**THE CRYSTAL EMPIRE—PART ONE**

**Written by Meghan McCarthy**

**Produced by Sarah Wall, Devon Cody**

**Story editing by Meghan McCarthy**

**Supervising direction by Jayson Thiessen**

**Directed by James Wootton**

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

Note: Unless specifically stated otherwise, all mentions of ponies in this episode

refer to “crystal ponies” – identical in appearance to earth ponies, except for

having polygonal highlights in their eyes’ pupils instead of round ones.

Prologue

(*Opening shot: fade in to a long shot of Canterlot during the day. Zoom in slowly and dissolve to the throne room within Canterlot Castle. Princess Celestia sits on her throne, using a levitated quill to sign a stack of documents that are being magically held in front of her by a bespectacled unicorn mare secretary. Two pegasus guards stand watch before the throne, one on either side of the red carpet leading up to it. The sound of an opening door draws the attention of all four as the camera zooms out slightly; cut to the room’s entrance, where a third guard has just burst in.*)

**Guard 1:** (*galloping up*) News from northern Equestria! (*stopping, bowing*) Uh…Your Highness.

**Celestia:** Yes? (*He removes his helmet.*)

**Guard 1:** I am simply to tell you that…*it* has returned. (*She gasps and turns to the guard on her right.*)

**Celestia:** (*with sudden urgency*) Find Princess Cadence and Shining Armor.

**Guard 2:** (*bowing*) Yes, Your Highness.

(*All three guards bug out, and she floats a quill and scroll up and begins to write.*)

**Celestia:** (*dictating*) “My dearest Twilight…” (*Long overhead shot, zooming out slowly.*) “…you must come to Canterlot at once.”

(*Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to the exterior of the library. Twilight Sparkle’s panicked breathing and hustling hoofbeats can be heard clearly from this distance.*)

**Twilight:** (*from inside, moaning*) Where are all my quills?

(*Cut to the reading room; Spike stands here, a bag at the ready to catch her gear. The freaked-out unicorn pokes her head into view briefly with another moan and gallops away, stopping at a shelf that holds a cup full of the writing tools. She floats them up and sends them off to one side; quick pan to Spike, who has to jump to catch them in his bag, the nibs punching through the cloth. Now Twilight floats several books past herself, quickly checking their covers.*)

**Twilight:** No…no…no…no…no…ugh! (*galloping off*) I need *The Magical Compendium,* volumes one through thirty-six!

(*On the second half of this line, cut to just inside the front door, where Applejack, Fluttershy, Rainbow Dash, and Rarity have come in. Spike, nearby, scurries across the room.*)

**Twilight:** (*from o.s.*) Where is it?!?

(*The apple farmer and the dressmaker trade a worried glance from the corners of their eyes; meanwhile, Twilight magically yanks all the books off a shelf and unearths a single monster tome. Laid flat, it is wide enough to fill the entire width and height of the shelf on its own, and the sign of it causes her jaw to drop in happy surprise. One very apprehensive baby dragon watches it float overhead and raises his arms to catch it—in vain, as it crushes him to the floor when Twilight lets it drop. He tries to heave it off, but the weight slams back down on him. She eyes the book for a moment, then gets a new idea.*)

**Twilight:** Flashcards! (*banging hooves together, galloping away*) I should make some flashcards!

(*Arriving at a drawer, she magically opens it and levitates out several stacks of blank cards.*)

**Twilight:** (*floating them over shoulder*) Spike, I’m gonna need you to quiz me…

(*Cut to him, struggling to extricate himself from underneath the huge book.*)

**Twilight:** (*from o.s.*) …on everything. Everything I’ve ever learned… (*He pops loose.*) …ever!

(*Just in time to catch the cards; cut to frame both, Twilight, thinking hard.*)

**Twilight:** That isn’t gonna be enough cards.

(*Her next rush takes her past the other four ponies; she begins to root around somewhere else.*)

**Spike:** (*setting cards down*) Twilight, calm down. It’s just a test. (*She snaps upright.*)

**Twilight:** (*over shoulder*)Just a test?

(*He realizes, a split-second too late, that this may have been the most inappropriate response to give to a unicorn who has spent most of her life in academics. Her sudden lunge into his face confirms it.*)

**Twilight:** *JUST A TEST?!?* (*backing him up slowly*) Princess Celestia wants to give me some kind of exam, and you’re trying to tell me to calm down because…it’s just a *TEST?!?*

(*Spike reaches o.s. and produces a steel army helmet and a trio of pillows lashed together; these go on his head and around his midsection, respectively.*)

**Spike:** Uh…yes?

(*Too little, too late. The violet mare’s grimace and the glow around her horn both intensify to dangerous levels.*)

**Applejack:** (*to Rarity*) I’d say she’s handlin’ things pretty well…considerin’.

(*Cut to a long shot of Ponyville. In time with Twilight’s prolonged groan, the entire library bursts free of the ground, rockets up to perhaps twice the height of the town hall, and slams back down to earth in a cloud of dust. From here, dissolve to a stained-glass window within the Canterlot Castle throne room, displaying Shining Armor and Princess Cadence. Their bodies and tails are bent into the heart outline that they briefly assumed when casting the spell to drive all the changelings out at the end of Part Two of “A Canterlot Wedding.” On the start of the next line, zoom out and tilt down slowly to frame both Celestia and Princess Luna standing in front of it; they speak in hushed tones throughout the next five lines.*)

**Luna:** Are you sure you don’t want me to go as well?

**Celestia:** Yes. Princess Cadence and Shining Armor are already there. The others will be joining them soon.

**Luna:** The Empire’s magic is powerful. It cannot fall again, my sister.

**Celestia:** She *will* succeed at her task. And when she does, we’ll know that she is that much closer to being ready.

(*The sound of a throat being cleared is heard from o.s.; pan to frame Twilight, entering through the door at the far end. A close-up frames her nervous expression, which she quickly forces into a smile, and the overstuffed saddlebags on her back. Luna aims an uneasy glance at her older sister.*)

**Celestia:** (*as Luna exits*) Trust me, little sister.

**Twilight:** You wanted to see me? To give me a test?

(*Luna gives her the briefest sidelong look as the two pass on the red carpet.*)

