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MY LITTLE PONY III
"The Crystal Empire"

Part 2

Episode 302

Written by

Meghan McCarthy

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ACT IV

SC 1 - EXT. EDGE OF CRYSTAL EMPIRE - DAY

Black as night. It has reverted back to the way it was when ruled by the evil King Sombra. Twisting SHADOWS continue to weave through the parts of the empire that are slowly FLICKERING, FADING and turning BLACK.

SC 2 - EXT. FAIRGROUNDS - ROYAL BOX - CONTINUOUS

Twilight, Shining Armor, Princess Cadence, and Rainbow Dash look out with concern at the Crystal Empire as it slowly transforms. Shining Armor continues to support the weakened Princess, her HORN growing dim.

1 SHINING ARMOR
The empire is under attack.
(then, determined)
I have to find the Crystal Heart.

2 TWILIGHT SPARKLE
No. You stay here with Cadence.
(gently)
She needs you, Shining Armor.

Princess Cadence nods her head weakly.

3 TWILIGHT SPARKLE (CONT'D)
(determined)
I'll retrieve the heart.

4 RAINBOW DASH
Yeah! Let's do this!

Twilight shakes her head, "no".

5 TWILIGHT SPARKLE
I've been trying to figure out how I'm meant to pass Celestia's test. Retrieving the Crystal Heart must be it.
(then)
But there is something else you can do.

6 RAINBOW DASH
Name it.

7 TWILIGHT SPARKLE
You and the rest of our friends have to keep the faire going.

8 RAINBOW DASH
What?! With that thing moving into the
empire?

9 TWILIGHT SPARKLE
The whole purpose of the Crystal Faire is
to "lift the spirits of the Crystal
Ponies so they can activate the Crystal
Heart".

10 RAINBOW DASH
Yeah? And?

11 TWILIGHT SPARKLE
If the Crystal Ponies find out that King
Sombra is trying to take over the empire
again, their spirits are going to be
anything but lifted.
(then)
It won't matter if I find the Crystal
Heart. They won't be able to make it
work. You have to keep them happy here at
the faire.

Rainbow Dash nods in understanding.

12 RAINBOW DASH
Keep the faire going and the Crystal
Ponies spirits high. Done and done.

Rainbow Dash takes to the sky, heading out into the faire
to pass on the plan to the others.

Twilight turns to go.

13 SHINING ARMOR
Twily...

Twilight turns back to face her brother.

14 SHINING ARMOR (CONT'D)
Be careful.

He gives her a little nuzzle.

15 TWILIGHT SPARKLE
I will.

Twilight makes her exit.

SC 3 - EXT. ANOTHER PART OF THE FAIRGROUNDS - A MOMENT LATER

Rarity is in the middle of showing off some traditional Crystal Empire weaving techniques to a PAIR of CRYSTAL PONIES. Spike is by her side.

Rainbow Dash lands next to her and <WHISPERS> in her ear.

16 RARITY
<HORRIFIED GASP>

Rarity notes the concerned expressions on the Crystal Ponies faces. She forces a smile.

17 RARITY (CONT'D)
(covering)
I just found out they're offering face-painting for the little ones.

Rainbow Dash ZIPS off in search of the others as Rarity leans down and <WHISPERS> to Spike. His eyes go wide and he takes off like a shot.

The Crystal Ponies give Rarity a confused look.

18 RARITY (CONT'D)
(covering)
He really loves getting his face painted.

SC 4 - EXT. FAIRGROUNDS - A MOMENT LATER

Twilight exits the fairgrounds.

19 SPIKE (O.S.)
Twilight! Wait!

Twilight looks back to see that Spike is chasing after her. She stops, allowing him to catch up.

20 SPIKE (CONT'D)
I'm coming with you.

21 TWILIGHT SPARKLE
(quietly)
You can't. I have to retrieve the Crystal Heart by myself.

22 SPIKE
I know. I'm just going to be there to provide moral support.

He puts one hand over his heart and raises the other as if swearing an oath.

23 SPIKE (CONT'D)
Promise I won't lift a claw to help you.

Twilight motions for him to climb onto her back and she resumes her gallop.

They exit the fairgrounds.

24 SPIKE (CONT'D)
Where are we going exactly?

25 TWILIGHT SPARKLE
I think I might know where King Sombra hid the Crystal Heart.

26 SPIKE
Where?

27 TWILIGHT SPARKLE
The last place a Crystal Pony would have dared to look while he was in power.

Twilight quickens her pace and makes her way to...

SC 5 - EXT. CRYSTAL CASTLE - CONTINUOUS

Twilight and Spike arrive at the entrance to the castle.

28 SPIKE
The castle?

29 TWILIGHT SPARKLE
The King would have been counting on the fact that nopony would dare come looking for it here. They'd have been too afraid to even try.

