**THE CRYSTAL EMPIRE—PART TWO**

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

refer to crystal ponies, described at the start of the Part One transcript.

Prologue

(*Opening shot: fade in to a “Previously on My Little Pony” title card, then to black, then to Twilight Sparkle entering the throne room of Canterlot Castle as Princess Luna departs.*)

**Twilight:** (*to the o.s. Princess Celestia*) You wanted to see me? To give me a test?

(*In close-up, she backs away from the crystal Celestia has set on the floor as a beam from the ruler’s horn hits it, activating the projection of the Crystal Empire.*)

**Celestia:** (*from o.s.*) The Crystal Empire has returned.

(*Cut to frame both, on opposite sides, as she finishes, then to Twilight.*)

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

(*Cut to Celestia and Luna, the outlines of their cutie marks visible behind them.*)

**Celestia:** It must be you and you alone.

(*Dissolve to the train chugging into the relentless blizzard ravaging northern Equestria.*)

**Twilight:** (*voice over*) But what if I fail?

(*Shining Armor stands amid the blowing snow.*)

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

(*He throws a beam up at the shadowy form of King Sombra, who dodges easily; cut to him, Twilight, and her friends on the move toward the Empire, with Spike on Twilight’s back.*)

**Twilight:** (*voice over*) Go! Go!

(*Cut to the other five mares standing at the crystal pillars that flank the road leading to the main city, and zoom out as Twilight and Shining join them. The older unicorn’s horn is now covered with the dark gray crystals left by his run-in with Sombra.*)

**Pinkie Pie:** Sparkler-rific!

(*Inside the castle throne room, Princess Cadence sits slumped on the throne. Zoom in slowly.*)

**Shining:** (*voice over*) Well, with Cadence putting all her strength into keeping her spell going… (*Cut to the couple; he continues on camera.*) … 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:** (*ecstatically, pulling mane down straight*) There are crystal ponies?

(*Cut to Twilight and Spike on the doorstep of the first mare they tried to interview.*)

**Mare 1:** 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. Flash to white, then fade in to the interior of the Empire’s sprawling library as the doors open.*)

**Twilight:** (*voice over*) *History of the Crystal Empire.*

(*Tilt down slowly for a moment, then cut to Twilight and Applejack, standing alongside the imperfect Crystal Heart sculpture roughly carved by the former. She magically leafs through the history book she found.*)

**Twilight:** 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 greets a crowd of arriving festival-goers. The elderly librarian is heard next.*)

**Librarian:** (*voice over, with increasing energy*) The whole purpose of the Crystal Fair is to lift the spirits of the crystal ponies…

(*During the previous, two mares remember themselves and regain their original brighter colors, briefly taking on a cut-crystal appearance as they do so. Cut to the librarian.*)

**Librarian:** …so the light within them can power the Crystal Heart, so that the Empire can be protected!

(*Rainbow Dash swoops down and hurriedly covers both Twilight and her carving with a swiped flag. They are at the center of the snowflake-decorated main square underneath the castle.*)

**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 of the group; the ripped-out last page is now visible.*)

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

(*She keels over, caught by Shining as her horn goes out; Sombra’s moaning howl asserts itself.*)

**Shining:** (*frightened*) Twilie…

(*Cut to a quick pan across the outer grasslands, the blue sky now replaced by threatening snowy gray, as Sombra’s shadows boil over the horizon. The blackness slowly closes in on the castle from all sides in an overhead shot, and his red-glowing, purple-smoking eyes emerge from its depths—followed by the rest of his fanged, leering face. Snap to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to the same overhead shot from the end of the prologue, then cut to Sombra emerging out of the lightless expanse. He stops with only his head exposed and rears up with a low growling chuckle; cut to Shining on the castle balcony.*)

**Shining:** (*over shoulder*) The Empire’s under attack!

(*Longer shot: Cadence lies sprawled on the stone as Twilight and Rainbow stand nearby. He helps her up and gives her a quick nuzzle that gets her in shape to fire up her horn again, re-establishing the force field she used to protect the realm in Part One. Sombra, standing just outside its perimeter, utters a popeyed grunt of puzzlement and charges; the rising edge of the field slices off the tip of his horn, causing him to roar in pain. As the peaceful blue sky reappears, the severed fragment lands just inside the field and Cadence totters on her hooves, braced by Shining. The tip sinks into the ground in a small boil of purple and green magic; back to the couple.*)

**Shining:** I have to find the Crystal Heart!

**Twilight:** (*from o.s.*) No. (*Pan to her on his other side.*) You stay here with Cadence. (*Cut to Cadence, leaning on Shining’s chest; she continues o.s.*) She needs you, Shining Armor.

(*They embrace gently; cut to frame all three.*)

**Twilight:** I’ll retrieve the Heart. (*She gallops away.*)

**Rainbow:** (*lifting off*) Let’s do this!

(*She follows the violet unicorn; cut to the pair just inside the doorway, darting one way and then another.*)

**Twilight:** I’ve been trying to figure out how I’m meant to pass Celestia’s test. Retrieving the Crystal Heart must be it. But there is something else you can do.

**Rainbow:** Name it.

**Twilight:** (*pulling ahead*) You and the rest of our friends have to keep the Fair going.

**Rainbow:** What?! (*as they head downstairs*) With that *thing* moving into the Empire?

**Twilight:** The whole purpose of the Crystal Fair is to lift the spirits of the crystal ponies, so they can activate the Crystal Heart.

**Rainbow:** (*not convinced*) Yeah, and?

**Twilight:** If the crystal ponies find out that King Sombra is trying to take over the Empire again, their spirits are gonna be anything *but* lifted.

