**POWER PONIES**

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Prologue

(*Opening shot: fade in to a close-up of Twilight Sparkle asleep in bed, a tasseled, white-trimmed blue nightcap covering her noggin. The night sky is visible behind her, through the window of her bedroom loft in the library. She sleeps peacefully until a soft click and a shaft of light from o.s. cause her to screw up her eyes and then open them in an understandably annoyed manner. Next comes the sound of a page being turned; cut to just behind Spike, sitting up in his basket and reading something by the new light. Twilight sits up in bed to face him.*)

**Twilight:** Spike, you really need to go to sleep.

(*Head-on view of the baby dragon. The illumination is coming from a small lamp on the floor next to his basket, and the reading material is a comic book.*)

**Spike:** Aw, two more minutes, Twilight? (*crossing to bed*) I’m just getting to the really good part. (*holding book up*) The Mane-iac is about to—

(*The lift affords a view of the cover: a crazed purple earth pony mare whose two-tone green mane has grown out into long, tentacle-like tresses that are moving on their own.*)

**Twilight:** The Mane-iac? (*He jumps onto the bed and holds the comic up to her face.*)

**Spike:** The Power Ponies’ most evil nemesis!

(*Now the character can be seen wearing gold-trimmed black boots and a gold necklace; her eyes’ irises are red with green rims. He flips open the issue and points at the first panel on one page.*)

**Spike:** She was the power-mad owner of a hair-care product company.

(*Extreme close-up of the pages, shifting about to follow his pointing.*)

**Spike:** (*from o.s.*) A tragic accident at her shampoo factory in Maretropolis not only gave her mane strange new powers, but also caused her to go *completely insane!*

(*Artwork as follows. Several steaming vats of varicolored liquids in a production plant, overseen by a mare on a catwalk; said mare falling through space amid a broken railing and sparking electrical cables; she plunges toward one vat; splash in, followed by a couple of the live wires; emerge as the madly grinning Mane-iac with electricity running throughout her mane. Spike hams it up on “completely insane,” after which the camera cuts back to him and Twilight. As he continues, she rolls her eyes and gives him a humoring smile.*)

**Spike:** She and her hench-ponies are planning to break into the Maretropolis Museum—

(*Close-up of one panel: a small glowing sphere that rests on a roped-off pedestal. He points to this.*)

**Spike:** (*from o.s.*) —and steal the Electro-Orb— (*Back to him.*) —so she can use it to power up her doomsday device! (*dismissively*) Of course, the Mane-iac wouldn’t have even known if Humdrum hadn’t slipped up and told her all about it. (*Cut to Twilight.*)

**Twilight:** Humdrum?

**Spike:** (*from o.s., holding comic toward her with a contemptuous grunt*) The guy in the blue boots and pointless red cape. (*He pulls it back; cut to him.*) The Power Ponies’ bumbling and totally useless sidekick. (*animatedly, jumping over to footboard*) The Power Ponies have to stop the Mane-iac, or Maretroplis is *doomed!*

(*This last word is held out for maximum dramatic effect, but it just gets a cocky little grin from Twilight.*)

**Twilight:** Believe me, Spike, if anypony understands what it’s like to get caught up in a really good book, it’s me. But if we’re gonna make any progress fixing up Luna and Celestia’s old castle tomorrow, we all have to do our part. We don’t want to be too tired to lend a hoof—or claw.

(*The clawed recipient of these words grimaces to himself.*)

**Spike:** Okay, okay. (*He jumps down and crosses to his basket.*) I’m going to bed. (*Comic goes on the floor.*) Good night.

(*Switching off the lamp, he tucks in and pulls the blanket over himself, head and all. After Twilight has settled down as well, one scaly hand reaches out and begins to grope about on the floor. Twilight pops one eye open to follow this activity, and as he continues feeling around, the dropped comic is magically floated up and just out of his reach. Spike peeks out to give it a frustrated/pleading stare; cut to his perspective as Twilight shifts it to one side so they can look directly at each other.*)

