

Distribution:

Production

Devon Cody
Meghan McCarthy
Jayson Thiessen
Jim Miller
Lesley Crawford
Melinda See

The HUB

Tegan Molloy
Allegra Newman
Linda Shima Tsuno
Wayne Winstead

Hasbro Studios

Stephen Davis
Kathy Page
Michael Vogel
Brian Lenard
Finn Arnesen
Nina Scales

Hasbro Brand

You Sun Hwang
Samantha Lomow
Gretchen Forrest
Marissa Mansolillo

MY LITTLE PONY V

"The Cutie Re-Mark Part 2"

Episode 526

Written by: Josh Haber

Locked Polish: October 09, 2014
Approved Polish: September 16, 2014
Polish: September 12, 2014
2nd Draft: September 02, 2014
1st Draft: August 15, 2014
Outline: July 29, 2014
Premise: June 16, 2014

PART II

RECAP OF PART ONE

ACT ONE

SC. 1 - EXT. CLEARING - RESUME

Twilight and Spike look out, terrified, as the sharp points of the savage ponies' spears draw closer and closer.

1 TWILIGHT
Wait! We're not changelings! I'm a pony! And he's a dragon!

2 PINKIE PIE
A likely story!

She leans down to Spike.

3 PINKIE PIE (CONT'D)
Do something dragonish!

Spike blows a puff of smoke. Pinkie coughs.

4 PINKIE PIE (CONT'D)
That's pretty good.

Savage Fluttershy sticks her spear in closer.

5 FLUTTERSHY
The servants of Chrysalis will do anything to save their evil skins!

6 PINKIE PIE
Right. We won't be fooled by your trickery!

The tribe of ponies all draw back their spears and prepare to strike, when a VOICE calls out behind them.

7 VOICE (O.S.)
STOP!

The group of savage ponies part and a figure steps through their ranks into the light. Twilight looks up, relieved to see - ZECORA.

8 ZECORA
If they are changelings, we'll soon see...

Zecora leans in, looking closely at Twilight and Spike.

9 ZECORA (CONT'D)
...though I think they're not what
they appear to be.

10 TWILIGHT
Zecora! Thank you. Please, you have
to listen.

Zecora takes out a SALVE which she applies to Twilight and Spike's face -- giving them the same savage appearance as the rest of the tribe.

11 ZECORA
Beneath this salve no changeling
hides, for it reveals the truth
inside.

As Zecora finishes, both Twilight and Spike start to shimmer with the same YELLOW GLOW as the map. Zecora steps back in shock. The savage ponies all look to her, concerned.

12 PINKIE PIE
 (to Zecora)
What's wrong. What does it mean?

13 ZECORA
The meaning is far worse, I see.

Zecora looks from Twilight, Spike, and the map - all SHIMMERING with a YELLOW GLOW - to her tribe standing in the dim forest.

14 ZECORA (CONT'D)
For it is we who should not be.

Twilight steps forward.

15 TWILIGHT
I think I can explain.

16 ZECORA
I'm sure you can, but let's not
talk here, Chrysalis and her army
will soon draw near.

Zecora heads into the forest and the others follow.

SC. 2 - EXT. FOREST - PATH - MOMENTS LATER

Twilight and Zecora talk as they and the others make their way through the forest.

17 ZECORA
The changelings took over not long ago, though I'll wager in your world that isn't so.

18 TWILIGHT
Chrysalis and her army tried to take over Canterlot, but my friends and I stopped her.

19 ZECORA
 (nods)
These friends that here, you do not have. But tell me how this came to pass.

20 TWILIGHT
Starlight Glimmer. A pony who traveled back in time to stop my friends and me from ever coming together.

21 ZECORA
And it is these friends you have in life, that keeps Equestria free from strife?

They stop at a pool of water. Twilight leans over and looks at her reflection.

22 TWILIGHT
I guess so. But this is the second time I've come back and this world is even worse than the last one. If Starlight keeps doing the same thing in the past, how could the present be so different?

Zecora dips her hoof in the water several times in more or less the same spot.

23 ZECORA
Time is a river where even the tiniest changes seen...

The RIPPLES from the spots Zecora touched extend outward and grow larger and larger until they eventually take up very different places in the pool.

24 ZECORA (CONT'D)
Can lead to a waterfall of effects downstream.

25 TWILIGHT
I see.

26 ZECORA
Come to the village and we'll make
plans, to help you return to your
peaceful lands.

SC. 3 - EXT. SAVAGE PONY VILLAGE - DAY

Zecora leads them to a small cluster of huts in the forest.
Spike looks at the walls of overgrown vegetation all around.

27 SPIKE
(sarcastic)
Cozy.

28 ZECORA
This part of the forest is dark and
damp, but it's done well to hide
our camp.

Suddenly the leaves at one edge of the camp start to rustle
as a ragged looking RARITY, RAINBOW DASH, and APPLEJACK
stagger through.

