

## **SCHOOL DAZE—PART TWO**

**Written by Michael Vogel, Nicole Dubuc**  
**Produced by Devon Cody**  
**Story editing by Nicole Dubuc, Josh Haber**  
**Supervising direction by Jim Miller**  
**Directed by Denny Lu, Mike Myhre**

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

### **Prologue**

*(Opening shot: fade in to a “Previously on My Little Pony” title card, then to black, then in to the opening shot of Part One: Twilight Sparkle and company gathering around the expanded magical map in the throne room of the Castle of Friendship.)*

**Twilight:** This happened while we were gone? *(Pinkie Pie, equipped with tool belt and lighted hard hat, plies a tape measure.)*

**Applejack:** *(voice over)* Friendship quests beyond Equestria?

*(Cut to the exterior of the School of Friendship and zoom out.)*

**Twilight:** *(voice over)* We’re gonna open a school!

**Chancellor Neighsay:** *(voice over)* We expect you to do things *by the book*.

*(On these last three words, cut to the meeting hall of the Equestria Education Association; he levitates a copy of its formidable rulebook off his desk and lets it thud down at Twilight’s feet. The next shot is of the front doors swinging open to admit the new students.)*

**Twilight:** *(voice over)* We have a huge responsibility— *(Cut to each of her friends in turn, lecturing halfheartedly in their respective classes.)* —and I need you all to do this by the book.

*(Gallus, Sandbar, and Smolder walk the halls, not too thrilled with their academic experience.)*

**Smolder:** *These ponies are the heroes of Equestria?*

*(Cut to her and Silverstream giving Yona a lift during their unauthorized side trip to the lake. All are in a much better frame of mind out here, and Ocellus does her transformation to throw a gigantic shadow over her five classmates—these three plus Gallus carrying Sandbar.)*

**Gallus:** *(voice over)* This is just a quick...mental health break.

*(The campus: the six come in for a landing, Ocellus’s change revealed as a massive dragonfly/bumblebee/mosquito cross-breed.)*

**Neighsay:** (voice over) The School is under attack!

*(Total panic takes hold among those in attendance for Friends and Family Day; next, he faces the truants down amid the wreckage of the tower they wiped out, Ocellus back to her usual form.)*

**Neighsay:** Those are students?

*(He conjures up magical chains that wrap around the entire complex and contract to lock the front doors, secured with a seal.)*

**Neighsay:** (voice over) I am shutting this school down!

*(This last word is delivered on camera, accompanied by an emphatic stomp, when the view cuts to him.)*

**Twilight:** (softly, aghast) Oh...

*(Snap to black.)*

## OPENING THEME

### Act One

*(Opening shot: fade in to Twilight's bedchamber within the Castle and zoom in slowly on the bed itself, piled high with a jumble of random pillows. Others litter the floor, and the doors and all the curtains are closed. A melancholy melody issues from a crank-operated phonograph on the nightstand as Spike opens one door to peek in.)*

**Spike:** Twilight? You feeling okay?

*(A long groan in his boss's voice issues from somewhere within the mound. He lifts the needle off the record to cut off the music, then removes one pillow to unearth her face. Her mane is a wreck, the tears running down her cheeks have puddled on the bedspread, and the wadded tissues and full box strewn around her speak to just how rough a time she has been having. With a pathetic little moan, she levitates the pillow out of Spike's hands and sets it back in place to hide herself away again; he groans quietly to himself, then smiles.)*

**Spike:** Look on the bright side. *(climbing up, lounging on pile)* Sure, the EEA closed your friendship school, but now you've got time to do other stuff. It's like being on vacation!

*(Twilight heaves up to her haunches, scattering the pillows everywhere and launching Spike across the room with a yelp.)*

**Twilight:** A failure vacation! *(Cut to him, on the floor, and back as she continues.)* I'm supposed to be the Princess of Friendship, and all I did was make enemies with Equestria's allies, upset my friends, and get my school... *(One eye twitches.)* ...unaccredited! *(flailing forelegs)* There is no bright side!

*(She lets herself flop back onto the mattress, scattering a few more pillows, and ends up hidden from view due to the placement of the camera just beyond the bed's footboard. The box of tissues is floated up, and one is extracted and brought down for an extended bit of nose-blowing.)*

**Spike:** *(to himself)* Okay, then. I'm gonna need backup. *(He stands and addresses the doors at full voice.)* Operation Cheer-Up is a go!

*(They are knocked fully open by the airborne arrival of Rainbow Dash, who immediately opens one set of window curtains to let sunlight pour into the room. The violet Princess gives her an incredibly dirty look and covers her eyes with a wing.)*

**Rainbow:** Come on, Twilight! You can't sit around in the boring dark all day! *(Applejack, Fluttershy, Pinkie, and Rarity walk in, Pinkie balancing a platter of treats on her head.)*

**Applejack:** Exactly!

*(Close-up: an open jar with a spoon stuck in is tucked in her saddlebags.)*

**Applejack:** What you need is a double dose of Granny Smith's apple mash.

*(Getting the handle in her teeth, she brings up a load of said product and offers it to Twilight, who parts her wing feathers just enough to roll her eyes disgustedly before covering them again. The bemused farmer straightens up, the camera zooming out on the next line to frame Fluttershy stepping up alongside her. The pegasus is toting her own bags.)*

**Fluttershy:** Whenever I'm sad, a hug from Angel bunny always makes me feel better.

*(Said white rabbit pushes the flap open, squeaks in alarm once she points out the crisis, and hops onto the bed. Dragging Twilight's wing away from her face, he gives her the biggest smile and hug he can drum up with his short limbs—but the ploy backfires on him. Not only does she fail to cheer up, but he degenerates into a whimpering ball of white fluff.)*

**Fluttershy:** Oh! *(She hastily returns him to her bags.)* Uh...maybe it's just me. *(Lame chuckle; pan to frame Rarity stepping to the footboard on the next line.)*

**Rarity:** I find that nothing brightens my mood like a new *ensemble*.

*(And she proceeds to shove one onto Twilight's supine form with a little horn-power. The recipient finds herself standing on the mattress and clad in a dress whose upper half is inspired*

*by Elizabethan fashion: white neck ruff over a high blue-green collar; long gray/white striped sleeves, gold-trimmed pink tunic. The skirt, on the other hand, is a two-layer affair in pink/gold and two-tone blue-green that resembles an upside-down jester's cap and bells.)*

**Twilight:** *(sighing)* Thanks, Rarity. It's a great dress... *(sobbing, collapsing to haunches)* ...for somepony who knows how to run a school!

