



FRIENDSHIP
is MAGIC

SEASON
SEVEN

PART ONE



Transcripts

CELESTIAL ADVICE

Written by Joanna Lewis, Kristine Songco

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Tim Stuby

Transcribed by Alan Back (ajback@yahoo.com)

Prologue

(Opening shot: fade in to a close-up of a door within the Castle of Friendship. Spike reaches into view and knocks, and a burst of magic turns the knob to swing the door inward. Starlight Glimmer puts her head out into the corridor.)

Starlight: Hey, Spike. *(stepping out)* What's up?

Spike: Just, uh, wanted to make sure you're ready for your big ceremony today.

Starlight: Yep.

(The next shot frames the area beyond as her bedroom, within which Twilight Sparkle teleports into view for a glance around, unnoticed by Starlight.)

Starlight: Oh, I still can't believe my friends and I are getting medals of honor.

Twilight: *(under end of previous, almost inaudible)* Shhh!

Spike: *(to Starlight)* Are you kidding? You totally deserve it! After all, you saved Equestria from...

(Looking past her shoulder, he trails off and lets his eyes contract to panicked points. A second later he resumes with slightly forced gusto.)

Spike: ...Queen Chrysalis—with the help of Trixie and Thorax and Discord, and—

(Cut to Starlight on the end of this; now Twilight is plying a levitated tape measure against a spot on the far wall.)

Starlight: *(a bit confused)* Uh, yeah, I know what happened. I was kinda there.

Spike: Uh, right. *(Pause.)* Uh... so what are you wearing? *(Big grin.)*

(Behind Starlight, Twilight has brought out a quill and scroll to take notes as she keeps measuring.)

Starlight: Not sure. Why? Am I supposed to dress up?

Spike: *(hastily)* No! *(calmer)* I-I mean, you could. It's like Rarity always says.

(A quick rub of one palm along his head spines turns them into a decent approximation of the white unicorn's curls.)

Spike: *(imitating Rarity)* “There’s no such thing as overdressed, darling. You’re just the best-looking pony in the room.”

(He reverts to his normal voice with a weak chuckle and throat-clearing and lets his spines snap back. A sudden tilt of his head to one side raises Starlight's suspicions.)

Starlight: What are you looking at? *(She starts to turn her head; he yanks it back.)*

Spike: No! Don't look!

(Twilight throws him an all-clear signal and vanishes along with her tools; zoom out to frame the entire doorway as Starlight shoots Spike a nasty look. He releases his hold and backs off while she rubs her chin.)

Spike: *(thinking fast)* 'Cause there was a spider there, but it's, uh, gone now. So, uh... *(hastily)* ...thanks, Starlight. Bye! *(He peels out.)*

Starlight: *(to herself)* Huh?

(Walking back into the room, she lets her magic shut the door behind her. Cut to Twilight in her own bedchamber, pacing the floor with quill and scroll floating in her grip. A telescope stands on a tripod at one window, and hanging over a bookcase is a mirror with several photographs affixed to its edges. The doors swing open to admit Spike, who voices a smug chuckle.)

Spike: She had no idea. *(lounging against a wall)* We're a good team, Sparkle.

Twilight: “Sparkle”? *(laughing, tucking quill/scroll away)* Yeah, we are. So, do you think she'll like it? I want this present to say, “I'm so proud of you, both as a mentor and a friend. Equestria is safer thanks to you.” *(Close-up of Spike.)*

Spike: Oh. I thought you were getting her a mirror, like yours.

(He points in its direction as he says this, and the camera then pans/tilts up to frame it. The photos depict her with various combinations of friends past and present, as do a couple of framed ones on top of the bookcase. Twilight steps into view, regards her reflection, and turns happily to him.)

Twilight: I am!

Spike: Uh, maybe you should get her a card, 'cause I don't think the mirror will say all that. But I think she'll like it.

Twilight: It's just what her room needs. *(Cut to it; her reflection appears.)* The first thing she'll see when she wakes up is herself surrounded by all her friends. *(Zoom out slightly to frame her; she turns toward Spike.)* I plan on giving it to her after the ceremony.

Spike: Yeah, about that. Don't you need to get the Castle ready for the celebration?

Twilight: Nah. Pinkie Pie's got that covered.

(Wipe to a very large and noticeably empty meeting hall elsewhere in the Castle. Pinkie Pie hops into view and runs her eyes over the space.)

Pinkie: Hmm.

(Reaching up past the top edge of the screen, she pulls one front hoof back down into view with the end of a rope now looped around it. One tug drops tables onto the floor, vases of flowers onto these, and releases a torrent of confetti, which clears to expose a few more instant party preparations. Namely: balloons and garlands lining the walls, a stage at the far end with a small pedestal, and a banner above the lot that depicts a pink heart in a gold setting with a backdrop of a curling white ribbon.)

Pinkie: *(wiping forehead)* Phew!

(She tranquilly exits the scene as the view fades to black.)

OPENING THEME

Act One

(Opening shot: fade in to the same meeting hall, now packed with ponies—and a few changelings—from one side to the other. Twilight stands on the stage with Princesses Celestia and Luna, as well as the four who effected Queen Chrysalis’s downfall in “To Where and Back Again”: Starlight, Trixie, Discord, and Thorax. Trixie is wearing her starry hat and cape. Zoom in slowly.)

Twilight: Starlight, Trixie, Thorax, and Discord were brave in the face of danger, resourceful when things got challenging— *(Slow pan across the front row; she continues o.s.)* —and proved that the bonds of friendship, no matter how unlikely, are stronger than any adversity.

(Back to the stage. This shot is close enough to pick out a small cushion resting on the pedestal and four items nestled on it.)

Twilight: By stopping Queen Chrysalis, not only did they save Equestria, they set the changelings free from her reign.

(The front row again, in close-up. A flash of light splits the air behind them, and the camera tilts up to follow their gazes and frame Discord standing amid the throng, with a “We’re #1” foam-finger hand on his lion paw and a pennant decorated with his own eyes and horn/antler held in his talons. He is wearing a blue athletic jersey and a two-tone fuzzy hat in this same color, complete with the mismatched growths.)

Discord: Go, Discord! Yahoo!

(The trickster trails off into exuberant laughter as he waves the hand and pennant; up onstage, Starlight stifles a giggle as Trixie rolls her eyes disgustedly. Twilight, meanwhile, narrows her eyes at him but quickly shifts into a slightly ingratiating grin once Celestia steps forward alongside her.)

Celestia: And that's why we're proud and honored to give them the Equestrian Pink Hearts of Courage.

(Close-up of the pedestal on the end of this; one gold-shod front hoof gestures to it. The items on the pillow are medals, each with a pink heart-shaped jewel in a gold setting backed with a pair of wings. Cheers erupt as Luna's magic lifts them clear and sends them toward the quartet, Discord now back among them and with his fan gear stripped off. All four bow, Trixie's aura sweeping her hat off her head. The two unicorns' medals settle around their necks in short order, but Discord makes the job of receiving his own a bit easier by simply popping his head off and then reattaching it once the medal is in place. Thorax poses quite a bit more of a challenge due to the length and curvature of his new antlers, and Luna strains a bit to stretch the ribbon far enough to get past them. Cut to Pinkie, Rarity, and Spike at one table. The general mood shifts from jubilation to tension during the next line.)

Pinkie: Yeah!...Oh...uh...no...

(A panicked little squeal; cut to Luna, still fighting to make it past the great bend.)

Pinkie: *(from o.s.)* ...not quite... *(A nervous little shudder; back to the table. Now she smiles.)* ...all right, there it is... *(Pop into place.)* ...yaaay!

(The Princess of the Night has finally managed to bring Thorax's medal down onto his neck without breaking the ribbon. She is a bit surprised to see Celestia step up and regard him with a proud look.)

Twilight: We are so proud of you all.

(Trixie has her hat back on by this point. More cheers as she and Starlight regard their new decorations and trade warm grins. Cut to Twilight and Celestia side by side and zoom in slowly on the former for a moment, then dissolve to a close-up of a record being raised and spun in the air on an off-white hoof. A zoom out shows it in the grip of DJ P0N-3, who quickly slaps it down on her turntables and starts a pulsing dance beat. Attendees dance and talk among themselves as the camera pans across the hall, stopping on Trixie as she regales Double Diamond, Night Glider, and Sugar Belle; Starlight and Thorax are talking nearby.)

Trixie: *(full ham mode)* It was the Great and Powerful Trixie's pleasure— *(Close-up.)* —to save you from your imminent doom. *(Discord's head/neck materialize to peek over her shoulder.)*

Discord: *(teasingly, poking her in the nose)* Yes, because you did it all by yourself.

(Pan to Starlight and Thorax. She giggles and Sunburst joins them, as do two changelings. The first to speak will later be identified as Cornicle.)

Sunburst: I can't believe you managed to do it without magic.

Cornicle: It was amazing!

Changeling 1: No one's ever stood up to Chrysalis like that! *(Zoom out across the hall.)*

Starlight: Oh, I just did what anypony would've done. *(Deprecating laugh.)*

(Twilight catches sight of her on the end of this, and the camera shifts to a close-up of her warmly smiling countenance. Zoom out slightly on the start of the next line, Celestia crossing to her.)

Celestia: It's a wonderful feeling, isn't it? Watching your student shine the way you always knew they could.

Twilight: *(laughing)* My cheeks are sore! I don't think I've ever smiled this much in my life!

Celestia: *(knowingly)* I can only imagine what that feels like.

(She steps away with a wink; an instant later, Discord pops up out of nowhere and coils around Twilight's midsection.)

Discord: Yes, Starlight is student of the year, isn't she? She has so much potential. *(throwing lion-paw forelimb around her shoulders)* So what are we going to do with her? And by "we," I definitely mean "you."

(He pokes her nose with a talon on this last word.)

Discord: Being her mentor and all that, her destiny falls squarely on your haunches.

(She extricates himself from the coils of his body by teleporting a few feet away; now he stands up on his hind limbs.)

Twilight: Oh, don't you worry. I've planned enough friendship lessons to cover the next three years. *(Hearty laughter from him.)* What's so funny?

(It takes a few seconds for him to compose himself.)

Discord: Clearly Starlight is beyond basic friendship lessons. *(pulling his medal briefly out to full length)* She just won a medal, for Equestria's sake! I thought you were joking. *(smiling, but serious)* You are joking, right?

Twilight: *(laughing lamely)* Of course I was. *(He straightens up.)*

Discord: Obviously *you* should have a grand master plan for her, the same way Celestia set *you* on a path that eventually made *you* a princess.

(He gestures toward her to emphasize each “you” and pulls her wings out to full extension as he finishes to hammer the point home. Her response is to stich on a big shaky grin and start sweating more than she really ought.)

Twilight: Yep.

Discord: Oh, good! I’m sure she can’t wait to hear all about it.

(With a rub of his talons and lion paw, he winks out; in his absence, the violet sovereign utters a scared little moan and adds a shiver on top of her overactive perspiration. Cut to Starlight and Thorax crossing the hall. When he speaks, his voice is exactly the same as it was before his transformation.)

Starlight: So, how’s the whole “ruling a kingdom” thing going?

Thorax: It’s a bit...overwhelming, but we’re adjusting.

(They stop at a table at which Applejack, Rarity, and the two earlier changelings—now slightly confused—have congregated.)

Changeling 1: So...you can’t have friendship without makeovers? *(Rarity grins and nods.)*

Applejack: Uh...not—not exactly.

[Error: #1 speaks in Cornicle’s voice from the previous scene.]

(Starlight and Thorax tack on the most reassuring grins they can muster up.)

Discord: *(from o.s.)* Oh, Starlight... *(Zoom out slowly; he stands next to her. The music stops.)* ...Princess Twilight has something very important to tell us... *(briefly twisting his head upside down)* ...well, just you, really—

(As he continues, he pulls out a set of Groucho Marx joke glasses and puts them on.)

Discord: —but I’m nosy and I want to hear.

Starlight: Okay. *(to Thorax)* Would you excuse me?

(He lifts her bodily off the floor as she says this, and she has barely finished before they disappear in a flash. The glasses go flying and settle themselves on Thorax’s face; a moment later the two short-hoppers rematerialize next to Twilight as she speaks with a stallion.)

Starlight: *(dryly)* Never mind. *(Discord sets her down; the stallion leaves and she smiles.)* What’s going on?

Discord: *(coiling behind Twilight, pushing her forward)* Well, Twilight was just about to reveal her grand master plan—for you!

Starlight: Really? I was kind of wondering what we were gonna do next.

Discord: Yes, I’d say we were both fairly interested. *(He tosses Twilight a sly grin.)*

Twilight: *(trying to sound casual)* Of course you are, and I do have a plan, obviously. *(She floats a cup of punch off a passing waiter's tray.)* But now's clearly not the time to do it. You should enjoy your party.

(As she averts her eyes and takes a sip, the camera cuts back to Starlight and Discord.)

Trixie: *(from o.s.)* Starlight, come on! *(Zoom out to frame her.)* The *Ponyville Chronicle* wants to take our picture!

(Only after a bit of nervous-excited trotting in place does she notice the draconequus, letting her face fall with a groan.)

Trixie: You too, Discord.

(As all three head off to find the photographer, the camera pans to frame Twilight still drinking her punch. She lets go with a relieved sigh an instant before a flash of light within the cup deposits a bite-sized Discord within it, throwing her off guard all over again.)

Discord: Psst!

(Close-up; he has donned a shower cap and is taking a bath in the beverage.)

Discord: I see what you're doing.

Twilight: You do?

Discord: You already planned the perfect moment during the party to make the grand announcement to everypony about your plan.

(Reaching down into the cup, he comes up with a drain stopper on a chain and the soapy punch begins to empty out as if from a bathtub. A split second later he has returned to full size, decked out in a gold-trimmed blue tailcoat, blue top hat, and white shirt with dark gray vest and bow tie. This is the first moment since receiving his medal that he is no longer wearing it.)

Discord: *(clapping)* Brava, Twilight! *(Twilight magically sets her cup on a table.)* I can't wait to tell Fluttershy and the others. *(Vanish.)*

Twilight: Discord, no!

(She jitters her hooves madly in place for a second before magically yanking a door open and galloping through it. Elsewhere in the hall, Spike eyes a plateful of muffins hungrily and licks his chops at the prospect of free baked goods. Just as he is about to chomp into one, the sound of the slamming door yanks his attention away. Cut to another set of closed doors, which open to admit him.)

Spike: Twilight, are you reading during a party—again?

(Now he is thrown off by the sound of rustling paper; zoom out on the start of the next line to show both him and Twilight in the library. She is half-buried in a mass of opened scrolls and is frantically running her eyes over one after another.)

Twilight: *(tossing one aside)* No, no, no, she's already good at that! *(Again.)* She mastered this! *(reading a third)* She taught me about this one!

Spike: *(dryly, crossing to her)* Wild guess. Something's wrong.

Twilight: Spike, I'm a terrible mentor. *(throwing scroll aside)* Why didn't I come up with a path for Starlight? Princess Celestia had it all figured out for me!

(She straightens up with a gasp and smile.)

Twilight: That's it!

(Her next move is to bound out of the library with a slightly crazed giggle, dragging the end of one ridiculously long parchment across the floor in the process. The other end wraps around Spike's midsection and tows him along.)

Spike: Whoa!

(Dissolve to an overhead shot of the throne room, whose central table is set with its magical map, and zoom in slowly. Twilight paces the floor across from her and Spike's thrones, the camera angle framing only their backs. However, Celestia's mane waves past the armrest of the larger to mark her presence on it, and Spike can be seen in the smaller. The resident Princess has brought the pile of scrolls with her and is floating one at eye level.)

Twilight: I had years' worth of friendship lessons ready to go. But when we were captured by Chrysalis, Starlight took charge and really stepped up. *(Close-up; she nibbles her bottom lip and turns the scroll to show Celestia.)* I don't think friendship lessons are enough for her anymore.

Celestia: So you have an overachieving student. Sounds familiar. *(Spike snickers; Twilight drops the scroll.)*

Twilight: That's why I had to talk to you. You of all ponies would know what to do. I mean, you were me and I was Starlight. But for now, I need you to pretend you're you and I'm me.

Spike: Huh?

Celestia: *(chuckling gently)* Go on.

Twilight: When I was your student and you were in this place, you... *(softly, suddenly horrified)* ...oh, no.

(The good humor fades from the solar mare's face, replaced by a downcast expression. Cut to Twilight and zoom in slowly.)

Twilight: You sent me to Ponyville...which means it's time for me to send Starlight Glimmer away!

(Snap to black.)

Act Two

(Opening shot: fade in to a close-up of Twilight.)

Twilight: I can't believe it! It really is time for Starlight to go, isn't it?

Celestia: *(crossing to her)* Only you can make that decision. It's a difficult one— *(smiling, touching Twilight's chest)* —but your heart knows what's right, even as it hurts.

Spike: Where are you gonna send her?

(The query sends a fresh jolt of sheer undiluted panic through every last neuron in Twilight's brain.)

Spike: *(sheepishly)* Heh...too soon?

Twilight: *(sadly)* No. This is something I have to do.

(Crossing to the map table, she rests her front hooves on its edge and looks from side to side.)

Twilight: Oh, boy.

(Cut to a close-up of a very cheerful Fluttershy in the meeting hall.)

Fluttershy: Oh, boy!

(Cut to just behind her and the rest of Twilight's friends, gathered behind a table and facing one window. Discord has contorted his body to fit within its frame, and has done away with his Act One formalwear and put his medal back on.)

Discord: Whatever Twilight's planning for Starlight is going to be *so* exciting.

Applejack: Hmm...wonder why she didn't tell any of us about it.

Discord: Probably because you're not as close as you think you are.

(Concerned looks pass among the five mares before he chuckles richly and makes a throwaway gesture with his taloned forelimb.)

Discord: Just kidding. She wanted it to be a big surprise. *(leaning to them)* Just between us, she's getting ready to make a big announcement! *(Grin; Pinkie squeals out her delight, touching her nose to Rarity's in close-up.)*

Pinkie: That's so exciting—and surprising. Usually you tell your party planner about all your plans for your party.

Rainbow Dash: *(from o.s.)* Well, she definitely has one. *(Pan/tilt up to her, hovering over the table.)* I mean, when has Twilight *not* had a plan?

(No response from the others. Wipe to an overhead shot of the throne room and zoom in slowly on Twilight, Celestia, and Spike on the far side of the map table.)

Twilight: *(quickly, whispering to herself)* Ooh, gosh, I don't know, I just don't want to send her to the wrong place, ooh...

(Close-up; she sighs and puts a hoof to her temple, resting the other one on the edge. After a bit more sotto-voce mumbling, she pulls in a happy gasp.)

Twilight: I got it! *(Race over to Celestia; Spike follows at a leisurely pace.)* Since defeating Chrysalis, Starlight's given the changelings an opportunity to revolutionize their society. Maybe I can send her there.

(She casts a spell that sends hexagonal waves of energy radiating out around the three; the effect is to change their backdrop to a stretch of craggy hardscrabble. All three have become translucent, palely tinted, glowing monochrome figures—violet for Twilight, gray for Celestia, green for Spike. As they look around themselves, a changeling touches down next to Spike and trots clean through him without encountering resistance or taking any notice of his cheery wave.)

Spike: *(to Twilight)* Cool spell!

Twilight: If Starlight goes to the changeling hive, she can help them adjust to their new way of life.

(Across the way, Starlight and Thorax stand facing a small group. Zoom in slowly on them.)

Starlight: Okay! Friendship 101. *(Close-up.)* Thorax and I are going to show you how to compromise.

(The next two lines are delivered in a stilted fashion, as if being read from cue cards.)

Thorax: I want to have honeysuckle nectar for lunch.

Starlight: I would like a sandwich. *(distressed)* Oh, no. What should we do?

Changeling 2: *(fiercely)* Attack! The winner gets to choose!

(Sounds of assent from the audience, which throw the two presenters for a loop.)

Starlight: Or... Thorax and I can talk about it and come up with a solution that works for everypony.

Thorax: *(stilted)* Starlight, how do you feel about honeysuckle and peanut butter sandwiches?

Starlight: *(ditto)* Why, that sounds delicious!

Starlight, Thorax: *(normal tone)* Compromise!

(They shake hooves and the audience members talk among themselves as the camera zooms in on the three spectral eavesdroppers.)

Spike: Uh, this doesn't seem like something Starlight and Thorax would do.

Celestia: Uh, this is Twilight's fantasy, Spike. There is no wrong way to fantasize.

(So this is all a "what-if" scenario that Twilight has conjured up.)

Twilight: *(smugly)* Thank you.

Changeling 2: Starlight Glimmer is a most apt and perspicacious pony.

Spike: *(irked)* Yep. Definitely a Twilight fantasy.

Celestia: This seems like a lovely path for Starlight. The changelings have so much to learn about how to enjoy love through friendships. Starlight would be busy for a very long time, but her work there would be very rewarding.

(A smile steals over the violet mare's face, but disappears all too soon as a fresh worry takes hold. Zoom in slowly.)

Twilight: Or dangerous. It would only take one changeling to deviate from the pack.

(She pivots to find Starlight approaching a clutch of eggs tucked into a niche in the rocky ground. These are levitated into the open and carried off as she trots away; behind her, a changeling peeks up from a ridge, eyeing her with bad intent, and assumes her form in a wash of magic. "She" hurries away, cackling nastily as she passes the trio, and stops to address three changelings, one of whom is Cornicle.)

Fake Starlight: Hi! I'm Starlight Glimmer. What's your name?

Cornicle: Uh...Cornicle?

Fake Starlight: *(laughing loudly)* What kind of name is that? *(pulling another's wings with her magic)* Oh, your wings are so, um... *(peering through one)* ...see-through. I'm so glad I'm a pony. *(Chuckle.)* Are you, like, bugs or what?

[Error: Similar to the voice mistake in Act One, Cornicle speaks with the voice of Changeling 1 in both this line and his next one.]

(To their very great consternation, she conjures up a giant flyswatter and uses it to smack two of them down at once. She hurries around a corner and out of sight just before the real Starlight walks up, just in time for the two assault victims to regain their senses and Cornicle to gasp.)

Cornicle: There she is! *(Cut to her; he continues o.s.)* Get her!

(She grimaces in terror and peels out, chased by all three. The waves of Twilight's spell flare over the scene to return her, Celestia, and Spike to the throne room and restore their normal appearance.)

Spike: Uh, that probably won't happen.

Twilight: But it could! *(pacing a bit)* I can't just send her off to Celestia knows where without thinking it through!

Celestia: Hm. *(smiling)* I was not aware that I was an expression. An appropriate one, of course, for even I don't know the answer. *(pacing to Twilight)* This is a momentous decision. *(touching her chest)* You must consider all the possibilities.

Twilight: *(tapping her own temple)* Rethink, rethink, rethink! *(Back to the map.)* What about the dragons? *(turning to Celestia, Spike)* I can send Starlight to the Dragon Lands! She and Ember would totally hit it off.

(Ember, recall, succeeded her father Torch as Dragon Lord in "Gauntlet of Fire," with an assist from Spike. Twilight casts her "what-if" spell again, transporting the three ghostly selves to the stony expanse of the Dragon Lands; zoom out to frame the giant, throne-like formation on which Torch held court. It has been festooned with pennants and enormous red gems, and a blue banner depicting a gout of fire hangs from the front edge of the seat. As dragons wing their way back and forth, the camera cuts to a close-up of Ember, sitting impassively on a ledge and regarding the goings-on. Starlight teleports in several yards away; when she speaks next, her voice carries a distinct surfer tone.)

Starlight: Ember!

(Who promptly hops down and crosses to her, speaking in like manner.)

Ember: Starlight!

(One front hoof and one clawed hand seize hold of each other, and their owners do a quick bit of arm wrestling before jumping up to bump chests with a grunting shout.)

Ember: You ready to do some death-defying dragon stuff?

Starlight: *(laughing)* Totally!

(A moment later, the three travelers are alone again.)

Spike: Okay, that doesn't sound anything like Ember or Starlight.

Twilight: Who knows what their dynamic would be, Spike?

(Cut to a vaguely pony-shaped collection of small stacked rocks, which become gravel when a gout of flame hits them. A longer shot picks out several dragons at a firing line, with five more such arrangements placed at various distances—a target range. Starlight and Ember are now among them, the three travelers watching from the sidelines. A purple one takes a turn, then Ember, and Starlight outdoes them by wiping out the last three with a beam from her horn. A scaly fist and a front hoof bump together in extreme close-up, creating a flash of light that clears to give a close-up of one very puzzled baby dragon. He gasps sharply upon looking down, and a longer shot reveals that he, Twilight, and Celestia are now hovering in midair amid thick gray clouds. He clutches at his boss for support, but works up the nerve to pat the "ground" under his feet, generating a couple of hollowly reverberating thuds. Finding it solid enough for his liking, he climbs down.)

Spike: Freaky. *(Dragons fly past.)*

Twilight: Starlight will love it in the Dragon Lands! In her letters, Ember said dragons do a lot of fun things. The Feast of Fire, the Dragon Bowl, Claw-chella...

(She is cut off by a whooping laugh from Starlight, now riding a saddle strapped to a massive broad back. Cut to her mount, Torch, as he flaps mightily through the aerial traffic.)

Twilight: *(from o.s.)* Starlight could be there for a really long time! *(Back to the three; she becomes concerned.)* But then again, not all dragons like ponies as much as Ember does.

(Tilt down quickly to a cliff on which Garble and his delinquent buddies from “Dragon Quest” have gathered. Starlight and Ember stroll up to the bunch as they start doing high dives.)

Garble: Hey, Twinkle Star!

Starlight: It’s, uh, Starlight Glimmer.

Garble: *(confused)* Star...kle...Lightstar?

Starlight: *(enunciating very carefully)* Starlight Glimmer.

Garble: Yeah, whatever. *(throwing an arm around her shoulders)* You want to hang with us?

(Not waiting for a response, he charges toward the edge of the cliff with her in tow and the pair hurtle into empty space.)

Starlight: What are we diving into?

Garble: Lava!

Starlight: *What?!?*

(Cut to a pool of the hot stuff at the base of the cliff, in which several of the other ne’er-do-wells are taking a dip. As Starlight and Garble plummet toward certain doom for one of them, the view zooms out quickly to become a reflection playing in Twilight’s terrified eye.)

Spike: Twilight, this is crazy!

(She dispels her enchantment to return him, herself, and Celestia to the throne room.)

Spike: Starlight’s really good with magic. She could just stop herself from falling into a pit of lava.

Twilight: What if she didn’t realize it was happening?!? You just never know, Spike! *(turning to map)* I just need to think of someplace safe to send her. *(to herself)* Someplace safe, someplace safe, someplace safe...

(The tiny representation of the Crystal Castle gives her an idea.)

Twilight: I could send her to the Crystal Empire to continue her magical studies with Sunburst!

(A clatter of hooves, and she is back with the others to cast her spell again. This time, it deposits them in the Crystal Castle's immense library, and a zoom out and turn of Celestia's head frame the bespectacled unicorn in question at a table on the bottom floor. As Twilight continues, the incorporeal voyagers turn for a better look from the top of the nearest staircase and Starlight can be seen at the table as well, safety goggles strapped on as she floats a full test tube over a flask of liquid. A second flask stands at Sunburst's end, and a sawed-off log section rests vertically between them. He leafs through one of two floating books as the camera zooms in slowly; others are stacked nearby on the floor.)

Twilight: It'll be perfect! Sunburst's knowledge of magic is only matched by Starlight's abilities. *(Starlight pours the tube's contents into her flask; Sunburst checks the second book in close-up.)*

Sunburst: I've got it! Try placing your horn directly on the potion, and picture the clock you wish to make.

(His research assistant pours her entire flask over the wood, touches the end of her horn to the purple liquid, and closes her eyes. A split-second spark of light consumes it and subsides to reveal a well-crafted cuckoo clock in its place. As soon as the hands advance to 2:00, a little replica of Flurry Heart pops out from the hatch above the face to announce the hour. On the start of the next line, pan/tilt up to Twilight, Celestia, and Spike.)

Twilight: They could challenge each other into becoming the most talented unicorns Equestria's ever seen! *(The table again; Starlight's goggles are propped on her forehead.)*

Starlight: We did it! Quick! What's next? *(Sunburst checks a book.)*

Twilight: *(increasingly worked up)* Of course, the study of magic is a lifelong pursuit, and Starlight could be there for a while, especially once they start attempting the really complicated stuff.

(The two unicorns trot past, book in tow, as she says this; from here, cut to a rather bored Spike.)

Spike: *(counting down on fingers)* Three...two...one... *(Zoom out to frame all three on the following.)*

Twilight: What if they become too ambitious?

(Wipe to just outside a window of Sunburst's house and zoom in slowly. He and Starlight are inside, poring over an array of documents, as Twilight and company look on. Starlight has removed her goggles altogether.)

Starlight: I never would have thought to combine Starswirl's apparition spell with Spatium Flexibus. *(Close-up; she flips pages.)* But...what would happen if we added Somnambula's Tempus Objectus?

Sunburst: If we do it just right, it should allow us to materialize an object that was lost in the past.

(His field brings up a piece of chalk and lowers it to start sketching on the floor. Two concentric circles are quickly drawn, one slightly smaller than the other, as both sets of hooves step up and

Twilight cringes in mute horror. Cut to an overhead shot of the drawing and zoom out slowly; it now consists of an intricate combination of circles, triangles, and runes, and Sunburst completes a five-pointed star at the center to finish it up.)

Twilight: *(softly)* No! Don't do it!

(Her warning unheard and unheeded, the investigators kick-start their horns. The chalk lines between them fade to deep blue and become infused with a lighter glow—and then a dead black aperture opens at the center of it all and begins to generate an intense suction. Each screams in turn as books, scrolls, and every single one of Sunburst's material possessions go down the hole, and Starlight ends up being yanked in after them. Cut to just below the surface.)

Twilight, Sunburst: Starlight! *(reaching in futilely after her)* NOOOOOO!!

(The room again. Now it is Sunburst's turn to get dragged in, and the job finishes with the entire room simply winking out of existence to leave Twilight, Celestia, and Spike standing against a black field. Tears gather in the young Princess's spectral eyes and run freely down her cheeks.)

Spike: Twilight, snap out of it!

(She breaks the spell, but the tears are still there.)

Spike: Easy, Twilight. *(She wipes her face.)* It didn't happen.

Twilight: But it could! *(pacing, in close-up)* I just don't think I can send her anywhere. What am I gonna do?

(She freezes in her tracks at what, for her, must surely be the last sound she expected to hear at this moment: a peal of laughter from Celestia. Cut to her, rearing up and loving every second of this, then back to a slow zoom in on an utterly gobsmacked Twilight.)

Twilight: Are you laughing at me?

(She grimaces a bit before the view snaps to black.)

Act Three

(Opening shot: fade in to an overhead shot of Twilight, Celestia, and Spike. Zoom in slowly as Celestia continues to laugh herself silly, then cut to a close-up of Twilight.)

Twilight: I can't believe you're laughing at me. *(The laughter finally stops.)*

Celestia: *(from o.s.)* Oh, Twilight, I'm not.

(She lifts Twilight's chin gently; cut to frame both.)

Celestia: I'm laughing because I had the exact same fears you're having.

Twilight: *What?!? (Celestia sits down on her haunches.)*

Celestia: Let me tell you a story. *(Twilight does likewise; Spike hurries to join her.)* Once upon a time, there was a very bright young filly.

(A wavering dissolve shifts the action to a classroom; she paces behind the front desk as seven unicorn fillies in safety goggles conduct science experiments. Six of them are in pairs—Minuette and Twinkleshine, Lemon Hearts and Moondancer, Lyra Heartstrings and Ruby Pinch—while Twilight's younger self works alone. This flashback is set during her days at Celestia's School for Gifted Unicorns.)

Celestia: *(voice over)* She was one of my best students.

(Close-up of the book in which Filly TS has her nose buried.)

Spike: *(voice over)* Are you talking about Twilight? *(Book down.)* I can't see what you're thinking about. *(Filly TS telekinetically mixes reagents.)*

Celestia: *(voice over, sighing a bit)* Yes, Spike.

(The last drop causes a flower-shaped burst of blue/yellow smoke to issue from her flask. Filly MI and Filly TW get a small bloom to sprout from their flowerpot, as do Filly LH and Filly MD, the latter jotting some quick notes. Now Celestia glances off in Filly TS's direction.)

Celestia: *(voice over)* I was constantly surprised and impressed with her discoveries.

(During this line, the camera cuts back to the young bookworm, who adds a drop of mixture to her pot and is met with the emergence of a large, glowing, blue/green bit of flora that stands even taller than she does. Celestia grins proudly, then shifts her eyes to the rest of the room; cut to the area and pan slowly across. The other six students are laughing and chattering over their successes.)

Celestia: *(voice over)* But I noticed that her pursuit of academia was preventing her from reaching her full potential.

(The monster flower lifts a leaf to give Filly TS a high five, and she goes back to her reading.)

Spike: *(voice over)* You mean it was keeping her isolated and alone?

Celestia: *(voice over)* Uh...yes, Spike. *(She looks toward Twilight with evident concern.)* I had a decision to make.

(As the regal face turns away, the camera pans in that direction to put it out of frame. The view toward which she turns becomes a long overhead shot of Canterlot proper under the setting sun; she stands on a ridge overlooking it.)

Celestia: *(voice over)* Oh, but it wasn't easy.

Celestia: *(on screen, as the sky slowly darkens)* Maybe I could close the library, or throw a party in the castle. Oh, she'd have to talk to the other fillies then. *(Face falls; she glances skyward.)*
Oh...

(Cut to a close-up of the moon, which at this point still bears the crater-pocked likeness of Nightmare Moon, and zoom out to frame Celestia gazing ruefully at it with tears gathering in her eyes.)

Celestia: I must send her away.

(Dissolve to the pennant flying atop the Ponyville town hall during the day and tilt down to ground level. The camera zooms out at the same time to frame more of the town square; Celestia and Mayor Mare are here for a talk, and the rest of Twilight's future friends except for Pinkie cross the square. All are grown, indicating that the action has jumped ahead some years.)

Celestia: *(voice over)* I knew there was a special group of fillies in Ponyville— *(Pinkie hops in; all five head off together.)* —but I kept inventing all kinds of reasons why I shouldn't send you.

(Cut to a close-up of Celestia's uneasy countenance on the end of this, hoof to mouth in heavy thought, then dissolve to her pacing the floor in her throne room. Two guards are on duty here.)

Celestia: *(gasping)* What if she runs into a manticorn? Or what if she gets pulled into Tartarus? Or worst of all, what if she doesn't get along with anypony? *(She chews a front hoof fearfully.)*

Guard 1: *(aside, to Guard 2)* Are we supposed to say something?

Guard 2: *(ditto)* I don't think so.

(Dissolve to Twilight and Spike leaving Canterlot by pegasus-drawn chariot—the start of their trip to Ponyville in “Mare in the Moon.” On the next line, zoom out to show Celestia staring after the vehicle.)

Celestia: *(voice over)* I kept you in Canterlot longer than I should have.

(She turns away, letting a tear dribble down one white cheek, and a wavering dissolve brings the scene back to the present time.)

Celestia: Eventually I realized all the anxiety I felt was because *I* didn't want you to go.

Twilight: *(smiling)* Really?

Celestia: *(standing)* I loved having you as a student. You challenged me and taught me just as much as I taught you. I am embarrassed to admit it, but I was afraid if you made friends, you wouldn't need me anymore.

(Now it is Twilight's turn to tear up.)

Twilight: *(standing)* Princess Celestia, that is so not true. *(Spike gets up.)* I will always need you. *(She wipes her eyes.)*

Celestia: I think Starlight Glimmer might feel the same way about you—

(A gentle poke in the chest emphasizes the claim.)

Celestia: —if that is what you're afraid of.

Twilight: Maybe it is, just a little.

Spike: *(chuckling)* Oh, it definitely is. Like, a lot. *(Twilight aims a hairy eyeball at him.)*

Celestia: Here we are after all these years, Twilight. *(touching her chest again)* We are living proof that letting someone spread their wings doesn't mean you no longer have a place in their lives.

(She suits the action to the word on this second sentence by unfurling her wings and using one of them to scoop Twilight and Spike in for a sideways hug. Close-up of Twilight.)

Twilight: Thank you. *(Pan/tilt up to Celestia.)*

Celestia: And if you're still worried... *(stifling a giggle)* ...you can always make her write you letters.

(She tacks on a knowing wink, bringing a snicker from Spike. Dissolve to the meeting hall, where the party is still in full swing; all quiet down, though, when Twilight's magic envelops the doors and opens them so she can enter. Floating alongside her is a large, flat gift box, which she maneuvers away from herself just before an unexpected spotlight beam picks her out. As she shields her eyes from the glare, a microphone is lowered into view on the end of a long pole, whumping her in the head. A longer shot frames her on the stage, Discord working the equipment and holding the pole, and a movie camera set up to catch all the action. He has removed his medal and changed into a white T-shirt, red jacket, and blue cap, and he wears a set of headphones connected to the mic. Twilight narrows her eyes at the inept operator.)

Discord: I may have let it slip that you'd be unveiling your big plan for Starlight tonight. Silly me. *(tossing mic aside)* But we're all very excited to hear what you've cooked up. *(Big squeaky grin.)*

(Cut to a slow pan across the room from stage level, framing the expectant crowd and Twilight staring at them all like a deer caught in headlights. She ducks fearfully behind Discord to get out of their line of sight.)

Discord: You weren't coming up with a plan just now, were you? Oh, dear. This could be pretty embarrassing for you. *(Slightly mischievous grin; close-up of Twilight.)*

Twilight: *(sourly)* Gee, thanks, Discord. *(Zoom out to frame him.)*

Discord: Anytime. *(patting her hoof)* I really do love being helpful.

(He and all his gear vanish in a blink, and she levitates an unused spoon and glass off a table. Tapping the former against the latter for attention, she addresses the crowd.)

Twilight: If I could have everypony's attention? (*gesturing to Starlight; slow pan*) As you all know, Starlight Glimmer's been my pupil for a while now, and I'd hoped she'd be my pupil for a long time yet to come. But it turns out that's just not meant to be.

(*Cut to Starlight, Sunburst, and Trixie, their shocked gasps joining with those of all the others.*)

Twilight: (*from o.s.*) Starlight... (*Back to Twilight.*) ...you have proved yourself to be a kind, loyal, strong, honest, and truly magical friend. (*Pan across the room; she continues o.s.*) Just looking around this room at all the new friendships you've made, I know there's nothing more I need to teach you. (*Stop on her, looking at a perturbed Starlight.*) So we have a second reason to celebrate today. Three cheers for Starlight Glimmer on her graduation day!

(*That catches the unicorn student upside the head; meanwhile, the crowd goes wild and Pinkie lets go with an ecstatic squeal, knocking her front hooves together.*)

Pinkie: What a great surprise! (*The blue eyes go big and brim with joyful tears.*)

Twilight: (*to Starlight*) Your future's in your own hooves now. (*Close-up of Starlight.*)

Starlight: Wow. I was not expecting this.

(*Zoom out; Trixie and Thorax stand to either side, and they are quick to sandwich her in a hug as Sunburst gives her a gentle smile. Back to Twilight.*)

Discord: (*from o.s.*) Darn it.

(*He leans into view, having ditched his work clothes and put his medal on again.*)

Discord: I was hoping you'd send her to my realm. We could've been roomies. Way to not pick up what I was putting down.

(*The only response he gets is a sidewise eye roll before Twilight walks away.*)

Trixie: (*to Starlight*) How do you want to celebrate? Girls' trip to Las Pegasus?

Thorax: We can throw you a changeling gorb-fest! (*Starlight cringes a bit.*) Uh, it's more fun than it sounds.

(*He manages a shaky grin; Starlight responds with a much broader one before a lion-paw digit taps her shoulder. She turns to face Discord.*)

Discord: Or we could go cause a little mischief. I know a trick that'll turn Celestia's castle into cheese. Do you think it's a Gouda idea? (*Laugh.*) That's just the first of many cheese jokes, if we go down this path.

Starlight: (*laughing*) That all sounds wonderful. But, um, give me a minute, would you?

(*She mounts the stage, where Twilight, Celestia, Luna, and Spike are enjoying themselves, and Twilight turns to her.*)

Twilight: Congratulations.

Starlight: Thanks.

Twilight: So, how do you feel?

Starlight: Happy, surprised, overwhelmed... (*Weak chuckle.*) ...I mean, not that I'm not grateful, but...are you sure?

(Twilight looks to the other three for support and finds what she needs in their six eyes.)

Twilight: Believe me, I've thought long and hard about this.

Starlight: Of course you did.

Twilight: Starlight, trust me. You're ready.

Starlight: (*forcing a smile*) Yeah. (*She paces away, then returns deflated.*) No, I'm not.

Twilight: What are you talking about?

Starlight: (*loudly*) I'm not ready to leave! (*Twilight grins and hugs her.*)

Twilight: Oh, good! 'Cause I'm not ready for that, either. Here. (*She floats the gift box over.*) I got you this present.

(Snap to black, which resolves into the interior of the box as the lid is lifted away so Starlight can get an eyeful of the contents. She stares popeyed for a moment, then lets her mouth curve into an ear-to-ear smile while her magic lifts something to block out the entire screen. From here, snap to an extreme close-up of a photo tucked into the edge of a mirror frame, then move slowly around the perimeter to frame others during the next line. They show Starlight with various combinations of the friends she has made in Ponyville.)

Twilight: (*from o.s.*) It was going to be a "congrats on getting a medal of honor" present, but then I was afraid it would have to be a going-away present, but now it's an "I couldn't be happier you're staying" present!

(Zoom out to frame the whole thing as she catches her breath. The mirror is styled identically to the one seen in Twilight's room during the prologue, and Starlight's puzzled reflection appears in the center portion of the glass. A wobbly smile comes over the pinkish-violet face.)

Twilight: (*from o.s.*) It fits perfectly over your dresser! (*Cut to them both; Starlight floats the mirror aside as her eyes water up.*) I know. I measured.

Starlight: (*softly*) Thank you.

Twilight: I may not know what comes next for you, but whatever it is— (*Starlight dries her eyes; Twilight touches a hoof to her chest.*) —I promise I'll always be there for you. (*They embrace.*)

Starlight: Ooooh...

Twilight: Ohhh...

(The royal sisters nod their quiet affirmation of the lessons that both have learned, and the buzz of conversation resumes as the camera zooms out from the stage. Fade to black.)

(Snap to the hall, now empty of guests and littered with trash and dirty dishes—the party is over. Pinkie hops into view, takes a good look at the mess, and comes up with a brainstorm. She disappears back the way she came in a pink blur; after a moment, she rolls an upright canister-style vacuum cleaner into view. It has a smiling face painted on one side, and the hose is attached at the point where the nose would be. Pinkie switches the rig on, causing the hose to flail all over the hall and suck up absolutely everything—junk, balloons, tables, banners, the works—with the exception of the stage. Within seconds, the place is as spotless as it was when she set up the party in the prologue. However, the vacuum is so overstuffed that it looks as if it may burst at any moment, and the face's cheeks have swelled to ludicrous proportions.)

Pinkie: *(wiping forehead)* Phee-yew!

(Snap to black.)

ALL BOTTLED UP

Written by Joanna Lewis, Kristine Songco

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Tim Stuby

Transcribed by Alan Back (ajback@yahoo.com)

Prologue

(Opening shot: fade in to a long shot of the Castle of Friendship, seen through the houses on the outskirts of Ponyville at dawn. Zoom in slowly and dissolve to the kitchen, where Starlight Glimmer and Trixie are each doing their own thing at a table. The former is manipulating an icing bag in her aura to decorate a tray of small cakes, while the latter has focused on a set of salt and pepper shakers. Trixie is not wearing her wizard's hat and cape. The slow zoom continues.)

Trixie: Come on, come on! Turn into a teacup!

(She shoots the salt shaker with a beam, but the only result is to tip it slightly off balance for a moment.)

Trixie: *(trying again)* No...teacup! *(Again.)* No! Teacup! *(snarling)* No!

(She glances toward the other unicorn in the room, who is assiduously going about her own task, and voices a whiny moan.)

Trixie: Starlight, I can't put a trick that's not working into my act. *(petulantly)* How come it's not working?

Starlight: *(chuckling a bit)* It could be because you're just yelling "Teacup!"— *(tapping own temple)*—and not picturing it in your mind.

Trixie: Oh. Yeah, that could be it.

Starlight: What does your teacup look like? What shape is it? What color?

(The performer gives it a moment's hard thought, takes a deep breath, and lets the salt shaker have it with both barrels. This time, it does become a teacup in two shades of pink; when Trixie cracks one eye open to see the result, her whole face lights up.)

Trixie: Ooh! Starlight, I did it!

(And she follows up with an overly enthusiastic hug that causes Starlight to lose control of her icing bag and drown the cakes in the sweet stuff. Close-up of the ruined treats as Trixie's giddy laughter rings out, then pan/tilt up to her and Starlight.)

Trixie: I did it, I did it, I did it! *(She squeals as Starlight shoves her off.)*

Starlight: Hey!

(Now the blue mare goes way overboard, firing beams at one piece of kitchenware after another and calling "Teacup!" on each, the camera alternating between her and the targets. Once the barrage ends, cut to a close-up of an irked Starlight.)

Trixie: *(from o.s.)* You know what you need. *(Zoom out to frame her.)* A teacup!

(Now the icing bag gets it, ending up as an inverted cup with a large reddish-pink dab on its base. The handle has been replaced by a similarly decorated tail, and four stubby legs protrude out past the rim, showing reddish-pink fur at the upper joints. Starlight gapes in utter disbelief at this creation, which lands amid the cakes and bounds among them to make an even worse mess as it yips like a puppy. After some seconds of confectionary chaos, it jumps off the table and runs off. Starlight directs a thoroughly annoyed groan at Trixie, who just grins innocently.)

Trixie: Oops! I guess I pictured a teacup poodle?

Starlight: Trixie, you ruined my tea cakes!

Trixie: I just got excited. This is the first time I did a transfiguration spell—real magic! *(Laugh.)* Come on. Be impressed by me.

(Zipping behind Starlight, she lowers her voice and starts to move the forelegs around to make the uncooperative baker "cheer" for her.)

Trixie: "Yay, Trixie! You're so great at magic and having good hair!"

(To which Starlight responds by levitating her across the kitchen with a chuckle.)

Starlight: Good job, Trix. But I was baking these to give to Twilight and the girls for their friendship retreat. Pinkie Pie gave me her recipe and everything.

Trixie: Oh! You need some snacks to give to Twilight? I have got you covered.

(Cut to a close-up of a very discomfited Starlight as Trixie's humming drifts over to her, then zoom out. The blue cake-wrecker has returned, floating a bag of pretzels in her field, and she lets this drop with a final splat into the remains of Starlight's project.)

Trixie: Problem solved.

(She walks off, taking no notice of Starlight's furious narrowed eyes—or the cloud of unwholesome, sparking red vapor that boils up from her horn. It retracts back in as she lets out a held breath.)

Starlight: *(dryly)* Not exactly.

(Fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to the roof of a stopped train at the Ponyville station, steam pouring from the locomotive's smokestack as the whistle splits the air. It is now later in the day. Pan/tilt down on the start of the next line to frame Twilight Sparkle and her friends making their way along the platform. Starlight, Trixie, and Spike are with them, Starlight toting a pair of saddlebags.)

Twilight: I am so excited for this friendship retreat. I can't remember the last time we all got to hang out without having to save Equestria.

(Applejack, Fluttershy, Pinkie Pie, and Rarity board the train, but Rainbow Dash hangs back for a moment.)

Rainbow: Well, we *are* awesome, but technically we weren't the last ponies to save Equestria.

(Trixie beams at this, while Starlight allows herself a slightly sheepish smile.)

Twilight: I was speaking in a broader sense. *(to the other three, as Rainbow boards)* Are you sure you don't want to come with us?

Spike: Yeah. I have three new comics to get through.

Starlight: *(crossing to Twilight)* And I promised Trixie we'd practice more magic. It might be better if the Castle was empty, if you know what I mean.

(Twilight grins and bites back a giggle as Trixie sighs wearily.)

Trixie: Relax. If anything breaks, Starlight will just go back in time and fix it.

(A funny look from the Princess; a weak chuckle from the time traveler.)

Trixie: Kidding.

Starlight: We'll take good care of the Castle while you're gone. *(Twilight boards the train.)*

Trixie: *(waving)* Have fun on your friendship retreat! *(whispering, to Starlight)* What in Equestria *is* a friendship retreat, anyway? *(Both keep their voices down.)*

Starlight: They're gonna bond, share laughs, and if I know them, they're gonna sing a song.

Trixie: *(giggling)* We are gonna have so much more fun than them. *(Both laugh.)*

Starlight: Shh!

(Extreme close-up of one of Starlight's bags as Trixie's magic extracts the pretzels she procured as an alternate snack.)

Trixie: Twilight, wait! Starlight has something for you!

(The latter's face falls a notch as Twilight puts her head out an open door.)

Twilight: Huh?

Starlight: *(thinking fast, taking hold from Trixie)* Here! I, um...brought you snacks. *(The bag is floated over to Twilight.)*

Twilight: *(forcing a smile)* Oh! How...thoughtful. Thanks. *(passing it inside)* We will...not get hungry on the train.

Starlight: It was supposed to be tea cakes, but... *(shooting Trixie a look)* ...it's a long story. Have a great time!

Twilight: You too!

(As soon as she has ducked back inside, the door slams and the train chugs away. Starlight, Trixie, and Spike head off the platform. Dissolve to an overhead shot of the Castle throne room, the central table bare. Spike sits in his small seat, reading a comic book, and the unicorns eye a book held in Starlight's magic as she flips pages.)

Starlight: Okay, Trixie. *(Floor level.)* What kind of spells did you want to work on next?

Trixie: Well...every self-respecting magician has a disappearing act, so maybe we could start with that?

Starlight: Hmm...nothing just disappears, so that's technically a teleportation spell—and those are pretty hard. Maybe we should start with something smaller.

Trixie: *(scoffing)* No, no, no, no. The Great and Powerful Trixie goes big or not at all! Just tell me how *you* do it.

Starlight: Well, I've always found magic is tied to my emotions. Whatever I'm feeling fuels whatever I'm doing, and the stronger I'm feeling, the stronger the magic.

Trixie: Riiight. Like when you were so upset that cutie marks took away your friend, your magic was strong enough to enslave an entire village!

(She utterly fails to spot the very great unease that her words cause Starlight. So great, in fact, that the latter scowls and lets a gout of red mist surge from her horn before sucking it back down.)

Starlight: Yep. Thanks for bringing that up.

Trixie: See? I'm already learning. If anypony is gonna teach me how to do a disappearing spell—

Starlight: Teleportation spell.

Trixie: *(scoffing)* Whatever. I'm complimenting you—and me. We can do this 'cause we're amazing! *(nudging her)* And magic is friendship, and stuff.

Starlight: *(laughing)* I guess we can give it a whirl. Now...

(Her perspective, panning across the room to stop on Spike.)

Starlight: ...we just need to find you something to teleport. *(He looks up with sudden alarm; cut to just behind him, framing the others.)*

Trixie: Spike! How 'bout it? *(He gets out a scared chuckle before Starlight cuts her off.)*

Starlight: Uh, let's pick something...I don't know...not living?

Trixie: *(grudgingly, sitting on haunches; zoom in)* I mean, it won't be as impressive, but okay. *(smiling)* Teach away, Mini-Twilight!

(“Mini-Twilight” just groans to herself. Wipe to a hallway filled with doors in assorted styles, along which Twilight and company are proceeding behind a young and very bored earth pony stallion. Very light yellow-brown coat; blue eyes with birdcatcher spots behind red-framed glasses; braces on buck teeth; short, two-tone blond mane/tail, the former held back by a dark blue visor; matching shirt; cutie mark of a padlock. The clothing and dull tone of his voice mark him as an employee of this facility.)

Employee: Welcome to Manehattan Escapes.

Rarity: *(to Twilight)* Ooh, I'm going to start with a facial, and then get my hooves done, and—

Twilight: Oh, it's not *that* kind of retreat.

Rarity: Isn't it called Manehattan Escapes because it's a deluxe spa where you can escape all of your troubles? *(They have stopped by this point.)*

Twilight: Nope. It's because we get locked in a room and we have to solve puzzles and riddles in order to escape!

(Cut to within one room, whose door opens to admit the six and their guide, and zoom out to frame more of it. The place has a “jungle temple” feel to it, and the implements for various challenges are laid out on floor and walls: treasure chests, central platform bearing a wheel studded with gems, nets filled with rocks to act as pulley counterweights, and so on. The employee turns to a clipboard hanging by the door.)

Employee: The clues will lead you to a key to get out.

Twilight: *(enthusiastically)* Team building! *(Discontented sighs from all but Applejack.)*

Applejack: Come on, girls. This could be fun.

Twilight: “Could be”? Some of the brightest minds in Equestria put together these puzzles!

Fluttershy: I'm just happy to be with all of you. *(Pinkie zips over to her and Applejack.)*

Pinkie: Me too! *(forelegs around both their shoulders)* I'm not great at solving riddles, but I'm super-great at cheering other ponies on while they do it.

(Away she goes, returning instantly with a pink/yellow bow in her mane, small pompoms in those two colors around her neck, and two big yellow ones on her forelegs. Seen in close-up for the moment, she gives a view of a blue skirt with yellow pleats.)

Pinkie: Go, us! *(Whoop.)* Woo-hoo!

Rarity: Yes, yes, woo-hoo. (*Clear throat.*) But just so we know, exactly how long will we be locked in here?

Employee: (*eyeing clipboard*) A group of griffons set the record for the fastest escape. It only took them an hour.

Rainbow: Hah! Griffons barely like each other. We're basically the poster-ponies for amazing friendships. (*She zips down into his face.*) So get your quill ready, bub. You're gonna have to write down a new record!

(*Wipe to Starlight and Trixie in the throne room, Starlight levitating an apple up to rest it on the table.*)

Starlight: If you master this spell before the girls get back, you'd be setting some kind of record.

Trixie: Challenge accepted.

Starlight: Okay. What you want to do is concentrate on the object that you want to teleport.

(*Spike, still reading his comics, looks up to find that the fruit is a bit too close for comfort.*)

Spike: Yeah, I'm gonna go...

(*Zip out of his seat; close-up of him standing before a set of doors.*)

Spike: ...all the way over here.

(*Zoom out quickly to put him at the opposite end of the corridor outside the throne room. The camera stops on the unicorns.*)

Trixie: Concentrate on teleporting. Got it! (*Horn fires up.*) Doing the spell!

Starlight: (*panicked*) No, Trix, wait! Not just—

(*Here it comes—but the aim is just a hair off and the beam hits the table instead. It disappears to expose the star-marked gold circle that had been visible in the center of the floor before Twilight and company triggered the table's appearance in "The Cutie Map." The apple, intact, falls onto this and bounces to a stop between the two sets of hooves; after an agonizingly long beat of dead silence, Starlight moans and collapses in a dead faint.*)

Trixie: (*weakly*) Ta-da!

(*Fade to black.*)

Act Two

(*Opening shot: fade in to an overhead shot of the throne room. Starlight paces the floor as Trixie lounges in Twilight's seat.*)

Starlight: (*groaning, hyperventilating*) No, no, no, no, no, no, no, no! You made Twilight's friendship map disappear!

Trixie: (*clearing throat*) Teleport.

Starlight: (*ticked off*) Really?

(*Having had her own correction thrown back at her does little to improve her mood.*)

Trixie: Well, it was behind the apple. It was bound to happen. On the plus side, my magic is getting better. I made a whole table go poof! *That* was pretty impressive. (*Starlight gets in her face.*)

Starlight: Trixie, we have to get that map back.

Trixie: We'll find it, no big deal.

Starlight: (*pacing a bit*) Twilight's never gonna trust me to be alone in this castle again! What were you thinking?

Trixie: "Teleport," like you told me to.

(*That stormy red murk begins to issue from Starlight's horn all over again.*)

Starlight: No, you're supposed to concentrate on the *object*, not just teleporting!

Trixie: (*scoffing*) Well, gee. You probably shoulda told me all the steps before you let me do the spell.

Starlight: (*fed up, hoof to face*) I tried.

(*She finally notices the miniature tempest above her head and gasps in shock.*)

Starlight: I...need a minute.

(*Out she goes at a gallop, Trixie taking a moment to catch on to the departure. Cut to a close-up of a stack of the teacups made by the overeager mare in the prologue and zoom out/tilt down to frame Spike at the kitchen sink next to them. He has donned a pair of yellow rubber gloves to get at the job of washing all this lot. The door bursts open and Starlight races in and o.s., a steady stream of pots, pans, and dishes flying back from that direction to mark her ransacking of the cabinets.*)

Spike: Hey. Are you okay? (*Cut to frame both.*)

Starlight: I will be— (*She floats a corked, empty bottle down from one shelf.*) —once I cast a spell to contain my anger in this bottle. (*A new angle picks out the stool Spike is using to reach the sink.*)

Spike: Wait, what?

Starlight: (*pointing above herself*) Do you see this storm cloud? This has never happened before! All this magical energy has to go somewhere, and if I'm not using it to fight a-a magical duel or-or bend my friends' wills to obey my every command...

Spike: Hah. I remember that.

Starlight: (*needled*) The point is, I don't know what my magic's going to do, so I'm hoping if I bottle up my anger, I won't do who knows what to Trixie.

Spike: Are you sure that's a good idea?

Starlight: What choice do I have? I've got to get that map back, and...I don't want to lose Trixie. (*Zoom in on her.*) If she knew what I was thinking right now, she'd probably never talk to me again.

Spike: (*uncertainly, pulling one glove off*) Okay. You do what you need to do. I'll see if I can find the map somewhere in the Castle.

(He jumps down off his stool. Close-up of the bottle being set on a table and the cork being pulled, then zoom out to frame Starlight. Ever so gingerly, she uses a spell to drain the entire red cloud into the vessel and stopper it, then smiles with relief. Close-up of her saddlebags hanging on the wall; her field opens one flap, lowers the full bottle in, seals the flap, and pulls the pair away and onto her back. Her determination and confidence restored, she trots away.)

(Cut to Trixie, idly using her magic to spin the core of the apple she was supposed to teleport—the rest of it has evidently become a snack.)

Starlight: (*from o.s.*) Trixie! (*Zoom out; she is at the throne room doors.*)

Trixie: Oh, there you are! (*Core thrown away.*) For a minute, I didn't think you were coming back and that you might be upset with me for some weird reason. (*Float up a napkin.*) But then I remembered—you never get mad at me.

(As she wipes her mouth, Starlight lets go with a subdued snarl and a red cloud of anger gushes up from her horn. The cork is pulled from the bottle in her saddlebags just long enough to vacuum it all in, and she sighs with relief as Trixie lets the napkin drop.)

Starlight: (*chuckling*) Nope, not mad at all. So, the map is probably in the last place you were thinking of. Where was that?

Trixie: Ooh, great question! I wish you'd asked it, like, right after I did the spell. I don't remember anymore.

(Another snarl, another cloud, another Hoover job.)

Starlight: (*trying to keep her cool*) No worries. We'll just take a walk around town. Maybe that'll jog your memory.

Trixie: (*hopping off throne*) Okay, that sounds fun! (*Gasp; cross to Starlight.*) Ooh!

Starlight: Did you remember?

Trixie: Nope— (*passing her*) —but I did think we could stop for cinnamon nuts while we're out.

Starlight: (*horn boiling over*) Cinnamon nuts?

(This batch goes in the bottle too, accompanied by an almost inaudible growl, and she forces herself to smile.)

Starlight: That's a good idea.

Trixie: Yes! I've been craving something sweet since I couldn't have any tea cakes this morning.

(She finishes this line in a sweetly accusatory tone and moves toward the exit, missing a heavy sigh from Starlight.)

Starlight: *(to herself, following)* You got this, Starlight.

(Dissolve to a patch of heavy vegetation within the escape room, against which Pinkie pops up in close-up with her cheerleader gear still firmly in place.)

Pinkie: Woo-hoo! Go, Twilight!

(Longer shot of the entire room, framing her outfit in full: the blue skirt, a sleeveless yellow top edged in pink, bullhorn hanging around neck, pink/gold tail ribbon to match the one in her mane. As Twilight and Applejack study a floor panel that contains a mostly-assembled gem mosaic, Fluttershy, Rainbow, and Rarity pay attention to a fabric “waterfall” studded with smaller stones that has one missing.)

Pinkie: You can do it!

(Close-up of the panel as Twilight floats one last piece down to fill in the gap; as soon as it makes contact, the whole thing slides apart in two pieces to expose a purple gem whose shape matches that of the outline of the missing one on the waterfall. The egghead Princess floats it up as Pinkie gambols across and the panel closes.)

Pinkie: Woo-hoo!

Applejack: Hoo-wee! You solved that triangle-y thing mighty fast. *(toward the waterfall)* Uh, does anypony need a purple jewel?

Rarity: Ooh! Plum or boysenberry?

Applejack: Don't both those fruits mean “purple”? *(Close-up of Rarity.)*

Rarity: Yes, but one's a lovely purple and one's...well, icky.

(A frustrated groan from the o.s. Rainbow; zoom out to frame all six. Pinkie is out of uniform.)

Rainbow: Just put the gem in! We're trying to set a record here!

(Taking it in her teeth, Fluttershy flaps her way up to the empty spot and sets it in place, triggering a mechanism that reels the fabric up into the wall. Behind it is a scroll on a ledge. Pinkie darts away and immediately returns suited up to cheer again.)

Pinkie: Yay!
We solved another clue,
'Cause our friendship is so true!
Yay, us! Woo-hoo!

(She throws an ecstatic grin to the camera before the view dissolves to a close-up of an extremely put-out Starlight, her forelock having gone somewhat limp. Behind her, the display cases of a

jewelry store can be seen; pan to follow her glare over to Trixie, who is obliviously pouring snacks into her mouth from a levitated bag. As she chews over the lot, the camera cuts to frame more of the establishment and the mare in charge steps out from a back room. Seen from the back up for the moment, she is a blue-gray earth pony with a curly, two-tone mane/tail in light gray and medium green eyes. The mane is held back by a dark green eyeshade and a gold band, she wears small jeweled earrings, and portions of a dark gray scarf and brown upper garment can be seen. The camera angle and distance obscure her cutie mark.)

Jeweler: Well, hello, fillies. Uh, how can I help you?

(A close-up picks out the brown garment as a vest, under which the edge of a light yellow blouse trimmed in light blue is visible, and the mark as a pair of earrings. The tail is bound in a gold band of its own.)

Jeweler: Oh! Are those cinnamon nuts?

Trixie: *(mouth empty)* Mmm, yes! *(pointing through the open front door)* I got them from the cart outside. They're delicious!

(The cart in question has Bulk Biceps harnessed to it, in a red apron, white shirt collar, and red/white paper cap. She maneuvers the bag toward the jeweler.)

Trixie: Do you want some?

Starlight: *(hastily, slinging it aside)* Have you seen a big table? *(Trixie brings it back.)* Magical map on it, sometimes glowing cutie marks shoot out?

Jeweler: A big t—? No, no! Uh, why in Equestria would something like that be in here? *(Chuckle.)*

Trixie: Well, I cast a pretty amazing spell that transported it to the last place I was thinking of. But I might have been thinking of how I'd treat myself to a nice brooch instead.

[Animation goof: Starlight's forelock briefly resumes its normal appearance during this exchange.]

(On the end of this line, cut to her perspective of one in the case right in front of the jeweler as she points to it. The camera then tilts up to the blue-gray mare.)

Jeweler: Ah, well, no huge table here. Uh...are you still interested in that brooch? *(Back to Trixie.)*

Trixie: Sure!

Starlight: No!

(With a glare that could etch glass, she magically drags the showboating unicorn away, nuts and all. They settle down on the other side of the shop floor, Starlight's entire mane now going limp.)

Starlight: We don't have time for this! *(Trixie eats.)* Twilight and the girls are gonna be back soon!

(Her horn storms up on the end of this, so she lets her magic bottle do its thing to clear the air and collect herself.)

Starlight: But I'm not upset. What's our next stop?

(Wipe to a long shot of the main barn at Sweet Apple Acres, zooming in slowly. The two mares are at the side door to meet with Granny Smith, who has opened its top half for them; close-up. Starlight's mane has regained its usual curl, though her forelock has not, and Trixie keeps chowing down.)

Granny: Nope, I ain't seen it.

Starlight: Are you sure? It's really, *really* important that we find it. And it might be here because *somepony* was craving apples.

(She fires another hard look at Trixie on "somepony" as the red haze swirls up afresh. Into the bottle it goes.)

Trixie: I'm still craving them. They'd go so well with cinnamon nuts. *(She floats the bag over to Granny, who sniffs deeply.)*

Granny: Oh, them nuts sure do smell good. *(Chuckle.)*

Starlight: *(magically pitching it away)* Granny Smith, *please!* The table?

Granny: *(mumbling a bit)* Huh? Well, my eyes ain't what they used to be, but I'd know for sure if a big old table done appear out of thin air.

(Starlight just groans and plods away, Trixie following. Dissolve to a patch of earth near the base of a tree somewhere in Ponyville. The "teacup poodle" Trixie created in the prologue bounds out from the roots with a yip and scrambles down the block, the camera panning to follow it and stopping on Bulk and his cart across the street. He is out of the harness and checking over his latest batch of treats. Zoom out to a longer shot as the mares walk past from the opposite direction, Trixie trotting brightly ahead; now all of Starlight's mane/tail are hanging listlessly off both ends of her, matching her gait and demeanor perfectly.)

Trixie: Darn! I could've sworn it'd be at the ice cream parlor, because it was warm in the Castle and I thought I wanted ice cream and— *(Stop; Starlight catches up.)* —ooh! Maybe we should check out the Crystal Empire 'cause Twilight's castle is made out of crystal, so I totally had crystals on my mind.

(Here comes the cloud again, which Starlight wearily siphons into her container.)

Starlight: *(trudging off)* Okay, we better start moving if we want to make it to the Crystal Empire.

Trixie: Are you okay, Starlight? *(She catches up.)* Because you seem a little... *(Sigh.)* ...what's the word?

(She finishes the thought by uttering an inarticulate, tongue-rolling sound meant to convey a general feeling of glumness. It stops the disheveled unicorn in her tracks; Trixie pauses as well, and this time she gets a good clear view of Starlight snarling and venting a cloud of anger that ends up in her bottle.)

Starlight: *(woodenly)* Nope. I am great.

Trixie: Did your saddlebag just glow?

Starlight: *(scared)* No.

Trixie: *(trying to levitate it off)* Gimme!

Starlight: No...

Trixie: Give it here!

Starlight: Don't... *(She pulls back on the bag.)*

Trixie: What's in this?

Bulk: CINNAMON NUTS!!

(Here comes the jeweler to buy a batch; a moment later Granny is standing with her.)

Granny: Ooh, I have had a hankerin' for these all day.

Jeweler: Uh, me too, ever since that Trixie came by with them.

(The tug-of-war over Starlight's saddlebags continues for another moment until one heave on her part yanks them out of Trixie's grip and sends her tumbling across the cobbles and o.s. A camera-shaking thud marks her impact with part of the architecture, and the action shifts to slow motion as the bottle tumbles through the air. It shatters at the hooves of the three ponies at the cart, normal speed resuming, and the scarlet miasma of Starlight's enmity toward Trixie wells up among them. The pinkish-violet mare straightens up with a choked gasp of terror, seeing the swirls absorb into their bodies and turn all six eyes to a pupil-less, glowing red. The jeweler, having just set her teeth into a bag of nuts to take it from Bulk's own, lets it drop to the ground, and all three faces harden into expressions of clear hostility. The ponies advance slowly across the street toward the dazed, supine Trixie and loom over her; shaking her head clear, she stands up and looks from one to another with purest bewilderment.)

Trixie: *(small voice)* Um, why are they looking at me like that?

(Fade to black.)

Act Three

(Opening shot: fade in to an overhead shot of the face-off and zoom in slowly. Starlight has fetched up near the tree and is watching with deep worry. At ground level, Bulk snarls quietly and Granny smacks her front hooves together, ready for a scrap, as Trixie gets partway upright.)