The savage looking ponies quickly gather around them,
pointing their spears at the terrified, exhausted-looking
threesome.

29 RARITY
Please, you have to help us!

30 DASH
The changelings attacked Ponyville.
We barely escaped with our lives!

Twilight's eyes brighten and she starts to run toward them,
but Zecora holds out a hoof, stopping her. Zecora looks at
the ragged ponies.

31 ZECORA
The only changeling attack I see,
is the one that's come here looking
for me.

The ragged-looking Applejack's eyes flash when she sees
Zecora and she smiles.

32 APPLEJACK
It's taken quite a while to find
you, Zecora.

33 ZECORA
For a time we could hide in a place
such as this...

The savage ponies close ranks as Applejack stands.

34 ZECORA (CONT'D)
Though I knew that you'd find us
one day, Chrysalis!

With that, Applejack transforms into QUEEN CHRYSALIS.

35 CHRYSALIS
(laughs)
What a lovely village you've chosen
to stage your little resistance.

Rarity and Rainbow Dash transform into CHANGELINGS as the leaves all around the camp rustle and more CHANGELINGS emerge. Twilight looks up to see the entire village is surrounded.

36 CHRYSALIS (CONT'D)
It looks absolutely delicious!

As the changelings close in, the tribe of savage ponies raise their spears.

37 CHRYSALIS (CONT'D)
Come now, Zecora, you're vastly
outnumbered. I know you don't want
your charges hurt. Come quietly to
the dungeons of Canterlot and I
promise to leave the others alone.

38 FLUTTERSHY
Why would she ever trust you!

Twilight turns to Zecora.

39 TWILIGHT
There's too many of them. Even if
there's a chance Chrysalis will
honor her word, shouldn't you try?

40 ZECORA
If this world is a false one I
don't think it matters. Put things
to right and this false world will
shatter.

Zecora leans in and whispers to Twilight.

41 ZECORA (CONT'D)
Race to the map while we hold off
their attack. Stop Starlight and
put the whole world back on track.

42 CHRYSLIS
Time to make a decision, Zecora.

Zecora looks up to the changeling queen, determined.

43 ZECORA
Even if what you are saying were
true, we'd never surrender to a
creature like you.

With that, Zecora charges toward Chrysalis as the other
ponies run toward the rest of the Changelings.

Twilight looks on in horror. Spike pulls at her tail.

44 SPIKE
Twilight, come on!

Fighting her urge to help, Twilight turns as she and Spike
run off.

SC. 4 - EXT. FOREST - PATH - CONTINUOUS

Twilight and Spike run down the forest path. Twilight pulls
out the scroll.

45 TWILIGHT
Get ready, Spike. We can't waste
any time.

46 SPIKE
If we stop Starlight, none of this
will happen, so technically it's
all a waste of time.

47 TWILIGHT
No one likes nit-picking, Spike.

Twilight looks down the path as the GLOWING MAP starts to
come into view. Her horn glows as she runs, casting the spell
from the scroll.

SC. 5 - EXT. CLEARING - CONTINUOUS

Twilight's magical energy hits the map and the SPINNING
VORTEX forms. Without stopping Twilight grabs Spike, leaps
straight into the vortex, and vanishes.

SC. 6 - EXT. CLOUDSDALE - DAY

Twilight and Spike pop out of the VORTEX once more, but this time Twilight whirls around and immediately sends a BLAST of magic out of her horn.

We PAN AROUND to watch as the bolt hits another BLAST - from Starlight. Starlight frowns as her magic dissipates.

48 TWILIGHT
I hope you didn't think you'd get
the jump on me again, Starlight!

49 STARLIGHT
It was worth a shot. But you still
won't be able to stop me!

50 TWILIGHT
We'll see about that!

Twilight sends another magical BLAST at Starlight, but the unicorn dodges the attack.

The BLAST continues past Starlight, making a hole in a cloud above. A SURPRISED PEGASUS looks through. Starlight looks back at Twilight.

51 STARLIGHT
Not bad. But it's going to take a
lot more than that!

52 TWILIGHT
Lucky for you, there's more where
that came from!

Twilight fires again, but Starlight counters and their magical energies explode in a SHOWER OF SPARKS, cancelling each other out.

As the two of them continue to trade magical blasts, a CROWD OF PEGASI gather on a nearby cloud to watch as Starlight's and Twilight's fight spills onto the...

SC. 7 - EXT. CLOUDSDALE - RACE TRACK - CONTINUOUS

Twilight whirls around, trying to find an opening as she fires another magical BOLT, but Starlight ducks through a cloud ring to avoid it.

