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MY LITTLE PONY
Season 9

Growing Up Is Hard to Do
Ep 922

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TEASER**SC. 1 - EST. CLUB HOUSE - DAY**

1 APPLE BLOOM (O.S.)
I can't believe we're going to the
Appleoosa County Fair!

SC. 2 - INT. CLUB HOUSE - CONTINUOUS

APPLE BLOOM looks down at a FLYER for a rustic county fair.
SWEETIE BELLE pops up over her shoulder.

2 SWEETIE BELLE
Animal shows, carnival rides--

SCOOTALOO pops up over her other shoulder.

3 SCOOTALOO
And all kinds of food on a stick!

Wide on the three of them as Sweetie Belle turns to
Scootaloo.

4 SWEETIE BELLE
Speaking of food, did you pack
snacks for the train?

Scootaloo pats a set of saddlebags.

5 SCOOTALOO
For there and back.

6 APPLE BLOOM
(chiming in)
And our train tickets are all set.

Apple Bloom shows them a folder with the TICKETS and we PAN
OVER to Sweetie Belle standing in front of a HUGE PAD OF
PAPER. She puts a large CHECK MARK next to a picture of
snacks and a picture of tickets.

Sweetie Belle turns a page on the giant pad and reveals a
massively complex CHART with numbers and arrows -- it looks
like an Excel spreadsheet.

7 SWEETIE BELLE
And I've got our whole itinerary
planned.

8 APPLE BLOOM
Whoa! Are you sure you're not
Twilight's sister?

9 SCOOTALOO
Weeks of planning has all come down
to this. All we have to do now is
wait for our chaperone to get here.

They all look to each other and nod. After a beat Apple Bloom
turns to Scoot.

10 APPLE BLOOM
So when's Rainbow Dash coming?

Scootaloo looks at her, confused.

11 SCOOTALOO
I thought you were gonna ask
Applejack.

Concerned, they both turned to Sweetie Belle.

12 APPLE BLOOM
I don't suppose you asked Rarity?

The three of them look at each other.

13 SWEETIE BELLE
You mean we spent all this time
planning a trip and none of us
asked anypony to take us?

14 SCOOTALOO
In our defense, every other part of
the trip was planned really well.

Off Sweetie Belle and Apple Bloom giving Scoot a look we...

END TEASER

MAIN TITLES

ACT ONE

SC. 3 - INT. RARITY'S BOUTIQUE - SAME

RARITY looks past a DRESS FORM at the desperate faces of the
CMCs. Bits of fabric and pins stick out at odd angles, her
expression a bit harried.

15 SWEETIE BELLE
We really did think of everything,
except finding somepony to take us
and the fair is only today!

16 RARITY
I'm sorry, darlings, but I can't possibly go to Appleoosa. I promised to deliver a new design to Fancy Pants for his Monocle and Top Hat Appreciation Society Soiree.

17 SWEETIE BELLE
Can't you finish it tomorrow?

18 RARITY
I could, but you'll learn as you get older how important keeping your promises is, especially when running a business.

Sweetie Belle turns to her friends.

19 SWEETIE BELLE
Maybe we should just go by ourselves?

20 RARITY
WHAT?! Ohhh, my dear, no. Appleoosa is far too long a train ride for young foals without accompaniment. You could end up in the wrong place entirely. Why don't you see if Rainbow Dash is free?

Off Sweetie Belle's frustrated expression.

WHIP PAN/CUT TO:

SC. 4 - EXT. RAINBOW DASH'S CLOUD HOUSE - SAME

RAINBOW DASH looks down at the girls from a window.

21 RAINBOW DASH
Sorry, but I just heard from Spitfire that a whole bunch of storm clouds got loose from the cloud factory and she needs every Wonderbolt to help bust 'em.

22 SCOOTALOO
Come on Rainbow Dash, they won't miss one pony and we really want to go to the fair. Apparently we're too young to go alone.

23 RAINBOW DASH
Well, duh. Young ponies like you
could get lost and never find your
way back, but I still can't go.

Dash ZOOMS down to where the CMCs are standing.

24 RAINBOW DASH (CONT'D)
Being a Wonderbolt isn't just about
showing off, it's also a
responsibility. You'll understand
when you get older. I'm sure you'll
find somepony else to take you.

Off Scoot, uncertain...

WHIP PAN/CUT TO:

SC. 5 - INT. FARMHOUSE - KITCHEN - SAME

Applejack cooks at the stove, a bowl on a tray sits on the
counter nearby.

25 APPLEJACK
Wish I could, sugarcube. But Big
Mac's not feeling well today.

AJ ladles some soup into the bowl, then takes the tray into
the other room. Apple Bloom and the others follow.