(*Wipe to Applejack in the square, next to Twilight’s fake Heart; she has partially uncovered it, but quickly whips the cloth back into place as a passing mare eyes it. Behind them, Twilight and Rainbow exit the castle and stop.*)

**Twilight:** It won’t matter if I find the Crystal Heart. (*as they move out again*) They won’t be able to make it work. (*Stop.*) You have to keep them happy here at the Fair. (*Rainbow nods and salutes.*)

**Rainbow:** Keep the Fair going and the crystal ponies’ spirits high. (*flying off*) Done and done!

(*Her flight path carries her up past the balcony.*)

**Shining:** Twilie! (*She looks up.*) Be careful.

**Twilight:** I will.

(*Husband and wife trade a concerned glance, then watch her gallop off along the main thoroughfare. Zoom in quickly to the spot where the tip of Sombra’s horn fell to earth; it continues to bubble with his magic, and within seconds a diseased gray crystal starts to sprout up as his soft growl is heard.*)

(*The view dissolves to a close-up of a set of crystal-shard targets for a ring-toss game. A throw clatters down around the center one, and the camera zooms out to frame the playing mare, who smiles at her friend. The dull colors and mane styles of both quickly give way to livelier ones, with a brief crystalline flash as seen in Part One. A third perks up after taking a bite from her corn on the cob, causing Fluttershy to beam from her spot behind the snack carts. Zoom out to frame a fourth passing nearby, a hat built from purple crystal and gold trim perched on the back of her head, then pan to a craft stand nearby. Here, a knot of listless ponies has gathered to watch Rarity work. In close-up, she twists a few stalks of hay this way and that; zoom out to show that she has just completed a bowl trimmed with purple cloth. Several other creations of varying shapes and sizes stand on the counter, and Spike is out front. As the vessel is levitated into full view of the onlookers, they come to life and eagerly move toward the counter.*)

(*Caught slightly off guard, Rarity sidesteps to one end of the stand to get in the clear, just in time for Rainbow to swing down and cup a hoof to her ear.*)

**Rainbow:** (*whispering*) Okay, here’s the plan.

(*None of her following words can be made out, but the end result is to make Rarity’s eyes bug out.*)

**Rarity:** (*shocked*) Huuuhhh?!?

(*The background calliope music stops abruptly, and too many pairs of very puzzled eyes turn her way as both a white and a blue hoof clap over her mouth.*)

**Rarity:** (*smiling nervously; Rainbow backs off*) I…just found out they’re offering face painting for the little ones.

(*On the end of this, she points off to one side, pats Spike’s head, and scrapes him up into a hug with a little laugh. The news gets her customers happy again, and they head off toward this new attraction while the calliope starts back up. Now Rarity whispers into Spike’s ear behind a hoof.*)

**Spike:** Uh-huh…we can do that. (*She backs off.*) Twilight’s doing *what?*

(*He is off like a shot, leaving a dragon-shaped cloud of dust to dissipate in his wake.*)

**Rarity:** (*thinking fast*) He…*really* loves getting his face painted. Ha-ha.

(*Cut to Twilight, walking slowly through a busy patch of fairgrounds and deep in thought, and pan slowly to follow her. Rainbow zips up to a stand stocked with crystal flugelhorns, the same as the one Pinkie tried to play in Part One, and holds one up.*)

**Rainbow:** (*voice raised*) Who wants a flugelhorn?

(*The camera movement brings Pinkie into view, in multicolored court jester silks and with a star painted onto one eye.*)

**Pinkie:** (*waving*) I want a flugelhorn!

**Rainbow:** (*ignoring her*) Who else wants a flugelhorn?

**Pinkie:** (*petulantly, stomping*) I want a flugelhorn!

(*The pensive unicorn stops short and looks back at the slim castle towering behind her with a sudden smile.*)

**Spike:** (*from o.s., panting*) Twilight, wait! (*Cut to frame him, rushing up.*) I’m coming with you!

**Twilight:** (*softly, walking away*) You can’t. I have to retrieve the Crystal Heart by myself.

**Spike:** I know. (*He catches up.*) I promise I won’t lift a claw to help you.

(*Smiling broadly, he stops in his tracks and waits until the glow of her magic envelops him and totes him along. A sigh from the now-o.s. Twilight; cut to her as she floats him toward herself.*)

**Twilight:** Not a claw, Spike.

(*He lands on her back and promptly wishes he had a seat belt, based on his reaction to the sheer speed of her sudden gallop. She slaloms through the ponies in the street and keeps her voice down through the following exchange.*)

**Spike:** Uh, where are we going, exactly?

**Twilight:** I think I might know where King Sombra hid the Crystal Heart. (*They head toward…*)

**Spike:** The castle?

**Twilight:** The King would have been counting on the fact that nopony would dare come looking for it here. (*racing ahead*) They’d have been too afraid to even try. (*Up the stairs toward the entrance.*)

**Spike:** I hope you’re right.

**Twilight:** You and me both.

(*The great double doors are slightly open, but swing shut once they are inside. Pan to the square, where a happy mare walks past Twilight’s covered sculpture and Applejack, who holds its cover in place while sitting on her haunches. Rainbow pops up in extreme close-up and aims hard glares to either side of herself before zipping away; Applejack looks confusedly after her, only to get bumped aside when the high-speed pegasus lands alongside her. Looking around the area, she spots an approaching stallion and gets in his face.*)

**Rainbow:** What are *you* looking at? (*He backs off, scared.*) That’s what I thought.

(*In close-up, she gets yanked down hard; cut to frame Applejack, who has grabbed a mouthful of tail to get her attention and now leans in close to her ear after letting go of it.*)

**Applejack:** (*whispering*) Uh, Rainbow Dash, we’re supposed to be actin’ like nothin’s wrong. (*Rainbow backs off.*)

**Rainbow:** Exactly!

(*Her next move is to plant her legs wide and snarl at a couple of nearby mares, spooking them into clearing out; close-up of her smirking expression. An orange-tan foreleg extends itself over her shoulder.*)

**Applejack:** (*from behind her, whispering*) What I mean is… (*She puts her head out.*) …maybe you should let *me* keep the crystal ponies away from the fake Heart… (*pushing her away*) …while *you* show off your joustin’ skills.