53 STARLIGHT
You've really got to work on your
aim!

Starlight charges up her horn to attack just as YOUNG RAINBOW DASH comes careening around the track.

As Starlight lets loose with a massive BLAST, RAINBOW DASH slams on the brakes, surprised by the display.

Hoops and Dumb-Bell pull up beside her just as Twilight blocks Starlight's blast with a BOLT of her own.

54 RAINBOW DASH
WHOA!

Starlight turns to see the young pegasi hovering nearby. She turns back to Twilight and smiles.

55 STARLIGHT
See? You can't stop me no matter
what you do.

Horrified, Twilight looks up at RAINBOW DASH and the others, now sharing a container of POPCORN. She flies up to them.

56 TWILIGHT
What are you all doing? You have to
finish your race!

57 RAINBOW DASH
No way! This is way more exciting.

Starlight laughs as Twilight's expression drops. Suddenly, over her head another VORTEX forms and sucks Twilight and Spike back through.

The three Pegasi look on, disappointed.

58 RAINBOW DASH (CONT'D)
Aw, man!

SC. 8 - EXT. CLEARING - NIGHT

Twilight and Spike tumble out of the vortex and land by the map again. Spike stands and walks to the edge of the clearing, looking up at the sky.

59 SPIKE
That's strange.

60 TWILIGHT
Well, you obviously don't mean us
failing, because that's becoming
pretty routine.

Twilight stands. Spike points to the sky.

61 SPIKE
No. It's just the other times we've
come back it's been day, but look.

Twilight joins him as they look up through the trees to see
the moon and night sky.

62 TWILIGHT
That is odd. Why would the map
would bring us back to a different
time of day than when we left?

Spike looks back at the map and his eyes go wide.

63 SPIKE
Um... maybe we should figure it out
later.

Twilight follows Spike's gaze to see a pack of TIMBER WOLVES
standing between them and the map. The wolves start to GROWL
and arch their backs.

64 TWILIGHT
Good idea.

With that, she grabs Spike and runs off through the woods.
The timber wolves HOWL and give chase.

SC. 9 - EXT. FOREST - CONTINUOUS

Trees fly by as Twilight races through the forest, trying to
stay ahead of the pack.

65 SPIKE
Where are we going?

66 TWILIGHT
Anywhere but here!

Finally, the trees give way as Twilight finds herself
standing before...

SC. 10 - EXT. CASTLE OF THE TWO SISTERS - CONTINUOUS

FOG drifts around the outside, obscuring most of the
exterior, though the rope bridge across the chasm around the
castle is clearly visible.

67 TWILIGHT
The Castle of the Two Sisters!

The HOWLING of the wolves gets closer.

68 SPIKE
Well, don't just stand here!

Twilight takes off across the bridge, runs up the fog-covered path and inside.

SC. 11 - INT. CASTLE - THRONE ROOM - CONTINUOUS

Twilight and Spike look around. Polished black stone lines the floor. In fact, the whole place looks entirely restored (i.e., a darker version of how it appeared in the flashback of the season four premiere).

69 SPIKE
This place looks a lot cleaner than I remember.

Suddenly, a Unicorn in a dark purple cape enters at the end of the room. She levitates a large pile of folded fabric in front of her. As she gets closer, Twilight recognizes...

70 TWILIGHT
Rarity?

Rarity walks past, barely acknowledging them.

71 RARITY
(curt)
The castle isn't open for viewings today. The tapestries all need changing... again.

Spike runs up to her.

72 SPIKE
Rarity, it's me.

She glances at Spike briefly, then goes back to unfolding her fabric.

73 RARITY
I don't socialize with dragons. I don't know anypony who would.

Spike looks down, crestfallen. Twilight rushes up.

74 TWILIGHT
Rarity, you have to listen to me. The future of Equestria is at stake. Or the present. Actually, I guess it's the past.

75 RARITY
I don't know how you know my name,
but I'm far too busy to entertain
some tourist's ridiculous
fantasies.

76 TWILIGHT
It's not a fantasy!

Rarity continues to hang her tapestry while Twilight rants.

77 TWILIGHT (CONT'D)
I have to get back to the map so I
can stop Starlight from changing
the past because every present I
come to is worse than the last!

Twilight finally looks up as Rarity finishes hanging her tapestry and sees it's a MOON on a purple background with a black border.

She spins around, finally noticing the rest of the room. Every tapestry and window is decorated with MOONS.

78 TWILIGHT (CONT'D)
Oh, no.

Suddenly a voice rings out from the front of the throne room.

79 VOICE
Time travel, you say?

Twilight turns to see NIGHTMARE MOON sitting on her throne. A company of armored CASTLE GUARDS stand on either side of her.

80 NIGHTMARE MOON
Now that's something I'd like to
see.

Twilight stares in terror as Nightmare Moon's horn crackles with dark magic and we...