26 APPLE BLOOM
But Big Mac's old enough to take
care of himself and we'd all have
so much fun together.

SC. 6 - INT. FARMHOUSE - LIVING ROOM - CONTINUOUS

REVEAL - BIG MAC laying on the sofa under a blanket and
looking miserable.

27 APPLEJACK
Sometimes taking care of somepony
is more important than having fun.

She looks to the frustrated CMCs.

28 APPLEJACK (CONT'D)
Speaking of which, don't you even
think about trying to go without a
grown pony there to take care of
you. You could end up in hot water,
or worse.

29 APPLE BLOOM
We know.

As the three girls turn to leave, despondent...

WHIP BACK TO:

SC. 7 - EXT. PONYVILLE - ROAD - DAY

The CMCs head down the road, even more concerned than before.

30 SCOOTALOO
The fair could be over before we
find somepony to take us.

31 APPLE BLOOM
But then we thought of you, since
the fair will be full of all sorts
of animals and creatures.

PULL WIDE to reveal the girls trot alongside FLUTTERSHY.

32 FLUTTERSHY
Oh, dear, it does sound like fun,
but I just can't today.

The CMCs hang their heads, disappointed.

33 FLUTTERSHY (CONT'D)
I'm sorry, but Twilight has an
important magical research project
and she's asked for my help.

They all look up to see they've arrived outside Twilight's
Castle.

34 SWEETIE BELLE
I guess that means Twilight's busy
too?

CUT TO:

SC. 8 - INT. TWILIGHT'S CASTLE - SOON AFTER

Twilight stands in front of a pedestal, several books float
around her, as she looks from the pages to what's on the
stand: a flower with just two PETALS under a glass dome
(think the rose from Beauty and the Beast, but totally not).

35 TWILIGHT SPARKLE
I'm afraid I am. Starswirl sent me
this enchanted flower and it isn't
doing well.
(MORE)

TWILIGHT SPARKLE (CONT'D)

If I figure out its magical properties maybe we can save it.

36 SCOOTALOO

So that's a "no" on going with us to the fair?

37 TWILIGHT SPARKLE

Isn't there somepony else you could ask?

38 APPLE BLOOM

We've already asked Applejack, Rainbow Dash, and Rarity and none of them can come.

39 SWEETIE BELLE

And everypony made it clear we're too young to go on our own.

Twilight and Fluttershy both look up at this.

40 TWILIGHT SPARKLE

Oh, definitely. You could take the wrong train or miss your stop...

41 FLUTTERSHY

Or get lost in a strange town and end up in a dangerous situation with nopony to help you.

The CMCS stare back at them, flat.

42 CMCS

We know.

43 TWILIGHT SPARKLE

I know it's hard, but sometimes you just can't do what you want.

44 SCOOTALOO

I'm pretty sure if you wanted to go to the fair you could.

45 TWILIGHT SPARKLE

Sure. Grownups can do a lot of things that foals can't, but there's plenty we can't do either-- like right now I can't find a single reference to this flower.

Fluttershy inspects the flower through the glass.

46 FLUTTERSHY
None of the birds or insects I've talked to had heard of it either.

47 TWILIGHT SPARKLE
Hmm... I wonder if there's anything in Shadetail Evergreen's Tome of Flora and Fauna?

48 FLUTTERSHY
That book's pretty out of date, but it might be worth a try.

49 TWILIGHT SPARKLE
I think there's a copy in the library filed under Discontinued But Still Potentially Useful Ancient Texts. (then, considering) Unless I put it under Hokum With A Slight Chance of Practical Applications.

Fluttershy gives Twilight a look. Twilight gives a sheepish shrug and the two older ponies exit, leaving the CMCs to mope. Apple Bloom walks over to the flower and looks down at it through the glass.

50 APPLE BLOOM
Well, I guess this flower is the most interesting thing we're gonna see today.

Scoot zips over and looks down at it too.

51 SCOOTALOO
Unless you count watching Twilight struggle to remember how she organizes her books.

Sweetie Belle walks up and checks out the flower too.

52 SWEETIE BELLE
I bet every pony in Equestria is in Appleoosa right now.

53 APPLE BLOOM
Every pony but us.

54 SCOOTALOO
It's just not fair. I wish we didn't have to wait to grow up.

Suddenly, unnoticed by the girls, one of the petals on the flower, starts to GLOW.

55 APPLE BLOOM
Yeah. I wish it would happen all at
once. Then we'd know everything
we'd need to get to the fair and
back with no problem.

Again, the petal on the flower they're gathered around GLOWS
BRIGHTER.

56 SWEETIE BELLE
I just wish we were as old as our
sisters. Then nopony could tell us
what to do, and we'd be able to
take care of ourselves.

57 SCOOTALOO
Hey, Sweetie Belle, why's your face
all lit up?

Surprised, all three girls look down to see the GLOWING
FLOWER PETAL shining even brighter than before.