(*On the end of this, cut to Rainbow as she comes to a stop several feet away.*)

**Rainbow:** Huh. Seeing my awesomeness *does* have a way of putting ponies into a pretty good mood.

(*She takes off, waved on by Applejack. From here, cut to a rather glum stallion standing between a couple of sheep in the Fair’s petting zoo; he swiftly perks up at their jumping and bleating. A longer shot frames him inside a small fenced enclosure, with other ponies looking on and Fluttershy, outside, carrying a shepherd’s crook to mind the animals. She knocks the gate closed, then gets a rainbow-maned head shoved up against her rump to bulldoze her along; the crook clatters to the ground.*)

**Rainbow:** Come on, Knight Fluttershy!

**Fluttershy:** Huh?

**Rainbow:** It’s showtime.

(*Cut to an overhead shot of Applejack at the square, now up on her hind legs and leaning against the covered statue. A mare walks up—Mare 1, judging from her coloration and the gold bands in her mane/tail.*)

**Applejack:** How y’all feelin’? Havin’ a good time?

**Mare 1:** The best I’ve had in over a thousand years!

(*Dropping to all fours, Applejack adjusts her head/body position to keep the other from getting a clear view of the statue.*)

**Applejack:** Well, that’s good! (*backing her up*) Gotta renew that spirit of love and unity if you’re gonna power up that Crystal Heart, right?

**Mare 1:** I sure would like to see it before the ceremony. It’s been such a long time.

**Applejack:** Oh, I hear you. But, uh…whoo… (*stopping, removing hat, fanning face*) …gettin’ a little toasty out here. Bet you’d like to cool off with a little Crystal Empire nectar.

(*On the end of this, she puts her hat on and points, the camera panning away from the pair to frame a nearby cart set up with mugs and a keg. The inquisitive mare ventures off toward it, but a downcast stallion starts to get a bit too close for comfort. When he nudges at the edge of the covering, Applejack starts in surprise and dives across to pull it down again.*)

**Applejack:** (*holding up a bowl of snacks*) Uh…you tried the Crystal Empire fritters yet? (*Cut to him; he sniffs as she continues o.s.*) Made from the traditional Crystal Empire recipe.

(*During the end of the previous, he brightens upon getting a full dose of the aroma.*)

**Applejack:** You’re gonna love ’em!

(*Glance over her shoulder. See yet another mare coming up behind. Throw the bowl for distance, luring the stallion away.*)

**Applejack:** (*guiding the new mare past*) Uh…I hear there’s a joustin’ match about to start! You don’t want to miss that!

(*With the newcomer well on her way, she backs off with a reassuring grin that quickly melts away under her internal worry.*)

**Applejack:** (*under her breath*) Come on, Twilight. (*looking overhead*) These crystal ponies are more curious than a cat!

(*Dissolve to a chamber within the castle, where Twilight gallops across with Spike working his stubby legs overtime. Out of breath, she levitates a unicorn-head bust from its pedestal, finds nothing underneath, and sets it down with a groan. Spike heaves for breath as she inspects the carpet beneath the table used by the group to plan the Fair in Part One.*)

**Twilight:** It’s gotta be here somewhere. (*Cut to a sweaty Spike; she continues o.s.*) It’s just gotta be!

(*He notices a lump at the corner of the carpet and begins to reach for it, but she—now levitating all the books off a set of shelves—glares back over her shoulder and replaces them. During the next line, cut to him, now lifting the suspect corner.*)

**Twilight:** (*sternly*) Not a claw, Spike. (*He backs off with a nervous laugh; she passes him, whispering.*) Celestia’s orders!

(*He scrambles after her. Cut to the throne room, the camera pointing toward the open doors at the far end. Both cross the hallway outside, but a moment later she backs up to look into the great chamber; cut to just behind her, now eyeing the throne intently. As Spike hurries past behind her, the purple eyes go wide with a sudden brainstorm; cut to her perspective of the throne and zoom in on its uppermost portion. At the top, balanced on its small end, is a large elongated gem—light violet, not too different from the color of Twilight’s coat, and a duplicate of the one Celestia used to show her the Empire in Part One.*)

**Celestia:** (*Twilight’s memory, echoing*) If the Empire is filled with hope and love…

(*During this line, the scene undergoes a wavering dissolve around the large gem to show it floating under her control in the Canterlot Castle throne room. The view is ringed with white to mark it as Twilight’s flashback. Celestia hits it with a spell, causing it to radiate its spectrum of colors as the camera zooms out on the start of the next line to frame both her and Twilight.*)

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

(*She throws a shot of Sombra’s magic into the gem, darkening it and graying out the lights. Cut to a close-up of Twilight’s half-squinting eyes, the reflection playing out in them; it disappears, along with the white ring, and her eyelids go all the way up. The action has returned to the present, and the camera zooms out quickly from her.*)

**Twilight:** Of course! (*Spike collides with her and falls onto his back.*)

**Spike:** What? Did you find it?

**Twilight:** No… (*trotting into throne room; he follows*) …because this isn’t King Sombra’s castle!

**Spike:** Well…isn’t this where he lived when he was in power? (*Both stop.*)

**Twilight:** It is, but it didn’t look like this.

(*Cut briefly to her perspective on the end of this, zooming in on the big gem atop the throne, then back to her. The horn starts up, effortless as always—and then its glow begins to darken as she concentrates harder and harder. With sweat running down her face her teeth clenched so tightly that they might shatter out of her mouth, the aura finally goes black and takes on the green-purple hues of Sombra’s spells. Wisps of purple smoke issue from her squeezed-shut eyelids as she finally lets one rip into that pinnacle crystal; it goes dark, enveloping the throne in a long shadow that stretches out past Twilight and Spike. It covers a broad swath of floor, leaving a network of cracks and disintegrating one patch to expose a long spiral staircase that descends into the depths.*)

**Spike:** (*awed*) Whoa… (*Twilight steps to the edge and gleefully claps to herself.*) When did you learn to do *that?*

**Twilight:** That was a little trick Celestia taught me.

(*He peeks in with a loud, scared gulp, but she just lights up her horn and starts trotting down as if this is business as usual. It takes him a few seconds and one very audible shudder to even get ready to descend; before he can take the first step, though, she comes back up.*)

**Twilight:** You stay here. (*Down again; he turns away.*)

**Spike:** (*still shuddering*) If you insist.

(*Cut to somewhere below floor level as she proceeds confidently along, down and down. Both raise their voices to be heard across the distance between them and the accompanying echoes.*)

**Spike:** (*from o.s. above*) Can you see what’s down there yet? (*Cut to just over his shoulder, looking down at her.*)