**Twilight:** (*sternly, but gently*) Two more minutes. (*Back to him, turning on the lamp.*)

**Spike:** Yes!

(*A backflip as she releases her hold, and he lands on his back in the basket to resume his foray into the Power Ponies’ adventure. Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to the throne room of the ruined Castle of the Royal Pony Sisters. It is now the following morning. Five Ponyville mares are hard at work: Fluttershy and Rainbow Dash stretching a tarp to block off a hole in the roof, Twilight and Rarity checking over others spread on the floor, Applejack carrying a painting in her mouth. Carts of supplies are parked here and there, and Twilight no longer wears her nightcap. Zoom in slowly.*)

**Twilight:** Looking good, everypony! (*Spike runs in, wearing a backpack.*) Let’s keep this magical makeover moving! (*Rarity floats a chair across the room; Fluttershy and Rainbow land near Twilight’s tarp.*)

**Rainbow:** You got it!

(*The two pegasi haul up the roll of fabric as the baby dragon finally reaches Twilight.*)

**Spike:** Good old Spike is here— (*She walks off, having not noticed.*) —ready to do his part!

(*Looking around, he realizes that none of the others have acknowledged his presence either. Across the way, Applejack is hanging a picture as Pinkie Pie skates past, the scrub brushes strapped to her hooves leaving a trail of soap suds.*)

**Pinkie:** A little more to the left! (*Nudge, farther off the level; Pinkie makes another pass.*) No, the other left! (*Another nudge, now straight; a third pass, hastily spoken.*) Awesome, that’s perfect right where it is, on to the next painting! (*Spike comes over.*)

**Spike:** (*to Applejack*) You sure you don’t need any help?

**Applejack:** Naw, that’s okay. (*Now Pinkie skates past on the wall behind them, hooves flailing.*)

**Pinkie:** We got everything under control!

**Spike:** (*looking up*) Dash?

**Rainbow:** I’m good!

(*She flies off; he sighs heavily and returns to Twilight, who floats a piece of cloth away.*)

**Spike:** Isn’t there *anything* I can help you with, Twilight?

(*Here comes the pink washing expert once again—this time sliding along while seated on a brush.*)

**Pinkie:** (*hastily*) Don’t worry about it, Spike, it’s all good!

**Twilight:** I think she’s right. It looks like we’ve got it, Spike. (*addressing the room*) Looking great, everypony! (*to Spike*) Why don’t you find a quiet spot and finish reading your comic?

(*She warms up her horn; cut to him as the rolled-up comic is floated out of his backpack, to his surprise.*)

**Twilight:** (*from o.s.*) Weren’t you right at the part where Humdrum was about to stop the villain?

(*On the end of this, she unrolls it and settles it back into his hands. He throws an irked glare after her—evidently she paid no attention during his exposition the previous night—and hurries to catch up as she walks off. This shot frames the pair in a head-on view, their hooves/feet cut off by the bottom edge of the screen.*)

**Spike:** Humdrum *never* stops the villain. He’s just there for comic relief.

(*A loud clatter brings them up short, and a tilt down reveals the source—the full wash bucket that Spike has just stepped in. Glaring angrily, he throws the comic aside and tries vigorously to dislodge the container; no luck.*)

**Twilight:** (*calling/moving o.s.*) Rarity! Let me give you a hoof with that! (*Bucket comes loose, flung upward.*)

**Spike:** I could do it!

**Twilight:** That’s okay, Spike.

(*He stands up to find the work still going on all fronts—including Pinkie, who slides into view upside down, leaving a fresh trail of suds from the brush she has doubtless hidden in her mane.*)

**Pinkie:** Pony power! Whee!

(*The little dragon sighs heavily and regards his comic book for a moment, only to be interrupted by the bucket landing upside down on his head. He walks off, the view dissolving to the hidden library room he and Twilight found in “Castle Mane-ia.” Seated on some pillows by the windows, he starts to read as the camera zooms in slowly. He has removed the bucket and his backpack.*)

**Spike:** Mane-iac breaks into the museum…okay. Here we go. (*Close-up; he eyes the pages critically.*) Aw, what a surprise. Humdrum is in the way again while the Power Ponies do all the work! (*dejectedly*) I guess I know what that feels like.