*(Her decision to blow her nose on the skirt sends Rarity into an almighty cringe; now Pinkie whips over next to Spike.)*

**Pinkie:** *(aside, to him)* You didn't tell me this was a pity party! I would have brought ice cream!

**Twilight:** *(composed)* I appreciate you trying to make me feel better, but not everything can be fixed with dresses and cupcakes. *(Rarity gasps sharply.)*

**Pinkie:** *What?!?*

*(Her own start of surprise jostles a few sweets off the platter on her head; Twilight removes the dress.)*

**Twilight:** *(jumping off bed)* I just need some time to be alone and think.

*(She clomps slowly out of the room, her magic pulling the doors shut. Dissolve to the exterior of the Castle, the School sitting immediately to the viewer's right with the walkway over its perimeter lake projecting from the crystalline roots. Twilight plods along this toward the sealed doors and stops to face them with a deflated moan in a head-on close-up, her mane back in order. The next words jolt her out of this deep blue funk, and the camera pivots slightly during them to frame Starlight standing a short distance back.)*

**Starlight:** *(smugly)* I wondered how long you'd take to get tired of pillow fort pouting.

**Twilight:** Everypony's already tried to cheer me up. It won't work.

**Starlight:** *(chuckling)* Oh, I'm not gonna cheer you up. I'm gonna tell you what you did wrong. *(Twilight whirls to face her.)*

**Twilight:** What?!

**Starlight:** You gave up too easily. *(Twilight shoots her a funny look.)* Hey, you made me a guidance counselor. *(poking Twilight's chest)* That means tough love. *(The hoof is pushed back.)*

**Twilight:** Neighsay was right. *(pacing past Starlight)* I failed. The school was a disaster. *(Starlight cuts her off.)*

**Starlight:** So was I when you met me. *(lifting Twilight's chin)* But you showed me that when you know in your heart something is right, you stand up for it. You did that for me. *(gesturing toward doors)* Why not for this?

*(The camera tilts up to follow her gaze toward the rooftops, then cuts back to Twilight.)*

**Twilight:** *(gesturing about)* I can't go against the EEA! They're in charge of all the schools in Equestria!

**Starlight:** *(pushing her hoof down)* And you're in charge of all the friendship in Equestria. Why should you let somepony else stop you from doing your job?

**Twilight:** *(pulling out EEA guidebook)* But the EEA rulebook—

*(She is not at all prepared for her friend to smack it into the water.)*

**Starlight:** —doesn't matter!

*(During these two words, cut to Twilight watching it sink into the depths. Once the ripples subside, her worried reflection appears in the surface and Starlight steps closer.)*

**Starlight:** You can write your own rules, because you're doing something new. Something important. *(Twilight turns to her with a smile.)*

**Twilight:** You're right! *Why* we're doing this is way more important than *how* we're doing this— *(stomping for emphasis)* —and we *are* doing this!

**Starlight:** Now *that's* the Twilight I know. How can I help?

**Twilight:** You already have.

*(The two mares embrace on the walkway. Dissolve to an overhead shot of her throne room, all the seats occupied except for hers; the rest of her friends have ditched the gear they used to try and cheer her up, and Spike has quill/scroll at the ready. The doors fly open to reveal a jubilant Twilight at the threshold.)*

**Twilight:** Guess what! The School of Friendship is back in business! *(Starlight peeks in behind her. Disbelief on the others' faces.)*

**Rainbow:** *What?!*

**Rarity:** But why?

**Fluttershy:** Oh, no.

**Applejack:** Bad idea.

**Pinkie:** Do we still get to guess?

**Rainbow:** No offense, Twilight, but teaching at that school was the most boring, horrible, awful thing ever.

**Applejack:** *(aside, to her)* Uh, pretty sure she's gonna take offense to that.

**Twilight:** *(walking in; Starlight follows)* No. Rainbow Dash is right. I owe you all an apology. *(Her perspective, panning slowly across the table.)* I was so focused on doing things the EEA way, I didn't listen to any of you. *(Back to her and Starlight.)* I'm sorry. I promise, this time we'll run the School like friends should—together.

*(Zoom out to frame the entire room, then cut to Fluttershy/Pinkie/Rarity.)*

**Rarity:** So...we'd be allowed to teach however we want to?

**Fluttershy:** No more scary pop quizzes?

**Pinkie:** Confetti cannons for everycreature?

*(One such piece of party artillery deploys itself near every occupant of the room, all sporting customized paint jobs.)*

**Twilight:** *(laughing)* Whatever you need to teach the Elements of Harmony.

**Pinkie:** YIPPEE!!

*(All eight fire off at once to rain confetti down over the meeting. Cut to a close-up of Twilight and Starlight—grinning and smiling, respectively—and zoom out on the next line to frame the five mares now gathered around them.)*

**Applejack:** Well, in that case, we're behind you one hundred percent, Twilight. *(Throat-clearing from the o.s. Spike; cut to him.)*

**Spike:** *(holding up two fingers)* Just two small problems. *(counting off one)* The School is still unaccredited... *(Twilight's eye twitches; he counts the other.)* ...and we don't have any students!