Suddenly, the glow intensifies and with a surge, changes
colors from purple to orange to blue. As the petal pulses
brighter and brighter, BANDS OF COLORS whip out through the
glass and wrap around the room.

58 APPLE BLOOM
Um... maybe we should go get
Twilight?

But before they can do anything, the bands of color whirl
around faster and faster, then grow until they wrap around
all three foals.

Finally, in a blinding FLASH of light the bands vanish as we
PULL WIDE to reveal the CMCs have been transformed into OLDER
VERSIONS OF THEMSELVES.

All three no-longer-foals stare at each other in shock.

59 SWEETIE BELLE
Apple Bloom, is that you?

60 APPLE BLOOM
(nods)
Did we just grown up all at once?

61 SCOOTALOO
This magic flower must grant
wishes!

They all bend down to see the flower petal that had been
glowing drop, and float to the base of the glass.

They all stand up and look at each other again.

62 SCOOTALOO (CONT'D)
Do you know what this means?

63 CMCS
(together)
WE CAN GO TO THE FAIR!!!

Off their excitement we...

END ACT ONE

ACT TWO

SC. 9 - EXT. PONYVILLE - DAY

The CMCS, now older versions of themselves, rush through town on their way to the train station.

64 APPLE BLOOM
I hope you brought the tickets.
We've gotta hurry if we're going to
make the train.

Sweetie Belle looks down, marveling at the ground going by under her hooves.

65 SWEETIE BELLE
I think we'll be fine. Check out
how fast we're going! Grownup legs
are strong!

Scout hangs onto her scooter, which wobbles under her increased weight and the faster speed of her kicks.

66 SCOOTALOO
You're not kidding, I don't know
how much of this my scooter can
take!

Several ponies leap out of their way. Apple Bloom looks back.

67 APPLE BLOOM
And nopony's yelled at us to slow
down even once! Being a grownup is
great!

SC. 10 - EXT. PONYVILLE STATION - CONTINUOUS

Steam starts to build as the train makes ready to pull out. The WHISTLE blows as a TICKET TAKER PONY looks up and down the platform.

The girls rush up the platform and head for the train doors. They just make it inside as the doors close and the train pulls out with a BURST OF STEAM.

Another TRAVEL PONY rushes up, but she's too late.

68 TRAVEL PONY
Shoot! Now I'll never get to the
Appleoosa Country Fair.

The Ticket Taker Pony looks to her and smiles.

69 TICKET TAKER PONY
Oh, that train was headed to
Hayseed Swamp. The Appleoosa train
won't be along for a few minutes.

Off the Travel Pony's relief...

SC. 11 - INT./EXT. FRIENDSHIP EXPRESS - CONTINUOUS

The girls all collapse into their seats.

70 SWEETIE BELLE
We made it!

71 APPLE BLOOM
Of course we did. We're grownup
ponies now. We can do anything!

72 APPLE BLOOM (CONT'D)
And all those worries Twilight and
the others had don't apply anymore
because we're big. And being big is
all it takes!

MUSIC UP - The girls march through the train as several GROWN PONIES stare at them, confused.

73 APPLE BLOOM (CONT'D)
*Woke up this morning feeling tired
and small -
But look at me now! I must be
ninety feet tall.
And I don't have to worry about
making mistakes, because being big
is all it takes!*

As the girls march through they knock over a few suitcases without noticing. The other passengers glare at hem.

Scotaloo busts out her SCOOTER and rides it through the aisle (though her bigger body barely fits).

74 SCOOTALOO

*A tiny twist of fate brought on
this big change.
Give me room, gonna zoom!
I got plans to arrange
And I can do what I want now, run,
trot, or traipse, because being big
is all it takes.*

As she zooms through the car, the scooter's wheels finally give out and she stalls in the middle of the aisle. Several passengers look at her, displeased, as we CUT TO...

ALL THREE GIRLS - tucked in for bedtime in a GIANT FLYING BED as they all sing the <CHORUS>...

75 CMCS

*Being big isn't just a size
At bedtime we don't even have to
close our eyes.
We're in control now, for goodness
sakes
Because being big is all it takes!*

BACK ON THE TRAIN - Sweetie Belle looks out the window at the landscape rolling by.

76 SWEETIE BELLE

*I'm leaving behind the little pony
you've known -
steppin' out, growin' up, makin'
moves on my own.
You can't tell me no. There's no
place I can't go: mountains,
cities, jungles, prairies, oceans
or lakes, because being big is all
it takes.*

PAN OVER to see Scootaloo stuffing her face with food from the SNACK CART while the PORTER PONY looks on displeased.