**Twilight:** Not yet! I can’t even tell how far down this goes!

(*Back to her on the end of this. She magically breaks a fragment of rock loose from the wall, floats it out past the edge of the stairs, and lets it fall. The small noise of rushing air from its drop soon fades away; she cocks an ear expectantly, but picks up only the sound of the magic pulsing through her own horn. She impatiently digs in her ear, then cups a hoof to it for another long moment. The tiny, reverberating clunk of the rock’s landing comes a full eight seconds after she dropped it; her eyes pop as she grimaces in fear.*)

**Twilight:** Spike?

**Spike:** Yeah? (*Cut to the throne room.*)

**Twilight:** (*from o.s. below*) Can you see outside?

(*He hurries to one of the many windows and pulls himself up to its sill as the sky flickers between blue and wintry gray. Sombra’s growling visage glares at the castle from just beyond the border, and his deep, rumbling voice carries a sinister hiss.*)

**Sombra:** Yes…

(*Zoom in on the tip of his horn, whose shadows spread to the two pillars flanking the road and start to turn them black from the base up.*)

**Sombra:** (*now o.s.*) Crystals… (*Back to Spike.*)

**Spike:** It’s not good! Cadence’s magic must be fading faster than before!

(*Cut to Twilight on the end of this; she throws her legs into a higher gear, but one step crumbles beneath her hoof and sends her tumbling head over tail down the rest of the staircase. Her fading yelps of pain and the pinpoint of light from her horn mark her graceless descent, but she manages to levitate herself just inches short of slamming headfirst to the floor at the bottom.*)

**Spike:** (*from o.s. above*) Twilight? (*Her perspective, looking up the shaft.*) Are you okay? (*Back to her.*)

**Twilight:** (*small voice*) Yes.

(*A quick bit of teleportation puts her the right way up. Behind her, a door is set into the wall; after a moment, she notices it with a smile and uses her magic to swing the heavy ring that serves as handle. Instead of opening, though, the door whips itself up out of view; a moment later, it is taking up a different patch of wall. When she tries the ring again, it slides away to a new location.*)

**Twilight:** What in the…? (*jumping toward it*) Stop… (*Face first into the wall; it goes up the stairs.*) …moving!

(*Having had quite enough of this, she lets her horn’s aura pulse black and shoots a beam into the large gem set at the peak of the door’s arched frame. It swings open, exposing a blinding white light beyond; she recoils briefly at it and smiles.*)

**Twilight:** (*stepping forward*) Spike, I think it’s here!

(*Her pace quickens into a gallop as she disappears into the light and the view fades to white. She emerges into a doorway within Canterlot Castle that fades into view around her.*)

**Twilight:** Huh?

(*Overhead shot: she has arrived in the throne room, but the throne itself is unoccupied and Celestia’s guards are absent. Back to her.*)

**Celestia:** (*from o.s., harshly*) What are *you* doing here?

(*During this line, she looks back toward the open doors and the camera pans to frame the winged unicorn standing in the gallery outside. A stack of documents rests on a stool, and she is floating one up to sign it with a levitated quill.*)

**Twilight:** I don’t know! (*stepping out*) I opened the door and—

**Celestia:** And now you must go. (*Roll up scroll; vanish; next up.*)

**Twilight:** Go where?

**Celestia:** It doesn’t matter to me. You failed the test, Twilight.

(*The faithful student’s jaw drops in complete shock as the background goes red behind her. Snap to black.*)

Act Two

(*Opening shot: fade in to a long shot of Canterlot at sunset. Zoom in slowly, then cut to Twilight.*)

**Twilight:** I don’t understand! (*Zoom out to put Celestia in the fore.*) The test— (*Focus shifts to Celestia.*)

**Celestia:** (*magically rolling up scroll*) Not only will you not move on to the next level of your studies… (*Cut to Twilight, ears drooping; she continues o.s.*) …you won’t continue your studies at all!

(*The unicorn’s facial expression suggests that her mental gears have just had a bucket of sand and Krazy Glue poured into them. Tears form in the disbelieving eyes.*)

**Twilight:** But…you didn’t say anything about no longer being your student if I failed!

(*One white wing drapes itself over her back and shoves her forward so that she lands on her rump.*)

**Celestia:** Didn’t I? (*She starts away; Twilight stands up.*)

**Twilight:** But…what do I do now?

(*A low, rumbling laugh draws her attention to one side of the gallery; cut to a rather unsettling stained-glass window over here. It shows Sombra’s red-eyed silhouette leering over the Heart as Twilight tumbles down out of its light rays into the flames below. The room shakes under the force of his laugh, and the camera cuts to an overhead shot of the exiled student and zooms out slowly as she crumples sobbing to the floor.*)

**Voice of Spike:** (*very faint*) Twilight! (*a bit louder*) Twilight?

(*Mirroring the way she emerged into this nightmare, the scenery around her fades to white. Her prostrate form dissolves to a haunch-sitting one as the chamber at the bottom of the spiral staircase fades into view. She is sitting motionless, staring at the open door and the blank rock face behind it while the gem in its frame blazes with the dark magic she shot into it.*)

**Spike:** (*running downstairs into view*) Twilight!

(*Close-up of her, completely enthralled and with eyes now a duplicate of Sombra’s—reptilian red irises with sick green pupils.*)

**Spike:** (*from o.s.*) TWILIIIIGHT!! (*She shakes sense into herself and stands up; he comes down, rapid fire.*) 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… (*She gallops off.*) …what were you looking at?

(*She has ducked behind the door; he runs over to eye the rock.*)

**Spike:** I mean, it’s just a wall.

(*On the end of this, zoom in and tilt up to focus on the top crystal, which bubbles with Sombra’s enchantment and quickly ensnares him just as it did Twilight.*)

**Spike:** (*dazed*) Ponyville? Wh…how did I get… (*recoiling, tearing up*) No! I-I don’t want to go! Please, Twilight, don’t make me!

(*She slams the door shut, bringing him back to his senses as a few tears run from his eyes.*)

**Twilight:** King Sombra’s dark magic. (*Zoom out slightly.*) A doorway that leads to your worst fear. (*Cut to Spike, tearing up again.*)

**Spike:** We were home. (*wiping eyes*) You told me you didn’t need me anymore. You were sending me away.

**Twilight:** (*leaning into view, hugging him*) A fear that will never come to pass. I’m never gonna send you away. (*lighting horn normally*) And I’m not gonna fail my test!