Trixie: Whoa!

Granny: You ruined my tea cakes!

Trixie: What?

(She drops to her haunches and scrambles frantically backwards, only to run into the jeweler.)

Jeweler: You just had to give Twilight those smelly pretzels!

Trixie: Were they your pretzels? I don't understand.

Bulk: YOU DON'T PAY ATTENTION WHEN I'M TRYING TO TEACH YOU!!

Trixie: *(diving through his legs and away)* Starlight, can you help me, *please?*

(Wipe to a close-up of a smiling Applejack in the escape room.)

Applejack: *(backing to one side, pointing to a patch of wall)* Uh, Twilight, can you help me, please?

(Twilight promptly wraps those stones in her power and pulls them away. Behind them are three jewels—triangle, square, circle—set into the masonry. Rainbow flies over for a look.)

Rainbow: I've seen those symbols! *(She flashes across to the gem wheel on the central platform.)* Over here!

(Pinkie is already standing next to it, out of her cheerleader garb.)

Pinkie: You can do it!

(One violet, one pink, and one blue hoof each press the section for a different one of the three gems, causing them to glow and trip a mechanism. Pan from them to Fluttershy and Rarity, next to a trapdoor in the floor.)

Rarity: Almost there!

(It drops open so that a small pedestal can emerge up into view, bearing a key.)

Fluttershy: I've got the key!

(Snatch it in teeth. Fly across the room. Slot it into the keyhole on the door through which they entered this room. Twilight pulls into a hover.)

Twilight: This is it! *(landing)* I'm so impressed. *(Rainbow joins them.)*

Rainbow: I'm not. I knew we were the best!

(Wipe to a Ponyville street; Granny stands up into view in close-up.)

Granny: You're the worst! *(Camera shift: she is facing down Trixie.)*

Trixie: That seems harsh.

Granny: *(swinging at her)* Hai-yah!

Trixie: *(ducking)* Whoa! *(sprinting away)* STARLIGHT!!

(Cut to her, slumped dejectedly on her hooves with head nearly brushing the ground. Trixie races by.)

Trixie: I don't know what's happening! *(now o.s.; the other three charge after her)* Starlight, help me!

(The exhausted unicorn tries to get a spell going, but it fizzles out in a weak spark.)

Starlight: I'm glad Twilight isn't here to see this.

(Wipe to a close-up of a proudly smiling Twilight.)

Upbeat mandolin melody with bass drum and pizzicato strings, fast 4 (B flat major)

Twilight: I wish that Starlight was here to see how strong friendships can be when we trust each other and work together. You've all taught me so much.

Mandolin out; electric guitar/bass, percussion in

Twilight: Friendship used to make me so queasy, queasy
(The room behind her fades to black and the other five each train spotlights on her.)

But you made it all so easy, easy
(She sings against a backdrop of question marks and fades to a silhouette, with a thought bubble appearing in her head that contains all six mares.)

Now I don't have to say what I'm thinking
(Zoom in on this; a group hug commences.)

You already know without even blinking

Pizzicato strings, electric guitar out; mandolin, acoustic guitar, bowed strings in

(A rain of apples changes the scene to a path in Sweet Apple Acres; Applejack pulls a loaded cart and all others but Rainbow put their heads up among the fruit.)

Applejack: You girls are the apple of my eye
(Rainbow loops around them and past the camera, the view changing to a patch of sky.)

Rainbow: The race that doesn't end in a tie

Piano in

(A checkered flag waves past; now Pinkie stands in close-up, holding a plate of fried goodness.)

Pinkie: You are the funnel cake at my fair
(Zoom in on it; a cherry drops onto it, splattering whipped cream that clears to show Fluttershy being hugged by her bear friend Harry.)

Fluttershy: The warm hug of a fuzzy bear

(All six appear together, trotting through a countryside that displays a pronounced curve as if they were on a very small planet. The seasons change through an entire year, their accessories shifting accordingly.)

Piano out; lyrics echo slightly

All: Best friends until the end of time
(They cluster against a backdrop of hearts, then advance toward the camera and peel off to alternating sides.)

We'll have each other's backs and let our true selves shine

Stoptime; echo ends

(Panels showing Twilight and Rainbow slide in from opposite sides to fill the screen, which then splits four more times to show all six.)

And that's because everything we need is all right here

(The panels slide apart; now they are in a pyramid formation, with Twilight at the top.)

When we're with our team

Stoptime ends; original instrumentation resumes

(Wipe to Trixie fleeing madly past a dispirited Starlight across a Ponyville street to stay just ahead of her three crazed pursuers.)

Trixie: *STARLIGHT!!* *(climbing a tree)* A spark of magic could be very helpful right about now!

Starlight: *(straining, then giving up)* I can't.

Mandolin out; electric guitar/bass, percussion, pizzicato strings in

(Wipe to a close-up of Twilight walking ahead; Applejack and Pinkie fall in to either side.)

Twilight: I simply can't imagine there'd be a day
(Zoom out; all six march in a line, each on a different color of a rainbow.)

Where I wouldn't want to be walking your way

(A quill sweeps past, the view wiping behind it to show her marking off the last box on a checklist that shows the faces of the other five.)

Whatever new problems there may be, may be

(It is swept away; now she fits the key to leave the escape room into a door, opens it, and swings it open so the other five can enter in a happy mass.)

A friendship is always the door with a key

Pizzicato strings, electric guitar out; mandolin, acoustic guitar, bowed strings in

(Rarity trots in place atop one of five diamonds, each showing the face of a different friend.)

Rarity: You are the jewels in my friendship crown

(Twilight fires a spell into the night sky, setting off fireworks that leave all six faces floating among the stars.)

Twilight: The sparks that make my world go 'round

Piano in

(The pyrotechnic images sing next.)

All: We bring the best out, that's our goal

(A blue eye rises into view in extreme close-up; it is Pinkie's, magnified by a spyglass, and the camera zooms out to put the group on a small boat.)

There's no telling how far we'll go

Piano out; lyrics echo slightly

(A wave washes over the screen and shifts the view back to the small-planet trot of the previous chorus. The visuals accompanying this chorus are identical to the first one.)

All: Best friends until the end of time

We'll have each other's backs and let our true selves shine

Stoptime; echo ends

And that's because everything we need is all right here

When we're with our team

Song ends

(The escape room fades into view behind them as they hold the pyramid pose and the last chord dies away. Behind them, a hidden wall panel slides open to show the employee in a control room behind a window. A microphone rests on the desk before him.)

Employee: *(amplified)* That was lovely. But, um... *(Close-up; he is heard normally.)* ...you know the game isn't over until you turn that key?

(Pan/tilt down quickly to an extreme close-up of it, still hanging in the door's lock, then cut back to the six mares. Rainbow yelps in sudden fright and charges toward the door, leaving the other five to hit the floor in a pile, and clamps her teeth on the key to turn it. An electronic chime rings out.)

Rainbow: Did we do it?

(The control room again; the employee taps a button and looks at a wall clock behind him.)

Employee: So close. *(The room again; Rainbow returns to the others. Voice amplified.)* You missed the griffon record by two seconds. *(Control room again; normal.)* Probably shouldn't have sung that song.

Rainbow: Aw, nuts!

(Wipe to the upper portion of Bulk's nut cart; it rises in the red-eyed meathead's grip.)

Bulk: AWWWWWWWWWW... (He lets fly toward Trixie.)

Trixie: NUTS!!

(She kicks her hooves into overdrive and disappears between two houses a fraction of a second before the rig crashes down there. In close-up, she staggers woozily around the corner and back into view, taking a moment to shake her head clear as loose nuts rain down around her.)

Bulk: (galloping to her) YOU JUST DO WHATEVER YOU WANT TO DO!! (She peels out again...)

Trixie: Starlight! (...but skids to a stop before Granny and drops to her haunches.)

Granny: (slightly short of breath) And you don't always have to bring up my darned past!

Trixie: I didn't know you had one, Granny Smith!

(With an inarticulate, mumbling cry, the Apple matriarch whips out a purse and throws it to the ground—a weak attempt at assault. Trixie stands up at the sound of a shout from the o.s. jeweler, whose eyeshade whistles into view; she ducks to avoid it as it arcs back like a boomerang, and the blue-gray mare catches it and settles it back on her head.)

Jeweler: I just can't believe you sometimes! You make me so mad!

Trixie: I barely even know you! (as they all close in) I don't understand why you're all so mad at me!

Starlight: (from o.s., tiredly) They're not.

(Zoom out slightly to put her in the fore.)

Starlight: I am.

(She is very surprised to find a white spark with a red corona flaring up at the tip of her horn. The red mist pours from the eyes of the three affected by it, coalescing into a single large cloud, and they return to their normal appearances and behaviors. Starlight's mane and tail regain their usual curl.)

Trixie: (floored) You are?

Starlight: (sighing, but gaining strength) I'm really...mad at you. You lost Twilight's map table. You make jokes like it's no big deal. It's like you don't even care you could get me in a lot of trouble. If we can't find that table, Twilight's never going to trust me again! And the worst part is, *you didn't even say you were sorry!*

Trixie: I...I-I'm sorry. I had no idea you felt that way.

Starlight: Yeah! I do!

(One heavy sigh causes the cloud to dissipate and the spark on her horn to wink out; she continues in a calmer tone.)

Starlight: But to be fair, I don't know how you could've known. I did a spell that bottled up my anger, but when the bottle broke, it infected these three. I'm really sorry. I used magic so I wouldn't use magic. I should've guessed that would backfire. *(Close-up of the jeweler, smiling.)*

Jeweler: Oh, that's all right. It was a slow day.

Granny: *(from o.s.)* Yeah... *(Pan across Bulk to her.)* ...I was gonna get my dentures cleaned 'fore y'all showed up.

(She cranks off a grin that shows them to be in remarkably good shape as it is. After a beat of silence, Bulk yelps in alarm.)

Bulk: *(galloping away)* OH, NO!! *(Zoom out; he brings back the remains of...)* MY NUT CART!!

(He drops the wreckage to the street; cut to Starlight. With barely a pause, she works up a spell that not only reassembles it good as new but also repacks all the spilled snacks.)

Bulk: YAY!! MY NUT CART!!

Jeweler: *(from o.s.)* Uh, hang on. *(Cut to her and Granny.)* Don't you work at the spa? *(He sucks in a huge, panicked gasp.)*

Bulk: I'M LATE FOR MY OTHER JOB!! *(suddenly calm; he shrugs)* What? I wear many hats.

(He proceeds to trundle the cart away, and the other two victims depart to get back to their daily business, leaving Starlight and Trixie alone in the street.)

Trixie: Not gonna lie. Hearing you and those random ponies say all those terrible things about me wasn't easy, but I needed to hear it. Why didn't you just tell me how you felt?

Starlight: I didn't want to lose you as a friend.

Trixie: *(smiling, touching Starlight's shoulder)* Pfft! Come on. *(Starlight smiles as well.)* It'd take a lot more than that to lose me. Our friendship is stronger than a few angry words.

Starlight: And a magical temper tantrum?

Trixie: Listen. I'd take that over the boring pony you were becoming any day. The Starlight I love is passionate, lively, and yeah, sometimes angry. Those are my favorite parts of you—that, and the fact that you forgive me every time.

(Starlight touches Trixie's chest with a giggle.)

Starlight: I'll forgive you if you forgive me. *(They embrace.)*

Trixie: Deal. *(Gasp.)* I remember what I was thinking about!

(Wipe to the waiting area of the Ponyville Spa; the door swings open to let the pair in. The camera angle frames a portion of a very familiar, flat, crystalline surface directly in front of them, and part of a mare's forelegs and towel-wrapped head stretch into view on it. A zoom out tells it all: the missing table has wound up here and is being used by Bulk to give a massage to the client lying on it. He has donned the headband and jersey he used while on masseur duty in "Castle Sweet Castle" and "Applejack's 'Day' Off.")

Starlight: You're kidding me.

Trixie: There's more to it than that. I was thinking about how glad I am to have met you, and I remembered our first meeting—here at the Ponyville Spa. (*horn glowing*) And now I just have to teleport it back.

Starlight: (*tackling her*) No, no, no, no, no, no, no!

(Recall that the meeting in question occurred in "No Second Prances." The tackle sends both of them o.s., and a hearty crash marks their wipeout. Bulk just shrugs his massive shoulders and goes right back to his massage.)

(Wipe to the throne room. The table is being lowered slowly back into place under Starlight's control, with Trixie watching and Spike supervising. Close-up of him.)

Spike: A little to the left...Oh! Now rotate it just a hair...

(The doors behind him swing open so that Twilight and company can come in, scaring him a bit.)

Twilight: Hey, girls. How'd it go?

(Starlight and Trixie look in her direction, the former losing her concentration so that the table thuds perfectly into place.)

Starlight, Trixie: (*hastily*) Nothing!

Twilight: (*puzzled*) What?

Starlight: Uh, let's just say I learned a friendship lesson while you were gone.

Twilight: (*smiling*) You've barely graduated, and you're already taking initiative! (*wiping away sudden tears*) Oh...so proud.

Fluttershy: We learned about team building, and problem solving...

Pinkie: And when not to sing songs!

Rarity: We certainly had a good time, but I really was looking forward to a spa day—and the Ponyville Spa's still open. Anyone?

(She gets a round of agreement from the other five as Spike crosses to them. All eyes turn in the direction of Starlight and Trixie; cut to them. They trade disbelieving looks before smiling back at the bunch.)

Trixie: We'll meet you there.

(She waits until the sound of exiting hooves has begun to fade before addressing Starlight.)

Trixie: Quick! Do you have a spell that will make the spa ponies forget that the map table was there?

Starlight: Haven't you learned anything about using magic to solve your problems?

Trixie: (*slyly*) No. If we learned *that* lesson, how will we ever have fun?

(The two partners in mayhem share a giggle. Dissolve to a long shot of the Castle in late afternoon, zooming out slowly through the houses on the outskirts of Ponyville, and fade to black.)

A FLURRY OF EMOTIONS

Written by Sammie Crowley, Whitney Wetta
Produced by Devon Cody
Story editing by Joanna Lewis, Kristine Songco
Supervising direction by Jim Miller
Directed by Denny Lu, Tim Stuby

Transcribed by Alan Back (ajback@yahoo.com)

Note: _____ Sammie Crowley's last name is misspelled as "Crowley" in the opening credits.

Prologue

(Opening shot: fade in to the uppermost spire of the Castle of Friendship during the day and tilt down to ground level. A mare's voice speaks up.)

Mare voice: Oh, Princess Twilight...

(Overhead view of a corridor within; Twilight Sparkle and the speaker—Nurse Redheart—walk along its length, trailed by Spike with a quill and lengthy scroll at the ready.)

Redheart: ...everypony at the hospital is so excited for your visit today.

(Head-on view. The symbol on her white cap has changed slightly from her previous appearances; now it is a white cross with a red heart at its center and an additional heart tucked in at each outside corner.)

Twilight: I'm never too busy to visit sick foals. *(Close-up of the mares.)* I can't believe a whole class just came down with the horsey hives.

Redheart: On school picture day, too.

(The close-up shows that Redheart's cutie mark has also changed to match the new design on her cap. A camera flash changes the scene to a photo taken within the Ponyville schoolhouse. Two rows of students covered with red spots, only one foal grinning for the camera as the others itch and mope and cough, and Cheerilee trying to keep her distance from them at one end. A second flash returns the scene to the corridor; now Twilight, Redheart, and Spike have reached the entrance hall, and they stop on the following.)

Redheart: Oh, the poor dears really do need cheering up.

Twilight: We'll do our best. We'll bring snacks, I'll read to them, and get them gifts!

Spike: Food and presents always cheer me up.

(Nods pass among the three heads, and they start off again. Cut to just outside the front doors as Twilight's magic swings them open so Redheart can trot down the steps.)

Twilight: *(waving, with Spike)* We'll see you soon! *(Inside; the doors close again.)*

Spike: *(skimming scroll; it is a checklist)* Okay. If we want to be at the hospital by lunch, then we have three hours to buy get-well presents, borrow a book from the schoolhouse, and pick up treats.

Twilight: It's a lot, but if we stick to the schedule, I know we can get it all done.

Spike: *(not entirely convinced)* Yeah. Knock on wood.

(He reaches toward the doors to do so, but a knock from outside sounds off before the scaly knuckles can make contact. Twilight, equally flummoxed, let her field pull the doors open again and finds a patch of empty air beyond them. It is quickly filled by a badly disheveled and fatigued Princess Cadence and Shining Armor, who somehow manage to smile, and Flurry Heart pops up between them in a carriage under Cadence's control.)

Shining: Surprise!

(Flurry gurgles happily; Twilight gets out an openmouthed gasp of shock and Spike's jaw drops before they too break out in smiles.)

Twilight: Oh, my gosh!

(The royal family crosses the threshold and she leans down to nuzzle the baby.)

Twilight: How's my favorite niece? Oooh... *(Shining crouches down behind Flurry.)*

Shining: *(high-pitched, "speaking" for Flurry in baby talk)* I'm good. I was hoping my favowite aunt could watch me for a few hours.

Cadence: I hope you're not too busy.

Spike: *(pointing at checklist)* Actually, we kind of are— *(Twilight corks his mouth with a hoof.)*

Twilight: Busy? Pssh! Would the best aunt ever be too busy to spend time with this adorable little one?

(She grins as Spike holds up the document and points emphatically at one of the items on it.)

Twilight: *(smugly)* No.

(Fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to a close-up of Twilight planting kisses all over Flurry's cheek, to the latter's great enjoyment, then floating her up to blow a raspberry on her belly. Zoom out to frame all five.)

Twilight: *(singsong)* Flurry, I've got a surprise for you.

(Settling Flurry on her back, she trots across the entrance hall and stops at a closed set of doors. Here the toddler is floated down to the floor, losing traction on the slick surface and ending up spreadeagle, but she is quick to get up and trot eagerly in place.)

Twilight: Just a couple of toys that reminded me of Flurry.

(As soon as she opens one door with her magic, an avalanche of wrapped gifts pours out to bury Flurry. Twilight gasps in fright and quickly levitates her up from the tumble, but the youngster just laughs it off as she is set down again so she can start poking at a box.)

Twilight: I'm excited to show you I've done some shopping for Flurry Heart.

Cadence: *(laughing)* You're so sweet! You didn't have to do all that. *(Close-up of Twilight.)*

Twilight: I know, but I can't help myself. Best aunt ever!

(Pan/tilt down to Flurry, who sets down the box she has been playing with as Twilight floats a different one to her and shakes it.)

Twilight: *(from o.s.)* Open this one, Flurry.

(The lid is pulled off to reveal two teddy bears, one blue and one pink, and the recipient gleefully plucks up the blue one and gives a playful little snarl.)

Twilight: Exactly! *(floating the pink one up)* They're bears! *(winking)* You're one smart cookie.

(Pan to follow it in her hold across the entrance hall, then cut to a bookcase as it touches down on top. With her adding sound effects from o.s., it gracefully climbs and leaps among the tomes scattered up here. Back to Flurry, who applauds and giggles before exerting her magic over the blue one. It describes a rather less graceful journey across the top of the bookcase, which ends with it knocking a volume askew. Pink then cruises by to strike a final pose, followed by Blue hanging upside down and lazily spinning its way through. Flurry laughs as Twilight makes Pink touch down and bound away like a ballet dancer, then clumsily duplicates the move herself and follows Twilight across the hall.)

Shining: *(calling after them)* We'll just put Flurry's things over here, Twilie! *(Twilight returns on the end of this, floating Pink along.)*

Twilight: *(distracted)* Uh-huh. Totally.

(Blue drifts toward her, accompanied by laughter from the o.s. Flurry. Now the proud parents take turns levitating packages of the items they name.)

Shining: Mashed peas. Her favorite.

Cadence: And diapers. Uh, extra diapers. Oh, and backup extra diapers.

Shining: Mashed peas. Her favorite. *(Pause.)* Wait. Did I say that already?

(Cut to a veritable rockslide of baby food jars and diaper packs, one of which shifts and falls away to expose Spike at the heart of the tumble. He no longer has the quill and checklist.)

Spike: *(dryly)* Uh-huh.

Shining: Oops.

Cadence: Oh! *(shifting a stuffed snail toy forward)* And this is the most important thing of all. Her whammy. *(It lands in Spike's hands.)*

Shining: I take it Flurry named it?

Cadence: Yep. If she gets fussy— *(Shining nods.)* —just give her the whammy and she'll calm right down.

Shining: You getting all this, Twilie?

(Who is currently occupied in helping her niece make the two bears dance.)

Twilight: Whammy. Got it. *(She floats Flurry onto her back and crosses to them.)* Where are you guys headed, anyway?

Shining: You remember my friend from the Royal Guard, Spearhead?

(A very confused look passes between the violet Princess and her number-one assistant.)

Spike: Honestly, all of your friends' names are very similar.

Shining: Well, he has a pop-up art show at the Ponyville Café, and we decided to go at the last minute.

Cadence: We're not exactly art enthusiasts, but we could really use a night out.

Spike: *(skeptically)* You mean "day"?

Cadence: *(hastily)* That's what I said. Isn't that what I said?

Spike: *(shaking head; Twilight nods hers)* Mmm...mm-mmm.

Cadence: *(to Twilight)* Either way, are you sure you can watch her?

(Twilight beams even as Flurry climbs up to chew on one ear.)

Spike: *(pulling out/tapping checklist)* Ah-ah-ah.

(His boss's dejected moan is no match for Flurry dropping down to nestle just above one wing.)

Twilight: *(smiling)* Have no fear. *(winking)* The best aunt ever has everything under control!

(As Spike scowls to himself, a reassured Cadence uses her aura to maneuver Flurry over so she and Shining can each kiss one cheek; she then releases her grip and the baby flies back.)

Shining: Thanks again, Twilie. *(He and Cadence exit; Flurry is on Twilight's back again.)*

Spike: *(to Twilight)* Okay, let's grab that warmy thing and go.

(One swift flash of Flurry's magic teleports her around for a look point-blank in her aunt's face. She shakes her head and growls while levitating the blue teddy bear up from the floor; Twilight has the pink one.)

Twilight: Ohhh, you want to pretend we're the bears. *(Flurry nods.)* I suppose we have time for a quick game.

(She moves off, Flurry landing to ride on her back; pan slightly to a vexed Spike holding the rolled-up checklist. He is no longer carrying the "whammy" snail toy by this point.)

Spike: Do we, though? *(Flurry jumps off, dropping Blue; he drops the list.)*

Twilight: Hey! All right... *(Pretend roar; race off after her; drop Pink.)* I'm gonna get you!

(The baby dragon starts after them, but steps on Pink and pitches face-first to the carpet. He props his chin on one palm with a resigned little moan—"this will not end well." By the time he regains his footing, the chase has taken to the air.)

Spike: You should catch her soon, 'cause we've got lots to do! *(holding up list)*
Horsey-hives-covered foals counting on us, remember?

Twilight: Got it! *(Another playful roar; she closes in on Flurry.)* I'm catching up!

(The pursuit ranges closer to floor level, with a few more yips and growls added for effect. Twilight throws herself into a sharp climb, leaving Flurry at a loss as she keeps cruising. The resident Princess suddenly pulls up right in front of her, rears up, and delivers a more fearsome growl; she responds by wrapping both her voluminous wings and a spherical shield around herself. Both winged unicorns sink to the floor.)

Twilight: Uh-oh. Sorry, bug. Did that scare you?

(Tapping the shield to see just how solid it is, she hunches down for a closer look; close-up of her face, seen from inside. The barrier adds a reverberating quality to her next line.)

Twilight: It's okay. *(smiling)* It's just Auntie Twilie.

(She mashes first one cheek and then the other against it, putting her face through a few comical contortions as a result. Cut to her side; Flurry lowers her wings and dispels it with a smile, and she lets her tongue loll out goofily as Twilight stands again and hugs her.)

Twilight: You know, that was a very advanced spell for somepony your age. Looks like you're already taking after your Auntie Twilie.

(She tips Flurry a wink, which the youngster tries and fails to return, settling for a blink instead. Here comes Spike.)

Spike: All right, that was pretty adorable. *(holding up list)* But now...

Twilight: I know, Spike. We're leaving.

(Just as Flurry begins to reach up for a boost, her stomach emits a most prodigious rumble. She sits down to her haunches, both forelegs covering her belly.)

Twilight: *(floating a spoon and baby food jar into view)* I just have to feed her real quick.

(The lid is twisted off, and a load of mashed peas is dipped out and shifted down to the baby—who gives the lie to daddy dearest's assertion by steadfastly refusing to open her mouth for it. She counters by grabbing the spoon in her magic and flicking the legume puree back the way it came; Twilight ducks to avoid stopping it with her face, and it flies between her and Spike to hit the wall. Reptilian green eyes shoot a hard sidewise glare up at the purple ones, whose owner grins sheepishly at the mealtime malfunction. He has stowed his scroll by this point.)

(Dissolve to the exterior of the Ponyville Café, the restaurant seen at various times in past episodes. Locals mill among the tables set up out here before the camera cuts to inside; abstract paintings have been hung on the wall, and all the furniture has been cleared out so that patrons have room to move around and ponder them. Pan slowly to stop on a close-up of Cadence and Shining staring intently up past the camera; both are now properly groomed and rested. After a brief, confounded tilt of their heads to one side, the pink and white faces both break out in understanding smiles, which disappear just as quickly once they tilt their heads again. A longer shot behind them picks out the work they are contemplating: a conglomeration of shields and twisted spears balanced on a small pedestal.)

Shining: *(hesitantly)* Is this art or... a mistake?

Cadence: I have no idea.

(Behind them, a heavyset, deep tan pegasus stallion advances partway into view. Short, two-tone blue mane/tail; three-tone striped pink scarf with a snowflake pattern wound several times around his neck; medium blue eyes. This is Spearhead, who waves and addresses the couple in a surfer dude's voice after Cadence's next line.)

Cadence: But who cares? We're not changing diapers. *(Chuckle.)*

Spearhead: Shining Armor! *(He zips up between them.)* Cadence! How're the new 'rents? *(to Shining, holding up a front hoof)* Gimme some hoof.

(The two stallions trade a high five; when Spearhead makes the gesture to Cadence, she bemusedly taps a knee against his hoof instead.)

Spearhead: Oy, it is so— *(Grunt; pull them close.)* —good— *(Another, squeezing them even tighter.)* —to see you dudes! *(nudging Shining)* Hey, thanks for coming.

Shining: Of course! We're having a great time. (*gesturing vaguely*) Loving all the...art!

Spearhead: (*puzzled, pointing*) Uh, that's a trash can.

(This angle frames his cutie mark as a cluster of crossed spear heads. Cut to a close-up of the receptacle in question, a flip-top model overflowing with refuse, and zoom out to frame both Shining and Amethyst Star, the latter of whom drops an apple core into it from her mouth.

Noticing the white stallion staring in her general direction, she lets her eyes pop open in surprise and cautiously backs away. On the wall above the trash can is a canvas whose every square inch has been painted a uniform gray only a shade or two away from full black.)

Shining: (*forcing a grin*) So it is! I knew that.

Spearhead: But hey, who's to say it's not art? Art can be anything that speaks to you. (*crossing floor*) It changed my world. (*Head-on view; he points ahead as the two gather behind him.*) This is my latest piece.

(Close-up: it is the monochrome dark canvas.)

Spearhead: (*from o.s.*) *A Thousand Nights in a Hallway!* (*Cut to behind all three regarding it.*)

Cadence: (*trying to sound enthusiastic*) Uh, wow! I guess nighttime in a hallway can be pretty dark. (*Head-on view of them.*)

Spearhead: (*solemnly*) There is none more dark.

Shining: Yeah. Totally.

(His loving wife gives him an odd look and rolls her eyes.)

Cadence: We're just so happy to be here. Usually we're covered in mashed peas by now.

(Cut to Twilight and Spike, both rather out of sorts and heavily slathered in that very foodstuff. The architecture behind them has fared no better.)

Spike: When they said mashed peas were her favorite...

(He takes another hit in the face. Cut to Flurry, who laughs merrily as she paces around on one of the dining room chairs—the feeding fracas has moved in here. Spike wipes one eye clear and spits out some of the peas as Flurry hovers a sizable glob in front of herself.)

Spike: ...did they mean her favorite thing to decorate a room with?

(She giggles and lets it rip, forcing both to dodge so that the gobbet nails the large window set in the back wall. It leaves silhouettes in the shape of both intended targets' heads. Up come a few new loads.)

Twilight: (*smiling*) Aw, come on, Spike. That wasn't too bad.

Spike: (*snarky*) Yeah, and we're only twenty minutes behind schedule.

Twilight: *(suddenly shocked)* Twenty minutes?!? *(She blows out a breath and composes herself.)* It's fine. We can totally do this.

(A new burst of farm-fresh goodness to the face forces her to rethink her assessment, but she gets out a weak little chuckle before the view fades to black.)

Act Two

(Opening shot: fade in to the interior of a large toy store. Twilight's magic opens the front doors from outside, and she walks in pushing Flurry in a shopping cart. Spike carries the checklist scroll, extended to full length. All three are clean now.)

Twilight: Okay. *(floating items off shelves into cart)* We just need to grab some toys, and we are outta here.

(As the acquisitions continue, the little passenger magically brings out her blue teddy bear and waves it toward Twilight with a little snarl.)

Twilight: *(chuckling)* You want to play, don't you? *(Spike taps her shoulder and points at the list with his quill.)* Well, I know a game that's even more fun! *(aside, to him)* And more efficient. *(Zoom out quickly.)* Playing race carts!

(Exerting her hold over the vehicle, she hooks both hind legs onto its rear to get them off the ground and starts rolling with a hearty laugh. The baby dragon hustles after them on foot. Cut briefly to an overhead view of the aisles, the cart and Spike doing a serpentine pattern through them as Flurry's gleeful squeals float up. Twilight's power yanks toy after toy into the cart, and the camera cuts to a profile of the two winged unicorns, the older one now relying on hind legs rather than magic to keep the charge going.)

Twilight: Woo-hoo!

(She and the cart screech to a stop at a checkout counter manned by a slightly bored mare, Spike sweating and out of breath once he catches up to them. The list is rolled up now.)

Spike: Hey-hey, nice thinking, Twilight! *(She starts levitating toys onto the counter.)*

Twilight: Best aunt ever! *(Flurry tugs on her tail for attention.)* Hang on, Flurry. *(pulling it loose with magic)* The race cart's taking a pit stop.

(The little one turns two forlorn blue eyes elsewhere, but her deflated mood lasts only a moment before she splutters with laughter and fires up her horn. The wheels of the cart begin to vibrate under her control, and a bit more fierce concentration starts the whole thing rolling away from the counter. It swerves this way and that, barely missing Carrot Top and a pegasus counterpart of Cherry Berry, and homes in on a stacked display. The camera rides along with the cart on this home stretch, and the screen fills with scattered toys on impact.)

(The view clears to give an overhead shot of the area; the display has been stripped completely clean by the hit, and the merchandise now covers quite a bit of the floor. Customers goggle at the instant mess as Twilight, Spike, and the cashier hurry across to it; he has put the checklist away.)

Spike: I'm not a detective—

(Close-up of one doll, behind which the tips of a white horn and ear can be seen.)

Spike: *(pulling it away to expose Flurry)* —but I think we got a suspect.

Twilight: Huh?

(She narrows her eyes at her niece, whose face falls, and her own does the same with a sigh once Spike points out the checklist.)

Twilight: Well, we better get to cleaning. *(floating Flurry onto her back)* We've got no time to waste.

(The dolls float up, filling the screen for a moment, and in no time flat the display has been restocked in a considerably different fashion from before. The cashier's next words stop Twilight in her tracks as she starts to leave.)

Cashier: Thanks, but they were organized by color.

(The Princess lets off an irritated huff and sigh and gets back to the job, replacing all the dolls of one type before moving on to the next. One floats up past the camera, filling the screen; behind it, wipe to Twilight magically propelling Flurry in her carriage down a road in Ponyville proper and towing a cart piled with playthings at a full gallop. Both vehicles slam on the brakes as they pull up in front of the schoolhouse, the chasing Spike lost in the clouds of dust that they throw up. As the view clears and he closes the last few feet, again sweaty of face and short of breath, Twilight levitates a pocket watch up for a critical look, smiles, and tucks it away. He has again packed away his scroll by now.)

Twilight: Yes! We gained back a whole five minutes from running here!

Spike: Yeah, but if you add that to the forty minutes we were already behind, we're still fifty-five minutes behind! *(Hard look from Twilight; he relents.)* I mean... *(Weak chuckle.)* ...yay, team?

Twilight: *(smiling, nodding)* Mmm-hmm.

(She gets hooves and horn in gear to pull the lot toward the door, Spike following. Cut to the classroom, where Cheerilee rolls a book cart toward her and Flurry with her head. Meanwhile, Spike pulls himself up over a loaded shelf in the fore to have a quick look.)

Twilight: Thanks for helping us out, Cheerilee. Sorry we were late.

Cheerilee: Oh, no problem. But I gotta say, I'm surprised you came to me for a book. Don't you have a huge collection? (*Flurry starts bouncing and laughing in the carriage.*)

Twilight: Yes, but... (*She holds the baby aloft in her field.*) ...sorry, one second.

(*Being set back on the cushions is not what Flurry had in mind, if her fussing and reaching for Twilight is any indication. Spike pitches in by clambering up the side of the carriage and fishing out the whammy, which Twilight takes in her aura with a smile. It drops into the carriage, instantly brightening Flurry's mood as she cuddles it.*)

Twilight: (*to Cheerilee*) I didn't think the foals would be interested in *The Unabridged History of Amulets* in Pony Latin.

Cheerilee: Yeah. It was good you came to me. How about *The Complete Collection of Ponyville Fables and Stables*?

(*A quick duck behind the cart, and this one is dropped onto an open display stand on the top shelf.*)

Twilight: Mmm—too long. (*Cheerilee brings up another.*)

Cheerilee: *Alien Alicorns versus Space Pirates*?

Twilight: Well, the science there is preposterous. (*Now Spike holds one up in front of his face, its cover depicting a fierce dragon flexing his muscles.*)

Spike: How about *Burnferno, Warrior from Within*? (*Lower it.*) It's about a handsome dragon warrior who slays evildoers with his breath—and his snappy comebacks.

Twilight: (*giggling*) Let's borrow that for you and keep looking.

Spike: Eh. (*He sits on the floor and starts reading.*)

Twilight: (*to Cheerilee*) What else?

(*In a fit of pique, Flurry throws the whammy over the side of the carriage. She continues to be ignored as Cheerilee brings up another book, which Twilight rejects, and gurgles brightly upon spotting the filled blackboard at the front of the room. Teleporting over to it, she goes into a hover and levitates up a piece of chalk. Cut back to Twilight, Cheerilee, and Spike.*)

Cheerilee: Uh, how about *Gusty the Great*?

Twilight: Ooh, that was one of my favorites when I was a filly! We'll take it!

(*Close-up of the teacher, whose face suddenly rearranges itself into one of brain-paralyzing shock as she raises a trembling front hoof to point toward the front of the room.*)

Twilight: (*from o.s.*) Um, should I go with something more current?

(*Pan from her to Twilight, who turns her head to follow the gesture and sucks in a sharp gasp, then cut to her perspective and zoom in. Flurry has erased most of the board's notes and replaced them with stick-figure drawings, three of which represent herself, Twilight, and Spike. She makes a "ta-da" gesture and vocalization, after which the camera cuts back to Twilight.*)

Twilight: Cheerilee, I am so, so sorry. I didn't even hear her leave!

(A quick burst of power brings the little scamp back and settles her in the carriage, and the beleaguered aunt crosses to the board and telekinetically puts an eraser to work. Flurry whimpers a bit as her masterwork goes bye-bye; a second later the surface is completely bare.)

Twilight: There. All clean. *(Cheerilee steps up.)*

Cheerilee: Great. Now I'll just write it up again... *(wearily, chalk in teeth)* ...with my mouth.

(The Princess makes a sheepish sound that might translate as "sorry, I did my best" and exits as Cheerilee sets to the task of replicating all those notes. Wipe to Cadence, Shining, and Spearhead in the Ponyville Café, the camera placed just below their eye level within an enclosure of velvet ropes.)

Spearhead: *(pointing downward)* Feast your eyes. This one's called...

(Overhead shot of the enclosure, putting all three out of view. The ropes surround a large patch of floor covering marked with horseshoe prints.)

Spearhead: *(from o.s.)* ...*A Kitchen Guard's Journey!* *(The group again, from a distance.)*

Cadence: *(trying to sound enthused)* Ahhh!

Shining: *(chuckling warmly)* This reminds me of the time Flurry got into the chocolate pudding, and we found little chocolate hoofprints all over the carpet.

Cadence: *(laughing)* That took forever to clean up! But remember how cute her little face looked when we caught her.

Shining: Yeah. She was like... *(big sad eyes, baby talk)* ..."uh-oh!" *(Both laugh over the memory.)*

Spearhead: Whoa! Art is so evocative! I wasn't even going for that memory! Score!

(Wipe to a quiet stretch of road within the town. Twilight and Spike barrel around a corner and into view, the former still towing her cart—now with the borrowed books tucked in among the toys—and using horn-power to push Flurry in her carriage.)

Spike: Honestly, Twilight, I don't even want to tell you how late we are. Should I just cancel our visit to the hospital?

Twilight: *What?!?* Cancel? We can't cancel, Spike! The sick foals are counting on us! And the BAE would never throw in the towel like that.

Spike: *(puzzled)* BAE?

Twilight: "Best Aunt Ever"? Besides, this errand is gonna be different.

Spike: Well, how do you figure that?

Twilight: Because Flurry can play with the Cake twins and stay out of trouble. Best aunt ever!

(She pulls ahead, leaving one thoroughly unconvinced dragon in her wake. Wipe to the exterior of Sugarcube Corner, the cart and carriage parked out front. Zoom in slowly, then cut to an overhead shot of the shop floor as Twilight and Spike walk in, Flurry being levitated alongside.)

Pinkie Pie stands at the cash register, and twins Pound and Pumpkin Cake sit on the floor near a display case, playing with toys. Twilight's field shifts Flurry down to the floor alongside them in close-up; a moment's skeptical glance from the local tots swiftly yields to a round of happy burbling and sharing among the three. Zoom out on the start of the next line to frame Twilight and Spike.)

Twilight: Wonderful! They're friends already!

Spike: Huh. I shouldn't have doubted you.

Twilight: Thanks! (*His words sink in after a moment.*) Wait. You doubted me?

(He is quick to offer up a placating little shrug.)

Twilight: Spike, you watch Flurry. I'll take care of everything else.

(Now he flips her a smart salute and the two move out, Twilight crossing to Pinkie.)

Twilight: (*rapid fire*) Hi, Pinkie, how's it going? I need to pick up the cupcakes for the foals at the hospital, and can you do apology treats?

Pinkie: I'm good. (*pulling out a full box*) Here they are. Of course I can!

Twilight: (*normal speed*) Do you still have a giant file of everypony's favorite treat?

Pinkie: In my secret party-planning cave.

(Recall that the rest of the gang found said cave by accident in "Party Pooped." Pinkie hits a key on the cash register, triggering a small hatch in the floor to open and a lever to protrude upward from it.)

Pinkie: BRB!

(Short for "be right back." One yank opens a trapdoor directly beneath her, and she plunges out of sight only to re-emerge in a blink with a colossal stack of documents. Twilight lets off a giddy little laugh at the sight of it; when set on the counter, it reaches nearly to the ceiling.)

Twilight: Remind me to tell you later how amazing you are. Cheerilee?

Pinkie: Eh, I am pretty awesome.

(Casting a practiced eye toward the mass of paperwork, she nips one sheet out in her teeth and transfers it to her hooves for a bit of perusal.)

Pinkie: Cherry oatmeal cookies with yellow sprinkles.

Twilight: Great! Can you write "sorry" on them?

Pinkie: I've got a stamp for that.

(She ducks behind the counter, produces a rubber stamp, and applies it to Twilight's forehead. It leaves behind a red ink imprint of a sad pony's face with droopy ears. As Twilight gives her a slightly hairy eyeball, the camera cuts to the three toddlers playing happily and the one baby

dragon eyeing his checklist with growing unease. There begins a tussle between Pound and Pumpkin over a hot-air balloon toy; Flurry, playing with blocks, tries to get Spike's attention and finally succeeds by throwing one and hitting him. He sets his list aside and stands up.)

Spike: Hey, you guys, no need to fight. *(They ignore him.)* Uh...hang on, I-I'm sure there's another one!

(A few steps carry him to a toybox near the door, and he plunges in and starts rooting around.)

Spike: Ah, no, not this one... *(Back to the twins; panning to Flurry; he continues o.s.)* ...that's cute...

(As playthings sail overhead and both Twilight and Pinkie continue their discussion, the royal tyke has a brainstorm. Her magic floats the balloon out of both contenders' grips and drifts it across the room so that it thumps against the back of Twilight's head. She has cleaned the mark from her forehead.)

Twilight: *(not turning around)* Hold on, sweetie. We'll play in a second.

(Not the answer that Flurry was hoping to get, but a new inspiration strikes in short order. She lets her magic tear the balloon's canopy away from the basket and give one portion to each of the twins, who have degenerated into lusty bawling by this point. Perplexed brown and blue eyes flick from the ruined toy to Flurry, who coos hopefully; the eyes go back to the pieces, then each other, and they throw the offerings aside with sudden anger. Flurry has just enough time for one fearful, wide-eyed stare before Pound and Pumpkin charge at her; she creates a shield around herself and hastily flaps away to stay ahead of them. Spike continues to ransack the toybox and Twilight carries on with Pinkie and her gargantuan file.)

Twilight: The sales-pony at the toy store.

Pinkie: Apple strudel cupcake with caramel drizzle!

(Figuring out that hooves alone may not be enough to bring down the interloper, Pound and Pumpkin shift to anti-aircraft artillery in the form of hurled cupcakes. Flurry darts aside so that they hit a wall instead, but the twins fire off another salvo that arcs jut over the airborne filly. Cut back to Twilight and Pinkie just in time for the sound of splattering dessert to come through loud and clear; Pinkie has retrieved yet another sheet from her file, but inadvertently rips it in half as her eyes pop nearly out of her head and she whinnies in sudden shock. This is followed by a pair of drooping pink ears that clue Twilight in to something being not quite right.)

Twilight: Oh, no. You're making the same face Cheerilee made!

(She swivels her head to follow the blue-eyed gaze and lets her mouth fall open at the sight of cupcakes smashed against walls, display cases, and floorboards—and even a dollop dripping from a ceiling light fixture. Incredibly, Spike has avoided taking even a single hit and is still searching through the toybox.)

Twilight: Pinkie, remind me what your favorite treat is?

Pinkie: (*glumly*) Hmm...the sampler platter.

Twilight: We'll take three of those.

(Down comes Flurry, her shield gone and also not having even a crumb on her. The "best" aunt ever gives her a decidedly annoyed sidewise look as Spike finally pulls himself out, holding an intact balloon toy.)

Spike: Aha! Told you I'd find another one.

(It instantly pops in his hand, startling a yelp out of him, and zooms crazily around the room. The flight lasts just long enough for him to get out one embarrassed chuckle, and ends with him being hit upside the head with it. A cupcake connects with his brain bucket as a final insult.)

(Wipe to the trio charging through the park land outside Ponyville as if at least one of their tails was on fire. Twilight pulls the cartload of toys and pushes Flurry in the carriage with her magic; the baby drinks from a bottle; Spike holds on to the canopy now folded out to give a little shade. He has cleaned himself up.)

Spike: Uh, Twilight?

Twilight: Out of the question! We are not canceling! (*Cut to him and Flurry; she continues o.s.*) It's gonna be okay. It has to be okay!

(One set of clawed fingers grasps the bottle; back to the borderline-unhinged mare.)

Twilight: It's been so terrible so far that it can't possibly end up—

(A spray of milk into her face causes her to trail off into a splutter and pitiful little moan.)

Spike: Uh, sorry. (*She shakes herself off and sighs.*)

Twilight: No, I needed it.

Spike: I was just gonna say, we're here!

(She slams on the brakes for herself and the carriage, propelling him ahead o.s. and leaving the bottle to drop neatly back into Flurry's hold. They have indeed arrived at Ponyville General, Spike lying flat on his back in the grass.)

Spike: (*standing up*) And we're only four and a half minutes late.

Twilight: (*suddenly panicked*) Four and a half?!?

(She sprints ahead, taking the carriage along and sweeping Spike up in the bargain. Cut to a slow pan across a hospital ward and stop on Twilight at the far end on the next line. Several colts and fillies from Cheerilee's class photo in the prologue are gathered around to listen to her read from the book floating before her, while others pay attention from their beds. Most have cupcakes

from the batch she picked up at Sugarcube Corner, and one has a stuffed doll. Spike stands off to one side of Twilight, and Flurry sits on the other, her carriage resting nearby.)

Twilight: *(reading)* “And while nopony had ever tried to reach Cloudsdale on hoof, Gusty the Great was not deterred. She and her unicorn warriors marched up the hill.”

(A shot from behind her picks out the newly delivered toys that some of the patients are enjoying.)

Twilight: *(reading)* “But suddenly they encountered...” *(Spike gasps in fear.)*

Spike: What? What was it? *(He scarfs down a cupcake; close-up of Twilight.)*

Twilight: *(reading)* “It was the treacherous Grogar! And Gusty could tell he was ready for battle. Gusty called out to the unicorn warriors.”

(During this last, Flurry voices her displeasure from o.s. and the camera pans/tilts down to her. Even though she has her whammy, it is doing little to bolster her spirits, and she moves on to a hearty yank at Twilight’s tail.)

Twilight: Ow! *(aside, bending over to her)* Not right now, Flurry. These foals really want to hear this.

(Enough and too much for the infant, whose face slowly darkens to an unsettling shade of deep pink as a teakettle sings its rising warning note in her head. When she finally blows her top, it comes in the form of a full-scale tantrum and a kick that launches the whammy for distance.)

Twilight: *(reading)* “We can fight Grogar together!” And the unicorn warriors shot magical beams into the clouds that wove into one! The beam, stronger than a thousand armies, shined down. It wrapped around Grogar and pulled him to the ground. “Don’t let him escape!” yelled Gusty.

(Accompanied by the following. A brief cut to the floor crowd, the toy sailing over their heads. A cut back to Twilight and the whole group. The whammy bouncing out the door and landing on a cart pushed by a passing unicorn orderly. Flurry recovering from her outburst and frantically starting to look for it: under a blanket, teleporting into her carriage to check under and inside her bottle, then zapping herself under a filly’s pillow and levering her up, away again and emerging from a nightstand drawer.)

(After Twilight finishes this bit of the tale, Flurry takes wing toward the door and disappears in a flash. Cut to an examination room elsewhere in the hospital; a unicorn doctor has levitated a rubber mallet and poised it before an elderly patient sitting on the end of the table. Before he can tap a hock, though, the wayward baby rematerializes under the hammer, peeks down the oldster’s shirt collar and around the place, and is gone again. Cut to a different room; here Redheart faces a down-in-the-mouth stallion.)

Redheart: Say “ahhhh.”

Patient: Ahhhh...

(She nips a tongue depressor from a container in her teeth, but before she can put it to use, Flurry pops in and it drops from her teeth. The stallion trails off into a yell of fear as the winged intruder pries his jaws farther apart for a searching look down his throat. Nothing there, so she clears out again.)

(Out in the hall; she veers from room to room, then telekinetically slings two supply carts toward the ceiling and teleports away. They crash to the floor, one upside down and one on its side, and a couple of orderlies, one doctor, and another cart end up hovering once she winks back into view and flies past. In the foals' ward, the camera pans away from Twilight and company to one side as she continues the story.)

Twilight: *(reading)* "Grogar was strong, for fear gave him power." *(now o.s.; Flurry reappears and magically lifts a bed)* "And he broke through the bonds."

(Nothing doing beneath, so the discomfited filly sends up other patients and their bunks in quick succession, prompting assorted cries of fear and surprise. Twilight is next to rise in close-up, but she completely fails to notice the change in elevation.)

Twilight: *(laughing)* I know! So good, right?

Spike: *(from o.s.)* Twilight, look up! *(She does so.)*

Twilight: Spike, you're floating. *(Her eyes pop once the words sink in.)* You're floating!

(Cut to just behind her, framing him up near the ceiling thanks to Flurry's magic. Foals, food, and fun things are doing likewise around him.)

Spike: So are you!

(Now she sees the full extent of the mayhem her niece has caused: every single thing, living and otherwise, that had formerly been in contact with the floor is now above it—with the exception of the carpet. Flurry teleports here and there, still hunting fruitlessly for her whammy and peeking under a loose blanket along the way.)

Twilight: *(coaxingly)* Flurry, honey, you need to stop this. Put us down, please.

Spike: *(pointing ahead)* Twilight, look out!

(The adult Princess finds a bed and its occupant coming straight at her and gasps in undiluted terror, Spike's expression a silent mirror for her own. Snap to black.)

Act Three

(Opening shot: fade in to an extreme close-up of Twilight and Spike, now both screaming as the bed bears down on them. She exerts her magic over it, overriding Flurry's grip, and sets it down.)

A second hapless patient and his rack are next to meet the floor again, but the first goes right back up.)

Twilight: No pony panic! Everything's gonna be okay!

(Two more are put down, but one immediately rises again under Flurry's control as she pops into view beneath it and then out again. Twilight sets it back on place, but the whole sequence plays out again with the other bed. Turning away from these two foals, a horrified Twilight sees yet another unwilling rider headed for the ceiling and wrests control from Flurry to bring her and her bed down safely. The juggling/searching continues a bit longer, and a zoom out reveals that Flurry has managed to outmatch Twilight and get everything floating again. The toddler keeps popping here and about in the great whammy hunt, and Twilight shudders in fear and uncertainty.)

Twilight: I can't keep up with her! *(Spike spots the carriage and gets an idea.)*

Spike: Oh yeah! Where's her snooze?

Twilight: Her what?

Spike: *(sighing)* You know, her wacky, whompy thing, the snail? *(looking in carriage)* Where is it? Cadence said it calms her down!

Twilight: I don't see it!

(A fresh cry of alarm draws their eyes toward the other end of the ward, where one filly's bed is slung up as Flurry appears beneath it. This time, though, she is not so careful about keeping an even keel and the whole thing lists badly to one side, dumping the patient out. The pillow hits the tiles first, the filly thumping down onto it as her doll lands alongside. Redheart enters, notices the craziness, and gets literally swept up into it as Flurry swoops across. After a long, tense moment of watching the magical maelstrom rage on, Twilight's very last good nerve finally gives way.)

Twilight: *Flurry Heart, put us all down this instant!*

(Hearing that stern a tone throws a real fright into Flurry and brings tears to the big blue eyes. She lets her magic wink out, sending ponies and furnishings plunging amid a cacophony of screams. Twilight gets her wings working to make a safe landing, Spike drops into the carriage, and a quick application of magic brings all the others down without incident.)

Twilight: Is everypony okay?

(Pan across them, accompanied by various nods, smiles, and affirmative responses; Redheart, sitting on her haunches among them, holds her composure for a moment and then flops onto her back in a faint. A stray pillow keeps her from cracking the back of her head on the tiles.)

Twilight: *(crossing to Flurry)* Flurry, that was very, very bad! You could've hurt somepony!

(That does it. The little winged unicorn bursts out crying, creates a shield around herself, and floats away from her caretaker, whose face instantly shifts into regret at having gone too far. Twilight kneels down to Flurry, who has turned her back and half-spread her wings as a secondary defense.)

Twilight: Oh, Flurry, I didn't mean to...

(Flurry shifts herself a little farther away. Close-up; Twilight smiles and moves closer.)

Twilight: Sweetie, you don't have to be scared. *(bending closer; voice reverberates through shield)* It's just me. *(mashing a cheek against it)* See?

(The silly face may have worked in Act One, but not here; Flurry gabbles disconsolately and slides a few more feet away to huddle miserably against the wall. Twilight stands up, recognition coming to her.)

Twilight: You're scared of me—because I yelled at you. Like a big scary bear. *(slowly crossing floor)* Flurry, I'm so sorry. I've been a terrible aunt today. *(sitting down on her belly)* All you wanted to do was play, and I've barely been able to pay attention to you. None of this is your fault. It's mine. So much for being the best aunt ever. *(smiling, reaching toward Flurry)* But I hope you know how much I love you.

(That does it. The filly turns to face her, eyes instantly drying and face shifting into a beam, and she dispels the bubble with a cheerful gurgle and launches herself up to hug as much of the violet chest as her stubby legs can reach.)

Twilight: Oh, I take it you forgive me? *(Flurry mashes her nose against one cheek.)* Thanks, Flurry. How about we head home?

(A white foreleg gestures past her with mild trepidation.)

Twilight: After we find your whammy, of course.

(Rather than leave a tender moment alone, the o.s. Redheart butts in by clearing her throat. A floor-level shot frames one impatiently tapping white hoof in the fore as Twilight straightens up and magically sets Flurry on her back. What she finds waiting for her are a great many ill foals staring at her with some hesitation, and two doctors, one nurse, and one baby dragon all glaring at her with open hostility among a tumble of upended beds and furniture.)

Twilight: *(smiling sheepishly)* And clean up. *(Chuckle.)*

(Wipe to a close-up of a painting of a cake with blue/violet frosting and topped by a yellow cherry, and zoom out on the start of the next line. The action has shifted back to the Ponyville Café, and Cadence and Shining stand gazing soporily at this artwork.)

Cadence: *(voice breaking)* This one kind of reminds me of Flurry's hair.

Shining: *(ditto)* Uh-huh.

(They turn in Spearhead's general direction, focusing on a small shield-shaped medallion that rests on a pedestal and is turned away from the camera. Tears spill down the royals' cheeks.)

Shining: And this one reminds me of Flurry too.

Spearhead: How so?

Shining: It's small, like her! *(He and Cadence lean their heads together.)* I...I can't do this anymore! Spearhead, this has been great, but—

Spearhead: Say no more.

(Close-up of both him and the medallion, which depicts a heart on its face.)

Spearhead: My art has always spoken to me about what I love. But knowing that it spoke to you about what *you* love speaks to me. *(Zoom out to frame all three.)*

Shining: What?

Spearhead: Go to her.

(They bail out of the joint. Dissolve to a corridor within the Castle as Twilight chases after a joyfully blabbering Flurry, both on wing. A quick turn and teleport put the quarry out of sight of her pursuer, who touches down in the entrance hall for only a moment before lifting off again. Next she enters the library and drops back to her hooves to pace the floor; a muffled squeal brings her up short, and she spots Flurry partially exposed under the edge of a rug. Twilight levitates the fabric away, shifts Flurry onto her back, and breaks into a laughing gallop. Cut to just inside the front doors, one of which opens under Cadence's control; the carriage is parked nearby, next to the piled-up spare supplies. She and Shining walk in, the hubby in a panic.)

Shining: Flurry? Where's our little foal?

(The answer, disclosed by an upward glance: getting a high-looping ride from her aunt, who comes in for a landing in front of them. Shining chokes out a noise of relief, and Cadence floats Flurry over so both of them can hug her.)

Shining: Oh, we missed you so much!

Cadence: Ohhh...

(Shining sighs blissfully, but Flurry slips out of their hooves and plants herself right back in her riding spot to hug Twilight. The sight instantly deflates both parents in close-up and brings up a double sigh. The doors behind them are closed now.)

Cadence: But it looks like you had a great time without us.

Twilight: *(from o.s.)* Actually, not so much. *(Cadence's eyes widen; cut to frame all four.)* Flurry got into some mischief. *(smiling)* But it wasn't her fault. I shouldn't have agreed to watch her

with such a jam-packed schedule. It was too much to juggle, but Flurry taught me an important lesson today.

(Long overhead shot of them, framing the missing whammy now back in the carriage. Pan slowly toward the doors.)

Twilight: It turns out being the best aunt ever isn't about spending the most time with your niece, but spending quality time with her. *(Close-up; Cadence's magic floats Flurry away.)* And she taught me a really cool bear game, so I guess I learned two things.

(The Prince and Princess from up north laugh as their daughter settles into her carriage.)

Shining: Well, we definitely should've given you more of a heads-up.

Cadence: Yes. From now on, we'll give you plenty of notice.

Twilight: Ohhh...that would be great.

Cadence: Hey, what are you doing next Tuesday?

(Twilight's face goes slack, eyes widening, and she lets off a scared little whinny.)

Cadence: For dinner, not to babysit.

Twilight: *(laughing)* I'll have to check with Spike, but I think we're free.

Cadence: Where is Spike, anyway?

(Cut to an extreme close-up of a book in the little guy's hands—the one he picked out at the schoolhouse in Act Two. On the start of the next line, zoom out to frame him reading to several foals on the floor of the ward at Ponyville General, all hanging on his every word.)

Spike: *(reading)* “The dashing dragon warrior breathed a scorching flame from his snout—”

(Behind him; the others are in or on their beds, Redheart sitting with one of them, and they too are deep into the story. An empty supply cart sits nearby.)

Spike: *(reading)* “—then chuckled to himself as he flew into the sunset.” *(Jump onto the cart in close-up; flex muscles.)* “‘If you can't stand the heat, don't fight a dragon.’”

Filly: *(from o.s., pointing)* Hey, you kinda look like him! *(He turns to face her.)*

Spike: Thank you! *(Drop book.)* Okay. Now who wants more cake?

Foals: Yaaay! Hooray!

(During this and further jubilation, the camera cuts to an overhead shot of a second cart, this one bearing a three-tier cake that has had a chunk cut out of it from top to bottom. The topmost tier has been decorated with a scaled-up copy of the sad-face “sorry” stamp that Pinkie demonstrated for Twilight at Sugarcube Corner. Forks and loaded plates, some fresh and some used, are scattered around the hefty dessert along with a few crumbs. Twilight's apology to the foals, in the form of a fresh treat and storytime with Spike, has clearly gone over very well. Fade to black.)

ROCK SOLID FRIENDSHIP

Written by Nick Confalone

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Tim Stuby

Transcribed by Alan Back (ajback@yahoo.com)

Prologue

(Opening shot: fade in to the campus of a college or university whose main building is constructed entirely from stone, with the exception of the windowpanes, doors, and thatched roof. The ground cannot qualify as a lawn, since there is hardly any vegetation on the sandy soil—a match for the rocky, arid landscape that stretches away into the distance. It is daytime, and a stage has been set up here. On it are two figures in academic mortarboards and gowns: an elderly, white-maned stallion at a lectern and microphone, and Pinkie Pie’s older sister Maud sitting in a chair. Two rows of seats have been set up in front, but the only occupants are the other members of the Pie family, namely Pinkie, her other sisters Limestone and Marble, and their parents Igneous Rock and Cloudy Quartz. Zoom in slowly, then cut to the speaker during the next line. Dark tan earth pony, glasses balanced on nose, white dress shirt and dark gray necktie, stole across shoulders, gold trim on robe collar, mortarboard styled as a slab of rock. Both his words and Maud’s are amplified by the microphone.)

Speaker: So in closing, earning a rocktorate in rock studies from the Equestrian Institute of Rockology is no easy feat. I’m proud of each and every one of you. *(suddenly puzzled, glancing toward Maud)* Uh...each of...no...just you, actually.

(Longer shot, framing Maud dressed in the same fashion. The newly minted graduate blinks impassively, and the camera cuts to a pan across the row of spectators and stops on Pinkie. A tiny chair is partly in view on the seat next to her.)

Pinkie: *(waving pennants with her own cutie mark)* Go, Maud! Woo-hoo! *(chanting, pulling out “#1” foam-finger hand)* Number one! Number one!

(Limestone reacts with a scowl, Marble with a fearful cringe.)

Speaker: Fillies and gentle-colts...

(He stares dumbfounded past the lectern; cut to the audience and zoom in on the tiny chair, showing that it is indeed occupied by Maud’s pet rock Boulder.)

Speaker: *(from o.s.)* ...and is that magnesium-rich basalt? *(Maud waves to it; back to him.)* It is my honor to present our vale-rock-torian, Maud Pie—excuse me, Dr. Pie.

(Limestone and Marble trade a glance, deciding that now is the time to show their pride with a smile—but they are swiftly interrupted by the pink goofball popping up between their seats with an ecstatic gasp. She has done away with her fan gear.)

Pinkie: *(grabbing them both)* Dr. Pie! Dr. Pie! *(slyly)* Rocktor Pie?

(The pun does nothing to ease either sister's shaken nerves. Pan to Cloudy and Igneous, the former dabbing at her eyes with a handkerchief and the latter patting her shoulder, then cut back to the stage. The speaker steps aside to make room for Maud, whose throat-clearing generates a squeal of feedback through the lectern's microphone. All the spectators hastily cover their ears except for Igneous, who just lets his eyes pop; she waits to continue until the noise has subsided.)

Maud: I'm Maud. *(Pinkie stands up.)*

Pinkie: Yeah, you are! Brilliant speech! *(chanting)* Encore! Encore!

Maud: There's more, Pinkie. *(starting again)* I'm Maud. *(She shifts to the next index card in her notes.)* Pie. Thank you.

(She steps down and accepts a diploma from the speaker—engraved, appropriately enough, on a flat sheet of stone. He smiles toward the camera as a flash fills the screen, accompanied by a shutter click, but she remains deadpan as ever. The view clears to frame Igneous as the picture-taker, having used a "bellows" camera.)

Pinkie: *(from o.s.)* You are so welcome! *(Longer shot behind the seats, framing all.)* Brilliant speech! *(chanting)* Encore! Encore! Encore!

(Leaning over her armrest, she gives a high five to Boulder. Fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to a train rolling through the countryside. Pinkie's long, drawn-out, giddy squeal is heard right along with the engine's chuffing, and continues as the camera cuts to within one car and she cartwheels down the aisle. The rest of the passengers cover their ears and glare at her until one final leap carries her to land on the seat next to Maud, who has changed back into her usual dress and is tucking Boulder into her collar. The younger sister's next move is to grab said collar and whirl the older sister so that they end up nose to nose.)

Pinkie: You're moving to Ponyville! We'll live together and get bunk beds and I'll make us fuzzy slippers that say "Best Sister Friends Forever." Although I probably can't fit all those

words on a slipper, so maybe just “BSFF.” But we don’t have to decide right now, because we’ll be together all the time since when it comes to Ponyville, the doctor is in!

(She punctuates this gusher of verbiage with a bit of rear-hoof wiggling on the slipper description, then ends it by throwing a foreleg around Maud’s shoulders and pulling her close. After a beat of silence, the geology enthusiast gently pushes her away and sits up.)

Maud: Slow down, Pinkie Pie.

Pinkie: Yooouuu’rrre moooviiiiinnng tooo Poonyyyyviiiille.

(Taking the suggestion a bit too literally, it seems.)

Maud: I’m not definitely moving to Ponyville.

Pinkie: *(normal speed, nudging her)* Of course you are, silly! You said...

(In an instant, she has transformed her face, mane, and tail into a pink/magenta copy of her sister, complete with eyeshadow.)

Pinkie: *(deadpan)* “There’s nothing left to study back home on the rock farm, so I might move to Ponyville.”

(Breaking into a big grin, she sticks a front hoof into her mouth and blows hard, causing her mane and tail to pop back to their usual curly state. The eyeshadow disappears just as quickly.)

Maud: I’m also considering Ghastly Gorge.

Pinkie: *(laughing loudly)* Classic Maud sense of humor! *(nudging her)* You should do stand-up!

Maud: I do, but that wasn’t a joke. *(Pinkie gasps softly, eyes widening.)*

Pinkie: Ghastly Gorge? That terrible, awful, no-fun, all-alone canyon in the middle of nowhere?

Maud: There, or Ponyville.

Pinkie: But Ponyville is so...

(She finishes the thought by stretching her cheeks into a gigantic grin and adding a peal of squealing laughter.)

Pinkie: ...and Ghastly Gorge is so...

(This time, she pulls her cheeks down and lets her tongue loll out, throwing in a sound of revulsion as if someone had just tried to force-feed her a pound of sugarless candy.)

Maud: It’s a rock-based decision.

Pinkie: But... *(dropping onto back, waving hind legs)* ...what about BSFF’s?

Maud: That’s why I’m giving Ponyville a chance. *(Pinkie sits up and lets out a breath.)*

Pinkie: So all I have to do is prove Ponyville has better rocks than Ghastly Gorge? *(poking Maud’s shoulder)* Challenge accepted! We’ll drop your stuff off at my place, and then hold on to your world, ’cause it’s about to get *rocked!*

(After each of “about,” “to,” and “get,” the camera cuts to a still-closer shot of the sisters, Pinkie gradually building in intensity, jabbing a hoof into Maud’s chest, and leaning toward her until their noses touch.)

Maud: Okay.

(Pinkie’s full-throttle expression gives way to a nearly manic grin. Dissolve to a slow pan that follows them through a cavern whose walls are studded with large, faintly glowing gems; both are wearing hard hats with headlamps attached.)

Pinkie: Ghastly Gorge may have rocks, but our gem cave rocks!

(Older sister glances upward, taking in the plethora of exposed stones, as an ethereal harp begins to play. She then cuts her eyes to one side, the camera panning quickly in that direction to reveal the instrumentalist as Pinkie herself.)

Pinkie: *(encouragingly)* Huh? Huh? *(pointing past harp)* Oh, and look!

(A quick pan in that direction picks out Rarity and Spike doing a little gem hunting, Rarity wearing the bow/cutie mark-decorated hard hat she used in “Gauntlet of Fire.” Spike, standing over a basket that contains their haul, finds a small one.)

Pinkie: *(from o.s.)* You’ll never know who you’ll see!

(The unicorn turns away from her work with a happy gasp as Maud crosses to her.)

Rarity: Maud, darling! It’s lovely to see you again. Oh, congratulations on your rocktorate. What are you doing now?

Maud: Talking to you.

Rarity: *(caught off guard, sputtering a bit)* Right. *(Giggle, then clear throat.)* Well, if your trained eye happens to see a chartreuse gem, I’m desperate to find one.

(It is the work of a moment for the stoic mare to turn and pick one up off the ground—yellow with a faint green tinge.)

Maud: I found one.

Rarity: *(crossing to her, floating it to basket)* Oh, you’re an absolute darling! This will surely make my gown stand out at Countess Coloratura’s album release party. Do you know how rare this is? *(Pinkie pops up next to Maud.)*

Pinkie: Just another day in Ponyville!

(With a wink and grin, she trots off across the cavern.)

Maud: That’s actually a really common gem.

Pinkie, Rarity: Huh/Oh?

(Not even bothering to shift position, she casually kicks at a rock formation with one hind leg, the strike causes it to fracture and spill out a small flood of chartreuse jewels. Six disbelieving eyes turn her way, but she just redirects hers incuriously toward the ceiling.)

Maud: These are all really common gems. *(Rarity puts a hoof to her mouth in shock and slowly tears up.)*

Pinkie: They are? *(laughing, trying to play it off)* I mean, come on! Of course they are! *(crossing to Maud)* That's why I didn't bring you here to impress you. *(sweating a bit)* I wanted to make sure you had a chance to, uh, say hello to your old pal...

(She darts away and returns carrying...)

Pinkie: ...Spike! *(Who grins and waves timidly.)*

Maud: Hello, Spike. *(Pinkie throws him aside.)*

Pinkie: Way to go, Maud! Cross that off the to-do list, you know what I'm saying?

(A quick reach out of sight, and she produces a pale green gem shaped like a check mark.)

Pinkie: Check! *(Toss it away; push her across the cave.)* Now let's get moving, 'cause I'm about to show you something that'll make you yell, "All right!"

Maud: All right.

Pinkie: See? *(Laugh.)*

(In the distance behind them, Rarity has collapsed to her haunches and is discarding a few gems from the basket, her mind completely shorted out by Maud's blunt evaluation. Spike, meanwhile, picks one up from the ground and pops it into his mouth. Dissolve to a stretch of meadowland outside Ponyville proper; Pinkie pushes Maud into view, the latter blindfolded and both having ditched their hard hats. Once they stop, the pink party pony leans in to nip the cloth band in her teeth; cut to Maud's perspective as it is removed and her vision is restored. They have stopped a short way from the Castle of Friendship, and Pinkie stands up into view with forelegs spread wide.)