END ACT ONE

ACT TWO

**SC. 12 - INT. CASTLE OF THE TWO SISTERS - THRONE ROOM -
RESUME**

Twilight and Spike stare in disbelief as the castle guards rush down to surround them and Nightmare Moon flies into the air and lands in front of them.

81 NIGHTMARE MOON
Tell me how you came by this magic
to travel through time.

82 TWILIGHT
Um... by accident?

One of the guards steps forward, removing her helmet to reveal - Rainbow Dash.

83 RAINBOW DASH
The Princess asked you a question!
And unless you want to end up in
the dungeon, you'll tell her what
she wants to know.

Nightmare leans down to Twilight.

84 NIGHTMARE MOON
No pony in my kingdom but me should
posses a magic powerful enough to
change time.

85 SPIKE
Your kingdom?

86 NIGHTMARE MOON
Who else?

87 SPIKE
Um... Celestia, of course.

Nightmare Moon rears back and laughs. She looks out the window at - The Mare In The Moon, facing the opposite way from the one we know.

88 NIGHTMARE MOON
My sister has been imprisoned in
the moon for years!

89 TWILIGHT
No!

90 NIGHTMARE MOON
Yes! But it's no less a fate than
she sentenced me to.

Nightmare turns back to Twilight.

91 NIGHTMARE MOON (CONT'D)
Now. Reveal to me the source of
this time magic.

Twilight looks down at the ground, defeated

92 TWILIGHT
All right.

93 SPIKE
Twilight! No!

94 TWILIGHT
We have no choice, Spike.
(to Nightmare Moon)
I can take you to it, but you'll
have to get past the Timber Wolves.

Nightmare Moon laughs.

95 NIGHTMARE MOON
Timber Wolves? I am the ruler of
all of Equestria. Do you think I
can't deal with Timber Wolves?

Twilight looks up, a gleam in her eye.

96 TWILIGHT
No. I know you can.

Nightmare Moon looks at her suspiciously, then extends
crackling DARK MAGIC from her horn and pulls down the
tapestry that Rarity just hung.

97 RARITY
REALLY?!

98 NIGHTMARE MOON
And if you're thinking of trying to
escape...

Nightmare Moon use the tapestry to tie up Spike, then
levitates him over to her guards who stare down at him
menacingly. Spike looks to Twilight, worried.

99 NIGHTMARE MOON (CONT'D)
It would be very unfortunate for
your friend.

SC. 13 - EXT. CLEARING - RESUME

Twilight leads Nightmare Moon, RAINBOW DASH and the guards towing a bound Spike into the clearing. Nightmare flies over to the GLOWING map.

100 NIGHTMARE MOON
How does it work?

101 TWILIGHT
A pony from my time used a spell to travel back and change the past.

Nightmare walks toward Twilight and stands over her, her horn crackling with dark magic.

102 NIGHTMARE MOON
And now you will give this spell to me.

Twilight looks up at her as Nightmare walks back to the map.

103 NIGHTMARE MOON (CONT'D)
With it I will ensure that the Elements of Harmony are never found and my rein lasts forever!

104 TWILIGHT
But it won't.

Nightmare spins around and looks at her.

105 NIGHTMARE MOON
What?!

106 TWILIGHT
In my world, my friends and I found the elements and used them to defeat you. And I will do everything in my power to bring that world back.

107 NIGHTMARE MOON
NO!

Nightmare unleashes a BLAST of dark magic at Twilight, but misses as Twilight TELEPORTS over to Spike. She grabs him and BAMFS them both back to the map as she pulls out the scroll and casts the spell.

108 TWILIGHT
It looks like Equestria suffers in
any world without my friends,
Spike. It's time to set things
right.

109 SPIKE
Sounds good to me!

RAINBOW DASH and the guards swarm Twilight as Nightmare rears
back to deliver another BLAST, but the VORTEX appears,
sucking Twilight and Spike up as Nightmare screams.

110 NIGHTMARE MOON
NOOOOOOO!

SC. 14 - EXT. CLOUDSDALE - DAY

Twilight and Spike fall out of the VORTEX and Twilight
immediately BLASTS Starlight with the same ICE SPELL that
Starlight cast on her.

Twilight flies over to Starlight, trapped in a block of ice.

111 TWILIGHT
Now more than ever I know how
important it is to stop you.

Inside the ice, Starlight's horn starts to GLOW, and she
immediately breaks free.

112 STARLIGHT
Well, good luck!

Starlight immediately flies off.

113 TWILIGHT
Hang on, Spike!

Twilight soars after her as we CUT TO...

SC. 15 - TIME LOOP MONTAGE

STARLIGHT - shoots to where RAINBOW DASH and the BULLIES race
and trips RAINBOW DASH who tumbles into a cloud as Hoops and
Dumb-Bell rocket to the finish.