77 SCOOTALOO

*I can eat all the snacks cause
that's for me to decide.*

ON SWEETIE BELLE - holding onto the railing of the caboose platform as the tracks flow out beneath her.

78 SWEETIE BELLE

*We know just where to go whether we
walk, run, or ride.*

ON APPLE BLOOM - with the ENGINEER PONY driving the train. She turns a few dials - he frowns and turns them back.

79 APPLE BLOOM
*We know how it all works, even what
 we ain't tried!*

ALL THREE GIRLS - control several trains from a FANTASY CONTROL ROOM overlooking a GIANT MODEL TRAIN SET as they sing the <CHORUS>.

80 CMCS
*Facts don't matter now because it's
 not what we know
 We can end any argument with
 "Because I say so!"
 We're in control now, for goodness
 sakes
 Because being big is all it takes!*

The model trains they're controlling collide in a burst of smoke. When it clears we're back...

ON THE TRAIN - where a CONDUCTOR PONY stands in front of the door, but the CMCs push him aside and walk out.

81 CMCS (CONT'D)
*Can't stop us now, don't try to
 stand in our way!
 Once we had to listen, now you'll
 hear what we say.
 We're awake, gonna take
 all we can from today
 and we have no regrets, there's no
 sour grapes
 because being big is all it takes!*

Standing on a platform they look back as the train pulls away in a BURST OF STEAM.

82 CMCS (CONT'D)
Being big is all. It. TAKES!!!

The MUSIC reaches a crescendo and fades out as the stream dissipates and the train disappears over the horizon leaving the girls in a...

SC. 12 - EXT. DESOLATE STATION - DAY

The girls look around, confused. The station is run down and there's no other ponies around. The whole vibe is creepy.

Scotaloo puts a hoof to her stomach.

83 SCOOTALOO
Ugh. I think I ate too many snacks.

84 SWEETIE BELLE
This doesn't look like Appleoosa.

Suddenly, a SPOOKY VOICE comes from off screen.

85 TICKET TAKER PONY (O.S.)
That's because it isn't...

All three girls turn to the spooky voice and see... no pony - just an empty window at an old, worn out TICKET BOOTH.

86 APPLE BLOOM
You all heard that, right?

The others nod, unsettled.

87 SWEETIE BELLE
Hello? (to the others) Do you think we got on the wrong train?

The three of them walk up to the booth and peer inside - nothing.

88 SCOOTALOO
I thought trains just took you where you wanted to go.

89 TICKET TAKER PONY (O.S.)
Ah-ha-ha-ha-ha-HAAAA!!!

All three girls scream as we PULL WIDE to see the creepy TICKET TAKER PONY from ep 823 is standing right behind them.

90 CMCS
<SCREAM!>

91 TICKET TAKER PONY
Sorry. I don't mean to laugh, but you three must not travel much. This is Hayseed Junction. The train to Appleoosa isn't for a few hours.

92 APPLE BLOOM
A few hours?!

93 TICKET TAKER PONY
Ooor, you could set off on hoof.

He points to a dense, overgrown path leading away from the station and into a marshy swamp, and speaks creepily again.

94 TICKET TAKER PONY (CONT'D)
It's treacherous and confusing,
unfit for the young or timid--
(then, normal) but you three are
grownups, you'll be fine. I'll
write down some directions.

As the agent works out his directions on a piece of
parchment, the girls pow-wow.

95 SWEETIE BELLE
Maybe we should wait for the train.

96 SCOOTALOO
And miss the fair?!

97 SWEETIE BELLE
We already ended up in the wrong
place, which is exactly what we
were warned about. And what if we
can't follow the directions?

She looks over at the Ticket Taker Pony still writing out his
directions, now onto a second page of parchment.

98 APPLE BLOOM
Come on. We didn't come all this
way for nothing. Besides, I've been
through a swamp as a young pony. As
a grownup it'll be a snap.

99 SCOOTALOO
Grownups always know the way!

100 SWEETIE BELLE
(convinced)
Because being big is all it takes!

101 TICKET TAKER PONY (O.S.)
Ah-ha-ha-ha-ha-HAAAA!!!

The girls turn back to the Ticket Taker Pony to see what
sounded like laughter is actually just a HACKING COUGH.

102 TICKET TAKER PONY (CONT'D)
HAHA-HAGHH-HAAHHCK! (off their
looks) Sorry. I've got kind of a
throat thing.

With that, he hands them the directions (now on three pages
of parchment). Off the girls' uncertain looks...

SC. 13 - EXT. HAYSEED SWAP - VARIOUS

IN A SERIES OF SHOTS WE WATCH THE GIRLS FOLLOW THE DIRECTIONS

- They come to a fork in the road. Sweetie Belle consults her parchment and points LEFT. They exit that way, but after a beat re-enter from the path to the RIGHT. Off their looks of concern...