**Twilight:** (*levitating bags*) I brought my own quills, and plenty of paper to show my work.

(*As soon as the luggage hits the floor, the contents erupt in all directions and one particularly long parchment unrolls over the several yards between herself and Celestia.*)

**Twilight:** (*panicked, starting to roll it up with nose*) Sorry, sorry!

**Celestia:** (*magically rolling it up*) This is a different kind of test.

(*It is quickly returned to her bags, along with the other spilled items.*)

**Celestia:** The Crystal Empire has returned. (*Twilight’s pupils/irises contract to points.*)

**Twilight:** The Crystal Empire? (*She floats out four books and eyes them.*) I’m sorry, I…I thought I’d studied. (*flipping through one*) Oh, I don’t think there’s anything in any of my books I—

(*On the end of this line, Celestia’s magic pulls the other three away unnoticed and the camera cuts to her.*)

**Celestia:** (*calmly*) There wouldn’t be.

(*She turns away toward the throne; Twilight looks up, hopelessly perplexed.*)

**Celestia:** Few remember it ever existed at all.

(*The camera pans slightly on the end of this line to frame a large, elongated gem balanced on its small end underneath a bell jar on a pedestal. A close-up shows it to be light violet, not too different from the color of Twilight’s coat; the covering is levitated away, followed by the gem itself. Cut to Twilight as it is floated down to stand front of her.*)

**Celestia:** (*from o.s.*) Even my knowledge of the Empire is limited.

(*A burst from her horn causes it to generate a translucent, glowing image of a realm on a large circular plain, with the gem at the center. Streets run toward it from the edge, with other roads connecting one to the next at angles to form a giant star. The lights in the throne room dim as Twilight backs up a few steps; next, a beam shoots upward briefly from the gem, creating the image of a tall, slender castle built from the same material and resting on a set of arches. Cut to frame all of the projection, with Twilight and Celestia standing diametrically opposite each other.*)

**Celestia:** But what I do know is that it contains a powerful magic.

(*Ground-level close-up: two foals trot happily through the streets as their parents nuzzle affectionately.*)

**Celestia:** (*from o.s.*) One thousand years ago, King Sombra… (*Tilt up to frame Twilight.*) …a unicorn whose heart was black as night…

(*A shadow steals over the miniature realm as jagged rock formations of a dark, ulcerous gray spring up.*)

**Celestia:** (*from o.s.*) …took over the Crystal Empire.

(*The central castle is similarly affected, and on its pinnacle appears the head of a grim unicorn stallion. Dark gray coat; fierce, reptilian red eyes with green whites; red-glowing, upward-curved horn; billowing black mane/tail, the first held back by a spiked steel crown. A few locks hang down past his ears, and the crown has attached black guard pieces for nose and cheeks, the former fitting closely around the base of his horn. As King Sombra grimaces, green flames edged with purple kindle in his eyes and the camera zooms in quickly through one of them until the glare fills the screen.*)

(*Fade in to frame him in the flesh, standing on a balcony of the castle. A broad steel collar protects his neck and chest, armor plates of this material are strapped to each lower leg, and a regal crimson robe covers his back. The flames streaming from his eyes are matched by the ones licking at the balcony around him as he grins savagely, and the sky is a diseased yellow-brown. Cut to a long shot and tilt down to ground level; here, ponies trudge along, each wearing shackles on his/her forelegs and a collar with a chain that links one to the next.*)

(*Now the camera cuts to Celestia and Luna, seen in silhouette with eyes blazing white and the outlines of their cutie marks visible behind them. Both warm up their horns.*)

**Celestia:** (*voice over*) He was ultimately overthrown, turned to shadow, and banished to the ice of the arctic north.

(*During this line, they uncork a double blast that engulfs Sombra, stripping away his regalia/armor and disintegrating his body before the view fades to white. It resolves into an extreme close-up of his bellowing face as he falls away from the camera into an icy abyss, whose sides quickly slam together to hide him from sight. Dissolve to a close-up of a thoroughly befuddled Twilight in the throne room. As Celestia continues, the camera zooms out to rest near her gem, which still stands at the center of the now-restored projection.*)

**Celestia:** (*from o.s.*) But not before he was able to put a curse upon the Empire. (*Overhead view of both.*) A curse that caused it to vanish into thin air.

(*The image does exactly that and the normal lighting is restored. Twilight shuts her eyes against the brightness, while Celestia levitates the gem up toward the ceiling.*)

**Celestia:** If the Empire is filled with hope and love…

(*Close-up of it. As she continues, she hits it with a beam and a rainbow of colors washes over the room, the camera zooming out to frame both.*)

**Celestia:** …those things are reflected across all of Equestria. (*grimly*) If hatred and fear take hold…

(*Her eyes go the same lurid green as Sombra’s whites, emitting their purple haze as well, and a beam of the latter color lances upward from her horn as the lights dim and go gray. When the energy hits the crystal, it takes on the unhealthy gray hue seen in the playback and its shadow stretches across the floor to stop a short distance away from Twilight. As she watches, dumbfounded, a formation of jagged gray crystals springs up from the point; two others sprout as well to hem her in. The hovering Celestia uses her normal magic to shatter the barricade and restore the lights, then settles onto her hooves.*)

**Celestia:** Which is why I need your help finding a way to protect it.

**Twilight:** (*softly*) You want me to help protect an entire empire?

**Celestia:** (*replacing/covering gem on pedestal*) It is, as I said, a different kind of test… (*Cut to Twilight and zoom in; she continues o.s.*) …but one I’m certain you will pass.

(*The faithful student’s indecision lasts only for a moment and gives way to a burst of resolve.*)

**Twilight:** How do I begin?

**Celestia:** (*walking past her toward door*) By joining Princess Cadence and Shining Armor in the Crystal Empire.

**Twilight:** (*smiling*) My brother is there?

**Celestia:** He is. (*Twilight hurries to catch up.*) And your Ponyville friends will join you there as well. (*Cut to just outside the door as they approach.*) I have every confidence you will succeed.