(*She zaps the gem over the door with her own magic, causing it to glow white and radiate a spectrum of colors over the chamber. Cut to a ledge somewhere on the exterior of the castle, at the base of a spiral staircase that winds its way around the main structure. A duplicate of the cursed door materializes in the wall here and opens to admit Twilight, who looks around eagerly.*)

**Spike:** (*from inside, fearfully*) What’s in there? (*Twilight sighs and lets her head drop; he steps out.*)

**Twilight:** Stairs. (*Tilt up as she continues.*) Lots and lots of stairs.

(*The camera motion puts her out of view and shows them extending off the top of the screen. Back to the pair; she sighs again and starts climbing, but stops after a moment and turns back.*)

**Twilight:** Maybe you should come with me this time.

(*The baby dragon smiles at the invitation and hustles up as she moves out again. Dissolve to Shining and Cadence on the castle balcony. Her forelegs buckle under the strain, but she does her best to keep her spell going in the face of rumbling thunder and Sombra’s disembodied, diabolical chuckle. A flicker, and the sky has gone dark so the shadowy unicorn can raise his head for a full laugh while the severed tip of his horn regenerates itself. The dark gray gives way to the unwholesome yellow-brown of Celestia’s hologram, and the shadows cast by the two roadside pillars extend across the countryside in parallel, purple-tipped trails.*)

(*As the royal couple watch the sky’s color shifting, the cheering of many ponies is heard from o.s. Cut to a close-up of Rainbow as she dons the armored helmet she was checking out during the group’s song in Part One. She allows herself a cocky smirk, and a longer shot reveals that she has a lance strapped to her flank and is fully decked out for the joust she sang about. She is at one end of the competition field, standing to her right of the long, low fence that splits it along its length. Zoom out to frame the entire field, the sizable crowd—and no opponent at the other end. A lance starts to extend tentatively into view on this side; cut to a close-up of the tip as it droops and catches in the dirt, bending the shaft. This time, the longer shot frames Fluttershy, also armored up and voicing a couple of shuddery moans as the lance carries her almost up to vertical and down again. The crowd’s enthusiastic reaction stops jester Pinkie in mid-silliness, and the sudden blue-to-brown hiccup in the sky does little to assuage her unease. Grabbing up the flugelhorn lying beside her, she blows a fanfare—much better in tune than her previous efforts—and Rainbow charges down the field. Fluttershy timidly gallops ahead, keeping the wall to her right, and freezes with a shriek just before Rainbow’s lance tip makes contact.*)

(*The screen flashes green with the strike and clears to show a screaming yellow pegasus and her lance following separate arcs through the air above the tents. However, the crowd is eating it up, and the camera cuts to Rainbow as she touches down from a hover and bows.*)

**Mare in crowd:** (*from o.s.*) Bravo, Knight Rainbow Dash!

(*Cut to a huddled Fluttershy on a haystack, who finds herself in the other jouster’s shadow; a shudder, and the camera cuts to her.*)

**Fluttershy:** (*from o.s., woozily*) Isn’t there… (*Cut to frame both; she rolls to face Rainbow.*) …somepony else who could…take over the jousting demonstration with you?

**Rainbow:** (*groaning softly*) The fate of an entire empire rests on us showing these ponies a good time! But…you know, if… (*hunkering down to Fluttershy*) …if that isn’t important to you…

(*The attempted psych-out has the effect of causing Fluttershy to sob quietly; Rainbow lets go with a weary sigh.*)

**Rainbow:** (*standing up*) Okay, okay, I’ll take it easy on you next time. (*Trot off; cut to a smiling Fluttershy; she continues o.s.*) But not too easy.

(*The blue-green eyes shrink to terrified points on these last four words. Cut to frame both, Rainbow heading back to the field and Fluttershy sitting up on the hay.*)

**Rainbow:** I’ve got a reputation to maintain!

(*Her opponent trots reluctantly after her as the sky blips, and neither one notices the buildings behind them turning to jagged, dark gray crystal under Sombra’s influence. Wipe to a stretch of the ascending spiral staircase Twilight found; she climbs panting into view, followed by Spike as he drags himself up one step at a time.*)

**Spike:** (*out of breath*) What if this…is just more of his magic? He makes a door…that leads to your worst nightmare… (*Long shot of them, now one full turn apart.*) …why not a staircase…that goes on forever?

(*Close-up of Twilight. Her tongue clamped in her teeth, she thinks very hard for a moment and glances upward, the camera shifting briefly to the seemingly endless rise of this crystal spire. Back to her; a neck twist that Pinkie would be proud of allows her to look straight up the height, and she quickly undoes the contortion with a huge smile. Firing up her horn, she levitates Spike up to her level.*)

**Twilight:** Hold on to me!

(*She settles the number-one assistant on her back, and the spell spreads to envelop them both.*)

**Spike:** Uh… (*They rise clear of the stairs.*)

**Twilight:** Whoa!

(*When they are close to banging their heads on the underside of the next flight up, the screen goes violet and white around their silhouettes, which quickly turn 180 degrees. As the glare subsides, they rise the rest of the way to that overhead flight and Twilight gets her hooves on the smooth stone underside. Now they start to slide up the incline—her spell has flipped the direction of the gravitational field—and the camera rotates 180 degrees to frame the pair right side up.*)

**Twilight:** Whooaa! Whooaa!

(*Wipe to a stallion in the middle of the Fair goings-on. He notices the spread of Sombra’s magic to a nearby building and reverts to his old listless self, but Rarity’s hoof reaches into view to turn his head away. The tubular woven-hay scroll case she holds up lifts his spirits again; now she works at blinding speed to keep the ponies distracted as the dark influence continues to advance. As soon as she finishes up her next item, it is struck from her grip by one of several bolting ponies. She reaches under the counter of her craft stand, but can find nothing but a few loose strands and a flexible drinking straw. The dexterous unicorn grimaces at the sudden drying up of her raw materials.*)

(*Cut to the square; quite a few ponies have gathered around the covered ersatz Heart, and Applejack has her hooves full keeping the inquisitive group at bay. Rarity trots up through them.*)

**Rarity:** (*chuckling nervously*) Excuse me, pardon me. (*She zips up to Applejack and whispers behind a hoof.*) I am 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!