30 SPIKE
I hope you're right.

31 TWILIGHT SPARKLE
You and me both.

SC 6 - EXT. FAIRGROUNDS - AT THE SAME TIME

Rainbow Dash stands guard in front of the pedestal, the flag still covering Twilight's make-shift Crystal Heart.

A Crystal Pony casually walks by the pedestal. Rainbow Dash immediately gets in the ponies face.

32 RAINBOW DASH
What're you looking at?

The Crystal Pony hurries off.

33 RAINBOW DASH (CONT'D)
That's what I thought.

Applejack approaches her friend.

34 APPLEJACK
(whispering)
*We're supposed to be actin' like nothin'
is wrong.*

35 RAINBOW DASH
Exactly.

She gives the evil-eye to a Crystal Pony who ventures too close to the faux crystal heart. The Crystal Pony nervously backs away.

36 APPLEJACK
*What I mean is, maybe you should let me
keep the Crystal Ponies away from the
fake heart while you show off your
joustin' skills.*

Rainbow Dash grins.

37 RAINBOW DASH
Seeing my awesomeness does have a way of
putting ponies into a pretty good mood.

Rainbow Dash goes over to Fluttershy who is manning a miniature PETTING ZOO of tiny ewes.

38 RAINBOW DASH (CONT'D)
Come on Knight Fluttershy, it's show-
time.

39 FLUTTERSHY
(nervous)
What?

Rainbow Dash nudges a confused Fluttershy along.

ANGLE ON - Applejack as she sidles up to another Crystal Pony who has gotten too close to the pedestal.

40 APPLEJACK
How ya feelin'? Havin' a good time?

41 CRYSTAL PONY #2
The best I've had in over 1000 years.

42 APPLEJACK
That's good. Gotta renew that spirit of love and unity if you're gonna power up that crystal heart, right?

43 CRYSTAL PONY #2
(then, trying to get a look)
I sure would like to see it before the ceremony. It's been such a long time.

Applejack gently nudges the Crystal Pony away from the pedestal.

44 APPLEJACK
Oh, I hear ya. But, uh, probably best if we just keep it under wraps for now.
(then)
Whew. Gettin' a little toasty out here. Bet you'd like to cool off with a little Crystal Empire nectar.

She gently steers the Crystal Pony toward a DRINK STAND then returns to her post by the faux crystal heart just as another Crystal Pony tries to get a peek under the flag that is hiding it from view.

45 APPLEJACK (CONT'D)
You tried the Crystal Empire fritters yet? Made from a traditional Crystal Empire recipe. You're gonna love 'em.

She steers the pony toward a FRITTER STAND. She spots another CRYSTAL PONY approaching the pedestal and quickly blocks his path.

46 APPLEJACK (CONT'D)
Hear there's a joustin' match about to start. You don't wanna miss that.

She quickly ushers the Crystal Pony away from the pedestal.

47 APPLEJACK (CONT'D)
(under her breath)
Come on, Twilight. These Crystal Ponies are more curious than a cat.

SC 7 - INT. CRYSTAL CASTLE - AT THE SAME TIME

Twilight, with Spike right behind her, searches the castle. She uses her MAGIC to lift rugs, move statues, levitate furniture...

48 TWILIGHT SPARKLE
It's got to be here somewhere. It's just
got to be.

She turns a corner and finds herself in:

SC 8 - INT. CRYSTAL CASTLE - LONG HALLWAY - CONTINUOUS

Lined with HALF-A-DOZEN DOORS on either side, each one leading to a room that will need to be searched.

Twilight <SIGHS>.

DISSOLVE TO:

**SC 9 - INT. CRYSTAL CASTLE - LONG HALLWAY - A LITTLE
LATER**

Twilight, with an exhausted Spike trying to keep up after her, emerges from the last room on the left and is about to enter the last room on the right when she stops short.

49 TWILIGHT SPARKLE
Of course!

Spike SLAMS into her backside.

50 SPIKE
<IMPACT GRUNT>

He gets to his feet, looking around.

51 SPIKE (CONT'D)
What? Why did you stop? Did you find it?

52 TWILIGHT SPARKLE
No. Because we're never going to find the
Crystal Heart here.
(then, excited)
Because this isn't King Sombra's castle.

53 SPIKE
Isn't this where he lived when he was in
power.

54 TWILIGHT SPARKLE
It is. But it didn't look like this.

Twilight suddenly POWERS UP her horn to cast a spell.

55 TWILIGHT SPARKLE (CONT'D)
It looked like this...

There is a FLASH of LIGHT.

ON SPIKE - He shields his eyes. Spike slowly opens his them. His jaw drops.