*(A soft gasp signals the onset of a brainstorm for Twilight.)*

**Twilight:** I'll take care of the first part if you five can round up our class.

**Rainbow:** Totally! *(catching herself)* Uh...how?

**Applejack:** Roundin' up the pony students ain't gonna be an issue, but—

**Fluttershy:** —the creatures from the other kingdoms seemed pretty upset with us.

**Rarity:** Pfft! Nonsense! *(flicking a curl)* I'm certain we can win them over with our charm and style.

*(Optimism takes root in the brain behind the purple eyes as the view dissolves to the interior of a hut in Yakyakistan. Prince Rutherford sits cross-legged on a wooden throne atop a small dais, marking this as the realm's seat of power. Its back reaches above his head and is topped by a pair of broad horns trimmed in gold; burning wall-mounted torches frame it on either side. The rest of the area sports rough wooden furniture, cushions on the floor, wall/ceiling textile hangings, and rugs covering most of the dirt floor. A low table set with food stands across from the throne. Pinkie slips in past the blanket covering the entrance; she carries an open box of cupcakes and is wearing a blue baseball cap marked with this same item.)*

**Pinkie:** *(singsong)* Cupcake-gram for Prince Rutherford! *(Close-up of him.)*

**Rutherford:** Why pink pony here? Yaks mad at ponies!

*(She sidles up, now without the box and cap and holding a single treat.)*

**Pinkie:** Because... *(shoving it in his mouth)* ...you don't have to be mad anymore! *(hugging him)* We're reopening Twilight Sparkle's School of Friendship! *(backflipping away)* And it's gonna be super-uper-duper better than before!

*(Cut to Rarity addressing Dragon Lord Ember, who hovers and holds the Bloodstone Scepter as her symbol of office, and a couple of her skeptical subjects in the Dragon Lands.)*

**Rarity:** We're ever so sorry about the misunderstanding. All creatures are, of course, welcome.

*(Now Fluttershy speaks to Thorax, his brother Pharynx, and an onlooker changeling in their domain.)*

**Fluttershy:** We would be really happy if you sent your student back to class.

*(Applejack stands before General Seaspray and a second hippogriff with slightly lighter coloration. They are on the streets of the settlement on the peak of Mount Aeris, which had been abandoned by the hippogriffs in their retreat to the sea; the place is starting to make a comeback.)*

**Applejack:** It won't be the same without 'em. We're open and ready to start teachin'—

*(In Griffonstone, Rainbow hovers just outside an upper-story window in Groff's house to speak to him.)*

**Rainbow:** —right now! So... *(He turns his face away; she moves closer.)* ...what are you waiting for? Get your student and let's go!

**Gruff:** *(emphatically)* Not happenin'!

**Rainbow:** *(groaning)* Do you need me to do the whole apology and explanation thing *again*? Okay.

*(She inflates her lungs to bursting as part of the windup for it, but Gruff darts out to put a talon to her lips before she can get the first syllable out.)*

**Gruff:** Listen, missy. It's not happenin' because—

*(Smaller images of the other four elders slide in to tile the screen on either side of him: Rutherford and Thorax on the left, Ember and Seaspray on the right. Ember no longer holds the Scepter.)*

**All five:** —our student is gone!

*(These panels slide away and are replaced by the five visitors in the same respective positions, their minds completely blown by this update.)*

**Applejack, Fluttershy, Pinkie, Rainbow, Rarity:** *What?!?!?*

*(Fade to black.)*

## Act Two

*(Opening shot: fade in to a long shot of Canterlot and zoom in slowly.)*

**Rutherford:** *(voice over)* Where Yona?!?

*(Cut to the throne room of Canterlot Castle. Princesses Celestia and Luna are seated on the upper level of its dais, accompanied by a standing Twilight, and watching the advance of the elders from the other five dominions.)*

**Rutherford:** This all ponies' fault! *(Cut to him and Ember.)*

**Ember:** *(to him)* You're pretty quick to blame them! *(They butt heads.)* What are you hiding, yak? *(He snorts out steam.)*

**Thorax:** *(stammering)* Can—can we just focus on finding our lost students?

**Gruff:** Nice try! You grubs are probably hidin' the whole lot of 'em!

**Celestia:** *(from o.s.)* Please, everycreature! *(Cut to her, Luna, and Twilight; she shifts from standing to sitting.)* If you can just explain what happened...

**Seaspray:** *(stepping forward)* The students left us notes before they disappeared. When the School closed, they didn't want to say goodbye to each other. They claimed they ran away to stay together.

*(Twilight's features shift into a relieved smile in less time than it takes to say "bug out.")*

**Twilight:** I can't believe it! They *did* learn friendship!

*(This outburst earns a round of quizzical looks from the delegation.)*

**Twilight:** Sorry.

**Seaspray:** The students couldn't have done this by themselves. Somecreature is hiding them! If the niece of our Queen is not found soon— *(thumping his chest)* —I promise there will be retribution!

**Ember:** *(incensed, flying into his face, breathing a spurt of fire)* Yeah? Well, my dragons will burn every kingdom until we find which of you is hiding Smolder! *(Gruff flies up to her, ready to punch it out.)*

**Gruff:** Tell it to the griffon army! *(Rutherford shoves them apart.)*

**Rutherford:** Yaks fight griffons *and* dragons!

**Thorax:** The Changeling Empire can't afford an international incident. If any creature blames the changelings for this— *(Ember rounds on him.)*

**Ember:** What are you up to, shape-shifter?

**Thorax:** But we're friends.

*(Recall that they met during their coincidental visits to Ponyville in "Triple Threat.")*

**Celestia:** *(aside)* Find the students quickly, Twilight, or I fear our world will be at war.

*(Now good and scared, the youngest Princess in the room takes wing. Dissolve to a long shot of Sugarcube Corner and zoom in slowly.)*