- They come to a GIANT HOLLOW LOG. Again, Sweetie Belle references her parchment and points inside. As they enter we track along the outside as the log divides into three large BRANCHES, extending over a precarious drop. All three girls emerge from the different branches, facing different paths, headed in different directions. Off their confused looks...

- They hop from STONE to STONE over a particularly deep section of swamp, headed toward dry land. As they all land on the final stone it moves, revealing it's not a stone at all but a TBD swamp appropriate CREATURE who SNAPS at them as the three girls escape in a panic and we...

CUT TO:

SC. 14 - EXT. SWAMP - SOON AFTER

CLOSE ON a harried and disheveled Scootaloo pushing her way through thick vines and brambles.

103 SCOOTALOO
Sweetie Belle, are you sure this is
the right way?

No answer. Scoot turns around, but there's nopony there.

104 SCOOTALOO (CONT'D)
Sweetie Belle?

A RUSTLE startles her and she turns to see only vines. Scoot's eyes widen in fear as the sounds of various BIRDS and INSECTS gets louder and louder until...

105 SWEETIE BELLE (O.S.)
Scootaloo?

Scoot jumps and SCREAMS at the sound, then turns to see Sweetie Belle. She stares at her friend.

106 SCOOTALOO
<SCREAM> Don't do that!

107 APPLE BLOOM (O.S.)
Girls?

Both Sweetie Belle and Scootaloo jump and SCREAM, then turn to see Apple Bloom staring back at them concerned.

108 APPLE BLOOM (CONT'D)
Maybe we should head back to the
station.

The others nod as Sweetie Belle looks to her directions.

109 SWEETIE BELLE
I'm not sure we can. I think we're
lost.

110 SCOOTALOO
(near panic)
Just like Twilight and the others
said!

The panic starts to rise, but stops as they all turn at the sound of VOICES.

111 SPUR (O.S.)
Well, where were you when I was
feeding and caring for him?

Encouraged the girls climb over each other toward the sound, fighting through the vines until they emerge on a...

SC. 15 - EXT. SWAMP - WIDE PATH - CONTINUOUS

The girls burst out of the underbrush to find a wide path with several PONIES walking to and fro. A young filly, SPUR, and a colt, BISCUIT, stare up at them, startled.

112 BISCUIT
AHHH! Wild swamp ponies!

Spur holds a small animal crate with a cute fuzzy CREATURE (BLOOFY) inside. She holds Bloofy tight, ready to defend him. Several passer by ponies stare at the CMCs who look around relieved, but not wanting to show it.

113 SWEETIE BELLE
We're not wild swamp ponies, we're
just grownups.

114 SCOOTALOO
(quickly)
And we are definitely not lost.

Spur and Biscuit look at them a little puzzled. Spur points behind the girls.

115 SPUR
Okay. But that swamp is pretty
confusing if you're not from around
here. I'm Spur and this is Biscuit.

116 APPLE BLOOM
I'm Apple Bloom, nice to meet you,
but (covering) we're not confused.
We're just... exploring new ways to
Appleosa.

117 BISCUIT
Hey, that's where we're going!

118 SPUR
No. It isn't.

The two young friends face off. The girls watch, confused.

119 SWEETIE BELLE
Which is it?

120 SPUR
Biscuit thinks he can just take
Bloofy, here, to the fair.

She holds up the crate with the cute little guy inside.

121 BISCUIT
Well, why not? It's just up the
road and Bloofy's my pet too.

122 SPUR
Since when? Bloofy's never even
seen a crowd -- which you'd know if
you ever took care of him.

123 BISCUIT
Did you ever think meeting all
those ponies might be good for him.

Apple Bloom bends down and looks at the cute little guy in
the crate. Bloofy looks up at her and starts to get EXCITED.
He WHIRLS his tail around and around in super-cute way.

124 APPLE BLOOM
He seems okay meeting us.

Biscuit looks at the CMCs, with a sudden thought.

125 BISCUIT
Exactly. (to Spur) See? They're
grownups and they get it.
(MORE)

BISCUIT (CONT'D)

(back to the girls) Bloofy should totally come to the fair with me, right?

126 SPUR

Y'all don't really think that, do ya?

127 SWEETIE BELLE

Hmmm. Hold on, us grownups need to confer.

The girls lean in together for a quick pow-wow.

128 SWEETIE BELLE (CONT'D)

What do you girls think?

129 SCOOTALOO

I think if they go to the fair we can tag along!

130 APPLE BLOOM

And Spur probably should share Bloofy-- I mean, that's something a grownup would say, right?

The girls all nod, then turn back around to face the foals.

131 SWEETIE BELLE

As grownup ponies we think you should share Bloofy and let Biscuit take him to the fair.