TWILIGHT - stops in mid-air, stunned as Starlight looks at
her ginning. Twilight grimaces as a VORTEX forms and SUCKS
HER UP, depositing her in...

THE PRESENT:

TWILIGHT & SPIKE - tumbles out of the VORTEX into a FIERY LANDSCAPE as a HEARD OF PONIES run past, followed by the massive FEET OF LORD TIREK stomping after them.

Twilight and Spike share a troubled look before she casts the spell again and the VORTEX SUCKS THEM BACK INTO...

THE PAST:

TWILIGHT - pops out of the VORTEX and immediately fires a blast of magic from her horn at...

STARLIGHT - who side steps out of the way, then looks behind her, as the blast knocks Hoops and Dumb-Bell right off of the practice cloud.

Fluttershy looks around confused as Rainbow Dash flies overhead without stopping. Starlight grins at Twilight again as another vortex sucks her into...

THE PRESENT:

TWILIGHT - and Spike pop out of the VORTEX onto a giant pile of SQUEAKY TOYS. Twilight and Spike exchange puzzled looks as a HEARD OF PONIES race by, followed by DISCORD, riding a UNICYCLE (and wearing a helmet) as he chases after them.

TWILIGHT - sighs as she casts the spell again and the VORTEX SUCKS THEM BACK INTO...

THE PAST:

TWILIGHT - falls from the VORTEX into Cloudsdale and spins around looking for Starlight. Spike points to the PRACTICE CLOUD where...

STARLIGHT - uses her magic to fly YOUNG FLUTTERSHY through the practice course as a stunned Hoops and Dumb-Bell look on. She looks back at Twilight and WINKS as another VORTEX sucks her and Spike back to...

THE PRESENT:

TWILIGHT & SPIKE - fall out of the VORTEX where everything looks normal. Just as they share a look of relief...

A GIANT METAL CLAW - chomps down and pulls out all the nearby trees to reveal the rest of the forest is gone.

Twilight looks up at the logo on the side of the huge MACHINE: heroic PROFILES OF FLIM AND FLAM, facing each other like a Communist Propaganda poster.

Twilight casts her spell as the machine readies to scoop up the earth around her, Spike, and the map. The spinning VORTEX appears, sucking them up just as the claw comes crashing down and we...

END MONTAGE.

SC. 16 - EXT. CLOUDSDALE - DAY

Twilight and Spike pop back into the clouds. Twilight whips around and catches sight of Starlight speeding away.

114 TWILIGHT
We can't keep doing this, Spike.

She chases after Starlight, who stops at the side of the race track, her horn glowing with MAGIC.

115 STARLIGHT
Up for another race-ending fight, Twilight?

116 TWILIGHT
No. You were right. I can't stop you. But you can't stop me from trying and we could be stuck doing this for all of eternity.

117 STARLIGHT
If that's what it takes to keep you and your friends from getting your cutie mark connection, then I'm game.

118 TWILIGHT
Starlight, what you're doing goes way beyond cutie marks.

Twilight grabs an armful of cloud. With her magic she shapes it into mountain, then sets a small ball at the top rolling down. She pushes it from side to side as it picks up speed, growing bigger, like a snowball rolling downhill.

119 TWILIGHT (CONT'D)
Everything we do here in the past, even the smallest change, can snowball into an avalanche of trouble for the future.

Starlight BLASTS the ball of cloud as it rolls off of Twilight's make-shift demonstration.

120 STARLIGHT
Next I suppose you'll tell me that
the fate of all of Equestria hangs
in the balance.

121 TWILIGHT
IT DOES!

122 STARLIGHT
Spare me your over-blown ego. No
group of friends, not even Princess
Twilight's, is that important.

With that, Starlight grabs Twilight's cloud-mountain with the magic from her horn and tosses it onto the track - right in front of a speeding YOUNG Rainbow Dash.

RAINBOW DASH crashes into the clouds and spins out as Hoops and Dumb-Bell fly past her on the track. RAINBOW DASH stands up and shakes off the cloud, but too late as the bullies speed to the finish.

Starlight looks back at Twilight with another grin as the spinning VORTEX forms over her and Spike.

123 TWILIGHT
I don't know how important other
ponies' friendships are to the
future, but I can show you what the
world is like without mine.

Twilight dives forward and grabs Starlight as the vortex sucks Spike and the two ponies up.

SC. 17 - EXT. DESOLATE WASTELAND - DAY

Twilight, Starlight, and Spike drop out of the VORTEX and land on gray, rocky ground.

124 STARLIGHT
Where are we?

125 TWILIGHT
The future. Or rather, the present.

126 STARLIGHT
But there's nothing here.

127 TWILIGHT
I wish I could say I was surprised.

Twilight walks around the GLOWING map. She looks down at the topography that's now utterly featureless - a vast expanse of nothing.