(*A closer shot; now Luna can be seen, standing partially in view just beyond the doorframe.*)

**Celestia:** And when you do, I’ll know you are ready to move on to the next level of your studies.

(*Twilight glances off toward Luna, who aims a searching, half-distrustful stare down that causes her to wilt noticeably.*)

**Twilight:** But what if I fail?

**Celestia:** You won’t.

**Twilight:** (*panicking*) But what if— (*A gold-shod hoof laid gently on her chest stops her.*)

**Celestia:** You won’t. (*Twilight plods away.*) But, Twilight…

(*She stops. Cut to a head-on view of both sisters, the outlines of their cutie marks shining behind them. Zoom out slowly.*)

**Celestia:** …in the end, it must be you and you alone who ultimately assists Princess Cadence and Shining Armor in doing what needs to be done to protect the Empire. (*Cut to Twilight, cutie mark similarly displayed; she continues o.s.*) Do you understand?

**Twilight:** (*firmly*) Mmm-hmm.

(*Back to Celestia and Luna, now standing just inside the throne room doors.*)

**Celestia:** Then go. There is no time to lose.

(*She magicks them shut, leaving Twilight outside; the unicorn frowns a bit as she walks away. Cut to Spike, sitting sullenly on a flight of steps outside the castle. His breath catches in his throat at the sound of her descending hoofsteps.*)

**Spike:** Twilight! That was fast. Let me guess—you got a perfect score! (*She walks off silently; he catches up.*) A-minus? (*Nothing; he stops.*) B-plus?

(*She stops a few steps away from him; he voices a shocked little grunt.*)

***Melancholy piano/string melody, slow 4 (G major)***

**Spike:** Twilight…did you…*fail?*

***Flute in***

**Twilight:** I was prepared to do my best

Thought I could handle any test

(*He runs toward her, smiling.*)

For I can do so many tricks

(*Zoom out slowly.*) But I wasn’t prepared for this

***Slightly more upbeat tone but still wistful (faster 4*)**

(*The view dissolves to a slow tilt up through the heights of Canterlot, then to a busy street, and pans to Twilight and Spike approaching a café. A waiter serves tea to a customer; both are surprised to see the pot and cup float up under her control and the pot pour out.*)

**Twilight:** Levitation would have been a breeze

Facts and figures I recite with ease

***Music stops***

(*Close-up of her under a window; zoom out to the sound of chalk on a board.*)

**Twilight:** The square root of five hundred and forty-six is twenty-three-point-three-six-six-six-four-two-eight-nine-one-zero-nine.

(*Pan quickly to another window, through which a gray-coated, white-maned, bespectacled earth pony stallion professor in a tan sweater can be seen writing this calculation on a blackboard.*)

**Professor:** (*dropping chalk*) She is correct!

***Music resumes***

(*Twilight sweeps a dumbfounded Spike up in her forelegs and spins him around while standing on her hind ones.*)

**Twilight:** I could ace a quiz on friendship’s bliss

(*dropping him, galloping away)* But I wasn’t prepared for this

(*She stops at a parapet and gazes over the landscape spread before her; the wind picks up, blowing her mane/tail out ahead of her.*)

***Gradually building intensity to end (E major, modulating to D major)***

**Twilight:** Will I fail, or will I pass?

I can’t be sure

**Spike:** She can’t be sure

(*Turning away, she reaches a small stream and deftly teleports from one lily pad to another along its surface.*)

**Twilight:** My mind is sharp, my skills intact

My heart is pure

**Spike:** Her heart is pure

***Horns in***

(*Dissolve to Twilight at a street corner; she capers a bit.*)

**Twilight:** Oh, I’ve taken my share of licks

(*Spike does the same.*) I’ve made it through the thin and thick

(*Dissolve back and forth between them.*)

**Twilight:** But no, I wasn’t

**Spike:**  Oh, no, she wasn’t

**Twilight:** Oh, no, I wasn’t

**Spike:** Oh, no, she wasn’t

(*To Twilight again, zooming out to a long shot of all of Canterlot.*)

**Twilight:** No, I wasn’t

**Twilight, Spike:** Prepared for this

***Song ends***

(*Dissolve to a down-in-the-dumps Twilight, trudging onto the platform at the train station. Spike hurries to catch up, then stops short.*)

**Spike:** Uh, prepared for what, exactly?

(*Cut to Twilight and pan slightly to frame Applejack, Fluttershy, Rainbow, and Rarity now on the platform as well.*)

**Applejack:** Twilight!

(*One cheerful leap brings her close enough to clap a foreleg across the unicorn’s shoulders.*)

**Applejack:** Uh, did you pass?

(*Cut to the stopped train. Pinkie Pie emerges onto the platform, pushing her party cannon with her head and knocking Spike aside. Its fuse is lit.*)

**Pinkie:** (*pointing it skyward, hunkering, covering ears*) Are we gonna celebrate your awesomeness with Princess Celestia?

(*The artillery goes off in a burst of confetti and streamers, and she jumps up to hang in midair.*)

**Twilight:** (*from o.s.*) Not quite.

(*The pink pony drops back to the planks and the discharge sucks itself back up into the cannon, whose barrel swings down again. Close-up of Twilight, zooming out slowly to frame her other four friends looking on.*)

**Twilight:** We’re going to the Crystal Empire!

**All others but Pinkie:** Huh?

**Rainbow:** (*among others’ murmurs*) Crystal what?

(*Snap to black.*)

Act Two

(*Opening shot: fade in to a train chugging its way through a most unforgiving snowscape: gray sky, bitter winds slinging flakes every which way, ground and mountain peaks thickly blanketed. Dissolve to a train station platform as it pulls in; when the doors of one car slide open, Twilight and company emerge reluctantly, with all but Rarity hunching or shielding themselves against the cold. The white unicorn hangs back for a moment, a white-trimmed pink scarf around her neck and a very smug look on her face.*)

**Rarity:** Ha! And you all made fun of me for packing so many scarves.

(*She steps off, followed by Spike—who has drawn the thankless job of toting the huge stack of her full-to-bursting luggage.*)

