**CASTLE MANE-IA**

**Written by Josh Haber**

**Produced by Sarah Wall, Devon Cody**

**Story editing by Meghan McCarthy**

**Supervising direction by Jayson Thiessen**

**Co-directed by Jim Miller**

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

Prologue

(*Opening shot: fade in to Twilight Sparkle deep into a study session in her upper-story living quarters in the library. She is reading at a desk piled with books, and stacks of other volumes take up most of the rest of the floor. A calm blue daytime sky can be seen through her bedroom loft window. The camera, positioned behind her, zooms in slowly before cutting to a close-up that highlights the intense frustration that has taken hold in her mind. She groans loudly and uses her magic to slam the book shut; cut to Spike as he reaches the top of the stairs. He wears the frilly, heart-decorated apron he used while watching the Great Dragon Migration in “Dragon Quest,” and he carries a feather duster, which he begins to ply on a patch of wall. Twilight’s book sails into view, smacking most of its plumes off and mashing them against the paneling; he eyes the remains sadly, then addresses himself across the room.*)

**Spike:** What’s wrong, Twilight?

**Twilight:** (*sighing, turning to face him*) I’ve gone through every book in Ponyville, Spike. (*levitating one, leafing through it*) And there isn’t a single mention of the mysterious chest that came from the Tree of Harmony—nor anything about keys to unlock it!

(*Referring to the six-locked box that it produced after she and her friends returned the Elements of Harmony to it in Part Two of “Princess Twilight Sparkle.” She turns to him and sends the book away.*)

**Twilight:** But something tells me that opening it is pretty important. (*flying up to the top of a tottering stack*) I hope Princess Celestia has some ideas. (*Magically open/inspect/close the top one.*) If the library in Canterlot doesn’t have anything, I-I don’t know where else to look.

(*An idle nudge from her hoof causes the stack—which reaches up to the floor of the loft—to tumble toward her assistant, who has ditched the denuded duster. He cries out in surprise a moment before getting buried in an avalanche of heavy reading; she touches down and floats a book off his head, and he uncorks a flaming belch that solidifies into a scroll. Twilight seizes this in her magic and unrolls it.*)

**Twilight:** (*reading*) “My dearest Twilight: While it would be perfectly lovely to have you in Canterlot once more, I have another option in mind much closer to Ponyville.”

(*Dissolve to her and Spike entering the Everfree Forest.*)

**Princess Celestia:** (*voice over, dictating*) “As you know, the ancient castle that I once shared with Princess Luna lies mostly in ruins, deep in the Everfree Forest. But if you look carefully, you may find a book that could prove helpful to your research, hidden somewhere in what’s left of the castle library.”

(*Accompanied by a series of dissolves to the following scenes. Head-on view of the pair moving along their path under the blue sky; Spike has shed his apron. The ruined Castle of the Royal Pony Sisters, shrouded in mist that clears as the camera zooms out to frame them approaching the rope/plank bridge that Rainbow Dash repaired during “Elements of Harmony.” A main hall marked by banners that depict the two winged unicorn sisters—blue with moon for Princess Luna on left, yellow with sun for Celestia on right; tilt up slowly toward its long-collapsed ceiling as the two advance down its length toward a flight of stairs and an elevated walkway that hugs the wall. An open doorway, the two step to the threshold and stop short, eyes bugging out.*)

(*Twilight sucks in an ecstatic gasp, her mouth turning up into a huge smile, but Spike just throws her a funny look as the camera zooms out to a long shot. They have reached the castle library, whose ceiling has mostly fallen in to litter the floor with stone debris—but the floor-to-ceiling shelves are crammed with books. Back to the pair; her wings briefly pop outward before she dashes in.*)

**Twilight:** Wow! (*flying to higher shelves*) Look at all these ancient books! It’s a veritable gold mine of information! I can’t believe it! Woo-hoo!

(*On the end of this, cut to a visibly unnerved baby dragon, walking along the aisle and taking note of the spiderwebs that have built up among the tumbled furniture. A few strands cling to the scaly hide, prompting him to yell in fear and topple backwards o.s. Snap to black in time with the thud of his landing.*)

(*The black screen splits lengthwise as if to show an eye opening, accompanied by the sound of a heavily beating heart. This is Spike’s perspective, blurry at first but quickly focusing to show his upside-down view of a stone unicorn-head carving; cut to frame him and zoom out quickly as he snaps to with a yelp. The head is a broken remnant of a winged-unicorn stallion statue, and he is lying directly underneath its muzzle. Spike sits up with an embarrassed laugh and brushes the webs off himself as a spider with a star marking on its back crawls down one stone wing.*)

**Spike:** So, uh, Twilight, uh…ready to head home? (*Cut to her, eagerly digging into a mountain of books.*)

**Twilight:** Are you kidding? This place is *perfect!*

(*Her wings flare briefly on this last word, underscoring her glee, and she dives into the pile. Cut to an extreme close-up of a shivering Spike, zooming out to frame the spiders crawling and suspended near him, and fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to an extreme profile close-up of a pony’s face covered in buzzing bees, save for one red-violet eye. The color of both the iris and the eyelid above it suggests that Rainbow is at the bottom of it all, and the next voice confirms her identity. A stretch of farmland is visible behind her.*)

**Rainbow:** (*through gritted teeth*) I’m not gonna move. (*squinting*) You move.

(*Cut to a close-up of a second bee-covered face profile, whose narrowed green eye and patch of orange-tan around it give away Applejack’s involvement. Now an outbuilding at Sweet Apple Acres is seen—this face-off is taking place on the Apple family homestead. Applejack is facing in the opposite direction as Rainbow.*)

**Applejack:** (*same tone*) Uh-uh. (*Eye opens wide.*) There is no way I’m movin’.

(*Cut to Pinkie Pie seated at a nearby table, notepad in hoof and her alligator Gummy sitting on the tabletop. Both Applejack and Rainbow will continue to speak through their teeth until further notice.*)

**Pinkie:** This is the most daring dare anypony ever dared dare another pony to dare! (*Close-up of the pair, facing each other down point-blank.*)

**Applejack, Rainbow:** Huh? (*Pinkie puts down her notepad and beams.*)

**Pinkie:** It’s exciting!

(*But perhaps not so much for Gummy, who shows no reaction whatsoever when a bee flies into one nostril, bangs around in there for a moment, and buzzes right back out. On the start of the next line, pan past the very strange tableau—two rivals covered head to tail in bees—to frame a stallion walking up to Pinkie’s table. He is tan, with a curly brown mane and blue eyes, and his body is covered by a white full-body protective suit with a beehive on the haunch to mark him as a beekeeper. A broad-brimmed white hat with an attached veil provides coverage for head and face.*)

**Beekeeper:** Uh, what y’all doin’?

**Pinkie:** Rainbow Dash and Applejack are competing for the title of Most Daring Pony! (*She zips over to them.*) This is the final test—the bee stare! Last pony to blink wins!