Pinkie: Ta-da! *(She backs off to one side.)* It's a castle made of rocks! *(Back to Maud; she stands up alongside, pushing her own cheeks into a grin.)* Whaaat? Did I just blow your mind? I think I just blew your mind.

Maud: A lot of structures are made from rocks, Pinkie. *(Blue eyes pop wide.)* They're a very stable building material.

(Younger sister cringes a bit, but recovers quickly and trots a bit closer to the front doors.)

Pinkie: But this place grew out of nowhere after a magical key-filled gem followed a rainbow and buried itself in the ground! *(dropping to hocks)* I mean, have you ever seen rocks like *this*?

Maud: Yes. *(Pinkie gets indignantly in her face.)*

Pinkie: No, you haven't!

Maud: We literally just saw hundreds of them in the gem cave.

Pinkie: (*sputtering*) But...but... (*pointing off to one side*) ...oh, look at *those* rocks!

(She zips away; cut to her rummaging furiously through a bush, then standing up with dozens of burrs stuck to her coat/mane/tail and holding an extra load. Her facial expression clearly broadcasts her fraying nerves.)

Maud: Those are stingbush seed pods.

Pinkie: (*eyeing them*) So they are! (*Weak laugh; shake a few away.*) But, uh... (*pointing away*) ...look at *that* rock!

(Off she goes, the remaining pods falling away; cut to her, peering intently at a tortoise with head retracted into its shell.)

Pinkie: It's even got four smaller rocks around it like legs!

Maud: That's a tortoise.

(Out comes the head in close-up marking this animal as Rainbow Dash's pet Tank. Tilt up to Pinkie as she processes this earth-shaking revelation.)

Pinkie: (*full force, blowing him o.s.*) *WHOSE SIDE ARE YOU ON, TANK?!?!?*

(Dropping back to all fours, she trots frantically in place for a second before a fresh idea hits.)

Pinkie: Oh! (*hanging briefly in midair*) Wait a minute! (*pointing*) What's that? It's a rock shaped like Lyra Heartstrings!

(She is off like a shot. Cut to Bon Bon and Lyra Heartstrings out for a stroll; she nips in behind the unicorn and propels her back to the meadow, plunking her down in front of Maud.)

Pinkie: Total rock!

(As Lyra is about to voice her absolute bewilderment at this very strange turn of events, Pinkie slaps on a world-class scowl and adds a growl and emphatic head shake to shut her up. The unwilling mare stands paralyzed with fear, being pointed out by Pinkie, until Bon Bon trots across to push her away and give Pinkie an incredibly dirty look. Her latest sales pitch having gone down in flames, the pink pony literally deflates like a parade float balloon and ends up as a boneless puddle on the path. Close-up.)

Pinkie: (*sighing*) I guess you won't be moving to Ponyville after all. (*Maud's shadow advances over her.*) Those rocks at Ghastly Gorge don't know how lucky they are to have you.

(Older sister helps the younger up, now fully back to herself.)

Maud: Actually, rocks aren't the only reason I'm considering Ponyville.

Pinkie: You said it's a rock-based decision. *(Cut to just behind her shoulder and zoom in slowly on Maud.)*

Maud: I'm obviously passionate about exotic rocks, but I've always studied them alone. *(Pinkie's eyes pop.)* I could handle some less exciting rocks if it meant I'd have somepony to talk to besides Boulder.

(She holds up the pet rock on the end of this, and she tucks it back into her collar as Pinkie gasps and smiles.)

Pinkie: Are you saying you want...a friend?

Maud: I wouldn't mind one. *(Huge gasp from Pinkie.)*

Pinkie: Maudalena Daisy Pie, this'll be easy! *(She pulls a clipboard out of her mane.)* What are you looking for in a friend? Give me six qualities, assigning each one a numerical importance rating between one and seven, seven being essential and one being "eh."

(Realizing that she has forgotten to grab something to write with, she proceeds to belch up a pencil and catches it in her teeth, ready to take notes. Maud regards her impassively.)

Maud: It isn't hard to meet somepony I like. It's finding somepony who gets me. *(Pinkie leans in close, the clipboard and pencil gone.)*

Pinkie: I get you.

Maud: You're my sister. It's different.

Pinkie: *(smiling, pulling Maud closer)* Maud, you are the best! You never know when the lightning of friendship will strike. *(Move near the Castle doors; gesture at them.)* Somepony could come barreling through that door at this very moment and become your best friend!

(The next few seconds are taken up by a whole lot of nothing happening.)

Pinkie: You know, I really thought somepony was gonna come barreling through that—

(Now the doors fly open and Starlight Glimmer hurries down the steps, saddlebags on back and face buried in a book floating at eye level. She runs flat into Maud, sending both of them to the turf in a shower of books that tumble from the carriers; a moment later, Starlight is up to her haunches and rubbing her head.)

Maud: Uh.

Starlight: Oh! My fault! *(She levitates the tomes back into her bags.)* Totally my fault. Are you okay? *(Both stand up.)* I should've been watching where I was going.

(She cuts herself off sharply and aims a searching gaze at the unflappable mare.)

Starlight: You look really familiar. Have we met before?

Maud: Yes.

Starlight: I knew it! *(Pan quickly from them to Pinkie, who freezes in her tracks.)*

Pinkie: *Whaaaaat?!?*

Starlight: No, no. Don't tell me. Um...

(There follows a very long pause, during which she thinks hard and Pinkie slowly rises into view between them—eyes saucer-wide, mouth grinning and emitting a tiny little squeal near the top end of the audible frequency spectrum.)

Starlight: Yeah. See, I was really hoping you'd tell me while I pretended to remember. *(Pinkie throws a foreleg around each set of shoulders.)*

Pinkie: How is this possible? *(Wild laughter.)*

Maud: I traveled Equestria for my rocktorate dissertation.

(As she finishes this line, the view undergoes a wavering dissolve to a chunk of stone on a patch of barren ground. Her forelegs are visible off to one side, a compass and hammer rest nearby, and a pick swings down into view to split the mass. Zoom out to frame her with the handle in her mouth and a set of saddlebags slung up, filled with mineral samples. She sets the tool aside and pokes at the fragments as Starlight steps into view, visible from the neck down at first. However, her cutie mark is the fake equals sign she wore in "The Cutie Map," and when the camera cuts to her, it frames her forelock as the straight, evenly divided style she sported in those episodes. Maud straightens up, now with a pencil in her teeth to jot notes on a pad, as the unicorn glances nervously around this area.)

Starlight: Psst! Do you know a lot about rocks? *(Maud puts down the pad/pencil and lifts a pebble.)*

Maud: Yes.

Starlight: *(smiling, trying to sound casual)* Have you ever come across some kind of super-powerful stone that can store the cutie mark magic of...I don't know... *(smile vanishing)* ...an entire village?

Maud: Yep. *(Starlight is taken aback; she points.)* In the big cave.

(A sinister grin steals across the unicorn's face and she hustles away in the indicated direction. As Maud continues to inspect the stone she has found, the camera zooms out to show that she is on the ridge overlooking the village Starlight used to rule—or will eventually rule, based on the fact that not all of its houses have been built yet and some of the existing ones are half-done. She turns impassively away from the scene as Starlight gallops madly toward her house at the far end.)

(Another wavering dissolve brings the action back to the present, Starlight very much ill at ease over the recollection and Pinkie's mind jammed up but good. The latter forces a loud laugh.)

Pinkie: Hey! I got an idea. *(to Maud)* Let's not tell anypony that part where you maybe for-sure accidentally helped Starlight enslave a town!

(Another big fake laugh, which goes bye-bye in a twinkling; zoom in to an extreme close-up as she jams her nose up against Maud's and glowers for all she is worth.)

Pinkie: *Tell nopony!*

Maud: It's not like she's enslaved anypony lately.

(That gives the younger Pie pause, and she backs off to find Starlight averting her eyes with a sheepish smile, laugh, and sigh.)

Starlight: *(to Maud)* Well...great seeing you again. *(walking off)* I gotta run a few errands.

(The ersatz good cheer evaporates as she voices a heavy sigh and lets her head droop.)

Pinkie: *(to Maud, talking out of one side of her mouth)* Offer to help.

Maud: What?

Pinkie: *(speaking a little more clearly)* Offer to help! *(Starlight pauses.)*

Starlight: You...want to help? *(Pinkie grins.)*

Maud: *(to Pinkie)* Do I?

Pinkie: *(clapping front hooves)* Of course you do! Go!

Maud: Okay.

(A determined smile steals over the pink face before those hooves ram the restrained mare ahead to catch up with Starlight, who grins as they get on the way toward Ponyville proper. In close-up, Pinkie grins widely and makes a tiny funny happy noise in the back of her throat.)

Pinkie: They're totally gonna be best friends and then Maud will chose Ponyville— *(hovering in midair, twiddling rear hooves)* —and we'll get to wear BSFF slippers!

(The shock of unpleasant realization comes across her face an instant before gravity reasserts itself, and she plunges o.s. to the earth and sends up a cloud of dust. Fade to black.)

Act Two

(Opening shot: fade in to a block in Ponyville that is thick with vendor stalls, tables, and customers. Maud and Starlight take their time walking through the area.)

Maud: Rocks take on different properties when interacting with magic. With the right stone, you could rule all of Equestria if you wanted to.

(Both stop short, Starlight throwing her a very funny look.)

Starlight: You're messing with me.

Maud: Am I?

(Suspicious blue eyes bore into unblinking blue-green ones; Starlight is the first to crack with a hearty round of laughter.)

Starlight: So, other than rocks, what else are you into?

Maud: Minerals. Plate tectonics. Oh, and stand-up comedy, of course. *(Slightly uneasy pause from Starlight.)*

Starlight: I like...kites.

(She chews her lip worriedly, but Maud's expression does not so much as flicker for a long moment.)

Maud: Kites are cool.

(Starlight sighs with relief and they resume walking. As they pass a bin of asparagus spears, Pinkie's head breaks through to daylight, concern writ large over her face. Wipe to a patch of clear sky in which a kite swings into view, then cut to Starlight in a meadow, controlling its string with her magic as Maud ambles up. Spare materials are spread on the grass. Starlight no longer wears her saddlebags.)

Starlight: *(animatedly)* The trick with an SLK is not to make the spars too heavy. *But* if they're too light, you got no ballast, and then good luck tacking against the AOI. *(She relents a bit under Maud's stare.)* I really like kites. *(Nibble bottom lip.)*

Maud: They're starting to grow on me.

[Note: "SLK" = single-line kite; "AOI" = angle of incidence.]

(Seeing Maud turn her attention to the flying rig, Starlight relaxes and goes back to working it around. However, the sudden arrival of Pinkie throws a brick through the quiet camaraderie. The intruder has now stuck a giant foam pizza slice around her neck and strapped an insulated bag to her back, the sort that would be used to keep the goods warm while making a...)

Pinkie: Pizza delivery! *(Starlight bobbles her spool away; both turn toward her. She feigns surprise.)* Oh! Maud and Starlight? You're here too? *(crossing to them, laughing)* Whoa! What a coincidence! 'Cause I was just, you know... *(pulling pizza box from bag)* ...delivering this pizza to...um...

(She looks around; cut to her perspective, panning past these two—one of whom is giving her a hairy eyeball. No other ponies are anywhere near here until Derpy Hooves trots over a rise and into view; zoom in on her.)

Pinkie: *(pointing)* ...you!

(Derpy stops, well and truly confounded, and grins as the box is flung in her general direction. Pinkie's aim is just a bit off, though, as it smacks her in the head and bounces away. However, the prospect of free food quickly brightens her mood again and she gallops off to retrieve it from the bushes.)

Pinkie: (*encouragingly*) So how's it going?

Starlight: Uh, just hanging out. (*Pinkie leans over to her and Maud.*)

Pinkie: Hey! You could use this time to bond and talk about feelings! For example, do you feel like you're becoming friends? (*Cut to Maud and Starlight.*)

Starlight: (*hesitantly*) Um, I feel like I don't want to talk about feelings?

Pinkie: (*from o.s.*) Great! (*All three again.*) I'll go next. I feel like I love that you two are becoming best friends!

(*Cut to the new acquaintances, Maud cocking her head ever so slightly to one side—"let's get out of here"—and Starlight smiling to acknowledge on the start of the next line, then back to all three after the first few words.*)

Pinkie: I mean, your friendship could be the friendship that makes Maud move to Ponyville! No pressure, Starlight.

(*By the time she finishes, the other two have already cleared out. She only notices this fact after she cracks off a sly grin and finds it without a recipient; cut to a long shot of her and zoom out to frame the pair walking off.*)

Pinkie: (*calling out*) Um, hello? Where'd you two go?

Maud: (*to Starlight*) Sorry about my sister. There's no half-excited with her.

Starlight: Oh, I know. But she always calms down—eventually.

(*Dissolve to a passage within the gem-studded cavern seen in Act One. The two mares make their way along, both wearing hard hats with headlamps.*)

Starlight: Why do you find rocks so fascinating?

Maud: Each one has a different story to tell. (*They stop; she holds Boulder up.*) Like Boulder here.

(*Extreme close-up of it; she pokes at a spot as Starlight leans in for a close look.*)

Maud: (*from o.s.*) This tells me he's over two thousand years old. (*Both again; she addresses it.*) You don't look a day over six hundred. (*Back into her collar it goes.*)

Starlight: Wow. You can tell that from a line?

Maud: I didn't get a rocktorate because I can shred on guitar like nopony else.

(*Starlight laughs at this and moves to scope out a particular large gem embedded in the wall. Maud's reflection appears next to hers in the rough facets.*)

Maud: Another reason I like rocks—they don't exclude you if you're...different than other ponies.

Starlight: They're beautiful and strong, but they don't judge you or make you feel less than in any way [*sic*]. (*Chuckle.*) Think I'm starting to like rocks too.

(As she moves off across the cavern, the earth pony allows herself just a trace of a smile. Cut to Starlight, who has stopped at a large bare patch of wall across the way so she can knock experimentally on it a couple of times. The reverberating quality of the impacts makes her eyes widen as she realizes that...)

Starlight: It's hollow?

Maud: *(from o.s.)* It's granite. *(crossing to her)* Hollow granite is highly unusual.

(Starlight exerts a touch of her magic over the expanse, setting off a tremor that shakes the entire cavern and sends a small avalanche of increasingly larger fragments down toward them. They take a few cautious steps backward before the screen fills with dust; when it clears, the camera has shifted to behind them, exposing a new opening that shines with brilliant light on its other side. Maud and Starlight move toward this, and the camera cuts to a long shot of them in this newly opened space and zooms out. They have arrived in a vast chamber with lush foliage, bisected by a river fed with small springs and waterfalls; the light source is a cluster of giant gems that hangs from the ceiling, and small ones are set here and there around the place.)

Starlight: *(awestruck, echoing slightly)* Wow. Have you ever seen anything like this? *(Close-up.)*

Maud: No, and that's unusual...for me.

(The quiet reverie is smashed to pieces when Pinkie pops up between them, now wearing a hard hat of her own instead of her previous pizza delivery gear. She claps a foreleg around each mare's shoulders.)

Pinkie: There you are! I thought you went your separate ways, but you can't imagine how happy I am to find you both together and to witness one of your firsts as friends!

(As she delivers this vocal barrage, she hops away, returns to set up two photography lights with backing shades, and pulls a scene backdrop into view behind them—a stretch of ocean with dolphins leaping happily about. Her last step is to set a “bellows” camera, aimed directly at them, and trigger it. The flash of its bulb fills the screen and clears to give a close-up of them, mouths slightly open in hopeless confusion. All four pupils contract from the sudden brightness, Starlight covering hers and turning her head aside as Maud blinks to restore her own vision. Pinkie gives them no quarter, though, and rushes in to shove a copy of the photograph at them.)

Pinkie: First time discovering an underground cavern! *(Squeal.)* I can't wait 'til you're old and eating pistachios together and telling your grand-foals about this.

(Starlight floats the picture over to Maud in her aura and fixes Pinkie with a frosty stare, prompting the latter to grimace and turn away.)

Pinkie: *(to herself)* Oh, no! They're not bonding!

(Sweat runs down the pink face as front hooves massage temples in a desperate attempt to jump-start her mental processes. Soon enough, a new smile comes over her face.)

Pinkie: I got an idea!

(With a dazzling grin, she plows straight through the entire photography setup and out of this chamber. Cut to the cavern side, where she hops backward with a small stone, sets it on the ground, and fakes tripping on it and stumbling away.)

Pinkie: *(exaggeratedly)* Whoa! I'm tripping on a rock at this very moment, and now I'm falling down!

(During this line, the camera pans slowly to follow her toward a dynamite plunger whose wires trail off into the distance. She finishes by slamming the handle down and setting off a blast that drops tons of rock from the ceiling and fills the screen with dust. As the view clears, she straightens up into view with an innocent shrug.)

Pinkie: *(exaggeratedly)* Oh, no! *(Maud and Starlight cross to her; the exit is now blocked.)* My accidental clumsiness has trapped us here! *(cheerfully, pushing them together)* Where you'll be forced to bond until we're rescued. *(Away she goes.)*

Starlight: *(airily)* Oh, we won't have to wait for that. *(Maud fishes in her collar...)* There's gotta be a spell that— *(...and pulls Boulder out.)*

Maud: Get us out of here, boy.

(The chunk is flung sharply upward, hitting the ceiling hard enough to bring down a decent portion of it, expose daylight above, and throw up yet another solid curtain of dust. This one clears to frame the aboveground side, which is in a forest; the two make their way up and out of the fresh hole, Maud now carrying Boulder again.)

Starlight: Boulder, that was awesome!

Maud: *(putting it away)* No. That was sandstone.

(Close-up of the hole, through which a sheepishly grimacing Pinkie can be seen. This angle frames Maud's forelegs and the tips of Starlight's hooves.)

Starlight: *(from o.s.)* More sand than stone, apparently.

(Ground level again; the miscreant mare arrives in a tick, having stripped off her own hard hat and knocking theirs away as well.)

Pinkie: *(hanging cowbells around their necks)* I'm thinking you wear these around your necks at all times so I don't lose you again, you sillies. That way I can track your progress as friends.

(She smacks both rumps, causing them to face forward and start walking away together—Starlight now getting really fed up as Maud glances levelly back at Pinkie from the corner of her eye. After only a few steps, though, Pinkie races up and wheels to walk backward facing them.)

Pinkie: Ooh! And tomorrow, we can have a friendship brunch! What's your favorite kind of omelet cupcake? (*whispering, to Maud*) Mine's jalapeño red velvet!

Maud: Uhhh... (*All stop, Starlight putting a hoof over Pinkie's mouth.*)

Starlight: Yeah, um, I-I don't know if I can make it.

Pinkie: (*singsong, poking her nose*) You'll change your minds when you smell the yummy food! (*hopping ahead*) Come on!

(*Once she is well out of sight, Starlight weaves a quick spell to snap the loops of rope holding the cowbells on and pitch the lot into the undergrowth.*)

Starlight: (*innocently*) Oops.

(*As she walks off, her unlikely companion again lets her mouth curve into a tiny smile. Dissolve to the exterior of Sugarcube Corner that night, all its windows brightly lit, and zoom in slowly.*)

Pinkie: (*voice over*) Tomorrow's brunch is gonna be the scrump-chiest, brunchiest, munchiest brunch ever!

(*Cut to her bedroom, framing Maud at a mirror in a head-on close-up—wearing the pony equivalent of “footie” pajamas in dull gray-green and putting curlers in her mane. Pinkie's tail and the quilt on her bed are visible in the background.*)

Maud: Yeah, about that.

(*Zoom out slightly on this line to frame the rest of her younger sister lounging on the bed, dressed in blue pajamas with pink polka dots. Sheets of notes are spread out before her, and she has tied most of her mane back in a loose bun.*)

Pinkie: The problem is, while you two were alone— (*Maud pivots slightly; her tail is in curlers as well.*)—I couldn't get data points on your friendship probabilities. Were you making Starlight smile? (*holding up a graph*) How was Starlight's smile-to-frown ratio? Anything over five to one is great.

(*Close-up of the mirror; Pinkie's reflection pokes into view behind Maud's.*)

Pinkie: Oh, and how many times did you smile like this? (*Big squeaky grin; Maud turns toward her.*)

Maud: Zero times.

(*She turns back to the glass as the pink image's mood deflates. Cut to frame both again, Pinkie now half-risen to her hooves on the bed.*)

Pinkie: Oh, Maud, don't be so hard on yourself. (*jumping in place*) You've got the best friendship maker in Ponyville on the case. I'll be by your side the whole time!

(Cut to the stoic sister, who straightens up from the mirror.)

Pinkie: *(from o.s.)* Oh, speaking of which— *(She drapes one of the cowbells around Maud's neck.)* —your bell fell off, silly.

Maud: Pinkie Pie, I appreciate what you're trying to do, but—

Pinkie: *(expectantly, leaning toward her, pushing her down and o.s.)* Buuuuuut...?

(Overhead shot of the pair. Maud has landed on the mattress, and Pinkie slides in next to her and pulls the quilt up over them.)

Maud: *(sighing)* Never mind.

Pinkie: Don't worry, Maud. When you see this brunch, you'll realize everything's gonna be okay.

(She rests her head on the pillow; cut to Maud's side, the camera aimed across the back of her head.)

Pinkie: *(from o.s.)* And then, I have amazing bonding activities planned for the next seventeen days!

(Older sister turns over during this line, her unchanged countenance somehow managing to convey the degree of frustration taking hold in her mind.)

Pinkie: *(from o.s.)* You and Starlight will be besties in no time!

(The gray lips part as if to deliver a response, but the camera cuts to an overhead shot of them before she can get any words out. Now they are face to face again.)

Pinkie: Good night!

(A kiss on the forehead, two claps, and the lights go out. She does the same without even lowering her forelegs and is snoring loudly within less than one second. Cut to a longer shot of the bed and zoom out slowly as Maud lies awake, pondering this decidedly bizarre and not entirely welcome interference.)

(From here, dissolve to a close-up of Pinkie, forelegs still raised, as the morning light advances across her face and birdsong is heard outside. Just as quickly as she conked out, she snaps her eyes open, sits up in bed, and throws off the covers.)

Pinkie: Friendship brunch!

(She aims a big grin toward Maud's side, but it vanishes into a look of bewildered disappointment. Cut to that other pillow, with nothing but a note and the cowbell resting on it. Pinkie bends down to scrutinize these two items, then sits up with the note. Zoom in slowly.)

Maud: *(voice over, dictating)* “Pinkie Pie: Thank you for trying so hard to help me make friends. But my decision has to be rock-based.” *(Pinkie bites her lip.)* “And Ghastly Gorge has such great rocks. I won’t even have time for friends. It’s better this way. Sorry it didn’t work out. Maud.” *(Throw the note aside.)*

Pinkie: Maud!

(She bounds off the bed. Long shot of Sugarcube Corner, seen from down the street. The front door flies open and out she comes at a full gallop, having shed her sleepwear and untied her mane.)

Pinkie: Wait!

(Cut to the train station, a train pulling away; she gives chase briefly, but stops in front of the platform.)

Pinkie: Maud! *(whimpering softly, voice breaking)* Maud...

(She fights to hold her composure as the view fades to black.)

Act Three

(Opening shot: fade in to an extreme close-up of Starlight fast asleep in her own bed. As she shifts position, the camera zooms out quickly to frame Pinkie standing on the mattress.)

Pinkie: Starlight! Wake up! *(Starlight snaps awake and slides backwards.)*

Starlight: *(half-scrambled)* Where are the kites?

(Down and o.s. she goes, shaking the camera once she meets the floor.)

Starlight: Huh? *(She sits up and sees Pinkie.)* Oh. If this is about brunch, I-I, uh...uh... *(Back in bed and under the covers; blunt tone.)* ...you know what? Jalapeño red velvet omelets sound gross. I-I just can’t. *(Head meets pillow; close-up of it.)*

Pinkie: *(from o.s.)* Maud left in the middle of the night! *(That wakes her up.)*

Starlight: Oh. *(Sit up.)* I guess Ghastly Gorge really does have the best rocks.

(She hunches down into herself as Pinkie sits on her haunches by the foot of the bed, sniffing miserably with teary eyes.)

Pinkie: Why couldn’t you two just be friends? *(Starlight leans over to her.)*

Starlight: Pinkie Pie, I like Maud.

Pinkie: You do?

Starlight: Yeah! *(laughing a bit)* She’s weird.

Pinkie: Hey!

(The force packed into that one word sends Starlight tumbling back onto her pillow.)

Starlight: *(sitting up)* No, in a good way! *(Zoom in slowly.)* She sees the world in a totally different way than anypony I've ever met. She accepts me for who I am. She taught me that a rock is never just a rock, and... *(laughing)* ...she can make *anything* funny. We never had to say it, but...we got each other. *(Pinkie sits up with a hopeful smile.)*

Pinkie: You really were becoming friends?

Starlight: I think so. But you kinda sorta...got in the way.

(Pinkie backs away with a deep gasp, and Starlight pulls in a little one of her own upon realizing just how much of a shock to the system this is.)

Starlight: You're right. Too harsh. Let's go with "you ruined everything all the time"?

(She offers a weak smile, but all she gets is a piteous whimper.)

Starlight: *(sighing)* That's worse. What I'm trying to say is— *(Pinkie snaps upright to her hind legs and turns her face away.)*

Pinkie: *(sobbing)* I have to go! *(Gallop o.s.; sound of door opening/closing.)*

Starlight: *(lamely)* Ta-da! Friendship lesson...learned?

(Referring to her experience in holding back her irritation toward Trixie in "All Bottled Up." She lets her head drop with a weary sigh, realizing that she has made a total hash of the situation. Flopping back down onto her bed, she magically yanks the blanket all the way up over her head. Dissolve to the floor of a long canyon with winds whistling unceasingly through its rocky terrain. A campsite has been set up near the base of one wall: tent, cooking fire, mineral samples/tools/containers—it can only be Maud's new home base in Ghastly Gorge. Pan away from this area toward the opposite wall, where she has donned her dress and hard hat, removed her mane/tail curlers, and taken up a position to gaze into a lightless horizontal shaft bored into the rock. Next to her is a small stool piled with fragments. She has a small pick in her teeth and begins to tap it against the stone; cut to a close-up as she works a bit of it free. Setting the tool down, she nips up the specimen and carries it over to add it to the pile.)

Maud: Sigh.

(She raises a hoof to shield her face from a strong gust, which blows the just-added rock off the stool and across the hard-packed earth. Hurrying after it, she gallops along the length of the gorge; in close-up, it clicks off an egg-shaped lump shot through with green and gray streaks and comes to rest. The bluish-gray hooves step up to it, and a longer shot frames her near the mouth of another cave.)

Maud: *(bending down to the second rock)* Emerald jasper?

(A quarray eel—one of the fearsome reptilian beasts inhabiting the walls, as seen in “May the Best Pet Win!”—extends slowly from the hole, saliva streaming from the massive mouth.)

Maud: This must be my lucky day.

(The jaws open wide with a soft growl, poised to make a midday snack of this little pony. Cut to a water tank on a platform alongside a set of railroad tracks—a bare-bones station. The train Pinkie tried to chase pulls in, stops for only the briefest moment, and then gets rolling again to expose her now on the platform and wearing her hard hat. A flock of crows roosting in a nearby dead tree takes flight with a riot of cawing, flying toward the camera until their plumage fills the screen.)

(As they disperse, the view changes to a long shot of Pinkie walking through Ghastly Gorge. Once past Maud’s campsite, she stops at a trail of hoofprints leading in the direction she is moving. One of them gets a good sniffing over, followed by a nibble at the dirt in which it is impressed.)

Pinkie: Maud tracks!

(The maker’s identity confirmed, she gallops on for a few hundred yards, then slows to a walk and puts her nose back to work in close-up. Two things bring her up short: a puddle of greenish liquid and a most inhospitable growl. Zoom out to reveal the source of both at the slaving quarray eel that sneaked up on Maud—but she is nowhere in sight. Pinkie stares fearfully at the beast and is greatly surprised when it opens its mouth to expose her sister on its tongue. Maud is not only still in one piece, but has picked up the egg-shaped rock she found and is squinting at it through a jeweler’s loupe screwed into one eye.)

Maud: Hello, Pinkie Pie. I found emerald jasper.

(The great jaws slam shut, scaring a cry out of Pinkie. She peels out at top speed and promptly returns with an automobile jack, which she wedges between the teeth. A few quick pumps of the handle are all she needs to lever them apart, and she ducks inside to push Maud to safety.)

Pinkie: Are you okay, Maud? That eel almost ate you! *(It strains against the jack...)*

Maud: What eel?

(...and snaps it apart. They jump a little farther away from it, Pinkie yelping in fear and Maud dropping her rock and loupe, and get doused in drool when it roars down at them. Without any further words, they bail out and are barely able to stay clear of the lunges of other eels. They become clean as soon as they start to move.)

Maud: You didn’t need to come. I’m having a great time on my own.

(Pinkie cannot come up with a response, stunned as she is that Maud could so casually ignore these sources of mortal peril.)

Maud: I even made a new friend.

Pinkie: Is it a rock?

Maud: Yes.

(An eel snaps at them, sending them tumbling off the narrow ledge they have been following. Pinkie yells in fright as they drop o.s.; cut to a close-up of her landing flat on a small outcropping among the howling winds, her hard hat bouncing away. One of Maud's hooves has clamped onto the edge of this precarious perch.)

Pinkie: MAUD!!

(Zoom out slightly to frame the geology buff hanging from the edge, having lost her headgear as well. Pinkie seizes the grasping front hooves. The next seven lines are delivered in raised voices to be heard over the wind, Maud speaking almost imperceptibly louder than normal.)

Maud: I don't belong in Ponyville. It only proved I'm better off all by myself, like I always have been.

Pinkie: Don't say that! *(as an eel passes from one cave to another overhead)* It was all my fault! I—

(She trails off into a yell and covers her head as debris stirred up by the monster's passage rains down. Zoom in slowly once the air has cleared.)

Pinkie: I thought I knew everything about making friends, but I didn't even know my own sister! I forced you to do things my way— *(Her perspective of the impassive face.)* —but my way isn't your way!

(Maud glances briefly down below herself.)

Maud: This way. *(Profile of both.)*

Pinkie: Exactly!

Maud: No.

(She lets go, dropping into free fall among the maelstrom of air currents—and stops with her head still in view above the bottom edge of the screen.)

Maud: *(pointing behind herself)* This way.

(As she walks calmly away, the camera zooms out to show that the flat on which they have fetched up is only a few feet above the floor of the gorge. Cut to the campsite, the two emerging into view from around a bend to approach it and leaving the turbulence behind.)

Pinkie: Maud, I thought you couldn't make a friend without my help. *(They stop.)* But it turns out you couldn't make a friend *with* my help. I underestimated you, and I'm sorry.

Maud: *(raising Pinkie's chin)* I know you did it out of love. *(Her perspective of the downcast pink visage.)* You're my Best Sister Friend Forever.

(Pinkie chews her bottom lip, trying to keep from crying—and very quickly failing. Cut to frame both; she has fallen to her hocks and let her forelegs dangle.)

Pinkie: Oh, Maud, I love you bigger than all Equestria!

(She stands and wraps Maud in a tearful hug, a bluish-gray foreleg landing gently on her back.)

Maud: And you melt my heart more easily than sodium-rich plagioclase feldspar. *(Pinkie pulls away, wipes her eyes, and rests her front hooves on Maud's dress front.)*

Pinkie: I don't know what that means— *(shaking her gently)* —but please, please, please, please, *please* give Ponyville another chance. But more importantly, give *me* another chance—to leave you alone. *(Long pause.)*

Maud: *(addressing herself back and o.s.)* What do you think, Boulder?

(Cut to a close-up of the pet rock, resting on a chopping block next to an axe and a pile of split firewood and wearing a tiny knit cap, then dissolve to a patch of tranquil blue sky. The kite Starlight flew in Act Two swings into view and is soon joined by a second one that leaves something to be desired in the technical details of its construction. Cut to Starlight in a meadow, spool held in her magic, then zoom out slightly as she notices Maud standing alongside, the other kite's string pinned under a hoof.)

Starlight: You're back!

Maud: Mmm-hmm.

Starlight: *(grinning hopefully)* For good?

Maud: *(nodding)* Mmm-hmm. This doesn't mean we need to start talking about feelings, does it?

Starlight: *(laughing, relieved)* No way.

Maud: Maybe after this, we could decorate my new place.

Starlight: Totally! Where is it? *(Tilt up slowly toward their kites.)*

Maud: Well, it's not in Ponyville. More like Ponyville-adjacent.

(The camera motion puts them out of view on the second half of this line. From here, dissolve to the forest in which they surfaced after their Boulder-assisted escape from the Act Two cave-in. The hole is still open, and a mailbox and front walk of stones have been set up leading to it. The camera then cuts to the chamber Starlight opened; part of one riverbank has been comfortably outfitted with furniture, hanging lanterns, and a large fabric canopy as a ceiling. Gems and crystals of assorted size and hue have been placed for accents. Maud and Starlight advance into view, the former wearing Pinkie-head slippers on all four hooves, and Starlight goggles at the radical redesign that has already taken place. Zoom out slightly to frame a couple of small docks now attached slightly farther downriver and a flight of rough-hewn steps leading down to them from the living area, then cut to the pair.)

Starlight: It's perfect. *(Pinkie drops into view between them.)*

Pinkie: *(forelegs across both their shoulders)* Yes! My sister's totally staying in Ponyville!
(Squeal.) I mean, Ponyville-adjacent!

(Her wild peal of laughter is met by a testy look from the unicorn and an unblinking stare from the new resident, and she quickly withdraws her limbs.)

Pinkie: *(hastily)* Sorry, sorry, I'm leaving, I promise. I'm not even here.

(That claim goes out the window when she spots Maud's slippers and lets out a joyous yell.)

Pinkie: You're wearing the slippers! *(backing off toward river)* Okay, now I'm really leaving.
(galloping away) Bye-bye!

(A moment later, she trots back the way she came with an embarrassed little laugh, now heading toward the entrance that Starlight broke open.)

Pinkie: Wrong way.

(And now she peels out in a pink/magenta blur. Maud and Starlight glance bemusedly after her as the view fades to black.)

FLUTTERSHY LEANS IN

Written by Gillian M. Berrow

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Tim Stuby

Transcribed by Alan Back (ajback@yahoo.com)

Prologue

(Opening shot: fade in to the exterior of Fluttershy's cottage during the day. Zoom in slowly and cut to a floor-level pan across the interior, crowded with cushions and stacks of books. The camera stops on Fluttershy's rabbit Angel, who sets a crash helmet in place to cover his ears and drops into a three-point stance. Across the room, the yellow pegasus stands next to a wind-up phonograph; she sets the needle on the record to start a heroic piece of music, and Angel leaps toward the literary chaos.)

(The action shifts to and from slightly slower than normal speed throughout the following sequence. Clear one tower with ease...zigzag up the narrow vertical gap between another stack and one end of the fireplace...somersault over the top and bounce off a cushion. Fluttershy averts her eyes and raises a hoof to further block out the sight of whatever calamity she fears may occur.)

Fluttershy: Oh...be careful!

(Angel's next bound takes him up to the ceiling, where he works his way paw-over-paw along the vine-hung walkways that connect the birdhouses up here. Reaching the other end, he drops away and pushes off from one book to bounce across a couple of cushions. His momentum carries him to a stack of cans, from which he kicks off in order to power a rise onto a lamp's pole; a quick climb, and he is in range to grab one of the pull cords and swing away again. Fluttershy shudders mightily.)

(Now Angel lands atop a book stack and pushes off, the action shifting to extreme slow motion as he sails across the next gap, leaving a blurry afterimage in his wake. Fluttershy's mouth opens as if to call a warning, just before the white hind legs touch down on one high-altitude tome—and then normal speed resumes as he loses his balance to bring himself and the whole pile crashing down together. The music stops abruptly with a scratch of needle on vinyl, and Fluttershy utters a panicked gasp, races across the room, and frantically digs him out.)

Fluttershy: Are you okay, Angel?

(He strains to pull himself upright; cut to an extreme close-up of his woozy face. A hard shake of the head brings him back to his senses, and a slight zoom out reveals a hind paw that is now red and throbbing. In short order he bursts into tears, generating gushers from his eyes that a rabbit-sized version of Pinkie Pie would find most impressive.)

Fluttershy: *(picking him up)* I told you that entering the Ponyville Parkour Contest was a dangerous idea. *(setting him on a cushion, crossing behind him)* You just rest here, and I'll have you all fixed up in no time.

(Her steps bring her to a small cabinet mounted on the wall; she opens it and looks over a considerable array of medical supplies—including a mouse-sized wheelchair.)

Fluttershy: Oh, dear. I'm all out of bunny foot braces. *(addressing the o.s. Angel)* I think we need to pay a visit to Dr. Fauna.

(Cut to a close-up of a whimpering Angel, then dissolve an identical shot of him without the helmet. He now rides in a cart being towed through Ponyville; a longer shot shows Fluttershy in the harness and her destination as a building with a sign hanging near the door that depicts a dog's paw print. Food and water dishes are set out on the porch, and a tennis ball and bone lie in the front yard—a veterinarian's office. A slight pan picks out the birdhouses and nest built on a sapling by the steps. Unhitching herself, Fluttershy walks up to the door and tries without success to open it, pushing first with hooves and then with head.)

Fluttershy: Oh, I was sure she would be here today. *(Angel's ears droop; she addresses the door loudly.)* Hello?

(Extreme close-up of the peephole.)

Fluttershy: *(from o.s., knocking)* Is anypony there?

(As the hoof lowers out of view, the small aperture is slid open from inside to expose part of an eye. A mare's voice hitches in a breath, muffled through the wood.)

Voice: *(muffled)* Fluttershy?

(Cut to the speaker's peephole-distorted perspective of the new arrival.)

Voice: *(normal)* Oh, am I glad to see you!

(Outside again; Fluttershy pushes on the door, but still no luck.)

Fluttershy: I wish I could say the same, but the door's stuck, so I, um...*can't* see you.

(The hinges creak in protest before the door swings inward sharply. The place is stuffed full of animals small and large, some of whom come spilling out onto the porch. The speaker is Dr.

Fauna, the veterinarian who examined Spike in “Secret of My Excess”; the only changes in her appearance since then are the use of lavender eyeshadow and some pronounced fatigue lines under her eyes. Cut to Angel, who finds himself getting attention from a few of the animals as the camera zooms out to frame both mares crossing to the cart.)

Fauna: *(gently)* Ohhh! Some-bunny hurt his foot. Let’s bandage that up so we can get back home. *(normal tone, to Fluttershy)* I’d like to keep him overnight, but as you can see, *my place is just bursting with animals! (composing herself)* I don’t think I can take in even one more critter right now.

(Right on cue, a giraffe strides into view and stops behind them, seen from the shoulders up. Both heads crane upward, the camera following to stop on the head at the top of one very long neck. The creature’s face gives away its malaise even before it cranks off a hearty sneeze.)

Fluttershy, Fauna: Oh, dear.

(And now a deer goes bounding across the road. Fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to a countertop within Fauna’s office. The giraffe has extended its head in through an open window and rested it on a pillow atop a supply cart, a couple of other patients have made themselves comfortable here as well, and a squirrel bounds up to pull the lid off a jar of cotton balls and start eating them. A second one pokes its head up from the open top of a second jar, this one containing swabs that resemble long Q-tips. The chatter of assorted beasts can be heard in the background as the camera pans/zooms out to frame Fluttershy and Fauna amid the mayhem. Angel sits on an examination table, and Fauna moves in for a closer look at his injured paw as the deer from the prologue strolls past again. She nips the end of a bandage roll in her teeth and tears off a length; elsewhere, a young raccoon jumps onto a stool and rides as two others push it across the floor and let go. Fluttershy gasps as it rolls by and o.s., the end of its ride marked by a thump. Meanwhile, Fauna sets to the job of wrapping the hurt limb and does not flinch even as a bird just misses her head.)

Fluttershy: You really have your hooves full here.

Fauna: *(sighing)* This place is like a zoo! *(She ducks to avoid a pass by several small birds.)* Then again, it’s normally like that, but still... *(hyperventilating, hooves to temples, hunched over table)* ...I can’t keep up!

(Having a length of bandage stolen by a passing avian does remarkably little to soothe her frazzled state of mind; it roosts in a nest built atop a high cabinet, and its mate cheeps happily

over the find. Angel gives a “what are you gonna do?” sort of shrug, and Fauna passes a pair of rabbit-sized crutches from her mouth to his paws. He gets them situated just right.)

Fauna: *(baby talk)* Oh, now does my favorite wittle bunny want a carrot pop?

(He just blows an irritated raspberry at her; balances himself on the crutches, and limps away across the table.)

Fauna: *(normal tone, sighing heavily)* That’s okay. *(turning to Fluttershy)* I think the goats ate all of them anyway.

(On this second sentence, both mares spot a billy goat chewing something on a stick and an empty jar lying on its side. The filching quadruped belches up its mouthful—one intact carrot lollipop and the denuded sticks of a great many others. After a moment’s rumination, it snaps up the uneaten one and starts sucking.)

Fluttershy: I just can’t believe all these poor little animals are hurt. What happened?

Fauna: I’m flummoxed! Every day there’s more and more animals on my doorstep. Most of them just have minor ailments—hurt wings, stuffy noses, and such. But the trouble is, even after they’re all healed up...

(She gestures to one side; pan quickly in that direction to a family of koalas munching on leaves from a plant in a vase, then cut back to her and Fluttershy. A bear plods past, wearing a towel and shower cap and carrying a bath brush.)

Fauna: ...I can’t seem to get these comfy critters to leave!

Fluttershy: Oh, dear.

(Cut to a close-up of the resting giraffe’s face. Small particles start to fly in from one side and ricochet off the scalp, accompanied by a series of sharp snaps. The giraffe glares toward the disturbance, and a long shot picks out the reason: the bear has perched on a stool and is clipping its claws, having ditched the brush.)

Fluttershy: They do seem to have made themselves right at home here. *(A bird lands on Fauna’s head.)*

Fauna: I wonder why they chose to flock to my office. *(sighing)* It just doesn’t make sense.

Fluttershy: Don’t be silly, Dr. Fauna. You’re the best vet pony in Equestria. At least that’s what I’ve been telling everypony.

(By this point, several more fine feathered friends have taken up positions on said vet pony’s head.)

Fauna: Uh...you did what? *(She vigorously shakes them off; Fluttershy’s eyes widen.)*

Fluttershy: Oh, no! Do you suppose it’s my fault? I’m so sorry. I didn’t mean for this to happen. I just know animals feel safe and happy under your care.

(A few tiny, insistent chirps float up from ground level, drawing their attention; cut to the floor, where a duck and its young have gathered between/around Fauna's legs to voice their appreciation. Zoom out to frame both mares as the parent leads the ducklings away.)

Fauna: *(pacing past Fluttershy)* Oh, normally I don't mind if a snake wants to slither in or a raccoon needs a rest— *(reaching giraffe, patting its head)* —but now this place is so full, I have no space to treat any injured animals!

(The bear, still on its stool, has now started to read a magazine. Angel grumpily clumps his way across the floor to Fluttershy.)

Fluttershy: That is a big problem... *(She looks down at him and adopts a determined smile.)* ...that I'm going to fix for you! *(The ducklings gather around him.)* I already have the perfect solution that'll make the critters happy— *(Cut to Fauna; she continues o.s.)* —and give you more space. *(Back to her.)* Then you'll have all your ducks in a row.

(Angel has become slightly freaked out by the little waterfowl and hustles away as quickly as he can, only for them to fall neatly in line behind him. Two full-grown ducks—their parents—are quick to follow, but one trips and falls on its face in the process. Fauna smiles gratefully in close-up, but shifts to a grimace as the camera zooms out. The bear is now standing on its hind legs and drying itself with the towel it wore.)

Fauna: The sooner you fix it, the better!

(The massive ursine strolls off, dropping the used linen over her so that it covers her entire form.)

Fluttershy: *(pulling it away)* I'm on it.

(Exit one yellow pegasus as a bird comes to rest on the head of the rattled vet, who sighs resignedly. Dissolve to the living room of Fluttershy's cottage, where she and her friends have gathered, and zoom in slowly as she paces among them. The place has had a few non-pony occupants added to it—surplus from Fauna's overcrowded office—and a rather surly Angel sits in a basket off to one side. Among the crowd is the bear, which no longer wears its shower cap.)

Fluttershy: I want to thank you all for rushing right over when I called.

(The little guy shakes a fist and shouts unprintable bunny curses at a squirrel as it leaps over him.)

Fluttershy: Dr. Fauna needs my help with a serious problem.

Twilight Sparkle: A friendship problem?

Fluttershy: No, her vet clinic is a bit, maybe, um...overrun with adorable critters in dire need of a safe place to lay their heads and...they don't have anywhere to go!

Rarity: Oh, that's just awful!

Fluttershy: I know!

Applejack: Yeah. Dr. Fauna's always fixin' Winona up when she ain't feelin' too fine, so helpin' her out is A-okay by me.

Rainbow Dash: Huh, yeah! *(Next three lines overlap.)*

Pinkie Pie: Okey-dokey-lokey!

Rarity: You can count on us, darling.

Twilight: Okay. *(Cut to Fluttershy.)*

Fluttershy: Oh, that's great news, because it means you'll all be helping me with something special too—something that's been a dream of mine for a long time. *(Pinkie shoves her head over toward Fluttershy.)*

Pinkie: Oh, goody!

(Zoom out; she is standing on a chair.)

Pinkie: *(sitting on her haunches, spreading forelegs wide)* Is your dream to make a bouncy castle shaped like a gigantic Bundt cake?

Fluttershy: *(pacing away from her)* Um, no, not exactly.

Pinkie: *(jumping down)* Ah. Just me, then.

Rainbow: So, what is it, Fluttershy? Spill! *(Cut to Fluttershy.)*

Fluttershy: My dream is to build a real animal sanctuary.

(A bird lands on her upraised front hoof and twitters happily. Zoom out to show the new arrivals and several longtime residents gathered around her.)

Fluttershy: A beautiful habitat where every animal, whether sick or scared, or even just lonely, feathered or furry, scaly or slimy, every critter would be welcome.

(Her descriptions are punctuated by the following: "Sick or scared": cut to Angel and zoom out slightly as he notices the small ones sharing his basket and softens his attitude. "Even just lonely": the bear behind her growls in a self-conscious sort of way. "Feathered or furry": cut to a slow pan across her five friends, all smiling warmly; Rainbow even has to wipe her brimming eyes dry. After Fluttershy finishes, cut back to her and pan slowly across.)

Fluttershy: My sanctuary can be the one place in Equestria they call home, 'til they feel ready to take on the world.

(Cut to a knot of small animals gathered at the bear's feet; they cheer wildly as the camera tilts up to the great brown lummo, blowing his nose into a handkerchief.)

Twilight: *(from o.s.)* Wow, Fluttershy! *(The group again; the others cross to Fluttershy.)* I've never heard you speak with such conviction.

Rarity: Oh, that was exquisite!

Rainbow: Pretty awesome.

Fluttershy: Oh, thank you, everypony. You've all taught me so much about building my

confidence over the years. (*Her perspective, panning slowly across the five faces.*) It's because of your friendship that I finally feel able to make my dream project a reality. (*Back to her.*) But I can't build the sanctuary alone. Will you join me?

(*A round of hearty agreement follows.*)

Applejack: I'm happy to offer my extra hooves to you. (*An idea crosses her mind.*) Huh...but come to think of it, I actually know a filly who'd be more help than I would. She's a friend of mine from Winona's sheep-herdin' competition—Wrangler! (*Chuckle.*) She's an expert in animal enclosures.

[*Note: She is referring to the events of the book Fluttershy and the Fine Furry Friends Fair.*]

Fluttershy: How lovely!

Pinkie: (*waving a foreleg; cut to her*) Ooh, ooh, ooh! I know somepony too! Hard Hat is the best construction pony in Ponyville. (*shaking head quickly*) He can build anything you could ever, ever, ever want!

(*Zoom out to put Twilight and Rarity in the fore on the start of the next line.*)

Rarity: (*pacing past others*) Hearing you all mention these experts, I am reminded that I too have the perfect pony to help capture the essence of your vision. (*Stop before Fluttershy.*) To give it some style, some flair. (*Chuckle.*)

Fluttershy: Is it you, Rarity?

Rarity: (*laughing*) No, no. Um, I was referring to the premier interior designer of the Canterlot elite, Dandy Grandeur. He helped me when I was setting up my Canterlot boutique. (*touching Fluttershy's chest*) I know he'd be thrilled to work with you.

Fluttershy: Wow, everypony! Thank you! I can't wait to meet all of them and hear their ideas. (*Zoom out slowly from the group.*) We're right on track to building the most wonderful sanctuary in Equestria!

(*Dissolve to a profile close-up of the face of a somewhat perplexed, dark blue-gray stallion. Short, untidy grayish-green mane, dark blue eyes, pencil tucked behind one ear, yellow hard hat which he adjusts slightly before shifting to a confident smile. A longer shot shows Hard Hat to be sitting on the couch in Fluttershy's living room and reveals more details: earth pony, cutie mark to match his name, orange work vest. He is facing Wrangler, a light pink earth pony mare with a two-tone light gray mane/tail, medium blue eyes, and a cutie mark of a lasso. She wears a brown cowboy hat and a matching jacket over a white shirt edged in dark gray, and she is none too thrilled at being on the receiving end of his smile. However, she gets a tentative one of her own in place just as a tray of sandwiches rises into view before them, lifted on a length of a snake's body and accompanied by its hiss. Zoom out slightly; the reptile in question wears a bow tie, and it slithers away once they have each taken a snack in their mouths. Cut to a light green unicorn stallion lounging indolently in a chair with a teacup and saucer in his magic. This is Dandy Grandeur: short, well-coiffed purple mane and mustache, the former with one white curl near his horn; darker purple shirt with thick white fur collar; magenta bow tie. As he sips his tea, he*

opens his eyes to reveal them as medium blue, floats a sandwich off the snake's tray, and eats. His cutie mark is hidden by the arms of the chair for the moment. The serpentine waiter crosses to Fluttershy.)

Fluttershy: Thank you, Rupert.

(He bows and takes his leave; she steps over to something tall and covered by a cloth and clears her throat for attention.)

Fluttershy: It's wonderful that you all could join me to discuss the Ponyville sanctuary project. My friends have so many nice things to say about each of your talents. This is a big project, so I'm happy to have such experienced ponies working on it with me. *(Cut to said ponies on the end of this.)*

Dandy: Rarity has impeccable taste in design *and* friends, so I can't wait to work with you, you know?

Fluttershy: Uh, I think so.

Wrangler: *(briefly pulling hat off)* Yee-haa! I'm just lookin' forward to helpin' you out, ma'am—and the animals. *(Saddlebags stuffed with tools are now seen across Hard's back.)*

Fluttershy: Of course.

Hard: So, uh, Pinkie Pie said you drew up some blueprints?

(Accents, in order: posh upper class, Western twang, slow deep Midwestern.)

Fluttershy: Um, not exactly. It's more of a dream board.

(Grabbing a fold of the cloth in her teeth, she whisks it away to expose an easel holding a sizable bulletin board. A close-up and tilt down from the top edge clearly picks out the assorted notes, photos, drawings, and samples of plant life and building materials that have been haphazardly stuck all over the surface. The three experts move in for a look, Hard peering the most closely.)

Hard: Mmm—that sure doesn't look like an animal hospital.

Fluttershy: Well, that's because it's not. *(Butterflies flit down and cluster around her.)* It's a sanctuary. A place that is safe, but not restrictive. Cozy, but natural. A place where the animals can come and go as they please.

(They disperse again; the experts look confusedly to her, then to the board—just in time to see a mouse scamper out of a tacked-on bird's nest and up to the top of the frame. Dandy scratches his chin as Fluttershy turns to them.)

Fluttershy: So, can you build it?

(She trains her most endearing smile and biggest eyes on them while a butterfly wings past. The three respond with a round of nervous laughter and avert their eyes, Wrangler scratching the back of her head before all three shift to grins that still fail to cover up their unease. Fade to black.)

Act Two

(Opening shot: fade in to an extreme close-up of one of the board's drawings: a waterfall cascading down among stone ledges to form a stream that runs through a tree-lined meadow. A small plank bridge connects the two banks.)

Fluttershy: *(from o.s., pointing at it)* I want the sanctuary to have an open floor plan.

(Zoom out. It is held aloft by two birds, which carry it away to expose the self-same meadow—no waterfall or ledges, though the stream is very much in place.)

Fluttershy: *(from o.s.)* No walls. *(Cut to her; Pinkie, and Hard on a hilltop.)* More like an enclosure that melts into the trees, with a gate in the back. That way, the animals can return to the forest right when they feel ready.

Pinkie: Sneaky! I like it.

Hard: *(crossing to Fluttershy)* You know, I designed the Ponyville hospital. I could do the exact same thing right here. *(gesturing to saddlebags)* I still have the blueprints. Though it'll take a while to clear all these trees.

Fluttershy: But I don't want to clear the trees. I want to *use* them.

Hard: Are you sure? *(scratching head)* What you're talkin' about doesn't really seem like a cohesive structure, or any structure I'm familiar with.

(The animal lover watches a rabbit hop across the grass to its family in a burrow.)

Fluttershy: Critters don't live the same way ponies do. *(They pop inside.)* I know this is unconventional, but that's because we're trying to do something that's never been done before. And I really believe it'll work.

(A burst of chirping pulls their eyes across the meadow in time to see two birds flying lazily through the clear air.)

Hard: *(scratching head)* Hmm? All right, then. *(Pinkie approaches Fluttershy.)* I'll see what I can do. *(He exits.)*

Pinkie: See, Fluttershy? Whatever you want.

Fluttershy: Good.

(Cut to a distance behind them and pan away to an area behind the hilltop; Hard and two other construction worker stallions have gathered around a picnic table.)

Hard: I know she thinks she knows what's best—

(Close-up of the tabletop; a rolled blueprint is slapped down and opened to show the plans for Ponyville General.)

Hard: *(from o.s.)* —but once she sees how much better it works with these plans— *(The three stallions again.)* —she'll thank us.

(The other two voice their agreement. Wipe to the exterior of the Carousel Boutique, zooming in slowly, then cut to the ground-floor showroom. Fluttershy and Rarity are sitting on a couch along with Rarity's cat Opalescence, and Dandy stands before them, levitating a couple of fabric samples for their consideration. His cutie mark can now be seen as a top hat and gold star.)

Dandy: Which one do you like for the window treatments?

Rarity: *(pointing to one)* Ooh, loving the print on those!

Fluttershy: Um, not to be rude, but there must be some mistake. We have no need for curtains at the sanctuary.

Dandy: *(slightly needled)* And whyever not?

Fluttershy: *(pulling out her sketch; Opal jumps off couch)* Everything is gonna look natural in the animal habitats— *(Dandy leans in.)* —not like it was made for ponies.

Dandy: All those shades of brown and green? *(straightening up)* But they're so...drab, you know? *(Dismissive chuckle.)*

Fluttershy: Drab? You're calling the colors of beautiful trees drab?

Dandy: Exactly! *(floating up the swatch Rarity liked)* The natural look is not in right now. This is better, trust me.

(She gives it a careful inspection before continuing.)

Fluttershy: I appreciate your input— *(It drifts away.)* —but I just know the animals would be happiest with dirt-brown pillows and leaf-green accents.

Dandy: *(slightly deflated)* I'll...look into it.

Fluttershy: Thank you. *(She hops off the couch and exits.)*

Rarity: *(to Dandy)* When a client has a vision... *(Laugh; follow Fluttershy out.)*

Dandy: *(to himself)* ...sometimes they need me to steer them away from it. *(contemptuously, eyeing fabric again)* Especially if it's dirt-brown.

(Clock wipe to the yard behind one of the buildings on the grounds of Sweet Apple Acres. A cart is parked back here, loaded with a pile of wicker baskets and a stack of cages in assorted sizes and dimensions. Applejack, Fluttershy, and Wrangler approach the lot, Fluttershy looking rather more worried than either of the other two mares.)

Wrangler: And right there we got your standard sheep travelin' cage. Fits two critters, dependin' on size.

Fluttershy: Mmm...

Applejack: Uh, what is it, sugar cube?

Fluttershy: *(pacing)* I'm looking for something less like a cage and more like a nice hug. *(pointing at a cage door)* Maybe if we lose that part.

Wrangler: Uh...well, then, it wouldn't be a cage.

Fluttershy: Exactly! (*noticing baskets*) Ooh! (*Close-up of one; she continues o.s., pointing at it.*) This is the perfect base for a little nest.

(All three again.)

Fluttershy: I'll take a bunch of these, and anything else the animals can burrow into.

Wrangler: You sure you don't want somethin' more secure for the critters?

Applejack: (*to Fluttershy*) She does have a point there. You wouldn't want a bunny wanderin' into the wrong cage, would you?

Fluttershy: (*resolutely*) No! No cages. (*A butterfly lights on a front hoof.*) I want to give the animals the freedom to come and go. It's the only way they'll feel comfortable.

(Wrangler is having a very hard time wrapping her mind around this concept.)

Applejack: (*to her*) Well, she's the boss.

(Clock wipe to a construction site, where Hard's crew—now expanded to four—is putting up the wooden frame for a building as he watches their progress. Part of a stone-lined doorframe is visible at the right edge of the screen. Here comes Dandy, magically towing a length of the fabric that Rarity pointed out earlier, the camera panning slightly to bring the rest of the entrance into view. From the opposite direction, Wrangler pulls her cartload of cages to a stop. A long shot of the entire area establishes the site as being on the bank of the stream running through the meadow Fluttershy chose; however, the grass immediately surrounding the project has been ripped out to leave bare earth. Fluttershy arrives on the scene, only to suck in a popeyed gasp of shock and trot over to Hard once she gets a load of it. Wrangler has unhitched herself by the time she reaches him.)

Hard: Hey! What do you think, Fluttershy? I told you we'd be fast. Almost finished with the building already.

(Pan/tilt up quickly to Dandy, now with some of his material hung on an upper-story window frame.)

Dandy: The color just pops, you know?

(Down to Wrangler, who has set up a large vertical cage, slid its door all the way up, and put a pillow on the floor inside.)

Wrangler: Quite roomy inside, really, and very safe. (*Dandy leans toward Fluttershy.*)

Dandy: Don't keep us waiting, Fluttershy. (*The others do likewise.*) Do you love it or do you love it?

Fluttershy: (*very timidly*) I...I... (*with sudden anger*) ...I don't love it! This is not going to work at all!

(All three are taken aback by her outburst. She indicates each feature in turn on the next line.)

Fluttershy: A giraffe can't fit through this door! With these curtains blocking the light, how are the birds gonna sing in the sunshine? (*Close-up of the cage pillow, zooming out to frame her pointing at it as she continues; others are similarly arranged.*) And this is the opposite of a nice hug! (*crossing to them*) I know you all worked hard, but none of you did anything I asked for.

(*Hard hurries across to a pile of planks with an irked huff.*)

Hard: That's not true. (*tapping them*) We used the trees just like you asked!

Dandy: And that curtain fabric is organic! It's got natural fibers!

Wrangler: And I added pillows inside my cages. That should count as feelin' like a hug.

Fluttershy: I may not know much about construction or interior design or wrangling, but I *am* an expert at one thing— (*Zoom in on her.*) —*the care of animals!* And what animals need is a sanctuary... (*pointing at structure*) ...*not this!*

(*A beat of very uncomfortable silence passes before Dandy speaks up.*)

Dandy: Maybe your "vision" wasn't all it was cracked up to be, you know?

Fluttershy: My vision isn't the problem here. I told you all exactly what I wanted— (*stomping for emphasis*) —and none of you listened to me! (*gently, but firmly*) So while I appreciate your efforts, I no longer require your services.

(*She punctuates the end of this dismissal by pointing away from the site, and the three sour-faced experts waste no time in clearing out, an instant before Fauna and quite a lot of her patients arrive.*)

Fauna: Helloooo? Oh, the animals have been so excited for the sanctuary! (*Cut to Fluttershy, surprised; she continues o.s.*) They couldn't wait any longer. (*She reaches Fluttershy with a laugh.*) Can we take a look inside?

Fluttershy: Oh! Um, actually, it's, uh, not ready and...

(*Instead of fumbling out any more words, she trails off into a gasp—and here come all the future residents at top speed. Just she predicted, the giraffe conks its head on the doorframe; next the raccoons start clawing the curtain fabric with gusto and a woodpecker goes to work on one of the ground-floor support beams. The noise causes a goat to start bleating in alarm, which in turn sends a duck and a couple of rabbits scattering. The bear lopez into the open cage, whose door promptly slides down to pen it in; angered, it shakes back and forth and overturns the cage, knocking over a row of empty ones and causing the door to reopen. One of the wicker baskets lodges itself on the great furry head; the bear tries to shake it off but cannot, and it charges toward the structure. Fluttershy and Fauna cry out in alarm and race across the grass in a desperate bid to intercept, but the behemoth rams into a post, knocking itself silly and losing the basket. The hit sets the entire framework to vibrating and then collapsing in a thick cloud of dust.*)

(Cut to a dumbstruck Fluttershy and Fauna, the former uttering a soft gasp, then to a slow pan across the wreckage of the dismissed experts' attempt at building the animal sanctuary. The would-be occupants are scattered up and down through the piles of smashed timbers and shattered masonry.)

Fauna: *(touching Fluttershy's wing)* Oh, I'm so sorry, Fluttershy.

Fluttershy: No, I'm the one who should be sorry. This didn't go at all like I had imagined.

(Zoom in to a close-up of her crushed expression as Fauna lays a comforting hoof on her shoulder; then snap to black.)

Act Three

(Opening shot: fade in to a close-up of an otter lying in an open-topped box, a bandage plastered across the top of its head. Fluttershy lays a blanket over it, and the camera zooms out to show her in Fauna's office again—along with all the animals who were supposed to move into the sanctuary.)

Fluttershy: Sleep tight, little one.

(At the window, the giraffe has put its head in to rest on a pillow as in Act One. Beyond it, the sky has darkened into night. The pegasus sets an ice bag above the gloomy eyes.)

Fluttershy: It's going to be okay. I promise.

(Squeaks from the floor disclose the presence of three mice at her hooves.)

Fluttershy: *(scooping them up, crossing room)* Now, now, every mouse has gotta wait their turn.

(They are carried to a grass-filled box and nestle happily into it.)

Fluttershy: *(sighing)* I'm so sorry. I thought I'd have a beautiful sanctuary for you all to stay in by now, but I put my trust in the wrong ponies.

Fauna: *(crossing to her)* It's okay, Fluttershy. I know you did your best. But we can make this work here. I-It'll be a bit, uh...tight, heh. But with your help, we'll have these patients back on their paws in no time, even without a sanctuary.

Fluttershy: *(with sudden anger)* No!

(A round of surprised muttering from the house guests; close-up of her.)

Fluttershy: I won't give up! These animals need me, and I'm gonna solve this once and for all!

(The camera zooms out at the sound of a soft rustling to reveal that a sloth has blissfully wrapped all four of its legs around her right hind one.)

Fluttershy: If this little lady can crawl all the way here from western Equestria— (*stomping for emphasis*) —I can find a way to build her a safe place to rest!

(The other animals make an energetic “hear, hear” sound, and Fauna adds a nervous-happy giggle.)

Fluttershy: Oh! (*giggling*) Oops. Everyone back to sleep, now.

(Dissolve to her living room. It is now the following morning, and all six mares have gathered here with a few of the animals. The sloth is still firmly latched onto Fluttershy’s leg, and her bulletin board is set up—much more organized, with most of the random material samples gone. Twilight and Rarity levitate cups of tea for themselves in easy reach, and Rainbow holds one of her own.)

Fluttershy: Thanks for coming, everypony. (*Rarity sips, then Rainbow.*) As you know, building the sanctuary didn’t go quite as planned. (*Close-up of Pinkie and Rarity.*)

Pinkie: I know, right? Who woulda guessed that Hard Hat *wouldn’t* build whatever you want?

Rarity: I never would’ve invited Dandy to help if I thought he’d act in such a manner. (*A sigh from the o.s. Applejack; pan to her, a cup on the table by her chair.*)

Applejack: And Wrangler sure made a fool outta me too. I’m sorry, Fluttershy.

Fluttershy: It’s okay. You were all just trying to help. But I know that letting all the experts go was the right call.

Twilight: So what are you gonna do now?

Fluttershy: Try again. I’m going to rebuild the sanctuary and do it my way this time. (*Next three lines overlap.*)

Applejack: You said it, filly!

Pinkie: All right, Fluttershy!

Rarity: That’s the spirit.

(Cut to the board. Rainbow flies over, no longer holding her cup; as she speaks, Fluttershy backs worriedly out of view.)

Rainbow: (*pointing at one spot*) How about putting an awesome flying course for the birds right there? (*Pinkie peeks out from behind the board to point with a carrot.*)

Pinkie: And a carrot cake stand here! (*Twilight and Rarity cross to it, cups gone.*)

Twilight: Ooh! A library cave?

Fluttershy: (*boiling over*) Everypony STOP!!

(The other five are instantly shocked into silence, Applejack having joined them, and Fluttershy resumes her normal tone of voice.)

Fluttershy: I appreciate your sharing your thoughts, but I need everypony to respect mine. Other ponies may be experts in their fields, but animals are *my* field of expertise.

(Close-up of the concept sketch she showed to Dandy, Hard, and Wrangler at the beginning of Act Two.)

Fluttershy: *(from o.s., pointing to it)* And if I say this is what I want— *(Pan to her, all confidence.)* —then this is what needs to happen! *(laughing demurely)* Oh, for the animals, of course.

Pinkie: Wow! We should call you *Flutterbold* now!

(That gets a laugh from the other four mares in the audience.)

Fluttershy: To get things back on track, I called in a favor from an old friend. He'll be here any minute.

Twilight: I thought you said “no more experts.”

Fluttershy: This is one expert I know I can trust to put the animals first. Plus, there's nopony better at building.

(A soft knock at the front door is heard under her last words. Cut to a close-up of its handle, Angel leaping nimbly up to pull it open; his paw is still bandaged, but the crutches Fauna gave him are gone. In walks Big Daddy McColt, the diminutive head of one of the two title feuding families in “The Hooffields and McColts.”)

Big Daddy: *(chuckling, stepping in)* I heard somepony needs construction help for them critters!

Twilight: *(rearing up happily)* Big Daddy McColt! *(She gallops over and hugs him, then addresses the room.)* We met each other back when the map called me and Fluttershy to the Smoky Mountains. *(Fluttershy joins them.)*

Fluttershy: And he certainly knows his stuff when it comes to buildings *and* caring for animals.

Big Daddy: Well, shucks. Let's not stand around talkin' about it. Let's build us a sanctuary!

(Cheers from all species and levels of the room; the sloth has let go of Fluttershy's leg now. Dissolve to her and Big Daddy going over a sheet of plans in the meadow; he nods his approval and gestures ahead of the pair. She looks in that direction and finds the stream bank cleared of construction debris and the experts' supplies and replanted with grass. All of her friends are ready to get to work, as are Big Macintosh, Starlight Glimmer, the Cutie Mark Crusaders, and Spike. A few split logs have been placed here and there, dispensed from a cart brought in by Macintosh. He pulls on a set of ropes hitched to one of them, tipping it up to the vertical, and Rainbow stomps the upper end to drive it into the ground. After another quick check of the plans, Twilight and Starlight levitate buckets of water to fill a natural pool; Spike checks its depth with a ruler and gives them a thumbs-up.)

(On a ledge some distance up, a rope has been wrapped around the end of a log that protrudes beyond the edge, so that it dangles down and o.s. Pinkie yanks the free end in her teeth to tighten it, trots calmly away, and suddenly leaps back into view and over the brink. The camera tilts down quickly to show that the other end of the rope is tied to a tire, in whose middle the pink pony wedges herself for a little swinging fun. On a different plateau, Rarity uses her magic to tie

the ends of a hammock to two conveniently spaced trees; at ground level, Rainbow checks the height of a coconut tree's leaves, reeling out the end of a tape measure held by Angel.)