**Spike:** (*grunting*) I didn’t say a word.

(*He slips, dumping the lot onto the platform; one big case bursts open and several scarves flutter away in the wind.*)

**Spike:** (*chasing them, between grunts*) Hey!…Come here!

**Shining Armor:** (*from o.s.*) Twilight!

**Twilight:** Shining Armor?

(*Her older brother emerges from the haze of snow and fog, clad in a thick gray scarf hiked up to cover his mouth and a matching pair of goggles with slits cut for his eyes. He uncovers his face with a hoof and a bit of telekinesis.*)

**Shining:** Twilie! (*The goggles land on his forehead.*) You made it!

(*They gallop toward each other and embrace, but only for a moment.*)

**Shining:** We’d better get moving. There are things out here we really don’t want to run into after dark. (*Fluttershy swallows and glances nervously toward Applejack and Rainbow.*)

**Fluttershy:** What kind of things?

**Shining:** Let’s just say the Empire isn’t the only thing that’s returned.

(*Spike joins the five mares on the platform, having corralled Rarity’s runaway neckwear. Dissolve to the group on the move through the snow, with Shining walking point; he and Twilight raise their voices over the relentless winds.*)

**Shining:** Something keeps trying to get in! We think it’s the unicorn king who originally cursed the place!

**Twilight:** But Princess Celestia said I was being sent here to find a way to protect the Empire! If King Sombra can’t get in, then it must already be protected!

(*The wind chooses this moment to sound off, a sepulchral moan that stops them all cold.*)

**Fluttershy:** (*gasping*) It’s one of the things, isn’t it? (*Shining groans impatiently to himself.*)

**Shining:** We have to get to the Crystal Empire! Now!

(*Behind the group, a pillar of dark gray murk erupts from the ground, darkening to black and emitting a low growl as Sombra’s red, violet-fuming eyes open within it. Spike, paralyzed with fear, finds himself being levitated away by Shining; Rarity’s luggage hits the deck, forgotten, and all eight get moving—Rainbow flying, the rest on leg-power. Twilight risks a quick backward glance, then scoops the baby dragon up with her head so that he lands on her back.*)

**Twilight:** Go! Go!

(*Sombra’s shadow closes in before the camera cuts to the group’s perspective—a large, light silver-blue, glowing dome stands at a distance ahead.*)

**Shining:** Almost there!

(*Back to them. All but Shining race ahead as he stops and wheels to face the pursuing specter, firing a beam from his horn. Sombra easily splits his insubstantial form to avoid the shot and dives, the camera shifting to ride with him down toward the guard captain. The vapors quickly black out the screen. Fade in to an extreme close-up of Twilight’s rump, which pulls away as she and the rest of the crew fly/gallop toward the glowing dome. The camera follows them to the barrier, where they pass through and vanish from sight, and the view fills with its radiance. Rarity has lost her scarf by this point.*)

(*From here, fade in to a patch of grassland, seen from ground level as Twilight and Applejack step into view. Zoom out as Fluttershy and Rainbow half-stumble up as well; all four are badly out of breath from the sub-zero wind sprint they have just completed. Above them, the sky is a tranquil blue, with only a few wisps of cloud visible.*)

**Twilight:** Everypony okay?

(*General assent from the others; cut to an unoccupied bit of grass. There is the sound of something passing through the barrier, and said something lands a moment later—Shining Armor, his scarf and goggles gone and a crust of dark gray crystals covering nearly all of his horn, leaving only the base exposed. As he rubs his head dazedly, Twilight hurries over to him, letting Spike drop off her back.*)

**Twilight:** Oh, no! (*taking his front hoof*) Shining Armor! Your horn!

(*Close-up of it as he tries to get a spell going; the glow cannot go up into the covered area, though, and he powers down as the camera zooms out to frame both siblings. It takes them a moment to fully realize the situation, after which they head back toward the others. Cut to behind the other five mares, now standing between two pillars of bright pink crystal and looking ahead.*)

**Pinkie:** Sparkler-rific!

(*As she says this, zoom out to frame, not too far in the distance, a city whose centerpiece is the castle in Celestia’s holographic replay from Act One. Surrounded by buildings fashioned from crystals of various hues, it glows brightly under the peaceful sky. Three lozenge-shaped blue gems float between the two pillars, which stand on either side of a road leading in. Dissolve to a long shot of the glimmering castle’s upper reaches and tilt down slowly toward ground level.*)

**Rarity:** (*from o.s.*) It’s gorgeous! (*The group comes into view.*) Absolutely gorgeous!

(*They are walking along a broad avenue paved with mirror-smooth crystal and proceeding toward the castle; the arches on which it rests allow a view of the far side of the realm. Directly ahead, at a main intersection or square beneath the castle, a huge snowflake design is set into the street. Rarity gibbers blissfully for a moment before the camera cuts to her, stars in eyes.*)

**Rarity:** There are no words! (*Zoom out; Applejack touches her shoulder.*)

**Applejack:** Focus, Rarity. We’re here to help Twilight, not admire the scenery. (*She starts away.*)

**Rainbow:** Uh, I don’t see what the big deal is. Just looks like another old castle to me.

**Rarity:** (*spluttering*) Another old—?! (*getting in Rainbow’s face*) Have you lost your mind? Look at the mag—

(*Rainbow snickers in response, joined by Applejack, and the two give each other a high five. The group has now reached a flight of steps leading up to the castle entrance.*)

**Rarity:** (*sheepishly*) Very funny.

(*She brings up the rear. Zoom out slightly and dissolve to a long shot of the throne room, which is done out with crystal facets in varying shades of ice-blue, and zoom in on the throne itself. Princess Cadence sits here, half-slumped over, and a close-up picks out her drawn, weary face. She has her horn going steadily, its glow a perfect match for the barrier that the group passed through to get here, and her head droops a bit before the Ponyville seven enter. Shining is not with them.*)

**Twilight:** Cadence!

(*Cadence’s face brightens instantly, and the sisters-in-law meet on the red carpet—actually more pink than red here.*)

**Cadence:** Ooh!

**Twilight:**, **Cadence:** Sunshine, sunshine, ladybugs awake!

Clap your hooves and do a little shake!