128 TWILIGHT (CONT'D)
But every world I come back to is worse than the last. I don't know why my friends and I are so important to Equestria, but we are.

129 STARLIGHT
I don't believe you!

130 SPIKE
Come on, Starlight. Look around.

Starlight looks up at the endless plain. In every direction, gray, lifeless rock extends under a colorless empty sky for as far as the eye can see.

131 TWILIGHT
Like I said, everything in the past effects the future, even the tiniest act, and what you're doing leads here.

Starlight looks up at her.

132 TWILIGHT (CONT'D)
I know I can't stop you, but I thought showing you this might change your mind.

133 STARLIGHT
Change my mind? You don't know anything about me. I was perfectly happy before you and your friends ruined what I built.

134 TWILIGHT
I don't know what happened that lead you to make your village without cutie marks. And I'm sorry my friends and I had to take it away. I understand that you want to get back at us, but there has to be a better way.

Starlight's eyes flash as she looks at Twilight, angry.

135 STARLIGHT
You want to know what happened to me? I'll show you!

With that, Starlight's horn glows. Starswirl's scroll floats out of Spike's bag as Starlight casts the spell. Magical energy extends to the map and swirls around them in a new VORTEX that sucks them in as they vanish.

SC. 18 - EXT. VILLAGE - DAY

Spike and the two ponies appear on the outskirts of a small community of ponies.

136 TWILIGHT
Where are we?

137 STARLIGHT
That map of yours is connected to every part of Equestria and this part is my home.

Starlight walks toward a small cottage. Spike and Twilight follow.

SC. 19 - EXT. COTTAGE - CONTINUOUS

At the cottage, they peer in through a window at a YOUNG STARLIGHT sitting at a table with another UNICORN (SUNBURST) working their way through a giant stack of books.

138 STARLIGHT
Sunburst and I did everything together. In fact, I don't remember us ever being apart... until today.

Spike jumps up, trying to see in the window.

139 SPIKE
What happens today?

Twilight uses her magic to lift Spike up so he can see.

Inside, Young Starlight takes a book from the bottom of the stack, causing the whole pile to wobble and fall.

Young Starlight stumbles back as the giant stack of books falls toward her. Sunburst stands up alarmed. Suddenly his horn GLOWS brightly and beams of magic shoot out at...

STARLIGHT - as a pillow appears beneath her, cushioning her fall and...

THE BOOKS - which stop falling and hang in the air for a moment, then fly onto a nearby shelf, organizing themselves in a neat row.

Across the room an OLDER PONY COUPLE look up surprised. Starlight looks up too as Sunburst's flank starts to GLOW and a cutie mark of STREAKS OF LIGHT appear.

The pony couple rush over excited and lift Sunburst up as they laugh and smile and carry him out of the house.

SC. 20 - EXT. VILLAGE - CONTINUOUS

Starlight, Twilight, and Spike follow as the couple rushes out into the street. Soon a crowd of ponies gather, all excitedly congratulating the couple as they toss Sunburst in the air, laughing.

140 STARLIGHT
And just like that, my friend was gone.

141 TWILIGHT
What do you mean?

Starlight looks back to the house at her younger self standing alone in the doorway.

142 STARLIGHT
His family recognized his magical talent and sent him off to Canterlot. I never saw him again.

143 SPIKE
Why not?

Starlight whirls on them both.

144 STARLIGHT
Because of his cutie mark! He got his and I didn't. He moved on and I didn't. I stayed here and never made another friend because I was too afraid another cutie mark would take them away too!

145 TWILIGHT
That's ridiculous. A cutie mark can't take your friends away.

Starlight's eyes FLASH.

146 STARLIGHT
Not everypony's lucky enough to get her cutie mark at the same time as her friends.

Starlight's magic hits the scroll again and the spinning VORTEX takes them too...

SC. 21 - EXT. CLOUDSDALE - DAY

The three of them appear in Cloudsdale near the race track just as before. In the distance, RAINBOW DASH and the bullies speed toward them.

147 STARLIGHT
You don't know what it's like to
lose a friend because of a cutie
mark. But once I stop the Rainboom
you will!

She holds Starswirl's scroll up, ready to rip it in half.

148 STARLIGHT (CONT'D)
And when I destroy this scroll,
there'll be no way for you to
change it!

Off Twilight's look of horror we...

END ACT TWO

ACT THREE

SC. 22 - EXT. CLOUDSDALE - RESUME

Starlight holds the scroll, ready to rip it in half. Twilight looks at her, pleading.

149 TWILIGHT
Starlight, you're right. I don't
know what you went through, but I
do know you can't do this. I've
seen where this leads and so have
you.