**Twilight:** *(voice over)* Okay. Let's review what we know.

*(Cut to an extreme close-up of the top left corner of a sheet of paper on an easel inside, depicting a sketch of Smolder's face next to a block of text. On the next line, the camera tilts down to a similar picture of each named student in turn and Spike points from one to the next.)*

**Spike:** *(from o.s.)* Smolder, Ocellus, Silverstream, Yona, and Gallus disappeared together.

*(Zoom out quickly to frame the entire shop floor. He and the easel are up on a counter for all seven mares to see. Down the right edge of the page are five large question marks. Twilight has a quill and scroll in her field, ready to take notes, but shifts them after a long silence to give Spike a "get on with it" gesture.)*

**Spike:** That's all we know. *(Cut to Applejack/Fluttershy/Pinkie.)*

**Applejack:** They're prob'ly just off hidin' somewhere. *(Pan to Starlight on the next line.)*

**Starlight:** Unless they used some kind of spell to disappear.

**Rainbow:** Ooh, or went undercover!

**Pinkie:** *(to Fluttershy)* Maybe they were attacked by a ferocious shrimp! *(nudging her)* Nopony ever expects *that*.

**Fluttershy:** *(gasping in fright)* Shrimps can attack?

**Pinkie:** Nope! That's why nopony expects it. *(Wink.)*

*(The bell over the door jingles as Sandbar enters, a ticket clamped in his teeth. He freezes in his tracks upon noticing the investigative octet and Spike's chart.)*

**Sandbar:** Whoa!

*(Tacking on one of the shakiest grins in recorded pony history, the pale green colt eases across the floor as if it were covered with live grenades. He sets his ticket down on top of a display case, only for Pinkie to instantly pop up behind it and scare him all over again.)*

**Pinkie:** Hi, Sandbar!

*(In a trice, she has whisked the slip away and piled five boxes into his grip, the topmost open to reveal a batch of cupcakes.)*

**Pinkie:** Are you having a party?

**Sandbar:** *(sweating profusely)* No! I'm just...um...really hungry, yeah?

*(A big squeaky grin creases the pink face; he sneaks toward the door, unnoticed by the rest of the gang.)*

**Rarity:** We need to think like our students. *(He stops, dropping a few cupcakes; Pinkie opens the door so he can exit.)* If someone told us we would never see each other again, what would we do?

**Pinkie:** Go someplace we could all hang out and eat lots and lots of cupcakes!

*(This conclusion earns her the mother of all funny looks from the others.)*

**Pinkie:** *(shrugging, puzzled)* Whaaaat?

**Fluttershy:** Sandbar was friends with all of the missing students, and he just got plenty of cupcakes.

**Applejack:** *(rubbing chin)* Huh. He was at the farm this mornin', pickin' up a wagonload of apples.

**Rarity:** And I saw him in a shop, buying pillows and blankets! *(Rainbow drops in above them with a gasp.)*

**Rainbow:** He must be taking all that stuff to the other students! *(socking one front hoof against the other)* We gotta follow him!

*(Applejack, Fluttershy, and Rarity charge toward the open door only to get wedged side by side in the frame, to Pinkie's amusement. She dives over them just as Rainbow tries to make her own flying exit, with the result that these two also end up jammed in place. Cut to the exterior of the building; they finally pop loose and end up sprawled all over the stoop and pavement. As they start to get up, the view dissolves to a long shot of the ruins of the Castle of the Royal Pony Sisters, or of the Two Sisters, and zooms in slowly. Gallus flies above the site, describing wide lazy arcs and laughing merrily; cut to within the entrance hall as he darts down through the gaping hole in its ceiling and somersaults into a landing. Ocellus sits on the stairs, reading one of the many books piled around her; Silverstream emerges from a side corridor; Smolder walks in carrying an armored helmet.)*

**Gallus:** Huh. *(lifting off, gliding about)* This place is way cooler than I thought it'd be.

*(Silverstream flits here and there, her attention grabbed by any new detail; now Yona hurries into view down the stairs, but steps on the end of a braid and describes a most painful belly flop on the floor. The orange dragon, meanwhile, is snacking on the gems she can pry loose from the helmet.)*

**Smolder:** Even I'm impressed. What's it called again, Ocellus?

**Ocellus:** The Castle of the Two Sisters. *(Close-up.)* I remembered it from class—Princess Twilight's History of Pre-Equestrian Friendships.

**Gallus:** *(from o.s.)* Ha! *(Longer shot; he is hanging by his tail from a pole.)* Who knew?

*(He flips loose and touches down on the stairs with a chuckle.)*

**Gallus:** School was actually good for something. *(Yona stands up.)*

**Yona:** Yona not really like School— *(gathering Gallus/Ocellus/Smolder into a crushing hug)* —but Yona like new friends! *(Smolder has now set the helmet aside.)*

**Smolder:** *(half-strangled)* Smolder like breathing!

**Silverstream:** *(from o.s.)* Hey, you guys! *(She is hovering at an elevated window over the doors.)* Sandbar is back!

*(The other four hustle eagerly toward her; cut to the colt, hauling a train of three carts harnessed one to the next and loaded up with the supplies that the grownups recalled. One of the rearmost wheels bounces heavily over a stone in the path, causing an apple to fall out of that cart and land in front of an adjoining bush. A short, orange-furred arm shoots out from the foliage to snatch it. Yona throws the doors open with gusto.)*

**Yona:** Cupcakes are best cakes!

*(She peels out toward Sandbar, who voices a frightened shout and throws up a foreleg to protect his head from a most unpleasant high-speed encounter with the overexcited yak. Gallus pulls in overhead to hold the ends of her braids for most of the run; as soon as he lets go, she steps on one and goes head over rump as before. This time, though, she comes to a dead stop on her haunches just short of crashing into Sandbar and starts panting and wagging her tail like a dog.)*