**Beekeeper:** (*clearly unimpressed*) I’m gonna need my bees back.

**Rainbow:** But then we’ll never find out who the Most Daring Pony is!

**Beekeeper:** Um, sorry about that.

(*The pair again; at his o.s. whistle, the bees instantly vacate the premises and fly after him. Both Applejack and Rainbow have donned protective gear of their own. Zoom out quickly to a long shot that frames the stallion walking out through the gate in the boundary fence, then cut back to the three mares. Applejack and Rainbow resume their normal speech patterns.*)

**Applejack:** (*tipping hat/veil back; she is not wearing her usual one*) Well, what do we do now?

**Pinkie:** Don’t worry, ladies. (*trotting o.s.*) I’ve been keeping excellent score all day.

(*Cut to a close-up of her, running a hoof over a page in her pad.*)

**Pinkie:** (*to herself*) Hmmm…move the decimal…carry the two, and… (*out loud*) …congratulations! You’re tied!

**Applejack:** Tied?

**Rainbow:** You can’t be tied for the *Most* Daring Pony!

**Pinkie:** I don’t know. Numbers don’t lie.

(*Grabbing the pad in her teeth, she pivots to present the result of her figuring: a tally sheet split into two columns, one headed with a cloud/lightning bolt and the other with an apple. Both columns are filled with random doodles and not a single numerical calculation. Cut back to the competitors, who trade hopelessly confused glances.*)

**Pinkie:** (*from o.s.*) I’d love to stay and keep keeping score. (*Back to her on the end of this; now Gummy has clamped onto her tail.*) But I promised to help test the new school bell. (*swinging tail back and forth*) I get to ring it all week nonstop! (*stopping, hopping out through gate*) And I don’t even have to take turns because no one else volunteered!

(*She disappears around the first bend with a giggle; Rainbow shucks out of her suit and kicks it aside.*)

**Rainbow:** Okay, no problem. We just have to come up with another daring dare.

**Applejack:** Right.

(*Silence ensues as both mares scope out the area intently. Cut to the forest entrance and pan away from it to frame Applejack looking its way, while Rainbow eyes the opposite direction.*)

**Applejack:** (*smiling wickedly*) I think I might have an idea of what we can do.

(*The smile has turned into a grin, which Rainbow copies as if to say “Bring it on.” Wipe to Rarity trotting determinedly through a clearing in the forest and pan back to show Fluttershy walking at some distance behind her. The yellow pegasus has her rabbit Angel on her back.*)

**Fluttershy:** Um, Rarity? Don’t you think it’s a little late in the day to be walking through the forest? It is… (*Back to Rarity; she continues o.s.*) …star spider season, after all. (*She peeks up next to the unicorn, who stops.*) Though I’m sure you have a very good reason.

**Rarity:** Simply *the* most important reason I’ve ever had in my entire life.

(*She resumes walking and Fluttershy stands up with a smile.*)

**Fluttershy:** Oh! Well, then I’m happy to help. (*She follows; Angel is off her back.*) What is it?

(*Long shot; they approach the edge of the ravine bordering the forest’s ruined castle. During the next line, pan ahead to put them o.s. and frame the crumbling structure. The sky shows the colors of late afternoon.*)

**Rarity:** (*with mounting fervor*) I’ve heard rumors that the castle of the two sisters is filled with the most gorgeous of ancient tapestries in all of pony history! (*Back to her, stepping to the bridge; Fluttershy catches up.*) It pains me to think of those magnificent creations rotting away in those old ruins, totally unappreciated.

(*She begins to cross the bridge, but her traveling companion hangs back for a second.*)

**Fluttershy:** (*dryly*) I see.

**Rarity:** I require your help in…borrowing one or two to bring back to the boutique where I can restore them. (*Now at the other end, she stops with sudden inspiration.*) Maybe I’ll even use the patterns as the inspiration for a new line! (*Huge grin.*)

**Fluttershy:** (*reluctantly*) That does sound…very important.

**Rarity:** Yes! Well… (*Clear throat; bridge creaks behind her.*) …maybe not *the* most important thing in my *entire* life, but retro-ancient classical will be all the rage next season, so it’s nothing to sneeze at.

(*Angel passes her, then Fluttershy; one of the rabbit’s ears tickles her nose, causing her to expel a sudden sneeze. Wiping her nose, she falls in behind the two. Cut to an overhead shot of the ruined hall that held the Elements, their display contraption of platforms and shafts still as Twilight left it, and tilt up to frame the three sojourners on their way toward it. They stop just short of the entrance.*)

**Fluttershy:** Um, are you sure you need those tapestries?

**Rarity:** (*walking ahead*) But of course—although I must admit, these ruins *are* a fright. (*Stop short; she eyes some soil on her hooves with alarm.*) Just look at all the dirt everywhere! Ugh…

(*Angel bounds ahead and through a partly open set of double doors, leading to a panicked gasp from Fluttershy.*)

**Fluttershy:** Angel!

(*She gallops ahead of the trotting Rarity, whose hooves are again immaculate, and is first to enter. After both are well inside, a menacing shadow slowly extends into view, reaching up the steps that lead to the doors. Cut to the upper reaches of the main hall Twilight and Spike walked through during the prologue and tilt down slowly to frame the two mares on the start of the next line. The ceiling hole and the tall, narrow window at the far end display a sliver of sky that has darkened into evening.*)

**Rarity:** Goodness! It’s practically an artistic treasure trove of ancient good taste!

(*Angel hops into view from a side entrance; she sighs blissfully, but the rabbit just thumps a hind foot impatiently against the floor.*)

**Fluttershy:** Angel! (*galloping to him, hunching down*) You really shouldn’t have run off like that. Ancient ruins are filled with all sorts of things that can hurt you. (*He pays no mind and hurries off; Rarity follows.*) You could stub your toe, or—or trip on a loose stone. You have to be careful.