56 SPIKE
Whoa.

WIDEN TO REVEAL:

SC 10 - INT. KING SOMBRA'S CASTLE - CONTINUOUS

The inside of the Crystal Castle has been transformed. Its beautiful, colorful interior is now made of menacing shards of black crystal.

57 SPIKE
When did you learn to do that?

58 TWILIGHT SPARKLE
I studied some more advanced spells for the test I thought I would be taking in Canterlot.

Spike follows Twilight as she enters:

SC 11 - INT. KING SOMBRA'S CASTLE - THRONE ROOM - CONTINUOUS

Twilight's face suddenly lights up. There affixed to the top of King Sombra's BLACK THRONE is a small, bright pink CRYSTAL HEART.

59 TWILIGHT SPARKLE
Why wouldn't he hide it in plain sight?

Twilight crosses to the throne and USES HER MAGIC to remove the Crystal Heart from the throne.

But just as she does so, the floor beneath her begins to shift. The pink Crystal Heart turns black.

Spike and Twilight DIVE out of the way just as the ground beneath them splits to reveal...

...A DARK STAIRCASE.

60 TWILIGHT SPARKLE (CONT'D)
Then again, maybe he hid it down there.

Spike peers down the ominous staircase.

61 SPIKE
<NERVOUS GULP>

Twilight begins her descent down the stairwell. Spike cautiously takes his first step to follow her.

62 TWILIGHT SPARKLE
You stay here.

Spike quickly pulls his foot back.

63 SPIKE
If you insist.

DISSOLVE TO:

SC 12 - INT. KING SOMBRA'S CASTLE - STAIRWELL - SOON AFTER

Twilight slowly descends the long and winding staircase. She has POWERED UP her HORN and uses the LIGHT now emanating from it to illuminate her way.

64 SPIKE (O.S.)
Can you see what's down there, yet?

65 TWILIGHT SPARKLE
Not yet.

She tries to shine her light down the center of the staircase, to see how much further she has to go. But the light of her horn is swallowed up by the darkness below.

66 TWILIGHT SPARKLE (CONT'D)
I can't even tell how far down this goes.

Twilight is struck by an idea. She uses her magic to conjure up a COIN. She drops it over the side of the stairwell.

A long, long beat, then <PING> the coin touches down.

67 TWILIGHT SPARKLE (CONT'D)
Spike?

68 SPIKE (O.S.)
Yeah?

69 TWILIGHT SPARKLE
Can you see outside?

SC 13 - INT. KING SOMBRA'S CASTLE - THRONE ROOM

Spike leaves his spot at the top of the stairs and runs over to a window. He peers outside.

SPIKE'S POV: In the distance, even more of the Crystal Empire has gone dark. The BLACK SHADOWS of King Sombra curve around a newly formed BLACK CRYSTAL SPIRE.

Spike rushes back to the stairwell.

70 SPIKE
(calling down to Twilight)
It's not good. Cadence's magic must be fading faster than before.

SC 14 - INT. KING SOMBRA'S CASTLE - STAIRWELL - NOW

Twilight looks down the dark staircase. She takes a <DEEP BREATH> and begins to descend more quickly, now taking the stairs several at a time. She's picking up even more speed when suddenly...

<CRACK>! A step breaks beneath her front right hoof, causing her to lose her footing. She is a blur of movement as she TUMBLES down the remaining steps.

71 TWILIGHT SPARKLE
<IMPACT GRUNTS>

She finally lands with a <THUD> on the shiny black surface at the base of the steps.

72 TWILIGHT SPARKLE (CONT'D)
<IMPACT GRUNT>

73 SPIKE (O.S.)
Twilight?! Are you okay?

Twilight slowly gets to her feet, shaken but otherwise uninjured.

74 TWILIGHT SPARKLE
(pained)

Yes.

She sees that she is now standing in front of TWO DOORS.

She looks at the BLACK DOOR on the right, then at the WHITE DOOR left. She has a decision to make.

She POWERS UP her HORN and is about to use her magic to open the black door, when it suddenly switches places with the white door.

75 TWILIGHT SPARKLE (CONT'D)
What in the--?

She tries again to open the black door, but it switches places with the white door again.

76 TWILIGHT SPARKLE (CONT'D)
Stop--

She lunges toward the black door and it is all of a sudden on another wall.

77 TWILIGHT SPARKLE (CONT'D)
--moving!

Twilight makes another attempt to open it but it switches walls again. An exasperated Twilight gives up and decides to open the white door instead. Success!

She is struck by a BRIGHT LIGHT as it swings open wide.

78 TWILIGHT SPARKLE (CONT'D)
Spike! I think it's here--

She slowly walks toward the light.

ON TWILIGHT as her eyes go wide.