**Sandbar:** *(sighing with relief)* Thanks for the assist, Gallus.

**Gallus:** Pfft! I was saving the cupcakes.

*(A shaggy hoof and a set of talons open the topmost box to reveal the colorful baked goodness within, and the students attached to those limbs start chowing down messily. Ocellus flies past them to check out the soft knitted stuff in the next cart; Sandbar is out of his harness now.)*

**Ocellus:** *(diving in)* Pillows! How nice! The castle is going to be so much more comfy. *(Here comes Smolder.)*

**Smolder:** And fun! *(She seizes one...)* Pillow fight!

*(...and lets fly, scoring a direct hit on Sandbar that knocks him to his haunches. He has just enough time to recover his senses and bite down on it to defend against her swinging follow-up, but an approaching shadow and buzz of wings causes them both to forget the feathered fracas. Zoom out to frame the cause as a massive bugbear—see “Slice of Life” for anatomical details—striped in white and pale blue. The paws of all six legs clutch a load of pillows to the broad chest, and the coloration of its fur and wings gives it away as Ocellus in a new form. She slams to the ground, pinning Sandbar and Smolder under her bulk, and all five have a good laugh over the prank.)*

**Silverstream:** *(from o.s.)* You guys!

*(A wash of magic, and the changeling is herself again as all five heads turn toward the voice. Close-up of the enraptured Silverstream.)*

**Silverstream:** I just found... *(Zoom out; she gestures at a door and its set of...)* ...STAIRS!!

*(General bewilderment from the rest of the students.)*

**Gallus:** Aaaaand we care because...?

**Silverstream:** *(running talons over them)* Stairs are awesome! We don't have anything like 'em underwater 'cause, you know... *(She touches her pendant; a flash, and she has become a sea pony.)* ...no way to climb 'em.

**Other five:** Ohhhhh! *(Silverstream resumes hippogriff form and hovers.)*

**Silverstream:** This place has everything! *(wistfully, landing on stairs)* If only my family back home could see it.

*(An apple is thrown into view, bonking off the top of her head; she catches it and bites down, instantly forgetting to be sad. Cut to the other five, Smolder marking herself as the tosser by wiping her hands.)*

**Ocellus:** I wish the other changelings could meet you all. You're not nearly as strange as the stories say.

**Smolder:** *(sourly)* Gee, thanks. *(airily)* But, yeah. Hanging out with other creatures is actually, uh...not bad.

*(A rustling from somewhere o.s. cuts her off, and eyes turn toward one of the bushes at the periphery of the entrance area. Something orange, fuzzy, and approximately spherical pitches out of it and onto the flagstones, where it uncurls to expose a hairless face, beady black eyes, four stubby limbs, and a short tail. It sits on its haunches, and its coloration marks it as the one that took the fallen apple from Sandbar's cart. The next sequence establishes its size as roughly chest-high to him.)*

**Sandbar:** Uh, most other creatures. *(pointing)* What is that thing?

**Ocellus:** *(sighing)* Am I the only one who didn't sleep through Professor Fluttershy's Critters of Comfort and Conflict class? *(smiling)* It's a puckwudgie! Maybe I can make friends with it!

*(Magic swirls to turn her into this form, with pale blue fur and pink exposed skin on face and paws. She crosses to the orange puckwudgie, waving and gibbering animatedly in its language. It responds with bristling fur and a savage snarl that exposes a mouthful of pointed teeth; the noise serves as a summons to bring many others—some pink, others blue—bounding out of the undergrowth. All start into a round of menacing screeches, prompting Ocellus to back up to her friends and revert to her true form.)*

**Ocellus:** Oops. *(Sheepish laugh.)*

**Yona:** Yak plan better.

*(She throws herself into a yelling headlong charge; the puckwudgies fail to be cowed, but instead turn their backs to her and launch a salvo of porcupine-like quills. These arc high and bear down directly on her, stopped only at the last second by one of Sandbar's empty carts when it is swung into view as a shield. The wielder proves to be a hovering Silverstream, who sets it down only for the orange one to jump on and let go with a string of very bad puckwudgie language. Yona is first to back off, dragging Silverstream to keep her from taking a fresh round of quills to the face.)*

*(Gallus and Sandbar flee from the doors as reinforcements bounce after them, but all too soon the six find themselves being hemmed in by advancing attackers in all three shades—orange, pink, blue. The carts have all been emptied, and the students quickly pull them together as a makeshift barricade and hunker down fearfully behind them as the puckwudgies brace for a new assault. Fade to black.)*

### Act Three

*(Opening shot: fade in to the imminent shelling and zoom in slowly, then cut to one cart as Silverstream risks a peek over it. Smolder pops up behind her and heaves a pillow toward the puckwudgies, who waste no time in shooting it full of holes.)*

**Smolder:** Think, Ocellus! Did Professor Fluttershy say anything about how to *beat* puckwudgies in her lecture?

**Ocellus:** *(sighing)* I'm sorry, I can't remember!

**Gallus:** I'm gonna go ahead and guess it's not pillows, apples...

*(Grab a cupcake from the ground; hold it up and o.s.; sound of quills launching; pull it down, now bristling with them.)*

**Gallus:** ...or cupcakes. *(Cut to Silverstream/Smolder/Yona.)*

**Silverstream:** Wouldn't class have been about how to make friends with them?

**Sandbar:** *(from o.s.)* Uh, guys? *(Long shot of the battleground; he peeks up.)* They're getting really close. *(Their side again.)*

**Yona:** *(smiling)* Yona not scared! Yona have friends!

*(She puts out one determined front hoof, each of the others piling on a hand/hoof/talon to show their support. All six face front resolutely as three puckwudgies begin hurling themselves from point-blank range—and then a rainbow contrail blasts across the screen to clear out this first wave. The students look over the carts, totally befuddled, and are treated to the sight of Rainbow streaking past to stick one by its quills onto each of three adjoining trees. She flips a salute toward the group as Gallus boggles up at her, shading his eyes.)*