132 BISCUIT

(excited)

That is some quality grownup advice!

The girls beam.

133 SPUR

But Bloofy's never been around anything that exciting. What if something goes wrong?

Apple Bloom tries to reassure Spur.

134 APPLE BLOOM

We're headed to the fair too. Since we're such great advice givers, feel free to ask us for more.

Off Spur's hesitant smile...

SC. 16 - EXT. APPLELOOSA FAIR - DAY

The CMCs stand in the middle of the fair staring out at everything, barely able to contain their excitement: Food stalls, a midway, a ferris wheel, etc.

135 SWEETIE BELLE
It's everything I thought it'd be!

Spur and Biscuit stand beside them as a few PASSERS BY stop to look at Bloofy in his crate.

136 PASSER BY PONY
Goodness, what an interesting creature! You should enter him in the animal showcase. You'd be sure to win most interesting creature!

Bloofy's eyes go wide with excitement. He WHIRLS his tail around again, only this time his body WHIRLS too (his head doesn't though, like some kind of crazy owl).

As the Passer By passes by, Biscuit looks to Spur, thrilled.

137 BISCUIT
Animals showcase? That's exactly what we should do!

Spur struggles a bit to hold onto the crate amidst all of Bloofy's whirls.

138 SPUR
That seems like a bad idea. What do you grownups think?

Spur looks up to see the CMCs are gone. Off her confused expression CUT TO...

A QUICK MONTAGE OF THE CMCS AT THE FAIR:

ON SWEETIE BELLE - as the other two watch her swing the hammer at a "test of strength" booth.

She brings it down with a THWAK and rings the BELL. The girls CHEER and rush off just as Spur runs up.

ON THE TRIO - giggling as they walk past the "YOU MUST BE THIS TALL TO RIDE" sign for the ferris wheel. Spur races after, but the CARNY PONY stops her, pointing at the sign.

ON THE GIRLS - sitting side by side in the car, screaming...

139 SCOOTALOO/APPLE BLOOM/SWEETIE BELLE
WOOOO-HOOOO!!!

ON ALL THREE - their arms loaded with snacks. Scoot moves to take a bite of a carrot on a stick then touches her tummy and thinks better of it as she comes face to face with...

Spur staring at them, sternly as we END MONTAGE.

140 SPUR
What happened to being able to ask your advice? You ran off the second we got here!

The girls all exchange guilty looks.

141 APPLE BLOOM
Where's Biscuit and Bloofy?

142 SPUR
That's why I came to find you.

Off the CMCs looks of concern...

SC. 17 - EXT. APPLELOOSA FAIR - ANIMAL ARENA - SOON AFTER

Spur leads the girls up to Biscuit in line to enter the arena with a bunch of other PONIES with ANIMALS. Bloofy keeps excitedly whirling around and a round in his crate.

143 SPUR
It's one thing to bring Bloofy to the fair, but it's another to stick him in a showcase.

144 BISCUIT
Oh, come on. What the big deal?

145 SWEETIE BELLE
You are supposed to be sharing him.

146 SCOOTALOO
Yeah. I'm with him. The showcase looks like fun.

147 SPUR
(getting worked up)
What!?! Sorry if I think taking care of Bloofy is more important than having fun.

They all look. Biscuit is clearly having trouble holding the crate as Bloofy spins around faster and faster inside.

148 BISCUIT
Bloofy's just excited. He probably just wants to get out.

With that, Biscuit opens the crate and Bloofy spins right out, pleased. Biscuit looks to the others, like, "See?" Then leads him into the arena. The others turn back to Spur.

149 APPLE BLOOM
Are you sure you're not just upset
you have to share him. What if you
took a little break?

150 SPUR
You mean, like, leave?

151 SWEETIE BELLE
If sharing him is too hard, that
might be the best thing. Take our
word for it. We are grownups.

Sweetie Belle leads a confused Spur away. When she walks back Apple Bloom looks to the others.

152 APPLE BLOOM
I don't know what Spur's so worried
about, Bloofy and Biscuit are
having fun.

153 SCOOTALOO
Yeah. What could go wrong?

The girls look back to Biscuit as he parades Bloofy around the arena to the APPLAUSE, OOHS, and AHHS, of the crowd.

Almost on cue, Bloofy's EXCITED SPINNING goes into hyper-drive. Soon, as his whirling kicks up dust, all you can see is his head atop the blur of his spinning body.

In a flash, the Bloofy tornado spins toward a CONCESSION STAND. The pony PROPRIETOR dives out of the way as the Bloofy twister mows the stand down.

The dirt and debris get swept up in Bloofy's whirlwind, which grows as everypony looks on in shock...