We WIDEN to REVEAL that she is now in:

SC 15 - INT. CANTERLOT CASTLE - THRONE ROOM - THE PRESENT

Off Twilight's utterly confused expression we...

END ACT IV

ACT V

SC 16 - INT. CANTERLOT CASTLE - CONTINUOUS

Twilight has the same flabbergasted look on her face.

79 PRINCESS CELESTIA (O.S.)
What are you doing here?

Twilight turns to see Princess Celestia staring at her.

80 TWILIGHT SPARKLE
I don't know. I opened the door and--

81 PRINCESS CELESTIA
And now you must go.

82 TWILIGHT SPARKLE
Go where?

83 PRINCESS CELESTIA
Wherever you wish. You are no longer my student. It doesn't matter to me.

Now Twilight is really confused.

84 TWILIGHT SPARKLE
No longer your student? But I, I don't understand. The test--

85 PRINCESS CELESTIA
You failed the test, Twilight. Not only will you not move on to the next level of your studies, you won't continue your studies at all.

Princess Celestia turns her back on Twilight.

86 TWILIGHT SPARKLE
I, I don't understand. You didn't say anything about no longer being your student if I failed.

Princess Celestia looks over her shoulder at Twilight.

87 PRINCESS CELESTIA
(coy)
Didn't I?

Twilight steps in front of the Princess.

88 TWILIGHT SPARKLE
But what do I do now?

89 PRINCESS CELESTIA
I really don't know. But you can't stay
here.

Twilight does as she is told. She looks over her shoulder one more time at the Princess who just shakes her head in disappointment.

SC 17 - EXT. CANTERLOT CASTLE - A MOMENT LATER

Twilight emerges from the castle to find Applejack, Rarity, Pinkie Pie, Fluttershy, and Rainbow Dash waiting for her.

90 TWILIGHT SPARKLE
I...failed.

91 RAINBOW DASH
Duh. Of course you did.

Twilight is surprised by her harsh response to this news.

92 TWILIGHT SPARKLE
What?

93 FLUTTERSHY
It was obvious from the start you didn't
have what it takes.

94 APPLEJACK
Yep. Really obvious.

The others nod in agreement.

95 PINKIE PIE
Didn't need Pinkie Sense to see this one
coming.

96 RARITY
Good one.

Rarity and Pinkie Pie exchange a HIGH-FIVE. The Ponyville Ponies <LAUGH> and <LAUGH> and <LAUGH> as they walk away from Twilight.

97 RAINBOW DASH
See ya!

98 RARITY
Wouldn't want to be ya!

More <LAUGHTER> as they disappear into the distance. Twilight watches them go, overwhelmed with sadness and too stunned by what has transpired to move.

99 SPIKE (O.S.)
Twilight!

She doesn't seem to hear him calling for her.

100 SPIKE (O.S.) (CONT'D)
(louder)
Twilight!

No response.

101 SPIKE (CONT'D)
TWILIGHT!

BAM! Twilight is suddenly struck by something. She hits the ground with a <THUD>.

WIDEN TO REVEAL she is back in:

**SC 18 - INT. KING SOMBRA'S CASTLE - STAIRWELL -
CONTINUOUS**

Spike is sprawled out on top of her. He quickly gets to his feet, then helps Twilight get back onto hers.

102 SPIKE
(a-mile-a-minute)
I know you told me to stay up there, but you were down here for such a long time and you weren't answering, and I got worried so I came down here and you were just staring at that wall. And I was calling your name, but I couldn't seem to get your attention and-- What were you looking at?

He gestures to the open door. There is nothing beyond it but a slate black wall.

103 SPIKE (CONT'D)
I mean, it's just a wall.

He examines it more closely. The expression on his face changing to one of absolute surprise.

104 SPIKE (CONT'D)
Ponyville? How did I get--?

His expression suddenly goes dark, as if he is seeing something that troubles him.

105 SPIKE (CONT'D)
No. I don't want to go. Please, Twilight,
don't make me--

Twilight KICKS the door and it <SLAMS> shut. Spike snaps out of his daze but continues to look troubled and confused.

106 SPIKE (CONT'D)
We were home. You told me you didn't need
me anymore. You were sending me away to
live with other dragons...

His voice trails off.

107 TWILIGHT SPARKLE
(explaining)
King Sombra's dark magic. A doorway that
leads to your worst fear.
(then, gently)
A fear that will never come to pass. I'm
never going to send you away.
(then, determined)
And I'm not going to fail my test.
(then)
At least not if there's something better
behind door number two.

She spins on her heels and PHZOOM! Sends a magical blast toward the black door before it has a chance to play its little game of chase. It flies open.

108 TWILIGHT SPARKLE (CONT'D)
Gotcha!

She peers through the now open door.