(*On the end of this, pan to a nearby mare who is wearing this creation—the straw bent into a circle for the brim, the hay stalks arching from one side to the other and tied in a bow for the crown. The next five lines are delivered in whispers.*)

**Rarity:** I made it work, but still!

**Applejack:** (*softly*) We gotta do everything we can to keep this thing goin’.

(*Both look worriedly overhead; cut to a long shot of the castle balcony as the sky hiccups.*)

**Applejack:** (*from o.s.*) The Princess isn’t lookin’ so good. (*Close-up: Shining cradles an exhausted Cadence.*) I can’t imagine her magic is gonna last much longer. (*Back to Applejack and Rarity.*) It’s gonna be fine. (*Longer shot of the square, panning slowly across.*) These ponies are gonna power up that Crystal Heart when the time comes, and we won’t be needin’ her magic anyway.

(*Cut to a close-up of the pair.*)

**Pinkie:** (*from o.s.*)I sure hope that time comes soon.

(*They look behind themselves; pan to frame the equine jester, juggling flugelhorns while balanced on a beach ball.*)

**Pinkie:** Even I can’t keep this party going forever!

(*Or her balance; she topples off with a cry, and one horn lands on her head while the others clatter to the ground. The ball goes airborne and bounces off the covered sculpture, knocking its cloth loose to flutter in the breeze. Applejack and Rarity stare in wide-eyed shock as it falls away and Twilight’s substitute Heart tumbles to the pavement, knocked free of its pedestal. It lands in front of the dumbfounded onlookers. Normal speaking volumes resume at this point.*)

**Stallion 1:** This isn’t the Crystal Heart.

(*Cut to an overhead shot of the three Ponyville visitors and zoom out slowly as the locals ring them from all sides.*)

**Rarity:** (*laughing nervously*) Oh, of course it isn’t. The real one is—

**Applejack:** On its way! (*Close-up of Rarity.*)

**Rarity:** I was going to say… (*softly, to Applejack*) …”being polished,” to buy us some more time.

(*Pan to the blond earth pony, who realizes just how badly she has mucked this up.*)

**Applejack:** Oops.

(*The ponies watch the sky hiccup, accompanied by Sombra’s grating chuckle, and flee in a panic. Cut to a long shot of the castle base and tilt up slowly toward the balcony.*)

**Sombra:** (*from o.s.*) Crystal Heart…

**Twilight:** (*from o.s., gleefully*) Whooaa…

(*Cut to a close-up of her and Spike, still sliding up the underside of the winding staircase. She laughs wildly, Spike hanging on to her haunches for dear life; zoom in and rotate 180 degrees to put them right-side up.*)

**Twilight:** I actually studied gravity spells, thinking it might be on my test! Turns out I *was* prepared for this! Woo-hoo!

(*The camera cuts back and forth between the pair and her perspective of the slide during this line, then to the upside-down top of the staircase. The laughing unicorn’s head pokes up—or rather, down—into view, and a quick flash of magic and half-turn put the floor underneath them again. Now floating several feet above the floor, they drop o.s. like bricks to the tune of Sombra’s laughter and a sky flicker. Cut to them, flat on their faces in a sudden gust of wind, and zoom out as they look across the floor. They have wound up on an open-sided observation deck at the top of the tower, the roof supported by crystal pillars around the circumference, and the real Heart—pale blue-green, its surface unmarred—floats above a starburst set into the floor.*)

(*Twilight and Spike sit up, trading a smile, and he gestures as if to say, “Go get it, boss.” She advances slowly toward the Heart, its reflection appearing in her widened pupils—but the moment she touches a hoof to the starburst, its background goes black and begins to pulse with light as an alarm whoops out. Zoom in quickly to Sombra and his shadow clouds at the Empire’s border; he lifts his head, surprised, and starts a spell going with a growl. Up on top of the tower, the floor responds by sending up a ring of high, jagged black stone spikes to fence Twilight in, and the Heart is flung up and over them when she tries to jump for it. Cut to a close-up of her on the starburst, now restored to its normal colors, and zoom out slowly overhead; Sombra’s mocking laughter grinds the air as the purple eyes flick back and forth across her prison. Snap to black.*)

Act Three

(*Opening shot: fade in to a long shot of the tower pinnacle and the flickering sky, the camera tilted at an angle. Cut to Twilight, now on her feet and with her wits about her.*)

**Twilight:** The Heart! Where’s the Crystal—

**Spike:** (*from outside*) Here!

(*Cut to him; more of Sombra’s jags are growing from the floor, and he dodges around them while trying to approach her.*)

**Spike:** It rolled over to me when you dropped it!

**Twilight:** Don’t move! (*He freezes and starts sweating.*) You can move, just not toward me!

(*No spikes pop up when he steps backward, closer to the Heart, and she teleports outside the black wall only to have her spell violently reversed by Sombra.*)

**Twilight:** How could I have been so foolish? (*pushing on wall*) I was just so eager to get it! (*galloping to other side, pushing there*) Then when I saw what was going on outside, I—

**Spike:** (*from outside*) You have to get out of there, Twilight! (*Cut to him.*) You have to be the one who brings the Crystal Heart to Princess Cadence! If you don’t, you’ll fail Celestia’s test! (*The dark magic keeps spreading down below.*)

**Twilight:** King Sombra is already attacking the Empire. (*crossing floor*) 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.

(*A brainstorm hits; meanwhile, Spike has backed up nearly to the edge of the floor to stay clear of the encroaching hazards.*)

**Twilight:** *You* have to be the one to bring the Crystal Heart to the Fair. (*Cut to him.*)

**Spike:** Me? But, Twilight—

**Twilight:** (*from o.s.*) Go!

**Spike:** But— (*Extreme close-up of Twilight, zooming out quickly.*)

**Twilight:** GOOOOO!!

(*The little dragon snatches the Heart from the floor and dives over the edge as deadly sharp facets lace up through the patch where he was standing. They quickly grow at crazy angles to fill nearly every cubic inch of the elevated observation post, even tearing through part of the roof. Tilt down quickly to an overhead shot of the main square at its base, where the black formations have started to work their way up the support arches. Assorted noises of panic are heard from the crowd, visible only as specks from this height.*)

**Applejack:** (*echoing*) Now don’t y’all worry your pretty little crystal heads! (*Cut to her and Rarity, up on the balcony and waving.*) The real Crystal Heart will be here any second!