**Gallus:** Is that Professor Egghead?

*(Magic fields in two different colors seize many of the remaining puckwudgies and plow them away, courtesy of the arriving Twilight and Starlight. The mares back this move up by touching the tips of their glowing horns together, generating a shock wave that radiates outward to clear away the rest of the attackers, after which they gallop off to continue the fight. Spike jumps up to nail one with a flying headbutt.)*

**Spike:** Yeah!

*(The victory is short-lived, as he is forced to bug out ahead of two others that start chasing after him. Cut to an extreme close-up of one getting its quills telekinetically styled and tied with bows, then cut to Rarity on the job. The puckwudgie in question has resigned itself to this treatment, which is just about to include hairspray and makeup when Spike races past, now chased by three rather than two. A bit of thought, and she has finished her makeover as these assailants run back the other way, now good and scared. Applejack lassos two at once to bring them down, while a couple of nearby birds airlift the third up to a hovering Fluttershy.)*

**Fluttershy:** Oh! Don't hurt them! *(The birds drop it into her forelegs for a hug.)* Just ask them to leave nicely.

*(Pinkie wheels her party cannon into view past the animal lover, who carries her snarling little captive away, and points it skyward just in time for Rainbow to stuff several others down the barrel. A wipe of dust from the blue hooves, the fuse burns, and the whole lot of them get blasted into the stratosphere amid an explosion of confetti. In a long shot of the ruins, the irked puckwudgies descend safely to earth thanks to the parachutes that have been strapped to their backs. By this point, Fluttershy has discarded the one she was carrying.)*

*(Yona is the first to smile as the students stare confusedly past their blockade.)*

**Yona:** Not bad! *(mock-dismissively)* For pony.

**Ocellus:** Wow! They're amazing!

**Gallus:** I had no idea our teachers were actually cool.

**Sandbar:** *(laughing)* I've been trying to tell you!

**Silverstream:** Oh, did you see that? *(swooping back and forth, knocking carts away)* Rainbow Dash was like, *zooooom*, and then *whooooaaa*, the puckwudgies went flying! And then the birds came and— *(Smolder cuts her off with a hand on her talons.)*

**Smolder:** *(dryly)* Yeah. We all just lived it. *(smiling)* But you're right. That was pretty amazing—even by dragon standards.

*(After Twilight, Rainbow, and Starlight have run the last few stragglers out of the joint, the Princess gallops back to the six youths.)*

**Twilight:** Is everycreature all right?

*(They mumble assent as she gives Yona a once-over and the rest of the Ponyville contingent gathers in.)*

**Spike:** *(slightly out of breath)* You're lucky we got here in time!

**Starlight:** You know, this probably isn't the safest place for a campout. *(Spike nods.)*

**Ocellus:** *(deflated)* Does that mean you're going to send us back to our homes?

*(There follows a round of whimpering and pleading looks.)*

**Twilight:** Not exactly. We have another option in mind.

*(Smiles flick from one mare's face to another during a long silence.)*

**Gallus:** *(neutrally)* We're listening. *(Zoom in slowly on Twilight.)*

**Twilight:** It's pretty clear you've already started learning friendship without your teachers, but we'd like to show you even more— *(Zoom in quickly to a close-up.)* —if you'd come back to school?

*(Her hopeful grin is met with rather less enthusiasm than she might have thought.)*

**Smolder:** Not much of a choice.

**Applejack:** *(removing hat)* To be honest, we felt exactly the same way when Twilight told us she was reopening the School. *(Cut to Twilight/Rarity/Starlight.)*

**Rarity:** But this time, we guarantee it shall be different.

**Rainbow:** *(from o.s.)* Oh, yeah. *(Cut to her, hovering.)* When class run my way [*sic*], it'll be two hundred and twenty percent cooler.

**Fluttershy:** *(tossing EEA guidebook over shoulder; it hits a puckwudgie)* And without the EEA, it'll be much friendlier.

**Pinkie:** Plus, all your nations won't go to war if you come back with us. Bonus!

*(Applejack's hat is back on again by now. The update on international relations brings all six pupils' brains to a screeching halt.)*

**Sandbar:** Wait. What's happening?

*(Dissolve to the upper reaches of the School of Friendship and tilt down to a long shot of them and the Ponyville bunch approaching the sealed front doors. In a closer shot, Twilight fires up her horn in preparation to blow the barrier apart, but stands down at the sound of the next voice.)*

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

*(She and the elders from the other nations arrive.)*

**Celestia:** I was so relieved to get your letter.

**Seaspray:** As was Queen Novo. Oh, we're just glad you're all right, Silverstream. *(Gruff whisks up to get in Gallus's face.)*

**Gruff:** Don't expect a welcome party from me, sonny! It's time you got home!

*(The old griffon's beak clamps onto the younger one's head plumage, ready to drag him off bodily if need be, but Gallus slaps free.)*

**Gallus:** I'm not leaving.

**Gruff:** Whaaaaat?!

**Ocellus:** None of us are. *(huddling behind Smolder)* Sorry, Thorax.

*(Cut to him, quailing before Ember's scowl, and pan slightly to frame Rutherford fully on the next line.)*

**Rutherford:** Yak not understand. This pony joke?

**Smolder:** *(from o.s.)* No! *(Cut to her, Ocellus, and Sandbar.)* We're going back to school!

**Ember:** How? You can't even get inside!

*(Any further discussion gives way to puzzled glances from the students, and smiles from the mares, as the sound of Twilight's energizing horn asserts itself. Once it reaches full, brilliant power, she lets rip with a beam that shatters Neighsay's seal and dispels the chains holding it on.)*

**Twilight:** School is back in session!

*(A chorus of overjoyed cheers from those in attendance does not last long, as Twilight turns toward the doors to find a portal opening on their surface—the sort Neighsay used to visit the campus in Part One, Act Three. Four pale gray hooves step through and touch down on the doorstep, one by one, and the uptight unicorn picks up a shard of his seal only for it to crumble on his hoof.)*

**Neighsay:** Who dared remove my seal?

**Twilight:** I did, Chancellor Neighsay. And I respectfully ask you to step aside, or classes will start late.

**Neighsay:** Classes won't start at all! *(facing her down)* The EEA has spoken, and none shall pass!

*(His stomp against the step generates a shock wave that shakes the entire area briefly as it radiates outward.)*

**Yona:** Yak pass if yak say! Hmph! *(Sandbar strains to hold her back from a charge.)*

**Neighsay:** This is for the greater good. The School was disorganized, the teachers unqualified! And those dangerous and unpredictable students put ponies' lives in danger!