109 SPIKE
(nervous)
What's in there?

Twilight <SIGHS>.

110 TWILIGHT SPARKLE
Stairs.

ANOTHER ANGLE reveals a flight of ascending stairs that disappear into darkness.

111 TWILIGHT SPARKLE (CONT'D)
Lots and lots of stairs.

She turns back to Spike.

112 TWILIGHT SPARKLE (CONT'D)
Maybe you should come with me this time.

Spike nods in agreement and follows Twilight as she hurries up the stairs.

SC 19 - EXT. FAIRGROUNDS - JOUSTING ARENA - AT THE SAME TIME

Rainbow Dash and Fluttershy, both wearing ARMOR, and with LANCES attached to their sides, face off in a jousting match. Rainbow Dash is steely-eyed. Fluttershy looks absolutely terrified.

They fly toward one another, Fluttershy closes her eyes.

113 FLUTTERSHY
<TERRIFIED WHIMPER>

Rainbow Dash's lance strikes Fluttershy in the breastplate of her armor. The end of the lance is soft and completely harmless but the impact sends Fluttershy flipping backwards end over end and off screen.

114 FLUTTERSHY (CONT'D)
A-a-a-a-h-hh

Rainbow Dash beams as an O.S. crowd <APPLAUDS>.

115 CRYSTAL PONY #3 (O.S.)
Bravo, Knight Rainbow Dash!

She lands on the ground and takes a bow. She is soon joined by a woozy looking Fluttershy.

116 FLUTTERSHY
(pleading)
Isn't there somepony else who could take over the jousting demonstration with you?

117 RAINBOW DASH
The fate of an entire empire rests on us showing these ponies a good time. But, you know, if that isn't important to you--

Fluttershy lets out a sad little <WHIMPER>.

118 RAINBOW DASH (CONT'D)
Okay. Okay. I'll take it easy on you next
time.

Fluttershy looks relieved.

119 RAINBOW DASH (CONT'D)
But not too easy.

She looks out toward the unseen crowd with a grin.

120 RAINBOW DASH (CONT'D)
I gotta reputation to maintain.

Fluttershy lets out another <WHIMPER>.

SC 20 - INT. DARK STAIRWELL - AT THE SAME TIME

Spike struggles to keep up as Twilight ascends the stairs
as quickly as she can.

121 SPIKE
(winded)
What if this is just more of his magic?
He makes a door that leads to your worst
nightmare, why not a staircase that goes
on forever?

Twilight stops climbing. She considers this for a moment.
She POWERS UP her horn and produces another COIN. Spike
catches up to her.

122 TWILIGHT SPARKLE
Hold onto me.

Spike grabs hold of her leg.

123 SPIKE
What are you doing?

Suddenly, the room SPINS and Spike, Twilight and the
staircase are UPSIDE DOWN.

Spike clings to Twilight's leg as she DROPS the coin. A
beat then <PING> the coin touches down.

Twilight POWERS UP her horn and the room SPINS so that
Spike, Twilight, and the staircase are now RIGHT-SIDE UP.

124 TWILIGHT SPARKLE
I don't know what we'll find at the end,
but at least we know there is an end.

Twilight starts up the stairs again. Spike is still a little stunned by the magic she's just performed.

125 SPIKE
How did--? Were we just upside--?

126 TWILIGHT SPARKLE
Spike, come on!

Spike rushes up the steps to catch up with Twilight.

SC 21 - EXT. FAIRGROUNDS - AT THE SAME TIME

Applejack is still at her post, observing the Crystal Ponies around her who are blissfully oblivious to the danger that lurks just outside the fairgrounds.

Rarity arrives on the scene. She plasters on a smile for the benefit of a passing Crystal Pony then addresses Applejack as surreptitiously as she can.

127 RARITY
(whispering)
I'm running out of weaving materials for the traditional crafts booth. I just made a hat out of three pieces of hay and a drinking straw.
(then)
I made it work, but still.

128 APPLEJACK
(whispering)
Look, y'all, we gotta do everything we can to keep this thing going.
(then)
The Princess isn't looking so good. I can't imagine her magic is gonna last much longer.

She gestures to Princess Cadence up in the Royal Box. Shining Armor hovers over her, Princess Cadence's horn barely glowing at all now.

The Ponyville Ponies share worried glances. Applejack tries to keep the faith.

129 APPLEJACK (CONT'D)
It's gonna be fine. These ponies are gonna power up that Crystal Heart when the time comes and we won't be needin' her magic anyway.

130 PINKIE PIE (O.S.)
I sure hope that time comes soon.

REVEAL: Pinkie Pie is on her hind legs in a JESTER COSTUME, juggling Crystal Empire FLUGELHORNS.

