

TWILIGHT'S KINGDOM—PART TWO

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Prologue

(Opening shot: fade in to a “Previously on My Little Pony” title card, then to black, then in to Twilight Sparkle walking disconcertedly ahead of Applejack, Pinkie Pie, and Rarity in the prologue of Part One.)

Fluttershy: *(voice over)* What’s wrong, Twilight?

(Cut to the violet Princess on the balcony of the Crystal Castle, wearing her tiara and using her magic to unfurl the banner honoring the visit by the Duke and Duchess of Maretonia. She smiles and waves.)

Twilight: *(voice over)* It doesn’t seem that my new role as a princess equates to all that much.

(Cut to the mist-shrouded alley of Act One; the frail, cloaked Lord Tirek raises one gaunt arm, his face still half-hidden by his cloak’s hood.)

Tirek: *(clenching fist)* I am Lord Tirek.

(He begins to drain the magic from the orange-carrying unicorn who happened across his path.)

Tirek: *(voice over)* And I will take what should have been mine long ago.

(Extreme close-up of his chuckling face on the end of this, the yellow points of his eyes smoldering under the hood, then cut to Princesses Luna and Cadence around the Crystal Castle conference table. This is now the start of Act Two.)

Luna: With each passing moment, he grows stronger still.

Cadence: *(smiling)* And I know just the princess who could stop him.

(Cut to Twilight, also at the table, on the end of this, then to Princess Celestia crossing to her.)

Celestia: I’m afraid I must call in another to stop Tirek.

(Discord's laughter rings out in the silence; on the start of the next line, cut to him traveling via umbrella to meet the Ponyville crew at the edge of the ravine that borders the Castle of the Royal Pony Sisters. Twilight has shed her tiara.)

Discord: You're talking about me, I presume.

(Within the cavern of the Tree of Harmony. Now rid of his traveling gear, Discord paces in front of the group while looking through their shared journal.)

Discord: Haven't you girls just learned so much?

(Cut to the castle library, Act Three; Twilight flips pages in the journal, now laid on a table before her.)

Twilight: And there's something interesting about the sections that Discord bookmarked.

(The cavern again; the rainbow spool of thread, coin, Wonderbolt pin, and flower received by four of her friends all transform into keys for the six-locked box.)

Twilight: *(voice over)* Each of you received something from the pony whose life you helped change.

(Cut to a close-up of the box, the keys now fitted into five of the six holes, and zoom in on the one still empty.)

Twilight: *(from o.s.)* There's still one key missing. *(Cut to her in the cavern.)* My Element.

(Cut to the dark street in which Discord intercepted Tirek at the end of Act Two. The centaur is now wearing the shackles that the chaos creator conjured onto his wrists.)

Tirek: Join me, Discord—

(The Act Three magic show; Discord places his top hat on the stage and taps it with his wand.)

Tirek: *(voice over)* —and reclaim your greatness.

(The hooded villain rises from the stage and throws off the hat and his cloak, commencing to draw out the magic of every unicorn in the audience. He has grown to twice their height or more.)

Celestia: *(voice over)* Discord has betrayed the ponies of Equestria and joined forces with Tirek.

(Discord presents Tirek with a horde of Wonderbolts and cadets, then a mob of earth ponies in Appleloosa with the boss' grinning, glowing approval.)

Celestia: *(voice over)* There is no doubt that Tirek is after alicorn magic.

(Cut to her, in the throne room of Canterlot Castle.)

Celestia: We must rid ourselves of our magic, before Tirek has the chance to steal it from us.

(Cut to a gobsmacked Twilight also in this room; she sucks in a shocked gasp, and the view snaps to black.)

OPENING THEME

Act One

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

Luna: *(voice over)* Tirek is set on possessing alicorn magic.

(Cut to the Canterlot Castle throne room and zoom in slowly on the four Princesses gathered within.)

Luna: *(crossing to Twilight)* When he comes for us, we cannot have what he is looking for.

(Close-up of Twilight; she ponders the implications uneasily, then gathers her resolve.)

Twilight: I'm more than willing to do my part and give up my magic.

Luna: *(from o.s.)* You misunderstand. *(Cut to the other three.)* Our magic cannot just disappear into thin air. Somepony must keep it safe. *(Now Cadence steps over to Twilight, whose nerves have started to fail her.)*

Cadence: That somepony is you, Twilight.

Twilight: Why me?

Celestia: We do not believe that Tirek is aware that a fourth alicorn princess exists in Equestria. If we transfer our magic to you, Tirek will not know where it has gone.

Cadence: Do you understand what we're asking of you?

Twilight: Yes. It's just... *(eyeing her wings)* ...I'm only now learning how to control my own alicorn magic. To take on even more— *(Cadence rests a hoof gently on Twilight's upraised one.)*

Cadence: Twilight, you represent the Element of Magic. If there is anypony who can do this, it's you.

(Celestia and Luna nod their assent gravely.)

Twilight: Taking on this task will be one of the most difficult things I will ever do. *(She smiles fiercely and begins to pace the width of the room.)* But with the help of my friends—

Celestia: I'm sorry, Princess Twilight.

(That stops her cold and knocks down her newfound fighting spirit.)

Celestia: But you must keep your new abilities a secret. I fear that your friends being aware of your new power could put them at great risk. *(Close-up of Twilight; she continues o.s.)* Do you still think you can take on this responsibility?

(And here comes that mojo all over again.)

Twilight: This is the role I am meant to play as a princess of Equestria. *(smiling)* I will not fail to do my duty! *(Back to Celestia.)*

Celestia: Then we must begin at once.

(Zoom out to frame her and Luna; Cadence drops into view right in front of the camera, facing away from it and blocking Twilight from view. An overhead shot of the room reveals that the three have taken up positions evenly spaced in a large circle around the volunteer, who stands in the middle of the red carpet. At ground level, Celestia fires up her horn, followed by Luna and then Cadence as the camera tracks slowly around them. All six eyes pop wide open and burn purest white, and three beams of blistering magical force shoot upward to merge into a scintillating sphere near the ceiling. This grows to several yards in diameter, a few wisps working their way around its equator, and slowly descends toward a fearfully grimacing Twilight. The camera shifts to ride along with the ball, now accelerating into a headlong plunge toward her horn.)