(*Accompanied by the dance they did during Twilight’s fillyhood flashback in Part One of “A Canterlot Wedding.” The giggling that follows is broken off when Cadence suffers a brief spasm and the blue sky outside momentarily flickers back to the slate-gray of the surrounding blizzard.*)

**Cadence:** One of these days, we need to get together when the fate of Equestria isn’t hanging in the balance. (*Sigh.*)

**Twilight:** Are you okay? (*Shining steps up behind Cadence.*)

**Shining:** Cadence has been able to use her magic to spread love and light. That seems to be what is protecting it. (*Cut to Twilight; he continues o.s.*) But she hasn’t slept. Barely eats. (*The couple again.*) I want to help her, but my protection spell has been countered by King Sombra.

**Cadence:** It’s all right, Shining Armor. I’m fine.

**Shining:** She’s not fine. She can’t go on like this forever. And if her magic were to fade… (*Cut to Twilight; he continues o.s.*) …well, you saw what’s out there waiting for that to happen.

**Twilight:** That’s why we’re here. (*Hoofsteps approach.*)

**Applejack:** (*from o.s.*) Why we’re all here.

(*Twilight turns happily toward the sound; zoom out as the rest of the crew walks up.*)

**Other mares, Spike:** Mmm-hmm!

**Shining:** Well, with Cadence putting all her strength into keeping her spell going, and me trying to keep an eye on signs of trouble in the arctic, we haven’t been able to gather much information from the crystal ponies. (*Rarity snaps up to her hind legs, front hooves on cheeks.*)

**Rarity:** (*ecstatically*) Crystal ponies?!?

(*She gets out an overexcited gasp and giggle before pulling her mane down straight behind her ears.*)

**Rarity:** There are crystal ponies?

(*It takes a second for the very puzzled looks from Applejack, Fluttershy, Pinkie, Rainbow, and Spike to sink in; finally she lets go of her mane and pats it into place, settling back to all fours.*)

**Rarity:** Um… (*clearing throat quietly*) …please, continue.

**Shining:** But we have to believe one of them knows how we can protect the Empire without having to use Cadence’s magic.

(*Cut to Twilight and zoom in on the end of this; she thinks hard, then gets an idea.*)

**Twilight:** A research paper!

**Shining:** Huh?

**Twilight:** That must be part of my test! (*pacing, with growing excitement*) To gather information from the crystal ponies and deliver it to you!

(*She ends this line by leaning toward her brother and poking a hoof into his chest.*)

**Twilight:** This is gonna be great! (*trotting away*) I *love* research papers!

**Rainbow:** (*sardonically, nudging Pinkie in ribs*) Yeah. Who doesn’t?

**Pinkie:** Oh, oh, oh! Let me guess! (*She zips away and grabs Spike.*) Is it Spike? (*dropping him, pulling in Fluttershy*) No, no, no! Fluttershy! (*grabbing…*) Rarity?

**Twilight:** Don’t worry, big brother. (*She hugs him and winks.*) I am *really* good at this sort of thing.

(*Dissolve to a stretch of sky, the camera pointing up between a couple of buildings, and tilt down toward ground level.*)

**Twilight:** (*from o.s.*) Are you sure?

(*Stop on a long shot of her and Spike, standing on a house’s front stoop to address the mare who has answered the door.*)

**Twilight:** Absolutely sure?

(*Close-up. The mare in question has a dull blue-gray coat, a lank mane/tail in several darker shades of this color, and a single leaf as a cutie mark. Her voice and drooping ears broadcast listlessness loud and clear. The dull colors and limp ears, manes, and voices will be shared by all residents until further notice.*)

**Mare 1:** I’m sorry. I wish I could help you. But I can’t seem to remember anything before King Sombra came to power.

(*His narrowed eyes superimpose themselves briefly over the scene, causing her to wince and pop her eyes wide for a moment.*)

**Mare 1:** And I don’t want to remember anything about the time he ruled over us. (*Shudder.*)

**Twilight:** (*to Spike*) King Sombra’s spell must be why their coats aren’t…crystal-y.

**Mare 1:** Have we really been gone a thousand years?

**Twilight:** Yes.

**Mare 1:** It feels like it was just yesterday.

**Twilight:** If you think of anything, even the smallest thing…

**Mare 1:** Of course.

(*She backs into her house and closes the door.*)

**Spike:** Well, *that* was a total bust. (*He and Twilight descend the stoop.*)

**Twilight:** Maybe the others are having better luck.

(*Wipe to Rainbow in another street and haranguing a mare: pale off-white coat, mane/tail in several shades of pinkish-violet, eyes of this same hue, a blooming flower as a cutie mark.*)

**Rainbow:** A way to protect the Empire. (*hoisting her briefly onto hind legs*) You know anything about it or what?

**Mare 2:** (*trudging away*) I wish I could help you, really.

(*The impatient pegasus glares after her and speeds ahead to cut her off.*)

**Rainbow:** Come on! (*punching/kicking at air*) You’ve gotta know something!

**Mare 2:** But…I don’t have any information.

(*Exit; Rainbow claps a disgusted hoof to her own face. Dissolve to a third mare plodding past Fluttershy in the street; on the next line, an equally downcast stallion walks by as well.*)

**Fluttershy:** Oh, um, excuse me…oh, hello. Um, I was just wondering…

(*Neither one pays her any mind, so she turns her attention to a mare and stallion slumped over a table at a café across the street. Suddenly irked, she marches over, hovers in front of the table, raises a hoof as if to strike them—and then goes right back to her usual timid self.*)

**Fluttershy:** Oh, oh, that’s okay. (*backing away*) Um, you all look really busy.

(*Her nervous little laugh is immediately followed by the leaping arrival of Pinkie, who bounds up toward a rooftop and out of view. She has donned a dark gray sweater and a matching hood that leaves only her eyes, ears, and part of her mane exposed, and a pair of goggles rests on her forehead. Pan/tilt quickly up to her high perch, where she sticks her head up.*)