(*Only now does she come out of her lecture to realize that the others have left her behind. She stands up, looking nervously around herself, and hurries after them. Pan/tilt up to the elevated walkway at the end of the main hall; a flaming candelabrum floats across under Twilight’s control, and she walks along behind them.*)

**Spike:** (*from o.s.*) I don’t think I’ll need all these candles, Twilight. (*now in view, following her*) I was really only scared for a second.

**Twilight:** (*laughing a bit*) Oh, these aren’t for you, Spike. (*moving o.s.*) We’re gonna be studying late into the night.

(*That pronouncement freezes him in his tracks and makes his eyes go nice and big.*)

**Twilight:** (*from o.s.*) And we’re gonna need all the light we can get.

**Spike:** (*glumly*) Oh. Great.

(*He trudges off after her. Zoom out/tilt down toward ground level.*)

**Applejack:** (*from o.s.*) Well… (*now in view with Rainbow; she gestures about, wearing her own hat and out of the beekeeper suit*) …here we are!

**Rainbow:** Uh, what’s so daring about this place? This is where we got the Elements of Harmony.

**Applejack:** (*hushed*) When I was just a filly… (*trotting past, up a flight of stairs*) …Granny Smith told me of an ancient legend. (*A shaft of light picks out her face; tilt up slightly to frame the Luna banner hanging behind her.*) When Nightmare Moon was banished, not every last bit of her dark magic went with her.

(*The camera now cuts to the sky-blue pegasus, whose courage seems to be failing her a bit, and zooms in slowly.*)

**Applejack:** (*from o.s.*) Granny used to say, when night falls on the castle… (*Back to Applejack, in full ghost-story mode.*) …that magic takes the form of…

(*She backs up out of the light and voices the next four words at full volume.*)

**Applejack:** …*the Pony of Shadows!*

**Rainbow:** You mean like a ghost? (*Applejack whips over to her.*)

**Applejack:** (*hushed, eerily*) Nopony knows.

(*Rainbow just gives her a disgusted grunt. Cut to Rarity, who has discovered a battered Luna tapestry hanging on a wall elsewhere in the castle. She gasps in surprise as Fluttershy walks up; Angel trails some seconds behind her.*)

**Rarity:** This one is *perfect!*

**Fluttershy:** Well…it certainly could use some restoration.

**Rarity:** Be a dear. Fly up there and lift it off that hook.

(*Cut to one end of the horizontal brass rod from which the ancient textile is suspended. Fluttershy flies up to this, gets it in her teeth, and strains mightily to lift it free of its support bracket; no luck.*)

**Rarity:** (*calling up to her*) Maybe from below?

(*The yellow flyer drops to a few feet above the floor, shoots her a dirty look, and flies behind the tapestry for another go. It shifts and bulges with her efforts—but mixed in with the lot is a decidedly un-tapestry-like creaking noise. After a few moments, the entire section of wall suddenly rotates 180 degrees on a vertical pivot through its center, leaving only a blank stretch of masonry exposed for Rarity and Angel to gape at. Fluttershy has been swept out of sight by the mechanism she has apparently triggered.*)

(*Cut to Applejack and Rainbow walking through the main hall.*)

**Rainbow:** I don’t see what’s so daring about an old legend. (*Both stop.*) Plus, I don’t believe in ghosts. (*The Luna tapestry behind them starts to rustle as she finishes.*)

**Applejack:** (*shakily, pointing up at it*) You might want to rethink your position on that.

(*The cloth has begun to bulge and shift, emitting a series of terrified squeals and cries that send both mares shrieking for the nearest exit. However, a lightning flash and the sudden appearance of a long shadow—the same one that seemed to reach toward Fluttershy and Rarity as they entered the keep—stop their hooves and lungs cold. It can now be seen to possess the outline of a hooded head, with two un-shadowed spots marking the eyes. Realizing that they are now standing within its inky expanse, they cut loose with a pair of ear-splitting screams. Snap to black.*)

Act Two

(*Opening shot: snap to a longer shot of Applejack and Rainbow in the main hall. They are no longer standing within the hooded shadow, and it now extends along the ground and up the far wall as they stare bug-eyed up at it and scream. After the next lightning strike, it quickly withdraws o.s.—but the tapestry on the wall behind them continues to move.*)

**Applejack:** You saw that, right?

**Rainbow:** RUUUUNNNN!!

(*They do so, crossing to exit the main hall at full speed, and the camera pans to follow the tapestry wall as its 180-degree turn is reversed. Fluttershy tumbles out from the bottom edge—the other two were watching her struggles to get free—and notes a bent feather on one wing in close-up.*)

**Fluttershy:** Ow. I think I hurt my wing. (*Angel hops over to stroke it.*)

**Rarity:** (*stepping closer*) Oh, my dear, I am so sorry. That tapestry is far too heavy. We’ll just have to find a smaller one. (*She turns away.*)

**Fluttershy:** Oh…of course. (*She stands; Angel hops after Rarity.*)

**Rarity:** Where, pray tell, did you disappear to? (*Fluttershy starts off after them.*)

**Fluttershy:** What do you mean?

**Rarity:** While you were struggling under that fabric, the entire wall spun around. (*Fluttershy’s eyes pop.*) You must have activated a secret door!

**Fluttershy:** Oh. I’m sorry. (*Angel hops ahead.*)

**Rarity:** I suppose these ruins are chock-full of them.

**Fluttershy:** (*hunching down, suddenly scared*) Really?

**Rarity:** Absolutely. We must use the utmost care as we—

(*There comes a click, followed by the pair’s abrupt, screaming drop from sight. Cut to a close-up of one white-furred foot, which has pressed down a trigger plate built into the carpet, and zoom out. The newly opened trapdoor just behind Angel tells both where the mares went and how he inadvertently put them there. When he removes his foot, the plate springs back into place and the hatch closes, the outlines of both disappearing into the floor. The rabbit hops nervously away from the scene.*)

(*Cut to a long overhead shot of a corridor elsewhere in the castle. Applejack and Rainbow gallop in from the far end.*)

**Rainbow:** (*out of breath*) Okay. So *maybe* the legend is true. (*Close-up.*)

**Applejack:** Well, that’s why I brought you here! (*smugly*) I guess only the most darin’ pony of all could stay in this castle all night without being scared off.