(Just before impact, cut to Tirek absorbing the magic from a group of ponies as Discord watches with slightly malicious glee. The quadruped grows a notch, his formerly dark gray upper-body hide having already gone full black as seen in Part One, Act Three, but the draconequus comes over with a brief full-body shiver. The architecture behind them suggests that they have taken the campaign to Canterlot.)

Discord: *(to himself)* That can't be right.

(Tirek's horns lengthen, a head-on shot revealing that his medallion now hangs on a cord around his neck, rather than from the steel loop encircling it.)

Tirek: What can't be right?

Discord: *(stammering a bit)* Uh, nothing. Carry on.

(Tirek's voice is considerably deeper and more menacing than it was throughout Part One, when he had not yet gained his full robustness. He strides toward the camera, which shakes with every impact of his hooves against the ground. Cut to an exhausted Celestia and Luna in the throne room, crumpled on the floor and lifting their heads with considerable effort. Two other changes are immediately evident: their manes/tails have gone completely still and lost their usual sparkle, and their cutie marks have disappeared. The black patch that formed the backdrop for Luna's mark is still on her haunch, though. Pan to an equally spent Cadence, her wings folded to cover

her haunch, then cut to Twilight—now hovering just above the floor with blinding white light kindled in her eyes and horn. The same radiance surrounds her form, and her mane/tail have grown out somewhat and begun to wave and sparkle on their own. As the three de-powered Princesses get upright, the magic subsides and Twilight drops to the floor, her mane/tail reverting to their normal state. She rubs her head, levering her eyes open, and gallops across into an embrace with Celestia; her tears give way to surprise upon a glance toward the white haunch. Zoom in to an extreme close-up of the now-unmarked white hide, then cut to Luna and pan to Cadence. Each in turn wearily eyes the spot where she used to bear a symbol; Cadence has lost hers as well.)

Celestia: It is done.

(She lowers her head in quiet resignation. Dissolve to the upper reaches of the Ponyville library that evening and tilt down slowly to a long shot of the entire structure. All the lights are out, and the only sound is a distant wind among the trees. Cut to a close-up of Spike, asleep in his basket on the floor of the upper-story bedroom and sawing dowels. Twilight eases past him, placing her hooves as softly as she can, but even this low noise level is enough to rouse him partly.)

Spike: *(groggily, rubbing eyes)* You weren't gone very long.

(Cut to her, walking toward the stairs that lead up to the loft.)

Spike: *(from o.s.)* Does that mean everything's okay? *(She stops short and turns with a big fake smile.)*

Twilight: Yep! Everything's fine.

(The sparks that suddenly begin to crackle along her horn give a big "yeah, right" to that one. A couple of books go flying past behind her, caught in an unexpected telekinetic surge, but she just giggles and grins stupidly.)

Spike: *(stretching a bit)* In that case, I'm going back to bed. *(Close his eyes; settle down.)* The sun's not up, and neither am I.

Twilight: *(to herself)* That's strange. The sun should be up by now.

(More funky light shows from her horn; she gasps as a realization flashes through her mind.)

Twilight: The sun should be up by now!

(Rushing upstairs to stand on her bed, she gazes out the window at the moon and takes a few calming breaths.)

Twilight: You can do this.

(She closes her eyes and channels magic through her horn, causing it to spark and glow before the tip goes brilliant white. High in the sky, the moon starts to wobble a bit in place; the new

crackles play up and down her body as her mane/tail sparkle and wave. The field slowly lifts her clear of the mattress. A little more jiggling, and the moon goes into an instant free fall that plunges it below the distant mountains. Just as quickly, it rockets back up into the sky, loops crazily around, and zips out of sight again; now the sun comes up with none of its usual majestic grace. The two heavenly bodies trade places twice more, the sky cycling from daytime blue to starry night purple and back; finally the sun makes an ascent unsteady enough to make any astronomer wonder if it had had way too much to drink the night before.)

(In Canterlot, Shining Armor and a couple of unicorn guards watch these bizarre proceedings with great concern from an outside walkway. The other two find themselves being slowly floated off the stones, dropping their spears before they get flipped upside down, and Shining is greatly surprised when a flash cleanly removes his helmet from his head. It reappears on the brain bucket of Discord, who poofs into being right alongside the confounded stallion.)

Discord: Shining Armor! Why, whatever are you doing here? *(Shining jumps back and aims his horn.)*

Shining: Back off, traitor!

Tirek: *(from o.s., stomping up)* The only one Discord betrayed was himself!

(On the end of this, cut to an extreme close-up of his hooves planting themselves on the walkway. Tilt up to frame him holding one of the guards aloft and using his favorite spell to suck the stallion's power down his throat. Once has taken it all, he drops the guard.)

Tirek: Abandoning his true nature to make friends with weak-minded equines who offer him nothing!

(That does it. An enraged Shining lets fly with a spell, but one massive red hand lazily arcs up to catch it like a baseball and squash it into a small wad. A chuckle, and he has tossed it casually down his gullet and swallowed with a contemptuous laugh. He wraps one meaty scarlet hand around Shining's snout and sucks down the magical happy juice, causing all four white legs to jitter as if the bones had been removed from them. Discord just watches with a smirk, having removed Shining's helmet. Down goes Shining in a heap, the clear blue eyes all smoked up and washed out; with an agonizingly slow effort, he lifts his head toward Discord.)

Shining: How...could you...do this?

(He passes out; Discord mulls over the very dirty trick he has just pulled, but Tirek puts an arm around his shoulders.)

Tirek: Why don't you go and have a little fun? I won't stand in your way.

(He stomps off, shaking the architecture, and Discord chuckles to himself with unsettling glee. Dissolve to the Canterlot Castle throne room; Celestia lies on her belly in the big chair; Luna and Cadence crashed out to her right and left, respectively. The approaching tremors of Tirek's steps give the white ruler enough fire to lift her head defiantly, just before the closed double

doors burst apart in a shower of splinters and a cloud of dust. Here comes the Tartarus escapee, who throws a few stray bits of ornate woodwork aside as he stomps up to the royal trio. His horns flicker to life, and he levitates Celestia up in front of his face and opens his mouth expectantly to inhale. What he gets is a big gut full of nothing, to his great anger.)

Tirek: What have you done?!

(To which she just smiles cunningly. He leans over Luna and Cadence, trying to draw magic from each and coming up empty both times, and really blows his top.)