**Pinkie:** (*softly, fiercely*) Time to gather some intel.

(*Duck away, then slip over the edge while holding onto a rope so she can rappel down. Cut to a mare and stallion conversing at a distance from the castle. She: magenta coat, pinkish-gray mane, blue eyes, cutie mark partially cut off by the screen’s bottom edge. He: gray coat, darker gray mane, brown eyes, bow-and-arrow cutie mark.*)

**Mare 3:** It just feels like something is missing.

**Stallion:** I know. It looks the same, but it doesn’t feel the same.

**Pinkie:** (*from o.s., whispering*) Because it isn’t!

(*She descends into view, hanging upside down from her rope; both gasp.*)

**Mare 3:** A spy!

(*They bail out as Pinkie falls loose with a scream and thuds to the street. She gets up in time to see them gallop away.*)

**Pinkie:** A spy? How did they know? (*Glance toward forehead.*) Ah! Must have noticed my night-vision goggles.

(*She flips them down into place on the end of this.*)

**Pinkie:** (*gesturing around, hovering a bit*) Ooooh, night-vision-y.

(*But perhaps not so good for daytime use, as she discovers when she starts to bound away and runs flat into a crystal lamppost, knocking herself out. Wipe to a white-ringed fantasy view of Rarity trotting down a street, every part of her body now translucent and sparkling, with contours to suggest facets of a crystal sculpture. After a few steps, she stops and tosses her head with a cheerful little hum. The curl that normally hangs down past her head is bound up behind it, and she has added a pair of long, dangling earrings.*)

**Rarity:** And when you flip your mane, it simply *must* create a rainbow of color.

(*A blissful sigh, and reality asserts itself in a quick flash of white. The fashion-conscious unicorn is back to her old self, standing before several of the previously seen ponies at a street corner.*)

**Rarity:** Wouldn’t I look just magnificent? (*adjusting mane*) So sparkly!

(*She giggles to herself, so lost in the makeover idea that she does not even notice the locals bailing out on her. Dissolve to a long shot of the area underneath the castle’s support arches; a few members of Twilight’s group are gathering, and a close-up picks out her, Applejack, Rarity, and Spike. Rainbow swoops down and lands with a sigh; close-up of her.*)

**Rainbow:** I got nothing so far. (*Pan to Rarity; she snaps out of her daydream.*)

**Rarity:** Oh, me neither.

(*Now Fluttershy joins the gathering, all the while glancing warily over her shoulder. The yellow pegasus surprises Twilight and Spike by unzipping her own skin to reveal Pinkie underneath, now out of her spy gear. She lets the disguise crumple to the ground and leans close to Twilight.*)

**Pinkie:** (*whispering*) My cover has been blown. (*leaning over her*) I repeat, my cover has been blown! (*She zips away.*)

**Twilight:** (*puzzled*) Oo-kay.

(*Here comes the real Fluttershy followed by Applejack, the former panicking for a moment as she steps onto Pinkie’s discarded outfit.*)

**Applejack:** Sorry, Twilight. These crystal ponies seem to have some kinda collective amnesia or somethin’. Only thing I was able to get out of ’em was somethin’ about a library.

(*Twilight reacts to this last as if Applejack has just said the secret word on You Bet Your Life. Surprise gives way to a happy gasp as the camera zooms in to an extreme close-up and the background fades to a starry night.*)

**Twilight:** A library? (*Normal view; she grabs Applejack’s cheeks.*) Well, why didn’t you say so?

**Applejack:** Uh…thought I just did.

(*The bookworm unicorn backs off and gallops away, with the earth pony trotting after. Dissolve to the seven visitors on their way up the front steps of this facility, which sports a carving of a book on the arch over the front doors. A statue of a griffon stands on either side of the steps. Zoom in slightly and cut to an extreme close-up of the doors, which swing open in a gleam of light to expose a vast hall filled with shelf upon shelf of books. Tilt down slowly to the sound of the o.s. Twilight’s gasp until she comes into view on one of the staircase landings.*)

**Twilight:** (*breathlessly*) I just…I don’t even know what to… (*The others walk up.*) …there are no words.

(*Zoom out to frame an elderly mare in the foreground as she clears her throat. Light gray coat and mane/tail held back with gold bands, violet eyes behind gold-framed glasses on a chain around her neck, scroll cutie mark.*)

**Librarian:** May I help you? (*They step over to her.*)

**Twilight:** Yes. We’re looking for a book.

**Librarian:** (*gesturing to shelves*) We have plenty of those.

**Twilight:** (*awestruck, turning in place*) You do. You really do.

**Applejack:** We’re lookin’ for a history book. Somethin’ that might tell us how the Empire mighta protected itself from danger back in the day.

**Librarian:** Yes. Of course. (*scratching chin*) History, history… (*smiling*) …ah, yes!

(*Big squeaky grin from Applejack, with the rest not too far behind. The librarian maintains her polite smile long enough for Twilight to get uneasy and drop her own.*)

**Twilight:** Which is…where, exactly?

**Librarian:** (*no longer smiling*) I…I can’t seem to remember. I’m not sure I actually work here.

(*Rainbow slaps a hoof to her face and pulls it down with a frustrated groan.*)

**Twilight:** We’ll just take a look around. (*General move out.*) I’m sure we can find it on our own.

**Librarian:** Let me know if you find anything.

(*Pinkie has stayed in place and watches her walk away.*)

**Pinkie:** I like her!

(*She heads off after the others. Dissolve to a pan across Rarity and Pinkie inspecting the shelves—the former walking their length, the latter sitting on her haunches amid stacked books. The next cut frames Fluttershy at another section, followed by Rainbow standing at the top of a ladder. After her attempt to move it by shifting her weight comes up short, the camera tilts quickly down to the floor. A buck from Applejack sends the ladder rolling along so Rainbow can sweep a shelf clean. She whips past Fluttershy, blowing the pink mane and tail sideways without disturbing that pegasus’ concentration a bit. The books from the shelf fall in a row behind her.*)

(*Pinkie does a series of impossibly high jumps to retrieve volumes from the topmost shelves, crossing the library in less time than it takes to say “wormhole.” Elsewhere, a fatigued Rarity yawns as Spike roots around in the books stacked up nearby; he shows her one, then another, but gets no approval. Applejack noses the top two books off a stack of three and regards the bottom one skeptically.*)