(Scootaloo holds the last in a set of split-log steps in place so Apple Bloom can hammer it down, while Sweetie Belle tows in a cartload of materials. The steps lead up to set of platforms attached to a tree trunk. Elsewhere, Twilight hovers near another such platform and levitates a quantity of leaves into a wicker basket resting on it. Cut to a pan across a patch of flowers and stop on Applejack, who digs a hole in the earth so she can plant one of several she has ready to go. A pillow is floated up to a tree branch and secured there thanks to Rarity's field. Cut to just behind Fluttershy and Big Daddy, gazing out over a completed animal sanctuary that matches her sketch, waterfall and all, and the work crew that has turned out to bring it to life. They trade a high five.)

(Dissolve to Fluttershy leading Fauna, who has a hoof over her eyes, to the hilltop.)

Fluttershy: Are you ready?

Fauna: Oh, I'm more excited than a beaver in a log pile! *(Both stop.)*

Fluttershy: Okay, you can open your eyes.

(The vet's face goes slack with shock almost as soon as she lowers her hoof, then breaks into an ecstatic smile during the next line.)

Fluttershy: Welcome to Sweet Feather Sanctuary!

(Long shot of it, panning slowly across the grounds and the animals that have instantly made themselves at home everywhere.)

Fluttershy: *(from o.s.)* A safe and cozy retreat for every creature.

(The bear has discovered the hammock and is napping away; the otter is enjoying the tire swing; the giraffe finds the coconut tree to be just the right height for standing in the shade of its leaves; the koalas are chowing down at the basket of leaves Twilight set up; the ducks are out for a swim at the base of the waterfall. Fauna gasps in delight.)

Fauna: Oh, Fluttershy, this is amazing!

Fluttershy: Now you should have plenty of room at the clinic, because once you've treated them, they can recover here—with my help, of course.

(A soft rustling in the grass; cut to ground level, where the sloth that had attached itself to her leg at the start of this act is making its way past. She gathers it in for a hug.)

Fluttershy: It's okay, Lola. *(She boosts the sloth up onto her back...)* We all move at our own pace.

(...then moves to lift her onto the pillow that Rarity tied in one of the trees. Lola settles down at a glacial pace and goes to sleep.)

Fluttershy: Sometimes, all we need to do is believe in our dreams. And when we finally reach our goal— *(Fauna crosses to her.)* —we'll know that it was worth what it took to get there, because the view will be even better than you imagined.

(Zoom out to frame the whole sanctuary and the creatures enjoying everything it has to offer, then fade to black.)

FOREVER FILLY

Written by Michael P. Fox, Wil Fox

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Tim Stuby

Transcribed by Alan Back (ajback@yahoo.com)

Prologue

(Opening shot: fade in to the exterior of Canterlot Carousel during the day. Zoom in slowly as ponies go about their business, then dissolve to the top of a stack of books and binders inside the showroom. Three more are quickly levitated up onto it, one by one, and a longer shot reveals the caster as manager Sassy Saddles. The room is a mad scramble of fabrics, outfits, and supplies, and she looks to be close to her breaking point as the constricted orange eyes dart to a quill and notepad held in her magic. She checks off an item, floats up a folded stack, and hurries across the floor with it, nerves bringing her to the brink of hyperventilation. Behind her, Rarity stands placidly at a counter and lets her aura guide a quill across a drawing.)

(Once the textiles are tucked away on a shelf, the blue unicorn catches sight of several rolls and hoists them up for her next pass. A third one takes outfits over to a display rack and hangs them up, and a fourth removes two others so they can be put on pony-shaped mannequins at the front windows.)

Sassy: I can't believe the winter-to-spring transition is almost here! *(She gallops across the room; Rarity sings to herself.)*

Rarity: Oh, I know. I love it so much, I gave it its own term—"Sprity-sition"!

(As she laughs at her own wit, the frazzled Sassy darts by with quill and pad at the ready, but suddenly stops.)

Sassy: *(calmly)* Oh, I like that! *(sighing, on edge again)* I'm going to have to re-label all my binders, right after we finish...

(A look across the space causes her to fall silent with a pained grimace; zoom out to frame the whole showroom. Nearly every available square inch of both floors is jam-packed with gear, quite a bit of the upper portion hanging over the balcony edge.)

Sassy: ...*everything!* We still have so much to do! *(galloping to a rack)* Oh! Oh, my bustles and bows! Rarity, did we—

Rarity: Already hemmed, ruched, and cut, my dear.

(Sassy sighs with relief, but the respite ends with a little yelp as she looks in another direction. Pan quickly to a set of shelves and zoom in quickly on a conspicuously empty one, then cut back to the two mares. During the next line, the camera cuts in closer to Sassy by steps until Rarity is out of view altogether.)

Sassy: *(moving to the gap, increasingly frantic)* Rarity, no reason to panic, but, um, we seem to be temporarily low—and when I say “temporarily low,” I mean “completely out of”—

Rarity: *(now o.s.)* —the baby-blue sapphires?

(Zoom out to frame her on the end of this. She tranquilly floats an open box into view, packed full of the gems in question.)

Rarity: They arrived this morning. *(Sassy calms down.)*

Sassy: Oh! *(Laugh.)* Wonderful.

(Taking it in her magic, she closes the lid and slides it into place on the shelf. Here comes a second relaxed sigh, but just as before, she does a 180-degree turn right back to “borderline freak-out” mode.)

Sassy: Oh! What about the design for the—

Rarity: And...done.

Sassy: *(calmly)* Wow. You are good. *(Rarity floats the drawing over to her.)* And you’ve really outdone yourself this time!

(Close-up of the sketch: a mare in a flowing, short-sleeved dress with a multi-layer skirt and a flower at the neckline.)

Sassy: *(from o.s.)* The Morning Sunshine Tulip Frock is gorgeous! *(Back to them.)*

Rarity: Ooh, thank you! *(pulling sheet back, emerging from behind counter)* Look, I know you’re worried about something slipping between the cracks. *(foreleg across Sassy’s shoulders)* But with your managerial skills and my fabulous designs, we have everything covered.

Sassy: You’re right, you’re right. There are no cracks.

Rarity: Would you be a dear and fetch me some vermilion satin from the back? And I’ll start on the Eternal Elegance Empire silhouette evening gown.

Sassy: My most certain pleasure.

(She heads off to fulfill the request; meanwhile, the boss magicks a few random items off the counter. Beneath them is a photo that shows herself next to a swing-riding Sweetie Belle.)

Rarity: *(tenderly)* Oh! *(Close-up of it; she continues o.s.)* I love this picture. *(Her field lifts it away; back to her, zooming in slowly.)* When was the last time we had that kind of fun together?

(The warm fuzzy feeling evaporates in a sudden worried gasp.)

Rarity: Why, I can't remember! (*shaking head quickly*) Has it been that long? I guess I've been so busy running my shop— (*Sharp gasp; drop the photo; eyes tear up.*) —oh, no! Something—or should I say, somepony—is slipping between the cracks! (*sobbing*) I miss my Sweetie Belle!

(*She scoops up the picture and collapses crying across the counter just in time for Sassy to come back in, notepad hovering before her.*)

Sassy: Rarity, we're running low on vermilion satin.

(*And now she is treated to the sight of the designer's mascara-stained face and the gushers of tears that pour from the big blue eyes.*)

Sassy: (*raising voice slightly*) Um...I can order more!

(*Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to Rarity and Sassy, the former now sitting on a couch and still weeping over an open book held in her field. Zoom in slowly as she sets it on the cushion, showing it to be a photo album.*)

Rarity: (*pointing at one picture*) And this is when we pretended we were storybook princesses.

(*Close-up of the pages, which display four shots of the sisters dressed in varying sets of themed outfits. They have already been stained by a couple of dark-tinted teardrops, and more splash down to join them.*)

Rarity: (*from o.s., pointing to another one*) And here, we pretended we were on a dangerous yet stylish safari.

(*Back to her and Sassy, the touch of the latter's hoof on a shoulder doing nothing at all to comfort the distraught unicorn.*)

Rarity: (*bawling*) So many wonderful memories!

(*With an expression that is less "there, there" and more "I should be asking for hazard pay," Sassy levitates a handkerchief into view. Rarity grabs it with her telekinesis and blows her nose loudly, Sassy backing off to avoid catching any of the result with her face. She exerts her hold*

over the soiled hanky with visible revulsion and lets it fall into a handy trash can; now Rarity lounges on the couch.)

Rarity: Not to put too fine a point on it, but...

(She finishes the thought with a fresh onslaught of wailing and by pitching face first onto the open album, leaving Sassy at a total loss for words. A few seconds later she raises her head, cheeks now mostly clean of mascara runoff, and gets herself under some degree of control.)

Rarity: Sweetie Belle loves playing dress-up. *(losing it again)* I MISS HER SO MUCH!! *(Face down again.)*

Sassy: Then why don't you go visit her? *(Rarity sits up.)*

Rarity: *(between sobs)* I wish I could, but between running three stores and the Spring-sition, I couldn't possibly!

Sassy: But you've already done almost all the work. I can handle the rest. *(She walks away...)*

Rarity: B-B-But...but... *(...and back again, a framed picture drifting alongside.)*

Sassy: Rarity, go. I have everything well in hoof.

(This one captures Rarity and Sweetie Belle, both wearing helmets and riding a sled in wintertime. The older sister cries some more as it is floated over to her, then abruptly shuts off the waterworks and smiles, the makeup stains disappearing in the same instant.)

Rarity: Hm. Point taken. *(hugging it to herself)* I am going to visit my sister!

Sassy: Way to immediately turn that around.

Rarity: We can spend the whole day together! And we can do all her favorite things! *(Float it away.)*

Sassy: I'm sure she'd love that.

Rarity: Oh, Sassy, thank you!

Sassy: Of course! Now get out of here.

Rarity: I'm going. I'm going!

(She hops off the couch with an excited little laugh and gallops for the front door; photo in tow.)

Rarity: Hang on, sis!

(Close-up of it, zooming in on Sweetie's image.)

Rarity: *(from o.s.)* I'm coming!

(The view dissolves to the young unicorn in the same pose, including her helmet and laughing mouth. Behind her, slivers of pony anatomy in the coat colors of Apple Bloom and Scootaloo are visible; zoom out to frame all three Cutie Mark Crusaders in full, having a grand time and riding a flat slab of stone down a hillside. Each has donned a crash helmet. A pegasus stallion approaches the edge of the path, but freezes with only a fraction of an inch before the monolith rumbles past. His mane and tail end up blown straight back from his head, due to the wind of

their passage and/or his own terror of being very nearly flattened. The only verbal response he can muster up is a half-strangled cry.)

Scootaloo: *(calling back to him)* Excuse us!

Bloom: Comin' through!

Sweetie: Cutie Mark Crusaders mid-mission here!

(As their laughter dies away, the hapless stallion's mane and tail poof up into ludicrous balls of fluff that seem to meet with his approval. A very long shot of the area reveals that the path they are following threads down the side of a mountain just outside Ponyville, the camera tilting down from its upper reaches to follow the last leg of their trip. From here, cut to an extreme close-up of an open lunchbox and a pair of gray front hooves building a most unusual sculpture from the contents. It is a dragon, with a cupcake body, the two halves of a banana for arms, lettuce-leaf wings, a carrot tail, and the halves of a sandwich arranged to form a head with open mouth and olive eyes. Cut to just behind the Crusaders as they zero in on the fabricator, who sits under a tree at a street corner; eyes pop and terrified screams split the air, and in close-up, this individual—Chip Cutter—ducks and covers. Pegasus colt; medium blue eyes; short, light blue mane/tail; birdcatcher spots sprinkled across the nose. A profile shot reveals that he does not yet have a cutie mark.)

(Just before the impromptu sled can run him over, it flips up onto its end and stops dead, slinging the Crusaders ahead and o.s. A hearty crash shakes the camera, and Chip stands up wonderingly once he realizes that neither he nor his work of art has been obliterated. Down the way, Bloom and Sweetie have wound up flat on the grass; Scootaloo stands up behind them.)

Scootaloo: That was fun! *(jumping up)* Let's do it again! *(The others stand.)*

Sweetie: Scoot, we've got a job to do.

Scootaloo: Later? *(Sweetie shakes her head.)*

Sweetie: *(leading them to Chip)* All right, Chip Cutter. We've done our part. The rest is up to you.

Chip: You really think I have it in me to be a sculptor?

Scootaloo: Yep!

Chip: But why?

(This question catches the orange filly off guard, but the white one is quick to take up the slack.)

Sweetie: Because you said you weren't good at anything except getting in trouble for making sculptures out of your lunch, right?

Chip: Yeah, I can't help it. When I look at my sandwich, it's like it's just asking me to turn it into a dragon.

Bloom: *(bringing him a hammer and chisel)* Well, uh, what is this slab askin' you to turn it into?

(Close-up of the tools as she sets them at his hooves, then tilt up. He glances back and forth between them and the stone.)

Chip: Hmmm...I see...

(A quick duck o.s., and he comes up with both items in his mouth, an apron tied on, and a pair of safety goggles propped on his forehead. These last are quickly pulled down over his eyes, and he lifts off to attack the mass, visible only as a whirling blur for several seconds. Finally he stops, carrying only the hammer in his teeth, and strikes a blow on one corner. Cracks race all over the surface, accompanied by a growing rumble, and curtains of dust that boil out in all directions. The screen clears to show a close-up of the three smiling, rearing fillies rendered in stone, Sweetie facing front in the center and Bloom and Scootaloo waving to either side.)

Bloom: *(from o.s., awestruck)* Wow! Th-That's incredible!

(Zoom out slightly. Chip, still hovering, has also carved a pedestal for the triple statue, and his sandwich dragon stands by its base.)

Bloom: *(from o.s.)* It looks just like us! *(Cut to the Crusaders.)*

Scootaloo: We knew you had it in you, Chip!

Chip: *(shucking off goggles/apron/hammer)* This is way better than sandwich sculpting! *(He lands on the pedestal's base.)*

Sweetie: Chip, we're proud of you.

(The budding artisan suddenly finds himself lifted a short distance into the air and wreathed in an intense glow. Both effects fade away after a few seconds, setting him on the grass, and he looks back toward his haunch with openmouthed surprise. In extreme close-up, a spot of light kindles on the gray hide and winks away to reveal a brand-new cutie mark of a crossed hammer and chisel.)

Chip: *(doing a loop-the-loop)* I finally got my cutie mark! *(The Crusaders gallop over to him.)*

Bloom: Woo-hoo! All right!

Scootaloo: Yes!

Sweetie: Way to go!

(Cut to a point just over their heads. One yellow, one orange, and one white hoof reach up and into view and slap together in a three-way high five, soon joined by a gray one. From here, dissolve to a long shot of the Crusaders' clubhouse, the members climbing its ramp without their helmets; Sweetie is carrying something in her field. Inside, Scootaloo voices a contented sigh as the other two enter.)

Scootaloo: Not a bad way to start a day. *(Sweetie magically shuts the door.)*

Bloom: Not a bad way at all. Helpin' ponies is just about my favorite thing to do.

(By this point, Sweetie has crossed past them and o.s.; cut to an extreme close-up of the object she was carrying—a framed photo of Chip, in goggles and apron and grinning around the chisel in his teeth as he stands by the new statue. Zoom out as Sweetie levitates it onto a blank spot on the wall, nestled among several others.)

Sweetie: Another satisfied client!

Bloom, Scootaloo: (*Scootaloo rearing up briefly*) Mmm-hmm!

(*The yellow Crusader steps across to a stack of file folders in the corner, pulls out a sheet, and sits down on her haunches to study it.*)

Bloom: So who's up next? (*Sweetie maneuvers a cloth up to dust the pictures.*)

Sweetie: Pretty sure it's Zippoorwill. She needs help reconnecting with her cutie mark—three puppy paw prints. (*Scootaloo slides over to them.*)

Scootaloo: When is she swinging by?

Sweetie: (*crossing to door*) Well, I think she should be arriving right about... (*Brief pause, then exert her hold on the knob.*) ...now!

(*The door swings inward to expose Zippoorwill, the excitable pegasus filly who adopted a puppy in "Filli Vanilli," an instant before her upraised hoof can knock against the wood. Now, though, that old energy has drained away, evident in both her downcast face and the fact that she is not buzzing around like a hummingbird that has just chugged a quart of espresso. The only physical difference between then and now is that her glasses have a slightly different design to them.*)

Bloom: Wow. You are good. (*All three are now near the door.*)

Sweetie: Come on in, Zippoorwill! (*She does so.*)

Scootaloo: Okay, so what seems to be the problem, exactly?

Zippoorwill: It's my puppy, Ripley. We used to be so close. (*Smile.*) In fact, I got my cutie mark the day I found him and took him home. (*Smile fades.*) But now, it's like he wants nothing to do with me.

Scootaloo: Don't you worry. You've come to the right place. The Cutie Mark Crusaders are on the job!

(*As she finishes, she throws a foreleg across the shoulders of Sweetie, standing to her left; Sweetie does the same to Bloom, who grins widely and raises her own foreleg.*)

Bloom: Trust us. Before you know it, you and your puppy will be back to bein' besties. (*Sweetie steps forward.*)

Sweetie: You have the CMC guarantee! (*Cut to Zippoorwill, now smiling; she continues o.s.*) No matter what it takes, we promise you'll have our full attention.

(*And right at this very moment, Rarity decides to barge in, pushing the bespectacled filly to one side.*)

Rarity: (*singsong, exuberantly*) Guess who's here to spend the whole day with her little sister!

Sweetie: (*gasping in shock*) Rarity?!

(A white foreleg snakes around her shoulder and reels her in, eliciting a yelp; in a trice she finds herself wrapped up in a bone-crushing hug. She manages a strained chuckle as Zippoorwill eyes them both with considerable concern, and the view fades to black.)

Act Two

(Opening shot: fade in to the tableau inside the clubhouse. Noticing Zippoorwill behind her at last, Rarity releases her hold on Sweetie.)

Rarity: Oh! *(Chuckle.)* So sorry, dear. *(patting her head)* You're tiny. *(Cut to her and Zippoorwill.)* I didn't even see you there. Tend to get carried away with my entrances. *(spreading forelegs wide)* Ta-da! *(Laugh.)*

Sweetie: *(from o.s.)* Rarity! *(Cut to Rarity and the Crusaders.)* What are you doing here?

Rarity: *(leaning in, nose to nose)* I am here to spend the day with you! *(Back off; hoof to forehead.)* I'm so excited I could practically faint! *(Pause.)* You don't happen to have a fainting couch in here, do you? *(She paces across the room.)*

Sweetie: *(pointedly)* No.

Rarity: Oh, pfft! Of course not. It's a treehouse! *(Airy giggle.)* That would be *trés gauche*. *(Another one.)*

Sweetie: *(hesitantly)* Right. *(smiling)* Well, I sure am happy to see you, and spending the day with you does sound like a lot of fun, but...

(She throws a slightly desperate glance toward the other Crusaders and their latest client, nibbling her bottom lip. Getting no help from that end, she turns back to her big sister.)

Sweetie: ...I'm kinda right in the middle of something important. I have responsibilities, and... *(One foreleg rubs uneasily against the other.)*

Rarity: *(deflated)* Oh.

(After a moment's thought, Bloom and Scootaloo smile and nod to each other while Zippoorwill casts her eyes toward the floor. Bloom aims her smile at Zippoorwill, who returns it with reassurance, and the first two move across the floor.)

Bloom: Go on, Sweetie Belle. We've got this covered. *(Sweetie smiles.)* How often do you get to spend time with your sister?

Scootaloo: Yeah! Go have fun. *(Close-up of the Crusaders.)*

Sweetie: You sure you two can handle our client here? *(Pan slightly to frame Rarity behind her.)*

Rarity: "Client"! Oh, that is so adorable!

(The pink/violet curls are subjected to a hearty noogie that leaves them in thorough disarray and ticks off their wearer a decent bit.)

Sweetie: Uh, thanks... *(She pats her mane back into place.)* ...I think?

(Now Rarity crosses to a corner, one away from the stack of files, and inspects a table set with a vase of flowers and a bowl of wrapped candies. She sniffs deeply of the combined aroma.)

Rarity: Ooh! You have mints to offer your clients. *(giggling)* How professional.

(Laughing again, she floats one piece out of the bowl, unwraps it, and pops it into her mouth to start chewing. Cut to the Crusaders.)

Sweetie: *(to Bloom, Scootaloo)* Are you sure you two got this? *(They nod.)*

Bloom: We have it handled.

Rarity: *(from o.s.)* Oh, my!

(Cut to just behind her head and pan slowly to follow her eyes as they travel from one side of the picture-covered wall to the other.)

Rarity: Look at this wall of satisfied customers! *(Overhead view; she gasps as Sweetie steps up next to her.)* You girls really have come a long way. *(The briefest flicker of unease crosses the filly's face before she speaks.)*

Sweetie: Well...all right, then. *(to Bloom, Scootaloo)* But let me know if you need me or run into any trouble.

Rarity: *(eagerly, nudging her toward door)* Come on, come on!

(Cut to just outside the door; they emerge and start down the ramp during the next line.)

Rarity: You'll never guess what I have planned!

(She squeals in delight as both break into a gallop; Bloom, Scootaloo, and Zippoorwill step out to look after them. Dissolve to an extreme close-up of a closed curtain, against which a googly-eyed pony marionette in a bow tie leaps into view and gambols about, moved by magic. A second one bounds in to join it. The sound of young laughing voices is heard, and the camera cuts to a long shot of the fillies belonging to them, seated in a tract of grassland outside Ponyville proper. The stage on which this puppet show is taking place faces away from the camera in this shot, and is part of the second cart that Rarity constructed for the unicorn puppeteer stallion Claude in "Inspiration Manifestation." His portly hindquarters protrude from its curtains. Rarity and Sweetie are among the spectators, the former having procured a bag of popcorn and enjoying the show much more than the latter. They are the only audience members with cutie marks.)

Rarity: Ooh, so fun!

(In close-up, she grins hopefully down at her bored little sister and chews her lower lip as the camera zooms in slowly. A long moment of silence.)

Sweetie: What?

Rarity: *(laughing, hugging her)* It's just...I know how much you love these puppet shows.

Sweetie: I did.

Rarity: Oh, it's just like old times. You, me... *(grabbing popcorn bag)* ...greasy popcorn...

(Laughing lightly, she magically pops a few kernels into her mouth.)

Rarity: It's like no time has passed at all.

(She sets the bag down, missing the worried glance that Sweetie aims to her unoccupied side as the camera pans away from the gathering to a nearby path. Here, Bloom and Scootaloo follow Zippoorwill, standing on her hind legs she tries to take her puppy Ripley for a walk. The operative words here are "tries to," as his hind legs are dragging the ground while his front half is hoisted up. He is the same dog she adopted in "Filli Vanilli," but the increased size speaks to the passage of a decent bit of time between then and now. And he wants nothing at all to do with this walking nonsense.)

Zippoorwill: *(gasping for breath)* Come on... *(The puppet show again.)*

Rarity: *(to Sweetie)* Ooh, ooh, ooh! It's your favorite part.

(The younger unicorn offers up a humoring grin as both puppets leap out of sight in opposite directions. One leans back into view and drops a banana peel, miming a "zip your lip" gesture before ducking away again. The second slides into view and waves, prompting the first to rejoin it and slip on the peel so that it slides back and forth across the stage. After a couple of passes, the second jumps onto the first's back; on the next one, they have adopted a figure-skating pose that ends when the two coast out of view and wipe out. Rarity joins in the audience's mirth, but Sweetie shoots a mildly irritated side-eye glare her way.)

Rarity: Banana peels are so very, very slippery! It's funny because it's true!

(The white filly musters a feeble chuckle, but soon lets it drop and looks away with a glum sigh.)

Rarity: What's the matter, darling?

Sweetie: I, um...guess I just prefer black-box experimental theater.

Rarity: *(shocked)* What? Since when?

Sweetie: *(sighing)* I don't know. *(smiling)* It's no big deal. This is great.

(She lets her smile drop as Rarity floats some more popcorn up and eats. Wipe to an extreme close-up of the uppermost portion of a door, which swings open/closed and rings the bell hanging over it, then cut to the pair entering a shop. Rarity has disposed of her popcorn, and Sweetie is blindfolded; they stop after a few steps.)

Rarity: *(giddily)* Okay. We're here. *(magically removing blindfold)* Ta-da!

(The camera zooms out quickly across to the room to show it as an ice cream parlor. Tables line the windows that stretch the full length of one wall, and the ice cream tubs and a diner-style counter with low stools run along the opposite one. Quite a few ponies have turned out to enjoy

the frozen treats. Rarity giggles wildly, but Sweetie just runs a jaded eye over the establishment; the older unicorn clears her throat, and both pace along the counter. An elderly earth pony mare is on duty.)

Rarity: Aren't you excited to be back here again? *(They take seats.)* Do I know my baby sister, or do I know my baby sister?

Sweetie: *(slowly, reluctantly)* Uh...yeah. Where is "here," exactly?

Rarity: Oh, pfft! Stop being so silly. You know this is your favorite ice cream shop. *(Grin; Sweetie thinks hard for a moment.)*

Sweetie: Oh! Right. From when I was a little filly.

Rarity: And I convinced the original owner to come out of retirement to make you your all-time favorite dessert.

(She giggles and claps her front hooves together; the signal for the old mare—the retired owner—to bring out a serving tray in her teeth. Rarity floats up both a gem and the mare's paper cap, nestles the first among the gray locks, and sets the second back in place over it. The tray is dropped onto the counter, revealing its freight as an incredibly tiny sundae styled as a clown's face. It is so small, in fact, that when Sweetie leans in very close, it proves to be about the same size as her nose.)

Sweetie: *(dryly)* Huh. I remember it being much bigger.

Rarity: *(expectantly)* Well? Go ahead. I know you're dying to dig in.

(One quick flick of the tongue is all that the little unicorn needs to transfer the entire contents of the minuscule dish to her mouth, and swallowing it gives her no pleasure whatever.)

Rarity: Well? *(Sweetie laughs feebly and sighs.)*

Sweetie: That was, uh...one tasty bite! Still a little hungry, though.

Rarity: *(gasping happily)* We can get another sundae! Chocolate, with rainbow sprinkles, perhaps?

Sweetie: I was thinking something more like a salad.

Rarity: *(surprised)* A salad? When did you get so practical?

Sweetie: *(forcing a smile)* Oh! Um...I guess another scoop would be fine.

Rarity: *(gasping happily, addressing the o.s. retiree)* One more Filly Clown Surprise, please!

(She beams and whisks the tray off the counter with her field; an instant later a new one is thrown down with a fresh itty-bitty sundae. Sweetie sighs heavily, the camera zooming in quickly through the window behind her to stop on Bloom, Scootaloo, Zippoorwill, and Ripley on the grass outside a house. Each filly has a plaything in hoof: chew toy made of knotted ropes, ball, rubber bone, respectively. Pan from one to the next in turn.)

Zippoorwill: *(waving bone)* Hey, Ripley!

Scootaloo: *(tossing ball)* Look at me! Over here!

(The camera stops on Bloom, who gets her item looped around a hind leg and catches the free end in her mouth. However, just as in Zippoorwill's attempt to walk him, the dog shows no willingness to play along; instead, he lets go with a cavernous yawn and turns his head away. All three fillies put their toys down and trade disconcerted looks.)

(Wipe to a close-up of a tan earth pony stallion standing near a fountain and busily creating something from balloons. Bright brown eyes; curly, light blue mane/tail; pink/white apron; balloon hat on head; cutie mark of two balloons—this is Twisty Pop. One last pull with his teeth, and he proudly holds the finished product—a giraffe—out for inspection. A longer shot frames the long line of fillies who have turned out to partake of Twisty's wares, and the unicorn at the head of it levitates the animal over to herself as the camera pans to Rarity and Sweetie at the other end. As at the puppet show, they are the only two with cutie marks.)

Rarity: I know you must be bored, darling. *(Sweetie slaps on a grin...)* This is a very long line for one of Twisty Pop's balloons. *(...then sighs from the hooves up.)* But just be patient. We'll get you your favorite balloon bouquet, and it'll all be worth it!

(The unwilling recipient of this generosity looks back over her shoulder, the camera panning to follow her line of sight across a bridge spanning a stream and stopping on her friends with Zippoorwill and Ripley on the other side. They have disposed of the dog toys and are regarding the pooch with considerable puzzlement. Zippoorwill kicks off the latest campaign with a string of silly faces and noises.)

Zippoorwill: Who's a good puppy? Who's a good puppy? You're the good puppy!

(Neither this round of compliments, or the petting she delivers to the top of Ripley's head, makes him any more amenable to playing with her. Nevertheless, she persists, now holding the ball Scootaloo showed off earlier.)

Zippoorwill: Now come on, puppy-wuppy! *(sitting on haunches)* Get the bally-wally!

(She tosses it so that it bounces a few feet, but Ripley shows no motivation to chase it down.)

Scootaloo: Come on, Ripley! Like this!

(She darts across, nips it in her teeth, and brings it back to drop at Bloom's hooves in close-up. The yellow filly sits on her haunches.)

Bloom: *(patting her head)* Good Scootaloo! See?

(A series of loud barks surprises both of them; cut to Ripley, who has chased a squirrel up onto a tree branch and is giving it an earful from below. He is visible from the neck up; on the next line, tilt down to frame all of him and the three fillies in the background. They are standing again and have put the ball away.)

Zippoorwill: *(sighing impatiently)* It's not working. *(Scootaloo sits.)*

Scootaloo: Maybe if the ball tasted better?

Bloom: I don't think that's it, Scoot.

(Cut back to Rarity and Sweetie at the end of Twisty's line, the filly's attention still centered on the fruitless dog retraining.)

Sweetie: Doesn't look like it's going so well. I'm just gonna do a quick check with the CMC's.

Rarity: *(glumly)* Well, I guess duty calls, and... and you—you have that now. *(Sweetie pauses in her walk toward the stream bridge.)*

Sweetie: What?

Rarity: *(smiling, waving her on)* Nothing, nothing. Go on.

(The smile evaporates. Cut to the other end of the bridge, where Bloom stands and Scootaloo sits on her belly, as Sweetie gallops to them.)

Scootaloo: Hey, Sweetie Belle. *(Stand.)* How's your day with Rarity going?

Sweetie: Well...it's not exactly great.

Bloom: What do you mean?

Sweetie: I don't know. It's like Rarity doesn't even know me anymore.

Scootaloo: I wish we could say our day is going better.

(Behind her and Bloom, the squirrel Ripley had treed races past with him in hot pursuit and Zippoorwill chasing him in turn.)

Bloom: But we can't.

(As Zippoorwill offers her rubber bone to Ripley and he shows not a whit of interest in it, Scootaloo moves to watch from a short distance.)

Scootaloo: Seems like Zippoorwill's puppy doesn't want anything to do with her.

(Now Sweetie steps closer, in time to see Zippoorwill set the plaything on Ripley's head and sit on her haunches. He responds by vigorously shaking it off and running away, crushing her spirits all over again; she stands up and plods after the canine.)

Sweetie: *(hoof to chin)* Hmm...I see what you mean. *(Gasp; a brainstorm hits.)* You know, it's an awfully big puppy.

Rarity: *(from o.s.)* Sweetie Belle! Hurry! *(Pan to frame her waving in the background.)* He's making it!

(She races away, the little sister's demeanor sinking several notches.)

Sweetie: Gotta go.

(She trudges away as Zippoorwill returns. At the fountain, Twisty is doing his thing at blinding speed, and within seconds he has crafted a multicolored bouquet of flowers and held it out to Rarity and the returning Sweetie. A ribbon is tied around the green balloon stems. Rarity gasps and takes the whole thing in her telekinesis.)

Rarity: I know just what to do with this!

(Wipe to them in the park outside Ponyville, standing side by side: Rarity dressed as a shepherdess and holding the bouquet, Sweetie as one of her charges and none too pleased about it. A meadow backdrop has been set up behind them, with spotlights to either side, and a unicorn photographer has the lens of his neck-mounted camera trained on them. He floats it up to eye level and gets ready to shoot.)

Rarity: And pose!

(The shutter is pressed, the screen flashing white and clearing to put the siblings in front of a barn: Rarity as a chicken, Sweetie as a giant cracked egg.)

Rarity: And pose!

(Again; now they are on grass, as a butterfly and caterpillar.)

Rarity: Love the camera!

(She winks before the flash goes off; next they are a frog and tadpole against an underwater backdrop.)

Rarity: Hate the camera!

(She pouts for it. The next flash deposits them before a sun/raindrop/cloud/rainbow ground, as a flower and a sprouting seed.)

Rarity: Love it again!

(She leans in close with a big smile, hooves to cheeks. One last flash, and the scene has shifted back to the photography session. They are still in this final pair of costumes, and Rarity has picked up all the photos in her magic and is studying them. Through all of this, Sweetie's bored/vexed expression has not shifted one iota.)

Rarity: Sweetie Belle, you did "hate the camera" for all these shots. *(She tosses them aside with a groan.)* Let's do it again.

Sweetie: No!

(A gasp from Rarity comes in time with a pan away from the area. Stop on the other three fillies near a stone bench; Ripley lies impassively before them, and Zippoorwill has the rubber bone toy he rejected in her mouth.)

Bloom: Come on, Zippoorwill! You can do this!

(She squeezes it in her teeth, causing it to squeak, and sets it on the ground before the pooch. He stares levelly at it, sniffs it a couple of times, and delivers his verdict by standing up and walking off. All the wind goes out of the three fillies' sails in record time. Back to the photo shoot.)

Rarity: W-W-What do you mean, no?

Sweetie: Rarity, this is hard for me to say, but...um...

Rarity: Sweetie Belle, what is it? You've been acting weird all day. You used to love doing these things with me.

Sweetie: That's just it! I *used to!* That's not who I am anymore!

(Cut to Zippoorwill.)

Zippoorwill: This isn't who I am! My cutie mark must be for something else— *(Longer shot of her, Bloom, Scootaloo, and Ripley lying nearby.)* —because my puppy just doesn't love me anymore! Hmph!

(She gallops off. Out in front of the backdrop, Sweetie shucks off her seed costume and throws it to the ground.)

Rarity: But it *is* you! You love puppet shows, and dressing up and taking silly photos and tiny little clown-shaped ice creams! *(Flash of anger on Sweetie's face.)*

Sweetie: Really? If you still think I like doing this stuff, then maybe you don't know me at all!

(The hoof on the end of one short foreleg clops against the dirt for emphasis as she finishes this declaration, and she too gallops off. Rarity drops to her haunches and begins to cry quietly as the camera zooms out slowly. Fade to black.)

Act Three

(Opening shot: fade in to a close-up of Rarity, still weeping.)

Rarity: I can't believe Sweetie Belle talked to me like that. *(indignantly)* And after everything I did to set up a whole day of doing *her* favorite things! I mean, accusing me of not knowing her! I know her better than anypony!

(A red heart-shaped balloon is held into view toward her; zoom out to frame Twisty offering it. She manages a slight smile and noncommittal grunt while pushing it away.)

Rarity: Thank you, Twisty. (*indignantly*) But the hard truth is, my sister is being unappreciative right now... (*leaning into his face*) ...and I'm going to go and give her a piece of my mind!

(*The florally dressed fashionista stalks away, and Twisty's balloon deflates in his grip. Dissolve to an equally put-out Sweetie clomping through the park, the camera panning to follow her until Zippoorwill comes into view in the fore.*)

Sweetie: Hey, Zippoorwill. What are you doing here? Where are Apple Bloom and Scootaloo? (*Zippoorwill is sitting on a rock.*)

Zippoorwill: They're with my puppy. He seems to like them better than me, anyway. (*Sweetie circles to look her straight on.*)

Sweetie: Now I'm sure that's not true.

Zippoorwill: It is. He doesn't like doing anything with me anymore. (*sighing, pulling out rubber bone*) He didn't even want to play with this—and all puppies love these.

(*She tosses it down to the grass, sniffing and crying softly. The lone Crusader hunches down over the toy and gets an idea.*)

Sweetie: I think that might be your problem right there! (*Stand up.*) Come on!

(*She gallops off, Zippoorwill hopping down and picking up the bone in her teeth before following. Wipe to a close-up of Ripley lying on the turf. He yawns expansively and rests his head on his front paws as Scootaloo drops to her belly beside him with a defeated moan.*)

Scootaloo: Find Zippoorwill, Ripley!

(*No response. Pan slightly to his other side, where Bloom hunkers down.*)

Bloom: Woof! Woof! It's Zippoorwill! Woof! (*Still nothing; Scootaloo stands up and groans.*)

Scootaloo: It's hopeless. (*Bloom stands.*)

Bloom: Sweetie Belle! (*She and Zippoorwill race up.*)

Scootaloo: Zippoorwill! (*sighing*) We're sorry we haven't figured this out yet.

Sweetie: Don't worry, girls. I think I cracked this one.

(*Long shot of the tableau. A tree and a clump of bushes stand several feet back; Rarity pokes her head up from the latter, twigs and leaves now caught in the petals of her costume.*)

Rarity: (*to herself*) Aha! There she is!

(*Close-up; she turns away. More of the real foliage is matted in her tail as well.*)

Rarity: Oh, dear. Really should've changed. (*Dismissive sniff.*) No matter. I'm going to give her quite the talking-to! (*She turns back and sees Sweetie consoling Zippoorwill, who no longer has the bone.*) Right after she's done with her conversation. Anger is no excuse for poor manners, after all.

(The scene again.)

Sweetie: Okay, Zippoorwill. What do you see?

Zippoorwill: *(slightly bewildered)* My puppy?

Sweetie: That's not what *I* see. *I* see a full-grown dog.

Zippoorwill: *(smiling briefly)* He *did* get bigger, I guess.

Sweetie: He's not just bigger, he's older too. *(Ripley scratches at one ear.)* You don't still play with the same toys from when *you* were a foal, do you?

Zippoorwill: *(holding up bone)* Oh. Ohhh! The squeaker *is* a little small for him now. *(Sigh; put it away.)* It's just hard for me to believe he's not the same adorable little guy I found anymore.

Sweetie: I understand. But doing things like you used to won't turn him back into a puppy.

Zippoorwill: So what do I do?

Sweetie: Treat him like the dog he is, and find new favorite things to do together.

(This line catches Rarity like a two-by-four upside the head. Cut to Sweetie and Zippoorwill.)

Zippoorwill: *(smiling)* You think so?

Rarity: *(from o.s.)* I know so! *(Both heads turn in her direction.)*

Sweetie: Rarity?! *(The mare emerges from the bushes.)*

Rarity: Oh, Sweetie Belle, I heard what you said, and you are so right.

Scotaloo: About the dog?

Rarity: Yes. But about us, too. The truth is, I know you're not a little filly anymore, but it's just...the last time we did all of those things together, I...I didn't realize it was gonna be the *last* last time.

(Blue eyes fill with tears as the mouth beneath them curves into a proud smile, and she drops to her haunches.)

Rarity: I loved doing those things with you. It's hard for me to let that go.

Sweetie: Aw, Rarity. *(hugging her)* I love being with you too. That will never change. *(They pull apart.)* But maybe we could just try to do different things together?

(Big sister nods happily, and the two attempt a nuzzle that is foiled by her costume's petals. A quick burst of magic strips the whole thing off and removes all the caught-up plant matter except for one branch in her mane. Noticing it, Sweetie fires up her own horn to pull it loose and toss it aside. It lands in front of the dozing Ripley, who takes a sudden interest and gets upright with a happy yip and pant.)

Zippoorwill: What is it, puppy? *(Laugh.)* I mean, Ripley?

(She moves closer to the bit of wood, picks it up in her teeth, and lets fly; he does what any self-respecting dog would do and bounds off in pursuit. It is quickly nipped up, carried back, and dropped at her hooves, and his enthusiastic lick at her face elicits a giggle.)

Zippoorwill: I love you too, Ripley! *(Another toss; he charges after the stick.)* Thank you, Crusaders.

Crusaders: No problem!

(All but Rarity and Sweetie head off laughing to continue the game of fetch.)

Zippoorwill: *(now o.s., distant)* Oh, Ripley...

Rarity: *(touching Sweetie's cheek)* Sweetie Belle, I am so very proud of the pony you've grown into.

Sweetie: And I'm proud that no matter what, I'll always be your little sister.

Rarity: I, uh, have a little bit of time before I have to head back to Canterlot. Could we spend it together? *(Sweetie nods.)* What would a grown pony like you want to do?

Sweetie: Well, I do have one idea.

(Cut to the counter in the ice cream parlor. On it are two vastly scaled-up copies of the teeny-tiny Filly Clown Surprise sundaes that Rarity ordered for Sweetie in Act Two. Zoom out to frame both unicorns at their stools, the smears of sweet stuff around their mouths telling the tale of their choice to gorge themselves. Both lick their chops, lost in the sheer pleasure, and Rarity plies her tongue over her own sundae.)

Rarity: Heh. I didn't realize your idea would be such a delicious one. *(Giggle.)* I don't know how I'm gonna finish this.

Sweetie: Oh! I'll help you!

(Both laugh and trade a high five, and Sweetie giggles as Rarity throws a foreleg across her shoulders and the retired former owner steps partly into view in the fore. She has a neck-mounted camera at the ready, and both stained faces break into broad grins in time for her to use it. The camera flash clears to show the image now captured as a framed photograph, and a slow zoom out shows that it has been given a place of honor in Canterlot Carousel, on a countertop next to the cash register. Fade to black.)

PARENTAL GLIDEANCE

Written by Josh Hamilton

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Tim Stuby

Transcribed by Alan Back (ajback@yahoo.com)

Note: All mentions of ponies in Cloudsdale refer to pegasi.

Prologue

(Opening shot: fade in to a close-up of Sweetie Belle backing slowly up across a stretch of park land outside Ponyville. Her horn is glowing like a neon sign, and both her strained groans and those of Apple Bloom and Scootaloo come through loud and clear as they advance into view facing her. The three fillies are drawing back the payload pouch of a giant slingshot with considerable effort. It is daytime.)

Bloom: *(between grunts)* Scootaloo, is this such a good idea?

Scootaloo: What are you talking about? *(Longer shot; they are moving toward a stake driven into the ground.)* This is the best idea I've ever had!

(Pan quickly ahead of them and stop on a ramp that curves sharply up to vertical, then cut back to her and Bloom.)

Bloom: *(grunting)* It's just—

Scootaloo: You want to come. But we talked about this. Non-pegasus ponies fall through the clouds.

(Cut to a "target's-eye" perspective of the launch ramp and Cloudsdale floating high above it, rainbow waterfalls streaming from the periphery, then to the trio.)

Bloom: Right, but— *(Zoom out; they finish the hookup and Sweetie cuts her spell.)*

Sweetie: I think we're good.

(The thick rubber bands attached to either end of the pouch creak and groan ominously under the considerable tension. Bloom darts to the supports that anchor the front ends, finding them badly bowed.)

Bloom: We are?

(Close-up of Scootaloo, donning her crash helmet, and zoom out to frame the other two on the start of the next line. She is wearing her saddlebags and standing within the pouch, and Sweetie floats her scooter to her.)

Bloom: Scootaloo, I know you have to go to Cloudsdale to finish your report. *(twanging one band)* I'm just wonderin' if this is the best way to get there.

Scootaloo: It'll be fine. *(She steps aboard.)* Besides, how else could I get there?

Bloom: A pegasus chariot?

Sweetie: A flock of birds?

Bloom: A hot-air balloon?

Scootaloo: Huh. Those do seem a lot safer. *(Extreme close-up of the backing stake on the end of this, then a long shot of all three.)* Maybe I should try to find another waaaaAAAAAYYYYYY!!

(Her last word goes haywire because the stake behind her uproots itself from the turf, releasing the bands so that the slingshot propels her forward at insane velocity. Bloom and Sweetie have no time to do anything except gasp in fright before she hits the ramp and gets launched straight up. Cut to high above the park, the camera backing quickly upwards as Scootaloo approaches it with wings buzzing like mad.)

Scootaloo: Woo-hoo!

(The screen fills with the inside of her joyously open mouth. Fade to black, then snap immediately to her zeroing in on the aerial metropolis and cut to a patch of cloud surface. Her head breaks through from beneath and she ends up stuck there, eyes rattling in their sockets.)

Scootaloo: *(woozily)* Nailed it.

(Zoom out slightly as a push-style or "cylinder" lawnmower buzzes to a stop just short of her. It has been modified to trim clouds instead of grass, with an outer housing that covers the blades and a small exhaust pipe to vent the water vapor. Cut to just behind her head, framing the operator as a vague stallion shape cast into near-silhouette by the bright sun. A bluish coat, short rainbow-striped mane/tail, the latter with one lock jaggedly cut as a lightning bolt, light yellow hoof tips, and open-collared shirt with a white T-shirt underneath can be discerned for the moment, and he speaks in an easygoing, older male voice. This is Bow Hothoof.)

Bow: *(echoing slightly, setting mower aside)* Uh, little ma'am, are you all right?

(Once Scootaloo shakes her head clear, she pulls in a sharp gasp and lets her eyes pop in undiluted surprise. The camera cuts to an extreme close-up of Bow's face and pans to various body parts, picking out the following additional features: a blue coat darker than that of Rainbow Dash and with a slight violet tint; bright brown eyes, pronounced beard stubble; the green color of his outer shirt, whose collar and rolled-up sleeves are in a lighter hue; cutie mark of a horseshoe against a rainbow arcing from a cloud. Cut to Scootaloo.)

Scootaloo: *(with growing excitement)* You're... *(Zoom in.)* ...you're... *(Again.)* ...you're...

(Zoom out quickly as she pops up to hover above the lawn, situated in front of a sizable Cloudsdale house.)

Scootaloo: ...RAINBOW DASH'S DAD!!

(She drops back and trots wildly in place, an ear-to-ear grin threatening to split her face in two.)

Bow: Uh, yes. *(extending a hoof)* Bow Hothoof, at your service.

(She stops her legs and shifts to a lip-chewing smile, then an eardrum-popping scream of sheer delight as she shakes the proffered hoof in two of hers. Bow looks around himself for help, but grimaces when he sees none coming. Fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to an extreme close-up of Scootaloo's wide-open, still-screaming mouth and zoom out. She is still pumping Bow's foreleg at full steam, and she keeps going even after he pulls loose.)

Bow: *(voice raised)* Uh, honey, somethin's goin' on out here!

(The front door opens and a mare steps out: lighter blue coat, very nearly the same shade as Rainbow's; short, two-tone light red-orange mane/tail; open yellow-orange jacket with off-white sleeve cuffs over a matching shirt, red-violet eyes with birdcatcher spots. This is Windy Whistles, whose cutie mark cannot be seen due to the placement of her wings. After almost a full ten seconds, Scootaloo winds down and gets a look at the puzzled pony—and then her lungs kick up to higher-pitched overdrive when the camera cuts back to her. Now she turns in place in addition to screaming.)

Windy: *(from o.s.)* Oh! *(Cut to her crossing to Bow; both have feathers plugged into ears.)* Heavens to Celestia, what's wrong with her?

(This shot picks out her mark as a gust of wind issuing from a cloud.)

Bow: I don't know, but you just made it worse.

(The four-legged fire siren steps over to them and finally gives her lungs a breather.)

Scootaloo: Sorry. It's just...you're... *(hovering)* ...RAINBOW DASH'S PARENTS!!

(Flopping down to the cloud lawn on her back, she uses her wings and hind legs to push herself around in a circle while letting off a fresh sonic assault. Both of said parents keep their ears covered.)

Bow: She's doing it again! *(Windy extends a hoof to stop Scootaloo's head.)*

Windy: Oh, dearie, please! You might shatter my Princess Celestia commemorative plates! Ow!

(Pan quickly to the house's living room, whose furniture uses tufts of cloud for cushions and pillows. A fireplace is filled with the same glowing orange crystals that appeared during the title story told in "A Hearth's Warming Tail." A set of knickknack shelves on the wall behind the couch is loaded up with plates and figurines honoring Princess Celestia, and the three plates on the mantelpiece crack badly under Scootaloo's sustained scream. Back to her, finally going silent and clapping a hoof to her mouth. When both parents are seen next, they will have unstopped their ears.)

Scootaloo: I'm so sorry! I just— *(Short squeal.)* —I can't believe I'm meeting you! *(standing, removing helmet)* My name's Scootaloo, and I'm doing a school report on your daughter! *(Her huge grin bewilders them a bit.)*

Bow: Our Rainbow Dash?

Scootaloo: *(wagging tail)* The report's on an inspirational pony in my life, and nopony inspires me more than she does!

(One nip at her saddlebags later, she has a book clamped in her jaws; taped to the front cover is her rendition of Rainbow's cockily grinning visage. As Bow and Windy lean in close, the camera cuts to a close-up and it is opened to show several photos on the first couple of pages. First up: Rainbow holding Scootaloo aloft while flying to Winsome Falls at the end of "Sleepless in Ponyville." On the next line, a page flip exposes other photos, as well as newspaper clippings and drawings.)

Scootaloo: *(from o.s.)* I'm putting together this scrapbook for my report. *(Zoom out quickly to frame all three.)* I'm her biggest fan!

Bow: Uh, little trotter, what you say is impossible— *(grinning)* —because nopony is a bigger fan of our Rainbow Dash than us!

(He pulls his green shirt open as he finishes, showing Rainbow's cutie mark emblazoned on the white one beneath. Windy underscores his declaration with a grin and nod of her own. Scootaloo, having set her book down, stares awestruck. When the mare speaks next, she reveals her normal tone of voice as being quite chipper.)

Scootaloo: Whoa... *(eyeing Bow's shirt)* Do you always wear that shirt?

Bow: *(chuckling)* Actually, it's, uh, laundry day. But pretty great, right?

Scootaloo: *(nodding)* Yeah!

Windy: My name's Windy Whistles, and I just have to say that it is a total blast to meet somepony that loves Rainbow Dash as much as we do.

(She ruffles the filly's unruly mane and hops over to Bow's side as she says this.)

Bow: What can we help you with?

Scootaloo: Well, I know all about Rainbow Dash's time in Ponyville— *(shaking head)* —but I don't know anything about her life before that. *(Cut to the couple.)*

Bow: *(chuckling)* Well, you came to the right place!

(Zoom out to frame the entire house on this line. There follows the flash of a camera from below o.s.; cut to Scootaloo, who now has one mounted around her neck. The picture she has just taken slides out from a slot below the lens—an instant model—and she lowers the rig, pulls in a lung-bursting gasp, and grins.)

(Dissolve to a close-up of her seated at a table and pasting the photo into her scrapbook; she has put away the camera but is still wearing her saddlebags. This room is different from the living room seen previously.)

Windy: *(from o.s.)* Here you go.

(Zoom out on the next line to frame her and Bow; she flies over to the table, carrying a tall, overstuffed sandwich on a plate.)

Windy: Rainbow Dash's favorite meal. *(She sets it down and lands.)* A pasta and potato sandwich on sourdough. She just loved to carbo-load. *(Giggle.)*

Scootaloo: I can't believe I'm eating Rainbow Dash's favorite food— *(leaning toward Windy)* —made by Rainbow Dash's mom— *(hooves to cheeks)* —while sitting in Rainbow Dash's childhood kitchen!

(On the end of this, the camera zooms out to frame all of this space for the first time. The table is in one corner; a couch following the contour of the wall to provide seating for her and Bow, and a couple of cloud-lined stools are drawn up as well. Across from the group are an oven and countertop; pictures and shelves line the walls at varying heights.)

Scootaloo: *This is the greatest day of my life!*

(She decides to celebrate by wolfing down half the sandwich in a single colossal bite, and she lets bits of it drop from her mouth as she chews blissfully.)

Scootaloo: Mmm-mmm!

(Close-up of the book on the end of this; she reaches into view and slaps a hunk of the sandwich against a blank spot on one page. The camera then shifts to frame all three again.)

Bow: I think it's time for a tour of the house.

Scootaloo: *(mouth full)* Okay!

(Wipe to a hallway whose ceiling is formed from clouds. Bow, Windy, and Scootaloo step into view from around a corner; the filly has swallowed her food and broken out her camera.)

Bow: *(indicating one wall)* Our little Dashie was an early learner.

(Close-up of a sequence of pictures hung up there, panning slowly to follow her growth from baby to adolescent. Two adjacent snaps show her flying at the end of a tether wrapped around a hapless Windy.)

Bow: *(from o.s.)* And so rambunctious. The combination was— *(Windy pops up into view.)*

Windy: *(singsong)* Exciting!

(She moves ahead as the lens of Scootaloo's camera extends into view and snaps a picture.)

Scootaloo: Whoa...

(Into the book it goes; she scrambles to catch up, finding the proud parents standing at a door set with Rainbow's cutie mark.)

Scootaloo: Is that...her room?

(Cut to the other side of the door, which swings inward under Windy's hoof. Scootaloo's jaw drops open for a silent split second, and then she rears up with an ecstatic scream and dives in, wrapping herself in a curtain.)

Scootaloo: Rainbow Dash's linen closet! *(Fall on a rug, doing the backstroke.)* Her carpet! *(Move to a poster showing a tortoise and some text.)* Her inspirational poster! *(reading)* "When the going gets tough, the tough don't notice because they have hard shells." That's so Rainbow Dash!

(Now the room is seen in full as she zips to and fro, snapping a flurry of pictures. Rainbows painted along the base of the walls; cloud ceiling studded with stars and moons; bed framed by nightstand, bulletin board, and overhead shelf; more shelves lining the back wall, partly obscured by the curtains; a plethora of toys on floor and shelves; posters, pictures, and a basketball hoop on the walls; vanity with mirror in a back corner. The scrapbook is flung down on the bed, falling open to expose an unused page that gets the new images plunked onto it.)

Scootaloo: *(jumping on bed)* Woo-hoo!

Bow: *(crossing room with Windy)* Scootaloo, want to see something really cool?

(The adults stop at a set of starred curtains, and he pulls a hanging rope in his teeth to open them. Beyond them is another door; as Scootaloo moves closer, he pushes it open to expose a blinding white light beyond. A choir of unseen angels begins to sing, and she shields her eyes and steps gingerly closer. Fade to white, then in to her on the other side; the brilliance has faded somewhat, and trophies and medals are arrayed on the wall behind her. She forces her eyes wide

open; once they have adjusted to the light, they pop saucer-wide and she pulls in what may be the deepest gasp of her young life.)

(Cut to just behind her and pan slowly across the room—a lavish tribute to the couple’s talented daughter. Trophies big and small, medals, photos, newspapers, a graduation mortarboard cap and gown, a star/rainbow/crystal mobile suspended from the ceiling, and an enormous image of Rainbow’s face decorating the carpet. Bow and Windy step in after Scootaloo, the stallion closing the door and the choir falling silent.)

Bow: *(touching handle)* I, uh, installed the sound effects myself.

(He opens and closes the door a couple of times with a chuckle, the heavenly voices making themselves heard on the openings and cutting off on the closings.)

Bow: Pretty great, huh?

Scootaloo: So great!

Windy: And look at this!

(She darts away; cut to a close-up of a diaper mounted in a frame. Zoom out to frame her and Scootaloo on the start of the next line; it rests atop a glass trophy case.)

Windy: She was wearing it when she spoke her first words.

Scootaloo: *(stars in eyes)* So cool!

(So, of course, she captures it on film. Windy then leads her across to a trophy topped by a gilded piece of cracked ceramic ware.)

Windy: And this broken lantern is from when she first learned to fly. *(Picture; they cross to one featuring a half-eaten gold apple.)* And this bitten apple’s from when she grew her first tooth. *(sighing, wiping away a tear)* So many memories. *(The flash goes off again.)*

Scootaloo: *(to both adults)* You’re so lucky to have all of these.

Windy: *(pacing behind her)* Well, I may have a ton of Dash-mentos— *(poking her saddlebag)* —but I don’t have any of those “Rainbow Dash saves Ponyville” headlines like you.

Scootaloo: *(gasping happily)* Tradesies?

Windy: Dealsies!

(After a high five to seal the agreement, Scootaloo passes over a clipping and gets the diaper—no longer in its frame—in exchange. The latter promptly goes in the scrapbook.)

Scootaloo: *(looking around)* So where’s all the Wonderbolt stuff? *(Her question confuses them a bit.)*

Bow: You mean Rainbow Dash’s personal collection of Wonderbolt memorabilia? *(Book into saddlebags; cross to them.)*

Scootaloo: No, I mean, where’s all the stuff about Rainbow Dash getting accepted into the Wonderbolt Academy, and then getting chosen as a Wonderbolt?

(An even more perplexed look passes between the two grown ponies before turning itself on her.)

Scotaloo: Wait. You don't know that your daughter's a Wonderbolt? *(beaming)* And I got to tell you?

(She gasps and grins from ear to ear as the news sinks in, prompting them to voice stunned little neighs.)

Bow, Windy: Uhhhhhh...

Scotaloo: Oh, wow! You should see your faces right now!

(A flash and shutter click deposit a photo of the thunderstruck couple on her hoof; close-up of it.)

Scotaloo: *(from o.s., pointing)* See, that's what your faces look like.

(They are utterly frozen except for a brief flick of Windy's eyes toward Bow and back again. Fade to black.)

Act Two

(Opening shot: fade in to the same shot of them.)

Bow, Windy: *Our daughter's a Wonderbolt?!?*

(Confusion shifts to warm smiles and back again as the angelic choir sounds off; cut to Scotaloo, having opened the door. She slams it shut and silence reigns again.)

Bow: Great timing.

Scotaloo: *(winking)* Great door. *(She crosses to them.)*

Windy: I just...it's... *(hugging Bow)* ...unbelievable!

Scotaloo: You two were kind enough to show me the Rainbow Dash you know. Now please allow me to show you the Rainbow Dash I know.

(Husband's smile is met by wife's grin. Dissolve to a patch of blue sky and happy white clouds, against which Rainbow pulls into view, fully kitted out in her Wonderbolt flight suit and goggles. She and four others fly a V formation, first descending and then climbing. Spitfire is among the group.)

Spitfire: Let's make some thunder!

Rainbow: I was born to make thunder!

(The five plunge sharply toward the plateau runway that forms part of the team's headquarters, as seen in "Newbie Dash." With only inches to go before hitting the pavement, they pull sharply

up to generate a booming shock wave that ripples across the surface. Up and up and up they go, but a sudden visible distortion of the air brings them to an abrupt halt; it is accompanied by two boisterous voices calling encouragement from far below—Bow and Windy. This shot clearly establishes the other three members of the squad as Fleetfoot, Misty Fly, and Soarin’.)

Spitfire: We’ve got turbulence!

Rainbow: How? Where’s it coming from? *(All look about.)*

Misty: *(pointing downward)* There!

(A new angle picks out the proud parents and Scootaloo alongside the runway, and a zoom in reveals the megaphones that Bow and Windy are using to make themselves heard all too clearly. Scootaloo has stowed her scrapbook. A mortified Rainbow puts her goggles up on her forehead.)

Rainbow: Oh, no.

(They land, Rainbow well behind the others; the cheers die out.)

[Animation goof: Soarin’s goggles are seen both up and down during the following sequence.]

Spitfire: Okay. Which pony broke protocol and invited guests to our training exercises?

Rainbow: I...guess they’re with me.

(She claps a hoof to her face with a frustrated groan and clops away toward them; they have put away the megaphones.)

Rainbow: *(with forced cheer)* Mom! Dad! So good to see you.

Windy: *(hugging her with vigor)* Oh, honey, it’s so great to see you too! And wow! You were so amazing up there with all of that flying!

Rainbow: Uh, how did you know I was here? *(Bow crosses behind her.)*

Windy: Scootaloo filled us in on everything. *(pinching her cheeks; Bow ruffles her mane)* You modest pony, you!

(A flash gives away the filly’s desire to immortalize the moment. Cut to her, photo sliding out of her camera.)

Scootaloo: I can’t believe I’m documenting the moment your parents first saw you as a Wonderbolt!

(Into her bags she goes; out comes the book onto the grass; onto an available page goes the photo.)

Windy: *(to Rainbow)* And these must be your Wonderbolt friends! *(flying to them; all with goggles up)* Hello, team! *(Land; zip to Misty.)* I’m Windy Whistles... *(To Soarin’.)* ...the mom of the best Wonderbolt ever! *(To Fleetfoot.)* Yeah! *(Pause.)* Just kidding. *(Rocket up to a hover.)* You guys were great too. Go, team!

(Across the way, Bow has draped a wing across Rainbow's back; red-violet eyes roll wearily.)

Rainbow: *(half-whining)* Mooooooom! *(Hoof to face; Scootaloo giggles. Windy lands to face Spitfire.)*

Spitfire: *(holding out a wing to shake)* Hello, ma'am. Nice to meet you.

Windy: *(pumping it with gusto)* Nice to meet you as well. *(Let go.)* And love those goggles! *(Extreme close-up of the lenses, reflecting her.)* Love 'em!

(Both again, Spitfire backing up ever so slightly in the face of the other mare's ardor.)

Windy: You know, I have goggles too, but they're mostly just for swimming. Oh, and bath time. *(Rainbow grabs a mouthful of her tail and drags her back.)*

Rainbow: Mom, please! They don't want to hear about your bath time!

Bow: *(tearing up, pulling her in with a wing)* I can't believe it. My daughter, a Wonderbolt! So proud. *(She extracts herself.)*

Rainbow: Dad, hold it together! We're in public!

Bow: I know, I know. *(wiping eyes)* It...but it's...just...you had a goal, and... *(crying again)* ...you achieved it!

(The fresh gout of overjoyed tears comes with another crushing embrace. She pats him awkwardly on the shoulder as the camera zooms out to put Windy and Scootaloo in the fore, Scootaloo taking a picture. On the start of the next line, pan away from them to the other four flyers.)

Spitfire: All right, Wonderbolts! Let's hit the showers and give Rainbow Dash some time to spend with her family. *(Slightly teasing looks on the end of this; then they move off.)*

Rainbow: Okay, yeah! Great practice! I'll, uh...uh, catch up with you guys in a minute. *(Fleetfoot hangs back.)*

Fleetfoot: *(saluting Bow)* Sir, you really raised a great flyer. *(She exits; his eyes brim anew.)*

Bow: Oh, no. *(Choke back a sob.)* Tears...welling up again!

Rainbow: *(rolling eyes)* Daaad!

(With considerable effort, she manages to wrench herself free of his grip and pop up into a hover. Surprise turns to irritation as she shifts her gaze from the rest of the team, now approaching their barracks, and back toward his direction. Scootaloo takes a picture of the couple as Rainbow lands next to her.)

Rainbow: *(ushering her away)* Could you give us a sec?

(Both parents wave using their wings; cut to the informal sisters.)

Scootaloo: Is something wrong?

Rainbow: Yeah! You should've warned me that you were bringing my parents, or talked to Twilight or something, not just shown up! *(She paces a bit.)*

Scootaloo: Why?

Rainbow: (*groaning*) It's just, my parents and I have a delicate relationship. I love them very much, and we're really close, but there's a reason I didn't tell them I'm a Wonderbolt. They can be a little bit...embarrassing.

Scootaloo: Huh? (*She sees them waving.*) Really?

Rainbow: Yeah, really! (*pacing toward them, hiding face briefly behind wing*) And now you've invited a whole lot of crazy into my life!

Scootaloo: What's wrong with a little support?

(She walks toward the family. Dissolve to a long shot of the cloud racetrack in Canterlot, last seen in "Rarity Investigates!", and zoom in slowly. The stands are filled with spectators, and a small group watches from the adjoining mountainside courtyard as a couple of pegasi fly in to take their seats. Bow and Windy are among those in the highest box, Windy looking at a program, and the Cutie Mark Crusaders enter. Scootaloo has put away her camera.)

Scootaloo: Bow and Windy— (*All three sit.*) —I'd like you to meet Apple Bloom and Sweetie Belle.

Bloom: Hi!

Sweetie: (*waving*) Hello.

Bow: Greetings, small ponies!

Bloom: Are you excited to see Rainbow Dash?

Windy: Oh, my, yes! (*Bow nods.*) And to think we never bothered to come to a Wonderbolt event!

Bow: We said, "If Rainbow Dash isn't a Wonderbolt, then what's the point?" But now she is!

Scootaloo: And she earned it.

(Out comes the scrapbook from her bags; she lets it drop, open, onto the seats. As she continues, Bow and Windy move closer and she flips a page, the camera shifting to a close-up of photos showing two moments from "Wonderbolts Academy"—Rainbow receiving her acceptance letter, then enduring Spitfire's verbal abuse.)

Scootaloo: Did you know it all started when she won a spot in the coveted Wonderbolt Academy— (*Zoom in on the second picture.*) —training under Spitfire! (*Cut to the couple.*)

Windy: I didn't know that! How wonderful!

Scootaloo: (*from o.s., pushing book closer*) But then, she had some heavy competition—

(Cut to it, the top of her head visible behind. New pages, both showing Rainbow and Lightning Dust in their cadet uniforms and goggles, on the runway and in flight.)

Scootaloo: —especially against another pegasus named Lightning Dust.

Windy: Oh, no!

Scootaloo: (*turning page*) But of course, Rainbow Dash proved to be the best—

(Close-up of one photo: Rainbow saluting and wearing the gold lead-pony badge confiscated from Lightning upon her expulsion.)

Scootaloo: *(from o.s, pointing)* —and later made it into the Wonderbolt Reserves! *(Cut to Bow and Windy.)*

Windy: Hooray again!

Scootaloo: *(from o.s.)* But...

(The entire group again, then a close-up shot of the suavely grinning Wind Rider as seen in “Rarity Investigates!” as she continues, pointing it out.)

Scootaloo: ...jealous ex-Wonderbolt Wind Rider was worried that Rainbow Dash might break speed record. And so...

(Tilt down to the next one: Rainbow hovering uneasily at the center of a knot of accusing Wonderbolts, including Wind. Scootaloo points to this as well.)

Scootaloo: *(from o.s.)* ...he framed her for a crime she didn't commit.

Windy: Oh, no!

(Scootaloo turns the next page, exposing a picture with a large red X drawn over it.)

Scootaloo: But thanks to Rarity, Rainbow Dash proved her innocence and became a backup Wonderbolt—

(Close-up of this snap: a white Wonderbolt stallion in full gear, with a two-tone orange mane/tail and eye color hidden by the X.)

Scootaloo: *(from o.s.)* —until Firestreak retired—

(Flip; now the closing shot of “Newbie Dash” is on display—Rainbow flying with Spitfire and Soarin’ under an image of her own grinning face.)

Scootaloo: *(from o.s.)* —and she became an official Wonderbolt! *(The five again.)*

Windy: Hooray! Wow, what a gripping tale.

Bow: You really know your Rainbow Dash history. You're going to do great on your report.

(Wink.)

Bloom: *(pointing ahead)* Show's about to start.

(The distant sound of pegasi in flight makes itself known, and here come five team members in a V-formation: Rainbow, Spitfire, Fleetfoot, Soarin’, and a fifth. They round a bend in the track, passing out of sight, then go into a steep climb followed by an even sharper dive. As the crowd applauds, Bow and Windy don jerseys in Wonderbolt blue/yellow, rainbow scarves, and headwear to support their daughter—Bow sporting a rainbow-striped visor with a small copy of Rainbow’s head attached, Windy using a larger one as a hat. They hoot enthusiastically and pump their hooves.)

Bow: Come on, 'Bolts! Let's start this thing!

Windy: Wonderbolts' big showcase! Here—we—GOOOOOO!!

Bow: (*standing on hind legs*) Rip it up and tear—it—down!

Windy: (*ditto*) Then build it back up again and tear it back down again! (*Next two lines overlap.*)

Bow: Woo! Yeah!

Windy: Yeah!

(Throughout this overly pumped-up show of support, they utterly fail to notice the very funny looks coming from every other pony in the box save Scootaloo. In fact, all but the Crusaders slide away from them on the final two lines, which echo over the entire facility. Cut to a long shot of it as the five Wonderbolts execute a new pattern, leaving short contrails of dark blue clouds that form a five-pointed star. Wild cheering drifts from every seat in the house.)