Tirek: *WHERE IS YOUR MAGIC?!?!?*

(Cut to a long shot of the Ponyville library's closed front door and zoom in slightly. Shafts of white light shine outward around the frame for a few seconds before the whole thing explodes outward in a blast of wood chips and smoke. Behind stands a dumbfounded Twilight—her old routine of magically opening the door has gone just a tiny bit wrong. Her mane/tail have gone back to normal after her attempt at shifting sun and moon.)

Twilight: I have to gain better control. I sure can't practice here.

(She gallops out, Spike stepping up to stare wide-eyed after her from the charred remains of the doorframe. Cut to her going full tilt, with him scrambling to catch up.)

Spike: *(out of breath)* Twilight...where are we going?

Twilight: *(forced casual tone)* Oh, uh, hi, Spike! Uh...gotta go...somewhere...else!

(She skids to a stop on this last word, then takes off with enough force to hurl him backward and carve a respectable crater into the road surface. Up she goes, leaving a sparkly, pink/purple-striped contrail of dark blue behind herself and cutting a crazy loop-the-loop.)

Twilight: Whooooaaa!

(Cut to Rainbow Dash, standing on a cloud and surveying the vicinity. The unlikely violet speed demon rockets past, scaring the daylights out of her.)

Twilight: Whoa!

(The wake of her passage strips a few wisp of vapor from the cloud, but it is nothing compared to the shock wave that follows a moment later and completely disintegrates it. Rainbow ends up getting swept into a stationary spiral fast enough to leave her visible only as a blue/Technicolor blur.)

Rainbow: Whoa! *(She comes out of it and stares after...)* Twilight?

(The aspiring Wonderbolt gives chase after the Princess who has just left her in the dust. Tilt down to ground level, where Applejack, Pinkie, and Rarity have watched this most strange airshow. One round of firm glances later, they are galloping off in the direction of the two aviators, with Fluttershy close behind. Twilight does a screaming dive into the ground—literally, as her vocal cords are working overtime—and ends up skidding between a couple of houses on her haunches. Her slide cuts a long furrow into the grass; once she has at last come to a stop with a moan, the other five are quick to reach the scene.)

Fluttershy: Oh, my goodness! Are you all right?

Applejack: Jumpin' junebugs, Twilight! *(Twilight gets a magic twinge that leaves her horn glowing.)* When did you learn to fly that fast?

Twilight: *(smiling, but sweating nervously)* I must have caught a particularly strong breeze...

(With no warning, she teleports away from the spot and reappears standing next to Rarity.)

Twilight: ...or something.

Rainbow: Must have been "or something"— *(Twilight walks worriedly past her.)* —because there wasn't any breeze up there.

Twilight: I don't know what happened, but I don't really have time to figure it out right now.

(Here comes another twinge; she comes out of it with the biggest grin she can manage.)

Rarity: Another visit to the Castle of the Two Sisters, I presume? *(She and the other four snap to with huge grins.)* Why, we'd be more than happy to accompany you. *(Twilight stands up, facing away from them.)*

Twilight: Not today. *(Twinige.)* Tirek may still be a threat. I need you all to stay here and encourage everypony to remain inside.

(Hunch down, spread the wings, brace for takeoff—and then she remembers what happened in the middle of the Ponyville street. Folding her wings, she chooses to walk instead and heads toward the Everfree Forest. Worried looks pass between the other five as the camera zooms out slowly from them.)

(Dissolve to the upper reaches of the Canterlot Castle throne room and tilt down slowly to frame Tirek, now in Celestia's seat, on the start of the next line. She, Luna, and Cadence now sit on their haunches on the floor in front of him.)

Tirek: Getting rid of your magic so that I cannot take it from you? That was your plan?

(Three chins lift ever so slightly in silent belligerence.)

Tirek: *(standing up)* How does it feel— *(The horns kick into gear.)* —knowing that soon every pegasus, unicorn, and earth pony will bow to my will, and that there is *nothing* you can do to stop it?

(As he names each tribe, he summons up an orange sphere containing a silhouette of that pony type; on “nothing,” he slams his hands together, crushing them all out of existence in one motion.)

Celestia: You will not prevail, Tirek.

Tirek: *(firing a beam from horns, opening a portal)* Give my regards to Cerberus.

(All three Princesses are unceremoniously floated up and hurled through the new opening. In close-up, the area beyond—which can only be Tartarus, judging from his comment—is seen as a vast cavernous realm in which jagged rocky staircases lead up to isolated glowing platforms ringed by deadly sharp stalagmites. They are flung toward the centermost of these as the portal shrinks away to a wisp of flame and vanishes. Tirek smugly crosses his arms.)

Discord: *(from o.s.)* Y-You meant *our* will...

(Cut to him, alongside one of the stained-glass windows that Celestia used to illustrate his past depredations in Part One of “The Return of Harmony.” It had previously shown him manipulating three ponies—one earth, one unicorn, one pegasus—on the ends of marionette strings, but has since had one change made to it. Namely: the puppets have been replaced by Celestia, Luna, and Cadence. The real McCoy works his hands up and down, causing the one in the window to play with its four-legged toys.)

Discord: ...didn't you?

Tirek: *(crossing to him)* Of course. *(pulling off his medallion)* Here. I want you to have something.

(Close-up of the gold triangle as he holds it up. Seen in full detail for the first time, it has a stylized bird worked into its surface, with an oval hole in each wing near the left and right edges and a triangular one through the tail near the bottom edge. The top corner, set with a loop for the cord, has been cut away slightly.)

Tirek: *(from o.s.)* This was given to me by someone very close to me. *(Cut to frame both; he puts it around Discord's neck.)* I give it to you as a sign of my gratitude and loyalty.

Discord: *(holding it up to eye it)* Oh, my! *(Zoom out slightly.)* I do love a good accessory. *(stroking beard)* I suppose that's Rarity's influence.

(Cut to the uppermost section of a very unusual window and tilt down slowly to ground level. On it, Discord and Tirek stand side by side, arms around each other's shoulders and holding up a pair of items that cross over their heads. Discord lifts a long hoagie sandwich, which Tirek—wearing a crown—hoists a sword that cuts off the end of it. The genuine articles are standing before this work, and Tirek chuckles richly.)

Tirek: Amusing. *(pacing)* But we have no time for such things. With the Princesses out of the way, we can now...

