spell book! *(clapping hand to forehead)* Of course! If I can get it away from her, I bet she won't be able to use its magic anymore!

*(Cut to a close-up of Owolescious, rolling his eyes wearily at this blinding flash of the obvious.)*

**Spike:** *(from o.s.)* Oh, come on! *(Back to the pair.)* It's the perfect plan! I just have to figure out which way she went.

**Stallion voice:** I can't see!

*(Pan quickly to a stretch of road that has been turned into solid gold. It is now reflecting so much light that the ponies over here cry out in pain and squinch their eyes shut.)*

**Spike:** *(gesturing in that direction)* I'm thinking she's headed this way.

*(Dissolve to a close-up of Rarity, her magic burning green as a deranged little chuckle issues through her teeth, then cut to behind her. She stands on a hill overlooking Ponyville, its streets now fully gilded and glowing as if they were rivers of the precious metal; both the town hall and the buildings surrounding it have been changed to crystal. She turns away from the vista and walks off as Spike tiptoes uphill after her and Owolescious perches in a tree. Step by step, he closes in on the book in her saddlebags—but with just a fraction of an inch to go, she rounds on him vehemently.)*

**Rarity:** What do you think you're doing?!

**Spike:** Uh, me? I-I was just, uh...basking in your creative radiance. *(Nervous chuckle; she relents, cooling down.)*

**Rarity:** *(patting his head)* Oh, Spike, you do say the nicest things.

**Spike:** Thanks. *(She takes a couple of steps.)*

**Rarity:** Now, where was I?

*(As she tries to find her train of thought, he looks frantically from her to Owolescious and points, getting an avian wink in return.)*

**Rarity:** Oh, yes! *(gradually going crazed)* Gold-plated rooftops for everypony!

*(Down comes Owolescious, letting off a series of hoots and flitting around so that she has to wave him off, letting the magic evaporate; the distraction affords Spike enough time to sneak up and swipe the book. However, Rarity spots him trying to slip away with it.)*

**Rarity:** Spike!



*(The two stubby legs freeze in their tracks, and he hunkers down to stuff the book into his mouth in close-up. When he turns to face her, his cheeks are bulging and distended with its rectangular shape. Zoom out to frame her crossing to him.)*

**Rarity:** I have just had the most marvelous idea! *(One mighty swallow forces the book down; he sighs with relief.)*

**Spike:** Of course you have. You're Rarity.

**Rarity:** My work here in Ponyville is nearly complete. *(with growing fervor; Owlowiscious flies to an overhanging branch)* Don't you think it's time the rest of Equestria benefited from my creative vision? *(Off she goes.)*

**Spike:** Absolutely! *(Stop.)*

**Rarity:** Oh! I'm thinking we go by chariot! Or as everyone will soon be calling them... "Rariot"! *(Crazed laugh; cut to Spike.)*

**Spike:** Oh, yeah. We should definitely go by—

*(The bilious glare from a blast of magic causes him to finish that thought with a yelp of shock. Cut to a close-up of a gold chariot adorned with gems on front and wheels; zoom out to frame both unicorn and dragon, the latter running in for a closer look.)*

**Spike:** How...how did you do that?

**Rarity:** Why, whatever do you mean?

**Spike:** The book! It's...I mean...you don't...i-i...i-it's gone! The book is gone!

**Rarity:** *(puzzled)* Gone? Why, it's right there.

*(On the end of this, she glances back and first sees the result of Spike's pilfering, the camera cutting to a close-up of the still-open bag. Tilt up to her face; she pulls in a stunned little gasp, then leans down to him with all her fury.)*

**Rarity:** I need my book, Spike! What have you done with my book? *(A warning snarl through her teeth.)*

**Spike:** *(chuckling nervously)* W-Why would I do anything with your book? We're friends. Heh...i-it was probably the owl.