**Rarity:** (*aside, to her*) I don’t know if they believe you.

**Applejack:** (*aside, mimicking her tone*) Don’t know if I believe me.

(*Pan back to Fluttershy and Pinkie, along with Shining and Cadence. Fluttershy is out of her armor, and Pinkie has disposed of her jester trappings. The drained Princess struggles to keep her spell going with one last spasm, but the final flecks of magic waft away from her horn and the blue sky takes itself apart in no time flat. Behind it are the sick yellow-brown hue and roiling shadows of Sombra’s onslaught; down in the square, ponies stare wordlessly at the quick change.*)

**Mare 2:** (*backing up*) He’s back! I can’t take it!

(*She gallops away with a cry, but runs headfirst into a menacing black rock formation; zoom out to frame Sombra snarling and glaring down at her from a cleft in it. The mare drops onto her belly.*)

**Mare 2:** King Sombra! (*He rises higher.*)

**Sombra:** My crystal slaves…

(*Somewhere much, much higher, Spike is doing his best not to get impaled on the jigs and jags that keep popping up after him. His fearful yelps are interspersed with small bursts of fire that he blows back, trying futilely to break or melt the obstacles, and he leaps a gap to perch precariously on a crazy-tilted ledge.*)

**Spike:** Hey! (*Cut to Applejack, Fluttershy, and Rarity; he continues o.s.*) Up here!

**Rarity:** Spike? (*Back to him.*)

**Spike:** I got the Crystal Heart!

**Sombra:** (*growling, eyes fuming purple*) That is mine!

(*He pours himself into the ground, creating a huge black splotch that begins to work its way toward the castle, more lethal crystal hazards popping up along the path. As the crew on the balcony waits and watches tensely, Spike hurries down the winding, uneven flight that used to be the gargantuan spiral staircase. Sombra’s rising growl accompanies a long fissure that snakes through the square, along with the spikes that erupt along its course; his head forms from the shadows around the point of one of these. The sight throws enough of a scare into Spike to make him lose his footing, and he goes over the edge, losing the Heart. A gasp from the o.s. Rarity; cut to her, Applejack, and Pinkie.*)

**Rarity:** Spikey-wikey!

(*She covers her eyes. Pan to Shining, who drops out of sight for a moment and comes up with his wife on his back. Her eyelids flutter open long enough for the falling Heart to reflect in her pupils; far above, two falling specks mark the descent of Spike and the Heart, and Sombra continues to ride his black spire up toward them. Cadence spreads her wings to full extension, while the unicorn’s shadowy form becomes flesh and blood as seen in the Part One playback: steel crown, collar, and leg guards, black tail, royal red robe. The whites of his eyes are no longer green.*)

(*Sombra sneers. Spike free-falls after the Heart. Sombra runs his tongue over his fangs, anticipating a good meal of mineral or dragon origin. Spike grabs uselessly at the gleaming relic, kept out of his reach by gravity. Shining stands up on his hind legs, hoists a newly resolute Cadence overhead in his forelegs, and hurls her off the balcony with all his strength. Now Sombra’s feral smile widens a bit, carried even closer to a midair grab—but before he can lay a hoof on his target, Cadence flashes across and collides with both Spike and the Heart.*)

**Sombra:** Huh?

(*The impact has left Spike sitting on the winged unicorn’s back, while the Heart sails just in front of them thanks to her telekinesis. Her horn is energized again, and her low pass over the crowd prompts more than a few murmurs.*)

**Stallion 2:** Behold! The Crystal Princess!

(*She lands squarely on top of the fake Heart Twilight made, shattering it; zoom out to frame the ponies around her and the floating real one.*)

**Cadence:** The Crystal Heart has returned. Use the light and love within you to ensure that King Sombra does not.

(*A burst of magic sends it flying across the square to stop above the center of the giant snowflake set into the pavement, which starts to glow. A stalactite and stalagmite materialize here as well, so that the Heart ends up suspended between their points. One after another, the dull-colored mares and stallions take on the cut-crystal appearance they manifested only briefly while perking up, and they bow to Cadence as a blue-white glow spreads under their hooves.*)

**Sombra:** What? No. (*Others bow.*) No! Stop!

(*It most certainly does not, instead extending to light up the entire star pattern of main and secondary roads running throughout the Empire. Just as quickly, the energy retracts into the Heart, which becomes a stationary spinning blur and then throws a wave of light over the crowd. As the ponies stand up, Cadence and Spike take on an appearance similar to theirs, followed by Twilight’s five friends and Shining on the balcony. All have their mane styles modified somewhat by the change, Cadence acquires a larger and more ornate tiara, and Applejack’s hat is replaced by a small one. The gray crystals that inhibited Shining’s magic disappear as well, and Rainbow is out of her jousting armor.*)

**Rarity:** Ooooh! (*Giggle.*)

(*Far above, the radiance shatters the impenetrable forest of black stone jags that has overgrown the observation deck, restoring its normal colors. A newly crystalline Twilight is left suspended above the floor starburst; she settles down onto it and looks herself over wonderingly, then smiles as the Heart’s power boils out from the castle. Sombra can do nothing but roar in fury and anguish once it reaches his perch, obliterating both it and him in one mighty flash. The lightless murk retreats to the outer edge of the Empire’s territory, and the castle comes alive with a brilliant glow and discharges a beam into the diseased brown sky. This blast is enough to restore the tranquil blue and send multicolored streamers of light snaking in all directions, similar to an aurora borealis. The phenomenon is visible as far as Ponyville and Canterlot, as seen when the camera cuts to a long shot of both locations at night. The next cut frames Celestia and Luna in a gallery of Canterlot Castle, watching the light show. Elder sister smiles gently and inclines her head toward the slightly uneasy young one, who returns both the smile and the gesture so that their horns cross.*)

(*Cut to a long overhead shot of the Empire, now completely free of Sombra’s taint and with the energy still pouring up from the castle, and cut to Twilight’s friends and Shining on the balcony. Applejack and Pinkie trade a high five before several pairs of eyes turn to the railing; pan in that direction to frame Cadence coming in for a landing. Spike hops down off her back before Shining races over to wrap her up in a monster hug, and she waves to the cheering ponies gathered in the square below. Spike flicks his eyes upward for a moment and wraps his arms around himself with a little shudder; cut to Twilight at the top of the tower.*)

**Twilight:** (*softly*) Good job, Spike.

(*Fade to black.*)

(*Fade in to a fully revived and rehabilitated street within the Empire during the day, with plenty of ponies going happily about their business, then cut to a long shot of the Empire. The aurora lights still radiate in all directions from the castle’s pinnacle. Zoom out to frame the entire Ponyville contingent on their way out through the snow around the Empire, accompanied by Shining and Cadence. The raging blizzard that marked their arrival has stopped, and the eight ponies and one dragon have resumed their normal appearances.*)

**Rarity:** (*moaning petulantly*) I do so wish it was permanent. (*Close-up of her and Rarity.*) Did you see how my mane just absolutely sparkled?