**Applejack:** Uh, anyone else startin’ to think this is a lost cause?

(*Cut to Twilight, who has a steady stream of levitated books moving past her and is sending one after another onto a huge pile of rejects.*)

**Twilight:** No…no…no…no…no…

(*One cover grabs her attention; seizing this tome, she lets all the others drop.*)

**Twilight:** *Yes!*

(*The others join her as the book is tossed onto the floor; close-up of it, tilting slowly from bottom edge to top. This cover shows three elongated gems, with a title engraved onto gold plates above and below, and the brown leather binding sports gold fittings.*)

**Twilight:** (*from o.s.*) *History of the Crystal Empire.*

(*Cut to ground level, the camera pointing up toward the ceiling as the six mares huddle up.*)

**Twilight:** I just hope it has the answers we need.

(*Under her control, it floats up into view and the pages begin to turn. Fade to black as the covers fill the screen.*)

Act Three

(*Opening shot: fade in to the throne room. Cadence sits in her high place as before, still worn down and on the ragged edge of toppling against Shining, who stands alongside her. Twilight stands before them, the book propped open near the throne’s edge. Zoom in slowly.*)

**Twilight:** A Crystal Fair. According to this book, it was established by their first queen, and became their most important tradition. (*Close-up.*) The Fair was held every year to… (*reading*) “…renew the spirit of love and unity in the Empire so they could protect it from harm.” (*looking up from book*) My friends and I could put it together. Everything we need to know is in the book.

**Shining:** That sounds pretty promising.

(*His optimism dims considerably when he sees no change in his worn-down wife’s posture, and Twilight picks up on the vibe.*)

**Twilight:** We’ll get started right away (*trotting out*) Come on, Spike. We’ve got a Crystal Fair to put together.

(*Her motion reveals the book’s support—Spike, who has been holding it up and open the entire time. Grunting and tired from the exertion, the dragon closes it and totters after her. Fade to black.*)

***Gentle acoustic guitar/woodwind/string melody, medium 4 (C major)***

(*A vertical line of white light splits the screen down the middle and widens to frame a different room in the castle. Twilight and Spike emerge from the darkness toward the other five mares, who have assembled around a table in here. Cut to an overhead shot of the group, then dissolve to the pair as they reach the table.*)

**Twilight:** Princess Cadence needs our help, her magic will not last forever

(*Slow pan across the tableau.*)

I think we can do it, but we need to work together

(*She floats the book over to them; dissolve to an overhead shot and zoom in.*)

We have to get this right, yes, we have to make them see

(*Cover open; pages turn rapidly.*)

We can save the crystal ponies with their history

(*The book stops at a picture of two armored stallions, one white and one dark gray, charging toward each other with lances strapped to their flanks.*)

***Light percussion in, woodwind out (faster 4)***

(*Dissolve to Rainbow and a pony mannequin, both in armor; she takes the helmet and claps it on.*)

**Rainbow:** It says that they liked jousting

(*The scene flips away as if it were a page being turned; now a book picture shows a purple flag with a large snowflake at the center of its design, the same as that seen in the street. Fade to purple, which resolves into a stretch of cloth being pulled away and levitated by Rarity in a workroom.*)

**Rarity:** They flew a flag of many hues

(*Page turn: two ponies pick fruit from a bush to fill their baskets. Dissolve to Applejack and Pinkie doing likewise on the Empire’s grasslands.*)

**Applejack:** Made sweets of crystal berries

(*She gulps one down. Page turn: a small sheep frolics on a hill. Dissolve to an actual one and pan ahead to frame Fluttershy leading it and two others across the plain.*)

**Fluttershy:** They had a petting zoo with tiny ewes

(*Page turn: all are back around their table.*)

**Mares, Spike:** Oh, we have to get this right, yes, we have to make them see

(*Pinkie turns a page as Rainbow and Rarity look on.*)

We can save the crystal ponies with their history

(*Dissolve to a close-up of the new photo, seen from over Pinkie’s shoulder, and zoom in: a mare blows a slightly convoluted horn with two bells.*)

**Pinkie:** There was a crystal flugelhorn

(*Dissolve to her blatting away at it; the others recoil at the sound.*)

That everypony liked to play

(*Zoom in until the interior of the double bells blacks out the screen, then fade in to an extreme close-up of Twilight’s eye and zoom out. She is outside, and an image of the Empire’s flag fades partly into view next to her.*)

**Twilight:** And the Crystal Kingdom [*sic*] anthem

(*Tilt up into the sky.*)

Can you learn it in a day?

(*Rainbow flies across to tie off a string of pennants on the pole atop a tent, and Twilight checks her book.*)

**Mares, Spike:** Oh, we have to get this right, yes, we have to make them see

(*Pinkie hops by, blowing the flugelhorn, and Fluttershy leads the ewes across.*)

We can save the crystal ponies

(*Here comes Spike, who lets a bunch of balloons float away; tilt up to follow them.*)

With their history

(*The balloons fill the screen, then drift away to expose a long shot of the seven festival planners standing amid a great many newly constructed tents. Zoom out as they hold the last word.*)

***Song ends***

(*Dissolve to all the mares except Applejack; Twilight paces them around the others, floating the open book in front of her.*)

**Twilight:** It looks amazing! I don’t know how I could have done this without you. (*walking farther out*) One last check to make sure everything is in place, and then the festivities can begin.

**Applejack:** (*from o.s.*) What’s this thing for?

(*The unicorn stops short and looks ahead in the direction of her voice; pan to frame the workhorse in the square. She has found a sculpture that consists of a heart on top of a larger version of the elongated gem Celestia used to show Twilight the Empire’s history, and she gives it a bewildered nudge. Both the heart and the base are blue-green; the heart is rough-hewn and smudged, and a road map of fine cracks covers the base. The assembly stands at the center of the giant street snowflake.*)

**Twilight:** (*magically flipping pages*) The last page of the book mentioned a Crystal Heart as the fair’s centerpiece. So I used my magic to cut one out of a crystal block.