(*The red-violet eyes pop and all four blue hooves skid to a stop; Applejack walks back to her a moment later, and both adopt a tone of forced bravado. They have ended up in a portrait gallery.*)

**Rainbow:** Scared? I’m not scared.

**Applejack:** Well…me neither!

**Rainbow:** Then it’s settled. Whoever stays in the castle the longest is the Most Daring Pony! (*Glare at Applejack.*)

**Applejack:** (*holding out a foreleg*) Deal!

(*One blue and one orange-tan hoof clack together to seal the agreement.*)

**Rainbow:** (*now very cocky, flying past Applejack*) But it’s gonna take a lot more than some shadowy ghost pony to get *me* to leave.

**Applejack:** Me too! Hmph!

(*Once she has galloped off after her rival, the camera zooms in on one portrait that depicts a dignified earth pony stallion in profile Hatchet jaw, gray mane and mustache, light-colored coat, formal dress jacket with blue sash and plenty of military decorations—and a blue eye that swivels slowly back to follow the would-be daredevils’ exit.*)

(*Cut to Twilight and Spike, now seated at opposite ends of a long table in the library. The candelabrum Twilight procured has been set between them, and both noses are buried in books; Twilight has a stack of other tomes within easy reach. Zoom in slowly and cut to her end.*)

**Twilight:** Find anything, Spike? (*He lets his book thump onto the table, open.*)

**Spike:** Uh… (*flipping page*) …nope, nothing yet.

(*Another one makes its way toward him seemingly under its own power, partly visible behind the table edge with its spine up. Once it gets close enough, it tumbles away and Angel hops up onto the table—he was carrying it on his head. Spike lets off a startled cry and topples backward in his chair; instead of falling over, though, it only tilts slightly due to a metal rod attached to one leg that runs through a hole in the floor. Hidden machinery begins to grind in response to this trigger. Cut to a head-on view of the bemused bunny, with Twilight looking on from the far end.*)

**Twilight:** Angel? (*Focus shifts to her; he glances her way.*) What are you doing here?

(*The candles all go out in a sudden gust of wind, caused by the bookshelves behind it sliding away to either side as the camera zooms out quickly. The shift exposes a lightless archway set into the wall; when the three step a bit closer, just enough illumination enters to expose a bookcase and a few throw pillows. Twilight pulls in a long gasp at the sight, and the camera cuts to inside this new area.*)

(*Now the lights have come up fully: bookcase, floor pillows, a large vase, two stained-glass windows—yellow sun and blue moon/stars—and a closed book resting on a stand. A slow pan across the room picks out a couch and table across from the literature collection.*)

**Twilight:** (*from o.s., awed*) Whoa…

(*Zoom in on the book, whose cover can now be seen to bear two gold images of unicorn heads facing each other. The next shot is from just behind the stand; she rushes up to it, eyes glued to the volume.*)

**Twilight:** (*reading*) “The Journal of the Two Sisters.” (*Happy gasp; she flies back onto one pillow, floating it along, and opens it.*) Maybe this is the book Princess Celestia was talking about!

(*On the end of this line, Angel bounds onto her back and the camera zooms out to frame Spike entering with great reluctance. A distant moan or wail sets him to chewing his lower lip. Cut to an overhead shot of a long staircase that spirals its way down the inside wall of a very high tower; Applejack is descending on hoof, while Rainbow goes on wing-power.*)

**Rainbow:** (*taunting*) I sure hope you’re not afraid of the dark, Applejack.

**Applejack:** I can’t say that I am. But even if I was— (*She stops.*) —I’d be at least fifty percent less scared of it than you, Rainbow Dash! (*Dirty look over the side.*)

**Rainbow:** I don’t know how all that math works, because I’m not scared at all. (*Applejack hustles down.*)

**Applejack:** Me neither!

(*Seeing her challenger gain ground so quickly prompts Rainbow to dive downward. Applejack stops short upon reaching the bottom.*)

**Applejack:** Huh?

(*Head-on view of them; the equally perplexed pegasus touches down alongside, folding her wings away.*)

**Rainbow:** W-What’s the matter? (*Zoom out slowly.*) It’s just a dark hallway full of…disembodied pony legs.

(*Which it is; the legs are pointing upward at an angle, the hooves bent downward, and each has a bracket attached to hold an extinguished torch. Back to the pair.*)

**Applejack:** (*scared*) Yeah.

(*She mashes her hat down, Rainbow shivers in place, and both move ahead with heads hunched into shoulders. The blue flyer uses her wings to block out most of her vision.*)

**Applejack:** Nothin’ creepy about that.

(*Fade to black. After a moment, two staring blue eyes—Rarity’s—open in the darkness.*)

**Rarity:** (*petulantly*) I’m starting to wonder if maybe this castle doesn’t want my expertise!

(*She kindles a light at the tip of her horn; zoom out to frame Fluttershy next to her. They have fallen to the bottom of a small stone chamber perhaps twice as deep as they are tall; the only remarkable feature is a hole bored through one wall.*)

**Fluttershy:** (*looking about in a panic*) Oh, dear. Angel? Rarity, have you seen him? (*Close-up of Rarity.*)

**Rarity:** I’m not sure he made the trip down with us, dear. (*Zoom out slightly to frame Fluttershy.*)

**Fluttershy:** Oh, goodness! We have to find him. An ancient castle is no place for a bunny. (*walking to one side, increasingly unhinged*) He could get hit by falling debris, or the floor could give out under him—ohh, he could be trapped in a dark place with no way out!

**Rarity:** (*dryly*) I can only imagine how *that* might feel. (*An idea hits her; she peers at the hole in the wall.*) Hmmm…

(*Cut to Applejack and Rainbow proceeding cautiously down the torch-less hall. Rainbow is several steps in the lead; cut to an extreme close-up of her face as a muffled thump is heard. She stops short, eyes popping wide, then smiles knowingly.*)

**Rainbow:** Applejack, if you’re scared— (*Sound of Applejack’s hooves stops.*) —you can just admit it. You don’t need to put your hoof around me.