Bow: (*from box*) Yeah! Uh-huh, uh-huh! Go, go, go! Yes!

(The star dissipates; back to him and Windy.)

Bow: Go, Rainbow Dash! (*waving a pennant with her cutie mark*) Best Wonderbolt ever!

Windy: Woo-hoo! That's my daughter! Go, Rainbow! Go, Dashie! Go, go, go, go, go!

(Spitfire, Soarin', and the unnamed teammate fly parallel courses and trace out a giant lightning bolt, and Rainbow and Fleetfoot add a pair of wings on their pass to complete the team logo. All five then hurtle toward one another and pull apart, breaking up the display. Windy's next words overlap with a hearty cheer from her husband, the camera zooming out from the box to frame Rainbow staring incredulously at them from her hovering position.)

Windy: Woo-hoo! Woo! You go, girl!

(Close-up: the ace flyer raises her goggles and cringes. Fleetfoot pulls in next to her, goggles also up.)

Fleetfoot: Your folks were definitely loud, but they weren't *that* bad.

(Something very small and very fast sings through the space between, forcing them both to dive backward. It bursts into a shower of sparks—a fireworks rocket—and the other three gather in, very much off guard and with goggles on foreheads.)

Spitfire: Whoa! Since when did we add fireworks to the show?

Rainbow: Uh...we didn't.

(She points down toward the stands; cut to Bow and Windy, now equipped with plenty of ammunition and a launcher similar to an artillery mortar. The unfortunate stallion seated directly in front of them is covering his ears. The next two lines overlap, and Windy loads and fires off another one during them.)

Bow: Attagirl! Yeah! Go, go, go, go!

Windy: Woo-hoo! You go, girl! Go, go, you got it! You're a Wonderbolt!

(On the last of Windy's words, the camera cuts to a long shot of the box, with the team hovering in the fore and watching the pyrotechnics—first a gold trophy set with a large 1, then Rainbow's face. The team member with the varicolored mane now looks as if she would be quite happy to live the rest of her life under a very large rock.)

Fleetfoot: *(awed)* Wow.

(Dissolve to a pan along a sizable line of ponies and stop on a table at the head end. Surprise, the blond-maned white mare seen as part of the team in "Newbie Dash," is already behind it, and Rainbow, Spitfire, Fleetfoot, and Soarin' fly down to join her. Of these five, only Spitfire and Fleetfoot have their goggles over their eyes.)

Bow: *(from o.s.)* Go, Rainbow Dash!

(Pan away from the table to frame him, Windy, and the Crusaders gathered nearby. Both adults are back in their normal clothes, and Scootaloo has done away with her camera and saddlebags—the latter for the first time since this episode began. All five are in quite high spirits. Bow clamps his teeth onto his T-shirt collar and pulls, ripping off a swatch that includes Rainbow's cutie mark.)

Bow: *(twirling it on a hoof)* You sign that photo! *(throwing)* Woo!

(It lands squarely on the face of the filly at the front of the line, augmenting Rainbow's humiliation. In a burst of panicked haste, the Technicolor-maned mare pounds a hoof onto a red ink pad, stamps the top sheet of paper on a stack, and passes it across with a pat on the head and the shakiest smile she has ever given. The filly begins to fumble her way off as Spitfire aims a cocked-eyebrow smirk at Rainbow.)

(Wipe to the front entrance of a building that has drawn a crowd and is set up for a ribbon-cutting. Rainbow and Spitfire are on duty here, the former with goggles up and hovering with a pair of scissors, the latter on the ground with goggles down.)

Bow, Windy: Cut the ribbon, cut the ribbon, cut the ribbon, cut the ribbon!

(During the previous line, the camera cuts to these two and Scootaloo—Bow using a megaphone and wearing a fresh T-shirt—and back to a close-up of Rainbow. The sound of the scissor blades hissing together is heard as she glares toward them, but a longer shot reveals that she has missed the ribbon entirely and taken off a chunk of Spitfire's tail instead. A sheepish grin is met with a vexed glower that might translate as "get ready for a month of KP duty.")

(Wipe to a photo shoot set up in a street. The original five from the practice session—Rainbow, Spitfire, Fleetfoot, Misty, Soarin'—sit on the end of a cloud-marked backdrop drape long enough

to trail the ground, and a filly sits with them to have her picture taken by a photographer. Fleetfoot is the only one with her goggles down. Quite a few other young fans have lined up, and as the filly makes way for the next one, here come Bow, Windy, and the Crusaders.)

Bow, Windy: The camera loves you! Yeah!

Bow: *(to Crusaders)* Now let's do the pyramid!

(He hops onto the backs of Bloom and Sweetie, who are side by side, and Windy flies up to perch on his. Rainbow's grimace makes her state of mind all too clear.)

Bow: Scootaloo, get up there! *(flipping her up onto Windy with a wing)* You're the top!

Spitfire: *(to Rainbow)* You really do got yourself your very own mega-fans. *(poking her)* Lucky you.

(The blue aviator just groans softly and covers her face with a wing. Dissolve to a long shot of the barracks at the Wonderbolts' headquarters, zooming in slowly, then cut to the locker room. Fleetfoot has stripped out of her flight and hung a towel around her neck, and is talking with a stallion on the side opposite a suited-up Thunderlane—evidently his stint as a cadet in "Wonderbolts Academy" paid off. He shuts his locker and flies off as Rainbow trudges in, out of suit, towel around neck, and very much down in the dumps. She voices a long sigh while crossing to her locker and opening it in close-up. Teeth clamp onto terrycloth to hang it over the top of the door, and she ducks her head inside to retrieve something. Zoom out quickly to frame Bow, Windy, and Scootaloo now standing right behind her, Scootaloo with camera and saddlebags slung up.)

Windy: You hung that towel! *(Rainbow bangs her head on the shelf and glares.)* Yeah!

Bow: Greatest towel hanger of all time!

(He goes into a hoof-pumping chant of "Tow-el! Tow-el!", Windy quickly joining in, and Rainbow looks across the room to find Fleetfoot and the other stallion clearing out, their smirks showing just how much fun they will have ribbing her later. Having the camera thrust into her face and a picture taken is the very last straw; once she shakes herself back to proper vision, she completely blows her top.)

Rainbow: *STOOOOP!!* *(They do so; she backs them up onto a bench.)* This is ridiculous! Mom and Dad, you are both too supportive! *(hovering)* This is exactly why I didn't tell you I was a Wonderbolt! You're just...*too much!*

Windy: *(stunned)* Did...did we do something wrong? *(Rainbow lands.)*

Rainbow: *Yes!* *(counting off on feathers of one wing)* The fireworks, the cheerleading, and...and... *(hoof to face)* ...how do you even compare who was better or worse at hanging up a towel?!? *(They climb off the bench.)*

Bow: *(holding out a hoof)* We're...just trying to be supportive.

Rainbow: *(slapping it away)* Well, I'm tired of it! I've had enough of you two being so proud of every little ridiculous, insignificant thing I do!

(She finally pauses to catch her breath, completely missing the horrified look that has taken root on Scootaloo's face. Cut to within her locker, the camera pointing out at the family; she turns away and looks in.)

Rainbow: I think you should leave.

Windy: *(voice breaking)* First of all... *(Cut to her and Bow; she smiles weakly.)* ...great job yelling at us, sweetie. *(Both tear up.)* No one... *(Sniffle.)* ...can make their parents feel more worthless than you. *(She covers her eyes with her wings.)*

Bow: *(ditto)* Your words were direct, clear, and...so painful. *(sobbing, as both exit hastily)* Is there nothing you can't do?

(Scootaloo watches them quit the field of battle, then turns to Rainbow.)

Scootaloo: Why? *(Rainbow pivots to face her.)*

Rainbow: Scootaloo, you don't understand.

Scootaloo: *(tearing up)* I met your parents hoping to learn more about you... *(wiping eyes)* ...but I don't like what I found out!

(The scrapbook is yanked from the saddlebags and thrown down, landing open at Rainbow's hooves.)

Scootaloo: *(walking out)* I'll find somepony else to do my hero report on.

(Rainbow turns her eyes toward the book and finds, waiting for her, a picture of her happy toddler self being hugged by both her parents. At the sight of it, her whole face crumples into tear-sodden remorse. Fade to black.)

Act Three

(Opening shot: fade in to the runway plateau at headquarters. Scootaloo buzzes across the grass on her scooter, helmet on, camera packed, and face set in sullen resentment. Rainbow flies after her, carrying the book, but pauses.)

Rainbow: Scootaloo, wait! *(She catches up.)* I know I wasn't myself back there, and I shouldn't have snapped at my parents. *(circling to face Scootaloo)* That's exactly why I didn't tell them I'm a Wonderbolt.

(The gentle push of a blue hoof on the handlebars brings the filly to a stop.)

Scootaloo: I don't understand. They're so proud of you.

Rainbow: *(sighing)* Can I tell you something?

Scootaloo: *(turning face away)* Sure.

Rainbow: Okay, but you might want to hold on to your wings, because this could rock you to your very core.

(Scootaloo swivels to face Rainbow, her expression softening a bit, and the mare flies over to sit near a log and opens the book. After beckoning with a foreleg, the camera cuts to a close-up.)

Rainbow: Believe it or not— *(Scootaloo walks to her, helmet off.)* —there was a time when I wasn't the best at everything.

(The youngster gasps sharply, to which Rainbow simply nods and picks up the book.)

Rainbow: See this picture?

(Close-up of the pages, zooming in on the one she is indicating: her filly self, standing on a cloud and laughing amid the shreds of a broken ribbon.)

Rainbow: *(from o.s.)* It looks like I won something awesome, but actually...

(Once the snapshot fills the screen, a wavering dissolve shifts the action back to that moment in time; the ribbon pieces fall away. The voice of a stallion announcer booms out.)

Announcer: And last but not least, it's time to hand out our participant stickers!

(A hoof reaches into view and slaps one of these items onto her forehead, confusing and irritating her greatly. The pony who affixed it walks past—the same white mare who announced the Equestria Games venue decision during her childhood flashback in “Games Ponies Play.” A zoom out frames her and the younger selves of Dumbbell, Score, and Thunderlane standing off to one side of a medalists' podium. Three steps run down either side from the topmost position in the center, which is occupied by Derpy Hooves. Lightning and Soarin' are on the second level, Cloudchaser and Spitfire on the third, Flitter and the gray stallion-to-be that Fleetfoot was speaking to in the locker room on the fourth. A set of cloud bleachers is full of parents, including Bow and Windy with different clothing and mane styles; Windy has a camera around her neck, and both have rainbows painted on their cheeks. The ribbon pieces are attached to two poles that evidently served as the finish line for a race whose course is visible behind the tableau—one that Rainbow did not win. The three colts standing next to her have their participant stickers on their chests. The next two lines overlap, Windy snapping pictures, and the rest of the onlookers are left rather put off by their antics.)

Bow: YEAH! Woo-hoo-hoo-hoo-hoo! Yeah, Rainbow Dash, you show 'em! Greatest participant ever!

Windy: WOOOOO!! Go, Rainbow! Go, Rainbow! Woo-hoo! Yeah!

Colt Dumbbell: *(to Filly Rainbow)* Uh, your parents realize you didn't win, don't they?

(Zoom in slowly on Filly RD's shaky expression; a camera flash, and the scene has returned to the present.)

Rainbow: Granted, I was the youngest pony in the *senior* competitive circuit. Most other ponies my age were still in the *Junior Flappers Club*. (*closing/setting down book, her smile vanishing*) I thought it was utterly mortifying, having my parents cheer me on even when I lost.

(*Wavering dissolve to the podium, the camera positioned to frame Filly RD as the only non-winner standing next to it.*)

Rainbow: (*voice over*) But then, when I started to win competitions—which didn't take very long, by the way—things got even worse.

(*During this line, a series of four dissolves shifts her up one level at a time until she reaches the first-place position. Sure enough, her parents are still in the stands, waving placards marked with a heart and rainbow, and still getting odd looks from those around them.*)

Bow: YEAH! Woo-hoo-hoo-hoo-hoo! Yeah, Rainbow Dash, you show 'em!

Windy: WOOOOO!! Go, Rainbow! Go, Rainbow! Woo-hoo! Yeah!

(*The cheers continue from o.s. as the camera cuts back to the podium, on which the other colts and fillies are shooting their own quizzical/annoyed glances up at Filly RD.*)

Rainbow: (*voice over*) Being the best came with consequences. (*All others clear off; zoom in as she hangs her head.*) Very loud, very embarrassing consequences.

(*Wavering dissolve to the present; now the book lies open before Rainbow and Scootaloo. The mare sighs and half-flops back against the log.*)

Scootaloo: You know, some ponies would dream of having parents like that.

Rainbow: Yeah, right. Name one.

Scootaloo: (*sighing*) Me. (*Rainbow sits up and takes notice.*) Growing up, I never thought I'd be the best at anything because nopony ever told me. (*turning a page*) But your parents told you over and over again. Look.

(*Close-up of the pages, her hoof shifting from one picture to the next as she describes them; each depicts Rainbow as a baby. First: Windy holding up a little "#1" trophy as Rainbow sits in a sudsy bathtub. Second: she wears a blue "#1" ribbon while gnawing on a carrot. Third: Bow holds up another such ribbon while she sleeps, a pacifier in her mouth.*)

Scootaloo: (*from o.s.*) Best bath taker ever...best carrot eater under three...greatest napper of all time? (*Back to her and Rainbow.*)

Rainbow: (*lounging against log*) Yeah. I *am* pretty good at napping. I can fall asleep anywhere.

(*She proceeds to demonstrate this dubious talent by conking out and snoring loudly where she sits, a runnel of drool working its way down from one corner of her mouth. A poke from Scootaloo's hoof startles her awake.*)

Rainbow: Huh? *(She wipes her mouth.)*

Scootaloo: *(sitting next to her)* For your entire life, your parents gave you the confidence to believe in yourself.

(Now it is Rainbow's turn to flip a page, exposing the photo she found at the end of Act Two.)

Rainbow: *(with growing conviction)* You're right! I was always so embarrassed by my parents that I didn't realize their support actually made me the awesome, confident, amazing, awesome, and awesome pony I am!

(Her unofficial little sister cocks an eyebrow at the adjective overuse, prompting her to deflate with a little sigh.)

Rainbow: And I took them for granted.

Scootaloo: And you yelled at them.

Rainbow: *(groaning)* I gotta make this right.

(She gets upright, takes a look around the plateau, and lets her eyes come to rest on a set of bleachers adjacent to the runway. It brings a calculating smile to her face.)

Rainbow: I have an idea, but I'm gonna need your help—that is, if you're willing to help me after I acted like that.

(The flash of Scootaloo's camera catches her totally off guard, and in no time the little pegasus has extracted the photo and held it up.)

Scootaloo: Now *that's* a great picture! *(passing it across)* "Rainbow Dash Learns the Error of Her Ways"!

(Rainbow gives her a small smile. Dissolve to one front corner of the bleachers; Bow and Windy, both blindfolded, walk toward them with Scootaloo in between to guide the way. She has put away her camera.)

Windy: I'm telling you, I just can't see a thing. Scootaloo, you are just so great at blindfolds.

Bow: It's true. You must tell me what kind of knot you used. *(Close-up.)* A falconer's knot? Wait, no! A farmer's loop! *(Pan to Windy.)*

Windy: What's this all about, anyhow?

(A squeal of loudspeaker feedback stops her cold.)

Voice of Rainbow: *(amplified)* Windy Whistles and Bow Hothoof! *(Pan/tilt up quickly to a pair of speakers on a pole.)* Please be seated for a super-private Wonderbolt event!

(All three have now stopped, and the two wearing the blindfolds throw them off. Zoom out to the middle of the runway as they seat themselves and Scootaloo hurries off. She and Rainbow return

from opposite directions, the filly carrying a pole-mounted microphone in her teeth and setting it down to generate a feedback whine. She walks away as Rainbow steps up to it and faces her parents, in her flight suit and with goggles on forehead.)

Rainbow: *(amplified, clearing throat)* Mom and Dad, welcome to the... *(rapid fire)* ...“I Love My Parents and I’m Sorry That I Took Them for Granted and I Know That They Made Me Who I Am Today So I Really Want to Make It Up to Them”... *(normal speed)* ...Event!

(Scootaloo slides in between Bow and Windy and gives each of them a bag of popcorn. Bow wastes no time in chomping into his.)

Rainbow: *(amplified)* Enjoy!

(Flipping her goggles down, she takes off and is soon joined by four other Wonderbolts, including Spitfire with her tail still cropped from the Act Two ribbon-cutting goof. These two end climbing side by side.)

Rainbow: Thanks for doing this.

Spitfire: *(saluting)* Happy to help.

(Thundercloud contrails stretch behind them, punctuated by crackles of lightning, and they curve down to blast by the three spectators.)

Bow, Windy: Ooooh...ahhhh...

(The camera shifts to the flyers, who swing behind a rainbow waterfall and burst out through it. Rainbow, in the center, comes out tinted half yellow and half green; the other four each take on the single color of the stripe they hit.)

Bow, Windy: *(from o.s.)* Ohhhh...

(Back to the bleachers; they pass overhead, rolling sharply to shake off the tints. Bow and Windy have dispatched their snacks.)

Bow, Windy: Ooooh...

(Bow murmurs appreciatively to himself. Now the aces swoop up to a cloud and fly tight circles around it at high speed, visible only as a set of blue/yellow streaks until they break away. The mass of water vapor bursts apart into likenesses of both parents’ heads. The next two lines overlap as Rainbow traces a heart-shaped path around them with her rainbow contrail.)

Bow: *(from o.s.)* Oh, wow!

Windy: *(from o.s.)* Oh, my!

(More impressed sounds float up; cut back to them and Scootaloo, then to the runway. All five touch down on the far side, except for Rainbow on the tarmac. She puts her goggles up.)

Rainbow: Mom and Dad, I want you to know that I'm *your* biggest fan. *(Windy flies over to her.)*

Windy: *(touching her cheek, hugging her)* Oh, honey, thank you! *(Bow joins in on the embrace.)* But you didn't have to do all this. It's kind of... *(whispering, smiling)* ...embarrassing.

Bow: Eh, it is a bit much.

(A camera flash fills the screen and clears to show the image captured as a picture in Scootaloo's scrapbook. On the next line, zoom out to show her at the front of the classroom in the Ponyville schoolhouse; the book is set on an easel, and she has shed all her gear.)

Scootaloo: And that's why Rainbow Dash is the most inspirational pony in my life.

(The rest of the students bang hooves on desks for applause, and she bows as Cheerilee steps into view.)

Cheerilee: Thank you, Scootaloo. Very well researched, but a little heavy on the pictures—

(A different angle frames the trash can sitting next to the blackboard. Resting within it is the chunk of sandwich that Scootaloo stuffed into her book during Act One.)

Cheerilee: —and there was a moldy sandwich in your report. *(Chuckle.)* Hmm—I'll give you a B.

(Rainbow and her parents crowd up outside the nearest window. Bow and Windy are both wearing orange jerseys and red/pink/magenta-striped scarves, and Rainbow is out of her flight suit and goggles. Bow wears an orange cap with the stripes and a model of Scootaloo's head, and Windy has donned a bigger copy as a hat. In addition, Bow waves an orange pennant set with the filly's cutie mark.)

Rainbow: Yeah! Greatest report giver of all time!

(All three fly into the classroom, chanting her name, and she is swiftly hoisted up on the forelegs of mother and daughter.)

Cheerilee: *(voice raised)* Keep it down! Okay! This isn't a rock-and-roll concert! Please!

(They pay her no mind at all throughout. "Iris out" to black, centered on Scootaloo's proud smiling face; the aperture pauses briefly on her before closing altogether.)

HARD TO SAY ANYTHING

Written by Becky Wangberg

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Mike Myhre

Transcribed by Alan Back (ajback@yahoo.com)

Prologue

(Opening shot: fade in to the barnyard of Sweet Apple Acres during the day. Apple Bloom is painting the white trim around the barn's main door, and a cart loaded with baskets of apples stands off to one side, its tailgate down. Zoom in slowly then cut to a close-up; she lets the brush drop into the paint can and wipes her sweaty brow as Scootaloo and Sweetie Belle cross the yard to her. Sweetie is levitating a cardboard box overhead.)

Sweetie: Hey, Apple Bloom! *(She sets it down—full of clothing oddments.)* Rarity's reorganizing her shop, and look what she found!

(Cut to inside the box, the camera pointing up at the three young faces.)

Sweetie: Old costumes from the talent show!

(Scootaloo reaches in to grab something bushy and rainbow-striped, pulling it across the lens to fill the screen. Back to the trio, Sweetie with head already pulled out and horn glowing. Bloom is the first of the other two to make her way up to daylight, a pirate's hat settled firmly over the red mane, and Scootaloo comes up with a fluffy, multicolored clown wig on her own head. For her part, Sweetie's magic brings a set of Groucho Marx joke glasses and places them on her face.)

Scootaloo: We thought they'd come in handy in case we ever help a pony put on a play, or need to make a quick escape disguised as clowns.

(A loose apple tumbles across the ground and bounces back from one of Bloom's rear hooves before stopping. Red-gold eyes flick in the direction from which it came, the green and violet eyes doing likewise, and the camera pans quickly to Big Macintosh easing a basket of apples into place on the cart with his head. One fruit drops loose, but he nips the stem in his teeth and replaces it as the Cutie Mark Crusaders cross to him without their goofy accoutrements. Bloom has the first dropped apple balanced on her nose.)

Bloom: Here you go, Big Mac.

(She shifts it to an upraised hoof so he can take it in his mouth.)

Scootaloo: Whoa! That sure is a lot of apples.

Bloom: Are you makin' another delivery to Starlight's old village? *(He puts it in the cart.)*

Macintosh: Ee-yup.

Sweetie: That's an awful long way for a pony to go, isn't it?

Macintosh: *(nudging basket with his hooves)* Ee-yup.

Bloom: You've been goin' there a lot lately. What is this, your fifth trip this week?

(That inquiry catches him off guard as he closes the tailgate with his head.)

Macintosh: *(blushing, chuckling bashfully, moving to harness)* Yup.

Bloom: Okay, well, have fun! *(turning away)* So, what other costumes did you bring, Sweetie Belle?

Scootaloo: Are you crazy? We can't talk about costumes at a time like this!

Bloom: *(puzzled)* Time like what?

Scootaloo: Your brother is hiding something. Did you see the way he was acting?

Sweetie: *(catching on)* Yeah! *(Sit on haunches.)* He totally blushed when you brought up how often he's been going to Starlight's old village!

Scootaloo: Something is definitely going on. There can only be one reason a pony would travel so far, so often.

(All three lean in toward each other, their next lines overlapping.)

Bloom: I've been cookin' a lot of broccoli and he wants to get away from the smell!

Scootaloo: He's training for the marathon!

Sweetie: He's taking private singing lessons!

(The first of these lines extends well past the end of the other two, and Bloom's eyes widen slightly at the embarrassing bit of trivia she has just let slip. All three are quick to find the humor in it, though, and they laugh heartily as the camera zooms out and the view fades to black.)

OPENING THEME

Act One

(Opening shot: fade in to an extreme close-up of the full baskets in one corner of Macintosh's loaded cart. A tarp is thrown over the lot; cut to him pulling one corner into place and zoom out. The Crusaders have taken cover behind some hay bales.)

Scootaloo: Maybe he's a spy on a mission to thwart an evil villain with a secret weapon.

(Close-up of her and Sweetie.) An apple cannon! *(Pan to Bloom, putting Sweetie out of view.)*

Bloom: No, that's crazy. I think it's my broccoli thing. *(All three again on the next line.)*

Sweetie: Why don't we just ask him?

Scootaloo: You saw how shifty he was acting earlier. There's no way he'll tell us what he's doing. Plus, I really want to go undercover. (*pointing to box*) We already have costumes.

(*A quick duck of her head, and she has the varicolored wig back on.*)

Scootaloo: Call me Agent Rainbow-Head.

(*Pan quickly to Sweetie, facing away from the camera; she turns to face it as she speaks, revealing the joke glasses she now wears.*)

Sweetie: I'll be Shimmering Spectacles, a librarian with a mysterious past.

(*One more pan shifts the focus to Bloom, clad in the pirate hat.*)

Bloom: And I'll be a pirate spy! Arrgh! A spy-rate!

(*Zoom out to frame all three striking dramatic poses, Scootaloo sitting on a bale. The screech of a needle being yanked off a record shakes them out of their fantasy, and the camera pans quickly across the barnyard to frame Macintosh and his cart now on the move. Bloom gasps and points after it.*)

Bloom: Avast! Our ship be leavin' port!

Scootaloo: Huh?

Bloom: Big Mac's leavin'!

(*Another quick pan shows him even farther down the road.*)

Bloom: If we're gonna be spies, we gotta go—now!

(*All three get their hooves in gear. Sweetie is first to reach the cart, hanging off the tailgate and lifting the edge of the tarp so that first Scootaloo and then Bloom can leap aboard; she worms in after them and pulls the cloth back down. The great crimson stallion does not notice their stowaway act.*)

(*Dissolve to a close-up of the Crusaders hunkered down among the cargo, their "disguises" lying scattered around them. Bloom is asleep, Scootaloo just looks bored, and Sweetie is reading a book and turning pages with her magic. The rumbling of the cart stops after a few seconds and is replaced by a snatch of idle whistling that snaps all three to attention.*)

Bloom: Big Mac's a-comin'! Quick, act like apples!

Scootaloo: What?

Sweetie: How?

(*Cut to the cart as Macintosh, now unhitched, pulls the tarp away with his teeth. He has parked on the main—and only—road that runs through the village Starlight Glimmer once ruled. A*

moment later, he has the tailgate down and is biting on the rope handle of one basket to drag it off. Behind it are the Crusaders with apples piled on their heads. Bloom and Sweetie sit frozen with fear, the latter showing a big dopey grin, while Scootaloo has curled into a terrified little ball. They manage to limit their reactions to a round of blinks when one piece of produce rolls off Bloom's head—but Macintosh utterly fails to take notice. Instead, pink hearts replace the irises/pupils of his eyes and burst in the air around his head, and he steps tranquilly away from the cart. Three young heads poke up among the loaded containers to stare after him, the apples falling away, and Sweetie levitates a pair of binoculars up and grabs them for a better look. Cut to her perspective, panning across the fronts of a couple of houses and stopping on Macintosh, who has brought the fruit to Sugar Belle. He grins at her words and laughter, eyes back to normal; back to Scootaloo and Sweetie. The latter lowers her lenses with visible confusion.)

Sweetie: Who's that pony?

Scootaloo: Let me see!

(The binocs are floated over to her. Cut to her perspective through them, the lively exchange continuing between the two adult ponies, then back to the pair.)

Scootaloo: I don't know. *(Sweetie levitates them back into the cart.)* I shouldn't have taken the binoculars. I don't know anypony here. *(Zoom out slightly to frame Bloom on Sweetie's other side.)*

Bloom: That must be Sugar Belle. Applejack told me about her bakery. Obviously she's just been ordering a lotta apples.

(All three face front and spot Sugar turning back toward her front door, giving Macintosh an over-shoulder glance that has a decent bit of "come hither" mixed in. She pushes it open and steps in, with him following.)

Sweetie: So nothing fishy's going on. *(Scootaloo shoves her.)*

Scootaloo: No way! We came here to be spies, and no spy I know has ever solved a case that quick.

Sweetie: Mmm—how many spies do you know?

Scootaloo: *(dismissively)* That's not important. *(smiling fiercely)* What's important is that we do more recon!

(She ducks her head down and comes up wearing the clown wig.)

Scootaloo: Follow my lead!

(The other two are quick to don their silly disguises and nod, adding sounds of assent. Looking warily around herself, Scootaloo jumps over the side of the cart and lands on a table set up below a window. Cut to the interior side of the panes as she stares intently through, then to her perspective. Kitchen cabinets and implements are visible behind Macintosh and Sugar, he proudly emptying the apples from the basket he has brought in; a mountain of them has already accumulated behind her, some in baskets and others loose. The view shifts back to just inside the

window; now Bloom pops up into view, raising Scootaloo on her head. The next two lines are slightly muffled by the glass.)

Bloom: Whoa! She sure likes her apples! *(Sweetie lifts both of them on her cranium.)*

Sweetie: What is she doing? Making the biggest apple pie in Equestria?

(Cut to the baker and delivery stallion, the camera now inside. He has set down the basket.)

Sugar: Thanks for coming all this way, Big Mac. *(He blushes and laughs sappily.)* It sure is nice seeing you again so soon.

(She touches the edge of his hitching collar as she says this, after which the camera shifts to soft focus and sparkles pop in the air as she grins brightly up at him. Pink hearts burst around the blushing red face, normal focus resuming.)

Macintosh: Ee-yup. *(Dopey laugh; soft focus again.)*

Sugar: All I used to bake were boring old muffins. *(Cut to the window; zoom in slowly on the Crusaders, normal focus. She continues o.s.)* But thanks to your apple deliveries, I get to bake all kinds of delicious treats.

(Back to the bakery interior on the end of this; she begins to pace the floor. Now one of the counters can be seen in full, packed from end to end with yummys.)

Sugar: Apple pies, apple fritters, apple turnovers... *(Close-up of the counter; she points out items and continues o.s.)* ...caramel apples, caramel apple cakes... *(Dejected sigh; back to the pair.)* ...I just wish I had more room to display it all. My shelves only hold so much.

(The window again; the next lines are muffled by the glass as before.)

Bloom: I'm tellin' you, this pony *really* likes her apples.

Sweetie: *(gasping sharply)* Or Big Mac!

Bloom, Scootaloo: Huh?

Sweetie: Just look!

(Inside, Sugar picks up a pie and inadvertently bumps her nose against Macintosh's.)

Sugar: Ooh! Uh...

(He responds to her giggle with one of his own and raises with a blush. At the window, Bloom shades her eyes for a closer look.)

Bloom: *(muffled by glass)* Sweetie Belle, I...I think you're right!

(Outside again; a pegasus mare walks past.)

Bloom: *(animatedly)* I think my brother has a crush!

(She pops out of the three-pony totem pole, leaving the others to drop onto the table. The passerby freezes, spooked, as Bloom hangs in midair.)

Sweetie: Shhh!

(Bloom drops to the ground, the other two climbing down after her, as Macintosh emerges from the bakery with his mind as fully besotted as when he first arrived. Close-up.)

Bloom: *(from o.s.)* Psst! Big Mac!

(He shakes his head clear and spots her waving alongside the other two fillies.)

Bloom: *(whispering, to Scootaloo/Sweetie)* Now remember, my brother's super-shy, so he's probably gonna be embarrassed about his crush. Just try and make him feel comfortable.

(They nod; now Macintosh approaches.)

Bloom: *(slightly stilted)* Hey, Big Mac! It's me, Apple Bloom! *(All three remove their gear.)*

Macintosh: *(puzzled)* Yup.

Scootaloo, Sweetie: We're here too!

Macintosh: *(nodding)* Mmm-hmm.

Bloom: *(normal tone, slowly)* I'm gonna ask you a very personal question, and I want you to answer honestly.

(At her beckoning gesture, he bends down and presents an ear.)

Bloom: Do you have a crush on Sugar Belle?

Macintosh: *(blushing)* Yup. *(Hearts float up around him.)*

Scootaloo: Well, that was easy.

Bloom: *(normal cadence)* This is so excitin'! *(jumping up)* My big brother has his very first crush!

Scootaloo: First crush? *(to Sweetie)* What about Cheerilee?

Sweetie: It doesn't really count when you trick a pony into drinking a love potion, does it?

Macintosh: *(firmly)* Nn-nope!

(A reference to the Crusaders' matchmaking mishap in "Hearts and Hooves Day." Bloom pops up between the stallion and the filly.)

Bloom: *(singsong, hugging Macintosh)* My brother has a crush! *(Zip over to a pony reading a magazine, startling him.)* My brother has a crush! *(Walk backwards past two mares.)* My brother has a crush!

(She stops just short of tripping over a rock in the street and sidles up to said brother.)

Bloom: Wait! Does Sugar Belle even know you like her?

Macintosh: *(shaking head)* Uh-uh.

Bloom: *(pushing him)* Then you gotta tell her!

(The big guy stammers and swallows hard, a drop or two of nervous sweat slithering down his face.)

Sweetie: We're pretty sure she likes you. I mean, she keeps ordering apples just so she can see you again.

Macintosh: Ee-you think so?

Scotaloo: Totally! But you'll never know if you don't try!

(The elder Apple finds encouragement in the younger one's eyes and puts on a determined smile.)

Macintosh: Okay.

(A few flowers are growing in a tuft of grass at the base of a building wall. He plucks one of these in his teeth and heads for Sugar's door.)

Scotaloo: Go get her, Big Mac!

(She and Sweetie trade a high five; in short order he is at the threshold and sweating mightily. He gets himself under control by snorting out a lungful of steam and running a hoof through his mane, then knocks three times. The door is opened by a smiling Sugar, and the view shifts to soft focus as she grins warmly and sparkles dance in the surrounding air. Macintosh is smitten all over again, a goofy smile on his face and hearts popping around him.)

(And then, in one crashing instant, he is slammed out of sight and normal focus resumes. The new arrival is a suavely grinning earth pony stallion: light brown coat, short, medium brown mane/tail, medium green eyes. The mane is styled in an untidy layered cut, with tips bleached almost to the point of being white, and his cutie mark is hidden by his tail. This is Feather Bangs. He tosses his head before speaking with an accent that falls somewhere between "Southern dandy" and "teen trying just a bit too hard to sound urban and hip.")

Feather: Hey, girl. *(Chuckle.)* I was writin' poetry by the pond when I saw these flowers. *(He raises a bouquet of roses shaped into a heart.)* I thought I'd show them how pretty you are.

Sugar: *(taking them)* Oh! Thanks, Feather Bangs!

(The half-capsized Macintosh can manage only a crushed little huff before standing up and walking off past the Crusaders, his head nearly dragging the ground.)

Scotaloo: Um, is it possible to have two crushes at once? *(pointing toward Feather/Sugar)* Because it looks like Big Mac may not be the only pony Sugar Belle likes.

(Worried looks pass among the trio as the view fades to black.)

Act Two

(Opening shot: fade in to a long overhead shot of the street tableau, then cut to the Crusaders. After a long, pensive moment, they gallop off after Macintosh.)

Bloom: Hey, Big Mac! *(They catch up to him...)* Where you goin'? *(...and set themselves in his way to stop him.)*

Macintosh: Home!

Sweetie: You can't let that Feather fellow get in the way of your one true love!

Scootaloo: *(stomping)* You've gotta take him down!

Bloom: What can he do that you can't?

Macintosh: *(pointing back)* That!

(Namely, a juggling act, with Feather sitting on his haunches and cycling three balls through his front hooves. His cutie mark is fully revealed: a pink feather flanked by two red hearts.)

Feather: Whoops! *(Chuckle.)* These balls are like you. I'll always catch you if you fall.

(By the time he finishes this bit of flirting, three mares have taken notice of him—one each of earth pony, pegasus, and unicorn. They sigh dreamily, pink hearts floating up around them, as he catches the balls on one hoof and grins to Sugar.)

Scootaloo: Seriously? That line worked?

Macintosh: *(glumly)* She'll never pick me.

Bloom: Sure she will, 'cause we're gonna help you!

Macintosh: NO LOVE POTIONS! *(They burst out laughing at his rancor.)*

Bloom: Don't worry, Big Mac. We learned our lesson the hard way.

Scootaloo: Yeah. We're never gonna do that again.

Sweetie: *(floating her book out)* Besides, I know exactly what to do. When I was younger, I read all the fairy tales.

Scootaloo: *(dryly, but smiling)* When you were younger, huh?

Sweetie: Well, I was younger on the way here. *(Long pause; she leans into Scootaloo's face.)* It was a long ride! *(Back off.)* Anyway, as long as we do what the book says— *(Take it in hooves.)* —you're pretty much guaranteed a happy ending.

(This is the same one she was reading during the trip. Now she takes it in her field, opens it, and begins to leaf through. Close-up of the pages; she stops on one that depicts a pegasus stallion fending off a dragon's fire breath with a shield as a unicorn mare frets over him.)

Sweetie: *(from o.s., pointing to it)* Well, how about this one? Rescuing a damsel pony in distress. *(Cut to the Crusaders.)* That's perfect! *(Book closes/lowers.)* Of course, we'll have to improvise without a dragon.

Bloom: Huh. Too bad Spike isn't here. *(smiling)* Not that he's very threatening. *(All giggle.)*

Scotaloo: So what should we do? Wait around for Sugar Belle to get herself into a scary situation?

Bloom: *(slyly)* Or... *(Extreme close-up.)* ...we bring the danger to her.

(The calculating smile on her face prompts her brother to swallow very hard and grimace fearfully at the thought of whatever the three might be cooking up. Dissolve to Sugar closing her door and setting off down the street, saddlebags on back, and zoom out to the mouth of an alley across the street. Macintosh, Bloom, and Sweetie are watching from here.)

Bloom: *(whispering, to Macintosh)* All right. Scotaloo's gonna pretend to take Sugar Belle's things, then you swoop in and stop her. Ready?

Macintosh: *(smiling, nodding head)* Nn-nope.

Sweetie: Come on! You're gonna be her hero! *(She brings out the book in her field and gets a hoof on it.)* In fairy tales, the knight in shining armor always gets the girl.

Macintosh: *(uncertainly, but nodding)* Mmm...mmm-hmm. *(Grin.)*

(Cut to just outside the mouth of the alley. Bloom steps up and waves; zoom out quickly to frame Sugar approaching the camera and Scotaloo hiding behind a planter just ahead and off to one side. She has donned both the clown wig and Sweetie's Groucho glasses, and she nods acknowledgment before stepping into the open. Within only a few feet, she has reached a full gallop—now Bloom's pirate hat can be seen balanced atop the wig—and she swipes Sugar's saddlebags and races off, their strap in her teeth. The unicorn baker stops short.)

Sugar: *(shrilly)* Oh! *(Drop to haunches.)* Somepony, HEELLP!!

(The garishly garbed, galloping thief continues her getaway. Here comes Macintosh, his face the very picture of unyielding righteous anger, standing in the middle of the street and putting out a hoof to stop Scotaloo cold. She slams on the brakes, but trips over a rock that sends her tumbling out of control toward him. The three beefy legs still on the ground do bring an end to her escape, and Sugar's saddlebags go flying straight up. The action shifts to slow motion as they describe a high arc and plummet back toward earth, leaving a faint afterimage behind themselves—and then normal speed resumes at the moment that Feather's hoof lances into view to snatch them before Macintosh can make the save. The grinning stallion carries them away as the scarlet one grimaces over the botched day-saving.)

Feather: *(placing them on Sugar's back)* Here's your sugar, Sugar. Though it is not as sweet... *(Chuckle.)* ...as you.

(A head toss sets the previous three mares to sighing and mooning over him again, hearts and all.)

Sugar: Oh, thank you, Feather.

(She walks off and he follows, the mares trailing them both. All three Crusaders are now gathered around the glaring Macintosh; Scootaloo has shed her three-layer disguise, and Sweetie has stowed her book.)

Bloom: That smooth-talkin' pony stole our rescue, and it totally would've worked!

Macintosh: *(needled)* Yup!

Sweetie: We're just gonna have to keep trying! Big Mac, are you ready to take it up a notch?
(Zoom in on him.)

Macintosh: Oh, yup!

(Dissolve to a close-up of him outfitted in a blue-plumed, blue-green cap and white neck ruff, the sort of garb commonly worn in the Elizabethan era, and looking not a bit at ease. A sliver of dark blue cloth is visible below the ruff.)

Macintosh: *(small voice)* Oh, nope.

(Longer shot: the cloth is marked with lighter blue dots and buttons, and is part of a sleeveless tunic that matches the cap. The foreleg holes and hem are set with white lace and blue bands that match the cap's plume. He and the Crusaders are gathered behind a house.)

Sweetie: Trust us!

(Cut to a close-up of Sugar snoozing in a hammock strung between two trees and zoom out to frame Macintosh and Sweetie looking on. Sugar is no longer wearing her saddlebags.)

Sweetie: *(floating her book up, flipping pages)* There's nothing more romantic than waking your special pony from a sleeping spell with a magical kiss.

(Close-up of one illustration as she finishes: the stallion who fought the dragon in the last picture now kisses the cheek of that mare, who lies sleeping on a bed within a castle. After this last, the page turns to show them walking side by side as the sun sets behind the horizon.)

Sweetie: *(from o.s., pointing)* See? They rode off into the sunset.

(Back to the four plotters; all but the oldest sigh blissfully and let hearts float and pop around them for a moment.)

Bloom: *(to Scootaloo)* Any sign of Feather Bangs?

(This is the pegasus' cue to pull out the binoculars they were using in Act One and peer intently through them. Cut to her perspective, panning from one side of the somnolent Sugar to the other and back, then to her.)

Scootaloo: *(lowering them)* Negative. Coast is clear. *(Sweetie has stowed her book.)*

Bloom: It's now or never, Big Mac.

(He forces his throat to swallow and his hooves to move out, but the drawn-out, jittery moan escaping his teeth and the sweat trickling down his face give away his extreme case of nerves. All too soon, he is alongside the hammock and stopped dead; Bloom races up to give a good hard shove to his hindquarters and tip him toward the hammock. Slowly, ever so slowly, he leans down over Sugar; his shadow enveloping her form inch by inch, and now the overly helpful little sister pushes on the back of his head to get him within striking distance. The red lips pucker up...Sugar drowsily stirs and lifts her head in his general direction...and the camera cuts to her eye-opening, slowly focusing perspective of the big lug zeroing in to plant one on her. After a couple of seconds that feel like an hour, the view shifts back to her, now snapping to full consciousness with a terrified yelp. Bloom has now climbed off Macintosh. Sugar sits up in her hammock just as a pony-drawn chariot pulls in, forcing the would-be Casanova to take a step back in order to avoid being hit broadside. The vehicle is lined with flowers and has Feather as its sole passenger, and she grins in relief at his arrival.)

Feather: *(chuckling)* Oh, girl, you been workin' hard all day. *(touching her shoulder)* Allow me to treat you like the princess... *(Chuckle.)* ...you are.

(Macintosh voices an incredulous little neigh, followed by an indignant huff, but he and the Crusaders can only glare daggers after the chariot once it begins to roll away. The same three mares gaze and sigh dreamily as before, but without the airborne hearts this time. Scootaloo has ditched the binoculars, and Sweetie has put her book away.)

Sweetie: Hey! That's our metaphorical sunset they're riding off into!

Scootaloo: All right! This ends now! *(Stomp on "now.")* Feather Bangs may have good timing... *(Sweetie smiles.)* ...and a good mane... *(Sweetie nods.)* ...uh, but let's see him compete with a song!

Macintosh: S-Say what, now?

Bloom: Of course! Why didn't we think of it before?

Sweetie: *(floating/opening book)* Every great love story hinges on the romantic musical number.

(Close-up of one page on the end of this: on a picnic blanket under a tree, the pegasus stallion sings for the mare. Back to the scene.)

Sweetie: *(closing book)* Big Mac, you've gotta write a song for Sugar Belle.

Macintosh: Ee-yup.

(Sweetie puts her book away, and all three Crusaders trade a high five before the view dissolves to Sugar in her shop, levitating a pie down to fill a space on her shelves of goodies for sale. She gives it a final nudge as the camera pans to the window behind her, where all four visitors have gathered for a look-see. Macintosh is out of his period costume. The next shot is just outside, the fillies on the window table and the workhorse standing behind them. Bloom jumps down and gestures to the door.)

Bloom: Come on, Big Mac! *(The three mares pass in the foreground.)*

Earth pony: Feather Bangs is so romantic.

Pegasus: When he speaks, I pretend he's talking to me.

(Heavy Valley Girl inflections for both of them. Macintosh sighs heavily, but Bloom is quick to lift his head.)

Bloom: Come on! You can do better than him! Just like we practiced.

(He swallows hard. Cut to Sugar inside, holding up a slice of cake on a plate and running a critical eye over it. Behind her, the door is slightly open and both Apples peek in at her; Macintosh slips inside, followed by the Crusaders, as Sugar telekinetically slides other treats aside and fits the cake into the new gap with a last tweak for good measure. Suddenly all the lights go dim, accompanied by the clunk of a switch being thrown; she looks uneasily around herself, and the camera pans quickly to Macintosh's barely illuminated form standing before a farm/orchard backdrop tacked up on the wall. A haystack stands to either side of him.)

Laid-back country melody with acoustic/electric guitar, bass, drums, leisurely 4 (A major)

Macintosh: We'll take a walk down by the river
(A spotlight picks him out, and a cardboard sun is lowered.)

Watch the sunset from the field

(Bloom, holding the rope, and Sweetie grin from beneath a table off to one side. Scootaloo adjusts the light while hanging from another line tied around her midsection.)

We'll plant the seeds of love together
And water 'em right for a really good yield

(Sugar's unsure expression changes to a warm smile; he leans over and puts a foreleg around her shoulders.)

Backing strings/mandolin in

Macintosh: Sugar Belle, sweet as pie, you're the apple of my eye
(Tilt up to the image of a giant closed eye, which opens to show his cutie mark as its pupil, then dissolve to a close-up of a flower in a field. Pan to the pair, dressed as farmers and walking past a livestock corral and apple orchard; Sugar is visibly flummoxed.)

A cherry blossom in a field of rye
And when the heifer's milked and fed, and the pigs are in the sty

(He turns her to face him; she smiles.)

Won't you be there by my side?

(The pastoral scene and outfits disappear in a puff of smoke to leave them standing in the bakery, pinned by pulsing spotlights in assorted colors. Pan away from them to pick out four silhouettes standing at the far end of a footlight-lined runway; the one out front is Feather. More spots flash on and off, illuminating the others as backup dancer stallions in assorted jerseys/headwear/accessories.)

Upbeat melody with minimal string accents and drums, lively 4 (B flat major)

Feather: Oh, oh, oh-ah, oh
When you appeared before me, my heart stopped beating
(A shooting star arcs overhead.)
Stars crossed the sky to come see what I was seeing
(He is lifted with forelegs spread as if flying.)
You were the one that made me believe I could fly
(A flock of birds zooms past; behind it, wipe to him on a beach. He walks as others fly past.)
Whoa, whoa, whoa
Birds could not sing a song that's as beautiful
(One passes the camera; behind it, wipe to an extreme close-up of him lying on his belly and zoom out. The dancers are on/near a jutting rock, and he gradually stands.)
I'd do anything, that's irrefutable
(Once fully upright, he traces a bright pink-violet heart around himself with a hoof.)
'Cause you are the sun, painting my heart in the sky
(Back to the bakery: Sugar finds herself being yanked ahead by two dancers.)
Whoa, oh

Additional strings in

(She is tossed up onto a stage and he helps her up. A sizable crowd has turned out for the show, some of them holding up banners.)

Feather, Dancers: Sugar, Sugar Belle, whoa-oh
When will you tell me that you feel the same?
(His three admirers crowd in front of Macintosh and the Crusaders with a sign of their own; now the dancers carry him across the stage and he pulls her up for a twirl.)
Like an angel on a candy cane
Or the sunlight shining through a drain

(He tosses her aside with a chuckle; now Macintosh stomps up to bulldoze him away.)

***Laid-back ballad with electric guitar/bass/drums
Leisurely 4, slightly faster than before***

Macintosh: Sugar Belle, when I look in your eyes
(Clear throat; she rubs her head, dazed and irritated from being slung aside. Bloom holds a pair of tinted lenses over the unicorn's eyes, changing their red-violet coloration to blue.)
I see the color blue
(Sugar glares at the well-meaning filly. Now Macintosh has his farm backdrop behind him again.)

And it reminds me of the sky above
(She stands up and dusts herself off; he fumbles for his next line.)

Uh, which is also...blue

Different upbeat melody with minimal string accents and drums, slow 4 (B major)
Backing shouts in square brackets; capitalized words are sung by Feather and his dancers

(Feather's dancers rise into view in the fore to hide him; the wheels of his flowered chariot roll up; the three-mare fan club swoons; he lounges in the seat, eyes hidden behind sunglasses.)

Feather, Dancers: Hey, hey, hey, yeah
(One takes a bite from a dripping watermelon slice.)
Be my sugar plum, I will be your WATERMELON
(He trots down an alley, the shades gone.)
Every time you smile, I can feel my HEART A-SWELLIN' [Whooh!]
(The stage again.)
Blood is rushin' from my head to my hooves, YEAH [Yeah!]
I start movin' when I'm feelin' that GROOVE, YEAH

(Here comes a cart full to bursting with apples, whose tailgate opens to bury him and slide Macintosh down into view. Now his backdrop is tacked up on the stage.)

Bluegrass-tinged ballad with banjo/strings/bass/drums, slow 4

Macintosh: I've been writin' this song for you, searchin' for the perfect rhyme
(Sweat starts to run down the great red face.)
For the words I want to say...
(mumbling; the Crusaders clap hooves to faces as he leans toward Sugar)
...somethin', somethin', somethin', somethin', be mine

Upbeat synth/drum melody with backing vocal accents, triplet feel, lively 4

(The unsettled unicorn finds herself in a fresh spotlight as Feather yanks her bodily away to dance near the door. The set of her features tells just how fed up she is with this musical duel, and she backs up before his sliding/walking advance. The next lines are heavy with electronic distortion.)

Feather, Dancers: Every day I see you, I know you could be the one for me
Feel my heart a-beatin' like the rain upon a bumblebee
(Roses rain down past the camera, the view zooming out to show him and his dancers resting at the centers of giant, slowly rotating daisies.)
Don't you see that I get oh-oh, oh-oh
(He leaps from one flower to the next; they cluster around him.)
Whenever you are near me, I'm so, oh-oh

Country power ballad with banjo/electric guitar/bass/drums/tambourine, slow 4

(The farm backdrop and piles of hay drop from above, forcing them out of view, and Macintosh lands among the lot to hit the strings of a banjo as if it were an electric guitar.)

Macintosh: Sugar Belle
Roses are red and violets are blue

(A curtain falls across him; now the dancers are onstage, and Feather pushes a chair into view, sits on it, and pulls a rope to dump a torrent of melted cheese over himself.)

Feather, Dancers: Sugar, Sugar
Feather: *(laughing)* My love is burnin' hot like a cheese fondue

(The two shove one another aside with increasing fervor to serenade the very scared mare—one without his banjo, the other clean of dairy products.)

Macintosh: Sugar Belle

Feather: Sugar Belle

C major

Macintosh: *(holding flowers)* Sugar Belle

Feather: *(holding heart-shaped bouquet)* Sugar Belle

D flat major

Macintosh: Sugar Belle

Feather: Sugar Belle

G flat major

(He is now balanced on Macintosh's head with the help of two dancers.)

Macintosh, Feather: Sugar Belle

Song ends

(The final chord trails off into a yell as all four lose their balance and go crashing to the floor—right on top of Sugar. The dust clears to show them all lying insensate among the smashed wreckage of her display shelves, and one of her own pies splats down on her head to add a final insult. Macintosh snaps to, grimacing and sweating mightily, then Feather comes around with his own measure of dread, and Scootaloo and Sweetie can only stare in horror as Bloom claps a disgusted hoof to her face. Finally Sugar extricates herself and stands up near one dessert-splattered wall, nearly mad enough to boil all the apple filling matted into her mane.)

Sugar: What in Equestria has gotten into you two?!? *(She rounds on them, now upright.)* If you think I'm the kind of pony that likes all this nonsense, then you clearly don't know me at all! I wish everypony would just *leave me alone!*

(The dancers make tracks for the door, and Feather's whole face sags along with the rose in his grip. He whimpers and follows them out, eyes shining with unshed tears, and the Crusaders plod slowly after them. Sugar levitates the pie tin halfheartedly up from the floor, but lets both it and her head drop; zoom out to put Macintosh the fore. He is the last to leave the disaster area before the view fades to black.)

Act Three

(Opening shot: fade in to a long overhead shot of the village, zooming in slowly, then cut to Night Glider and Party Favor at an outdoor table. They smile tenderly into one another's eyes—a romantic outing, perhaps—but are interrupted by Scootaloo lifting the vase of flowers between them and looking beneath. Bloom pops up in the fore.)

Bloom: *(calling out)* Big Mac!

(She deploys the Crusaders' binoculars; cut to Sweetie in the street. She magically lifts a nearby rock, finds no trace of the missing stallion, and lets it drop; off she goes as Bloom and Scootaloo come across, the binocs put away.)

Bloom: *(calling out)* Oh, Big Mac!

Scootaloo: Well, nopony's seen him. *(Sweetie returns.)*

Bloom: *(moaning)* I feel terrible! *(They start walking.)* I've never seen my brother so upset before! *(They emerge from an alley; she calls out.)* Oh, Big Mac! *(Glance to one side; all stop short.)* Big Mac!

(Cut to him, sitting despondently on his haunches under a tree and leafing through Sweetie's book, and zoom out to frame the trio watching him. He closes the cover and pushes it aside as they approach.)

Sweetie: Are you okay?

Macintosh: Nope.

Bloom: *(patting his back)* Sorry it didn't work out with Sugar Belle.

Sweetie: *(magically lifting/opening book)* We don't get it. *(Scootaloo steps up for a look.)* Big grand gestures always work in the fairy tales.

Macintosh: But Sugar Belle's not a fairy-tale princess. She's a real pony. She's kind, and she works hard, and she's sweeter than everything in her bakery. *(Bloom thinks hard and has a brainstorm.)*

Bloom: That's it!

(A few quick strides carry her close enough to smack the book away.)

Bloom: We shoulda been thinkin' about what would mean a lot to Sugar Belle!

Macintosh: Hmmm... *(He snaps to his hooves with a long, happy gasp.)* I know just the thing, but I'm gonna need your help.

Bloom: Really? Even after we messed it up?

Macintosh: Ee-yup. Come on!

(He leads them in a gallop back toward the village proper. Dissolve to a stretch of the road; Scootaloo peeks out from behind a planter near a door, wearing the Groucho glasses. From here, pan quickly to Sugar trotting down the block, saddlebags slung up, clean of pie detritus, and in

good spirits. By the time she passes the planter, Scootaloo has ducked out of sight, but the filly puts her head into view again and darts ahead to cut her off. Until further notice, Scootaloo speaks in a laughably bad attempt at a cultured accent.)

Scootaloo: Hello! My name's Shimmering Spectacles, and I'm a librarian with a mysterious past. *(Chuckle.)*

Sugar: Oh! Okay. I'm— *(Stop short.)* —wait a minute. You look familiar.

Scootaloo: *(nudging glasses up)* I shouldn't. *(pacing around her)* Um...uh, I'm new in town. Mind showing me around?

Sugar: Uh, sure. *(She gestures to the surrounding houses.)* That's the whole town. *(slightly deflated)* It's just the one street.

(She goes on her way, but Scootaloo grimaces in panic and hurries after her. A loose thread hangs from the seam of one saddlebag; this is nipped in teeth and yanked hard, causing that bag to rupture and spill its load of bananas. Sugar stops short.)

Scootaloo: Oh, no! Clumsy me! Here. Let me help you clean it up.

(The fumble has left the unicorn rather out of sorts. Pan quickly to the open door of her bakery, where Sweetie is peeking out, then cut to inside. She pulls her head in and addresses herself across the space, the camera zooming out as she speaks. Macintosh and Bloom are hunched down in the foreground.)

Sweetie: I don't think Scootaloo can hold her off much longer!

(Both Apples straighten up into view, a hammer in the brother's teeth and a paintbrush in the sister's. As Sweetie closes the door, their eyes widen a spasm of silent fear and they dive back to their work. Cut to the street; Sugar moves resolutely along, the loose bananas riding overhead under her power, and Scootaloo backpedals to keep eyes on her.)

Scootaloo: Uh...n-now hold on a minute. Are you sure I can't buy you a new bag?

Sugar: *(smiling)* I'm good. *(scowling a bit)* It's no big deal. *(Close-up of Scootaloo.)*

Scootaloo: But, u-um...um...

(Hooves and tongue stop only when her rump connects solidly with a closed door, and she looks up with visible unease. Zoom out to an overhead shot, revealing that they have arrived at the bakery, then cut back to her. She stands up on her hind legs with a gulp and a big grin, throwing her forelegs out wide to bar entry, but Sugar has had just about all of this she can take.)

Sugar: Okay, what's going on?

(Inside, Sweetie stares wide-eyed at the door as if wishing that she could turn it into a brick wall. It bursts open to admit Scootaloo, who drops her bad accent and voices a freaked-out yell.)

Scootaloo: The cupcake has landed! Repeat, the cupcake has landed!

(She rolls away; Sugar enters with the bananas and minus her bags. Sweetie grins widely and trots after her compadre, and the mare looks off to one side and drops the fruit with a glower.)

Sugar: Big Mac!

(Cut to the corner where her display shelves had stood and zoom in slowly. He backs away with a bashful grin to give her a full view of what now rests there: a gleaming new set with not one, not two, but three levels. Indignation melts into a warm smile.)

Sugar: You made me a new display case?

Macintosh: *(blushing)* Ee-yup. *(She crosses to him.)*

Sugar: And you made it bigger! You remembered! *(She looks it over and gasps happily.)* Now I have twice as much room for all my desserts! *(A second, louder gasp.)* Which means...

(beaming) ...I can make even more! *(A third gasp.)* I've been dying to try baking cream pies, and whoopie pies, and icebox cakes—and of course, more apple treats.

(This last is delivered with a come-hither look, which prompts Macintosh to blush and avert his eyes. She crosses to him.)

Sugar: Oh, Big Mac, thank you so much. This is the sweetest thing anypony's ever done for me.

(With cheeks again flaming, the ace builder can manage only a long string of stammers that has bits of both "ee-yup" and "nope" scrambled into it before a pink hoof corks his mouth.)

Sugar: *(giggling)* I like you too.

(Zoom in slowly on them; he lets go with a contented sigh, disregarding his blush, and they gently press their noses together.)

Crusaders: *(from o.s.)* Awwwww...

(Green and red-violet eyes pop wide open, and the fillies pop up at the wall just behind them. Scootaloo has shed the joke glasses.)

Bloom: That was the most romantic thing ever!

Sugar: Wait a minute. I recognize you fillies! *(addressing Macintosh)* Have they been with you this whole time?

Macintosh: Ee—

Bloom: I'm Big Mac's little sister. *(He scratches the back of his head; she indicates Scootaloo and Sweetie.)* And these are my friends. We're sorry for everything we put you through today, Sugar Belle. Big Mac never woulda gone through with all of those crazy—

Sweetie: —over-the-top—

Scootaloo: —downright ridiculous—

Bloom: —attempts to impress you if we hadn't put him up to it. (*Scootaloo and Sweetie nod.*) But we learned our lesson. Romance isn't about impressin' somepony. It's about doin' somethin' that means somethin' special to that pony you love...

(Her last two sentences are accompanied by cuts first to a smiling Sugar, then to a smiling/huffing/blushing Macintosh, and back to the Crusaders, Scootaloo and Sweetie nodding again. She trails off with a sheepish laugh and throat-clearing as the two adults step in behind them.)

Bloom: ...like a lot.

Sweetie: Uh, Apple Bloom? (*Zoom out; they are nuzzling happily again.*) I think they get it.

(Only after they pull apart does the blush fade from Macintosh's cheeks—but only for as long as it takes for each to utter a slightly soppy giggle. The Crusaders back slowly up toward the door in order to give the lovebirds a bit of privacy, but a sudden burst of song from the street prompts them to turn around in a very big hurry.)

*Sustained electric guitar chords, alternating slowly between G major and C major
No particular time or meter except for a few cymbal taps*

Feather: (*from outside*) Sugar Belle

(Cut to just behind them, framing him on his hocks and hoisting a wind-up phonograph above his head. He stretches the name into an overlong, overwrought string of vocal flourishes that takes a full ten seconds to wind down in volume and pitch.)

Feather: Oh, yeah

Chords end

(The fillies step out to face him.)

Scootaloo: Sorry, Feather. You're a little too late.

Bloom: (*gesturing toward door*) Yeah. Sugar Belle's already picked her special somepony.

(Cut to the new couple, embracing just inside the doorway as pink hearts float around them, and zoom out to show a crushed Feather now standing and watching.)

Sweetie: But don't worry. (*gesturing to other side*) You've got three not-so-secret admirers right behind you.

(Sure enough, the three-mare fan club is right across the street and easily within his line of sight. They sigh blissfully upon making eye contact, but he blushes and chuckles shakily, all his old suavity gone right out the window.)

Feather: Uh, what should I say to them?

Bloom: (*puzzled*) Uh, you're askin' *us* for advice?

Feather: (*nodding*) Mmm-hmm. (*tossing head*) Look. I-I can mane-flip, write poetry, and juggle, but actually talkin' to a pony? Oh, it scares me almost as much as loneliness. Will you help me? Please? (*They turn away from him and hunker down.*)

Bloom: (*to Scootaloo, Sweetie*) Gee, I don't know about this.

Scootaloo: He just needs a little nudge in the conversation department. Besides, I don't think Big Mac's ready to leave just yet.

(All three glance toward the bakery; zoom out from them through the doorway to frame Macintosh and Sugar sharing another nuzzle, then cut back to the street.)

Sweetie: Let's do it! (*The Crusaders turn back to Feather.*)

Bloom: Feather Bangs, the Cutie Mark Crusaders are—

Crusaders: —at your service!

(He grins broadly and tosses his head, a gesture that the amateur romance consultants are quick to copy before all four burst into laughter. "Iris out" to black, the aperture taking the shape of a heart and centering on Feather's face. Before closing entirely, it pauses long enough for him to throw the camera a wink.)

HONEST APPLE

Written by Kevin Lappin

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Mike Myhre

Transcribed by Alan Back (ajback@yahoo.com)

Prologue

(Opening shot: fade in to a close-up of a house's front door. An advertising flyer is levitated into view and attached—scissors, length of fabric, pony-shaped mannequin, all within a rough circle of stitches. Rarity walks past, Spike right behind her and carrying a stack of extras; one flutters off the top, and a longer shot frames them moving down a Ponyville street during the day.)

Rarity: Oh, thank you so much for helping me with these flyers, Spike. *(He totters briefly; another one blows off.)* I am so lucky you just happened to be walking past the boutique. *(Chuckle.)*

Spike: *(blushing)* Uh...yeah. Right. Just happened to be walking past.

(He laughs nervously as they approach a side entrance to Sugarcube Corner, and Rarity floats one flyer off the pile and affixes it to the adjacent window. Pinkie Pie instantly pops up behind the pane, hooves and face pressed to it.)

Pinkie: *(slightly muffled by glass)* Whatcha got here? Lost dog? Balloons for sale? Guitar lessons? 'Cause I found one, I need some, and yes, I am interested!

(The bottom half of the door flies open and she slides out on her hocks, holding an acoustic guitar and miming the sounds of an electric one with her mouth. She ends by hitting an out-of-tune chord. The overall performance startles Rarity into taking a step backward and colliding with Spike, who stumbles and lets the flyers go every which way.)

Rarity: *(laughing)* No. It's a call for submissions—fashion contest I'm organizing. A showcase for aspiring young designers. *(Pinkie stands and packs the guitar away in her mane.)*

Pinkie: Oh, wow! What an awesome idea! *(Spike starts gathering the pages.)*

Rarity: Thank you! I remember how difficult it was to break into the fashion industry when I was starting out. That's why the winner of the contest will get to debut their line in the Carousel Boutique.

Spike: *(dreamily)* So selfless. So generous!

Rarity: I've also managed to get esteemed fashion critic Hoity Toity and iconic fashion photographer Photo Finish to come to Ponyville and judge the show. And... *(Excited giggle.)* ...wait until you hear who else will be a judge.

Spike: Countess Coloratura?

Pinkie: Sassy Saddles?

Spike: (*flyer in teeth*) Spike?

Rarity: (*laughing*) No! The third judge for the Carousel Boutique's *Couture du Future* Fashion Contest is none other than...

(*Applejack ambles past in the background, hauling a cart piled with apples.*)

Rarity: (*gesturing to her*) ...Applejack! (*Zoom in quickly on the farmer.*)

Applejack: What?!

Pinkie: What?!

Spike: (*spitting out flyer*) What?!

(*The unicorn beams as Applejack rolls up alongside to give her a king-size hairy eyeball.*)

Rarity: (*innocently*) What?

(*Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to the four.*)

Applejack: What?

Rarity: You already said that, darling.

Applejack: I know, but I had to say it again because that's how confused I am. You want *me* to judge a fashion show? (*Spike goes back to picking up flyers.*)

Pinkie: I'm sure Rarity has her reasons, and once we hear them, all of this will make sense.

Rarity: I admit, Applejack *is* an unorthodox choice, but that is precisely what makes her an inspired choice.

Pinkie: See? Now it all... (*Her brain locks up for a second.*) ...still doesn't make any sense.

Rarity: Hoity Toity has expertise in fabric and stitchwork, Photo Finish has an artistic eye for shapes and colors, but sometimes we designers forget about practicality. (*turning to Applejack*) That's where you come in.

Applejack: Uh, I think I might be a little *too* practical. (*poking at her hat*) My closet's nothin' but twenty versions of this hat.

Rarity: (*flipping it to one side*) Which tells me you're a pony who knows what she likes. (*Applejack readjusts it.*) Besides, a judge must be honest, and you're the most honest pony there is. Ask anypony; they'll tell you.

Pinkie: Ooh, ooh! Let me try!

(She darts away in a pink blur and accosts a passing stallion.)

Pinkie: 'Scuse me. Have you ever heard of Applejack?

Stallion: The most honest pony there is? Sure have.

(He goes on his way; she grins back toward her friends with the satisfaction of a point well made. Cut to Applejack and Rarity.)

Rarity: See? So, what do you say?

Applejack: Well, if I'm bein' honest, I don't think I'm the right pony for the job. Fashion just ain't my bag of oats.

(On the start of the next line, zoom out quickly to put Pinkie in the fore.)

Pinkie: Aw, BOOOO!! *(Back to Applejack and Rarity.)*

Rarity: I do understand your hesitation, but before you say no...sleep on it? *(Applejack offers a humoring smile.)*

Applejack: Sure. I...guess I can do that for you.

(She hurries off with her cart, and Rarity trots purposefully over to Spike and plies her horn to re-stack all the dropped flyers effortlessly. The scaly violet face breaks out in a lovestruck blush as she departs.)

(Wipe to a stretch of trees ready for harvest in the Sweet Apple Acres orchards. Big Macintosh is now harnessed to the cart Applejack had been pulling; she stands under one tree, and tubs have been set up at the base of another. Apple Bloom is also on hand, wearing a brown hat whose crown is hidden by an empty tub balanced atop it. The sides of the wide brim are pulled down around her ears by a pink sash that encircles the crown and is tied off under the chin. She pulls at the bow.)

Applejack: Yeah, I know, Big Mac! I-I was just as surprised as you are.

(Orange-tan rear hooves connect with the trunk, bringing down a shower of apples that Bloom completely misses despite her darting in.)

Applejack: I mean— *(Chuckle; Bloom falls on her face.)* —can you imagine? Me, judgin' a fashion show?

(Only now does she take note of the prone filly. Macintosh throws Applejack an odd look, and Bloom lifts her head, letting the tub fall free.)

Bloom: I'd do it! *(standing up)* It sounds like fun, gettin' to see all those pretty outfits.

Applejack: *(pacing past her)* Well, you're the exception in our family, sugar cube. You know about that kinda stuff. *(Sprint to another tree.)* I'd be as useful as a burned knot on a zapplin' tree.

(She bucks it; as before, little sister manages not to catch a single apple in the tub that she has returned to her head.)

Applejack: *(thoughtfully)* Although, Rarity did say I just had to focus on practicality. *(pacing)* She already has experts for the...uh, fashion-y stuff. Eh, but I still wouldn't know what to say.

(Having wound up at yet another tree, she gives it what for. Bloom shifts her position to try for a catch, but snags a hoof in her hat's bow and ends up face down. The tub slides off her head and flips over, leaving apples to bounce off the upturned bottom and hit the grass.)