(He stops in his tracks and wheels back to the last window he passed—the one depicting the newly crowned Twilight, as seen at the start of Part One of “Princess Twilight Sparkle.” Needless to say, he is not amused.)

Tirek: Is this meant to be humorous?!

Discord: *(laughing)* Oh, no, I haven’t touched that one yet.

Tirek: There is a fourth? And you did not tell me this?

Discord: *(walking to him)* I just needed some assurance that you truly considered this a team effort. *(holding up medallion)* And now I have it.

Tirek: Then where can we find this fourth Princess? *(He grabs Discord by the throat.)* Where is her castle?

Discord: Castle? *(guffawing)* Oh, no! Princess Twilight lives above a library in Ponyville.

Castle? *(More laughs; Tirek tosses him down and growls to himself.)*

Tirek: Not for much longer.

(He starts up a spell while clomping away; zoom in slowly on the window, whose tinted panels begin to glow, softening and running together like saltwater taffy on a hot plate. Snap to black.)

Act Two

(Opening shot: fade in to a slow pan down a completely empty Ponyville street. Windows and doors have been closed and/or boarded up, and the only immediate sign of any activity is a lone tumbleweed rolling down the block.)

Applejack: *(from o.s.)* All right, y’all. I think we’ve warned everypony to stay inside.

(Cut to her, Fluttershy, Pinkie, Rainbow, Rarity, and Spike in a clearing.)

Fluttershy: I’m sure Discord will catch Tirek and this will all be over soon.

Rainbow: I’ll bet he takes his sweet time.

Discord: *(from o.s.)* Or perhaps these things just *take* time.

(Eyes pop at the sound of his voice; cut to the joker, recently arrived on the scene. Fluttershy jumps up to hug him with a happy gasp.)

Fluttershy: You’re back! *(Pull away.)* Did you bring the cucumber sandwiches?

Discord: I did.

(Recall that she had invited him to tea in Part One, and that he had promised to bring along these snacks. He conjures up a platter full of them, but what he does next catches all six completely off guard.)

Discord: *(ominously, dumping platter on ground)* I imagine they’ll be your last decent meal for quite some time.

(A flash, and they are confined to a steel cage, prompting a cacophony of surprised outbursts and angry yells. Here comes Tirek.)

Discord: Ta-ta!

Tirek: You gathered up all of them?

Discord: *(gesturing to Spike)* And her little dragon, too.

(Said little dragon snaps his teeth at the lion-paw digit pointed his way and very nearly succeeds in taking off its tip. The pegasus who had worked so hard to reform him has wound up trying to burrow into Applejack for solace, tears running down her face.)

Fluttershy: Why are you doing this? I thought we were friends.

Discord: *(airily)* Oh, we were, but Tirek offered me so much more than just tea parties. Surely you saw this coming?

Fluttershy: *(sobbing)* I didn't. I really didn't.

(The centaur floats the entire cage clear of the ground, and its occupants clear of the floor, and begins to inhale every scrap of magic he can extract from them. The sight proves too much for Discord, who turns his beady red eyes away; once Tirek has taken it all, the cage crashes back to the grass and the prisoners sprawl listlessly about the floor, their cutie marks gone. He grows in size and bulk, a light gray mane sprouting from the top of his head to match his beard and tail, and lets the energy spark up and down him in black currents for a second. The steel bracers on his wrists crack and fall away.)

Tirek: You really think she'd do anything for them? *(Cut to Discord by the cage.)*

Discord: If Twilight has magic to give... *(bowing)* ...it will be yours. Soon there won't be a pegasus, earth pony, or unicorn who will be able to stand up against us.

Tirek: *(from o.s., scornfully)* Us? *(Cut to him, warming up a spell.)* Who said anything about us?

(Now the caged six stand up, woozy and with all eyes except Spike's faded and grayed.)

Discord: *(a bit puzzled)* You did. *(It lifts him off his hind legs.)*

Tirek: You've helped me grow strong. You've provided the means by which I can obtain Princess Twilight's magic.

(On the end of this line, cut to a close-up of the double-crossed assistant, who aims a regretful glance at the ponies and dragon he has snared. After it, cut to an extreme close-up of Tirek's eyes, the yellow points gleaming sickly against the black orbs. As he continues, the view narrows to a horizontal band that frames just those eyes.)

Tirek: And now you are no longer of any use to me.

(Fullscreen: he opens wide and a torrent of energy—mostly crazed shades of purple, with neon accents in other vivid colors—gushes from Discord's mouth into his own. The draconequus' eyes

are glowing yellow-orange, the beady red pupils lost in the glare. Tirek grows yet another notch, letting the spent Discord plummet like a very strange-looking rock, and stomps away.)

Discord: *(out of breath, lifting medallion)* But you said...this was a sign of your...gratitude and loyalty. *(Tirek has stopped a few paces away.)* A gift from someone close to you.

Tirek: *(dismissively)* My brother who betrayed me. *(Glance back over shoulder.)* It is as worthless as he is. *(Away he goes.)*

Applejack: *(pointedly, to Discord)* Surely you saw this comin'?

Discord: *(mind blown)* I didn't. I truly didn't.

(He glumly regards the triangular trinket that had seemed to be his ticket into the inner circle. Dissolve to a long shot of the Castle of the Royal Pony Ssitors, tilting up to a cliff overlooking it. Twilight sits up here on her haunches, motionless except for a sudden lowering of the brows in steely determination.)

Twilight: I can do this.

(The horn warms up, she concentrates hard, and a quick teleport brings her down to a lower ledge on the cliff face. Looking around herself with surprise, she comes up with a big smile.)

Twilight: See? Ha! Perfectly controlled teleportation.

(But the next rapid-fire sequence is perhaps not so well controlled. To a balcony in Canterlot, then a rock ledge in the middle of a waterfall, then onto the back of one member of a buffalo herd stampeding past Appleloosa, then to somewhere within a deeply cleft rock standing in a grassy plain. A close-up reveals that she has ended up tightly wedged between the two stone masses, and she lets off a frustrated groan at her general and specific predicaments.)

Tirek: *(from outside)* PRINCESS TWILIGHT!! *(She gasps.)*

Twilight: Tirek! *(Horn kicks up; cut to him on a low ridge.)*

Tirek: YOU HAVE SOMETHING THAT BELONGS TO ME!!