131 PINKIE PIE (CONT'D)
Even I can't keep this party going forever.

And with that said, she loses her balance and stumbles backward.

132 PINKIE PIE (CONT'D)
Uh-uh-uh--

Pinkie Pie <CRASHES> into the pedestal.

Her friends react as it tips over and the flag hiding the fake heart goes flying into the air. Twilight's Crystal Heart hits the ground.

It rolls and lands at the feet of a Crystal Pony.

She stares at it for a moment, then looks up at the Crystal Ponies, confused.

133 CRYSTAL PONY #4
This isn't the Crystal Heart.

Applejack, Pinkie Pie, and Rarity smile sheepishly as a handful of Crystal Ponies look to them for an explanation.

134 RARITY
Of course it isn't. The real one is--

135 APPLEJACK
(confident)
On it's way.

136 RARITY
I was going to say "being polished" to buy us some more time.

137 APPLEJACK
(sheepish)
Ooops.

SC 22 - INT. TOWER - AT THE SAME TIME

A round room with windows on all sides. Through them we can see the Crystal Empire, FLICKERING and FADING at an alarming rate.

But it is what is at the far end of the room that has caught Twilight's eye -- a levitating CRYSTAL HEART.

A winded Spike reaches the top of the staircase as an eager Twilight rushes over to retrieve it. She uses her magic to pick it up, breathing a tiny <SIGH> of relief.

138 TWILIGHT SPARKLE
Got it.

But just as she turns to go, there is a loud <CRACK>. Startled, she drops the Crystal Heart.

Suddenly, BLACK CRYSTALS SHARDS shoot up out of the floor and surround her, trapping her in a black crystal prison.

Off Twilight's terrified expression we...

END ACT V

ACT VI

SC 23 - INT. CRYSTAL CASTLE - TOWER - LATER

Twilight is still trapped in the black crystal prison. She frantically searches around her.

139 TWILIGHT SPARKLE
The heart? Where is the crystal--?

140 SPIKE (O.S.)
Here.

Twilight looks out from her black crystal cell to see that Spike is holding the Crystal Heart.

141 SPIKE (CONT'D)
It rolled over to me when you dropped it.

Spike starts to move toward Twilight.

142 TWILIGHT SPARKLE
Don't move!

Spike stops, freezing mid-step.

143 TWILIGHT SPARKLE (CONT'D)
You can move. Just not toward me. There
could be other traps.

Spike slowly lowers his foot.

144 TWILIGHT SPARKLE (CONT'D)
How could I have been so foolish? I was
just so eager to get it. Saw what was
going on outside...

Twilight paces her cell.

145 TWILIGHT SPARKLE (CONT'D)
(thinking aloud)
An escape spell... I think I know... If I
could just remember...

146 SPIKE
You have to get out of there Twilight.
You have to be the one who brings the
Crystal Heart to Princess Cadence. If
you don't you fail Celestia's test.

Twilight looks out through the crystal shards. Through
the windows of the tower she can see that the Crystal
Empire is growing as JAGGED and BLACK as the cage in
which Twilight is imprisoned.

FLASH TO:

SC 24 - INT. CANTERLOT CASTLE - FLASHBACK

Princess Celestia addresses Twilight as she uses her
magic to conjure up a CRYSTAL SHARD.

147 PRINCESS CELESTIA
If the empire is filled with hope and
love, those things are reflected across
all of Equestria.

Using her magic, she shines a light through the crystal.
Bright RAINBOWS OF LIGHT are reflected upon the walls of
the room.

148 PRINCESS CELESTIA (CONT'D)
If hatred and fear take hold...

Princess Celestia uses her magic and the crystal goes dark, a growing BLACK SHADOW takes the place of the rainbows of light.

FLASH BACK TO:

SC 25 - INT. CRYSTAL CASTLE - THE PRESENT

Twilight looks at Spike, a calmness washing over her. She knows what she must do.

149 TWILIGHT SPARKLE
King Sombra is already attacking the empire. He could reach the Crystal Ponies at any moment. Reach Princess Cadence, my brother, my friends-- There may not be enough time for me to find a way to escape.

(then)
You have to be the one to bring the Crystal Heart to the faire.

150 SPIKE
Me? But, Twilight--

151 TWILIGHT SPARKLE
Go.

152 SPIKE
But--

153 TWILIGHT SPARKLE
Go!

Spike spins on his heels and heads down...

SC 26 - INT. STAIRWELL

Spike, carrying the Crystal Heart, runs as fast as his little legs will carry him down the stairs.

SC 27 - EXT. FAIRGROUNDS - ROYAL BOX - SOON AFTER

Their ruse discovered, Applejack, Rarity, Pinkie Pie, Rainbow Dash, and Fluttershy have joined Shining Armor and Princess Cadence in the royal box.