Applejack: Come on, Apple Bloom! You're doublin' our workload here! *(Bloom stands up.)*

Bloom: Sorry. *(She raises one corner of her brim.)* I wanted to wear a signature hat like yours, but... *(Let go; it droops over her eyes.)* ...it's makin' it harder to see.

Applejack: That's because it's not like mine.

(Snagging one loop of the bow in her teeth, she pulls the full length away with one toss of her head. Now freed from its tension, Bloom's headwear snaps into shape as a cowboy hat whose brim curves up on each side to accommodate her ears.)

Bloom: You don't need a fancy scarf to keep your hat on. *(She flips it farther back on the red-maned head.)* Now you can see.

(Older sister gallops to a tree and bucks it; younger skids into view, empty tub balanced atop her rearranged hat, and catches every apple.)

Bloom: Wow! That *is* a lot better. Thanks, Applejack!

Applejack: Sure thing. *(Her eyes pop.)* You know what? I *am* gonna help Rarity judge her show! I think my sensible "everypony" take on fashion is exactly what the pony community needs!

(Wipe to the ground-floor showroom of the Carousel Boutique. Rarity looks through an album of sketches as Applejack opens the door, jingling the bell above it.)

Applejack: Rarity, I thought about it some more, and if you still need me— *(crossing to her)* —I'd love to be a judge.

(The proprietor drops to her haunches and claps her hooves with an ecstatic squeal, then stands and hurries to Applejack.)

Rarity: I just knew you'd come around!

(They embrace just before a gray hoof plants itself in view very close to the camera, which is at ground level for the moment. From here, cut to Photo Finish, standing atop a small platform slung on two poles whose ends rest across the backs of two pegasus stallions—one gray, one tan. Two of her outlandishly dressed attendant mares stand a short distance back.)

Photo: I, Photo Finish, have arrived! (*Hoity Toity walks in the open door.*)

Hoity: As has Hoity Toity! (*Rarity gasps happily as Photo hops down to her.*)

Rarity: It's wonderful to see you!

(She kisses Photo's cheeks three times—right, left, right—with the latter saying “Kiss!” on each—and Hoity joins them.)

Rarity: Thank you both so much for doing this.

(She and Hoity kiss each other's cheeks three times—right, left, right.)

Hoity: We missed you at Miss Pommel's debut in Manehattan last week.

Rarity: Miss Pommel is showing? I thought she was still making costumes.

Photo: You haven't heard? Everypony who's anypony is talking about it!

(Coco Pommel, that is. Two claps of the pale blue hooves bring a flunky on the hop, offering a sheaf of pictures from which Rarity takes the top three in her magic. Hoity moves in for a look.)

Rarity: Oh, my! They're absolutely stunning! (*Applejack crosses to them.*)

Applejack: It sure is great to hear Miss Pommel is doin' so well.

(Hoity props his mirrored sunglasses skeptically on his forehead, revealing pale brown eyes—eyes that had been blue during his appearance in “Suited for Success.”)

Photo: Who is this who speaks?

Rarity: Oh! Uh, this is Applejack, another one of the judges. (*Hoity crosses to Applejack, shades down again.*)

Hoity: (*holding up a photo*) So, Judge, what do you think?

(The swift shift in the apple expert's features eloquently speaks to her sudden total confusion.)

Applejack: Oh...wow. Uh...that is just...wow. These are clothes?

(In less than a twinkling, Photo whisks to the dandified stallion's side and lifts her own magenta lenses to scope out the picture. Her eyes, previously hidden, are a deep blue-violet. After a hard glare, she snaps the sunglasses back into place.)

Photo: The photo is upside down!

(Cut to a close-up of the image in question, which is indeed turned end-for-end: a light blue earth pony whose long, upward-flowing mane is two shades of blonde. The pale blue-green eyes are marked with heavy mascara and darker blue shadow, gold sandals cover all four hooves, and the body is covered by a giant, glittering disco ball. Laser beams shine from somewhere behind

her. A flick of Photo's hoof puts the picture right side up; back to Applejack on the start of the next line.)

Applejack: *(hesitantly)* This is... *(scoffing)* ...she looks like a disco ball! *(laughing, wiping tears from eyes)* D-Did they have to roll her down the runway? *(Louder laughter; Rarity tries to wave her off.)* I can't believe anypony would actually wear this! Am I right?

(Her jocularly throws an offended fright into both out-of-towners.)

Hoity: *(to Photo, propping sunglasses up)* Oh, my!

Photo: *(hoof to forehead)* I faint!

(Down she goes; an attendant catches her. Zoom in slowly on Applejack and Rarity; Hoity has his shades down again.)

Rarity: *(laughing weakly)* So funny.

(Not according to the stallion's frosty stare. She clears her throat before the view fades to black.)

Act Two

(Opening shot: fade in to the showroom. The attendant is fanning Photo's face with a hoof in an attempt to revive her.)

Applejack: *(to Rarity)* Oh, gosh. I didn't mean to make her faint.

Rarity: *(trying to play it off)* Oh, don't worry about it, darling. Uh, it happens all the time.

(Cut to the photographer, who gets to her hooves and adjusts her eyewear as the attendant gives an "A-OK" nod. A quizzical glance sends the latter mare hustling away.)

Rarity: *(from o.s.)* Besides— *(Back to her and Applejack.)* —that dress did look a bit like a disco ball. Although, Miss Pommel is making the point that no matter what we wear, it is a costume of some kind or another.

Applejack: *(completely lost)* I have no idea what you're talkin' about.

Rarity: And that's okay. Let's go meet the designers and help them get ready for the show!

(All four move out. Wipe to Rarity's upper-story workspace/living quarters; the furniture has been cleared out and three workstations have been set up here, each consisting of a mannequin and a table with a sewing machine. A fourth, unused mannequin stands at far left. Behind the left station is Lily Lace, a pale yellow unicorn mare with a long flowing mane/tail in even paler violet. Center is Starstreak: dark tan earth pony stallion, small triangular sunglasses with deep pink lenses, two-tone pink mane with added blue streaks done in a cross between a pompadour and a Mohawk, only a small tuft of tail. Right is Inky Rose: tall, light grayish-blue pegasus mare,

two-tone dark gray mane in two braids, tail hidden by the camera angle. Of the three, only Starstreak has left his mannequin completely bare. Rarity steps into view in the fore.)

Rarity: Designers, welcome! *(Cut to her, Applejack, Hoity, and Photo all up here.)* Today you will work on your designs, and we judges will offer our guidance and advice as you prepare for tomorrow's big show.

(Cut to the three designers and zoom in as they talk among themselves, then cut to just behind Lace's table. She wears light pink shoes and a long, loose dress of translucent, light blue fabric. Her eyes are pale blue, and she bears a cutie mark of a heart outlined in lace with an extra length trailing from the bottom. Rarity steps up.)

Rarity: Lily Lace, tell us about your inspiration.

(Lace moves to her mannequin, gowned in translucent yellow-green fabric with an opaque yellow over-skirt. Her voice is the super-concentrated essence of Valley Girl.)

Lace: You guys, this morning on my way here, I heard a bird singing literally the most beautiful song I'd ever heard. And I wanted to capture not so much the bird's song exactly, but more like how the wind carried the bird's song.

(Applejack is the only one of the four observers to show any lack of comprehension.)

Hoity: Powerful, yet at the same time fragile and delicate. *(He, Rarity, and Photo move on.)*

Applejack: Uh...huh?

(The trio reaches Starstreak's table, where he is plying a pencil in his mouth to finish a sketch. White shirt with multicolored patches on the collar and long blue-violet foreleg sleeves; cutie mark of a blue star overlaid on a magenta lightning bolt and small pink triangle. The eyes behind the lenses are bright green.)

Rarity: Next up, meet Starstreak.

(He drops the pencil and addresses them in a scornful British accent.)

Starstreak: I'm not interested in what's already been done, only what will exist—in the future!

(He snatches the drawing up in his mouth for all to see: a highly stylized image of a pony, all sharp lines and angles.)

Hoity: Mmm. Tomorrow's fashion belongs to those who hear it coming.

(As the three in the know move on, pan to a well and truly befuddled Applejack hanging back. She puts a hoof to her chin for a bit of hard thought, then gives it up and follows them. Now Inky gets the attention. Violet-tinged blue eyes with dark gray shadow and black liner; long, loose

tail; short-sleeved button-down shirt/skirt in dark gray/black shades with a spiderweb motif; black bat-shaped clips securing her braids; cutie mark of a dark gray flower bloom dripping black ink. The mannequin alongside her is dressed in a sleeveless dark gray coat with attached hood, over a long-sleeved top in a slightly lighter hue. She speaks in a low, throaty monotone.)

Inky: I am Inky Rose.

(Applejack joins the gathering, but no more words are immediately forthcoming for some seconds. Photo breaks the silence.)

Photo: You have a very focused vision! A strong sense of what you want! It's good!

Rarity: Applejack, you've been rather quiet. What do you think?

(The green eyes narrow; cut to her perspective of the outfit and zoom in.)

Applejack: Well...it's a lot of black. *(Back to the four.)* It's kinda...depressing.

(The others aim puzzled eyes her way, but Inky takes one long, wing-assisted bound away and returns with her teeth clamped around a length of cloth in a third shade of dark gray. She drapes it over the rear half of her mannequin.)

Inky: How's this?

Hoity: Makes a world of difference!

Applejack: *(stepping forward)* Maybe to fashion experts like you, but to ponies like me, it's still black. *(The others gasp, shocked; Inky's head droops.)* And I'm not sure how you wear singing birds or the future.

(That comment stops Lace and Starstreak cold and leads them to stare dejectedly down at their work; pan quickly to Inky, who yanks the added cloth away and lets it crumple on the floor. A look passes between Hoity and Photo, and they walk away from Applejack and Rarity.)

Applejack: I don't think they liked what I had to say.

Rarity: *(brightly)* Ah, well, that's why you're here. Fashion needs a healthy dose of practicality now and then.

(She adds a reassuring wink that brings a smile to the birdcatcher-spotted face. Wipe to the three contenders back at work; Inky and Lace have changed the outfits on their mannequins, and Starstreak stands in the center of the floor, touching up the artfully disheveled, two-tone violet mane of a light blue-violet earth pony mare serving as a model. The head of his mannequin is just visible over hers, and an edge of collar fabric indicates that he has actually taken the trouble to dress it. Inky has nailed a pair of stockings to the surface of her table, and after a final tap from the hammer in her mouth, she drops the tool and bites down on the cloth instead. One good pull rips long furrows in both stockings, a move that surprises and irks Applejack when she approaches the table.)

Applejack: Are you puttin' holes in the clothes? On purpose?

Inky: It's to create a distressed look.

Applejack: More like an old and tattered look. *(Across the room, Rarity's eyes pop.)* When a pony's old clothes get holes in 'em, they don't want to go to the store to buy *new* clothes with holes in 'em. *(Rarity steps over and hastily nudges her aside.)*

Rarity: Okay, yes. Not a very practical choice. Fashionable, but not practical.

(Applejack smiles at having her opinion backed up. Now Lace floats a layer onto the skirt of a high-collared, short-sleeved dress rendered in pale blue and green, then adds a translucent one on top of that. Hoity and Photo are looking on.)

Photo: Simply stunning! *(Here come Applejack and Rarity.)*

Applejack: Sure, it looks pretty— *(lifting skirt)* —but that's a lot of fabric. *(Close-up of it; she continues o.s.)* With the way it drags behind— *(Zoom out to frame her.)* —it'll be covered in dirt in no time. *(smiling, to Rarity)* Thank goodness I'm here. Otherwise we'd have had holes in clothes and dirty dresses.

(What she does have, but fails to notice, is one dismayed white unicorn. Lace whimpers softly at having her craft so bluntly savaged. Cut to a close-up of Starstreak patting a lock of his model's mane into "place," then zoom out to frame Applejack watching. A soft grunt of disapproval causes Rarity to react as if the roof were about to cave in.)

Rarity: *(galloping to them)* But of course, no look is complete without mane and makeup.

Applejack: *(to Starstreak)* So, uh, when are you gonna do her mane? *(The model's eyes bug out.)*

Starstreak: *(scoffing)* It's already been done.

(Rarity cuts Applejack off before she can offer any response.)

Rarity: You know what? Uh, I think we've given the designers enough guidance for today. Let's, uh, let them finish their work.

(With a visibly strained grin, she leads the farmer and the two fashion mavens toward the door.)

Applejack: *(calling over shoulder)* Uh, can't wait to see what y'all do for the big show tomorrow!

(The three ticked-off designers launch into a round of disparaging comments, not even waiting until Rarity is out of earshot. She manages a weak laugh, lets it trail off into a sigh, and exits, using her magic to pull the door shut behind her.)

(Wipe to Pinkie sitting on the steps outside the front door of Sugarcube Corner. It is now later in the day, and she discordantly strums on the guitar she used in the prologue as Applejack trots into view.)

Pinkie: Hey, Applejack! On your way home? How'd the first day of the contest go?

Applejack: Heh! Great! At first I didn't think I'd be much help, but thank goodness I signed on. Without me, they'd be doin' all kinds of crazy fashion-y things! *(She leaves; Pinkie strums again.)*

Pinkie: Hey, Rarity! *(Here comes the unicorn, in worse spirits.)* Applejack says the contest is going great. Good thing she's there, huh?

Rarity: *(woodenly)* Yes, of course. Some of her thoughts are tough to swallow, but hopefully her candor will help the designers achieve the best designs possible. *(Pinkie leans over to her.)*

Pinkie: You seem a little stressed.

(Cut to a point between them; she holds her guitar into view.)

Pinkie: *(from o.s.)* Want to try? *(She leans in and runs a hoof over the strings.)* Music is very relaxing. *(Rarity floats it to herself.)*

Rarity: Sure. *(Stand up on hind legs.)* Hmm...

(As the pink pony backs up, the white one proceeds to scrub at the strings with unexpected ferocity and aplomb. A high-speed electric guitar riff issues from the instrument, backed with bass and drums, and flames blaze up behind Rarity until the moment she lets go and puts it into a hover again. She drops back to all fours with a relaxed sigh.)

Rarity: Much better.

(Across the way, Pinkie has been stunned into complete silence by the rock spectacle, her mane/tail blown back at two different angles. The guitar is maneuvered back into her grip, a tendril of smoke curling up from the body; she blows this away as Rarity walks placidly by.)

(Dissolve to the exterior of the Carousel Boutique, in the early hours of the next morning. Zoom in slowly as she, Applejack, Hoity, and Photo approach the front door, then cut to them walking through the showroom and pan to Rarity out front. She pulls a deep breath in through her nose and lets it out through her mouth.)

Rarity: *(to herself)* I can meet my goals. Today is a fresh start!

(In the upstairs workspace, the designers' touch-ups to their outfits are interrupted by the opening of the door and her arrival.)

Rarity: Good morning, everypony! *(walking in; the others follow)* Time for final adjustments before the show!

(Cut to a close-up of the second outfit that Inky had been working on the previous day: a long, high-collared coat in two different black/gray shades, with closures and accents consisting of short violet straps buttoned at both ends. Hoity leans in close and raises his sunglasses.)

Hoity: If buttons could convey sadness— *(Stand; shades down.)* —you've done it. *(Inky smiles.)*

Applejack: To me, they convey wakin' up an hour early just to button 'em all! And that's if you could reach most of 'em.

(Many dirty looks come her way, and Inky starts pulling the buttons off with her teeth and spitting them to the floor near her hooves. A close-up of this spot and a dissolve turn the scatter into a sizable pile, and she strips off the very last button and lets it drop. Now the garment has gone from a coat to an open cloak fastened at the neck.)

Inky: *(acidly)* Is this better?

Applejack: Heh. There you go! Now when it's cold, you just slide it on you and you're set, like a poncho. *(She walks off proudly.)*

Hoity: Um...poncho?

(He says this word as if he has never heard it before in his life. Next Applejack moves toward Lace's station; close-up of the latter, sweating buckets as she ever so carefully levitates a feather down to tuck in among the others that adorn a hat she is making. A needle and thread move in after it to apply a stitch in just the right place, after which she turns to Applejack and Hoity.)

Lace: I attached each feather individually. *(Laugh; float it onto a mannequin.)* It took me for-literally-ever. *(Hoity scrutinizes it in close-up.)*

Hoity: Ohhh! You used hoof-cross double overstitches! *(Laugh.)* They're perfect! *(Pan to Applejack on the next line.)*

Applejack: Who cares if it's stitched perfectly? You don't need feathers on your head!

(With that, she snags the hat's brim in her teeth, pulls the whole thing off the mannequin, and shakes it vigorously. Feathers fly everywhere as Rarity, Hoity, Lace, and Photo cry out in despair; but it does nothing to stop the farmer from stripping the hat clean except for a couple tucked into the band.)

Applejack: My little sister tried to add some flair to her hat, and guess what it got her? *(Close-up of the hat; she brushes the last ones off and continues o.s.)* An extra hour of work pickin' apples off the ground.

(An expert flick of her head scales the denuded chapeau across the room to land on the mannequin's head. Applejack walks off confidently, not seeing the queasy expression on Lace's face or the disbelief of the other three observers. Now Starstreak tweaks the outfit on his mannequin—a sleeveless, short white/gray dress with red/yellow panels and a squarish gold collar—and stands proudly by it as Applejack, Hoity, and Photo give it a look-see.)

Photo: A good start, but... *(Stomp.)* ...it needs more!

(She crosses to a basket filled with accessories, picks up a flowered belt, and promptly tosses it over her shoulder.)

Photo: No. *(Another.)* No.

(Cut to an overhead light; this particular reject lands around it.)

Photo: *(from o.s.)* No.

(The next belt lodges itself in Hoity's mane—chain links, buckle marked with a lightning bolt—and he pulls it down for a puzzled glance. Now she draws one identical to it and smiles.)

Photo: Yes!

Hoity: *(crossing to her, holding up the one he “caught”)* I'd go with...this one.

Photo: *(brandishing hers)* No! This one!

(The face-off is interrupted by laughter from the o.s. Applejack; cut to face her, them and Starstreak. Even though sunglasses completely hide two of the three pairs of eyes before her, there is no mistaking the sheer venom in their glares.)

Photo: Something is funny?

Applejack: What? Oh, no. Uh, it's just, I mean, those belts look the same.

Hoity: *(eyeing Photo's)* Oh, that one completely changes the look. *(holding his up)* This one complements it! *(Applejack stares levelly.)*

Applejack: You're kiddin', right? *(Rarity hurries over.)*

Rarity: Is everything okay?

Applejack: They're havin' a heated debate about those two belts.

(Close-up: the fashion-conscious unicorn studies the objects of contention.)

Rarity: Ooh! Both good choices.

Applejack: *(from o.s.)* No! *(Cut to her, stomping for emphasis.)* There is no choice! They're the exact same belt! *(Scoff.)* This is so silly! Fashion is ridiculous!

(The other six occupants of the room gasp as one, aghast; Hoity and Photo have put down the belts they favored.)

Rarity: You don't mean that.

Applejack: I do! I'm sorry, but that's my honest opinion.

Hoity: Well, I never would've come if I knew we were going to be insulted! *(He heads for the door.)*

Photo: *(stomping)* We go!

(Rarity scrambles to intercept Hoity, but soon has to shift gears as Photo is carried out on her stallion-carried platform, attendants close behind.)

Rarity: No! Please, come back! *(She hurries out.)*

Starstreak: If they're out, I'm out too. *(walking out)* I didn't get into fashion to design boring, utilitarian clothes. *(Lace holds up her stripped hat.)*

Lace: I want to create elegance and drama, and this is literally the opposite of— (*gagging, tossing it away*) —I mean—I can't even! (*Exit; Inky stares Rarity down.*)

Inky: Yeah. No.

(The hooves on the ends of the long legs carry her toward the door. Cut to an overhead shot of the room, Rarity moving hesitantly after her with a crushed whimper, then to a point just outside the room. The camera points in at the two locals, and Rarity trains a teary-eyed look of mingled confusion and anger toward Applejack before sobbing and hurrying off after the departing delegation.)

Applejack: (*calling after her*) What? I was just bein' honest!

(The unicorn's aura pulls the door shut, the view fading to black at the same time.)

Act Three

(Opening shot: fade in to a section of the lawn just outside the Carousel Boutique. A short plank platform has been built near the door, projecting outward from it as a stub of a runway, and a rough framework has lengths of drapery hanging from its beams. Two construction worker stallions stand on the platform, straining mightily at the rope clamped in their teeth, and a third walks by with hammer in mouth and tool-filled saddlebags across his back. Rarity races into view among the mess.)

Rarity: Stop everything!

(They do so. Zoom in quickly on her, eyes brimming and mascara running.)

Rarity: There is no show! Take it all down!

(She gallops away, only for Pinkie to hop into view and cut her off. The pink party pony no longer carries the guitar she was picking at in Act Two and has tamed her mane/tail, and the white one's eyes are dry and clean in an instant.)

Pinkie: Rarity, what's going on? Is everything okay?

Rarity: No! It is the opposite of okay! (*pacing*) The judges have quit, the designers have dropped out, the show is canceled! All my good intentions squashed!

(She plops down to her haunches, fresh tears pooling in the vivid blue eyes, and sobs quietly. Meanwhile, Applejack picks her way through the job site and past the workers enjoying a midmorning snack and finds those eyes—once again dry—boring into her.)

Rarity: (*pointing*) And it's all Applejack's fault!

Applejack: Why are you mad at me? (*crossing to her*) I was just sayin' what I thought. And isn't that why you wanted me to be a judge—for my honesty?

Rarity: Of course! But you said fashion is ridiculous!

Applejack: But it's my opinion, and I'm not gonna lie! (*Rarity sputters a bit before continuing.*)

Rarity: (*beckoning*) Come with me!

(She sets off, one steamed apple farmer close behind. Cut to a close-up of a door; which Rarity reaches into view to knock, then to a longer shot. The two mares have reached a house, and the door is opened by Strawberry Sunrise, a smiling pegasus mare who is chewing a mouthful of something. She has a light yellow coat, bright green eyes, and a curly red mane/tail. During the next line, she leans slightly out through the doorway to expose her cutie mark as a trio of strawberries backed by a rising sun.)

Strawberry: Mmmm! (*Swallow.*) Oh! (*Giggle.*) Rarity! Oh, what a nice surprise!

Rarity: Hello, Strawberry Sunrise. (*nodding toward Applejack*) This is Applejack. I was wondering if you could tell her how you feel about apples.

Strawberry: (*shaking head, but still smiling*) Don't like 'em.

Applejack: What?!? Why? They're crunchy, they're sweet, they're delicious.

Strawberry: (*giggling, holding up a berry*) They're not strawberries. (*Down the hatch, then a smug grin.*)

Applejack: You're right. (*stepping closer; Rarity backs off*) Apples are better than strawberries. (*Strawberry's smile fades.*)

Strawberry: Only if by "better," you mean "better at being disgusting."

Applejack: (*sputtering indignantly*) You'd better apologize!

Strawberry: Oh, I'm sorry—that you actually bite into those tasteless, mealy, worm-filled things.

(She ends this line with a fake smile and a sarcastic little whine, then hardens her face into a look of clear disdain for the farmer's wares and slams the door.)

Applejack: *What?!?!?*

(Her whole face goes as red as Strawberry's mane, a growl of purest fury building in her throat, but Rarity throws out a foreleg to stop her from doing anything stupid. Applejack's complexion returns to normal.)

Rarity: (*pointedly*) Applejack, why are you so angry? It's just Strawberry's honest opinion. What's wrong with that?

Applejack: (*gesturing toward Strawberry's house*) Well, that's fine if she doesn't like 'em, but if she knew how hard we work to make our apples perfect, maybe she wouldn't be so mean about—

(The rest of her rant gets slashed off as a revelation thunders through her mind; the green eyes pop to the size of softballs.)

Applejack: Ohhhhh! (*deflated*) Oh, boy.

Rarity: (*nodding*) Mmm-hmm! Doesn't feel so good, does it?

Applejack: Nope. No, it does not at all. *(Sigh.)* I am so sorry, Rarity. *(scuffing a hoof on the dirt)* I got so carried away with bein' honest, I guess I didn't think about how I was makin' others feel. *(Sigh again.)* I'm a real rotten Apple.

(Those same green eyes fill with regretful tears, but Rarity just gives her an understanding smile.)

Rarity: I appreciate that, Applejack. That means a lot. I just wish you'd realized it before you ruined the fashion show.

(She plods off toward the Carousel Boutique, leaving Applejack to drop her head. It snaps up again almost immediately, showing a determined smile under now-dry eyes.)

(Wipe to Photo being carried through the Ponyville streets on her platform. The sky has darkened to sunset, and Hoity is riding shotgun. Close-up of the pair.)

Hoity: *(appreciatively)* I need to get some of these.

Photo: It's the only way to travel!

(They abruptly find their motion reversed and greatly accelerated, and they pivot to face forward. A longer shot reveals that Applejack has taken the place of the two steeds and is galloping like sixty.)

Photo: What are you doing?!?

Hoity: *(pointing in their original direction)* Canterlot is that way.

Applejack: Yep, but you're not goin' back to Canterlot yet.

(She sprints o.s. Wipe to Inky, Lace, and Starstreak trudging gloomily down another street. They stop short after a few steps; cut to Applejack going full throttle, the platform off her back.)

Applejack: Hey!

Lace: *(scoffing)* What is she— *(Gag.)*

Starstreak: I don't know.

Inky: Run.

(They peel out, but Applejack keeps pace and produces/twirls a lasso. Dissolve to the Carousel Boutique and its half-finished runway; the work crew has grown from two to six, including Hard Hat, the expert builder Pinkie called in during "Fluttershy Leans In." Zoom in slowly.)

Applejack: *(voice over, sighing)* Listen, y'all.

(Cut to the upper-story room; she is addressing the designers, Hoity, and Photo.)

Applejack: *(pacing)* I thought I was just bein' honest when I said all those things. But somepony helped me realize I was actually bein' hurtful. So for that, I apologize.

Photo: *(stomping)* So! You don't think fashion is ridiculous?

Applejack: Uh...well, I, uh...I still don't understand it— *(Cut to the three contenders in close-up; she continues o.s.)* —but I appreciate how much it means to y'all, and how much hard work you put into it.

(Lace and Starstreak shift to smiles, while the eyebrows on Inky's impassive face lift ever so slightly. Back to Applejack; she crosses to Hoity.)

Applejack: I also know this contest is important to Rarity. So what do you say?

(Hopeful green eyes move from one to another for a long moment before Hoity speaks up.)

Hoity: *(to designers)* Well, I'd hate to have come all this way here and not see what you can do.

Starstreak: If they're judging, we're in.

Lace: Under one condition, literally.

Applejack: Anything.

Inky: Untie us?

(A zoom out from their faces explains this request—the rope Applejack broke out while chasing them is looped around all three, earning her a strange look from Photo. Cut to the exterior of the building; three of the workers are lowering a spotlight with a rope in their teeth and Hard supervising. Once it touches the ground, he gives them an all-clear grin and they drop the line; one pumps a hoof in triumph while the other two trade a high five. Applejack crosses to them.)

Applejack: Show's back on, fellers!

(She responds to their round of groans by snatching the dropped rope in her jaws and throwing her legs in gear. The spotlight is rapidly hoisted up to the top of a wrought-iron pole and tied off.)

Applejack: Ahhh...

(She walks away. Cut to Starstreak hard at work upstairs; a length of fabric jams in his sewing machine, but he gets a surprise in the form of her arrival and a couple of mouth-powered tugs as the material. This is enough to clear the snarl, and the needle begins to cycle again. Starstreak gives her a relieved smile, which she barely has time to return before being dragged bodily o.s. by the cloth still in her teeth. A yell of surprise floats back across the room, and in no time flat she has become Equestria's strangest-looking mummy. Nothing of her is visible except her tail, the end of her mane, and a face with two woozily spinning eyes. Both of them share a laugh once she regains her senses.)

(A pair of shears snips its way across the screen; behind it, wipe to a fully unwrapped Applejack looking over an assortment of pendant necklaces spread out on Inky's table as the pegasus looks on. The mannequin has been dressed in its first Act Two ensemble of sleeveless hooded coat and long-sleeved top. Applejack snags one necklace in her teeth and presents it for inspection.)

Inky: *(shaking head)* Uh-uh.

(The farmer returns to the table, ponders the others carefully, and selects a different one.)

Inky: *(nodding, smiling)* Uh-huh.

(Applejack returns the smile. Now a length of fabric is pulled past the screen; behind its trailing edge, wipe to Lace using her magic to do some detail work on a gown—with Applejack on model duty, her hat off and her mane tied back in a loose bun. This garment is along the same lines of her second Act Two offering, in pale shades of pink/blue/green and with touches of translucent material at hem and collar. Lace fluffs the voluminous skirt, and Applejack smiles.)

(Dissolve to a worried Rarity walking across the grounds of the Carousel Boutique. Pinkie hops merrily alongside, but lands to grab Rarity's cheeks and throw a foreleg around her shoulders on the start of the following.)

Pinkie: *(rapid fire)* And then Applejack found me and told me to distract you for an hour—*(Rarity's perspective: extreme close-up.)*—but the hour's up! Ta-da!

(She darts away. Behind her, the runway has been completed and trimmed in fabric; it juts out from a canopy that frames the front door, and a spotlight hangs from a pole on either side. Applejack stands out front, hat on, dress off, mane back to its usual style, and both out-of-town fashion experts and all three designers are here as well. Back to Rarity, who stumbles back a step out of undiluted shock.)

Rarity: B-But...but...how? *(Cut to all but Applejack; she continues o.s.)* They were all leaving. *(Zoom out/tilt up to frame the upper story.)* This was all coming down.

(Ground level again; she crosses to the group.)

Lace: You can thank Applejack. She literally did it all by herself.

Applejack: *(to her)* I don't think that word means what you think it means. *(to Rarity)* But I *did* bust my tail because I know how much this means to you. *(Rarity tears up.)*

Rarity: Ohhhh... *(Foreleg around Applejack's shoulders.)* ...thank you, Applejack. *(Photo pops up in the fore, standing on her hind legs.)*

Photo: We start now!

(A camera flash fills the screen as she drops back to all fours. When it clears, the grounds are packed with ponies and the hour has shifted into nighttime. The two pole-mounted spotlights shine brightly on the runway, and other beams flash and rove across the throng as still more new arrivals crowd in. Applejack and Rarity stand side by side near the building end of the runway.)

Rarity: First up, Lily Lace!

(Zoom out quickly on this line to an overhead shot that frames a light yellow earth pony mare stepping onto the runway. She is wearing the gown that Applejack modeled for Lace, and her two-tone light blue mane is gathered in loose waves and accented with a flower. She stops on the circular platform at the end of the path and turns to present herself in profile; a flash, and her image is caught in a photograph, which falls away to show her in Lace's first dress in yellow and yellow-green. She poses again, this time with an alluring grin, and gets her picture taken again. This too drops out of sight; now she wears Lace's second dress in pale blue/green and the feathered hat—now fully repaired—and does a quick, haughty turn before a third picture is snapped. When this one falls out of sight, the view has shifted back to Applejack and Rarity alongside the runway.)

Rarity: Starstreak!

(Zoom out quickly. The blue-violet mare who had been getting a cosmetic touch-up from him is now on the far end of the runway, sporting a more neatly combed mane/tail and his white/gray/gold/colored geometric outfit from Act Two. A flash puts it on film, and the photo slides away to show her now in a sleeveless white/violet number whose sash, headdress, and shoes resemble exposed crystal facets. The picture is taken and pulled away; next she swivels imperiously in a long sleeveless coat over a pair of close-fitting pants, the whole done in assorted pale greens.)

(This photo drops out of sight to frame the building end of the runway again, where a dour-faced earth pony stallion strides out in Inky's long coat with all the buttons and straps restored. The coat is pale gray, the mane/tail dark blue with the former chin-length and swept down one side of the head.)

Rarity: Inky Rose!

(This model stops to have his picture taken, and it slides away to put him on the far-end platform. He has changed into her sleeveless coat and long-sleeved top; the hood of the former is up, spiderweb detailing has been added around the hem, and the sleeves and front of the latter are freshly ripped. He tosses his head, exposing the necklace chosen by Applejack around his throat, and another photo is snapped and slid out of sight. His third outfit consists of a long-sleeved jacket in dark gray, with a plethora of buckle/strap closures and a spiked collar. One front hoof plants itself out in front, the head turns back, and the flash goes off once more.)

(When this last photo slides down, the view has again moved back to the building end of the runway. The three designers stand on it, looking gratefully down at Applejack, Rarity, Hoity, and Photo.)

Rarity: And now it's time to vote. I am drawn to the beauty and drama of fashion, and nopony does drama better than Lily Lace! So I vote for her.

Lace: It means so much to me. *(Laugh.)* I literally can't even. *(Gag, then smile.)*

Hoity: Simplicity is the keynote of true elegance. That is why I vote for Inky Rose.

(The pegasus designer's eyes show genuine emotion for the first time since her arrival, popping wide open.)

Inky: *(hesitantly)* You've...made me so...happy?

(She does her best to grin, but the end result suggests that she is badly out of practice at it.)

Photo: Fashion is the art! I, Photo Finish, vote for Starstreak!

Starstreak: Wonderful to hear, darling. *(Rarity/Hoity/Photo turn to Applejack.)*

Rarity: Well, it all comes down to you, Applejack.

Pinkie: *(from o.s.)* Can you believe it?

(Cut to her and Bloom on the other side of the runway. Bloom is no longer wearing the cowboy hat she sported in the orchard during Act One and has put her bow back on.)

Pinkie: After everything that's happened, Applejack is the deciding vote! *(An excited screech; she pounds her front hooves on the surface.)* This is so exciting!

(She props cheeks on hooves and makes a tiny funny excited noise.)

Rarity: *(nervously)* Well, Applejack? *(Zoom in on the blonde, inhaling sharply with eyes darting about.)*

Applejack: Uh...

(She trails off into an uneasy chuckle and a stammering fit, her face betraying the immense pressure that has just settled at the forefront of her mind. Dissolve to the ground-floor showroom of the Carousel Boutique; the two mares stand at the center of the floor, surrounded by empty wheeled racks.)

Rarity: *(pointing out one at a time, moving to each with Applejack)* Lily Lace's clothes go here, Inky Rose's will go there, and Starstreak's there.

Applejack: Sorry, but I couldn't pick just one. They all did great, and in my opinion, they all deserved to win.

Rarity: And I agree.

(They stop before a mannequin garbed in a short-sleeved dress, foreleg boots, and wide-brimmed, feathered hat hung with bells. The entire ensemble is a riot of greens and browns.)

Rarity: I told you your perspective would be beneficial. *(Close-up of Applejack.)*

Applejack: Is, uh, this one of your new designs, Rarity? *(scratching head, fumbling for words)* It's, uh...uh, the form is...reminiscent of, uh...I mean, it conjures up images of...uh...well, uh, I-I mean—

(Zoom out to frame both again. The dress hem, not seen in the previous shot, is adorned with bells to match the hat.)

Rarity: Oh, that! *(laughing)* No, I totally messed that one up. It's ghastly! Horrid! Absolutely terrible!

Applejack: *(chuckling)* Oh, thank goodness! 'Cause in my honest opinion— *(deadpan)* —it's awful.

(Worried green eyes and mildly shocked blue ones stare straight into each other for a silent moment, but the tension swiftly breaks with a round of hearty laughter over having found a bit of common ground.)

Rarity: *(still laughing)* Oh, when you're right, you're right.

Applejack: *(ditto)* I am relieved!

(Fade to black.)

A ROYAL PROBLEM

Written by Joanna Lewis, Kristine Songco

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Mike Myhre

Transcribed by Alan Back (ajback@yahoo.com)

Prologue

(Opening shot: fade in to an extreme close-up of a hovering image of Starlight Glimmer's cutie mark. The camera zooms out to show that it is parked above Canterlot on the magical map spread across the central table in the throne room of the Castle of Friendship. Watching the display are Twilight Sparkle and Spike, the former so completely dumbfounded that she can only manage strangled little squeaks; the latter closes her slack jaw as an ecstatic Starlight trots in.)

Starlight: I know! I can't believe it either! The map has never called *me* before! *(Squeaky grin.)*

Spike: I'm sure that's not why she looks...like that. *(Twilight shakes her head clear.)*

Twilight: Actually, it is. *(to Starlight)* Well, it's that, and the fact that you're being called to the Royal Palace! I mean, what in Equestria could be going on there? *(eagerly, pointing)* Do you want me to come with you? *(backing off)* No, I shouldn't. The map just called you for a reason, right? *(Chuckle; turn to Spike.)* Though maybe it's a mistake. *(to Starlight)* Not because of you, because it's never called just one of us before.

(Her fearful grimace turns to a weak chuckle in the unicorn's general direction.)

Starlight: I also wasn't nervous before, but now...

Twilight: Don't worry. *(Profile of the two.)* For all we know, it's something small. Like, maybe the cooks are fighting over who has the best butternut squash soup. *(Starlight smiles.)* Or the royal hairdressers are fighting over a comb. *(Zoom out to frame Spike on the next line.)*

Spike: Or, you know, maybe the Royal Sisters aren't seeing eye to eye on something.

(The boss rounds frantically on him.)

Twilight: No! That's just crazy! Luna and Celestia would never fight.

(She puts on a self-reassured smile, but it only lasts a second or two before apprehension wipes it away.)

Twilight: Again.

(All three faces turn toward the miniature mark circling above the mountain capital. Zoom in on it and dissolve to a close-up of Princess Celestia in the throne room of Canterlot Castle.)

Celestia: So the map sent *you* to solve a friendship problem?

(Longer shot. She stands on her throne, Princess Luna one step down to one side and looking a bit put out. Starlight bows to them at floor level, saddlebags on back and escorted by two unicorn guards.)

Starlight: Yes, Princess.

Celestia: Well, there's nothing wrong here. *(chuckling)* Right, sister?

Luna: *(sourly)* No. Everything's perfect as usual, sister.

(She cuts her eyes away from the white sovereign, who just beams—but the whole display leaves Starlight very much ill at ease. Zoom in slowly on her and fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to a bedroom within Canterlot Castle. The door is opened by a guard outside, and Starlight enters. A desk stands near the windows, bearing a lamp and a music box topped with the figurine of a ballerina mare poised to pirouette, and a stool is drawn up nearby. After the guard closes the door, Starlight flops face-up onto the bed with a loud groan, having shed her bags. The sky beyond the panes shows the hues of sunset.)

Voice of Twilight: Psst!

(Cut to frame the entire room; she sits up and casts her eyes around, but cannot locate the source.)

Voice of Twilight: Psst!

(The music box starts to play a quiet melody, the figurine turning in time until it is fully exposed as a tiny copy of...)

Starlight: *(incredulously)* Twilight? *(She leans toward the desk; the tune stops.)* Is that you? How are you here?

Twilight: I'm not. I'm still home. It's an easy spell. I'll show you later. *(rapid fire)* Anyway, enough about me. I had to check on you, not in a meddling kind of way, in a friendly "how's it going" kind of way. So, how's it going? *(Grin.)*

Starlight: *(sighing)* Not great. I think the problem might be between Celestia and Luna.

Twilight: Oh, no, that's terrible! *(She catches herself and grins.)* I mean, what makes you say that?

Starlight: You know how some ponies say nothing's wrong, but you can tell something's definitely wrong?

Twilight: *(trying to sound casual)* Nooooo...? *(She cuts her eyes away with a grin.)*

Starlight: That's basically what the Princesses did when I said there was a friendship problem, only they did it more... well, regally.

Twilight: *(sighing, sagging on her mount)* I wish I could help you, but I can't, both for map reasons and because I have no idea. This is big! Like, really big!

(She claps both front hooves over her mouth to cut off any further outbursts, but this one has already shaken Starlight enough.)

Twilight: *(smiling)* But I'm here if you ever need to talk, or listen to music. *(The box plays again; she rotates with a chuckle.)* Comforting, right?

(Perhaps not, based on Starlight's reaction of levitating the pillow off her bed, throwing herself face-first onto the mattress, and clapping it down over her head with a moan.)

(Dissolve to a close-up of a plate stacked with pancakes being levitated into place on a table. It is decorated with a smiling face made from berries and whipped cream, and a few more fruits form an arc around the plate's edge. Zoom out to show Starlight regarding it, then cut to a head-on view of her sitting at a dining room table.)

Starlight: Thank you so much for breakfast, Princess.

(Longer shot: a smiling Celestia stands alongside this end. Through the nearest window, the following morning's sky can be seen.)

Starlight: I can't believe you cook it yourself!

Celestia: *(moving to other end)* Of course, Starlight.

(Starlight magically forks/eats a bite, and the solar pony's aura pulls her own chair out from the far end. Another plate is set up here, and a bowl of fruit stands halfway between them.)

Celestia: I really enjoy doing it. *(Sit.)* It's a small way to say I care.

(One of the double doors is thrown open by Luna's magic, surprising her, and here comes one very grumpy Princess of the Night. The heavy bags under the blue-green eyes speak to her fatigue; cut to a close-up as she reaches the bowl.)

Celestia: *(from o.s.)* Good morning, sister! *(Scowl; cut to frame both. Celestia levitates a third plate of pancakes.)* Join us?

Luna: Too tired.

(She floats up a whole pineapple, takes a bite—rind and all—and walks off with it.)

Luna: Please excuse me.

(Celestia sets the extra plate down, grips her own knife and fork in her aura, and prepares to tuck in. Her previous good mood has given way to visible worry.)

Starlight: *(from o.s.)* Wow. *(Long shot of the table, framing her and Celestia.)* Last night must've been really hard on her.

Celestia: Uh, perhaps, but— *(Close-up; she brings up her fork.)* —she is like this every morning.

(The contents of the third plate are dumped into a waiting bucket, and both the plate and the knife she has used to scrape it are floated back onto the table. Celestia walks away, leaving Starlight to ponder this strange development. Dissolve to the bedroom, the hour having advanced to sunset; Starlight sits on the stool at the desk, addressing the music box. Zoom in slowly.)

Starlight: So I think Luna may be hurting her sister's feelings— *(Close-up.)* —without even realizing it.

Twilight: Poor Celestia. That's so sweet that she makes her sister pancakes every morning.

Starlight: *(dryly)* She's your mentor. I think you might be biased.

Twilight: Fair enough. So what are you gonna do?

Starlight: *(pushing back from desk)* Nothing yet. I have to get all the facts. I asked Luna if I could spend some time with her this evening.

(A knock at the door is almost instantly followed by the entrance of a guard, giving her almost no time to get her eyes off the figurine Princess.)

Guard: Princess Luna's waiting for you, miss.

(Starlight glances at the music box, then to him, and heads out with a shaky laugh; he turns to escort her away.)

Twilight: *(calling after her)* Good luck, Starlight!

(The stallion wheels back with a most surprised neigh, eyes popping wide. Seeing and hearing nothing out of the ordinary, he exits again and shuts the door; the purple eyes flick toward him in silent relief after he has gone.)

(Wipe to an overhead close-up of a planter filled with hanging flowers and mounted on a wall column in one corridor. Luna's magic wraps itself around the foliage, pulls it down, and replaces it with a fresh batch. On the start of the next line, zoom out to frame her and Starlight out here, as well as a supply cart with old and new blooms stacked on bottom and top shelves, respectively. The starry night sky is visible through the windows, and Luna is properly rested and in good spirits. She is partway through the job of changing out the flowers that line these walls.)

Starlight: Wow, Princess Luna. You do this every night?

Luna: *(levitating some new ones)* Lavender's calming scent is known to aid dreamers in achieving a restorative sleep. *(Starlight breathes deeply of them; Luna puts them back.)*

Starlight: That's so thoughtful! *(Long shot of them, panning slowly across.)*

Luna: I try my best to make sure the ponies in this castle sleep peacefully.

(The doors at the far end open to admit Celestia along with three visitors. One voice speaks up from among them, a posh older mare.)

Mare: And so then I said—

(Close-up of the group. The speaker is a crystal pony mare whose coloration indicates "mid-level" good spirits; the others are an earth pony stallion and a unicorn mare.)

Mare: "Touring? More like boring!" *(She laughs loudly; Celestia titters.)*

Celestia: *(as they pass)* Oh, you really are a card.

Luna: *(to Starlight, sighing bitterly)* But as always, my sister is too busy having fun with dignitary ponies to acknowledge anything I do. Hmph!

(She extends her aura around the cart and stalks off, pushing it along; Starlight stares after her, then up at the planters, and begins to ruminate. Wipe to a close-up of her pacing before the desk in her bedroom.)

Starlight: So, both Princesses are hurting each other without realizing it. And instead of talking about it, they're just getting colder and more distant.

Twilight: And they're Celestia and Luna, so it's not like you can just confront them.

Starlight: Actually, that's exactly what I was gonna do.

Twilight: *What?!? Are you crazy?!?*

(She is so taken aback that the entire music box threatens to tip over the edge. However, she gets herself under some degree of control and puts on a placating smile.)

Twilight: I mean— *(Chuckle.)* —you do whatever you think is best. This is your mission.

Starlight: *(sourly)* Gee. Thanks for believing in me, Twilight.

Twilight: I do! But the last time the Princesses fought, Luna turned into Nightmare Moon, and Princess Celestia had to banish her for a thousand years. That *can't* happen again.

Starlight: Well, I can't do nothing. The Princesses aren't the best at communicating with each other.

(The little Princess recoils with a disbelieving gasp, but reins herself in before she can upset the music box.)

Twilight: Sorry. It's just...you said "Princesses" and "aren't the best" in the same sentence. And it's making me nervous!

(The unicorn bangs her head on the desk in frustration, jarring the box.)

Twilight: I'm not much help, am I?

Starlight: No!

(Dissolve to a new plate of fruit-decorated pancakes—peaches and pineapple with whipped cream, in this case—being levitated to Starlight's place at the dining room table, and zoom out to frame her.)

Starlight: Wow! I almost feel bad eating this. It's adorable!

(Longer shot. It is now the next morning, and Celestia stands alongside her as before.)

Celestia: Like I said— *(Laugh; walk to her end.)* —I enjoy this part.

(As the visiting unicorn uses her field to ply knife and fork, one of the double doors opens under Luna's influence and she enters. One banana is unceremoniously lifted from the bowl and stripped of its peel, and in close-up, the tired-eyed ruler proceeds to swallow the peel whole and let the fruit splat to the floor. She stalks off as Celestia sits at her own end of the table, sipping from a teacup with a stack of flapjacks before her.)

Luna: Hi.

Starlight: *(from o.s.)* Uh, Princess Luna! *(She hurries into view.)* Wait!

(The dark-hued face trains a squint-eyed scowl toward her, bringing her up short in a hurry and prompting Celestia to drop her cup back onto the table. A deep breath, and Starlight pushes ahead.)

Starlight: As you both know, the map sent me here for a reason— *(smiling tentatively)* —and I think I've found out what it is. *(Celestia steps closer, smiling.)*

Celestia: Really? Oh, that is wonderful, Starlight! *(Laugh.)* What is it?

Starlight: *(fearfully)* You two.

(Both regal heads shoot upright; the next two lines overlap.)

Celestia: Excuse me?

Luna: I beg your pardon?

Starlight: I-I think you're accidentally hurting each other's feelings without realizing it.

(There follows a long, tense silence.)

Starlight: *(approaching Celestia)* Princess Celestia, does it bother you that Luna never notices the wonderful breakfast that you prepare for her?

Celestia: *(reluctantly)* Uh...yes...it does.

Starlight: (*approaching Luna*) Princess Luna, tell Celestia how you feel about the fact that she never acknowledges the work you put into lining the hallway with lavender every night.

Luna: (*sputtering*) I...well...i-it's not the best feeling.

(*She narrows her eyes at her older sister.*)

Luna: (*snarky, pushing Starlight aside, stepping closer*) I'm sorry I never noticed that you make fruit faces on pancakes, but nights are long for me. You might be a morning pony, but I am half asleep.

Celestia: (*needled*) You think I don't get tired? I'm exhausted! (*snarky*) Oh, I apologize for not noticing flowers in a wall sconce, but by the time I get to retire for the night, I can barely see straight! (*prodding Luna's chest*) Even so, I still make an effort to smile. (*Big grin.*)

Luna: (*chuckling sarcastically*) Like smiling is so hard.

(*Starlight inserts herself between the siblings.*)

Starlight: I-I-I'm sure that's not what Princess Luna meant to say. (*Both of them ignore her.*)

Luna: Is that what exhausts you? Smiling and being adored by everypony?

Celestia: And you have it so much worse, do you? (*nasty-sweet tone*) You've spent your evenings flitting around giving ponies lovely dreams! (*angrily*) Oh, it sounds just awful!

(*Starlight inserts herself between them again with her best attempt at a light chuckle.*)

Starlight: Okay! I feel like we should step back, take a deep breath—

(*She gets no farther before the Princess of the Night telekinetically slides her out of the way, with all the grace and artistry of a bouncer tossing an unruly customer out of a bar.*)

Luna: Don't presume to know what it is like to govern the dream realm!

Celestia: (*prodding Luna's chest*) And yet you know exactly what it's like to be me?

(*Cut to Starlight, now a terrified little huddle on the carpet.*)

Celestia: (*from o.s.*) Oh, puh-lease!

(*The visiting mare has finally had all she can take of the squabble.*)

Starlight: *Enough!*

(*She stands up with horn aglow as the camera zooms out quickly to frame all three, and she cuts loose with a spell that slings both Celestia and Luna into the air as if they weighed nothing at all. The screen fills with its glow, and the view immediately fades in to an extreme close-up of Celestia's haunch. Its golden sun disappears and is replaced by the black splotch and white crescent moon of Luna's cutie mark, and the reverse process plays out on that sister's haunch. Both settle back onto their hooves before a horrified Starlight, who has collapsed onto her belly,*

but she stands up with a hopeful smile as they inspect their swapped marks with no small degree of bewilderment.)

Starlight: There! Now you'll know exactly what it's like to...be each other!

(She swallows hard and stretches her face in a very big, very scared grin before the view fades to black.)

Act Two

(Opening shot: fade in to a close-up of Celestia and Luna and zoom out as they continue to goggle at their reversed marks. The older sister is first to find her tongue, pulling in a sharp gasp.)

Celestia: What have you done?!

Starlight: I...went with my gut? *(Luna leans into her face.)*

Luna: *(prodding her chest)* Switch our cutie marks back this instant! *(Starlight bows.)*

Starlight: My apologies, Your Majesties, but I can't, even if I wanted to. This spell lasts twenty-four hours. I-It may have been extreme, but, uh... *(grinning weakly)* ...I think it's still a good idea?

Celestia: *(icily)* What?

Starlight: Uh, you said it yourselves. Neither of you believes your sister knows how hard it is to be you. So, this is your chance to prove it. *(Grin.)*

Luna: *(disdainfully)* Well, I could use an easy day followed by a good night's sleep.

Celestia: You can try. I haven't had an easy day in, well, ever! *(sweetly)* But now I get to sleep, and tonight will be a breeze. *(Luna scowls to herself.)* All right, Starlight Glimmer, we will do this.

Starlight: Good choice! Not that you had one.

(Her airy laugh is met by a double glower and annoyed huff that serve to annihilate all trace of levity.)

Starlight: *(small voice)* I'm gonna stop talking now. *(Fearful little grin.)*

(Wipe to a close-up of a freaked-out, hyperventilating Twilight, then cut to a longer shot of Starlight's bedroom. The unicorn using it is lying morosely on the bed and staring up at the ceiling.)

Twilight: You switched their cutie marks?!? *The actual Princesses' cutie marks?!?*

(Starlight groans, claps hooves to eyes, and sits up.)

Starlight: I thought we moved past this. It was the right call! *(timidly)* I hope.

(Twilight's high-strung nerves kick her lungs back into overdrive just before a knock is heard at the door.)

Guard: *(from outside, through door)* Are you okay in there?

Starlight: *(loudly, addressing door)* I'm good! Just, uh, reading an exciting book! *(Laugh; she lowers her voice and turns to Twilight.)* He's gonna think I'm nuts! *(Flop back onto the bed.)*

Twilight: He's not the only one.

(Without another word, Starlight puts her horn in gear to open one dresser drawer, float the music box in, and close it. Wipe to the throne room, where Luna—now properly rested since breakfast—stands in the seat of power and Starlight a step down to one side. A row of guards and servants stands before them.)

Luna: As you can see, Celestia and I are switching places today.

(Confused murmurs among the audience; after some seconds, the Princess holds up a hoof for attention.)

Luna: I assure you, I am more than capable of handling all of Celestia's... *(Disdainful little chuckle.)* ...duties. Dismissed.

(They begin to disperse, the sotto-voce conversations resuming. Cut to just outside the room's closed double doors, which open to let them out.)

Luna: *(to Starlight)* So, what is first on my dear sister's to-do list?

(Back to her and Starlight, the latter producing and opening a scroll that proves to have a considerable bit of length to it.)

Starlight: It says you have a few public appearances. *(pointing out items)* Store openings, judging the Royal Rose Contest, you know, that sort of thing. *(Close-up of Luna.)*

Luna: *(chuckling contemptuously)* Oh, I knew today would be easy, but I didn't think it would be *that* easy.

(Dissolve to a close-up of her waving and smiling in an extremely forced manner as the Canterlot streets roll by in the background. The sound of wheels suggests that she is riding in a vehicle, and a longer shot confirms this—a chariot drawn by four pegasus guards, with Starlight trotting behind to keep pace. The few ponies on this block stare after the royal procession with visible puzzlement.)

(A giant image of Celestia's cutie mark drifts across the screen. Behind it, the view wipes to a close-up of a large pair of scissors poised in a magic glow to cut through a length of ribbon. The aura has the golden tint of Celestia's field, and it brings the blades together to snip—but the ribbon refuses to part. After a second failed attempt, the camera cuts to a longer shot of the scene: the grand opening of an establishment that might be a jeweler's shop, based on the large

gem mounted above the entrance. The fact that Luna's horn is glowing gold instead of its usual deep blue suggests that Starlight's spell switched the sisters' magic powers in addition to their cutie marks. Starlight and a knot of spectators watch as she continues to do battle with the offending ribbon, grinning fixedly all the while; finally she floats the scissors away and batters it down with a hoof to sever it. The crowd stomps its applause.)

(Another giant sun drifts across; behind it, wipe to Luna stepping up to a table behind which three mares stand with assorted roses in vases and pots—the Royal Rose Contest judging. She carries a blue ribbon in her aura, and she keeps that plastic grin in place while sniffing each floral offering. She makes to give the prize to the third mare, but a hoof waves frantically into view to interrupt her. A camera shift reveals it to be attached to one of six more entrants at additional tables, all eagerly awaiting her opinion. Luna's face falls in shock, but she quickly gets her grin back in place and moves toward them, followed by an extremely uneasy Starlight.)

(Here comes a third sun, behind which the view wipes to the exterior of Celestia's School for Gifted Unicorns and zooms in slowly. Luna and several of the younger students are gathered on the front steps to have their picture taken, while Starlight watches from a distance back. The photographer signals with a hoof and puts an eye to his camera...Luna, to one side, steps toward center...the photographer motions her back as Starlight grins, a reminder to smile nice and big...Luna shows a few more teeth and resumes her original position...she starts to shake with the effort of holding the pose...the photographer adjusts his zoom lens...every muscle in the blue-violet face trembles under the strain...and her whole expression crumbles into a scowl, just before the flash goes off. The view clears to show the moment caught in full color on a newspaper page, and a slow zoom out on the start of the next line reveals the publication as the Foal Free Press, floating in her magic as she stands at the dining room table of Canterlot Castle. The filly directly next to her in the picture is cringing fearfully away.)

Luna: (reading) "Princess Luna Unhappy with Student Fundraiser"? But I wasn't unhappy! (She sends it to Starlight at the other end.)

Starlight: Um...you are scowling.

Luna: I-I didn't mean to! I've been smiling all day. My cheeks hurt! I stopped for one second, and that's when he took the picture. (Starlight sets the paper down.)

Starlight: Guess smiling all day isn't as easy as you thought?

(She offers a hesitant grin as the copy is yanked back in Luna's magic; the winged unicorn scrutinizes it in close-up.)

Luna: It says here that because of me, the school didn't raise enough funds to go on their field trip! (It drops to the table.) I-I didn't mean for that to happen! (Face thuds down on the newsprint.)

Starlight: (from o.s., gently) I know. (Long shot, framing both.) But you can't dwell on that now. (floating/unfurling scroll) According to the list, some delegates are about to arrive for a luncheon.

(It is so long that the bottom end bounces along the full length of the table and drapes itself over Luna's starry mane. Close-up of the Princess.)

Starlight: *(from o.s.)* You need to dispel rumors of timber wolves in the Whitetail Woods.

(On the end of this, one blue-green eye peeks glumly out from beneath the length of parchment. She then sits up, levitating the scroll off herself, and looks it over.)

Starlight: *(crossing to her)* The nearby towns have been in a state of panic for weeks.

Luna: *(rolling up scroll)* B-B-But I have to fix this! *(Cut to her, trotting toward the doors.)*

Starlight: *(from o.s.)* You can't! *(Stop; she approaches.)* You need to put on a brave face and help *these* ponies. It's what Celestia would do.

(The sound of the great doors opening cuts off any further pep talk; pan to them. Two unicorn guards stand watch as three earth ponies enter: a gray-green-maned stallion, a gray-braided mare, and a considerably older mare whose mane has gone white. Cut to just behind them as Luna draws in a long breath to steady herself. She waits to speak until the sound of the doors' closing has reached her, then addresses them in the booming Royal Canterlot Voice with wings spread.)

Luna: HELLO! GREAT NEWS! THERE ARE NO TIMBER WOLVES!

(She folds in her wings, displaying a smile of supreme self-confidence. Cut to just outside the doors, which burst open so the trio can gallop out in an uncontrollable panic. A dismayed Luna and Starlight step to the threshold and watch them flee; Luna returns to normal speaking volume on her next line.)

Delegates: There are definitely timber wolves!

Luna: *(to Starlight)* I'm sorry, but I couldn't stop thinking about those poor students. *(pacing a corridor; close-up)* Normally I have all the time and solitude I need to work through my problems at my own pace. *(Zoom out on the next line to frame Starlight keeping up.)*

Starlight: Well, your sister doesn't get that luxury.

(Both stop short at the sound of a muffled, heated argument, which proves to be coming from the other side of the double doors they are approaching.)

Starlight: Ready for the town hall?

(Luna just sighs heavily and fires up her horn to open the doors so she and Starlight can pass through to the throne room. The quarrelers are a pair of stallions farther down its length. The doors close again, and a dissolve turns the daytime sky past the windows to evening and fades the color from the lavender flowers hanging on the wall, after which the doors reopen. Out come the two stallions, both earth ponies—one gray and in a dark gray tailcoat with bow tie and white dress shirt, the other light blue and clad in a dark gray jacket, white T-shirt, medallion around

neck, and fedora. They are now talking quite amiably, and Luna and Starlight walk a few paces behind, the former looking quite drained.)

Tailcoat: Glad that's settled.

Jacket: *(laughing)* And it only took three hours.

Tailcoat: That got heated, didn't it?

Jacket: Still on for golf?

Tailcoat: Oh, absolutely.

(Jacket's chuckle fades into the distance as Starlight floats up the scroll with the to-do list and smiles.)

Starlight: *(rolling it up)* You made it to the end of the day. Yay?

Luna: *(drowsily)* Hm? *(waking up a bit)* Oh, yes, uh...

(A burst of her magic brings out a second scroll, this one on a darker-tinted parchment, and transfers it to Starlight's hold—a nocturnal counterpart to Celestia's list, no doubt.)

Luna: *(yawning)* ...I'm just going to turn in, then. *(She starts off along the corridor.)* Good light, Starnight.

(Cut to one very worried unicorn, then zoom out on the next line to frame one very perky Celestia walking up behind her.)

Celestia: Oh, hello, Starlight. I don't know about you, but I feel very well rested. *(looking around)* Where's Luna?

Starlight: Um, uh, she already turned in for the night.

Celestia: Did she now? *(Chuckle.)* It seems my duties were harder than my sister expected.

(She walks off. Dissolve to the moon rising slowly in the night sky over Canterlot and zoom out to frame her accomplishing this feat while standing on a castle balcony. Her horn has taken on the blue glow usually associated with Luna's magic, confirming the reversal of the sisters' powers. Once the moon is nearly clear of the hills, it pops up to its final position with a sudden jerk and she cuts the spell.)

Celestia: Moon raised. It's even easier than raising the sun. *(Chuckle; she looks back toward the doors.)* What's next?

(No answer is immediately forthcoming, as a cut to the threshold reveals that Starlight has conked out and is snoring heartily, the nighttime agenda scroll lying nearby. Zoom out slightly; Celestia regards her with a slightly deflated expression.)

Celestia: Of course.

(Cut to Starlight's bed; she is levitated gently onto it, cradling the scroll, and a blanket is pulled up over her.)

Celestia: *(from o.s.)* Everypony's asleep at night. *(Chuckle; cut to frame her standing over the bed.)* Luna works alone. Oh, but it's nothing I can't handle. *(floating opened scroll up)* All I have to do is watch over Equestria, visit the dream realm, and protect ponies in their nightmares.

(With a quiet chuckle, she lets her field ball up the document and pitch it away, then begins walking toward the exit.)

Celestia: My list was three times as long!

(Cut to the moon hanging low over the city as lights in windows blink out.)

Celestia: *(from o.s.)* All right. *(To her at the balcony rail.)* Everypony's asleep. *(She catches herself.)* You're talking to yourself, Celestia. *(suddenly frantic)* But there's nopony else to talk to! *(Chuckle; she calms down.)* Yet, I can talk to ponies in their dreams!

(She fires up her horn using Luna's borrowed magic, and total blackness washes over the scene, starting with the background and closing in on her and the balcony last. An instant after the screen has gone complexly dark, she winks back into view, floating amid an expanse of cosmic nowhere as large, faintly glowing spheres drift gently down around her. Some of them pass close enough to the camera to reveal assorted ponies enjoying themselves in various highly implausible ways—encapsulated dreams playing out—and she smiles at the sight.)

Celestia: Now, to save some ponies from their nightmares—which aren't real, so it shouldn't be too hard, right? Right. Good call, Celestia! *(catching herself)* And I'm talking to myself again.

(Her musings are cut short by a shrill scream from Starlight, whose dream flashes as it floats past her. Within the bubble, the unicorn is in a limb-flailing free fall; cut to her as several fruit-decorated pancake stacks crowd in around her.)

Pancakes: *(Celestia's voice, reverberating)* I care...I care...I care...I care...

(The smiley faces turn to frowns on this last repetition, and Starlight cries out and covers her face just before plunging through a mass of lavender blossoms to leave them behind. Once these fill the screen, the view rotates 180 degrees and she emerges upward from the bottom—now top—edge and flops face-first onto them, gravity having reversed itself. A strong gust of wind stirs up the blooms so that they fill the screen again; when they clear, she is now the ballerina figure mounted on the music box in her bedroom. The newly minted dancing unicorn has just enough time for one terrified glance around herself before the mechanism begins to rotate her.)

Starlight: No!

(Zoom out. A giant-size Twilight glares down at her.)

Twilight: *(echoing)* This is big! Like, really big!

(A blink, and one eye socket is filled with Celestia's sun in a bright blue sky while the other shows Luna's crescent moon and a starry night backdrop.)

Starlight: *(jumping clear)* Whoa!

(She lands on the carpet in the castle corridor, no longer in her ballet togs. As she sits up to her haunches, zoom out slightly to put Celestia in front of her, standing and framed from the neck down.)

Celestia: Starlight...

(Cut to frame both of them fully, as well as the distinct lack of key architectural features around them. Windows float unanchored in sparkly night sky; columns stand tall and proud but support nothing.)

Celestia: *(lifting Starlight's chin)* ...I'm here now. Tell me what's wrong.

Starlight: *(short of breath)* Going with my gut was the wrong call! I was supposed to bring you two closer together, but I've only driven you apart! If you two can't see why you need each other, then—

Nightmare Moon: *(from o.s.)* Then I am back!

(Both heads turn toward the sound of that most unwelcome voice, the camera cutting to frame still more of this area. The corridor carpet forms a path that winds through and over thick clouds, and banners float free among the windows and superfluous columns. Nightmare's blue-black horn punches through the panorama from behind as if it were a sheet of construction paper, and the rip stretches to allow the rest of her form to emerge. Eventually the entire scene in her vicinity is torn away, leaving only night sky as her backdrop, and she cackles dementedly while standing tall and proud. Celestia puts out a wing to hold Starlight back as the surreal path shrinks away around them.)

Celestia: Don't worry, Starlight.

(She conjures up a force field around the unicorn and herself, then hardens her expression.)

Celestia: I know how to handle Nightmare Moon.

(The next word—delivered in her voice, but with a much more aggressive, imperious tone—catches her totally by surprise.)

Voice: Yes...

(She turns toward the source, a tall winged unicorn visible only as a silhouette. Her shield has dropped by this point.)

Silhouette: ...but can you handle...

(Close-up, from the shoulders forward. The new arrival's mane flares up as a billowing curtain of yellow/orange flame, issuing from beneath an armored helmet in fiery shades of orange and red-orange. The wings are edged with matching reinforcements, and a blood-red gem in the same shape as the ones in Celestia's crown and necklace is set on the helmet's forehead. The coat is bone-white, the eyes bright yellow with jaggedly slitted, red pupils, red lashes and scleras tinted so deeply red as to be almost black, and small fangs protrude among the upper teeth in the crazed mouth. This is Daybreaker.)

Daybreaker: *(menacingly)* ...me?

(The pupils fade to black as the camera zooms out and she laughs exultantly. Her eyes are shadowed in red, she wears an armored chest plate with her old sun cutie mark front and center, and red-orange shoes cover all four hooves. The mark on her haunch consists of that same sun, but ringed by a corona of savage orange flames, and the tail behind it streams unholy fire just as her mane does. Celestia and Starlight recoil in fear at the sight. Snap to black.)

Act Three

(Opening shot: fade in to Celestia and Starlight and zoom out slowly to the sound of Daybreaker's mad laughter, then cut to frame the entire group. These two, still standing on a patch of "normal" corridor carpeting, find themselves hemmed in by both souped-up siblings.)

Celestia: This can't be!

Daybreaker: If Luna can turn into Nightmare Moon— *(raising Celestia's chin)* —you can absolutely turn into me... *(rearing up)* ...Daybreaker! The better, prettier, and more powerful version of you!

(Back to Celestia and Starlight on the end of this, one armored hoof being thrust into the ruler's face.)

Celestia: No. I'll never turn into you!

Daybreaker: Deep inside, you know how powerful you are. You don't need Luna. *(Nightmare takes offense to this.)*

Celestia: That's not true! Even when we were apart, I knew I needed her!

Daybreaker: *(laughing)* Oh, please! You don't need anypony! You can do whatever you want, and all you have to do is get rid of anypony who stands in your way!

(Her horn flares lurid red, and she fires off a broad red/yellow beam that Celestia and Starlight duck with no time to spare. It connects solidly with Nightmare, driving her backwards several hundred yards; now Daybreaker addresses her over the heads of the fear-stricken onlookers.)

Daybreaker: I never should have banished you to the moon. I should have destroyed you!

(She launches herself into a headlong charge, Celestia and Starlight taking cover.)

Starlight: No! You can't do that! Day, night, sun, moon—Equestria needs both of you! *(A blast of Nightmare's magic rips across.)* Without balance, there's no harmony!

(Cut to Daybreaker on the end of this; she darts in and lays a flying tackle on the night tyrant, driving her back until she lets her own powers flare up in defense with a snarl. Daybreaker is propelled away, but quickly regroups.)

Daybreaker: Who needs balance when you can have it all?

(She laughs and claps at her own perceptiveness until Nightmare lets her have it with a beam to the kisser.)

Nightmare: You can't get rid of me so easily, sister—unless you plan on smiling me to smithereens!

(She barrels ahead with a feral grin, ready to meet Daybreaker's identical charge, but Celestia teleports onto their collision course and pushes them both back.)

Celestia: Enough!

Daybreaker: *(laughing, to Nightmare)* I told you I was more powerful than you!

(The target of this jibe responds by conjuring an arc of black energy in front of herself.)