*(On the end of this, he points to one side and the camera pans quickly to the tower they trashed. It then shifts to a slow pan across the foreign delegation, none of whose members find this even remotely amusing; Rutherford even goes so far as to growl softly.)*

**Ember:** *(snarling)* I'll show you unpredictable!

*(All five members begin to advance, hurling threats and invective and general unfriendly language at the administrator, but halt when Celestia puts out a hoof to bar the way.)*

**Celestia:** Hold on, please! I'm sure Princess Twilight Sparkle has a good explanation for all of this.



**Twilight:** I do. It's true that my School of Friendship is EEA unaccredited.

**Spike:** *(to Rarity)* Look! She said it without doing the eye thing!

**Neighsay:** Then it is not a school!

**Twilight:** *(smugly, pushing him back)* It's not an EEA school, it's a friendship school—*(Glance up over the doors; long shot of the campus as birds fly past. Slow pan.)*—with its own rules.

*(Back to her and Neighsay.)*

**Twilight:** I should know. I wrote the book.

*(A bit of horn-power conjures up a hardback volume and drops it at Neighsay's hooves. It is at least three times as thick as the EEA guidebook, and its cover is purple, displaying her cutie mark within a gold laurel wreath and circle. Neighsay glowers at its very existence.)*

**Twilight:** *(gesturing to group)* These students reminded me that every friendship is special. *(Pan across them and the elders; she continues o.s.)* So the way we teach it has to be just as unique. *(Back to her.)* My school is going to do things differently.

**Neighsay:** *(pushing rulebook aside)* Allowing all of these creatures to attend your school! Changing the rules for them! It simply won't work!

*(On the next line, cut to just behind him, Celestia flying down to land on the doorstep.)*

**Celestia:** I seem to recall something about earth ponies, unicorns, and pegasi doing something similar, don't you?

**Twilight:** I promise you, Chancellor, my school *will* help protect Equestria.

**Neighsay:** Or destroy it!

*(He leaps back through his portal, which vanishes in a wash of blue flame. The students are quite vocal in their joy at his exit, but the elders are much more pensive about the way this showdown has ended.)*

**Gruff:** Hmph! How's this school gonna be any different from last time?

*(Zoom in quickly on Twilight, who just tips him a smiling wink.)*

***Light orchestral melody, brisk 4 (D major)***

*(Cut to just within the doors as they swing open to admit the students and faculty.)*

**Twilight:** This brand-new School of Friendship is home to everyone  
*(Ocellus, carrying a box of books, is spooked into dropping them when Gallus holds the entrance hall's bust of Flash Magnus toward her.)*

**Ocellus:** We're learning how to trust  
*(Both laugh over the prank.)*

**Gallus:** We're here to all have fun

*(One of Yona's braids swings across the screen; now Rarity loops the ends behind the young yak's ears with her magic and secures them with bows.)*

**Rarity:** With friendship ties that bind us

*(Yona lays a big-league hug on her. A cider mug float past; behind its edge, wipe to Applejack and Rainbow raising drinks for a toast as a stallion chugs his down.)*

**Applejack:** Tighter than the strongest bonds

*(Fluttershy draws Twilight and Starlight together so they can join hooves.)*

**Fluttershy:** We're hoof in hoof

*(A chain quickly forms: Yona to Smolder to Sandbar to Silverstream to Twilight.)*

**All:** In hand in hoof in wing or even claw

### ***Light percussion in***

*(Seven mares, six students, and one dragon have now formed a circle in the hall. Gallus zooms past in the fore; behind him, wipe to the exterior of the School and zoom in as he flies toward it, emerging in its courtyard and zeroing in on his five new friends. Twilight watches from an upper-story window.)*

**Twilight:** There's a griffon in the garden

*(She, Rainbow, and Spike pass Silverstream talking with Seaspray.)*

**Rainbow:** Hippogriffs hang in the hall

*(Sandbar, Yona, and a filly barrel past, followed by Smolder on the wing.)*

**Spike:** And the door will be open to all creatures great and small

### ***Brass builds (E major)***

*(Pinkie straightens up into view strumming a mandolin with a harmonica on an attached holder; a tuba coils around her midsection. Zoom out to frame her, the students, and three adult yaks in a gaily decorated classroom under a rain of confetti.)*

**Pinkie:** And a yak or two or three

**Yaks:** Singing perfect harmony

*(Out in the hall, Fluttershy and Starlight walk past only to encounter a duplicate of the pegasus with Angel riding on her back.)*

**Starlight:** That might have been a changeling

**Fluttershy with Angel:** But it kinda looks like me

### ***Full percussion in***

*(The bunny rubs his eyes in disbelief at the carbon copy—doubtless Ocellus in disguise—before the bough of an apple tree floats past the camera. Behind it, wipe to a barn-like workshop equipped with plenty of tables and tools, as well as a blackboard for teaching purposes. A fully loaded tree is rooted in the center of the floor. Applejack is leading the group in a wood shop class; Ocellus is herself again now.)*

**All:** This School of Friendship is for all of us

*(Yona climbs up on a countertop, puts her back to the others, and lets herself topple so they can catch her.)*