*(His pointing finger diverts her glare up to Owlowiscious on his branch.)*

**Owlowiscious:** *(innocently)* Hoo. *(Rarity's ire instantly vanishes.)*

**Rarity:** But wait. I don't seem to need it anymore, do I? *(Horn warms up.)* Yes...yes! I can feel its magic flowing within me now! I'm so excited! *I'm so excited!* *(Cut to Spike.)*

**Spike:** *(small voice)* I'm so scared.

**Rarity:** *(from o.s.)* Oh, the places we'll go, Spike! *(Back to her, conjuring up three new "Rariots," one by one.)* Manehattan! Fillydelphia! Canterlot! *(She whirls over to him.)* And there you'll be by my side, just as you've always been here in Ponyville! *(hugging him)* Your constant praise and adoration driving me to even greater heights— *(pacing the hilltop)* —until there isn't an inch of Equestria that hasn't been utterly transformed by my creative *GENIUS!*

*(This last word is accented by a great blast of energy that spreads in all directions, turning the ground to gold and crystallizing the tree in which Owlwiscious sits. Spike recoils in horror at this gratuitous display of ostentatious excess, his scrunched-up face betraying the turmoil raging in his mind. Finally he gathers up all his courage and speaks one word.)*

**Spike:** No. *(She turns to face him.)*

**Rarity:** *(levelly, but menacingly)* What did you say?

**Spike:** I said no. You've been changing things, but you haven't been making them better. I shoulda told you the truth at the very beginning, but I didn't because I was trying to be a supportive friend. *(Sigh.)* But instead, I let you become something awful.

*(Close-up of the contorted white face on the end of this. His statement strikes a nerve, causing the magic green eyes to widen as if the skull behind them had just been hit with a two-by-four. Zoom in slowly.)*

**Rarity:** Awful?

*(The lids squeeze shut, then pop wide open to show that her eyes are now blazing pure green. She rises slightly off the ground, the power pouring out and spiraling around her form to whisk away. Cut to ground level, her hooves descending gently to the 24-karat earth, and tilt up to frame a saddened face with closed eyes and a slightly askew purple mane. Rarity rubs her temple, shakes her head hard, and opens two dazed eyes that have returned to their original clear blue. The shake has restored her coiffure to its immaculate state.)*

*\*\*\* The flashes of green magic in her eyes end at this point. \*\*\**

**Rarity:** *(moaning woozily)* What happened?

**Spike:** Rarity! You're okay?

**Rarity:** I...I think so. *(moving to get a better look at the town)* Though by the looks of it, something quite terrifying has happened to Ponyville.

*(The camera pans slightly to put her out of view on the end of this line, then cuts to her most distressed visage.)*

**Spike:** *(from o.s.)* You happened. *(Her eyes pop; zoom out to frame him.)*

**Rarity:** Me? *(He thinks hard; something occurs to him.)*

**Spike:** The last part of the spell!

*(Wavering dissolve to a softly focused shot of Rarity reading the spell during Act One, as the book's green magic permeates her horn and eyes.)*

**Rarity:** "Only when true words are spoken will you finally be set free."

*(The same transition brings the action back to the present.)*

**Spike:** The spell took over you and you wanted to change everything in Equestria. (*eyes downcast*) I was afraid to tell you how I really felt about it, but then I...I told you the truth. (*Gentle smile from Rarity.*)

**Rarity:** Dearest Spike... (*laughing a bit, pacing to him*) ...you should never be afraid to tell me the truth. (*Foreleg around his shoulders.*) We're friends, remember?

(*He is slightly taken aback by this last statement, but only for a moment, and he is quick to reciprocate her affectionate gesture. Dissolve to the exterior of the library and zoom in slowly; the area has had its magical enhancements reversed.*)

**Spike:** (*from inside, dictating*) "Today I learned how important it is to be honest with your friends when they're doing something that you don't think is right."

(*Cut to him, lying on his belly in the reading room and writing in the group's shared journal.*)

**Spike:** "A true friend knows that you're speaking up because you care about them." (*Sound of the door opening; he sits up and looks toward it.*)

**Twilight:** (*angrily*) Spike!

(*Cut to her at the threshold, looking a complete frazzle from one end to the other. The stretch of town land visible through the doorway behind her has been returned to normal.*)

**Twilight:** (*walking in, magically slamming door*) Never, ever, ever, ever take another book out of the library at the castle without asking! Princess Cadence and Princess Luna have much better things to do than help me clean up Ponyville!

(*She starts up the stairs; cut to her bed as she flops onto it face first. She peels herself up to glare at Spike as the camera zooms out to show him crossing the bedroom loft to her.*)

**Twilight:** Do you have any idea how hard it was to reverse that much dark magic? (*She leans into his face on the end of this; he cringes greatly. Long pause.*)

**Spike:** (*chuckling*) You don't look so good. (*She glares and growls at him; he shrugs.*) What? I'm just being honest. It's what good friends do.

(*Off he goes, ignoring the scowl and snarl she directs at his back. Fade to black.*)