(The winged unicorn's magic goes off in a burst, shattering the rock to gravel, and she flies up and descends toward him with the same sparkly contrail as in Act One. Buzzing past the adversary, she doubles back but loses a bit too much altitude; the four hooves hit the grass and skid, carving a furrow that only stops when she collides face-first with one of those gargantuan hooves. A panicked skyward glance and tilt up tell her that yes, the rest of Tirek is still firmly attached to that hoof; she takes a few hesitant steps backward. The camera tracks slowly around the face-off.)

Tirek: You're going to give me what I want!

(He fires up to draw in her magic, but she teleports away before he can get any of it. Cut to a long shot of the Ponyville library's observatory platform as she pops back into view on it and gets an eye to its telescope. Her perspective, swinging across the meadows outside the town

proper and stopping/focusing on the conqueror, who sights in and uncorks a mighty blast from his horns. Back to Twilight, who yanks her head away from the instrument with a sudden look of paralyzing fear, then cut to a long shot of the entire tree. She has barely enough time to teleport off the platform before the shot scores a dead-solid-perfect bullseye on the boughs, detonating in a cataclysmic yellow/orange/white blast that washes out the screen.)

(A burst of magenta from somewhere within the unearthly glare marks the destination end of Twilight's magical bug-out. She flies out and into view, screaming and carrying her pet owl Owlowiscious, and thuds down amid a scatter of charred books and loose pages. She raises her head and stares back with a popeyed gasp of unadulterated horror, and the camera cuts to the library—or rather, the smoking remains of it under a sky that has gone a diseased red-brown. With the exception of a sliver of trunk and a couple of broken limbs attached to it, everything from the doorframe up has simply been obliterated. Fire licks up from what had been the reading room as bits of paper flutter down from the sky; the surviving wood has been blackened and scorched, and debris litters the area around the doorstep. The ruins stand at a slightly cockeyed angle from the sheer brute force Tirek has unleashed. Zoom out to frame the heartbroken bibliophile, still cradling Owlowiscious in her forelegs; he pulls loose and flies away, and she hoists herself up to vertical with a new look of steadily growing fury over this heinous crime against literature.)

(Flaring her wings to full extension, she teleports to a midair point several hundred yards above and in front of Tirek and fires a massive spell down at him. He gets a shield up to block it just in time, the energy tearing up ground and air alike as it surges around him. Tirek strains mightily against the load and is finally able to throw it off, so that Twilight's spell turns into a magenta/white/yellow mushroom cloud that subsides to a pillar of smoke boiling toward the heavens. He stands up into view, intact and plenty angry, and Twilight drops to the other end of the freshly carved trench. She is slumped over from the exertion, but lifts her head with an enraged grimace as the camera zooms in quickly to a close-up.)

Tirek: Now I understand what your fellow Princesses have done.

(She prepares a new offensive, sparks dropping from her horn as her mane/tail shift a bit on their own, and the ground beneath her hooves starts to rumble with the growing power. Up she goes, ripping a fresh crater and leaving her particular sparkly contrail; the climb turns into a dive, and Tirek shoots a beam up toward her. The winged unicorn's forward momentum disappears when the blast hits home, but she borrows a page from his playbook by raising a shield to ward it off. A split-second later, she has teleported down to stand right in front of him and fired a beam up into his face; he roars in pain and rage, but gets a hand in the way and pushes it aside before starting into a counterstrike. Twilight's eyes pop as his magic asserts itself over her entire body and lifts her up to his eye level; he swings his fist to throw a right hook at the air, without touching her. She is magically propelled through the same arc and hurled screaming toward a mountaintop, far enough away that she becomes only a violet dot before crashing into the rocky slope.)

(Cut to a screenful of dust thrown up by the smash. This slowly clears to show her laid out against the near-vertical incline, having put up a shield to cushion the worst of the hit but still lying in a shallow impact crater. Zoom in to a close-up of her face, eyes shrinking in panic at the sound of Tirek's infuriated roar, then cut to her perspective of him—coming in far too fast for her liking. In a long shot of the mountain, he drives himself headfirst into her crater, disappearing from view and then emerging from the far end with her over one shoulder. As he growls to himself, she fully regains her senses and teleports to a point directly above his head, still flying to keep pace with him. The spell she fires off hits him like a runaway freight train and sends him down to the grass hard enough to smash a wide crater into it. A mingled cough and roar cut through the dust kicked up by the hard landing.)

(Now Twilight goes on the offensive, diving in with a fresh spell to kick him while he is down. Its impact briefly whites out the screen and throws up a fresh curtain of dust; as the view clears, she touches down only to get the surprise of his spell carving a wide circle around her in the turf. Its source seems to be somewhere underground, and once the loop is closed, that impression turns out to be correct when the cut section rises free, lifted by Tirek's slab-like arms. Twilight's attack had buried him. He flings the circle of stone and topsoil toward the horizon; it connects with a mountain and disintegrates in a curtain of dust, but she emerges to take wing and return to the fray.)

(Roaring his frustration, Tirek pounds both fists against the ground to tear it up and send jagged rock formations projecting up in the winged unicorn's path. She neatly blasts through one, two, three of these, and each combatant then fires a blockbuster directly at the other. When the two magic fronts meet, they annihilate each other in a mighty magenta/white shock wave and a spherical scorching blast of golden fire that expands to fill the screen. Fade to white.)

(Fade in to a dust-choked view of some of the fresh rubble. One each of Tirek's arms and hooves can be glimpsed beneath some of this as the haze slowly clears, and he manages to shift the rocks aside and stand up with a bit of effort. Twilight moves to stare him down, the clearest-burning rage etched into every square inch of the violet face. This shot fully details the size mismatch only hinted at off and on through this entire apocalyptic battle: he stands at least six times her height.)

Tirek: It appears we are at an impasse. *(Close-up; he smirks.)* How about a trade, Princess Twilight?

(During this line, the camera zooms out quickly and he snaps his fingers, summoning up seven soap bubbles that each contain one of his seven captives—five mares, Spike, and Discord.)

Tirek: Their release for all the alicorn magic in Equestria.

(Twilight sucks in a disbelieving gasp; cut to a slow pan across the seven, all shouting for her not to take the deal. All, that is, except for an oddly silent Discord.)

Tirek: What's it going to be, Princess?

(Zoom in to a close-up of the flabbergasted mage on the end of this, then snap to black.)