154 SCOOTALOO (CONT'D)
Me and my big mouth.

END ACT TWO

ACT THREE

SC. 18 - EXT. SHOW ARENA - SAME - RESUME

RESUME on the girls staring at the Bloofy tornado as it moves toward a collection of ANIMALS at a water trough.

With a WOOSH the trough, the water, AND the animals are sucked up in the vortex as the animal handlers SCREAM.

The crowd looks on with concern as Bloofy heads for the stands. Apple Bloom turns to the others.

155 APPLE BLOOM
Do you think this qualifies as
getting into a dangerous situation
with no grown pony to help us?

Townspopies SHOUT as the Bloofy twister bears down on them. As everypony makes for the exits a stunned Biscuit looks up realizing he's directly in the tornado's path.

156 SWEETIE BELLE
I think we're the grown ponies that
need to be helping today!

All three girls jump into the ring and start waving their carnival treats wildly.

157 CMCS
HEY! BLOOFY! TREATS! WHO WANTS A
SNACK?!, ETC.

His head still visible atop the whirlwind, Bloofy spots them and gets more excited still. He changes course, spinning even faster as he heads toward them.

The girls drop all their treats in a pile and race over to Biscuit, grabbing him and diving behind a stack of HAY BALES.

158 BISCUIT
What do we do now?

Before they can answer the hay bales behind them fly away as they hurtle toward and get sucked up in the Bloofy twister, now pulling in nearly everything that's not nailed down.

159 CMCS
RUN!

Off all of their panic...

SC. 19 - EXT. APPLELOOSA TRAIN STATION - SAME

A train pulls away from the station, leaving Twilight and Fluttershy behind on the platform.

160 FLUTTERSHY
I hope you're right about the girls
coming here.

Twilight pulls the magic flower out from a saddle bag.

161 TWILIGHT SPARKLE
Well, once we read Shadetail
Evergreen's warning that the flower
grants wishes, it wasn't a stretch
to think they wished themselves to
the fair. It's all they were
talking about.

Fluttershy looks past Twilight, an odd expression on her face.

162 FLUTTERSHY
Or maybe since we told them they
were too young to come, they wished
to become grownups, then came here
and caused some kind of trouble
that led to a town-wide panic.

Confused, Twilight turns, following Fluttershy's gaze to see...

The three grownup CMCs leading Biscuit and a crowd of townspoonies running away from the Bloofy TORNADO in the distance.

163 TWILIGHT SPARKLE
Yeah. Or that.

Twilight and Fluttershy stare in amazement as the CMCs race up, out of breath.

164 APPLE BLOOM
Twilight! Fluttershy! Thank
goodness! I know you're not gonna
believe it, but it's me, Apple
Bloom.

165 SCOOTALOO
And I'm Scootaloo. We kinda got
turned into grownups!

In a jumble, faster and faster:

166 SWEETIE BELLE
And we thought we could take the
train here, since we were old
enough, but we ended up in the
wrong place, just like you said we
would--

167 APPLE BLOOM
And got lost--

168 SCOOTALOO
Just like you said we would--

169 APPLE BLOOM
Then we met these foals who led us
to the fair and we tried to give
them some grownup-style advice, but
it turned their pet into a tornado
that might destroy the whole town.

Racing past comes another stampede of pigs, goats, and lambs,
followed by more panicking townspoonies. Off Twilight and
Fluttershy exchanging concerned looks...

SC. 20 - EXT. SHOW ARENA - CONTINUOUS

The CMCs and Biscuit lead the others up to the arena where
Bloofy's vortex sucks up more and more.

170 FLUTTERSHY
Goodness. A Whirling Mungtooth.
They are very rare, and just the
cutest little things when they're
not excited.

Suddenly, a surprised PIG flies by, forcing them all to duck.

171 FLUTTERSHY (CONT'D)
This one's excited.

With a HUGE CRASH Bloofy's whirlwind sucks up the railing
around the arena and starts moving out into the fairgrounds.

172 SCOOTALOO
How do we calm him down?

173 FLUTTERSHY
When they're young, a Mungtooth
forms a tight bond with its
caretaker. They're the only ones
who can get them to stop spinning.

174 BISCUIT (O.S.)
Spur's the one who really took care
of Bloofy. We have to find her.

Twilight nods and charges up her horn. She turns to the CMCs.

175 TWILIGHT SPARKLE
You all go look for Spur.
Fluttershy and I will do our best
to keep everypony here safe.

Off all of them rushing off...

SC. 21 - EXT. APPLELOOSA COUNTY FAIR - SAME

AT THE FOOD STALLS - Several FOALS huddle in a stall, trapped as gale force winds blow around them.

Suddenly Twilight BAMFS in next to them just as the ROOF FLIES OFF THE STALL. Twilight charges up her horn and blasts out a FORCE FIELD BUBBLE, protecting herself and the foals as the winds sweep them up and they fly off into the whirlwind.