**Applejack:** (*smiling*) Nice work, Twi. Think we’re ready to get this Fair up and runnin’.

(*Dissolve to a long shot of one of the castle balconies, where Pinkie stands with her flugelhorn at the ready. She sucks in a monster breath and, in close-up, channels it through the instrument to yield a raucous fanfare—which somehow has the word “flugelhorn” mixed up in it. Zoom out to frame Twilight, Shining, and Cadence emerging onto the balcony; cut to the younger unicorn as another inhalation is heard.*)

**Twilight:** Hear ye, hear—

(*A second jangling blast cuts off the announcement and sets her teeth grinding together. Quick pan back to Pinkie, who suddenly realizes that she will never be the next Dizzy Gillespie. The other three are not amused, and she hides the horn away.*)

**Pinkie:** My bad.

(*Sheepish little giggles precede and follow those two words, after which the others look out over the balcony and Twilight clears her throat pointedly. Cut to a long shot of the balcony and the street—with the other four Ponyville mares standing down here—and zoom out slowly.*)

**Twilight:** (*echoing slightly*) Hear ye, hear ye! Princess Cadence and Prince Shining Armor do cordially invite you to attend the Crystal Fair!

(*Partway through this line, cut to the library entrance, from which the elderly librarian emerges, then to a street filled with glumly treading ponies. The invitation causes them to perk up in both attitude and coloration, briefly taking on a crystal-like appearance similar to Rarity’s in the process,, and in no time a sizable crowd is on its way to the fairgrounds. Up on the balcony, Twilight and Pinkie trade a high five; down below, Applejack is on greeter duty.*)

**Applejack:** Come on in, y’all! (*leading crowd in*) Got food and drinks that-a-way, games and crafts are that-a-way, Crystal Heart’s in the back near the Princess.

(*Subdued confusion among the crowd at this last. One mare looks around herself, perhaps deciding what to try first, but backs off in alarm when Rainbow swoops down to her.*)

**Rainbow:** We totally nailed it, right? (*The mare bolts; she catches up.*) Must be feeling a lot of love and unity about now. (*Stop; get cut off at a snack stand.*) Gonna have some grub, huh? What are you thinking? (*pulling items off carts*) Crystal Empire berry pie? (*Close-up.*) Maybe some crystal corn on the cob.

(*The sound of clattering hooves finally shuts her up and her face falls; in a longer shot, she watches the pie she passed over hit the pavement. Now alone and holding the ear of corn she took off the cart, she looks impatiently here and there.*)

**Rainbow:** What is with these ponies?!

(*Cut to two strolling mares, the first ones the group tried to interview; Mare 1 has a balloon, while Mare 2 is carrying some of the corn. They have not perked up yet.*)

**Mare 1:** Seeing all of this, I feel like I’m starting to remember—remember things from before the King. (*They pass the snacking Rainbow.*)

**Mare 2:** Me too.

(*A double gasp signals both the return of their memories and their original brighter colors—light blue and cream for their coats, respectively, and blue-violet and magenta for the manes. Mare 1 acquires jeweled gold bands in her mane and tail.*)

**Mare 1, Mare 2:** The Crystal Heart!

**Mare 2:** Do you think they really have it? (*Rainbow zips over and drapes a foreleg over her shoulders.*)

**Rainbow:** Of course we have it! Can’t have a Crystal Fair without the Crystal Heart, right?

**Librarian:** (*from o.s.*) Of course you can’t.

(*Rainbow looks behind herself; pan to frame the old gray mare, now wearing a blue-green crystal hat and carrying a few balloons. Cut to a close-up and zoom in slowly.*)

**Librarian:** (*with increasing energy*) The whole purpose of the Crystal Fair is to lift the spirits of the crystal ponies, so the light within them can power the Crystal Heart, so that the Empire can be protected! (*Gasp; she turns light pinkish-blue.*) I *do* work at the library!

**Rainbow:** (*slightly unnerved, as Applejack hurries to her*) What’s that about powering the Heart?

**Librarian:** I just can’t believe you found it! King Sombra said he’d hidden it away, where we would never see it again! I only hope it will still be as powerful after all these years. (*Happy gasp; she looks away.*) Mmm! Funnel cake!

(*As she walks off, the pegasus throws a quick grimace to the farmer, does an instant vertical liftoff, and flashes past a rooftop with enough speed to strip the Empire’s flag from a pole mounted there. A moment later, she has draped it over both Twilight and her heart sculpture; the unicorn peeks out, annoyed.*)

**Twilight:** Why did you—

**Rainbow:** I think we may have a problem!

(*Dissolve to a long shot of the castle balcony and zoom in slowly. These two are now up here, along with Shining and Cadence.*)

**Twilight:** (*panicked, checking book*) I didn’t know it was an actual relic! (*Close-up; she flips pages.*) The book didn’t mention anything about the crystal ponies powering the Heart!

(*When she reaches the end, the camera zooms in on the next line to put her nearly o.s., clearly picking out the ragged edge of a ripped-out page.*)

**Twilight:** There was a page missing! (*The group again.*) How did I not notice?

**Cadence:** (*weakly*) It’s all right, Twilight.

(*She immediately puts the lie to those words with a dizzy spell that sends her toppling. Shining’s grab keeps her from slamming down to the balcony, but her horn—which she has kept going ever since the crew arrived—finally sputters out.*)

**Shining:** (*frightened*) Twilie…

(*The same unearthly moan that they heard during their sprint to the border sounds off as the blue sky over the Empire starts to flicker on and off, exposing the leaden sky beyond. Zoom in quickly on an outlying set of dwellings; Cadence’s barrier disintegrates for good, and the camera pans to another area as waves of dark gray miasma roll in. In an overhead shot and slow zoom out, the darkness advances rapidly toward the castle from all sides and the windblown snow slashes across the formerly tranquil territory. A close-up frame Sombra’s red-glowing, purple-smoking eyes within the murk, the rest of his savagely triumphant face emerging a moment later. Cut to a “To be continued…” title card and fade to black.*)

**Continued in Part Two**