**Applejack:** (*from o.s., a bit unsteadily*) Uh…I’m over here.

(*Pan away from the smug blue face to frame her opposite number still some distance back—and near the other wall to boot. She waves to get Rainbow’s attention and illustrate her innocence; cut back to Rainbow, who finally takes notice of the hoof now stretched across her shoulders—the sound of the thump. It is white with the faintest tinge of gray, and it extends from a hole in the wall.*)

(*Rainbow yells in fear and surprise, throwing off the interloping limb, and Applejack gives full voice to her own panic before both of them clear out. That hooded shadow looms up along the hall, as if inspecting the direction in which they have gone. Cut back to Rarity, foreleg extended through the hole she has found—this was what touched Rainbow. She recoils with a cry and shivers mightily.*)

**Fluttershy:** Rarity! What is it?

**Rarity:** I felt something…*alive!*

(*The yellow scaredy pony gasps happily, surprising Rarity no end.*)

**Fluttershy:** Angel!

(*She darts over and reaches toward the hole; cut to the hall side of the wall as her hoof extends through to grope blindly about. Nothing within reach; back to her, irises/pupils contracting to pinpricks in instant terror, then back to the hall side. She has touched the hoof of one wall-mounted leg, and a nudge causes it to swing outward slightly. This sets the entire section of wall spinning, just as the tapestry wall did in Act One; when it stops, two very puzzled ponies find themselves deposited in the hall.*)

**Rarity:** Well, tapestries or no, I have had just about enough of secret passages, mysterious presences, and unappreciative castles!

(*These last two words reverberate in the silence as the camera cuts to an overhead shot of the pair and zooms out. Cut to her, stomping sourly forward; Fluttershy pops up to block her path.*)

**Fluttershy:** But we can’t leave now, not with Angel lost somewhere in this dangerous old castle. (*Rarity walks on past her; she starts getting worked up again.*) He could be trapped under a crumbling statue, or stuck high in a tower without food or water or any friends at all!

(*This round of hyperbole ends with tears gathering in the blue-green eyes. From here, cut to a close-up of Angel, sitting comfortably on a pillow and chomping down a carrot with a gold goblet in easy reach. He tosses the end aside, and the camera cuts to a longer shot; he and Twilight are in the hidden library room, and he has a bowl of the vegetables within easy reach while she reads from the journal she has found. Several carrot-ends are scattered around the floor.*)

**Twilight:** Spike, you’ve got to hear this! (*reading*) “I love to duck behind the paintings, and though the Hall of Hooves still gives her a bit of a fright, the trapdoor slide is Luna’s favorite.” (*Spike crosses to her.*)

**Spike:** “Hall of Hooves”?

(*His boss just flips a page; cut to her perspective of the book, panning across. The left page depicts a long corridor and a drawing of one of the pony-leg torch holders. On the right one is a large pipe organ, with lines connecting it to a throne, a trapdoor, a suit of armor, and a torch holder.*)

**Twilight:** “Soon the Organ to the Outside will be finished. I can hardly wait.” (*Cut to the trio.*)

**Spike:** What’s the Organ to the Outside?

**Twilight:** (*giddily*) I have no idea!

(*Tilt down through the floor, past Fluttershy and Rarity in the pony-leg-decorated Hall of Hooves, and down to a still lower level. The upper ends of a massive set of organ pipes come into view, and the camera finally stops on its console, flanked by a pair of pegasus statues. A figure covered by a dark cloak is poised at the keys; it strikes a melancholy minor melody, the camera zooming out quickly. Cold candelabra stand around/above the instrument—the Organ to the Outside—and the carpet leading to it is bordered by musical notes on both sides.*)

(*The zoom only stops once the camera has backed out into the corridor leading into this chamber. Applejack gallops madly past but skids to a stop; Rainbow hurtles overhead, skimming the crown of her hat so that Applejack pitches forward onto her face and Rainbow veers wildly out of view. Both regain their balance and regroup, scared halfway out of their wits.*)

**Applejack:** You hear that? (*Organ stops.*)

**Rainbow:** You mean the creepy sound of a haunted pipe organ?

**Applejack:** Uh…maybe.

**Rainbow:** I don’t know what you’re talking about.

(*A new, foreboding chord prompts them to clutch desperately at each other and bail out. Cut to the hidden library room, where Spike looks uneasily out at the cold candelabrum on the table he and Twilight had been using. His back is to the camera; when he turns around, a pillow is clutched in his arms. The Organ’s sound dies away.*)

**Spike:** Uh, Twilight? (*pointing toward door*) Did you hear something? (*She is still intently hunched over the journal.*)

**Twilight:** Oh, Spike, quit being such a scaredy dragon. This castle is thousands of years old and half of it was destroyed by Nightmare Moon.

(*Cut to a noticeably un-reassured dragon on the end of this; crackles and pops accompany her next words.*)

**Twilight:** (*from o.s.*) Of course it makes strange sounds. It’s practically falling apart.

(*A fragment of the ceiling lands at his feet, throwing a fresh scare into him; across the way, Angel snickers from the comfort of his pillow.*)

**Spike:** O-kay.

(*Cut to a corridor in which Fluttershy is making her way into view from a side passage.*)

**Fluttershy:** (*calling out*) Angel?…Angel? (*Rarity follows her.*)

**Rarity:** I’m sure we’ll find him.

(*She quickly backpedals, her attention drawn by something o.s.; meanwhile, in close-up, the pegasus is frantically looking under one rock in a tumbled pile.*)

**Fluttershy:** Angel?

(*The search is interrupted by her partner’s quavering cry, so she lets the stone fall and hurries back.*)

**Fluttershy:** Did you find Angel? Is he okay?

(*Cut to just behind Rarity, who has found the remains of the throne room in which Twilight watched Luna turn into Nightmare Moon during her first flashback in “Princess Twilight Sparkle.” She gasps happily, the camera tilting up during the next line to put her out of view.*)

**Rarity:** They are *perfect!*

(*Stop on the Tree of Harmony window’s smashed frame and the tops of the Princesses’ banners; Celestia’s is in rather bad shape, while Luna’s has fared somewhat better. Back to the unicorn on the start of the following; Fluttershy comes up next to her.*)

**Rarity:** No castle in its right mind could possibly object to my restoring such exquisite works of art! (*She gallops ahead.*)

**Fluttershy:** (*forcing enthusiasm*) Oh! They’re lovely, Rarity, but…I have to keep looking for Angel. (*looking to one side*) Oh, I hope he doesn’t think I’ve given up on him.