(*Turning his attention to the pages again, he sucks in a sharp gasp and sits up straight.*)

**Spike:** Wait.

(*A brief cut to his perspective reveals that he has reached the last page and inside back cover—the latter being completely blank. In a head-on shot, he frantically turns the book one way and another.*)

**Spike:** What? How can that be the end?

(*Cut to just behind his head, tilting down to the bottom edge of the unmarked area. Now a small patch of writing can be seen at the bottom right corner; zoom in slightly on this, putting him out of view.*)

**Spike:** (*from o.s.*) What’s *that?* (*Back to him, now peering closely at the spot.*) “You can…retry…” What? “You can…return…”

(*He lowers the comic with a loud groan, puts hands to eyes, and gets an idea.*)

**Spike:** (*climbing off pillows, crossing room*) I *know* I saw a magnifying glass lying around last time I was here.

(*Another pillow is lifted so he can peek underneath. Cut to the juncture of two corridors, where the six mares are walking/flying along.*)

**Applejack:** (*calling out*) Spike? Where are you, Spike?

**Rarity:** We’re breaking for tea and biscuits!

(*Back to the baby dragon, who has procured the item he sought and is using it to examine the comic very carefully. It now lies open on the stand that used to hold the diary kept by Princess Celestia and Princess Luna.*)

**Rainbow:** (*from outside, distant*) Spike!

**Spike:** (*reading, slowly*) “You can return to the place you started when the Mane-iac is defeated.” (*Glass down.*) Huh?

(*The rest of the gang enters the library; zoom out to frame the still-exposed entrance to the secret room, not far down the aisle from them. Meanwhile, Spike is again using his lens on the fine print.*)

**Spike:** (*reading*) “Take a closer look to join the adventure in this book”? (*Glass down.*) What does that even mean?

(*A dazzling burst of light forms on the open pages.*)

**Spike:** Whoa! Cool! (*The others enter the room.*)

**Twilight:** Spike! What are you—

(*His reading material is now standing almost vertical on its own, and that incandescent spot begins to draw him in as if it were a vacuum cleaner.*)

**Spike:** HEEEEELLLLLP!!

**Twilight:** SPIKE!!

(*She rushes in and grabs hold, but the pull is strong enough to start dragging her in as well. Just as she disappears into the book, Rainbow flies in and wraps her hooves around the violet midsection, dragging her partway back; no good, as she starts to go in as well. Enter Applejack, who gets a mouthful of Rainbow’s tail and almost gets her free before the book starts to suck them both down. Fluttershy and Rarity, still at the door, gasp and gallop in together; soon they are at the end of the line, Fluttershy dragging Applejack back by the midsection and Rarity doing the same for Fluttershy. Finally the draw is too strong for all of them and they disappear into its light with a five-part scream of terror; only now does Pinkie hop cheerfully into view and toward it.*)

**Pinkie:** Whee!

(*One more bounce drops her squarely into the blinding light, which vanishes as the pages flip backward and the cover closes itself. Dissolve from a close-up of it to one of Spike lying unconscious on some surface; he now wears blue gloves, a red cape, and a black eye mask. It takes a moment for him to fully recover his senses and stand up, the camera shifting to a longer shot and framing a nighttime urban skyline of rooftops behind him. The cape is secured with a small gold pin, and a blue belt with a large, round gold buckle encircles his waist.*)

**Spike:** (*looking around*) Is this…

(*The impression that he is on a roof is confirmed when he moves off to one side and peeks down. Far below is a city street, where ponies are going about their business in front of an opulent building.*)

**Spike:** …Maretropolis?

(*Pan/rotate to frame more of the street, picking out the skyscrapers that line both sides of it and the airship cruising overhead, then cut back to him on the start of the next line.*)

**Applejack:** (*from o.s.*) Somepony want to tell me what the hay is goin’ on?

(*The young comic fan’s eyes bug out and his mouth opens as if to scream. Across from him, on the rooftop, are six silhouettes whose general colors, faintly illuminated by the moon, identify them as his friends—but the hairstyles and other details are markedly different.*)

**Spike:** Holy new personas, ponies!

(*Now the light comes up full for each of the following, casting an otherworldly glow around them. Cut to a close-up of Twilight’s hooves—in light blue boots marked with dark magenta trim and the pink star from her cutie mark—and tilt up. She wears a bodysuit in the same magenta shade and an armor plate in a darker blue covering her back and chest, with holes for her wings; at her throat is a small pink lozenge-shaped gem, and she wears a magenta eye mask beneath gold-framed goggles. Her horn is protected by an armor piece the same color as the one on her back, with a magenta lozenge gem set between her eyes. Her bangs are swept back from her forehead, while the rest of her mane streams down behind one shoulder and her tail retains its usual straight-cut contour.*)