Act Three

(Opening shot: fade in to the standoff. The next three lines are muffled slightly by the bubbles encasing the speakers.)

Rainbow: Don't do it, Twilight! *(Close-up of Fluttershy.)*

Fluttershy: We aren't worth it!

Discord: *(from o.s., quietly)* Oh, but you are, Fluttershy. *(Cut to frame both.)* You're the pony who taught me that friendship is magic. I had magic *and* friendship, and now... *(covering eyes)* ...I don't have either. *(Back to Twilight.)*

Tirek: *(from o.s.)* ENOUGH!

(His front hooves slam to the ground to get her attention; cut to him.)

Tirek: I want an answer, and I want it now!

(Turning her eyes away from the power-crazed centaur, Twilight fixes them on her friends. Cut to her perspective of them, panning slowly from one mare to the next; as the camera passes each bubble, it gleams briefly with the coat color of the pony held within. In close-up, Twilight's eyes give off the same rainbow shimmer that has already caught up each of those others—and then she gets it. The sudden drop of her head, however, suggests that she would rather see the library destroyed all over again than follow the course she has just figured out.)

Twilight: I will give you my magic—in exchange for my friends.

(Cut to a slow pan across the bubbled hostages, who all gasp in shock—again, except for Discord, who stares mutely.)

Tirek: *(smirking)* As you wish.

(A finger snap sends six of the seven bubbles plunging to earth, where they pop to liberate the Ponyville crew. Fluttershy looks around herself, then upward, and the camera tilts up to follow her eyes. Discord is still trapped, his head turned away so that he need not meet the gaze of any accuser or betrayer.)

[Animation goof: The mares' eyes return to normal once they are freed.]

Twilight: All of my friends.

Tirek: *(gesturing toward Discord)* After the way he has betrayed you, you still call him a friend?

(Close-up of the down-in-the-mouth draconequus on the end of this, then back to Twilight.)

Twilight: Release him!

Tirek: If that's what you want.

(Snap. Bubble drops and bursts. A contrite Discord winds up measuring his crooked height on the blasted earth.)

Discord: Thank you, Twilight. *(to Fluttershy)* I'm sorry.

Fluttershy: *(tears in eyes)* I know.

Tirek: *(smiling nastily, addressing the o.s. Twilight)* Your turn.

(Here comes his spell again; she cries out in agony and is nearly dragged off her hooves as he greedily sucks down the beam of magic pouring from her horn. Once he has taken it all, she topples over sideways, her cutie mark gone the way of all others, and opens two purple eyes whose vibrant color has given way to the same washed-out appearance as all the other ponies who have been wrung dry. The addition of this new power sets Tirek onto one last growth spurt, accompanied by growls that turn into mountain-shaking roars as the juice crackles all over his body.)

Tirek: YES!!

(As he grows and grows and roars and roars, Twilight struggles dazedly to her hooves and the rest of the Ponyville bunch hurries over to her.)

[Animation goof: Their eyes switch between faded and normal during the approach.]

Spike: Twilight— *(She drops onto her haunches.)* —what were you thinking?

(On the start of the next line, zoom out slightly to put Discord partly in view in the foreground, then cut to him.)

Discord: Tirek tricked me into believing that he could offer me something more valuable than friendship. But there is nothing worth more. *(fingering medallion)* I see that now. *(bitterly)* He lied when he said that this medallion was given as a sign of gratitude and loyalty.

(Extreme close-up of it on the end of this line, zooming out to frame the rest of him.)

Discord: But when I say that it is a sign of our true friendship...

(He begins to lift it away from his neck; cut to Twilight and Spike.)

Discord: *(from o.s., placing it around hers)* ...I am telling the truth.

(In extreme close-up, the rainbow gleam that shone across the objects given to her five friends plays along the golden surface of the medallion. Zoom out to frame all of Twilight, her head snapping up and her eyes regaining their old luster as she voices a barely audible gasp.)

Applejack: You think that might be the last one we need?

Twilight: We have to get to the chest.

(She gallops off, the others following on hoof and clawed leg and mismatched hind limbs. Wipe to the box in the Tree's cavern; the eight hurriedly gather around it, and Twilight cautiously lifts the medallion—still around her neck—toward the one unoccupied keyhole. A burst of light yanks it free, whirling it in midair before her wondering eyes, and turns it into the missing sixth key. The head is styled as the six-pointed star from her cutie mark, and the barrel consists of two pieces that come together to form a point at the toothed end. She smiles gently as it guides itself into the keyhole.)

(Her joy is short-lived, though, as the entire cavern shakes with a distant tremor. The source, of course, is Tirek, now grown tall enough to look at the mountain peaks straight on; he fires off a spell, tearing up the stretch of forest land immediately before him.)

Twilight: Together! I think we have to do this together!

(Cut to a long overhead shot of the box and zoom in as each mare steps up to the key she provided. Six hooves grasp the heads and turn at once, and the top face opens so that a blinding white light can issue from within. Awed gasps from the group.)

Mares: Whoa...

(What comes next is a pastel spectrum—one band in each of their coat colors—that arcs toward the Tree and disappears into the star jewel, the Element of Magic, set into its trunk. Zoom out as five ribbons of colored light snake slowly along the branches to connect to the Elements at their ends. Each jewel flares briefly at the contact—first Generosity, then Laughter, then all six at once. Their intensity grows, and appropriately tinted beams lance down from the ceiling to envelop each pony separately. Twilight raises her head with a smile before a burst hides her from sight, and the beams shift to fire on the six directly from the keyholes. They are drawn in as if by tractor beams and fade away altogether, but a swirl of multicolored light from the box grows to fill the screen and fades to white.)

(Fade in to a translucent pink sphere, with Pinkie's hazy silhouette visible inside. Zoom in quickly on this; it bursts to reveal the party-loving pony with a few very noticeable changes in her appearance. The mane and tail have grown out, both marked with small stars and pastel blue/orange/yellow rainbow stripes, and a starred blue bow gathers the mane at the back of her head so that it cascades down one shoulder. Small multicolored balloons decorate all four hooves, which are now shaded from pink down to yellow at their tips. Her cutie mark is only slightly changed, judging from the portion of it that can be seen beyond her mane.)