(*As she turns away from the thrones to continue the search, Rarity hurries up the steps to stand on Luna’s throne.*)

**Rarity:** I’m right behind you!

(*She envelops the fabric above it in her magic and tries to pull it down.*)

**Rarity:** (*straining, grunting*) Won’t…be…a moment!

(*Tilt down quickly to another level of the castle. Applejack and Rainbow poke their heads into view from around a doorway, and the camera zooms out quickly to frame this new milieu. They are at one end of a hallway lined with pony suits of full plate armor. Cut to a head-on view of one helmeted head, tilting down slowly, and shift to others during the next line.*)

**Applejack:** (*from o.s.*) Do you think there’s a single room in this castle that isn’t filled with terrifyin’ things?

(*Rainbow flaps over to one of said things, nudges it, and recoils sharply as it rattles back and forth.*)

**Rainbow:** Whoa! (*She finds Applejack right behind her and laughs sheepishly.*) It’s just old pony armor. (*Applejack walks smugly past.*) What’s the big deal?

**Applejack:** Yeah. It’s not like it’s gonna come to life or anything. (*nervously*) Right?

(*Her courage wavers greatly as she proceeds onward, the camera moving with her to pass behind one suit of armor. The motion blacks out the view, and the pan continues to stop on a long shot of the Organ from the doorway of its chamber. That cloaked figure is still poised at the keys; as soon as it presses one, a note sounds and the display platform on which Applejack is standing whirls toward the wall.*)

**Applejack:** Huh?

(*When is stops, she is out of view and a suit of armor has been deposited in her place. The quick change sets Rainbow’s nerves very far on edge, and she lets go with a good loud yell.*)

(*A couple of other keys are pressed, generating a dissonant chord; now Luna’s throne whirls to throw Rarity backwards out of view with a yelp. Fluttershy cries out as well upon realizing her friend’s absence. The next jangling tones set a floor panel whirling in front of the contented Angel to deposit a fresh bowl of carrots, and the fun continues with the next succession of tones. Applejack is dumped onto a very small and very high exterior ledge, forward momentum nearly carrying her past its lip.*)

**Applejack:** Whaaa—

(*The sight of a dragon statue a few feet away, and the crack of lightning that picks out every menacing feature, prompt a horrified yell from the workhorse. Elsewhere, Rarity is pitched bodily through a small hatch and tumbles across a patch of floor bordered by the remnants of walls, so that the area is open to the night sky. Her coat, mane, and tail are now scuffed and matted with leaves and twigs, and she cries out upon realizing that the end of Luna’s banner has come off in her hooves. The cry soon turns into a drilling shriek of abject terror.*)

(*Cut to Twilight and Angel in the hidden library room and zoom out slowly as she keeps right on busting pages. The last of Rarity’s scream fades away, and Spike pokes his head into view from above as the Organ plays a short, somber passage. Snap to black.*)

Act Three

(*Opening shot: fade in to a long shot of the castle grounds under a night sky filled with most unfriendly clouds. Lightning bolts tear through the dimness, the accompanying thunder lingering long after their flashes have gone. Cut to Rarity, shaking and spitting away the plant debris covering her; the tapestry shred she brought along lies on the floor.*)

**Rarity:** Now you look here, castle! You are very old and very scary— (*Her perspective of the structure, looking up; wind howls among the towers.*) —but your wall art is in an atrocious state! (*Back to her.*) And there is nothing you can do to keep me from my sacred task of restoration!

(*She gallops in on the end of this, levitating the cloth scrap and diving through a window frame near the hatch through which she got put out of the joint. Inside the armor hall, Rainbow looks around herself, nerves singing soprano.*)

**Rainbow:** Uh…Applejack? If you went back to Ponyville, that means I win. (*Close-up of one metal breastplate; she continues o.s.*) Right?

(*A backwards step brings her rump in contact with the armor, which overbalances and crashes down squarely on top of her. Up she comes with a scream; bailing out an instant later as fast as those blue feathers can move air. Meanwhile, in the throne room, Fluttershy advances warily into view.*)

**Fluttershy:** (*calling out*) Rarity? (*climbing steps to Luna’s throne*) I know hiding isn’t really your sense of humor… (*near tears*) …but *please* let this be a joke!

(*She looks about, finding no trace of the fashionista’s presence, and eases one front hoof ever so slowly toward the royal seat. It makes the lightest contact with the dark blue cushion an instant before a thundering chord from the Organ shakes the entire room. Fluttershy shoots into the air, crying out and hyperventilating, and exits at full speed. Back to the armor hall; one platform whirls to deposit a yelling Applejack in place of the suit it had held. She shakes the fuzzies out of her head, glares back at the now-hidden wall passage that brought her back, and takes stock of the armor that Rainbow knocked over. Next to its empty platform is a lightless doorway. Zoom in on the empty platform, then cut to the other side of this new portal as she peeks around its frame.*)

**Applejack:** (*echoing*) Rainbow? (*Zoom out slowly.*) Hel-loooo? (*Pause.*) I guess if I don’t find you, I win by default! Right?