**Spike:** (*from o.s.*) You’re the… (*She looks herself over; zoom out slightly.*) …Masked Matter-Horn!

(*Pan quickly to four hooves trotting in place at full speed. They and the body attached to them are clad in a white suit, with a violet arrow pointing ahead along the flank and matching zigzag bands around the hooves, each of which is also marked with a white balloon. Pinkie’s tail hangs into view behind the rump, its edges and end styled into a zigzag. Zoom out to frame all of her; the suit covers everything except her face, ears, and forelock, the last hanging backward along her head instead of over her face and also sporting a zigzag at its end. An additional violet band circles her neck and trails down into an arrowhead pointing toward her chest.*)

**Spike:** (*from o.s.*) Filli-Second!

(*Tilt up quickly into the sky, framing a puzzled Rainbow. Her outfit consists of a dark blue bodysuit, with holes for the wings, whose hood has been cut away to cover only her forehead and the back of her head. The hooves are white, each marked with a gold lightning bolt, and a white band and gold lightning-bolt pendant encircle her neck. The face portion of her suit is edged in white, with lightning bolts on the temples, and her mane is swept back similar to Twilight’s bangs but still keeps its unruly appearance.*)

**Spike:** (*from o.s.*) Zapp!

(*Tilt down quickly to Rarity on the rooftop. Purple bodysuit marked with light blue gems; light pink ones on bracelets around both front hooves and worked into her mane/tail; mane gathered/curled at the top and back of her head; light blue collar with a pink gem in a gold setting around her neck; purple eye mask. She seems to approve of the effect.*)

**Spike:** (*from o.s.*) Ooh…Radiance!

(*Pan quickly to a close-up of four hooves clad in red with black apple-marked spats—a front one lifted to poke at a loop of rope hanging down near them—and zoom out. Here stands Applejack, her collared red bodysuit sporting green buttons in front and a dark brown hood that leaves her eyes, mane, and muzzle exposed. Around her midsection is a set of small black saddlebags that contain gold horseshoes; the loop of rope is clipped to one of these. With the exception of her forelock and the tip of her tail, all of the blond hair is covered by green wrappings; she does not wear her cowboy hat.*)

**Spike:** (*from o.s.*) Mistress Marevelous!

(*As she strikes a confident pose, Fluttershy steps timidly out from behind her. Blue-green bodysuit that leaves her head and wings exposed; butterfly bracelets on both forelegs; purple eye mask and matching lacy scarf marked with a flower pin; mane/tail streaming behind her.*)

**Spike:** (*from o.s.*) Saddle Rager! (*Soft groan; cut to him.*)You’re the…Power Ponies!

(*A blast from far below sends stone dust boiling up past the ledge, and all seven gather for a look, the ethereal corona now having faded away. What they find is a smoking crater in the sidewalk and building façade, accompanied by frightened ponies fleeing in all directions. Long tentacles in two unwholesome—and familiar—shades of green lash out from within the smoke, anchoring themselves on the pavement and masonry. They are followed by a bold, contemptuous female voice that can only belong to the Mane-iac.*)

**Mane-iac:** (*from within smoke*) Power Ponies!

(*She laughs wildly, the haze clearing to expose her in the horseflesh, and holds up a dark sphere with a crackling spot of energy at its core.*)

**Mane-iac:** How kind of you to join us!

**All but Spike:** Huh?

(*She laughs again, now holding herself up off the ground with her mutated mane. If Spike’s story is playing itself out, the item she holds is the Electro-Orb, and the wrecked building is the Maretropolis Museum. Zoom out and snap to black.*)

Act Two

(*Opening shot: fade in to an extreme close-up of the Mane-iac’s cackling mouth and zoom out quickly to a long overhead shot of the crime scene. All but Rainbow watch from the rooftop across the street.*)

**Applejack:** Did she just call us “Power Ponies”?

**Spike:** You’re the…the superheroes from my comic book! It somehow zapped us all in here! (*Tilt up to Rainbow, hovering above them.*)