**Applejack:** But good things are better when they’re a rarity. (*She winks on this last word.*)

**Rarity:** Ohhh… (*Chuckle.*)

(*Pan slightly to frame Spike walking behind her, still ill at ease.*)

**Shining:** (*from o.s.*) Everything’s gonna be okay. (*Cut to him and Twilight.*) You’ve gotta stop saving my rump like this. (*knowingly*) Starting to get embarrassing. (*She smiles, but drops her eyes.*)

**Twilight:** Wasn’t me who saved you in the end. It was Spike. (*They approach the train.*)

**Shining:** It was just a test. Maybe she’ll let you re-take it.

(*He gets a sidelong, slightly irritated glance from his wife; the two stop as Twilight walks slowly toward the train.*)

**Twilight:** I don’t think she’s gonna give me a new test.

(*Tilt up from the three to frame the light show still going on above the Empire, then dissolve to a courtyard outside Canterlot Castle. Spike paces in front of the ground-floor entrance, Rainbow hovers at the bottom of the balcony stairs, Applejack and Pinkie sit together on the grass, and Fluttershy keeps on eye on Rarity, who has fainted. A closer shot frames the raging case of nerves that has taken over; Pinkie bites her front hooves as Applejack tries to comfort her.*)

**Spike:** (*pacing, breathing hard*) Keep it together, buddy. I gotta stay strong… (*Stop at the doors.*) …for Twilight!

(*Cut to Celestia inside, looking out a window at the distant aurora.*)

**Celestia:** It’s beautiful.

(*Longer shot: she is in the gallery where she and Luna watched it earlier. A new stained-glass window has been put in: Spike throwing the Heart up to Cadence, who hovers surrounded by the silhouettes of several ponies. Twilight stands facing Celestia, several paces away.*)

**Twilight:** I wish it had been me who ultimately made it so…but it wasn’t. (*Her head drops.*)

**Celestia:** Twilight… (*walking to Spike’s window*) …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. (*leaning down to Twilight, who smiles*) You weren’t willing to risk the future of the citizens of the Crystal Empire in an effort to guarantee your own.

(*On the start of this last sentence, tilt up along the window’s height, putting her o.s. The camera then cuts back to her, panning/tilting down to frame Twilight’s understanding smile during the next line.*)

**Celestia:** 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.

**Twilight:** (*hesitantly*) Does…this mean…?

(*Cut to a long shot of teacher and student, zooming out slowly, then to the frantically pacing Spike at the entrance.*)

**Spike:** She’s totally gonna lose it! (*breathing hard*) Keep it together, buddy. I gotta stay strong…for Twilight!

(*One of the double doors swings open, pushed by a violet hoof, and catches him dead in the face. All five of the other ponies are too stunned to say a word—Rarity now upright again—and the sixth stands in the shadows just inside the door for a long moment before bounding out.*)

**Twilight:** I passed!

(*Cheers from the others and a big hug from Spike.*)

***Same tune as Twilight’s song in Part One, but with a majestic, celebratory woodwind/string/brass arrangement, slow 4 (G major)***

**Rarity:** You were prepared to do your best

(*Twilight smiles and blushes.*) Had what it takes to pass the test

(*lifting her chin*) All those doubts you can dismiss

(*Both step forward.*) Turns out you were prepared for this

(*Applejack, Fluttershy, Pinkie, Rainbow, and Spike join in on the last three words; the mares then clear out, leaving the dragon surprised to be standing alone. Cut to a close-up of Twilight as Applejack lays a foreleg over her shoulders.*)

***Faster 4***

**Applejack:** You clearly had just what it takes

(*Zoom out; Rarity walks on Twilight’s other side, and Pinkie balances on stilts alongside Applejack.*)

**Pinkie:** To pass a test with such high stakes

(*She loses her balance; cut to the other three as the crash of her landing is heard. Fluttershy flies overhead.*)

**Fluttershy:** We knew for sure you would prevail

(*A cloud floats past overhead, on which Rainbow lounges on her back.*)

**Rainbow:** Since when does Twilight Sparkle ever fail?

(*Behind the trailing edge, the view wipes to the seven proceeding out over the castle’s lowered drawbridge. Pinkie is off her stilts.*)

***D major***

**All but Twilight:** All those doubts that you can dismiss

Trust yourself and you cannot miss

**Applejack, Pinkie, Rarity:** Turns out you were

**Twilight:** Turns out I was

**Fluttershy, Rainbow, Spike:** Turns out you were

**Twilight:** Turns out I was

(*Close-up of Rarity placing her hoof over Twilight’s own; zoom out to frame the entire group at the window of one car of a rolling train.*)

**Rarity:** Turns out you were

**All but Twilight:** Prepared for this

(*Dissolve to a longer shot of the train, on its way back to Ponyville ,and zoom out to frame Celestia and Luna watching it from a Canterlot Castle balcony. After a short glance at her sister, Luna conjures up a book with a pattern of stars and swirling lines on its cover, and both nod in unspoken agreement before turning to watch the train again. Zoom in quickly to a close-up of Twilight at the window, with Spike now on her back.*)

**Spike:** (*laughing nervously*) Yeah. I knew everything was gonna be fine.

(*A laugh and weary sigh, and he passes out where he sits as she smiles warmly back at him.*)

***Song ends***

(*Fade to black at the same time.*)