(*She steps fearfully through and toward the camera, the view fading to black in time with her approach. Snap to one of the main hall’s side entrances; amid much clattering and grunting—and a scatter of rock fragments—Rarity tumbles through it and into view. She lands hard on her face, the purloined bit of tapestry fluttering to the ground behind her, and sits up to display the supremely fed-up expression that has rooted itself on her face. The leaves and twigs are now so badly tangled into her mane/tail/coat that she can barely scrape any of them loose.*)

**Rarity:** Of all the castles in Equestria, this is by far the most ungrateful!

(*“By far” is punctuated with a hoof stomp. A bit of stone drops into view, bouncing off her noggin, and she glowers up toward wherever it came from. The camera cuts briefly to her perspective of the crumbled ceiling and the towers above, tilting slowly down through the clouds and lightning, and then back to her. Petulance shifts into good old-fashioned fear and prompts her to back away across the main hall very slowly and cautiously.*)

(*Cut to a doorway elsewhere in the castle; Fluttershy backs up through it.*)

**Fluttershy:** (*voice half-gone from fear*) Angel? Rarity? Oh, I hope you two are together.

(*In the armor hall, one suit is pushed forward from the wall, platform and all, and Applejack risks a glance out around it. She has moved it from behind, taking advantage of the passage she found in her previous scene, and she eases back in. A good look at one of the fearsome steel faces prompts her to cry out and leap backward through the doorway at the far end of the hall for a slow reverse exit. From here, cut to Rainbow in flight.*)

**Rainbow:** Haunted statues…creepy armor… (*She exits through a tower’s upper window.*) …come on, castle! Is that all you got?

(*The clouds choose this moment to unleash a lightning bolt that hits a little too close for comfort; she slowly eases herself down toward ground level. Cut in turn to Applejack , Fluttershy, and Rarity—each one backing up with panic-stricken eyes darting in all directions—then to the point at which they and Rainbow all run into each other in the main hall. A four-part scream of bone-chilling terror pulverizes the silence, the camera zooming out to frame the otherwise empty section of the castle.*)

(*Pan/tilt up quickly to the upper reaches; Rainbow sails into view and bounces madly about like a pinball, yelling all the while. Back on solid ground, her yellow counterpart and Applejack are charging around in a high-decibel frenzy; Rainbow’s next ricochet sends her glancing off the support rod of the first tapestry Rarity tried to commandeer. The whole thing comes loose and slithers toward the floor just as the white unicorn—now cleaned up—slides to a stop with a cry and finds herself in its shadow. Cut to her perspective of it, then to an overhead shot of her and zoom in during the next line.*)

**Rarity:** I was only trying to restore ancient art!

(*Her last words are mixed up with a sob as the view fades to black, the sound of her voice becoming muffled by the tapestry that now covers her. Snap to her in a full blind gallop; the wake of her passage stirs up a couple of leaves that land on a nearby boulder, pointed ends up. A flash of lightning throws the assembly’s shadow onto the nearest wall so that it vaguely resembles Angel. Pan slightly to bring Fluttershy into view, huddled and whimpering in a nearby doorway. The next bolt brings the shadow through loud and clear, and she stands up with a happy gasp.*)

**Fluttershy:** Angel?

(*Applejack’s hollering mad dash caroms her off a couple of columns, one of which cracks and collapses just in time for Fluttershy to see the dust boiling up.*)

**Fluttershy:** (*eyes instantly full of tears*) *Angeeeellll!*

(*Cut to Twilight and the very-much-intact Angel, who have not shifted a particle from their crash pad in the hidden library room. The scholar looks up from her reading, having heard the muffled sounds of the ruckus or fracas even from here. The rabbit, meanwhile, now has no fewer than three half-emptied bowls of carrots arrayed near himself.*)

**Twilight:** What in the world is *that?*

**Spike:** (*from o.s.*) Oh, you know… (*Close-up; he is huddled under a piece of furniture and biting his claws.*) …probably just more strange sounds of this old castle falling apart!

(*Zoom out as Twilight walks calmly past; he is under the couch across the room.*)

**Twilight:** No one likes sarcasm, Spike.

(*Here comes Angel, who gives him a disapproving head shake; the dragon crawls out of his hiding place and stands up. Cut to the three advancing onto the main hall walkway, where they are greeted by the screams of the other four explorers; Rarity’s voice is coming through loud and clear now.*)

**Spike:** What got into *them?*

(*Zoom out to frame the entire area. Applejack is galloping back and forth, Fluttershy sobbing over the collapsed column that she believes has ended her rabbit’s life, Rainbow flying tight circles, Rarity dashing around and unable to see due to the tapestry still covering her.*)

**Fluttershy:** (*straining to lift debris*) It’s okay, Angel. You’re okay. You’re okay!

(*The farm pony leaps onto the pile, scaring her off, and trots wildly in place with a yell as Rainbow’s shadow flits about.*)

**Applejack:** Shadows everywhere!

(*Down comes a panicked cry from the owner of said shadow, who zooms past one rather puzzled Princess and dragon. Rarity has come to a stop amid the uncontrolled chaos and is sobbing her eye out; Fluttershy collapses face-first onto the fallen column.*)

**Fluttershy:** (*crying*) Angel!

(*Now Twilight has had enough and too much of this, and she plants herself on the landing of the main hall stairs.*)

**Twilight:** All right, everypony *STOOOOP!!*

(*She lets go with a spell on this last word, the camera zooming out as it washes over her four freaked-out friends, freezing them in place and stunning them into silence. Each speaker is left with the ability to move only her eyes and mouth.*)

**Applejack:** Twilight?

**Fluttershy:** Must…save…Angel!

(*Who proceeds to give her a smile, bending one of his ears to flip her a salute.*)

**Fluttershy:** (*instantly calm*) Oh.

**Rainbow:** Fluttershy? What are *you* doing here?

**Rarity:** She’s with me!

(*Spike and Angel come down the stairs to Twilight, who lets her spell dissipate. Fluttershy relaxes from her effort to shift the rubble; Rainbow nearly drops out of the air but rights herself. The tapestry is whisked away from Rarity, and Applejack crosses to her and Twilight as Fluttershy joyfully reunites with her pet. The violet magic user is now at ground level.*)

**Rarity:** Thank you.

**Twilight:** Have you all spent the whole night running around scaring each other?

**Applejack:** Well…that depends.

**Twilight:** On what? (*Rainbow drops to her level.*)

**Rainbow:** (*pointing at her*) On whether or not *you’re* the Pony of Shadows.

**Spike:** (*frightened, shivering*) What’s the Pony of Shadows? (*Twilight kneels down to him.*)

**Twilight:** Oh, that’s just an old ponies’ tale.

(*A fugue from the distant Organ sends all five ponies and both members of other species into a huddle. All shiver with fright save Twilight, who displays a very skeptical look.*)