154 APPLEJACK
Now don't y'all worry your pretty, little
Crystal heads. The real Crystal Heart
will be here any second.

155 RARITY
(under her breath)
I don't know if they believe you.

156 APPLEJACK
(under her breath)
I don't know if I believe me.

Just then, Spike pushes his way through the crowd. He climbs up into the royal box and places the Crystal Heart at the feet of Princess Cadence. She looks down, relief washing over her.

157 PRINCESS CADENCE
Thank you.

The Ponyville Ponies see what he has given her.

158 RAINBOW DASH
Woo-hoo! Way to go Twi--

It hits her that she doesn't see Twilight anywhere. She looks down at Spike.

159 RAINBOW DASH (CONT'D)
Where's Twilight?

Spike shakes his head -- she isn't coming. The Ponyville Ponies register what this means.

160 FLUTTERSHY
But if she isn't the one to help the
protect...

She trails off, noticing the hush that has fallen over the crowd. Princess Cadence is using the last of her magic to levitate the Crystal Heart over the heads of the Crystal Ponies. They gaze up at it in awe.

161 PRINCESS CADENCE
(regaining her strength)
The Crystal Heart is returned. Use the
light and love within you to insure that
King Sombra does not.

She places it upon the pedestal. The Crystal Ponies silently gather around it. There is a <LOW HUM> like the sound of something electric charging up.

Suddenly, BRIGHT LIGHT bursts forth from the Crystal Ponies and into the Crystal Heart.

PHZOOM! BEAMS OF MULTI-COLORED LIGHT shoot out from the crystal facets of the heart.

The Ponyville Ponies are struck by the beams of light.

Rarity lets out a <SQUEAL OF DELIGHT> as she realizes that he has been transformed into a Crystal Pony.

SC 28 - INT. TOWER - AT THE SAME TIME

The black crystal walls of Twilight's prison SHATTER around her to reveal that she too GLITTERS and GLOWS like a Crystal Pony. The tower is transformed back into Crystal as Twilight rushes to a window.

SC 29 - EXT. CRYSTAL EMPIRE

It shines even brighter than before.

A <DEFEATED WAIL> as King Sombra's shadows crawl back into the arctic tundra and disappear.

We PAN UP to see an AURORA BOREALIS-type light effect has suddenly appeared in the night sky.

CUT TO:

SC 30 - A SERIES OF SHOTS

Depicting ponies in PONYVILLE, MANE-HATTAN, APPLE-LOOSA, CLOUDSDALE, and CANTERLOT staring in awe at the newly created display of light in the night sky.

CUT BACK TO:

SC 31 - INT. TOWER - AT THE SAME TIME

Twilight gazes out the tower window and smiles.

162 TWILIGHT SPARKLE
(softly)
Good job, Spike.

DISSOLVE TO:

SC 32 - EXT. CRYSTAL EMPIRE - THE NEXT DAY

Princess Cadence and Shining Armor join Twilight and her friends as they travel through the empire. The Ponyville Ponies have returned to their normal pony states.

NOTE: As they walk, we are able to see CRYSTAL PONIES enjoying life in their fully restored empire.

163 RARITY

(pouting)

Oh I do so wish it was permanent. Did you see how my mane just absolutely sparkled?

Spike looks at Rarity lovingly.

164 SPIKE

I think you're perfect just the way you are.

Shining Armor approaches Twilight.

165 SHINING ARMOR

You've got to stop saving my rump like this. It's starting to get embarrassing.

166 TWILIGHT SPARKLE

Wasn't me who saved you in the end, it was Spike.

Shining Armor reads the worry in Twilight's eyes.

167 SHINING ARMOR

Everything's going to be okay. It's just a test. Maybe she'll let you retake it.

Twilight raises an eyebrow at this suggestion.

168 SHINING ARMOR (CONT'D)

Okay maybe not "retake it". Maybe she'll give you a new test. An entirely new test that doesn't involve invading dark shadows and fading magic and hidden crystal hearts and--

169 TWILIGHT SPARKLE

I don't think she's going to give me a new test.

170 SHINING ARMOR

Whatever happens, your big brother loves you. You know that much, right?

Twilight nods, "yes".

171 SHINING ARMOR (CONT'D)
Good.

Shining Armor smiles and playfully tussles her mane.

DISSOLVE TO:

SC 33 - EXT. CANTERLOT - ESTABLISHING - EVENING

SC 34 - EXT. CANTERLOT CASTLE - AT THE SAME TIME

Spike, Applejack, Rarity, Fluttershy, Pinkie Pie, and Rainbow Dash are gathered around Twilight.