150 STARLIGHT
I only saw what you showed me. Who
knows what will really happen?

Twilight looks up the track as RAINBOW DASH and the others grow closer.

151 TWILIGHT
I do. I've seen it a dozen times.
Trust me, things don't turn out
well in an Equestria without my
friends.

152 STARLIGHT
What's so special about your
friends? How can a group of ponies
that are so different be so
important?

153 TWILIGHT
The differences between me and my
friends are the very things that
make our friendships strong.

Starlight turns toward the track.

154 STARLIGHT
I thought Sunburst and I were the
same, but we turned out different
and it tore our friendship apart.

155 TWILIGHT
So try again. Make new friends. And
if something that you can't control
happens that changes things, work
through it together. That's what
friendship is.

Starlight looks down at Starswirl's scroll.

156 TWILIGHT (CONT'D)
And it's not just my friendships
that are important to Equestria.
Everyponies' are. When yours ended
it lead us here, but just imagine
all the others that are out there
waiting for you if you just give
them a chance.

Starlight looks up at Twilight.

157 STARLIGHT
How do I know they won't all end
the same way?

158 TWILIGHT
I guess it's up to you to make sure
they don't.

With that, Twilight holds out her hoof. Starlight looks down at the scroll, then to the track as Dash and the others get closer.

Finally, Starlight looks back to Twilight and takes her hoof. She lets the scroll drop and Spike scoops it up just as Rainbow Dash, Hoops and Dumb-Bell race by.

Twilight, Spike, and Starlight watch as RAINBOW DASH speeds ahead, hitting the last cloud ring and setting off the SONIC RAINBOOM.

Starlight turns to Twilight and smiles sheepishly as the VORTEX appears above them and they are sucked back through time to...

SC. 23 - INT. CASTLE OF FRIENDSHIP - DAY

The VORTEX appears and spits Twilight, Starlight, and Spike out onto the floor next to the map.

The three of them stand and watch as the scroll slips out of Spike's claws and drifts over the map. The YELLOW GLOW from the map intensifies as the energy from the scroll and the map connect.

The scroll siphons all of the magical energy from the map as it starts to GLOW more and more intensely, then immediately sucks into a small ball of light.

FLASH CUT TO THE CASTLE EXTERIOR

A magical IMPLOSION/EXPLOSION blasts YELLOW LIGHT out of every window of the castle, lighting up the sky as it fades from yellow to gold.

FLASH CUT BACK INSIDE

Twilight, Starlight and Spike blink, looking at the map. The scroll is gone. Spike looks around.

159 SPIKE
One Castle of Friendship. Check.

Suddenly, Applejack, Rainbow Dash, Rarity, Fluttershy and Pinkie Pie rush in.

160 RARITY
What in Equestria was that?

161 FLUTTERSHY
Is everypony okay?

Pinkie rushes over to the window and looks out at the fading golden light.

162 PINKIE PIE
Can you do it again!?

Spike turns to Twilight.

163 SPIKE
One group of amazing friends.
Check.

164 TWILIGHT
Yep, Spike. It looks like we're
home.

Applejack points over at Starlight.

165 APPLEJACK
What's she doing here?

Starlight looks down at the floor. Twilight looks to her friends and smiles.

166 TWILIGHT
It's actually kind of a long story.

SC. 24 - EXT. CASTLE OF FRIENDSHIP - DAY

Twilight wanders the grounds with her friends. Rainbow Dash glances up at Starlight who looks out from one of the Castle's terraces.

167 RAINBOW DASH
I mean, I knew my Rainboom was
awesome, but I never thought all of
Equestria depended on it.

168 PINKIE PIE
Or on us!

169 TWILIGHT
I think it's more than that. I
think friendship connects all of
Equestria and undoing one group of
friends made all of it's magic less
powerful.

170 APPLEJACK
I can't believe y'all were able to
travel through time like that.

171 PINKIE PIE
That Starlight must be pretty
magical!

172 FLUTTERSHY
I'm glad you were able to convince
her to come to her senses.

Twilight looks up at her.

173 TWILIGHT
Me too. She obviously has more
talent for magic than almost any
pony I've seen.

174 RARITY
Well, not more than you, I hope?

175 TWILIGHT
I don't know Rarity, I wasn't able
to use my magic to stop her. I had
to convince her to stop on her own.
Once I realized that, everything
fell into place.

The others stop and look up at Starlight as well.

176 APPLEJACK
Well, if she's as powerful as all
that, we can't just send her on her
way, can we?

177 TWILIGHT
Actually, I kind of have something
else in mind.

Off of the other's curious looks...

SC. 25 - INT. TWILIGHT'S CASTLE - DAY

Starlight walks into the throne room to find Twilight and her
friends all sitting on their thrones. She stands in front of
the map and looks up at them.