Daybreaker: Ugh, so much black. We get it. You're sad. You could really use some SUN!!

(Which she is only too happy to provide, in the form of a gout of flame issuing from her mouth. Celestia bugs out to avoid being roasted, and Nightmare finishes creating a spherical shield in the nick of time. Daybreaker's fire pushes it back, a few loose embers tumbling away to ignite the carpeting patch on which Starlight stands. She gasps in fright as the flames close in, but Celestia swoops in to pull her clear just before they totally consume it. The winged unicorn creates a shield around them both, and they watch in utter disbelief as Daybreaker channels enough power into her horn to bathe the whole area in sick yellow sunlight. Flames lick over the surface of the magic barrier, yelps of pain issuing from within, and Starlight covers her eyes in close-up.)

Starlight: This is all my fault! I never should have gone on this mission! Now Equestria is doomed!

(Tilt up to Celestia, who regards her moon cutie mark thoughtfully and throws her horn into gear. A dream bubble rises before her, showing Luna's concerned face, and the camera zooms in on it. From here, dissolve to a close-up of the Princess of the Night, reflected in a mirror within Canterlot Castle. She leans closer to the glass, trying for a grin that does not look forced, as a disapproving unicorn filly's image leans into view behind hers. She is one of the students who was at the botched school photo shoot, and a second one crowds in on the next line.)

Fillies: *(singsong)* That smile's too wide, it's obviously not real.

(She turns away from the glass, the camera cutting to a longer shot as the words echo faintly. Finding herself alone in a darkened alcove, she hustles behind the mirror to see if any unwanted visitors are camped out there. No dice, so she cautiously circles around to the front—and finds the two fillies from the mirror staring her in the face, along with a third.)

Filly: *(tearing up)* Why don't you want us to go on our field trip?

Luna: I don't—

(She is greatly shocked to find her teeth falling out on these two words, and she claps a hoof to her mouth to cut herself off. Within seconds, the three fillies have added one to their number and duplicated themselves many times over to ring Luna in with the mirror.)

Luna: *(lispng, losing more teeth)* I mean, I do!

Fillies: *(singsong, slowly closing in, falling out of sync)* That smile's too wide, it's obviously not real.

(The soft taunts continue as Celestia's head emerges from the polished surface.)

Luna: *(lispng, hugging her)* Celestia! I'm so glad you're—

(Older sister yanks her bodily back through the frame. Cut to an extreme close-up of one unfurled white wing, which folds up to expose both their faces, then zoom out. They are floating in a patch of light blue infinity, with a front-row seat to the ongoing aerial duel between Daybreaker and Nightmare. The latter's blast sends them bailing out in opposite directions. Caught in the crossfire, Starlight huddles miserably within the shield Celestia conjured up to protect them both before she ducked out to visit Luna's dream. When Luna speaks, her voice is back to its normal quality, indicating that all her teeth are back where they belong.)

Luna: I've seen a lot, but I haven't seen this before.

Celestia: It's Starlight Glimmer's. She's afraid this is what would happen if we continue to fight.

Starlight: *(sobbing)* What was I thinking? I'm never going with my gut again!

Luna: *(to Celestia)* If you don't fix this soon, it could have a grave consequence on Starlight's psyche.

Celestia: But my magic isn't powerful enough! I thought if we worked together—

Luna: *(showing "her" mark)* I have *your* magic, remember? It doesn't work in the dream realm! It has to be you!

Celestia: Oh, Luna, I can't do this! *(tearing up)* I was wrong. *(covering face)* Your job is so incredibly hard.

(Cut to Luna and zoom in slowly, the full import of the next words gradually sinking in and curving her mouth up into a smile.)

Celestia: *(from o.s.)* You have to battle nightmares and work in the darkness and do it all alone! It takes such a brave, strong pony to do what you do! *(Both again.)*

Luna: *(touching Celestia's chest)* And that pony is you. I walked today in your shoes. I thought all you had to do was smile and be adored all the time— *(taking Celestia's hooves in hers)* —but I was wrong. *(Both smile.)* There is so much more to it than that.

(She wipes a few tears away from one great, deep pink eye—but the emotional moment is shredded by Daybreaker's flaming, cackling charge across the screen behind them. The crazed equine forms a snake of flame around herself, enough to stop Nightmare's beam cold and generate a counterattack that bulldozes it right back into the blue-armored noggin. Nightmare screams in agony as the fires envelop her, and she slams down hard to the "ground." Zoom out slightly as the throne room forms around the tableau, putting her on the floor; Daybreaker's wild laughter rings out to mark her descent onto the royal seat. The flower baskets to either side ignite to become infernal beacons, and pillars of fire erupt from the floor to line either side of the red carpet. Starlight stands up within her shield.)

Starlight: Don't do this to each other! *(Daybreaker descends toward the prone Nightmare.)*

Luna: *(to Celestia, touching her gently)* In order to defeat Daybreaker, you need only to trust in your strength—as I do.

(Celestia smiles gratefully, a single tear having beaded up at the corner of her eye. Daybreaker grins savagely and cranks up her horn, while Nightmare raises her head and does the same. Two beams roar toward each other, but just as before, Celestia teleports into view between them. This time, however, she has both wings raised to take the brunt of their attacks.)

Daybreaker: You can't destroy me! I'm everything you want to be!

Celestia: No, you're not! *(Cut to Daybreaker; she continues o.s.)* You are not real— *(Back to her.)* —and you will never exist again!

(On this last word, she spreads her wings wide to throw the beams off. Nightmare takes one hit and vanishes instantly, while Daybreaker holds out just a moment longer with a rising growl of mingled anguish and strain as the onslaught bears down on her. Her eyes pop open at the last moment, the rest of the body simply winking out a fraction of a second before they do. Nothing is left of her except a rain of rapidly fading sparks, and Celestia tumbles insensate to the carpet. In close-up, she opens her eyes to find one overjoyed sister hunkering down to her level.)

Luna: You did it!

Celestia: Only because you were here. I don't know how you do this alone.

Luna: *(knowingly)* So, um, did you talk to yourself?

Celestia: *(sheepishly)* Um, a little. *(Both laugh.)*

Starlight: *(from o.s.)* Is this really happening—

(The sound of her approaching hooves is heard under these words; cut to her. The shield around her has now been dispelled, and she is cautiously making her way toward the pair.)

Starlight: —or is this still a dream?

(She rubs one foreleg apprehensively against the other. In response, Celestia kindles her horn and generates a spot of blinding white light at its tip, which grows to fill the screen. From here, zoom out to frame a profile close-up of her with eyes closed and heavily bagged with fatigue, on the castle balcony at sunrise. She opens her eyes as a very perky Luna leans into view behind her.)

Luna: Welcome back, sister! I know you had a long night, so...

(A quick burst of telekinesis brings a plate of sloppily made, haphazardly decorated pancakes up for inspection.)

Luna: ...I made you some pancakes. *(Close-up of them.)*

Celestia: *(from o.s.)* Oh! *(Chuckle; cut to frame both.)* How...uh, nice.

(The fatigue is now gone from her face. Clearing her throat, she floats up a bite and chews experimentally. Eyes bug out and jaws clench, telling all too clearly the judgment of her taste buds, but she accomplishes the supreme effort of swallowing and forces a smile onto her face.)

Celestia: They're, uh...delicious! *(Chuckle.)* Thank you.

Luna: *(laughing heartily)* I know that face! They're not. I know you have to be perfect for everypony else, and you do an amazing job, but you don't have to do it for me.

Celestia: In that case... *(pitching plate aside)* ...they are terrible! *(Both laugh.)*

Luna: I know!

(After they settle down, Celestia rests one gold-shod hoof on the blue-violet chest.)

Celestia: But it means a lot that you tried. I love you, sister.

Luna: I love you too. *(They embrace.)*

Starlight: *(from behind them)* So...

(The sisters pull apart to expose the unicorn standing at the doorway ad rubbing her eyes.)

Starlight: ...this was real! *(Yawn.)* Or was it not real? And this just happened now, and...and not in my dream? *(scratching head)* I'm so confused!

(Celestia laughs gently and runs a hoof down the side of Starlight's head to smooth her mane and calm her down.)

Celestia: It's all real. *(Luna crosses to them.)* It was the right call, going with your gut.

Luna: The map was wise to send you, Starlight. No pony else would have been so bold as to do what you did.

Starlight: That's a nice way of saying I came dangerously close to messing everything up.

Celestia: It was just what we needed. The experience has made us closer than ever.

(As she and Luna lean their heads gently together, a flare of magic surprises them. Extreme close-up of Luna's haunch, the sun fading from it and the moon and black background reappearing.)

Starlight: *(from o.s.)* Wait. *(The reverse occurs for Celestia.)* I'm not doing this.

(Cut to the unicorn, who glances back to her own haunch and finds it sounding off in the same matter as those of her friends back in Ponyville have done.)

Celestia: I believe that one means your mission is complete.

Starlight: *(excitedly)* Wow! I can't wait to tell Twilight!

(Who proceeds to teleport right on the balcony, back to full size and no longer done up as the music box ballerina.)

Twilight: I already know! I mean, I don't know everything. I just got here to bring you your toothbrush!

(It poofs into existence between them, sporting an undulating, snakelike contour and marked to match Spike's coloration—even down to little green spines that run up the handle. The user is left considerably perplexed as to how exactly Twilight knew of its whereabouts, and/or whether it is even hers. The newly arrived Princess zips over to her two counterparts.)

Twilight: *(rapid fire)* So this is just a friendly visit, not interfering because I was worried. I wasn't! *(Cut to Starlight; she continues o.s.)* I knew you could do it— *(hugging her)* —and I'm so, so, so, so, so proud of you! *Tell me everything!* *(floating up a quill and scroll)* Start from after I hyperventilated and don't leave out anything else!

(Her fit of nerves passes as quickly as it came, and she trots back into the castle, dragging both the implements and a disgruntled Starlight along in her magic. Celestia and Luna are left alone on the balcony.)

Luna: *(casually)* Oh, uh, by the way, there's a field trip you need to make happen, and a— *(Clear throat.)* —timber wolf issue you need to address.

Celestia: *(dumbfounded)* What?

Luna: Oh! Look, there's the sun! Time for me to turn in.

(She lifts off, leaving one properly annoyed sister behind as the camera zooms out to a long overhead shot of the balcony. Fade to black.)

NOT ASKING FOR TROUBLE

Written by May Chan

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Mike Myhre

Transcribed by Alan Back (ajback@yahoo.com)

Prologue

(Opening shot: fade in to a long shot of Sugarcube Corner; seen from down the street during the day. The ponies out for a little shopping and strolling are brought up short by the following words.)

Pinkie Pie: *(from inside)* Oh, wow!

(Close-up of the front door, whose top and bottom halves both fly open so she can bound out.)

Pinkie: Oh, my gosh!

(She peels out like a Formula One race car about to blow its engine, leaving an extremely confused Rainbow Dash hovering above the mailbox. Cut to the front door of the Carousel Boutique.)

Pinkie: *(hopping past)* Oh my gosh, oh my gosh, oh my gosh, oh my gosh!

(Rarity opens the top half to stare curiously after her. The fashionista is in her robe and has a towel wrapped around her mane, a mud mask treatment covering her face, and cucumber slices over her eyes; one of these falls free. In the Sweet Apple Acres orchards, Applejack has filled three baskets with fruit; she gets a loose apple in her teeth and adds it to the stash.)

Pinkie: *(barreling through, upsetting tubs)* Oh my gosh, oh my gosh, oh my gosh! *(now o.s., distant; Fluttershy wings into view)* Sorry, Applejack!

(The yellow pegasus flips one tub upright, and she and the perturbed farmer both stare after the pink bundle of energy. Cut to an overhead shot of the throne room in the Castle of Friendship and zoom in slowly. The central map table is bare except for a couple of books, and Twilight sits on her throne, reading a third one. A different angle frames her and the closed double doors, through which Pinkie's silhouette can be seen galloping frantically back and forth.)

Pinkie: *(from outside, through doors)* Twilight, Twilight! Where are you?

Twilight: *(closing/setting down book)* I'm in here, Pinkie! What is it?

(Pinkie instantly zips into view to Twilight's great surprise, since the doors remain untouched.)

Pinkie: *(singsong, holding up a scroll)* You'll never guess what I just got!

(This one differs from the usual Canterlot missives in that its seal depicts the outline of a horned skull. Now one door flies open to admit the rest of their friends, Rarity having put herself fully in order.)

Applejack: Is everythin' okay? We heard a lotta "oh-my-gosh"-in', and we weren't sure if it was a good thing or a bad thing.

Pinkie: A good thing!

(She tosses the scroll to Twilight, who catches it in her magic and brings it down to eye level.)

Twilight: *(reading)* "To pink pony who lives with baked goods." *(smiling, pulling seal off)* It's from the yaks! *(Unroll; read again.)* "Yaks cordially invite pink pony to Yikslerbert Fest. Come. Now." *(Pinkie darts in and slaps it down.)*

Pinkie: Prince Rutherford is officially inviting me to Yikslerbert Fest in Yakyakistan!

Rarity: What is Yikslerbert Fest?

Twilight: *(crossing to group)* It's a sacred yak holiday. *(to Pinkie)* How did you get Prince Rutherford to invite you?

(The invitee lounges casually against the table, propping one foreleg on the edge.)

Pinkie: I subtly hinted for an invitation in my letters to him.

(Wavering dissolve to a close-up of Prince Rutherford, the short-tempered ruler of Yakyakistan who visited Ponyville with his entourage in "Party Pooped." He is on his home turf, and one of his subjects holds a pink scroll at eye level in his mouth.)

Pinkie: *(voice over, dictating)* "May I please come to Yikslerbert Fest?" *(The attendant brings out another letter.)* "Pretty please?" *(Another.)* "Pretty please?" *(More and more.)* "Pretty please? Pretty, pretty, pretty, pretty, pretty please?"

(Rutherford recoils in horror at the sheer volume of correspondence, and the camera zooms out just enough to frame the saddlebags stuffed with scrolls on the second yak's back. He is delivering the mail, and the same mare has written every single piece of it. Another wavering dissolve shifts the scene back to the throne room.)

Pinkie: After my seventeenth scroll, I think he picked up what I was putting down.

(She drops to all fours with a giddy giggle and trots rapidly in place, while confused looks pass among four of the five spectators. Rainbow is the one exception with her humoring smile. Fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to Twilight, now seated on her throne and reading the invitation as Pinkie trots and giggles atop the table.)

Twilight: *(setting it down)* You know, we still don't know a lot about the yaks. So I think you should definitely go to Yikslerbert Fest, Pinkie. *(General agreement from the four at the door.)*

Fluttershy: Fostering friendships is what ponies do.

Pinkie: *(saluting, dropping to haunches)* I won't let you down! It's an honor to be the official friendship ambassador to the yaks!

Twilight: Um, that's not an official position. *(Pinkie pops up next to her.)*

Pinkie: Yet. *(slyly)* You're the Princess of Friendship. You can make it happen.

(On the end of this, she backs away while waving her front hooves slowly and calculatingly in front of herself.)

Twilight: *(rolling eyes, pushing scroll away)* Okay, you got it.

Pinkie: *(impatiently, clearing throat)* You have to make it official!

Twilight: *(sighing wearily)* Right.

(Now she spreads her wings and stands up on the throne's cushion.)

Twilight: I hereby make Pinkie Pie the official friendship ambassador to the yaks.

(Folding her wings in, she levitates a bookmark up from the table—a strip of gold ribbon with six shorter pieces attached at one end, each in the coat color of one of the six mares. These are swiftly tied together in a bow, and she floats the impromptu badge of office over and attaches it to Pinkie's chest.)

Pinkie: This is officially... *(jumping up)* ...the most exciting day of my life!

(Wipe to a long shot of the group's hot-air balloon drifting through peaceful skies. Pinkie is running solo, but a tiny speck is visible on the basket's rail. A close-up picks out her pet alligator Gummy along for the ride. The blue-violet eyes blink slowly and not quite in sync.)

Pinkie: *(from o.s., waving a hoof in his face)* Yoo-hoo? Gummy? *(Cut to frame both.)* Pay attention! We're in the middle of an official friendship ambassador road-trip game!

(She is no longer wearing the badge, and she peers intently at Gummy, who responds with another out-of-rhythm blink.)

Pinkie: That's better. (*pulling badge from mane with forelock, holding it to one eye*) Okay. I spy, with my official friendship eye, something that is blue.

(*He offers no guesses whatsoever as the balloon continues its journey. Around it, the scenery dissolves to a range of cloudy, snowy mountain peaks and the sky darkens slightly to mark the passage of some hours. Pinkie gasps happily and leans over the side of the basket for a look toward ground level; cut to the great wooden yak totems that flank the closed gates of Yakakistan as she and Gummy drift down.*)

Pinkie: We're here! (*They come in for a landing just outside the gates.*) Oh, and by the way, the answer was "sky." I win! (*Gummy sits stock-still.*) Yeah, I know. That was a hard one, Gummy.

(*She pulls the badge off her forelock and tucks it away on the end of this, then picks him up.*)

Pinkie: (*twirling him*) You're the best official friendship travel companion ever!

(*A hug to the baby alligator, and she bounds over the side with him and splats into the snow. Placing him on her back, she hops toward the now-slightly-open gates, but a sudden tremor stops her short and shakes him loose.*)

Pinkie: What is going on?

(*They peek through the opening once the ruckus or fracas dies down. Cut to Rutherford on the other side, among a cluster of huts with straw roofs; some are decorated with strings of pennants.*)

Rutherford: Yaks destroy!

Rutherford, Yaks: (*stomping/kicking logs*) Yaks destroy!

Pinkie: Yikes!

(*The cause explained, then. They are gathered in a rough town square of packed dirt ringed by snow, and torches on tall poles blaze at the outer wall. Amid the hailstorm of kicked-up splinters, the massive ruler stops and laughs once he looks toward the gates.*)

Rutherford: (*crossing to them*) Pink pony! (*Pinkie and Gummy are now inside; she bows.*)

Pinkie: It's an honor to— (*The tremors resume.*) —uh, be here, Prince! (*She falls to her belly...*)

Uh, did something terrible happen? (*...then gets upright in a panic.*) Is Yikslerbert Fest canceled?

Rutherford: No! (*gesturing around*) This Yikslerbert Fest!

(*Cut to the other yaks, busily smashing up assorted wooden items.*)

Rutherford: (*from o.s., gesturing at them*) Where yaks get together to stomp!

Pinkie: Ohhhh! (*moving forward*) I didn't know that was part of the sacred holiday. (*She and Rutherford walk side by side; Gummy no longer with her.*) So this angry display of destruction is part of the festivities! Huh. And here I thought you yaks were just in a bad mood. (*Both stop.*)

Rutherford: No! Stomping relaxes yaks.

(*He bounds ahead to a stray log, a yell rising in his throat, and smashes it to kindling with a few powerful blows from his front hooves. The last strike is a headbutt delivered into the ground; he stands up from it with fragments embedded in his shaggy mane.*)

Rutherford: Yak's head never been so clear!

(*They move ahead through the frenzy of destruction, Pinkie hopping and Rutherford walking.*)

Pinkie: This is *awesome!*

(*She targets a loose branch and bashes at it with gusto, voicing her best savage yell to go along with it. Now Rutherford's head is clean of debris.*)

Rutherford: STOOOOOP!! (*All do so; he looms over Pinkie.*) Pink pony better check self before wreck self!

(*Cut to Pinkie, hunkered down on the ground in his shadow with the branch she has broken.*)

Rutherford: (*from o.s., pointing at it*) That is century-old sacred yak twig— (*Pan to him.*) —passed down from generation to generation. (*She straightens partway up with a shocked gasp.*)

Pinkie: Oh, no! I'm so sorry! I was just trying to get into the spirit of Yikslerbert Fest! (*Shuddering with fear, she bends down to gather the pieces.*) Maybe I can fix it.

(*She works herself to the brink of hyperventilation as he scowls and snorts out steam—and then he voices a hefty laugh.*)

Rutherford: Yak kidding!

(*He roars and stomps the branch himself, showering her with bits, and does not stop until the pieces are down to approximately toothpick size.*)

Rutherford: Yak got pink pony good! HORN BUMP!!

(*He lunges toward the nearest yak and they bang their horns together.*)

Pinkie: (*wiping forehead; splinters fall from mane*) Phew! Oh, you sure did, Prince Rutherford! (*Laugh; she stands and turns to Gummy, now clamped on her tail.*) That was a close one, Gummy! This trip has to be perfect! After all, we're not just visiting as friends. (*pulling badge from mane*) We're on official friendship ambassador business!

(Away it goes again as Rutherford addresses the gathering.)

Rutherford: Less talking, more stomping! *(They do so, Pinkie included.)*

Pinkie: Yeah!

(Long overhead shot, zooming out slowly; Gummy is out of sight again.)

Pinkie: And stomp-stomp-stomp-stomp!

(Wipe to her and Rutherford walking through the village.)

Rutherford: Now I take pink pony on Yakyakistan tour.

Pinkie: Thanks, Prince Rutherford, but— *(Chuckles.)* —I've been to Yakyakistan before. *(Both stop.)*

Rutherford: Yak know, but thought pink pony might not recognize town since decorated for Yikslerbert Fest.

(His perspective on the end of this; he gestures toward the huts and locals, a few of whom are sporting slightly more festive wear. Back to Pinkie, staring intently ahead before coming around to a smile.)

Pinkie: You're right! It's so different now that you've pointed it out! *(Laughs.)*

Rutherford: Oh, yaks not just have eye for decorating. Yaks also amazing builders!

Pinkie: *(gasping deeply)* No way! *(She hops toward one hut and pokes at a wall.)* I thought you hired professional contractors!

(The nudged spot cracks and falls away—mud—and she quickly scoops up the debris.)

Pinkie: Here. Uh, let me help you with that.

(The bit is packed back into the hole; once she hops away, though, it falls right back out into the snow. Wipe to a sizable fire ring stacked with wood and framed by tall poles for torches; around the perimeter are several onlookers, including Pinkie and Rutherford.)

Rutherford: This ceremonial yak fire pit, where yaks tell stories.

Pinkie: Ooooh! *(jumping in place)* I have so much to officially tell the ponies when I get back!

(Wipe to the interior of one hut. These two and several others sit on the floor, around the edges of a large square rug set with a four-layer cake for each of them. Gummy sits alongside Pinkie, and a stylized loaf of bread can be seen at the center of the rug's design. A smaller copy is hung in the window, and a blanket is drawn across the entrance to close it off from the outside.)

Rutherford: This yak eating hut, hut where yaks eat.

(In close-up, the equine out-of-towner licks her chops and takes a large bite from the side of her cake. It seems to agree with her quite well as she swallows.)

Pinkie: Mmmm! The perfect balance of vanilla extract! *(Pan to Rutherford.)*

Rutherford: Yaks grow own vanilla bean. Nothing imported.

(He borrows a page from her playbook by slamming his entire face down onto his plate and making all four layers disappear in one swift instant. Once they go down the hatch, other yaks match the feat, prompting Pinkie to rub her hooves together in determination. Opening her mouth to its fullest possible extension, she gulps the remainder of her cake down and grins from ear to ear.)

(Wipe to the interior of another hut, whose floor displays a rug with a crescent-moon/star design. A smaller copy is hung at one window, and the doorway is closed with a blanket. Present in this dwelling are four hay bales to serve as beds, three side by side and occupied by snoozing yaks, and the fourth off to one side and is set with a pillow atop which Gummy sits. Pinkie and Rutherford stand at the door.)

Rutherford: Yak sleeping hut, hut where yaks sleep.

(She leaps toward the unoccupied bed, but halts herself in midair just short of its surface and glances over toward the other three. Once she satisfies herself that those yaks are blissfully conked out, she flips over to land on her back and follows suit, snoring loudly. Wipe to the interior of yet another hut; the floor and curtain here show an alpenhorn emitting musical notes, and a blanket secures this entry as well. Rutherford and five yaks stand, and Pinkie and Gummy sit, around a wind-up phonograph on the rug that is putting out a Russian-style folk melody.)

Rutherford: Yak music hut, hut where yaks enjoy beautiful music. *(All sway in time; close-up of Pinkie.)*

Pinkie: This is beautiful and—

Rutherford: Shhh! Pink pony ruin with talking!

(Even Gummy gets in on the vibe by waving his tail back and forth. Dissolve to a long shot of the mountains surrounding Yakyakistan and tilt down slowly to an overhead shot of the village. The motion brings Rutherford into view during the next line, gathered around the now-lit fire pit with Pinkie, Gummy, and a multitude of residents; the torches on the poles near the fire have also been ignited.)

Rutherford: And that how yaks defeat evil and save world. *(Ground level; Pinkie claps.)*

Pinkie: *(imitating him)* Pink pony like yak story!

Rutherford: *(laughing)* Yak impressed! Pink pony can *almost* be honorary yak.

Pinkie: *(normal tone)* Official friendship ambassador *and* honorary yak? Ooh! Pink pony's title card is full! *(Jump, then imitate Rutherford again, leaning toward him.)* Horn bump!

(The lack of impact against her head perplexes her for a moment until she figures out the cause.)

Pinkie: Oh, wait. I don't have a horn! (*Gasp, then smile.*) Prince Rutherford, can I get some honorary yak horns?

Rutherford: No! Yak horn too heavy for small pony head!

(The sustained blat of a low-pitched horn note cuts in right about here. Cut to the source, a yak blowing into a massive alpenhorn, then back to the fire.)

Rutherford: Yikslerbert Fest stomp time!

(The yaks return to the square and go to work smashing wood to flinders. Pinkie does the same, and Gummy just stands off to one side and lets the tremors shake him up and down.)

Rutherford: Stomp harder! Yaks extra happy! Ponies and yaks, friends!

(Hooves pummel hapless former tree parts, generating enough vibrations to shake all of Yakyakistan as seen in a long overhead shot. Pan from here to a nearby mountain, whose thick snowcap promptly thunders down as a mighty avalanche and throws up enough loose powder to fill the screen. The view clears to give an exceptionally good view of what would normally be the village, if not for the thick layer of snow now hiding its every feature from view. The heads of Pinkie and Rutherford break the surface, each topped by a plug of the cold stuff, and several other yaks quickly follow suit. Gummy is last to emerge.)

Pinkie: (*uncertainly*) Is this part of the festival?

Rutherford: (*brusquely*) Pink pony ask too many questions.

(The snow on said pony's head collapses to bury her and Gummy again, but both pairs of eyes open to star confusedly through the mini-drift. Fade to black.)

Act Two

(Opening shot: fade in to a long overhead shot of Yakyakistan, with all involved parties now dug out and standing on top of the snow. The torches at the perimeter wall are extinguished and choked with snow.)

Pinkie: Everything is buried in snow! (*Close-up; she stands with Gummy and trots in place, breathing fast.*) What are we gonna do?

Rutherford: (*stammering a bit*) Yaks fine! Snow fall from mountains all the time.

Pinkie: (*puzzled*) All the time?

Rutherford: (*thinking fast*) Every Yikslerbert Fest.

Pinkie: Okay. Avalanches like this completely bury all your homes every Yisklerbert Fest? Really?

Rutherford: (*trying to play it off*) This is...big avalanche. But not a problem, for yaks are tough! Yaks dig through snow! Won't take long.

Pinkie: *(relieved, wiping forehead)* Oh, good. You have an emergency plan in place.

(The yaks begin scraping assiduously at the snow with their front hooves.)

Pinkie: Here, let me help.

(She quickly styles her forelock into a corkscrew, sets it spinning, and dives headfirst into the snow to tunnel in. For his part, Gummy extends his tongue, scoops up a tiny bit, and swallows it. Clock wipe to the grumbling yaks, several of whom have excavated a broad pit roughly shoulder-deep. As they half-collapse from fatigue, a spatter of the white stuff flies up from below the surface and Pinkie puts her head above it in close-up. She catches her breath and shakes her head to restore her forelock to its usual curly state.)

Pinkie: *(wiping forehead)* I'm tired. We must be almost done.

(She looks around, her merry expression shifting to popeyed disbelief.)

Pinkie: There's still snow everywhere?!?

(As she says this, the camera zooms out quickly to a long overhead shot of the village. The fire pit has been partly dug out, as have the roofs of a few huts and the uppermost portion of the wall, but everything else is still under several feet of drifts.)

Rutherford: Yaks, keep digging!

(They get back to it, grouching and complaining with every motion of their hooves, and a few get to stomping the snow down. Sure enough, here come the tremors again, enough to shake loose the remnants of the nearby mountain's snow and bring it down as a second avalanche that only deepens the remaining expanse of drifts. Powder boils up and clears to give a close-up of Pinkie and Gummy caught up in the mess. She moans quietly.)

Rutherford: Yaks, stop digging! *(They do so.)* Make situation worse! *(Pinkie hops to him, with Gummy biting her tail.)*

Pinkie: Okay. Don't worry, Prince Rutherford. I'll go back to Ponyville and ask for help. Twilight and the others will be happy to come dig the snow away. After all, many hooves make light work. Right, Gummy?

Rutherford: Yaks no need pony help! *(Various agreement from them.)*

Pinkie: Oh. Well, I'm sure it'll be okay 'cause you probably have a Plan B.

Rutherford: Yes. Yaks wait for snow to melt.

Pinkie: *(incredulously, gesturing around)* All this snow? *(Long overhead shot of the area.)* It'll take a thousand moons before it melts!

(Ground level again.)

Rutherford: Yaks known for their patience. *(Pinkie straightens up, Gummy not on her tail.)*

Pinkie: Well, be that as it may, in the meantime, what will you eat? Where will you sleep?

Rutherford: *(scoffing)* Yaks can make this work! Hardship make yaks the strong yaks that yaks are! If pink pony disagrees, then she can leave Yakyakistan and never return! *(Pinkie yelps at this.)*

Pinkie: Uh... *(forcing a smile)* ...of course pink pony agrees with you! *(Laugh.)* Hey, let's try out some snow recipes!

(Within seconds, she has darted away, scooped up a pile, and shaped a three-layer cake from it.)

Pinkie: Snow cakes! *(Three plates of...)* Snow spaghetti! *(A specimen of...)* Snow sandwiches!

(Offering the most nonchalant chuckle she can, she bites down on this one.)

Pinkie: *(mouth full, holding it up for Rutherford)* Mmm-mmm! Yaks can make this work!

(The great hairy Prince smiles at her agreement with his grand plan. Dissolve to a long overhead shot of Yakyakistan, zooming in slowly on the yaks that have bedded down in the snow, then cut to these two. Night has fallen, and Rutherford yawns expansively; Pinkie has ditched the remains of her sandwich.)

Rutherford: Yak tired. *(walking off with Pinkie)* Yak retire to new sleeping hut.

(It proves to be nothing more than a flat spot at the base of a snowdrift, with several already lying and shivering atop roughly carved bunks. He jumps onto the last available one, leaving Pinkie to find a decent berth for herself in the frozen expanse and watch as loose snow tumbles down on the sleepers. Taking a liberal hit of her own, she groans softly and lies down.)

(Wipe to her, Rutherford, and a couple of others up and about the next morning. Each has a snow cake set out in front of him/herself; the three yaks wolf theirs down.)

Rutherford: Snow cake good!

(The master party planner eyes her own with great trepidation, wondering exactly what she has gotten herself into, and takes a big bite. Swallowing proves to be every bit as unpleasant as she has anticipated, and it sends her into a full-body shiver and causes frost to form on her mane/tail. Still, she puts on a brave face as Rutherford steps over to her.)

Pinkie: Mmm! Just the right balance of cold and water.

(Sound of eating from o.s. behind her; he lets off an alarmed shout. A longer shot frames another yak chewing on the nearest snowdrift.)

Rutherford: Stop! Yak eating new eating hut!

(This one cowers miserably away. Wipe to a thawed-out Pinkie and Rutherford among a semicircle of yaks swaying in time to no music whatsoever, with Gummy standing motionless before them. A snow replica of the phonograph from the music hut has been created.)

Pinkie: *(whispering)* Psst! Prince Rutherford, what are we doing?

Rutherford: It's obvious. This new music hut.

Pinkie: *(normal volume)* Oh! So we're swaying to...?

Rutherford: Shhh! Pink pony ruin snow music with talking!

(The "recording" continues as Pinkie begins to realize that this is not going to end well at all. After a few more sways, she hops out of her place and walks off, Gummy draped across her back. She comes up short at the sight of two calves and the sound of one rumbling stomach.)

Calf 1: What was yak?

Calf 2: *(dropping to haunches, rubbing belly)* Yak's stomach rumbles. Yak hungry.

Calf 1: Shhh! Prince yak will hear yak!

Calf 2: But snow worse than yak ever seen!

Calf 1: Yak know. Yak hungry too.

Pinkie: *(gasping)* Gummy, did you hear that? They can't make it work.

(He slithers to the frozen ground, landing on his back, and she glances back to Rutherford and company.)

Rutherford: Yaks, stop swaying! *(They do so.)* Music over! *(Pinkie bends down to Gummy.)*

Pinkie: If Twilight and the others knew what was going on, they would be here to help in a pony's heartbeat. I have to convince Prince Rutherford that asking for help is okay. Will you help me, Gummy? *(He grunts softly; she scoops him into a hug.)* Thank you! And see? Asking you to help wasn't hard at all.

(The long, thin tongue snakes out between his toothless lips and runs its tip up one of her cheeks. Dissolve to a close-up of the space between the two totems at the gate; she stands up into view on her hind legs, no longer holding him.)

Pinkie: Pink pony has gathered you around the new ceremonial yak fire pit...

(Cut to it on the end of this line: a small fire ring and crackling flames, built from snow. Rutherford and other yaks sit around it, and one of them bites a chunk from the heatless blaze as she pops up behind him.)

Pinkie: ...to tell you a story! *(Slide over next to Rutherford.)* A yak tradition, right? *(All mumble agreement.)* Yaaay! This is a story about a group of...

(She ponders for a moment, the camera tilting up to put her out of view as a thought bubble forms overhead and expands to fill the screen. Two goats appear within it, one white and one

gray, both with blankets on their backs. They are rendered in the sort of art style that might appear in a children's book.)

Pinkie: *(voice over)* ...uh, goats!...who lived in the desert.

(Overhead shot of a village on a sun-baked plain, populated with more of these creatures, on the end of this. Dark red-brown clouds move in to fill the sky and dump torrents of sand, filling the screen briefly and depositing a thick layer over the entire area.)

Pinkie: *(voice over, ominously)* There was a sandstorm, and their entire village was buried in sand. *(Gasp; clouds part; goats' heads pop up.)* There was nothing they could do.

(The gray goat paws disconsolately at a spot, forms it into a sandwich, then watches it crumble before being able to take a bite.)

Pinkie: *(voice over)* They knew they could not survive by only eating *sand-wiches*.

(Giggle; the bubble bursts apart to expose her.)

Pinkie: Get it?

(If they do, they are either not amused or very good at keeping their reactions tightly buttoned down.)

Pinkie: Okay. Anyway...

(The children's-book style resumes: Gray and White sag on their hooves.)

Pinkie: *(voice over)* Finally, the goats' brave, wise leader... *(A larger one appears; they brighten.)* ...let's just call him Prince, uh, Drutherford... *(Giggle; he bleats and gestures imperiously.)* ...decides [*sic*] that they couldn't do it by themselves.

(Scribble a note with mouth-held quill and roll it up; it vanishes.)

Pinkie: *(voice over)* So he asked the neighboring town of, uh, Bovineville to come help them. *(Giggle; cut to a very crude picture of three bedecked cows.)* Yeah, cows!

(They appear in the goats' village and cast spells from their horns to clear the accumulated sand and restore the sky to a cheerful blue.)

Pinkie: *(voice over)* The magical cows helped the goats, everyone survived and lived happily ever after.

(All celebrate before the view dissolves to Pinkie and the yaks around the "fire pit.")

Pinkie: (*nudging Rutherford*) Because they asked for help. The end. (*Cheers from the audience; she cocks an eyebrow at him.*) So what is the moral of that story? Is it “A”... (*Zip over to one yak.*) ...“asking for help is okay”? (*To Rutherford.*) “B”...“asking for help saves the day”? (*To another.*) Or “C”...“asking for help is good for everypony”?

Rutherford: “D”! Goats weak and horrible! Magic bovines need to stay out of goats’ business!

Pinkie: Um... (*Nervous laugh.*) ...not quite. Any yak want to shout out another answer?

(*Apparently not. She moans disappointedly as the camera zooms in slowly on her, and the view then dissolves to a close-up of a patch of snow. Rutherford reaches into view to smooth it out a bit; cut to frame all of him.*)

Pinkie: (*from o.s.*) Hey, Prince Rutherford! (*walking to him*) I want to talk to you about something. (*seeing the snow patch*) Uh, what are you doing?

Rutherford: Uh, yak’s snow bed got a little melty last night.

Pinkie: Okay, yeah. That’s what I want to talk to you about. (*fluffing up snow*) You know, these yak snow beds are the fluffiest I’ve ever slept in. (*flopping onto it*) They’re so comfortable, you forget that it’s just a cold block of ice. (*Stand up.*) And the yak snow sandwiches? Mmm-mmm! I hate it when food burns your mouth or overwhelms it with flavor.

Rutherford: Ah! Yak hates that too!

Pinkie: (*holding up a sandwich*) You know who would really, *really* enjoy these snow sandwiches? (*Toss it aside.*) Twilight Sparkle and the other ponies! Oh, hey! I have an idea! (*She climbs up on the broad back.*) Why don’t I go to Ponyville and bring them back here? (*Duck out of sight.*)

Rutherford: (*perplexed*) Ponies like snow sandwich?

(*Now Pinkie puts her head out from his other side.*)

Pinkie: Ah! Ponies *love* snow sandwiches! And hey, while they’re here, you can ask if they’ll clear the snow away. (*hopping in place*) Fun, right?

(*Rutherford turns his head solemnly toward the bright sun.*)

Rutherford: When prince was little yak, prince stomp on ground too hard. Made deep hole and fell into hole.

(*Cut to Pinkie, thoroughly baffled, then back to both as he continues.*)

Rutherford: Ice froze over hole. Prince waved to friends and family from inside frozen hole. Waited for spring thaw. Prince survived on own.

Pinkie: Wait a minute. You spent the whole winter in a hole?

Rutherford: Yes! And yak never asked for help!

(*He bashes horns with the nearest yak, then turns his attention back to her.*)

Pinkie: Okay. First of all, how did you make such a deep hole from stomping? And how did it freeze over so fast? (*Cut to Rutherford; others gathering around; she continues o.s.*) And how could you see your family and friends to wave to them from inside a frozen hole?

(The hairy ruler's grimace betrays his growing degree of information. Back to Pinkie.)

Pinkie: Even if all that was possible, how did you breathe in there?

(She breaks off her impromptu interrogation when one of his hooves slams down to the snow just in front of her, and he leans hard into her face.)

Rutherford: *Yaks don't ask for help!*

(Those words come with enough force to blow her mane/tail straight back and propel her away. Two pink forelegs and two blue eyes appear from within a snowdrift to mark her graceless touchdown; she shakes herself clean in a blur and ends up sitting on her haunches.)

Pinkie: But the yaks are hungry! (*standing up*) And who knows when the snow will melt? I just don't understand why— (*Back to Rutherford on the end of this.*)

Rutherford: Ah, yes. Is clear now that pink pony does not understand yaks. (*Cut to her; he continues o.s., pointing at her.*) Honorary yak status rescinded!

(Those same blue eyes constrict in shock, then widen dejectedly as he steps away to his new "bed.")

Rutherford: Bang! Pretend there is door! I just slammed it. (*He flops face down.*)

Pinkie: Fine! Be stubborn!

(She stalks away as the view fades to black.)

Act Three

(Opening shot: fade in to a long shot of the hot-air balloon drifting through clear skies. As on the trip to Yakyakistan, Gummy is riding on the rail.)

Pinkie: Ooh, those yaks are so stubborn! (*Close-up.*) They refuse to ask for help even though they need it! Well, this official friendship ambassador is gonna take matters into her own hooves! I'll show them!

(She cuts her eyes off to one side; cut to a close-up of Gummy, who stares impassively, then to both. Pink forelegs dangle over the side of the basket.)

Pinkie: (*sighing*) You're right, Gummy. I *am* too worked up. Road-trip game would officially calm me down. (*A moment's thought.*) I know! Let's play Twenty Million Questions! (*Close-up*)

of him; she continues o.s.) You think of something, then I'll ask you twenty million questions until I can come up with what you're thinking of. *(Both again.)* Let's go!

(She begins to zip here and there around the basket while firing off the following interrogatives, the camera zooming out slowly.)

Pinkie: Is it blue? Is it green? Is it red? Is it greenish-red? Is it reddish-blue? Is it bigger than a breadbox? Is it smaller than a breadbox? Is it a breadbox? Is it bread?

(Around the craft, the scenery dissolves to a slow cruise above Ponyville proper.)

Pinkie: Is it teeth? Is it Granny Smith's dentures? *(Slow descent.)* Is it you? Is it a rooster? Is it a red rooster? Is it a red rooster eating corn? *(Close-up.)* Ah! Used up all twenty million questions! Oh, well. *(They approach the Castle.)* We're here anyway.

(Dissolve to a long overhead shot of Yakyakistan. Several residents are gathered in a circle, and another walks up; cut to them, gathered around a spread of snow sandwiches. Rutherford glances at the newcomer.)

Rutherford: Official pony balloon still here? *(Head shake.)* Pink pony gone because pink pony not tough like yaks! *(Pause.)* Horn bump in agreement! Now!

(The yaks immediately to either side of him oblige the demand, and he proceeds to wolf down his frozen meal. It gets spat out as quickly as it went in, though.)

Rutherford: Snow sandwich lose novelty! Snow couscous for dinner!

(He gets only a chorus of half-hearted grunts. Dissolve to a long shot of the Castle and zoom in slowly.)

Pinkie: *(voice over)* Then Prince Rutherford said...

(Cut to her in the throne room, Rainbow visible behind her on the far side of the table.)

Pinkie: *(imitating Rutherford)* "Bang! Pretend there is door! I just slammed it!" *(Cut to Twilight and Fluttershy.)*

Twilight: Pinkie Pie— *(Pinkie leans over to her.)*

Pinkie: *(normal tone)* So then pink pony said— *(leaning out over Twilight's back)* "Fine! Be stubborn!" *(She paces indignantly.)*

Twilight: Pinkie Pie, we have to help the yaks. *(Applejack joins her.)*

Pinkie: So in conclusion— *(Zoom in on her.)* —we have to help the yaks!

Twilight: *(confused)* Hmm?

Applejack: *(touching Twilight's wing)* Just go with it, hon.

Twilight: *(smiling)* Great idea, Pinkie. We'll be happy to help the yaks. This is what friendship is all about.

Applejack: Hey! I'll bring apples! This season's batch are extra-juicy.

(Across the table, Rarity sits on her throne with Rainbow hovering over her shoulder.)

Rarity: And I shall provide the yaks with Equestria's finest textiles. They'll be silky and warm, with hints of gold to complement their horns and— *(Pinkie leans toward her.)*

Pinkie: STOOOOP!! *(She puts all four hooves on the table.)* We can't bring the yaks any pony stuff!

Fluttershy: Why not?

Pinkie: The yaks are very proud. They won't ask for help. You know what they say—you can lead a yak to water, but you better not let him know you're doing it!

Rainbow: No pony says that. *(to Rarity)* Do they? *(Helpless shrug.)*

Twilight: Okay, then. *(moving to table)* This will be an official covert friendship mission.

(Sounds of assent from the rest of the gang. Dissolve to a long shot of the balloon moving through late-afternoon skies, this time loaded with all six mares.)

Pinkie: Is it yellow? Is it slimy? Is it slimy yellow?

Rainbow: *(exasperated)* We're not playing that!

(Another dissolve puts them at the closed gates of Yakyakistan, the balloon parked off to one side under the deepening evening sky. All but Pinkie stand on the path leading to the realm; pan slowly across the area, then cut to a close-up of them. The missing mare pops up from a snowdrift, wearing the dark sweater/hood and night-vision goggles she used for not-so-covert surveillance in Part One of "The Crystal Empire.")

Pinkie: First, we have to infiltrate the yak compound.

(She comes up with a grappling hook attached to a coil of rope on the end of this, then twirls it and lets fly. Her throw drops neatly over the top edge of one gate, and she tugs the line to confirm that it is secure. The other end is now tied around her midsection.)

Pinkie: *(starting to climb)* These walls are high. Sneaking in will not be easy.

(An "are you thinking what I'm thinking?" look passes between Twilight and Rainbow, and each face smiles shrewdly to respond in the affirmative. The blue pegasus takes off in a multicolored blur; cut to a close-up of Pinkie straining to hoist herself up the vertical wooden surface. After a few seconds, the camera shifts to a longer shot—framing her only a few feet off the ground—and the door she is trying to scale grinds slowly open. Rainbow emerges in midair, having gone over the top to solve the problem from the other side, and flies smugly up to the suspended pink pony.)

Rainbow: Or it's super-easy 'cause I'm awesome. *(She flies down.)*

Pinkie: *(calling after her)* Go ahead! I'll catch up! *(The others file in.)* You all know what to do!

(So does she, in the form of releasing herself from the line and plopping into the snow. Instead of standing up and walking in, she burrows after them like a gopher crossed with an Evinrude outboard motor. Cut to a close-up of a heavily snoring Rutherford, then to a longer shot that frames plenty of others bedded down around him. The five mares still above ground make their way stealthily past the bunch—Rainbow the only one airborne—and Pinkie tunnels into view after them and pops up, having shed her spy gear. She hangs in midair and flashes off in a pink/magenta blur.)

(Cut to a roof-level view of two huts. Rarity's magic lifts the snow away from one, and the camera tilts down to frame Applejack bucking the second to clean it off. This effort brings the mass down on top her, but the unicorn is quick to float it away and gets a laugh from the prone farmer. High above, Rainbow gets to work knocking the dense cloud cover apart so that the stars and crescent moon can shine brightly. Next a stretch of ground is cleared thanks to Twilight's aura, exposing a barren field. It does not say that way for long, as she concentrates hard and causes rows of plants to sprout in very short order. Inside the fully excavated sleeping hut, Fluttershy puts the finishing touches on a new set of hay beds, and Pinkie tests them for softness by hopping from one to another. Outside, Rarity telekinetically re-strings the Yikslerbert Fest pennants onto a couple of rooftops. Inside the eating hut, the camera pans along a table set with very fresh, very real cakes and stops on Pinkie as she ices the last one of the bunch. After a furtive glance to make sure she is alone, she sneaks a taste off its top layer and is all too glad to let the sweet stuff hit her taste buds.)

(Above the mountain peaks, the moon slides smoothly below the horizon, and the sun pops up like a slice of bread fresh from the toaster to take its place. The sky instantly brightens into morning. Cut to Rutherford, who stirs from his sleep with a yawn and does not immediately notice that he is now resting on bare earth instead of his snow bed. In good time, he snaps upright with a shout of surprise, the camera zooming out quickly to frame other equally confounded yaks. Not only have the ponies dug out the major landmarks of Yakyakistan, they have also relit the pole-mounted torches.)

Rutherford: What happened?

Yak: Snow melted! Prince Rutherford was right!

(There follows a horn bump with the nearest neighbor, which in turn sets off a round of cheering and further bumps among the rest of the crowd. Rutherford mulls over this new development for a second, then laughs as it all starts to make sense to him.)

Rutherford: Yaks tough! Yaks wait patiently! Yaks win!

(But the distant sound of Pinkie's hopping throws a monkey wrench into his mental gears, and he shifts the matted hair away from one eye just in time to see her exiting through the slightly open gates. Cut to a close-up of Applejack walking.)

Applejack: Whoo-wee!

(Longer shot; she is outside the wall and moving toward the balloon, where all others but Pinkie have gathered.)

Applejack: Helpin' to fix an entire yak village sure takes a lot outta you. *(Pinkie hops to them.)*

Twilight: Let's get out of here before—

Rutherford: *(from o.s., with a rising snarl)* PINK PONY!!

(Pan quickly to frame him emerging from the gates toward Pinkie, who has frozen in her tracks. She utters a wheezy little gasp and laugh.)

Pinkie: Just play it cool.

(Her teeth grit into a shaky, squeaky grin; an instant later she pivots to face him, all innocence.)

Pinkie: *We didn't help fix Yakyakistan. (laughing)* No, no. We're just here for the snow sandwiches, but then we got here and the snow's gone, so we thought we'd hit a diner on the way back to Ponyville. Bye-bye! *(She turns to leave.)*

Rutherford: *(holding out a hoof)* Wait! *(smiling)* Yak not mad at pink pony. *(Pinkie stops and turns to face him.)*

Pinkie: Yak not?

Rutherford: Pink pony help yaks without yaks' asking. Means pink pony understand yaks.

Pinkie: I do? *(Gasp.)* I do!

Rutherford: *(throwing foreleg about her shoulders)* Pink pony the best kind of friend. *(loudly)* Officially honorary yak!

(The scene is joined by a cheering delegation of adults and calves, the latter carrying a horned helmet decorated with a magenta topknot to match her mane.)

Pinkie: Yippee! *(She dips her head low and comes up wearing it.)* My own honorary yak horns! Now I can officially horn-bump!

(She proceeds to do one with Rutherford, but the impact sets it spinning on her head at insane RPM's.)

Pinkie: Whoa!

(It also sends her stumbling back and o.s., a thud and spatter of snow marking her introduction to the ground. Cut to her sprawled out by the balloon and her friends, the helmet having slid forward over her eyes.)

Pinkie: *(nudging it back)* Yeah, you know, this *is* a little heavy for my small pony head.

Applejack: *(chuckling)* Need some help with that, Pinkie Pie? *(Pinkie stands up.)*

Pinkie: *(imitating Rutherford)* Pink pony no need apple pony's help!

(Her comical grimace gives way to a fit of snorting laughter.)

Pinkie: *(normal tone)* Just kidding! *(poking Applejack)* Pink pony got apple pony good.

(The farmer joins in the mirth as the view “irises out” to black, centered on Pinkie’s face. An instant later, the aperture reopens just enough to frame her.)

Pinkie: Seriously, this is heavy.

(Gravity drags her back down to the snow, and the view “irises out” again.)

DISCORDANT HARMONY

Written by Michael P. Fox, Wil Fox

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Mike Myhre

Transcribed by Alan Back (ajback@yahoo.com)

Note: Wil Fox's first name is incorrectly spelled with two L's in this episode's credits.

Prologue

(Opening shot: fade in to a slow pan through a stretch of meadowland outside Fluttershy's cottage during the day. The camera follows a couple of birds toward the dwelling and stops on it, to the sound of two laughing voices within—hers and Discord's. Cut to them inside, seated facing each other across a small table set up with tea and snacks; a small cart of additional supplies rests near Fluttershy's chair. Both hold cups and saucers.)

Fluttershy: Care for a carrot-ginger sandwich?

Discord: Oh! *(briefly forming two taloned digits into scissors and snipping them together)* You remembered to cut off the crusts for me.

(Close-up of the sandwiches in question on a plate. He reaches into view toward them, then passes them over in favor of a second plate stacked with the trimmed crusts. Plucking one of these away, he dunks it in his tea.)

Fluttershy: Of course I did. *(Down the hatch.)* I know how you like them.

(Now he holds his lion paw near the sandwich plate; three of those digits pop off, sprout faces just like his, and make short work of the lot.)

Discord: You really do make the best finger foods. *(One cranks off a loud belch and blushes; he addresses it crossly.)* What do you say?

Little Discord: *(higher-pitched)* Excuse me.

Discord: Oh, I really can't take them anywhere.

(His hostess giggles as he mashes his paw down on the plate, reattaching the gluttonous trio and dispelling their faces.)

Discord: *(holding up cup)* Can I trouble you for another sugar cube?

(Fluttershy nods and reaches for the sugar bowl; extreme close-up of it as she lifts the lid. Nothing but a few last crumbs.)

Fluttershy: *(from o.s.)* Oh, no! *(Back to her.)* I'm so sorry, but I seem to be out. *(He pokes his head up from it, ready to snap; the lid balances between his horn/antler.)*

Discord: Well, I can just pop us in some more.

Fluttershy: Oh, that's all right. *(He vanishes and reappears in his seat; the lid falls back into place.)* I need to go to the market anyway. I have to restock my pantry for our tea party next week.

Discord: Oh! I never realized how much work you put into hosting these tea parties.

(Pan quickly from him to the waiting cart, then to the table, then to one end of the couch on which he sits. Two throw pillows are laid out here, one decorated with both their faces, the other showing Discord strutting among the stars.)

Fluttershy: Oh, it's really not that much.

Discord: *(standing, pacing)* No, no, no, no, no. I've been taking advantage of your hospitality for far too long. It's high time I do something about it. *(He sits back down and thinks hard, stroking his beard in close-up.)* What to do? What to do?

(A second lion paw reaches down into view and pulls his ear wider open. After it comes a duplicate of Discord's head, this one wearing eyeglasses.)

Discord 2: Why don't you host the next tea party?

(The original ruminates for a second, then whisks away to the foreground, beaming and wearing a "#1" foam-finger hand over his talons.)

Discord: I've got it! *(Back to his seat; the hand is gone.)* Why don't I host the next tea party—at my place? *(Discord 2 pokes an irritated paw digit against his nose.)*

Discord 2: Hey, that's my idea.

(A smug snap creates a hole on the ceiling, directly above the hind legs of the bespectacled new arrival, and a longer shot picks out the copy of Fluttershy's couch that now stands behind him.)

Discord 2: *(dryly)* Why didn't I see that coming?

(He drops up and through the hole, which disappears behind him, and a poke at the second couch causes it to pop and sail crazily all over the place like a deflating balloon. Fluttershy watches, mildly perplexed, as it flies past the camera; behind it, the view wipes to black.)

OPENING THEME

Act One

(Opening shot: fade in to a close-up of the table, which has been fully restocked. Discord reaches into view and picks up a sandwich.)

Discord: *(from o.s.)* So, Fluttershy— *(Cut to frame both; he takes a bite.)* —mmm!—what do you think of my brilliant, genius, amazing idea of having the next tea party at my place?

(Another bite dispatches the rest of the treat. Noticing a splotch of filling on his lion paw, he snaps his talons and conjures up a midair faucet, which starts to run so he can wash up.)

Fluttershy: Are you sure? I wouldn't want you to go through any trouble.

Discord: You? Trouble? Never! I insist.

(His next snap deposits a small bighorn sheep to hover alongside the faucet. It is set whirling with one nudge, and both palms are placed against it to dry off. The ovine bleats its protest and is left sopping wet and rather out of sorts.)

Fluttershy: Then count me in. I'm already looking forward to it.

Discord: Me too! I'm so excited. I can't wait! *(leaning toward her)* No, really, I can't!

(He snaps a beanstalk into existence between them on the next line, sprouting up yards and yards and carrying the table with it.)

Discord: How about we have the tea party tomorrow afternoon?

(Finding a slender side branch within easy reach, he breaks it off and uses it as a toothpick.)

Fluttershy: Sounds good to me. You know, Discord, I've never been to your house before. *(He picks an entire sandwich crust loose and tosses it away.)*

Discord: Well, that's okay, because I've never hosted a tea party before.

(With no warning, the entire top of his head blows off in a small nuclear explosion and clatters back into place, the red eyes popping wide in sudden shock. He stands up from the couch.)

Discord: Ohhh! I've never hosted a tea party before! *(paw/talons to head)* So much to do!

(His teacup has wound up nestled at the base of one side branch on the beanstalk, and he takes it down for a calming sip.)

Discord: *(making it vanish, walking off)* Thank you so much for the tea and nibbles, but I really must be going. *(Close-up of Fluttershy.)*

Fluttershy: Uh, Discord, before you go, would you mind helping me tidy up?

(A long shot of the room points out the reason for her request. The faucet he created has continued to run throughout this entire exchange, and the water is now high enough to reach the cushions of his couch and her chair. Several small items bob in the impromptu lake, among them a basket containing the sodden sheep and Fluttershy's rabbit Angel rowing along in a bucket. One casual snap instantly dries the place out and banishes the faucet and sheep.)

Discord: *(bowing)* There you go, back to normal, just the way you like it. *(eagerly)* See you tomorrow!

(He winks out but immediately reappears, startling her into almost dropping her teacup.)

Discord: I can't wait!

(Off he goes again, prompting a giggle. Cut to a patch of grassland outside Ponyville proper, where he poofs back in.)

Discord: *(pacing)* Okay. Since Fluttershy always goes out of her way to host the perfect tea party for me, how do I make my tea party for her even more perfect?

(An elderly mare's voice interrupts his pondering. On the start of the next line, cut to frame the speaker sitting on a bench; he has paused near her end, the only one in view.)

Old mare: I'm sorry, dearie. Uh, were you talking to me?

Discord: Actually, madam—

(Zoom out to frame the other end, where Discord 2 has manifested and is feeding the birds.)

Discord: —I'm talking to myself. *(He sits.)*

Discord 2: Well, I'm not talking to you.

Discord: It's for Fluttershy!

Discord 2: *(adjusting glasses)* Oh, all right. No more holes, though. *(A snap, and he holds a baseball bat.)* You have to knock this tea party out of the park for her.

(As he finishes, a ball is thrown toward him and he swings for a solid hit.)

Discord 2: She was our first friend, after all.

Discord: You don't have to tell me that. She gave us a chance when no other pony would.

(Both stand and rest their heads against each other on the next line, squashing the mare down slightly and annoying her a good bit more than that. Discord 2 has put away the bat.)

Discord 2: She makes us want to be a better draconequus. *(They back off.)* Fluttershy deserves the best of everything. *(Close-up of Discord.)*

Discord: Of course! I should get her the best of everything. Why didn't I think of that? *(Pause.)* Well, are you going to answer me or not? *(Zoom out to frame the mare.)*

Old mare: Me? (*gesturing to other end of bench*) I thought you were talking to—

(A short pan brings that end—now unoccupied—into view and leaves her at a loss for words.)

Discord: No time! (*standing, walking away*) I'm off to prepare a tea party worthy of Fluttershy!

(As he finishes, he magicks up a helmet, dons it, and zaps a jetpack onto his back. The ignition buttons are pressed to start the engines and send dense clouds of gray exhaust boiling around his form. At the moment when he seems ready to blast into the stratosphere, though, he simply vanishes in a flash to leave the oldster very, very confused.)

(Cut to the interior of a shop whose shelves are well stocked with a range of loose and boxed teas. He rematerializes here without the helmet and jetpack and strides to the counter, behind which the mare in charge of the place is standing. Earth pony, dark red-violet coat, light pink mane/tail, the former cut short and falling down one side of her face, light blue eyes and scarf, cutie mark of a teacup surrounded by leaves.)

Discord: Excuse me. (*He leans down to her.*) Is this where Fluttershy usually buys her tea?

Tea shop owner: Why, yes, it is.

Discord: (*straightening up*) Oh, wonderful! I'll be enjoying her company tomorrow, so I will be needing your very best tea, please. (*tossing confetti*) Something especially special.

Tea shop owner: (*bringing up a box*) I'm sure Fluttershy would enjoy some of our rose-hip green tea.

Discord: Oh, interesting. Does it decorate your hips in roses or turn you green?

(He demonstrates each feature in time by making the named flowers bloom all around his waist and imparting a greenish tint to his entire body. The proprietor is very much caught out by the exhibition, but puts on a humoring smile.)

Tea shop owner: Uh, neither. It just tastes good. (*The flowers crumble off.*)

Discord: (*petulantly*) How boring. (*He flashes himself back to normal.*) Pass.

(Something on the shelves catches his eye; cut a slow pan along one of them. The camera passes a particular box, then reverses sharply to stop on it as he continues.)

Discord: (*from o.s.*) Hold on! (*Back to him.*) Ginseng tea! (*The owner gets it for him; he leans in close.*) Now that sounds promising. What does it sing?

(In the instant it takes him to back off, he has changed into the orange suit, red fedora, pencil-thin mustache, and other accessories he used during the nightclub visit in "Dungeons & Discords." The floor is now clean of the cast-off flowers.)

Discord: (*adjusting hat brim*) I'm partial to something upbeat and jazzy. (*Close-up of the mare.*)

Tea shop owner: Again, it's just tasty, like all of our tea here.

(On the start of the next line, zoom out to show the trickster back to normal.)

Discord: So...all this is just tea you simply drink?

Tea shop owner: Uh-huh. *(He leans down to her.)*

Discord: Ohhh! It seems that I got here just in time.

(One quick snap flips open the box lid and causes the tea bags to float out, each one now with a jauntily singing mouth. He laughs as the box winks onto his lion-paw palm and the bags pack themselves back into it.)

Discord: Singing ginseng! *(Lid on; a pile of coins appears on his taloned palm.)* I'll take it. *(Cut to the owner.)*

Tea shop owner: *(skeptically)* Are you sure you're friends with Fluttershy? You seem so very different from her. *(Zoom out; he has put away the tea and the money.)*

Discord: Well, of course we're friends. *(indignantly, leaning over her)* She gets me, and you obviously do not.

(He straightens up, his head and neck now the same shade as her coat and his mane and beard colored/styled to match hers. The eyes are shiny black, with whites that are actually white.)

Discord: *(simpering)* "Are you sure you're friends with Fluttershy?" *(Normal appearance and tone resume with a scoff.)* The very nerve!

(He vanishes himself from the place, only to reappear a moment later holding a ticket.)

Discord: I'm sorry, do you validate?

(Wipe to a close-up of a teapot being carefully raised toward a shelf by two yellowish-pink hooves, then cut to the interior of a china shop. The appendages belong to an earth pony mare standing on a short ladder: reddish-pink mane/tail, brown eyes, pottery bottle and bowl as a cutie mark. Discord pops into view directly behind her, no longer holding the ticket.)

Discord: Hello!

(She loses her hold on the pot and tumbles backward, but both she and it end up floating lazily.)

China shop owner: Um, can I help you find something? *(He leans down over her.)*

Discord: Yes, you can. *(Her upside-down perspective of him.)* Your finest tea set, please.

(Cut to frame both; he stands to full height again.)

Discord: I want only the best for my friend Fluttershy. *(The teapot goes on the shelf.)*

China shop owner: *(skeptically)* Uh...you're friends with Fluttershy?

(Irrked at hearing the same inquiry twice over, he lets her drop unceremoniously to the floor. She dazedly sits up to her haunches as he gets in her face again.)

Discord: Yes, judge-y clerk pony! *(Stand up.)* Why is it such a surprise? Sure, she's on the quieter side, and I'm a bit, well, more showy.

(On the end of this line, an unseen spotlight picks him out and a spread of peacock feathers fans out behind himself, a similarly colored headdress perching itself above the bushy white eyebrows to the sound of applause. The lot disappears as he continues in a much worse humor.)

Discord: But I'll have you know we're besties. And that's why I need the *best tea set!*

(These last three words reverberate ominously throughout the shop, after which the owner comes up to her hooves.)

China shop owner: *(indicating a table)* Uh, perhaps then you'd be interested in our classic "Tea for Two" set.

(One pot, two cups/saucers, all basic white and light blue. Crossing to it, she takes the pot handle in her mouth and fills a cup.)

Discord: *(pacing)* A teapot that just pours tea? How positively dreadful. *(The owner sits.)*

China shop owner: *(flatly)* But that's all teapots are supposed to do.

Discord: Not anymore!

(At his snap, the pot sprouts wings and flies up to perch briefly on one lion-paw digit.)

Discord: Much better. Don't wrap it. *(walking out; it follows)* I'll walk it home.

(Once he has passed o.s., he reaches back into view just long enough for one more snap that clears the cups/saucers away and buries the mare in legal tender. She puts her head up from the shower of wealth and stares wearily after what must be the oddest customer of her entire professional life.)

(Wipe to the street outside the Ponyville Spa. Discord winks in here, pushing a shopping cart that holds the boxed tea and cups/saucers. Pan to follow him, the airborne pot trailing.)

Discord: Now let's see. I have the perfect tea and the perfect tea service. What else do I need for the perfect tea party?

(He stops outside the joke/novelty shop as an idea hits him.)

Discord: Ohhh! *(hurrying away)* Decorations, of course!

(Cut to a store shelf loaded with lava lamps and small, brightly colored, pony-shaped piñatas. Discord reaches into view and takes one of each; cut to frame him tossing them into his now-full cart, which also holds the pot. He is standing in an aisle whose wares give this place away as a party supply store.)

Discord: *(thoughtfully)* Good...but not nearly good enough for Fluttershy.

(At his snap, the piñata sneezes loudly, spraying candy from its nose, and the lamp becomes a miniature volcano complete with lava flow and issuing smoke. He laughs at the result.)

Discord: Better. *(He moves to two stacks of napkins.)* Ohhh! I'll need napkins! I'll simply make them... *(mumbling a bit)* ...I could, or...no, I've got nothing. How do I make these better? *(paw/talons to temples)* What should I do? Uh...make them... *(Gasp; smile and snap.)* ...make them glow!

(Most of the napkins in one stack light up a soft blue at this gesture; he regards the effect critically.)

Discord: Oh, that's not good enough for Fluttershy. Should I make them fly?

(They begin to do just that, describing a circle around him.)

Discord: Glow, fly, and... *(Laugh.)* ...and fold! *(They do so, assuming various shapes.)* Glow, fly, fold...into fun shapes, perhaps. *(They reconfigure themselves.)*

Pinkie Pie: *(from o.s.)* Uh, Discord?

(He glances toward the sound of that voice; cut to her at the end of the aisle, with a laden shopping cart of her own.)

Pinkie: Are you okay?

Discord: Pinkie Pie! Just the pony I need. *(He snaps the napkins away; she crosses to him.)* As the party pony and Fluttershy's close but not best friend, I need your advice. I'm hosting a tea party for her, and it has to be perfect. No. It has to be even better than perfect!

Pinkie: Oh, Discord, you're waaaaaaay over-thinking things. *(She pops up behind his shoulder.)* All you have to do is make Fluttershy feel comfortable. *(Duck away; emerge by his head.)* It should be pretty easy for you. You know her so well.

(The pink goofball retreats from sight again as Discord gets a flash of inspiration, turning his face into a glowing, red-eyed light bulb for good measure. He reverses the transformation a moment later.)

Discord: And that's why you're the party expert. *(shaking her hoof)* Thank you, Pinkie Pie. I feel so much better now.

Pinkie: Eh. It's what I do.

(The chaos master strolls off with his cart, casually conjuring up a pile of coins that surprises the daylights out of the cashier stallion.)

Pinkie: *(galloping to him)* Excuse me! Where can I find the glowing, flying, self-folding napkins?

(The cashier just gives her a dirty look. Dissolve to the flipped-out floating realm that is Discord's home turf, as seen in "Make New Friends but Keep Discord," and zoom in slowly toward the island on which his house is built before cutting to the front walk. He appears here, no longer pushing his cart, and starts to pace.)

Discord: Make Fluttershy feel comfortable, make Fluttershy feel comfortable, comfortable, comfortable...well, I mean, that shouldn't be a problem.

(The door opens on its own at the end of this. Cut to inside as he enters and casts a quizzical eye around the place. The enchanted napkins flutter lazily past the stairs; the volcano is now attached to the ceiling and emitting spurts of lava and vapor; the teapot knocks itself silly against a framed picture of the two friends, which falls from its spot on the wall. As it veers across the room, the piñata—now hanging from the ceiling—sneezes out candy and the singing tea bags drift by in fine voice. If anything, the whole living room is even crazier than it was two seasons ago, including such oddities as a small tree with books in place of leaves, a giant frosted donut as a tire swing, a couch and coffee table on the ceiling, and a swirling pool of arcane who-knows-what in the center of the floor. Cut to a thunderstruck Discord and zoom in slowly.)

Discord: Oh, dear. That might be a problem.

(Fade to black.)

Act Two

(Opening shot: fade in to Discord standing amid the domestic bedlam as the front door closes under its own power.)

Discord: *(pacing)* Maybe it's not as bad as I think. Maybe Fluttershy would be comfortable having a tea party here.

(He dodges the flying pot and the bags that chorus their way merrily after it. As the napkins cruise by, the piñata—now sitting on a bench styled as a set of piano keys and with a sheet-music-patterned back rest—sneezes candy into the floor pool and dives in.)