172 APPLEJACK
We'll be right here when you come out.

173 RAINBOW DASH
Chin up, kid.

Twilight takes a <DEEP BREATH> and enters the castle.

SC 35 - INT. CANTERLOT CASTLE - THRONE ROOM - SOON AFTER

Twilight finds Princess Celestia looking out the window at the night sky -- the bright light of the Crystal Empire streaked across it. Twilight joins the Princess at the window.

174 PRINCESS CELESTIA
It's beautiful.

175 TWILIGHT SPARKLE
I wish it had been me who ultimately made it so.
(then)
But it wasn't.

Twilight hangs her head in sadness. So much for keeping her chin up.

176 TWILIGHT SPARKLE (CONT'D)
I guess this means I won't be moving to the next level of my studies.

Princess Celestia turns to face Twilight.

177 PRINCESS CELESTIA
On the contrary. You have more than
proven that you should, no, must
continue.

Twilight looks up, confused.

178 TWILIGHT SPARKLE
But you said that I had to be the one who
ultimately helped Princess Cadence
restore the Crystal Empire. I failed to
follow your instructions. How can I have
passed the test?

Princess Celestia gives Twilight a gentle smile.

179 PRINCESS CELESTIA
Twilight, as I understand it, Spike
brought Princess Cadence the Crystal
Heart because you weren't sure how
quickly you could find a way to escape
the tower.

Twilight nods in the affirmative.

180 PRINCESS CELESTIA (CONT'D)
You weren't willing to risk the future of
the citizens of the Crystal Empire in an
effort to guarantee your own.

(then)

Far better that I have a student who
understands the meaning of self-
sacrifice, than one who only looks out
for her own best interests.

181 TWILIGHT SPARKLE
Does this mean--?

182 PRINCESS CELESTIA
You will advance.
(then)
You do want to move to the next level of
your studies, don't you?

183 TWILIGHT SPARKLE
Yes! Yes! Yes!

Princess Celestia smiles at Twilight's enthusiasm.

184 PRINCESS CELESTIA
I'll let you know what that entails at a
later time.

(then)

(MORE)

PRINCESS CELESTIA (CONT'D)

I believe you have some friends who might be worried about you. Perhaps you should share with them the good news.

She gestures for Twilight to make her exit. An excited Twilight dashes off.

SC 36 - EXT. CANTERLOT CASTLE - A MOMENT LATER

The Ponyville Ponies pace nervously outside the castle. Spike seems to be having the most trouble keeping it together. All color seems to have drained from his cheeks.

185 SPIKE

Breathe, Spike, breathe. It's not the end of the world.

(then)

But she's going to think it is. She's totally going to lose it.

He starts to <HYPERVENTILATE> a little.

186 SPIKE (CONT'D)

Keep it together, buddy. Gotta stay strong for Twilight.

Suddenly, Twilight BURSTS through the front doors of the castle. She looks a bit crazy.

187 RARITY

Look at her she's hysterical.

(then, calling to her)

Don't fret, darling, Rarity is here.

Rarity and the rest of Twilight's friends rush over to offer her their support. But before they can say a word, Twilight exclaims:

188 TWILIGHT SPARKLE

I passed!

Twilight's friends bounce up and down excitedly and take turns embracing her. MUSIC UP as Rarity begins to sing a REPRISE of Twilight's SONG from ACT I with new lyrics.

189 RARITY

You were prepared to do your best./Had what it took to pass any test./ All those doubts you can dismiss/Turns out you were prepared for this.

Twilight's friends form a CIRCLE around her as they join in on the song.

190 APPLEJACK
You clearly have just what it takes.

191 PINKIE PIE
To pass a test with such high stakes

192 FLUTTERSHY
We knew for sure you would prevail.

193 RAINBOW DASH
Since when does Twilight Sparkle ever fail?

194 APPLEJACK
All those doubts, you can dismiss

195 PONYVILLE PONIES
Turns out you were...

196 TWILIGHT SPARKLE
Turns out I was...

197 PONYVILLE PONIES
Turns out you were...

198 TWILIGHT SPARKLE
Turns out I was...

MUSIC OUT as Rarity leans in close to Twilight.

199 RARITY
(speaking)
Turns out you were--

MUSIC BACK UP as the Ponyville Ponies finish out the song.

200 PONYVILLE PONIES
*Prepared for this. Prepared for this.
Prepared for this!*

MUSIC OUT. The Ponyville Ponies embrace Twilight. Spike still looks a little woozy.

201 SPIKE
(unconvincing)
<NERVOUS LAUGHTER> Yeah. I knew everything was going to be fine.

And with that said, he faints. *S&P note; please ensure we hear him moan or see movement so our young viewers know he is okay.*

FADE TO BLACK.

END EPISODE