178 STARLIGHT
I know there's no excuse for what I
did, but I want you all to know
that I'm ready for whatever
punishment you think is fair.

179 TWILIGHT
Starlight, I didn't ask you here to
be punished.

Starlight looks up, surprised.

180 STARLIGHT
You didn't? Then why?

181 TWILIGHT
I've been thinking a lot about how
badly Equestria fared without just
one group of friends.

As Twilight speaks, we PAN across all of the Mane Six, who
look down at Starlight, smiling.

182 TWILIGHT (CONT'D)
But it isn't just my friends that
are important and if that's what
happens when only six friends are
separated, the Magic of Friendship
is even more important than we
thought.

Starlight looks up, considering.

183 TWILIGHT (CONT'D)
As Princess of Friendship, it's
clear that the more I spread that
magic throughout Equestria, the
better off we'll be, because when
even one friendship dies, the
results can be disastrous.

184 STARLIGHT
I know, firsthand, how true that
can be.

185 TWILIGHT
And that is why I've asked you
here.

Twilight stands and walks over to Starlight.

186 TWILIGHT (CONT'D)
I know you have a lot to learn
about friendship and I'm willing to
teach you what I know.

Starlight's eyes brighten.

187 TWILIGHT (CONT'D)
If you're willing to learn, you'll
have the power to make Equestria a
better place than even we have.

188 STARLIGHT
How do I start?

189 TWILIGHT
Starting is easy. All you have to
do is make a friend.

Twilight points to the others.

190 TWILIGHT (CONT'D)
And you've got seven of them right
here.

Starlight looks at each of them. Off of her smile we...

SC. 26 - START MUSICAL MONTAGE

We PAN around Starlight as she starts to sing an UPBEAT,
CELEBRATORY POP SONG.

191 STARLIGHT
*I never thought that I... would
find a place,
to step right in and start again.
I never thought that I... could
just begin,
where I left off and make a friend.*

192 TWILIGHT
*Don't you ever think that it might
be too late.
You don't have to wait, there's no
mistakes with friends you make.
A friendship's only made, of what
you bring,
but if you do it right, you can do
anything.*

Twilight leads Starlight around her throne. They look at
their reflections in the crystal-like stone - their cutie
marks side-by-side.

193 TWILIGHT (CONT'D)
*Just use... your eyes... this
time... no lies*

Twilight's horn glows as she and Starlight lift up off of the
ground.

194 TWILIGHT (CONT'D)
*Just don't... disguise... who you
are inside.*

Twilight and Starlight soar past the MAP as the others step forward and join in on the song.

195 ALL
*Because with friends there's
nothing you can't do
Your friends will always trust in
you.
Even if you aren't the same,
That means there's only more to
gain.*

Twilight and Starlight zoom out an open window we CUT TO:

SC. 27 - EXT. CASTLE OF FRIENDSHIP - CONTINUOUS

Twilight and Starlight circle the castle as they continue to sing:

196 TWILIGHT/STARLIGHT
*'Cause with friends there's nothing
you can't do
And you only have to trust them too
All around the world it's true
There's nothing that a friend won't
do.*

Twilight and Starlight fly past the castle balconies where the Main Six continue singing in a STYLIZED SERIES OF SHOTS...

197 RARITY
Together we are just like royalty.

198 FLUTTERSHY
Every one of us has her specialty.

199 RAINBOW DASH
*But we don't have to think and act
the same.*

200 APPLEJACK
*Because our friendship's the
important thing.*

201 PINKIE PIE
*But we're not the only friends in
town
There's friendship everywhere, you
only have to look around.*

SC. 28 - INT. CASTLE OF FRIENDSHIP - CONTINUOUS

Twilight and Starlight land back in the Throne Room.

202 TWILIGHT
*And every one of them, has their
power too.
And a magic that's inside of you.*

203 STARLIGHT
*Just use... your eyes... this
time... no lies*

204 TWILIGHT
*Just don't... disguise... who you
are inside.*

The friends circle Starlight as they sing.

205 ALL
*Because with friends there's
nothing you can't do
Your friends will always trust in
you.
Even if you aren't the same,
That means there's only more to
gain.*

Starlight's magic flows out of her horn, lifting her up out of the circle of friends.

206 STARLIGHT
*'Cause with friends there's nothing
you can't do
And you only have to trust them too
All around the world it's true
There's nothing that a friend won't
do.*

Starlight drifts down as we PAN around all six friends and Starlight. They all gather around and look down at the map.

207 ALL
*Everywhere you go, go, go
The friendships there will show,
show, show,
Just how important they can be, be,
be
Your friends can change world
you'll see.*

They all exchange smiles as we TILT DOWN to the map showing all of Equestria and beyond as we...

FADE OUT.

END.