ON THE MIDWAY - FLUTTERSHY - ushers a collection of ANIMALS and their PONY HANDLERS out of the fairgrounds.

As they run off, Fluttershy looks back toward the BLOOFY twister as the CMCs and Biscuit lead a wide-eyed Spur over the crest a small hill overlooking the mayhem.

ON SPUR - looking out at the scene in disbelief. Biscuit beside her.

176 SPUR
That's Bloofy?

177 BISCUIT
(nods)
I'm so sorry, Spur. You knew what was best for him all along.

178 APPLE BLOOM
And even though we seem like grownups, you were way more responsible than us.

179 SPUR
What do you mean "seem" like grownups?

180 SWEETIE BELLE
We don't have time to explain. Right now we have to stop this and you're the only one who can do it.

181 SPUR
How?

Fluttershy flits down beside her.

182 FLUTTERSHY
I'll show you. He mostly just needs to see you.

With that, Fluttershy and Spur (who's a pegasus, I guess) fly up over the tornado.

As Spur looks down, Bloofy looks up at her and cocks his head like a puppy.

183 FLUTTERSHY (CONT'D)
Just fly down and give him a little pat.

Spur looks at her like she's crazy, but Fluttershy just gives her an encouraging nod. Spur fights through the wind, careful to fly straight down the center of the vortex. As he tracks her, Bloofy's eyes go a little cross in a cute way.

184 SPUR
Hey, there Bloofy-boo. It's okay--

As she reaches for the top of his fuzzy head, Bloofy's spinning starts to slow down until finally it stops and--

THE CONTENTS OF THE TWISTER COME TO A SOFT LANDING:

- Twilight's magic shield bubble touches down and she drops the force field. The foals with her rush to their delighted PARENTS.

- The collection of animals and their water trough all land, perfectly fine. The animals immediately gather around the trough and drink.

- A haystack touches down and a FAMILY OF SPECTATOR PONIES pops out. The PARENTS look on in shock as their FOAL takes a bite of her totally intact cotton candy.

BACK ON - Spur who flies to the ground as Bloofy looks up at her, relaxed. Spur picks him up and he snuggles in her arms.

Twilight, Biscuit, and the CMCs rush up and look on, relieved as Fluttershy lands nearby with a satisfied smile. Spur looks to her.

185 SPUR (CONT'D)
How did you know what to do?

186 FLUTTERSHY
After years of experience with animals, I've picked up a few things.

Off everyone relieved...

SC. 22 - EXT. APPLELOOSA TRAIN STATION - DAY

The CMCs, Biscuit, and Spur head toward the platform. Fluttershy and Twilight follow behind.

187 SPUR
Well, one thing's for sure. Bloofy
definitely earned the most
interesting creature prize.

Spur holds up Bloofy in his crate, a BLUE RIBBON attached.

188 BISCUIT
I'm sorry I didn't listen to you.

189 APPLE BLOOM
We all are.

190 SPUR
I guess grownups aren't always
perfect.

191 TWILIGHT SPARKLE
They sure aren't, but young foals
pretending to be grownups are even
less so.

192 SPUR
What do you mean?

Twilight walks up and floats the magic flower out of her
saddle bags. She turns to the CMCs.

193 TWILIGHT SPARKLE
There's only one petal left, but I
think the three of you know what to
wish for and I'm pretty sure
Starswirl won't mind.

The CMCs hang their heads, then gather around the flower.

194 CMCS
We wish we were foals again.

In a truncated version of the first wish magic, the petal
glows, magical bands of colors warp around the CMCs, and in
FLASH all three are back to normal. Biscuit and Spur, now
slightly taller, look on in shock.

195 BISCUIT
Hold on. You three are actually
younger than us!?

196 SWEETIE BELLE
The flower turned us into grownups,
so we figured we could do whatever
we wanted, but I guess that's not
exactly true.

197 APPLE BLOOM
We did everything real grownups told
us not to and caused all kinds of
trouble.

198 SCOOTALOO
And things could have been a lot
worse. I guess we were pretty
selfish.

Twilight and Fluttershy exchange a look.

199 TWILIGHT SPARKLE
I'm glad you learned something. That's
what growing up is, which is why you
probably shouldn't skip any of it.

The CMCS nod, then turn to Biscuit and Spur.

200 SWEETIE BELLE
I know we didn't make the best
impression, but we sure would like
to visit you and Bloofy some day.

201 SPUR
I guess that'd be okay, on one
condition: You get a real grownup
to bring you.

202 CMCS
DEAL!

Spur and Biscuit tumble over from the force of their yell, as
they all break into laughter like the excited kids they are.
As Twilight and Fluttershy look on, pleased we...

FADE OUT

END