A place where we belong, where we all learn to share and trust  
*(An opulently appointed room, not too far off from the theme of the Carousel Boutique, with a raised platform at its center. Clothing design sketches and racks of fabric bolts line the walls around the blackboard, and a pony-shaped mannequin in a badly charred dress stands on the platform alongside a very nervous Smolder. Rarity and the rest of her students laugh at the result of the dragon's wayward fire breath, and she comes to smile in time.)*

The only rule here is to find your way  
*(She hefts a red kickball and takes flight confidently, the background behind her changing to a large round gymnasium. A toss to Sandbar, who heads it up to a hovering Gallus so he can pitch it through a hoop; a pegasus tries and fails to block the shot. Rainbow flies up, wearing a cap and whistle and carrying a clipboard, and gives them a beaming nod.)*

And friendship always wins at the end of the day

*(Gallus circles down and surprises Sandbar and Smolder by pulling them both into a hug. They laugh at his change of attitude as Silverstream and other students gather around. Fade to black, against which a spotlight beam flicks on to frame Twilight holding a book.)*

### ***Strings/piano only***

**Twilight:** Some things you just can't teach with books  
*(She floats it away; cut to a slow pan across her audience, all intently reading sheets of notes.)*

Some things you only know

### ***Bass, light percussion in***

So trust your heart and let us lead

*(Horn fires up; a brilliant corona surrounds her as the camera zooms out. This lecture hall is filled with bookshelves, rows of padded amphitheater seats, and scientific equipment that includes model planets suspended from the ceiling. She stands facing the class on a small stage backed by a wall-mounted blackboard.)*

And your friendship's sure to grow

### ***Other instruments in***

*(Cut to Ocellus/Silverstream/Smolder in a different room; Fluttershy holds a puckwudgie into view, unsettling them considerably.)*

**Students:** And once we master kindness  
*(Long shot: she and all six are in a classroom that gives onto an upper-story balcony, its ceiling supported by trees whose branches have grown together to form natural arches. Animal toys and care supplies are laid around the perimeter. Ocellus breaks the tension by turning into a mouse.)*

We will spread it 'cross this land

### ***Full percussion in; brass builds***

*(Silverstream swoops past in the fore and away from the camera, the view behind her shifting to a tilt up to the peak of the tower she and her friends ruined. It has been fully rebuilt, and Gallus does a final bit of polishing as Silverstream plants the flag she carries, emblazoned with the School's crest.)*

**All:** And give the gift that's ours to share  
*(Twilight, Starlight, Celestia, and the other realms' elders observe from ground level.)*

So others understand

*(Copies of Twilight's backbreaker of a school rulebook tumble down past the camera; behind them, wipe to Starlight at the front of her own classroom—the most conventionally furnished of the lot. She paces with a book in her aura and is pleased to see one student after another raise a hoof—including an animated Angel.)*

**All:** This School of Friendship is for all of us  
A place where we belong, where we all learn to share and trust  
*(Sandbar and the five out-of-towners marvel over something they have found in a book. Rainbow, now without her cap/whistle/clipboard, and Gallus hoist a plank past the camera; behind them, wipe to a meadow in front of the School as they set it in place on two supports for a bench on a platform. Spike holds a copy of the crest upright in front.)*  
The only rule here is to find your way  
*(Students and teachers quickly form up in three rows, the rearmost on the bench.)*  
And friendship always wins at the end of the day

*(The lens of a “bellows” camera extends toward them; cut to Photo Finish behind it as she snaps a picture. The flashbulb glare subsides to yield a class photo in a wooden frame.)*

### ***Song ends***

*(The mares' legs fade into view behind the frame as Ember's clawed fingers appear, gripping it—this is her perspective.)*

**Ember:** *(groaning loudly, lowering it)* Fine!

*(Seven apprehensive faces stare at the Dragon Lord; cut to her, hands to ears, and Smolder.)*

**Ember:** If you promise to stop singing, Smolder can stay!

*(The elders and their wards have now gathered with Twilight and company outside the front doors.)*

**Smolder:** Wahoo!

**Rutherford:** *(grumbling a bit, clapping Yona on the back)* If dragon stay, yak stay.

**Thorax:** *(rubbing Ocellus's head)* I know you will make the changelings proud, Ocellus.

**Seaspray:** *(to Silverstream)* You belong here. *(She lays an energetic hug on him.)* Now, can you show me those stair things you mentioned?

**Silverstream:** *(laughing, very giddy)* Oh, yeah!

*(She is quick to whisk him away; cut to Gallus, whose self-satisfaction evaporates in the short time it takes him to glance skyward just before Gruff drops into view.)*

**Gruff:** What? You belong at home! *(Close-up.)* You think I care if you've made friends?

**Gallus:** *(from o.s.)* Pleeeeeease, Grandpa Gruff?

*(The curmudgeon flicks his eyes toward the ground and is stunned to find Gallus giving him both barrels of the “big sad soulful eyes” treatment, with talons clasped beseechingly under his chin and a whimper thrown in for good measure.)*

**Gruff:** All right, all right! Stop doing that!

*(His mission accomplished, Gallus turns away with an ecstatic grin and races back toward the doors. Twilight holds them open as a cheering, laughing tide of future friendship scholars stampedes into the halls of learning, and Starlight stops on the threshold to address her.)*

**Starlight:** Guess I make a pretty good guidance counselor, huh?

**Twilight:** Yes! Writing the rulebook was the most fun ever! *(pacing away from her; camera follows)* I can't wait to start working on the new lesson plans!

*(A soft throat-clearing from the o.s. Applejack snaps her back to reality; she grins sheepishly and scratches the back of her neck as the other five mares step up.)*

**Twilight:** With some help from my friends.

*(Cut to a long shot of the entrance, zooming out as she leads them in and the elders disperse, then fade to black.)*