**Spike:** Then who’s playing…*that?*

**Twilight:** (*hushed*) We’re going to find out.

(*She plods toward a side exit, taking the rest of the group with her—they have latched onto various bits of her anatomy. Dissolve to them, now all back on their own hooves/feet and walking slowly along a corridor; Spike pauses briefly to peer over the bottom edge of a window, then gets moving to bring up the rear with Rainbow. The octet continues to advance, the camera cutting to Twilight’s perspective as she peers into the Organ’s chamber and takes in the disguised player. Cut to a head-on view of the bunch, gasping in surprise.*)

**Twilight:** (*whispering*) The Pony of Shadows!

(*She slips into the room while most of the others back up around the doorframe; meanwhile, the performer continues working the keys to pour out the foreboding melody. The observers’ mouths drop open in fear…and Twilight eases up the steps, going unnoticed by the hooded figure…and then she sets her mind to it and grabs the cloth in her magic. One good yank exposes a bright pink mare with curly magenta mane/tail, who finally stops playing and smiles over her shoulder.*)

**Pinkie:** Hey, you guys! Did you know I can totally play the organ? Because I didn’t! (*The others are all in the room now.*)

**All other mares, Spike:** PINKIE?!?

**Pinkie:** Check it out!

(*She plays a quick “charge” fanfare and goes into a light calliope-style melody; Rainbow flies up to glare at her from close range.*)

**Rainbow:** *You’re* the Pony of Shadows?

**Pinkie:** The Pony of what?

**Twilight:** See? What’d I tell you?

**Applejack:** I thought you had to ring the school bell all week. (*Pinkie stops playing.*)

**Pinkie:** Oh, yeah. I only had to ring it for, like, five minutes. They said that was good enough. (*tapping a few keys*) Heh. Can’t imagine why.

(*Quick pan to the bell mounted in its tower atop the Ponyville schoolhouse during the day. Pinkie stands underneath it, grinning like an idiot, and swings he head back and forth to hit the bell and produce a clamor of ringing. Another quick pan brings the focus back to Twilight; Rainbow swoops down next to her, and both roll their eyes in mild disgust.*)

**Pinkie:** (*from o.s.*) So then, I decided to throw a “Finished Ringing the School Bell” party! (*Back to her on the end of this.*) But I didn’t have any bluebells, and you *can’t* throw a “Finished Ringing the School Bell” party without bluebells. So I went to Everfree Forest to pick some, but it started to get so chilly.

(*On the mention of the forest, the camera cuts briefly to an irate Rarity, on the receiving end of Applejack’s concerned sidewise glance, then back to Pinkie. She shivers a bit to make her point.*)

**Pinkie:** (*noodling a bit on the keys*) I had to wrap myself up in the tarp I was gonna use to carry the flowers. And then I saw Fluttershy and Rarity, but they went into the castle before I could invite them to my party. Luckily, I followed them inside so I could help you all with *your* party.

(*She turns to face them as she finishes.*)

**Rarity:** What party is that?

**Pinkie:** Uh… the “Everpony Come to the Scary Old Castle and Hide From Each Other While I Play the Organ” party?

(*One pink hoof hits a random key on the end of this, followed by the clicking of a mechanism—and then a small, spring-loaded floor panel launches Spike up and backwards. He hits the ground well behind the others; Pinkie just beams at them.*)

**Pinkie:** Duh!

(*She hops down from the Organ, leaving five very puzzled friends in her wake. Tilt up from them and dissolve to the entire group in the hidden library room. Pinkie hops around, Fluttershy nuzzles joyfully with Angel, and Twilight reads the Princesses’ journal on the couch while Spike dives into a book of his own. Rarity, meanwhile, has obtained a tapestry at last and is using a levitated needle and thread to sew up a rip in the formerly opulent fabric. Close-up of her.*)

**Rarity:** I swear, this is going right back where I found it, just as soon as I’ve returned it to its former glory. (*Pan to Fluttershy and Angel.*)

**Fluttershy:** Now don’t go running off again. Oh, I can’t believe I was so frightened. (*Another nuzzle.*) Guess I let my imagination get the best of me. (*Applejack and Rainbow are over by the windows.*)

**Applejack:** I think we all did. (*Pinkie hops over to them.*)

**Pinkie:** I always let my imagination run away from me. Then it comes back—with cake! (*Pan to Twilight and Spike.*)

**Twilight:** Well, it’s good to know that whenever your imagination is getting away from you, a good friend can help you rein it in. (*turning pages*) And even though I didn’t find anything out about the mysterious chest, I’m glad I was here to help all of you.

**Rarity:** You certainly did that, Twilight.

**Rainbow:** Yeah! Why weren’t *you* scared?

**Twilight:** (*closing journal*) Reading Celestia’s diary made it hard to be afraid, because I knew what it was like when she and Luna lived here. Knowing something about the past made it easier to deal with my problems in the present. (*nudging Spike; he blushes*) Even the scary ones.

(*Cut to a pan across the others; they make assorted noises of agreement.*)

**Twilight:** (*standing*) I just thought of a great idea! (*levitating journal*) Why don’t we keep a journal, just like the Royal Pony Sisters?

**Fluttershy:** All of us? (*Pinkie hops across past her.*)

**Twilight:** (*crossing to others; crash from o.s.*) Sure! That way, we can learn from each other. And maybe someday, other ponies will read it and learn something too!

**Rarity:** What a splendid idea!

**Applejack:** I know what my first entry will be. “Dear Diary: I’m glad Granny Smith’s legend wasn’t true.”

**Rainbow:** Me too. (*Pinkie pops up between them, scaring both.*)

**Pinkie:** Me three—because that means you two are still tied for Most Daring Pony!

(*That update is all it takes for the two contenders to give each other the old hairy eyeball. Spike voices a contemptuous chuckle, having put his book away.*)

**Spike:** Shadow ponies. (*crossing floor*) How ridiculous is that?

(*Pan slowly away and out of the room to stop on the helter-skelter furniture and books that litter the floor of the dim library proper. The hooded shadow that has made intermittent appearances looms over the floor and up a set of shelves, but with no eyes visible within the head’s outline. When the camera zooms in to a close-up, that issue resolves itself in the form of two yellow-glowing orbs that suddenly open wide to stare intently out. They narrow to menacing slits, as if annoyed at Spike’s offhand dismissal of the existence of the Pony of Shadows. Snap to black.*)