(Cut to a blue bubble that contains Rainbow's silhouette and zoom in as it too pops. The speedster's mane/tail have both grown and are swept straight back in twin torrents of wildly vivid color that are repeated on her wings, and small lightning bolts mark her hooves and the corners of her eyes. Another burst, and the new Applejack has emerged from her bubble: streaks of pink and red through her elongated mane/tail, both now tied with long green ribbons, a large red apple on her hat, and clusters of apples on her hooves. Where only small fragments of the previous two's cutie marks could be seen due to mane/wing placement, hers is in full view, but changed: one large red apple surrounded by five small ones.)

(The next flash reveals Fluttershy, her mane/tail extended to flow in the breeze and shot through with blue, darker pink, and blue-green. Her wings display shadings of these colors as well, and small multicolored butterflies are on her hooves; her cutie mark has become a large butterfly ringed by five small ones. Rarity appears next, her mane and tail grown long enough to form several curly locks with stripes of pink, blue, and yellow among the elegant purple and set with small diamonds. Clusters of variously hued lozenge gems are on her hooves, and her cutie mark can be partly seen: a large blue diamond and several small ones. Finally, the transformed Twilight emerges in close-up and drifts slowly backward to join her friends. The very long, dark blue mane/tail now sport stripes of pale gold in addition to pink and purple, and these last two colors appear on her wings as well; every hoof is set with a sprinkling of multicolored stars. All six ponies are glowing faintly, with the effect that their natural coloration is visibly enhanced and brightened.)

(Cut to Tirek at the edge of the ravine in which the cavern sits; the sky above him is blue and clear. A glow from farther down precedes the altered mares' floating ascent to the surface in a single sphere of brilliant, rainbow-hued light. They stop some distance overhead; with a grimace of pure hatred and a feral roar, he uncorks a devastating spell straight at them. After keeping it up for perhaps two seconds, he stops his onslaught—and is absolutely floored to find that it has had no visible effect whatsoever.)

Tirek: How is this possible? You have no magic!

(Cut to a slow pan across the six. The marks of Pinkie and Rainbow can be seen in full detail now; Pinkie's mark looks very similar to her original one, and Rainbow's consists of her original, ringed with lightning bolts in different colors. In addition, Twilight's mark consists of her original one along with a cluster of small pink stars.)

Twilight: You're wrong, Tirek! I may have given you my alicorn magic, but I carry within me the most powerful magic of all!

(Off goes a bright violet spell from the group, curving gracefully overhead and coming right down on his cranium. Other spells lance into him from different angles—one for each coat color—and the six join into one straight rainbow that pours its energy into the would-be tyrant. He growls and strains against the onslaught, then trails off into anguished screams as he begins to shrink, step by step. By the time it is all over, he has reverted to the elderly, frail appearance he first manifested in Part One and the steel bracers have rematerialized on his wrists.)

(Around him, the jagged outline of one of the open-air prison-cell platforms in Tartarus fades into view and a cage appears, penning him in. Zoom out to frame the entire cavern; Cerberus stands guard at the base of the stairs leading up to Tirek, and the three captured Princesses are visible on another platform in the distance. At the scene of this very short, very one-sided battle, the rainbow beam shuts down, then reappears as a ring whirling around the sphere of light that still contains the six mares. They begin to gain altitude; in a long shot of the entire continent, they rise above Ponyville and the sphere turns into a great burst of light that sends a rainbow shock wave streaming out in all directions.)

(In Canterlot, Twilight and Rarity gallop down from the sky, ahead of its leading edge. Shining and the two guards Tirek drained sit up woozily; in close-up, the BBBFF's eyes clear as his horn flashes back to life. He turns around, giving a big grin to the two mares now standing behind him. Cut to the clearing where the Wonderbolts and their backup collapsed in Part One after having their magic taken. Fluttershy and Rainbow swoop low over them, the shock wave coming through right behind, and all rise back into the air with clear eyes and fully operational wings. Derpy Hooves, the last to get airborne, does so with a big grin as the two made-over pegasi fly past her.)

(Behind them, the view wipes to a stretch of desert land and the wave washes into view. A tilt down to ground level follows it into Appleloosa, where Applejack and Pinkie appear among the drained settlers as it passes. Eyes snap back to normal and cutie marks reappear as the two mares rear up happily, and soon all the ponies are upright and getting in on the fun. From here, tilt up to the sky; behind a layer of clouds, the view wipes to an extreme close-up of a metal stake driven into a flat expanse of stone, with a chain attached. A flash of magic causes the chain to start disappearing link by link, as if it were a fuse burning away, and a zoom out and tilt up shows Celestia's hoof in a shackle on the other end. She forces her eyes open with some effort as the chain and shackle go bye-bye, but the return of her magic and cutie mark do wonders to revive her and restore the life to her dimmed pink eyes and motionless mane/tail. A similarly restrained Luna and Cadence get to know the feeling of liberation and release in short order, and all three spread their wings and lift off.)

(Dissolve to the rainbow-wreathed sphere as it settles back down into the cavern and disgorges the six heroes. The ball of energy is sucked back into the box, whose lid snaps shut, and the glow of energy that had brightened their colors fades away at last. However, the Tree is not done surprising them; it begins to emit a piercing white light that grows to wash out the entire screen as the cavern begins to shake. Up on the surface, the tremors are enough to vibrate bits of the debris left by the epic Twilight/Tirek throwdown. The pastel rainbow punches straight up through the grass, and down below the box floats free of the flower in which it has sat. The earthquake and dazzling light have subsided, but the ribbons of light connecting the Elements remain on the Tree's branches.)

(The rainbow is emanating straight up from the Tree, and the box follows its high arcing path over the surface to come down somewhere in Ponyville. Cut to a close-up of this terminus; the box sinks into the ground, the pastel spectrum fading away, and then a whole new quake starts

up. The earth fractures, shafts of brilliant yellow light spilling up from beneath, and a slim crystal spire begins to rise. In a long shot of the entire town, this new structure pushes higher and higher in a blaze of light, exposing a large, ornate star at its tip. A closer shot and zoom out frame the end result in more detail: a castle, formed from blue/violet crystal and built as a stylized cross between the Tree and the destroyed library. The entrance doors and roofs are of gold, as are the balconies from which strings of crystals dangle to mimic the moss growths on the library's branches. Hanging on a horizontal pole is a pink banner marked with the star on the topmost spire. The castle stands at the edge of Ponyville, on the side opposite the stream that borders the town.)