Discord: Maybe I just need another set of eyes on this. *(addressing a floating cloud armchair)* What do you think?

(Discord 2 appears right on cue, sitting in the seat and reading a newspaper. He looks up after a moment and draws in a stunned gasp, rolling the publication up.)

Discord: That bad? *(Discord 2 poofs over to him.)*

Discord 2: No, worse! Fluttershy would never be comfortable here. What have you done?

Discord: I was trying to make the tea party different and special, like me— *(crushed)* —but all I did was make it chaotic and weird, like me.

(Discord 2 just stares levelly through his lenses.)

Discord: What if those ponies at the tea shop and the china shop were right? *(He curls into a floating huddle; zoom in slowly.)* What if Fluttershy sees how crazy this place is and realizes how different we are and then doesn't want to be friends anymore?

(The literal ball of nerves snatches an offered paper bag from his counterpart's talons and begins to breathe into it, his neck comically inflating each time.)

Discord 2: Relax! We can fix this! *(crossing to door; the bag pops)* Time to call in the team!

(He opens it and is immediately met by no fewer than four more Discord copies, none of whom are wearing glasses.)

Discord 2: Okay, chief. What's the plan?

Discord: *(pacing; all the others follow closely)* What to do, what to do, what to do? *(Stop short.)* Oh!

(The sudden halt leads the five to collide with him and each other from behind.)

Discord: Got it! *(Close-up.)* We know Fluttershy, and we know what she likes. First of all, we need to get rid of all the new stuff.

(Zoom out slightly; Discord 2 stands nearby, his horn/antler gone.)

Discord 2: You heard him! *(donning a red hard hat with his missing pieces protruding)* Strike the new stuff!

(Longer shot, framing all six. Discord has plunked on an orange one, and the other four now have yellow ones tucked under their arms and are wearing bright orange work vests. Their horns/antlers are gone, but prove to be attached to the hard hats when put on. A collective nod is the cue for Discord 2 to vanish them and himself. Two workers promptly appear upside down at the ceiling volcano, one with a vacuum cleaner, the other holding a shovel. Most of the stray lava is quickly sucked up, the vacuum is pitched into the crater, and the Discord who did this job then conjures up a second shovel so both of them can get the last rivulets up. At a snap, the volcano shifts off the ceiling just far enough for a four-wheeled dolly to appear between its base and the tiles, and a third crew member comes through to roll it away. The first two trade a high five.)

(Elsewhere, a large jar is raised into view and held horizontally, its open mouth aimed at the flying napkins. Once every last one of them has been neatly caught, a Discord screws the lid on—with air holes punched through it for ventilation. A double-palm slap at the sides of the flying teapot causes its wings to vanish. Two workers watch thoughtfully as the piñata jumps on the piano bench; after a few bounces, one snaps to conjure up a swarm of bats. The paper pony retches up some candy, disgusted at the sight, and jumps out the nearest window with the flying mammals in hot pursuit.)

Worker: Piñatas hate bats.

(Here come the singing tea bags, straight toward an open cardboard box that Discord has set on the floor. It is already addressed for mailing. They abruptly fall silent as he snatches them out of the air and stuffs them in.)

Discord: Enjoy your all-expense-paid trip around Equestria.

(On this line, he closes the box, produces a giant rubber stamp, and slams a postmark onto the top flaps. The box itself goes bye-bye, and he stands up to address the room.)

Discord: Well done, everybody, but there's still more work to do.

(Across the way, the four workers pause, having been interrupted just as they were about to eat lunch—which, for one, consists of an entire box of donuts. They grumble to themselves as Discord and Discord 2 continue to eye the madhouse décor.)

Discord: We need to make this place more “Fluttershy” and less, well, “me.” *(He zaps himself onto a couch, reclining, in close-up.)* One thing I know about my dear friend is that she loves comfy chairs...

(The camera zooms out and rotates 180 degrees to show him up on the ceiling as Discord 2 watches.)

Discord: ...but not on the ceiling! *(Snap; now it and he are on the floor.)* And I'm almost certain she likes stairs... *(Snap again; close-up, standing.)* ...that lead somewhere.

(Zoom out. He is standing near the top of a flight of stairs that rise to ceiling level and simply stop. Now it is Discord 2's turn to transport himself over to the base of them; he gives a thumbs-up, and both bend down to grab some stone. A sharp upward yank from Discord 2 causes the entire assembly to contract into a flat piece of material; when he lets go of this end, it rolls up and away, throwing back thick clouds of dust that fill the screen. The view clears to show that the stairs have become a tapestry with horizontal stripes in alternating light and dark brown, which Discord hangs on the wall.)

(Two workers sit at a ceiling table to play cards; Discord crosses to them.)

Discord: And although we've never discussed it, I'm pretty sure Fluttershy likes gravity.

(A snap sends them and the furniture crashing to the floor, a potted plant/tentacle thudding down behind them for good measure.)

Discord: Okay, fellas. This is a good start, but stand back. *(He backs off a step.)* Let me show you how it's done. We just need some of this...

(A talon snap decorates the wall behind him with a pleasant vine/butterfly pattern and installs shelves for plants and books.)

Discord: ...and a little of that...

(A paw snap takes away a giant, overflowing root beer/popcorn float and the couch he was using and replaces them with a sensible end table and cheery sofa. More plants appear on little wall shelves. The next snap changes his book tree and an upside-down staircase to a plant on an end table and a grandfather clock. Discord 2 and the four workers murmur in awed approval.)

Discord: *(gesturing toward door)* ...and a whole lot of those!

(Three more snaps complete the extreme makeover and set a coffee table for tea.)

Discord: Phew!

(He slithers onto the sofa, one digit on his lion paw red and throbbing from overuse, and turns his talons into a rotary fan for a moment to cool it down. Discord 2 and the crew stand across from him.)

Discord 2: How boring—I mean, normal.

Discord: Thank you!

Discord 2: *(to one worker)* Good job. The window treatments are perfectly unexceptional.

Discord: But we're not done yet! *(He stands up.)*

Discord 2: You don't mean...?

Discord: *(nodding)* Mmm-hmm. *(All six put their heads together, beaming.)*

All: Makeover!

(Wipe to all but Discord sitting/standing in a row and facing a curtained doorway. All have removed their hard hats and work vests, their horns/antlers are back where they belong, and the four workers are goofing with cell phones. The genuine article emerges, also without his hard hat and now garbed in a long brown overcoat with brass buttons, tan breeches, and an off-white ascot; he carries a walking stick, and his mane is smartly styled with prominent sideburns. The overall effect is not too far off from the British "mod" fashions of the 1960s. He strikes a pose.)

Discord 2: Hating it.

(After his limp-wristed wave of dismissal, Discord steps out again in hip-hop attire: baseball cap, sunglasses, heavy brown shoes, too many gold accessories on neck and wrists, baggy blue pants that fall down to expose heart-printed pink boxer shorts. He hastily whips his paw and talons down to cover himself as the cap turns sideways on his head and the shades slip down.)

Discord 2: Hating it.

(Another wave is followed by a close-up of Discord's reptilian hind leg poking out through the curtain, now in a red-gartered white stocking that has been partially ripped away to accommodate his claws. Both legs emerge beneath the hem of a long red coat with a brown stripe running down its length, and a longer shot shows him dressed as an Elizabethan noble. Jeweled gold sleeve cuffs and collar; white ruffs at neck and coat sleeve cuffs; plumed brown hat. Only the reptilian leg bears a garter.)

Discord 2: Hating it.

(Thrown into a panic by this judgment, Discord retreats back through the curtain. Cut to the five spectators, seen from ground level; a slacks-clad hind leg plants itself in the fore, causing Discord 2's eyes to widen.)

Discord 2: Hating... *(All faces brighten.)* ...how much I love it!

(A pair of scissors snips across in the fore; behind them; wipe to Discord sitting in a barber chair with a neck cloth tied in place to cover his body and no longer wearing the slacks. Behind him stands one of the workers, now a barber: white apron, brown vest, red bow tie, gray shirt, black handlebar mustache, and scissors at the ready. After scrutinizing the customer's features, he goes to work with the snips, sending bits of hair flying in all directions. Discord winds up with his mane styled like Fluttershy's; he admires it lovingly, but a quick spin of the chair shifts him to a pompadour; after a wink, he is whirled into a beehive hairdo—with prop bees attached to it on springs. Discord smiles and twangs one of them, only for several real ones to emerge from the piled-up black hair. He vacates the chair with a panicked yell, leaving one perplexed, shrugging barber in his wake.)

(A can of hairspray drifts past in the fore, venting its contents in a blue cloud that clears to give a close-up of Discord. Now back to his original mane style and free of the neck cloth, he holds a stack of index cards.)

Discord: Okay, let's give these conversation cards a whirl. *(Clear throat; read from one.)* "It is very nice to see you today."

(The addressee turns out to be Discord 2, dressed in a full-body Fluttershy costume with holes cut for his wings/eyes and sitting on the new sofa. Still wearing his glasses, he blinks and says nothing as the four workers gather behind Discord, all having put away the phones they were using while he modeled outfits.)

Discord: “Have you read any good books lately?” (*Check cards again.*) “Your garden looks positively lovely.”

(He trades grins with the quartet and gets a thumbs-up from one of them. Wipe to an extreme close-up of a point in midair; five lion paws reach into view and pile up, one by one, topped by a sixth in a red sweater sleeve. The gathering is in one corner of the house, and the first five—Discord 2 now out of his Fluttershy costume and no longer wearing his glasses—gleefully back away to both sides to show the sixth, original Discord. The garment is a cardigan, worn over a light blue shirt and yellow necktie with dark gray slacks, and his mane is carefully slicked back. Following a round of encouraging words, the other five vanish to leave him standing alone and not entirely at ease with himself, if the sigh he utters is any indication.)

Discord: Quite strange. For the first time in my life, I don’t feel quite strange. In fact, I feel... (*He dons a pair of reading glasses.*) ...completely normal. (*smiling, looking around room*) Everything is finally perfect for Fluttershy. (*The grandfather clock chimes the hour.*) And just in time.

(He snaps. Cut to a long shot of his house’s island; a flash, and Fluttershy is at the front door. In close-up, he opens it.)

Fluttershy: Discord! I’m so excited to finally see where you live. (*He steps out.*)

Discord: Greetings, friend. Please do come in. (*Back in again; close-up of her crossing the threshold.*)

Fluttershy: I can’t wait to see how... (*Stop short.*) ...uh...oh.

(She takes in the ticking clock, the table spread, the sheer ordinariness of the place.)

Discord: Is something amiss?

Fluttershy: Um, no, no, not at all. It’s just...not what I expected. It’s quite...lovely. (*He beams...*)

Discord: Please, have a seat. (*...and slides an armchair past her.*)

Fluttershy: (*excitedly*) Where is it?

Discord: Right here.

(Her face falls as she realizes that he has done this with no trickery whatsoever.)

Fluttershy: Oh. (*She climbs up and sits.*)

Discord: (*picking up teapot and a cup*) I think you’ll be quite pleased with the green tea I’ve selected for us today.

Fluttershy: (*eagerly*) Ooh! Does it actually turn us green? Is it really envious of the other teas? What’s it do, what’s it do?

Discord: (*pouring*) Uh, uh, well, it tastes delicious. (*He offers it to her; face falls again.*)

Fluttershy: (*taking it*) Oh. Okay.

(He fills the other one for himself and sits on the sofa.)

Discord: What particularly nice weather we're having.

Fluttershy: *(trying to smile)* Yes. *(giving it up)* Yes, we are.

(Both sip their tea in a silence broken only by the clock.)

Discord: It did rain the other day, however.

Fluttershy: Uh-huh.

Discord: But the weather today is particularly nice—as I previously mentioned.

(The yellow pegasus sets her cup and saucer down, all traces of enjoyment fleeing from her face, just before Discord stands to offer her a plate of edibles.)

Discord: Would you care for some milk toast?

Fluttershy: Uh, Discord, you don't seem to be yourself today. Are you feeling all right?

Discord: Whatever do you mean?

Fluttershy: Well, it's just...what you're wearing, and also what you're saying, and also the way you're saying it, and, um, pretty much everything else. *(Discord has now returned to the sofa and set down the plate.)*

Discord: Oh, dear Fluttershy, worry not. I can assure you that for the first time, I'm feeling perfectly normal. *(picking up teapot)* Now, let me top you off.

(Both of them are quite surprised to see the pot fall to the floor—not due to a broken handle or fumble, but because the handle has simply passed through his talons. The limb itself has become translucent.)

Discord: Oops! Butterfingers! How embarrassing.

(He reaches down for the vessel, but the digits go right through it.)

Fluttershy: Uh, what's going on?

(Another try yields the same result and brings a measure of real panic to the red-eyed face. He has left his seat and is hunched down over the pot.)

Discord: *(holding up talons)* I have no idea.

(Now the rest of his body fades slightly to match them; Fluttershy gasps sharply, throwing her cup and saucer aside.)

Fluttershy: Discord! You're starting to fade away! *(He is back on the sofa.)*

Discord: Oh, you don't say. Have you read any good books lately?

(His weak chuckle does nothing to take the rattle out of her nerves. Cut to a close-up of her grimacing visage, zooming in slowly, and snap to black.)

Act Three

(Opening shot: fade in to a close-up of Discord, flexing his talons wonderingly back and forth.)

Discord: Huh. *(Cut to him and Fluttershy.)* Have you tried the scones? They're positively delectable. The secret is in the extra butter.

Fluttershy: What is wrong with you?! You're acting so normal, which is *not* so normal for you!

Discord: *(straightening tie)* Uh, whatever do you mean? This is just me being me. *(Adjust glasses.)*

Fluttershy: *No, it's not!* It's you being like everypony else!

(He glances down at the table, gasps in fright, and sets his cup back on its saucer. As he smiles at having eradicated this bit of disorder, he fades a little more and Fluttershy voices a new cry of fear.)

Fluttershy: The more you do it, the more you fade away! *(An idea occurs to her.)* Of course! *(Hover up to his eye level.)* You're a creature of pure chaos! Being normal is destroying you!

Discord: *(chuckling, adjusting glasses)* How interesting. *(Remove/polish them.)* That reminds me of something I heard at the market today.

(As he blows on the lenses and settles them back in place, he becomes even more see-through. Fluttershy flies up into his face.)

Fluttershy: Stop it! Please, you need to go back to being your not-normal normal self! Quick, Discord! Uh, do something chaotic before it's too late! *Please!*

Discord: Do something chaotic? I'll try.

(Up comes the lion paw for a snap, but one digit just slides into the other.)

Discord: Oh, that's not good.

Fluttershy: *(pacing)* Ooh...then I guess it's up to me. Uh...okay, all right. How about...uh, uh...

(She spots the cup that he set back on its saucer and upsets it.)

Fluttershy: *(smiling, stilted)* Oh, no! I tipped over that cup! *(hopeful tone)* That's pretty chaotic, right?

(All she gets in response is a bored yawn.)

Fluttershy: Oh...what if I...

(A plate of sandwiches has been set near the edge of the table. She pops her head up to face it point-blank, smiling nastily, and gives the whole thing a vigorous spin while chomping with gusto. By the time it comes to a stop, her cheeks are bulging and every sandwich is missing a bite. She stands up.)

Fluttershy: *(mouth full)* Oh, my! Talking with food in my mouth after taking a bite from every sandwich! *(Swallow; forelegs on table.)* How wacky!

(She slings her head from side to side, letting her tongue loll out, but gets nothing for it.)

Fluttershy: Doing anything for you?

(Only making him vanish a little more.)

Fluttershy: *(panicked)* Uh... okay. Hmm. Maybe I need to start thinking like you. Oh... what would Discord do? *(pacing)* Well, I guess he'd probably make another version of himself to bounce ideas off of.

(Realizing that she does not have a duplicate immediately at hand, she dumps the sandwiches off their plate and props it up to reflect her face.)

Fluttershy: But one wouldn't be enough. He'd need more. Way more!

(A wall mirror, a toaster, and a hand mirror are quickly commandeered, and Discord can only stare back and forth in total confusion. By the time Fluttershy finishes, she has the plate, wall mirror and toaster lined up to show her face, as well as a vase.)

Fluttershy: Hey there, Fluttershys! *(Cut to frame her before them.)* Any ideas on how to discord up this tea party? *(The wall mirror and vase reflections.)* Hi, Fluttershy! Thanks for asking. First of all, you gotta redecorate this place. I mean, this is where *Discord* lives! And you're telling me there aren't any stairs that lead to nowhere? *(The real deal leans into view.)* On it!

(In a trice, she is pulling the end table and its plant out from next to the grandfather clock, which she next shoves slightly toward the corner. One big idea later, she is moving her armchair and snatching a throw pillow from the sofa. A few last adjustments, and she has a rough staircase that starts at the end table, rises through the chair and pillow, and stops just shy of the ceiling at the top of the clock. The plant gets a gleeful little shove that sends it to the floor to become a step up to the end table.)

Fluttershy: Better...but it still needs something.

(Her next move takes her across to the brown-striped tapestry that used to be a flight of stairs; she pulls this down and unrolls it over the conglomeration.)

Fluttershy: Now *that's* more like it!

(Discord crosses to her, fading back in a bit; she gasps happily at the sight.)

Fluttershy: It's working! *(She rockets back for another talk with herself.)* Okay. What else? Furniture on the ground? *(Reflections.)* So predictable. Let's put them where they *don't* belong!

(Extreme close-up of a table leg being held upside down against the ceiling and nailed in place. Cut to Discord, who gazes approvingly at the o.s. flurry of activity, then back to her. The tool is in her mouth, and she has donned safety goggles for this bit of unorthodox carpentry. She darts to secure the base of a lamp, and a long shot of the entire room reveals that she has successfully inverted all the furnishings in the immediate area except the doorway curtains and her improvised trick staircase. She tosses her goggles and hammer aside and claps with joy upon seeing Discord become more solid.)

Fluttershy: And he'd have a *chaise lounge* [*sic*] that would actually chase you, because he's funny like that!

[Note: *The correct French spelling is "longue."*]

(She zips away and hunkers down next to the chair in question, next to the front door.)

Fluttershy: *(poking it)* Bet you can't catch me!

(Discord chuckles to himself as she bugs out, then grits his teeth and tries to snap his lion-paw digits. The resulting flash tells it all—he is fully himself again, and his body fully restores itself. A disbelieving gasp gives way to exuberant laughter, and the chaise longue bounds playfully after Fluttershy. The two circle around Discord in a blur of yellow coat, pink mane/tail, and flowered blue upholstery; after a few dozen revolutions, Fluttershy skids to a stop facing him.)

Fluttershy: Oh! And Discord would have a special kind of tea, like a ginseng that could really sing!

(The animate chaise longue is now up in its "hind" legs, panting like a dog, and being petted by the chaos master in the red cardigan.)

Discord: I would. I-I would.

(All it takes is one snap of the talons to summon a cardboard box covered with stickers, and a second one to open the flaps. Out come the singing tea bags he shipped out in Act Two, not having lost a single note.)

Fluttershy: And he'd serve it on a floating table! We've never talked about it, but I'm pretty sure Discord hates gravity.

Discord: I do. Who wants to be tethered to the ground when you can do *this*?

(Another snap sets everything in the room to floating, including himself and the furniture nailed to the ceiling; she hovers at his eye level.)

Fluttershy: *(giggling)* Now *this* is exactly what I was hoping for!

Discord: *(incredulously)* This is what you were hoping for? But this is the complete opposite of your tea parties.

Fluttershy: I wouldn't expect you to throw a tea party the way I would. We're different. *(He turns sadly away.)*

Discord: I know. I was afraid that if you saw exactly how different we are, you wouldn't want to be friends anymore. *(She circles to look him dead in the eye.)*

Fluttershy: What? Why would you ever think that?

Discord: Because...you and I don't make sense to anypony else.

Fluttershy: That may be true, but we make sense to me. I never would've thought to make singing ginseng before I met you. But you open me up to so many more possibilities and impossibilities. So I guess what I'm trying to say is...I like you *because* you're so different from me.

Discord: You do?

Fluttershy: Of course I do, silly! Besides, what's Discord without a little chaos?

Discord: *(laughing, throwing glasses aside)* Well, in that case, I certainly don't need to be wearing this.

(He rips off all his clothes, skin, and everything else to reveal the Fluttershy costume that Discord 2 used to stand in for her during their conversation exercises in Act Two. She giggles at the silliness of it.)

Discord: Oops! *(chuckling)* I forgot that I still had this on. *(He magicks himself back to normal; close-up of Fluttershy.)*

Fluttershy: *(laughing)* Now, about that tea party...

(The background behind her dissolves to seat her in a chair.)

Fluttershy: You know, your garden really is looking lovely.

(Cut to Discord on a couch—one of those that was present before he overhauled his domicile. The details of the window curtains behind him, and of the nearby tree, suggest that they are upside down.)

Discord: Why, thank you for noticing. *(picking up teapot and cup—both flipped)* I also couldn't help but notice that you need a refill.

(Tea pours up into the cup and the pony piñata that the crew drove out in Act Two returns to sneeze out a blast of candy. The next shot establishes that they are indeed up on the ceiling, as is the little volcano that Discord converted from a lava lamp, while the piñata is anchored to the floor. Fluttershy has a freshly toasted marshmallow on the end of a stick.)

Fluttershy: Gesundheit! *(The piñata falls loose and bounds away.)*

Discord: It really is nice having you here.

Fluttershy: I'm happy to be here, and I really do like your place—because it's so “you.” *(A butterfly-shaped sandwich flits past Discord.)*

Discord: Why, thank you, Fluttershy.

Fluttershy: Now, how about we try some of those delicious-looking sandwiches?

(During this line, the camera zooms out and rotates 180 degrees to show the whole place more or less back the way it was. The most blatant brain-benders have been removed, but he is well at ease sitting on his own ceiling to have tea with his friend. A snap puts a butterfly net in his grip and turns her toasting stick and marshmallow into one as well, and he laughs as several more of those highly edible insects hover here and there.)

Discord: You read my mind!

(Laughing, Fluttershy swoops down to catch one near the floor. Another lights on Discord's nose just before she brings her net down on his entire head to catch it. Both laugh and hang their heads down among the singing tea bags, the net instantly gone from his. “Iris out” to black, centered on their faces and pausing briefly before the aperture closes.)

THE PERFECT PEAR

Written by Joanna Lewis, Kristine Songco

Produced by Devon Cody

Story editing by Joanna Lewis, Kristine Songco

Supervising direction by Jim Miller

Directed by Denny Lu, Mike Myhre

Transcribed by Alan Back (ajback@yahoo.com)

Note: All lines marked with one asterisk (*) are delivered as a voice over.

Prologue

(Opening shot: fade in to a head-on, extreme close-up of Apple Bloom's hooves trotting purposefully down a Ponyville street lined with market stalls. It is daytime, and she has her saddlebags slung on her back. Zoom out to frame all of her; she looks to this side and that, then stops short as a great many ponies cross in front of her.)

Bloom: Hmm...

(They are all gathering at a stall topped by a giant wooden pear, and they have clustered in so thickly that only the head of its proprietor can be seen above them. Zoom in slowly. The face is that of a kindly old stallion with a light yellowish-brown coat and a short, curly white mane shot through with streaks of gray and brown, the eyes are a deep green, and he does not have a horn. Bloom shoulders up to the front row, finding the table stocked with jars of spread—made from pears, no doubt—and a plate of biscuits. She throws an apologetic grin to the ponies on either side of her, and Bon Bon nips a jar in her teeth and walks away. The old stallion, Grand Pear, grins warmly down at Bloom; now the camera is close enough to pick out a green kerchief tied around his neck and a display case behind him. He clamps his jaws around the handle of a knife stuck into an open jar long enough to slather a generous portion of the stuff onto a biscuit, which he then offers to Bloom. When he speaks, his voice is slow, gravelly, and quite genial.)

Bloom: *(taking it)* Oh! Thank you! You must be new. I'm Apple Bloom. *(Now rows of other treats are visible at one end of the table.)*

Grand: I'm Grand Pear.

Bloom: Welcome to Ponyville! *(A stallion laughs.)*

Stallion: You mean "welcome back to Ponyville." Grand Pear was originally from here before he opened his famous pear jam store in Vanhoover.

Bloom: *(to Grand)* Really? Why'd you move back?

Grand: I, uh... *(Smack lips thoughtfully.)* ...well, I needed a change of pace.

Bloom: Huh.

(She chomps into the biscuit; her eyes popping as the taste hits her tongue.)

Bloom: This is delicious!

(The rest of it goes down just as easily; now a unicorn mare floats some coins to Grand and gets hold of a jar, and the crowd disperses. Baskets of whole fruit can now be seen at both ends of the counter and behind it.)

Bloom: I can't believe I've gone my whole life without ever havin' this. *(Two more ponies approach.)*

Grand: Glad you like it.

Bloom: How much? *(He pushes a jar toward her.)*

Grand: *(waving her off)* Nooo.

Bloom: Wow! Thanks, Mr. Grand Pear, sir!

(She flips the flap on one bag and transfers the jar to it with her mouth.)

Bloom: It was real nice meetin' you!

(The filly hurries off. Cut to a close-up of Grand, smiling benevolently, and zoom out slowly as prospective buyers cluster in again with a buzz of excited chatter. From here, dissolve to the kitchen in the house at Sweet Apple Acres, the sky beyond the window now close to sunset. Big Macintosh stands at the oven, a chef's white toque covering the shaggy orange mane, and has bent down to hold the handle of a skillet in his mouth. One expert flip sends a pancake arcing backward over his shoulder and onto a plate held in Applejack's teeth. She dips her head to one side, allowing it to join a plated stack on the kitchen table, as Bloom lets herself in from outside and shuts the door. Applejack sets down the plate she used to make the catch.)

Applejack: Glad you're back, sugar cube— *(holding up full plate)* —just in time for breakfast for dinner!

Bloom: I got the perfect topper for flapjacks at the market today!

(In no time flat, she has opened her bags and pulled out the jar of pear spread with her teeth. The sight of it causes her older sister's eyes to shrink to panicked points and her lungs to suck in a sharp gasp.)

Applejack: *(throwing pancakes aside)* Pear jam?!? *(She snatches it away.)* What were you thinkin'?

(The distant sound of a closing door halts any further remonstrations. Cut to the middle of the staircase leading to the upper floor, the camera pointing down at the kitchen doorway; Applejack peeks into view around the frame just in time for the shadow of Granny Smith to start descending toward her. Green eyes broadcast her freak-out, and the camera cuts back to the kitchen, Macintosh having shed his toque.)

Applejack: *(tossing jar to him)* Quick! Hide it!

(Snagging it in his jaws, he looks frantically around himself, then stomps hard enough on the floor to break away a section of one plank. The oldest and middle siblings dig madly at the exposed dirt; cut to the very confused youngest one.)

Bloom: Huh?

(Zoom in slowly and fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to just below floor level, framing Applejack and Macintosh as they scabble madly at the earth and Bloom peeks in behind them.)

Bloom: What's the big deal? *(Cut to her.)* It's just pear jam. *(Applejack rounds on her.)*

Applejack: *(jabbing her chest)* The big deal is that there is a long-standin' feud between the Apples and the Pears. *(Macintosh drops the jar into the new hole.)*

Macintosh: Ee-yup!

Bloom: Why? *(Macintosh stands up.)*

Applejack: Why?!? *(Long, puzzled pause.)* Well, uh...a-actually, I-I'm-I'm not really sure. You have any idea, Big Mac?

Macintosh: *(scratching head)* Uh...nope.

Bloom: Then I guess we should ask Granny?

Granny: *(entering kitchen)* Ask me what?

(Terrified grimaces snap onto the red and orange-tan faces; Macintosh hastily shoves the loose dirt over the hole to form a sloppy heap, and Applejack slaps the broken-out floorboard onto this. The soil that had been caked onto her hooves from the digging is now gone.)

Applejack: *(lounging against it, trying to sound casual)* U-Uh...what goes better with apple-fritter flapjacks! *(She whips over to Granny and produces containers of...)* Caramel syrup or praline?

Granny: *(knocking syrup aside)* Pfft! Praline!

(She steps farther into the kitchen, sniffing deeply of the air. As she continues, she steps onto and over the badly camouflaged hiding place without noticing or breaking stride. Macintosh's hooves are now clean as well.)

Granny: Oh-ho-ho, that smells great, Applejack. I'm-a go wash up for supper.

(She opens the door; an outhouse stands across the barnyard from her.)

Granny: Be right back! *(Exit; door closes. All three Apples sigh, relieved.)*

Applejack: *(crossing to Bloom)* Listen, sugar cube. Anytime Big Mac and I ever asked Granny about the feud or the Pears, she'd get so upset she couldn't talk. Best not bring it up. *(Macintosh nods solemnly.)*

Bloom: O-Okay, but... that Grand Pear was really nice to me, even though I'm an Apple. I wonder what happened.

Applejack: Me too. But...if we can't ask Granny, I don't know who—

(An idea flashes through her brain and sets her beaming.)

Applejack: We can ask Goldie Delicious! If anypony knows about the feud, it's the family historian!

(Goldie Delicious, recall, was the cousin that they and Pinkie Pie turned to in "Pinky Apple Pie" for confirmation of a relationship between their two families. Macintosh and Bloom both smile.)

Bloom: I'm in! What do you say, Big Mac? *(She and Applejack gather around him.)* Sibling' trip first thing tomorrow?

Macintosh: *(hoisting a stack of pancakes on one hoof)* Ee-yup!

(Dissolve to a long shot of Goldie's ramshackle cabin and zoom in slowly. It is now the following day, and the three siblings approach the front door as the camera zooms in slowly and cuts to a close-up. Bloom's knock sets off a great ruckus of clattering items and yowling cats, and the door starts to bulge outward in a most alarming manner. The visitors clear the area an instant before it bursts open, releasing a torrent of books and random possessions. Its momentum dies away to nothing just short of reaching the trio, who glance fearfully toward the resulting pile. They are treated to a good clear view of a massive ball of complaining felines, which bounces down from one mess to another and bursts apart to reveal old Goldie at the middle of it all. The cats scatter in all directions.)

Goldie: Now that's how you make an entrance! Or is it an exit? *(laughing)* Well, anyway, it's so wonderful to see you three. *(scratching at her mane)* To what do I owe the pleasure?

(The agitation partly dislodges a purring white cat.)

Applejack: Well, Goldie— *(It jumps down.)* —uh, we were hopin' you could tell us about the, uh... *(softly, embarrassed)* ...uh, feud...with the Apples and the Pears. *(She worries her lower lip.)*

Goldie: Oh.

(Dropping to her haunches, she lands on a different cat's tail; it meows loudly in protest.)

Goldie: Oh, dear. *(It pulls loose and runs off.)* Well, does Granny Smith know you're here?

Bloom: No, ma'am. (*moving toward her*) But I ran into Grand Pear yesterday and he was real nice. Maybe the feud was a misunderstandin' or somethin', a-and we can fix it? (*Hopeful grin.*)

Goldie: (*tapping chin*) Uh, well, I don't know about that, little one, but if it's the story you're after, I-I suppose you have a right to know. (*looking around herself*) Now let's see here, I got a stack of books here someplace...

(*She pulls one free, studies its cover, and smiles.*)

Goldie: Oh! (*turning it to camera; it bears a large red apple.*) *Apple Family History, Volume One-Thirty-Seven.* (*flipping pages*) Hmm...hmm, here we are. "Feud with the Bears." (*Squint at the page.*) I mean, "Pears." My eyes ain't what they used to be. (*The other three sit on their haunches.*) A long time ago...

(*She turns the book to face them; cut to a close-up of the right-hand page, showing one half of a double-width, black-and-white photograph of Sweet Apple Acres.*)

Goldie: (*from o.s., pointing it out*) ...Sweet Apple Acres wasn't the only farm in Ponyville. In fact...

(*Pan to follow her hoof to the left half: a second farm, this one filled with pear orchards.*)

Goldie: (*from o.s.*) ...there was another one just right next door.

(*As she withdraws her hoof, the view undergoes a wavering dissolve to a busy Ponyville street filled with market stalls. One is topped with an apple slice, while its neighbor is styled as a giant pear with counter and shelves nestled inside. The ponies selling the respective wares are Granny and Grand, both in the prime of adulthood. From this distance, Grand's mane displays two shades of brown, and Granny wears her pale blond one short and in a ponytail. At this point in her life, she is not yet wearing her apple-patterned shawl and he does not have his green kerchief.*)

Granny: (*holding up an apple*) Come and get your apples! (*Close-up.*) Nothin' sweeter than bitin' into a crisp apple on a beautiful fall day!

Grand: (*from o.s.*) Unless, of course—

(*Pan quickly to him. Unlike the prologue, enough of him is now visible to mark him as an earth pony, though his cutie mark still cannot be seen.*)

Grand: (*holding up a pear*) —you could bite into a juicy pear.

Granny: Pfft! Please. (*polishing apple*) Pears are just what happens when you ain't no good at farmin' apples! (*Grand trades fruit for cash.*)

Grand: Pears are nature's candy. (*sweeping bits off behind counter*) Apples are...sour, like the expression on your face right now. (*Smug chuckle; zoom out slowly as both trade barbs and onlookers desert them.*)

* **Goldie:** And so it went. Your granny and Grand Pear were always at each other on who was the best farmer, or who took better care of their trees.

(Dissolve to a long shot of the boundary between the rival farms. It is nighttime, and the moon is pocked with the craters that indicate the presence of Nightmare Moon. Pan slowly toward the Apples' side.)

* **Goldie:** If Granny read to her trees at night...

* **Granny:** *(reading)* "And then..."

(Cut to the young green mare, sitting on her haunches with an open book in her grip and facing one of her trees. The camera is aimed at her from the Pears' side of the fence. During the next line, Grand steps into view and regards her with scorn; zoom out slowly.)

Granny: "...the little tree reached its branches up to the moon..." *(Close-up.)* "...and the moon said, 'Good night.'"

(She pats the trunk gently on the end of this, then throws a smirk back toward her opposite number. Grand's cutie mark is now seen clearly as a single green pear before he gallops away.)

* **Goldie:** ...why, then, Grand Pear had special blankets made for his trees so they wouldn't get cold!

(During this line, the camera cuts to the tops of three of Grand's trees, which get giant pear-patterned quilts thrown over them, and tilts down to show him on the job. He sits on his haunches and strokes one trunk lovingly, and the cart that had held the quilts stands nearby.)

Grand: *(softly)* Good night, trees. *(He kisses the bark and hugs the tree.)* I've gotcha covered.

(He throws a smirk and a little growl that is equal parts "come hither" and "top that" across the fence. Granny responds by snarling, shutting and throwing down the book, and stalking away. Dissolve to a stretch of apple trees being bucked and pan to bring Granny into view; it is now the next day. On the next line, she nods her approval to the work crew, but all eyes harden as they glare toward the other side, where the camera pans across a team on ladders to pick pears off the trees and drop them into waiting baskets.)

* **Goldie:** In fact, all the Apples and the Pears were rivals to the core.

(Grand and the two workers nearest him salute each other, and they fire dirty looks of their own across the fence. Cut to one stretch and zoom out along its length as three snarling pairs step up to stare each other down, the last being Granny and Grand.)

* **Goldie:** The only Apple and Pear who ever got along were Bright Macintosh and Pear Butter.

(A very young colt, barely older than a toddler, peeks out from between Granny's legs on the end of this and sees a filly of similar age across the boundary. His coat/mane colors are the same as those of Bloom, but his eyes are black rather than red-gold; a scatter of birdcatcher spots marks the bridge of his nose. Her coat is pale orange-brown, her mane/tail orange and curly, and her eyes are blue-green. These two are Bright Macintosh and Pear Butter, respectively, both earth ponies. In close-up, Butter noses at a patch of flowers, giving the camera a clear view of the birdcatcher spots at the outside corners of her eyes.)

Bright: *(from o.s.)* Psst!

(She looks around confusedly; he pops up from his side. Both speak very clearly despite their young ages and with Southern accents, his much more pronounced than hers. They deliver the following seven lines in whispers.)

Bright: I'm not s'posed to talk to you.

Butter: I'm not supposed to talk to you either.

Bright: My mom says if you hold a buttercup under your chin, it'll make your chin glow. But it doesn't work on me.

(He leans forward, tilting his head back so that one of the flowers rests under his chin. Nothing.)

Bright: See? *(She follows suit, her chin reflecting its yellow hue.)*

Butter: Does it work on me? *(Bright's heartbeat comes through loud and clear.)*

Bright: *(warmly)* It sure does, Buttercup. *(She lets the flower drop.)*

Butter: "Buttercup." *(smiling)* I like that name.

(He extends a hoof through the fence, she shakes it, and both smile.)

* **Applejack:** Wait an apple-pickin' minute!

(Cut to the present; she snaps indignantly upright.)

Applejack: Bright Mac and Buttercup? Those are our parents' names!

Goldie: 'Course, "Buttercup" was just a nickname your father gave your mother. Pear Butter...well, that was her given name.

Applejack: *(flabbergasted)* Are you sayin' our mother was a...Pear?!?

(Zoom in on the Apple trio as she chews her bottom lip and Macintosh and Bloom voice shouts of unadulterated surprise, then snap to black.)

Act Two

(Opening shot: fade in to the three, zooming out slowly. Macintosh is the first to regain his power of speech.)

Macintosh: So we are half-Pear? *(Applejack shakes her head clear.)*

Applejack: I can't believe it! How did we not know?

Goldie: *(from o.s.)* Well... *(Cut to her; she tosses the book aside.)* ...uh, nopony called your mother Pear Butter.

(Waving a number of cats away, she picks up a small blackboard slate. On the start of the next line, cut to a close-up of this; she traces out the outlines of two jars in the thick dust covers the writing surface.)

Goldie: And her cutie mark was a preserve jar, but pear butter don't look too much different from apple butter, so no clues there.

Applejack: *(sighing)* Is there a-anything else you can tell us about them?

Goldie: *(scratching head)* I know they loved each other very much. *(Scoop up and cuddle four cats at once.)* They had that magical, star-kissed, other-side-of-a-rainbow kinda love.

(The pets yowl at being squeezed just a bit too tightly under this last, and they are quick to scatter once she opens her forelegs.)

Goldie: You couldn't be around 'em too long and... *(laughing)* ...and not feel a little bit lighter than air yourself.

Bloom: *(standing up)* Anything else?

Goldie: *(stroking chin)* Hmm...I'd need Volume One Hundred and Thirty-Eight for that.

(The camera tilts up to follow her glance toward the higher reaches of the book/junk pile, stopping on a cheetah that opens one eye and utters a softly menacing growl.)

Goldie: *(hesitantly)* I'm sure I could wrangle it, in a...in a couple of days.

(She begins a laborious climb up and o.s. as Applejack sighs softly and she and Macintosh stand.)

Applejack: That's all right, Goldie. It was nice just to hear it. *(The old head pokes down into view with a whoop of triumph.)*

Goldie: I just remembered somethin'! Your dad and his buddy Burnt Oak would get in all kinds of trouble together as colts.

Applejack: Burnt Oak? Uh, the firewood sales-pony? I haven't seen him in ages.

Goldie: He and your dad was thick as thieves back in the day. Y'all should talk to him.

(The three visitors take their leave; meanwhile, she loses her grip and ends up spreadeagle on her belly at ground level, annoying the cheetah into getting up and growling at her. Wipe to a Ponyville street filled with market stalls, one of which is stocked with loose and bundled firewood logs. A chopping block stands out front, and the dark brownish-gray earth pony stallion behind it turns to face the approaching Apples with a smile of recognition. Burnt Oak's short-cut mane/tail have gone two shades of light gray, his eyes are bright blue, and he wears a brown cowboy hat

and a blue kerchief around his neck. A mustache and a case of five-o'clock shadow decorate his face, and his haunch displays a charred tree trunk with one green bough. His voice carries the slow, weathered drawl of a frontiersman who has seen many a winter.)

Burnt: Well, well, if it isn't the Apples! (*tipping hat*) What can I do for you? I know you're not here for firewood. You got more trees than anypony in Ponyville.

Applejack: You're right. We're not here for that. (*All three avert their eyes.*)

Burnt: (*gently*) Come to ask about your dad?

Macintosh: Uh...ee-yup.

Burnt: (*sitting on block*) Well, I wondered if you might. Hoped you would. It's nice to talk about him. (*They sit. Zoom in slowly; he chuckles.*) We had a lot of laughs. In fact, this one time...

(As he finishes, a wavering dissolve shifts the scene to a bare field in the daytime. Bright and Burnt, both now young stallions, sprint into view pulling plows to furrow the earth. Bright's mane/tail have grown out somewhat, his eyes are now dark green, and the tips of his hooves have gone light brown. He wears a brown hat not unlike Applejack's, and he now has a cutie mark of a gold star overlaid on half a green apple. Burnt is in the lead, his short mane/tail both solid gray, and is not wearing his hat or kerchief at this point in his life.)

* **Burnt:** ...we were racin' to see who could till the fastest— (*Bright pulls ahead.*) —and Bright Mac was leavin' me in the dust. He—he woulda won, too, if he wasn't so...

(The yellow stallion glances to one side with a sudden smile and gasp; cut to his perspective of Butter looking over a tract of seedlings on her family's property. Her mane and tail are both tied back.)

* **Burnt:** (*slyly*) ...distracted.

(Back to the racers, Bright peeling off across the field, then cut to a close-up of Butter bending to pull a weed with her teeth. She too has her cutie mark, the jar of preserves described by Goldie.)

Bright: Whoa!

(He smashes through a fence, spits out a piece of it, and finds a large water tank standing directly in his path. The screen fills with stars on impact, then clears to show the contents gushing over the pear seedlings to leave Butter drenched from end to end. She spits out a mouthful of water and boggles at the tree bits being carried along on the tide before crossing to the wrecked tank. It is lying forlornly on its side, the roof knocked completely off, and the camera zooms out to put a cross Grand in the fore. The lines on his face and the gray streak in his mane show his age, and he is now wearing the green kerchief seen in the prologue.)

Grand: Oh!

(He gallops down toward the new swamp; Bright surfaces, and Burnt darts over to drag him away. Now out of their plow harnesses, both make it out of earshot before Grand wades across to his daughter.)

Grand: Pear Butter, what did you do?

Butter: I-I'm not sure.

(The two stallions have taken cover in a bush to watch the proceedings, but Bright—now dry—collects himself and strides out. Burnt reaches as if to try and pull him back, thinks better of it, and ducks back in. Cut to Grand and Butter.)

Bright: *(from o.s.)* She didn't do it, sir! *(All four eyes turn; cut to him sloshing over.)*

Grand: *(pushing Butter aside)* Excuse me?

Bright: The water silo. *(removing hat, holding it over chest)* It was my fault.

(Butter giggles behind a hoof; Grand throws her a questioning look that becomes an angry huff directed at the young stallion.)

Grand: *(pointing at him; he quails a bit)* Well, you owe me a new silo, boy! *(rounding on Butter)* And you, come with me!

(She follows him away, head drooping sadly.)

Grand: *(softly, menacingly)* No daughter of mine is gonna make goo-goo eyes at an Apple!

(Butter risks a furtive smile over her shoulder, catching Bright by surprise; he returns it and dons his hat, hearts floating up to burst around him. Burnt returns to stare after the young mare and wave a hoof in his buddy's face, but Bright is far too smitten to notice. Wavering dissolve to the present, zooming out slowly from Burnt.)

Burnt: Grand Pear never woulda known it was your father's fault. *(He climbs off his chopping block and sets a log on it.)* But there was no way he'd let your mother take the blame for somethin' he did.

Bloom: So Dad was super-honest! *(slyly, nudging Applejack)* Apple doesn't fall far from the tree, huh, Applejack?

(One quick swing of an axe splits the log, and the old stallion takes his mouth off the handle.)

Burnt: Your dad worked the apple farm all day and then headed over to the Pears' on his breaks to fix the water silo. I didn't see him for weeks. Not that he minded. *(picking up a piece, propping it on block)* Gave him a chance to get to know your ma. *(All three Apples stand.)*

Bloom: Did you know our mom too?

Burnt: *(setting piece on a pile)* Buttercup was a real peach of a Pear. But if you want to know more about her, you should ask Mrs. Cake. *(He starts tying up a bundle.)*

Bloom: Mrs. Cake?

Burnt: She and your mom were inseparable when they were fillies.

Applejack: Then let's go! Thanks, Burnt Oak.

(All three Apples gallop off down the street, but Macintosh walks back alone a moment later.)

Macintosh: Uh, would it be okay if we stopped by again sometime, to hear more stories?

Burnt: I'd like that very much.

(With a grin, the big red workhorse throws his hooves in gear to catch up with his sisters. Wipe to an extreme close-up of an icing bag in Mrs. Cake's mouth, being used to apply detail to the edge of a cake. A longer shot frames the kitchen of Sugarcube Corner; she is standing on a stool to reach the upper portions of this two-tier treat. The side door opens to admit the traveling trio; she puts the bag down with a smile and dismounts the stool.)

Mrs. Cake: Well, cinnamon sugar on toast! All three Apple siblings!

Applejack: Hi, Mrs. Cake. We heard you and our ma used to be real good friends— *(The smile fades.)* —a-and we were hopin' you could tell us a bit about her. *(It returns.)*

Mrs. Cake: Oh, I would love to. I never knew the right time to bring it up, but I'm so glad you came. *(Laugh; she circles behind the counter and climbs up on the stool.)* Uh, uh, for starters, did you all know that it was your mom who convinced me to pursue baking?

Bloom: But isn't your name Mrs. Cake?

Mrs. Cake: Not always. *(Push cake aside.)* Back when I was Chiffon Swirl— *(Laugh.)* —I had no idea what I was supposed to do. *(She brings up a mixing bowl and tosses items in as they are named.)* But one day, your mom brought me some candied pears, eggs, flour, sugar, and vanilla and told me to just be creative. Next thing I knew, I was whipping up pear upside-down cake— *(pointing to her haunch)* —and I got my cutie mark! It was like she knew what I was supposed to do— *(Cut to Bloom, eyes shining; she continues o.s.)* —long before I did.

Applejack: *(nudging Bloom)* Just like you, sugar cube, or rather— *(laughing, ruffling her mane)* —you're just like her!

(On the start of the next line, cut to Mrs. Cake and zoom in slowly as she stirs the bowl.)

Mrs. Cake: That was the first of many cakes for me, and Buttercup was with me through it all.

(Wavering dissolve to herself as a younger mare, her mane tied in two pigtails that hang behind her ears. She is in this same kitchen and stirring a bowl, but not wearing the earrings and apron she will later adopt. Zoom out slightly as Butter steps over to her, dips a hoof in, and licks; she is slightly older and taller, and she wears her tail loosely tied back like Applejack's. Her mane is separated into two bunches, one loosely tied and falling behind an ear, the other cascading down the opposite side of her head.)

* **Mrs. Cake:** She'd be my taste-tester...

(After tonguing the batter back and forth, she grins approval and Mrs. Cake—or Chiffon Swirl—beams from ear to ear. Dissolve to an extreme close-up of a cake being iced and zoom out; it sits on a small stool and Chiffon has an icing bag in her mouth, with Butter looking on.)

* **Mrs. Cake:** ...help with the decorating...

(The orange-maned mare switches the bag for one of several on a nearby table, and Chiffon goes back to work. Dissolve to her rolling out dough on a countertop, bowls filled with sliced pears in easy reach. Having put away the icing tools, she takes two slices, lays them on the flattened sheet, and folds it up to bundle them in. Pan away from her, past the bowls, and stop on Butter with a pile of whole fruit to her other side. A slicer is strapped to one hoof.)

* **Mrs. Cake:** ...and prep new ingredients.

(One pear is stood on end, the implement is brought down to cut it, and the slices are scooped into a bowl. From here, dissolve to a slow pan along a counter loaded with baked goodies of all sizes and magnitudes.)

* **Mrs. Cake:** Over the years, I perfected my recipes.

(On the end of this, Chiffon climbs a ladder to place a pear ever so carefully atop a multi-tiered cake. Once she gets it just so, she climbs down and the camera zooms out to frame Butter watching approvingly without the slicer.)

* **Mrs. Cake:** Your mom did so much for me.

(Dissolve to a single-layer cake being carried through the pear orchards, on a platter balanced on Chiffon's back.)

* **Mrs. Cake:** One day, I wanted to surprise her with a cake.

(The young baker peeks out through the undergrowth on the end of this line, then hastily ducks away. She risks another look after some moments, and the camera cuts to behind her and zooms in slowly on a clearing lined with apple trees on one side and pears on the other. It is daytime, and Bright and Butter have set up a picnic complete with blanket. They share a laugh before Bright produces a bouquet of flowers—buttercups, the same that they played with at their first meeting—in his teeth, only to snuffle and uncork a violent sneeze. Wiping his nose, he finds the blooms now matted up and down Butter's mane, with one resting on her nose. She blows it aside and both laugh at the mishap as she throws him a wink. They suddenly go silent and lean in for a kiss; Chiffon beams, blushes, and steps back, intending to give them some privacy, but her hoof snaps a loose twig. Butter gasps in fright, the mood shattered, and Bright is up in a blink to glare toward the bushes. Chiffon puts her head out and waves, causing his fury to melt into confusion, and Butter hurries over to get a look of her own.)

Butter: *(relieved)* Oh, it's just you.

Chiffon: *(emerging from bushes)* Sorry. I just brought you a little something to say thank you. *(bashfully)* But I...see you're...busy.

(Her giggle brings a blush to both lovebirds' faces, Bright scratching the back of his head and Butter giggling.)

Butter: Promise you won't say anything?

(Chiffon mimes zipping her lip, but a new rustle draws her attention. Pan slightly to bring Granny into view—now older than in the first flashback, with her mane/tail in a bun and her shawl now firmly in place. She is picking up fallen apples to add to the saddlebags on her back, but stops short upon taking stock of the three paralyzed ponies in the clearing. Zoom in quickly on Butter's cutie mark, then cut back to Granny, who recoils with a neigh and an angry huff.)

Granny: *(walking into clearing)* What in tarnation are you doin', Bright Mac? *(pointing at Butter)* We do not fraternize with Pears!

(She spits contempt onto the grass, clamps her teeth on a yellow ear, and tows her son away. He manages to return the wink that Butter gave him, and she smiles tenderly and waves goodbye.)

Chiffon: *(to her, dumbfounded)* You and Bright Mac? Ooh, I wouldn't believe it if I hadn't seen it with my own eyes! Your families hate each other!

Butter: I can't help it. We just sorta...happened. *(Hearts float and pop around her sappy smile; Chiffon waves futilely to snap her out of it.)*

* **Mrs. Cake:** Then Pear Butter told me the sweetest love story I have ever heard.

(During this line, the view dissolves to a long shot of Ponyville proper in late afternoon, seen from among the orchards, and zooms out. The star-crossed lovers have set up a new picnic on a hilltop; Butter has cleaned the blooms out of her mane, and her saddlebags rest on the blanket.)

Bright: *(tucking a fresh one behind her ear)* Happy one-hundred-and-thirty-one-thousand-four-hundred-and-fifty-six-hour anniversary, darlin'.

Butter: What? *(laughing)* That's way longer than we've been together.

Bright: *(caressing her cheek)* I know, but it's the anniversary of the first time I called you Buttercup. *(She blushes.)* It's okay if you didn't get me anything.

(This last is spoken in a fake-hurt tone, in time with the brown hat brim being pulled down over his eyes, but he gives away his playful intent with a sidewise glance and silly little grin. Butter just rolls her eyes at the display.)

Butter: *(pulling out an acoustic guitar)* Actually, I did.

Bright: A guitar? For me? *(He takes it, surprising her.)* But... *(Strum discordantly.)* ...I don't know how to play.

Butter: Quiet, you.

(She takes it back and begins to work the strings.)

Quiet, country-tinged acoustic guitar melody, triplet feel, moderate 4 (D major)

(Zoom in slowly on her deft hooves, then dissolve to her gazing out one of the windows in her bedroom on the Pear homestead. She has a good view of Sweet Apple Acres from here. A bird lands on the windowsill, a rolled-up note held in a clip around its neck. It is daytime.)

Butter: We're far apart in every way, but you're the best part of my day
(She smiles upon retrieving the paper and finding a simple drawing of herself on it. Cut to Bright at his own window; the bird crosses to him with a note.)

And sure as I breathe the air, I know we are the perfect pair
(He opens it with a blushing grin; it is the same drawing, with an image of him added and a pink heart drawn around both. Butter's hoof descends past the screen to apply a pear-marked label, wiping the view to an extreme close-up of a jar of jam she is preparing for sale. Zoom out; they smile and wave to each other as their parents squabble in the families' adjoining market stalls.)

On a prickly path that goes on for miles
But it's worth it just to see you smile

(Neither Granny nor Grand notices when the two slip out and gallop away together. They share an ice cream soda, drinking it down through separate straws until their noses touch, at which point they back off with embarrassed smiles and a blush on Butter's cheeks. Now one of Bright's hooves swings down to apply a label for his own, the view wiping behind it to an extreme close-up of an apple jelly jar he has just set in place. It is on a vendor cart just outside Sugarcube Corner, and Granny is on sales duty. He turns away, bowing o.s. and removing his hat.)

Butter: And I cannot be pulled apart from the hold you have on my heart
(Across the way, she turns from Grand's cart and curtsies back. A longer shot frames them and couples all over the street repeating these gestures and dancing slowly.)

And even if the world tells us it's wrong, you're in my head like a catchy song

(Dissolve to the two on their picnic blanket.)

Bright: *(blushing)* Wow! It's just... wow!

Butter: Do you like it? Be honest now.

Bright: It's the best gift you could've given me!

(A leaf drifts past the camera, wiping the view to a head-on shot of them walking side by side through the orchards—apples on his side, pears on hers. The seasons cycle from summer to fall to winter to spring, a single long scarf coiled around both their necks for winter.)

Butter: The seasons change and leaves may fall, but I'll be with you through them all
(A downpour begins; they dart for cover. Cut to an extreme close-up of Bright's now-sodden hat being held aloft and zoom out; he is using it to keep the rain off her, and she hugs him blissfully.)

And rain or shine, you'll always be mine

(Her head rises into view in extreme close-up, teeth locked around a weed, and a longer shot puts her on cleanup detail among the pear trees. Pan from her to Bright pulling a cartload of apples along the road, accompanied by Granny. He has his hat on and is dry again.)

Butter: On a prickly path that goes on for miles
(He waves blushing to Butter, gets a dirty look from Granny, and trades a resigned look with Butter as the two go about their chores. Dissolve to the moon in the night sky, which sets and fades from view as sunrise comes, and tilt down to Butter out for a walk among the pear trees.)

You're the only one who makes it all worthwhile
(She stops short, her mouth curving into a tender smile; cut to Bright fast asleep in the grass, a weed in his teeth—he came to help out a bit. She sits down beside him, blushing faintly, and strokes his mane. Zoom out slowly.)

And you should not blame me too
If I can't help falling in love with you

(Dissolve back to their picnic on the end of this last line.)

Song ends as last chord dies away (A major)

(Any intent she might have had to continue playing or singing fades as well once she realizes what she has just said. All four cheeks tint pink as she puts a hoof to her mouth, but Bright quickly pulls himself together and slides over with a big smile.)

Bright: Hey, no fair! I was gonna tell you the same thing!

Butter: *(pushing him back)* You're just mad I beat you to it.

(As she sets the guitar aside, the beat-up brown hat gets plunked on her head, blocking her vision until she pushes it up from her eyes.)

Bright: I'm tellin' you, I was gonna pull you up, cover your eyes, lead you over here...

(Accompanied by the following actions. Help her to her hooves; pull the hat down over her eyes; guide her toward a particular tract of trees. The sequence ends with a close-up of her; he pulls the hat away and backs out of view.)

Bright: *(from o.s.)* ...and say, "Surprise!"

(Her eyes pop; cut to just behind her shoulder and zoom out slowly. She is facing a boulder that juts from the earth, with both their cutie marks carved into its surface, separated by a plus sign and encircled by a heart. It stands in a clearing at the border between Apple and Pear orchards. She runs a hoof over the strokes as he crosses to her, his hat on again.)

Bright: And then you'd say... (*Falsetto; he faces her over the rock.*) ...“Oh, Bright Mac, I love it!” (*normal tone*) And then I'd say... (*Circle back to her.*) ...“I love you.” Too bad it didn't work out, though.

Butter: (*blushing*) Ee-yup. (*nuzzling his chest*) Too bad.

(*As they lean in for a kiss, the view splits down the middle and the halves fall apart to give a close-up of a door, which opens to admit Grand.*)

Grand: The Pears are moving.

(*He has entered Butter's bedroom, where she sits reading on the bed; daytime sky is visible through the windows. This bit of news catches her like a concrete block to the back of the head, and the camera zooms in quickly on her as she pulls in a sharp gasp and claps hooves to mouth. All three Apples gasp in equal disbelief when the view cuts back to the present. Snap to black.*)

Act Three

(*Opening shot: fade in to the trio and Mrs. Cake.*)

Applejack: I mean, I figured the Pears moved, but I didn't know all that stuff happened before with Granny and Grand Pear.

Bloom: It musta been really hard on our parents.

Mrs. Cake: (*pouring from one bowl to another*) Oh, it was.

(*Wavering dissolve to Butter's bedroom; she snaps upright into view.*)

Butter: We're moving?! To Vanhoover?! (*Grand steps in.*) But that's so far!

Grand: It's what's best. There's acres of untouched land, and a warehouse to make our jams. We'll get to expand our business— (*bitterly*) —and get away from those gosh-darn Apples.

(*He leaves; she throws herself face-first onto her pillow.*)

* **Mrs. Cake:** Pear Butter was devastated. (*She lifts her head, eyes running with tears.*) But seeing no way out of it...

(*Dissolve to her and Bright embracing near the rock Bright carved and zoom in slowly.*)

* **Mrs. Cake:** ...she did what she had to do.

Bright: So that's it?

Butter: What do you want me to do, Bright Mac? We're movin'. (*voice breaking, hurrying away*) I love you, but I have to stay with my family.

(*He runs a hoof over the engraving.*)

* **Mrs. Cake:** Then Bright Mac did the most romantic thing I've ever seen anypony do.

(Fierce determination rearranges his features on the end of this line, and he then charges away. Wavering dissolve to the present; Mrs. Cake pulls a pie from the over with her mouth. The next three lines overlap, their speakers instantly animated.)

Applejack: What? What did he do?

Bloom: What?! What?!

Macintosh: Tell us! Tell us!

Mrs. Cake: We're gonna need one more pony to tell that story.

(Wipe to the file room within the town hall, the Apples advancing into view.)

Bloom: Mayor Mare, you knew our parents?

(Longer shot: Mayor Mare slides a cabinet drawer shut and turns to face them. Mrs. Cake is present as well.)

Mayor Mare: Not as well as Mrs. Cake, but I did play a part in their love story. The night before the Pear family moved, Bright Mac asked me to meet him at the edge of Sweet Apple Acres.

(The end of this is accompanied by a wavering dissolve to the two young lovers, Bright leading a downcast Butter through the orchards. The buttercup he put behind her ear during their picnic is gone. He stops and points ahead, causing her to gasp; cut to a shot of this clearing, at whose far end the carved rock stands. Alternating baskets of both families' produce have been set out to mark the sides of a broad aisle, and banners are strung from tree to tree above these. The aisle terminates at an arch festooned with curtains and greenery that includes plenty of buttercups, baskets of which stand before the rock on the far side. A few hay bales and casks stand in the distance, and a table set with a three-tiered cake is off to one side in the fore. Burnt stands by the arch on the Apples' side, Chiffon likewise on the Pears', and Mayor Mare is in the center with a book of officiating instructions in her hoof. At this point in her life, she is not yet wearing her half-moon glasses and her neckwear consists of a light violet scarf, instead of her shirt collar and ribbon tie. In addition, she is wearing her mane/tail in their natural two-tone pink as revealed in "Ponyville Confidential" rather than dyeing it gray. Burnt is now wearing his blue kerchief, but not his hat. Above the tableau, the sky has deepened to late afternoon. This view is rendered in soft focus, but returns to normal when the camera cuts to a warmly grinning Butter. Zoom out to frame Bright on the start of the next line.)

Bright: I don't want to be apart from you, ever. I'm not sure what we'll do, but...I'm sure of us. *(dropping to one knee, offering a hoof)* So sure that I'd marry you today. *(Tears spring to the blue-green eyes.)*

Butter: I would too.

(She rests her hoof in his, a cue for him to nod to Mayor Mare.)

Mayor Mare: I think that's my cue.

(Dissolve to a shot of the entire clearing, now lit by lanterns, strings of lights, and candles under the night sky. Other refreshments can now be seen on the side table along with the cake, and Bright and Butter make their way toward Mayor Mare.)

* **Mayor Mare:** I had the honor of officiating your parents' secret wedding, and it was perfect.

(Her past counterpart begins to read from the book of instructions as the two stand before her, facing one another.)

* **Mayor Mare:** Bright Mac knew Buttercup wouldn't want a big splash. *(Bright holds up an apple seed.)*

* **Bloom:** Reminds me of somepony else I know. *(Butter lifts a pear seed.)*

* **Macintosh:** *(chuckling)* Ee-yup.

* **Mayor Mare:** So they had a special way to seal their vows.

(Each digs a small hole in the turf, then tosses his/her seed into the other's hole. The earth is patted back into place, and they touch their hooves together. Chiffon is now holding a handkerchief to take care of any unexpected waterworks.)

Mayor Mare: I now pronounce you—

Granny: *(from o.s.)* What is goin' on? *(Here she comes.)* What's with all these here candles?

Grand: *(from o.s.)* Pear Butter! Where are you? *(entering from one side)* You're supposed to be packing! *(His eyes pop.)* What are you two doing?

(A hoof is thrust accusingly toward the couple. With outraged parents closing in from both sides, they decide to make their stand.)

Bright: Ma, Grand Pear, Buttercup and I are in love.

(Two vertical panels slide in from opposite corners to fill the screen, each showing the face of one gobsmacked elder.)

Granny, Grand: *What?!?* *(The panels are pulled away to left and right.)*

Butter: And we'll be married as soon as Mayor Mare says—

Mayor Mare: Oh! *(hastily)* I now pronounce you husband and wife.

(She backs off, giving the newlyweds plenty of room to smile into each other's eyes.)

Butter: Doesn't that feel nice?

(A quick peck on his nose is followed by a longer kiss, but the nuzzle that comes after it is all too quickly broken up by Granny.)

Granny: What are you talkin' about, married? (*pushing Bright back*) You two can't be married!

Grand: (*circling to Butter*) Finally, something we can agree on. Pear Butter, enough of this nonsense. We're movin', and you gotta stick with your family. (*He storms off.*)

Butter: But...the Apples are my family now, too.

(That stops both him and Granny cold, and Bright seizes the opportunity to rejoin Butter. Burnt, Chiffon, and Mayor Mare retreat to a safe distance.)

Grand: You can't be serious. (*advancing on Butter*) Are you choosin' to be an Apple over being a Pear?

Butter: (*tearing up*) Are you makin' me choose?

(A moment's careful deliberation goes into his next three steely words.)

Grand: Yes. I am.

(Mayor Mare, behind him, goes wide-eyed and puts a shocked hoof to her mouth. His daughter lets her tears flow, but her voice is filled with calm resolve.)

Butter: Then yeah. I guess I am.

(Her new husband lays a hoof across her back and rests his chin comfortingly on her head.)

Grand: (*viciously*) Fine!

(That resolve lasts until he has galloped away, and Granny comes up on Butter's other side as she starts to sob. The elder mare's rancor has yielded to real concern for the younger's state of mind, and a pat on the chin brings Butter around to a watery smile. A wavering dissolve brings the scene back to the file room and three distraught Apples on their haunches, with Bloom cuddling against Macintosh's flank.)

Applejack: I can't believe Grand Pear just up and left Ma like that! No wonder Granny never told us about any of this.

Mrs. Cake: These things are never easy.

Mayor Mare: And it's hard to know when it is a good time. (*Applejack gets upright, fire in her eyes.*)

Applejack: It seems to me that now's as good a time as any. (*The others stand as well.*)

Bloom: To talk to both our grandparents.

(As they make for the exit, the two storyteller mares trade a most uncertain look. Dissolve to Grand at his market stall, closing up shop for the day. The sun is setting, and he is pushing an empty basket farther back with his head as shoppers start for home. Zoom in slowly, then cut to a close-up; he nips down the strip of fabric holding a curtain back so that it falls closed.)

Bloom: (*from o.s.*) 'Scuse me. Grand Pear? (*Cut to just behind him; all three Apples are here.*)

Applejack: I'm Applejack, and this here's Big Macintosh. But you already know who we are, don't you?

Grand: *(smiling wistfully)* Sure do. *(They move a bit closer.)*

Bloom: Did you really move to Ponyville just for a change of pace?

Grand: No.

Bloom: *(tearing up)* Then you came here because you're sorry and y-you want to get to know us too?

(The old green eyes mist up as Grand lets his head droop.)

Grand: I'm...so sorry. I...I-I-I was just so angry, and...but I, I never...

(The filly darts in to embrace him, her tears and his instantly gone.)

Bloom: It's in the past, Grand Pear. *(Applejack and Macintosh join in; an idea hits.)* Oh! Can I call you Grand-père Pear?

Grand: *(chuckling)* Sure can.

(Being the French word for "grandfather." Dissolve to Granny feeding the chickens in the yard outside their coop at Sweet Apple Acres and zoom out to frame Applejack looking on.)

Granny: Now where'd you all get to? I ain't seen hide nor hair of you's all day!

Applejack: *(pointedly)* We've been all over, learnin' about our parents.

Granny: *(stammering fearfully)* You have?

Applejack: *(crossing to her)* And our grandfather.

(Bloom and Macintosh have hung back near the fence gate that leads into the barnyard. Now they step aside to allow Grand through. Granny narrows her eyes at him.)

Granny: So, you're back, huh?

Grand: Sure am. *(grumbling, under his breath)* Never shoulda left. *(He hangs his head.)*

Bloom: Findin' you and learnin' all about Mom and Dad, I feel like I found a piece of me I didn't even know was missin'.

Applejack: Hearin' their story makes me feel closer to them somehow.

(Granny rests a hoof on her flank, red-gold eyes welling up.)

Granny: I'm sorry. *(crossing to Bloom/Macintosh/Grand)* I shoulda told you all about 'em sooner.

Grand: And I shoulda been here. *(crying, grumbling a bit)* I can't believe I let a silly feud keep me from my family.

Applejack: *(crossing to him)* Nothin's keepin' you from us now. Let's not miss anythin' else.

(The old stallion dries his eyes with a smile as Granny approaches.)

Granny: Applejack's right. Welcome back, prickly old pear. (*Chuckle; hold up a hoof.*)

Grand: (*chuckling, tapping his against it*) Thanks, you old crabapple. (*They shake.*)

Bloom: Now that we're all together, there's somethin' we want to show you. Mom and Dad left us somethin' to remember them by. Come on!

(She leads the other four toward the gate. Dissolve to a screenful of bushes as red, orange-tan, and yellow hooves push through from behind and pull them aside. All three siblings quickly widen the gap enough for Granny and Grand to look straight through, eyes widening in surprise. Cut to behind the group and zoom in slowly on the clearing beyond. The seeds that Bright and Butter planted at their wedding have grown into a pair of lush trees whose trunks spiral together for most of their height, before separating into two sets of branches to leave a heart-shaped gap framed by wood and leaves. Each tree bears both apples and pears, and the stone that Bright carved still stands at their base.)

Grand: (*awestruck*) Whoa...

(Granny makes an amazed noise of her own, and each steps ahead in time, tears in eyes.)

Granny: It's beautiful.

Grand: It's impossible. (*The younger generation joins them.*)

Applejack: If anythin's gonna make it through, it's Apples and Pears.

(Grand chuckles warmly to Granny, and all smile at the reconciliation. Cut to a long shot behind them, seated before the lithic and organic memorials to a love that beat the odds. Zoom out slowly and fade to black.)

(The usual closing theme does not accompany the credits. In its place is the melody of the song that Butter performed for Bright in Act Two.)