(The six teleport to the entrance; one by one, they revert to their original appearances and cutie marks. This shot is close enough to pick out the two pink hearts set into the entrance doors, one above the other.)

Rarity: *(awestruck)* Sweet Celestia! Are you all seeing what I'm seeing?

Twilight: But... whose is it? *(Close-up.)*

Celestia: *(from o.s.)* I believe it is yours, Princess Twilight.

(All eyes turn toward that voice; cut to the three restored Princesses now standing nearby on the end of this. Spike peeks out from behind Luna, and Discord pops up behind Celestia with a happy wave. Dissolve to the entire group of eleven moving along a broad corridor inside; all are walking except for Rainbow. Twilight and Celestia are up front, followed by Luna and Cadence, then Spike and the other mares, and finally Discord hanging well back. The walls are done in dark blue, with crystal columns between the light green stained-glass windows that resemble stylized trees, and tiny diamond-shaped lights in various hues hang from the arches above.)

Celestia: You've been wondering what you are meant to do as a princess. Do you know now?

Twilight: As Princess, I believe I have the power to spread the magic of friendship across Equestria.

(On the second half of this line, cut to a long shot of Ponyville—and its shimmering new addition—and pan slowly across.)

Twilight: *(voice over)* That is the role I am meant to have in our world! *(Close-up.)* The role I choose to have! *(She teleports back to Spike and the mares, who have stopped.)* But I didn't defeat Tirek on my own. *(Group hug.)* It took all of us to unlock the chest.

(They have reached a set of closed double doors.)

Celestia: *(magically opening them)* Then it is unlikely you are meant to take on this task alone.

(There follows a round of ecstatic gasps from the crew, with the following mixed in.)

Pinkie: Wowie!

Fluttershy: Oh, wow...

(Cut to the upper reaches of the space beyond the doors and tilt down slowly. The blue crystal has been carved to resemble the inside of a giant hollow tree, with overarching root/branch columns, and more of the tree windows are on display. Banners in this same color scheme and design have been hung up. In the center of the floor is a large gold circle set with the rooftop star; around its edge, facing in, are six tall thrones carved from white crystal with blue cushions. The four facing the camera are set with cutie marks—Rainbow, Twilight, Applejack, Rarity—and the one for Twilight has a smaller throne placed next to it for Spike’s use. The intended occupants of these seats walk in slowly, unable to believe their eyes.)

Celestia: *(from o.s.)* You are now Twilight Sparkle, the Princess of Friendship.

(Cut to in front of the entering group, framing the two thrones that were turned away from the camera in the previous shot. One bears Fluttershy’s butterflies, the other Pinkie’s balloons. Celestia, Luna, Cadence, and Discord hang back as they walk in. Rainbow is first to test out her throne, and Rarity and Spike follow suit, grinning across the way at each other. Now Celestia addresses Twilight in close-up.)

Celestia: But what is the Princess of Friendship without her friends?

(She steps back on the end of this, and the rest of the crew gathers around their favorite egghead. Looking back toward the doors, said egghead notices Discord, half-hidden timidly behind a column. She gives him a gentle smile; a moment later he finds himself being levitated over to them in her magical grip, and he stretches his arms to hug all the mares. The happy moment ends as soon as he opens his mouth.)

Discord: *(petulantly)* Wait a minute! Where’s my throne? *(Fluttershy flies up to him.)*

Fluttershy: I don’t think you’re quite there yet.

Discord: *(chuckling sheepishly)* Yes, well, I suppose not.

Upbeat acoustic guitar/mandolin melody with drums/handclaps, fast 4 (D major)

(Dissolve to the castle’s dazzling spire and tilt down to its base, where quite a few curious residents have gathered. The doors swing open and Twilight steps out.)

Mandolin out; percussion drops back to bass drum and claps

Twilight: Each one of us has something special
That makes us different, that makes us rare

Cymbal, bass guitar in

(The crowd beams and starts forward; cut to Fluttershy and Rainbow hovering in the throne room. They trade a high five and corkscrew down, out the door.)

Fluttershy: We have a light that shines within us
That we were always meant to share

Mandolin, full percussion in

(The crowd enters the room; in close-up, Applejack and Rarity face each other.)

All six: And when we come together, combine the light that shines within
(They back away from the camera; now Pinkie and Rainbow do the same, then Twilight and Fluttershy.)

There is nothing we can't do, there is no battle we can't win
(All pace around the star on the floor.)

When we come together, there'll be a star to guide the way
It's inside us every day

(Waves of multicolored light shine from the star, bathing the onlookers gathered at the room's periphery, and consolidate into the pastel rainbow that defeated Tirek. It races toward the ceiling.)

All six: See it now, see it now

Horns in

(The great crystal star on the spire burns white, and the broad band issues from it to spiral down around the castle before taking off for parts unknown.)

All six: Let the rainbow remind you
That together we will always shine
Let the rainbow remind you
That forever this will be our time

Horns out

(During the previous four lines, the camera cuts to those who provided the objects that turned out to be the keys to this kingdom. Coco Pommel, sewing an outfit in a Manehattan office, sees the rainbow arc past her window...it spirals among Spitfire, Soarin', and Fleetfoot in mid-flight as they swoop past Cloudsdale...Cheese Sandwich, doubtless on his way to throw a humdinger of a party, watches it flash by and gives a hearty blow to the party favor in his mouth as his rubber chicken Boneless Two lolls on his back...Sea Breeze and the other Breezies marvel as it whisks through their tiny settlement... it snakes past Silver Shill, who has set up a stand to sell wigs and costumes...and finally it curls past Discord in the throne room. The other three Princesses are now among the crowd, and Celestia is quite surprised to find a bouquet of flowers being offered to her in the taloned forelimb. She smiles at the gesture and Discord winks in return.)

All instruments except guitar out; backing strings in

(Cut to a close-up of Twilight and zoom out slowly as her friends and number-one assistant gather around.)

Twilight: Let the rainbow remind you
Tempo slows greatly
That together we will always shine

(A flash of light, and all seven smiling faces have been captured in a photograph. Zoom out slowly.)

Song ends
(Fade to black at the same time.)

(The usual closing theme does not accompany the credits. In its place is a lush string/woodwind piece with light percussion, brisk 4, D major. The melody opens quietly, but builds to a majestic close with horns and percussion.)