**Rainbow:** So somepony zap us back out!

**Spike:** My comic book…it said the way to get back to where we started was to defeat the Mane-iac!

(*Cut to Twilight/Fluttershy/Rainbow on the end of this, Pinkie crossing to them, then back to Spike.*)

**Spike:** (*pointing toward street*) Your arch-nemesis! (*She turns her attention to them.*)

**Mane-iac:** Time for the “mane” event!

(*A few locks lash down the sidewalk and snatch up a pretzel cart, hurling it toward the group so that it smashes into the ledge just short of them. A surprised shout; next the crazed mare spots a nearby mailbox, which is promptly flung straight up to hurtle toward Pinkie. Its impact against the rooftop throws up a screenful of dust, which clears to show the blue container firmly embedded in the concrete and no pink pony in sight.*)

**Rainbow:** Pinkie! Where’d she go?

(*The answer comes in the form of a bright pink blur streaking up and across the highest reaches of nearby buildings.*)

**Pinkie:** Whee!

**Spike:** She could be miles away from here by now! Pinkie is Filli-Second, the fastest pony in all of Maretropolis!

(*This shot, the first to frame all of him, reveals the blue boots that match his gloves. Now Applejack pulls the rope from her saddlebags and reels it out, finding one end tied into a lasso; with the other end in her teeth, she twirls the loop and lets fly. The rope glows bright yellow as it hisses through the air toward the Mane-iac, who dodges just in time. It instead wraps around the lamppost she had been bracing herself against; when Applejack tries to pull it back, she only gets yanked off the rooftop and out of view. A clang of pony on metal drifts up.*)

**Applejack:** (*from o.s.*) Whoa!

(*Cut to her, now lashed upside down against the post and wondering exactly how she wound up here. Her struggles to break free are for naught; zoom out slightly to frame the Mane-iac looking on. An evil grin turns into a malicious laugh as the camera tilts up to the rooftops.*)

**Spike:** Twilight! Freeze her mane!

**Twilight:** Do *what?*

**Spike:** You’re the Masked Matter-Horn! You can shoot all kinds of crazy power beams from your horn!

(*Eyeing the metal-covered appendage with some trepidation, she closes her eyes, conjures an intense blue light at its tip—and then ends up producing only a few snowflakes, to her embarrassment.*)

**Mane-iac:** You know, I’m beginning to enjoy this.

(*A fresh round of crazed laughter; up at roof level, the five remaining observers gasp just before a fire hydrant is flung up, scoring a near miss against the ledge.*)

**Spike:** Dash, quick! You’re Zapp, and your superpower is controlling the mighty forces of nature! Un-holster the lightning bolt!

(*The blue speedster uneasily eyes the gold pendant around her neck, then gains a little altitude while holding it skyward in her teeth. A few sparks crackle around the tip, coalescing quickly into a mass of electricity-laden storm clouds. The large twister that forms in their midst, though, is evidently not part of the plan if her widening eyes are any indication.*)

**Spike:** Lightning, not a tornado!

(*As the freak weather pattern continues to do its thing, Pinkie flashes around the buildings and then streaks back toward her friends. A close-up shows her galloping at somewhere around Mach 5, carrying a tray of cupcakes and wearing a few new accessories: scarf, rabbit ears, M-marked pennant, pair of blue sunglasses whose lenses join together to form that same letter. She eats a cake off the tray, then loses her grip as the tornado begins to take hold of her, causing her hooves to skid on the pavement.*)

**Pinkie:** Whoa!

(*Twilight, Fluttershy, Rarity, and Spike are quickly sucked in with a round of yells, and Pinkie is last to go, her pink/white streak circling its way up the sides. She loses her newly acquired goodies.*)

**Pinkie:** Whoa!

(*One of the cupcakes from her tray sails out and smacks Rainbow in the face.*)

**Rainbow:** Whoa!

(*Yanking it away, she too is pulled in with a yell, and the errant funnel cloud starts to work its way toward ground level. Applejack is still tied up on the lamppost and the Mane-iac has taken to playing with the Electro-Orb; inside, five screaming ponies, one dragon, and a lot of debris keep going round and round and round.*)

**Spike:** Fluttershy! You’re Saddle Rager! Lose your temper, and you’ll turn into a huge super-strong monster! (*Cut to Fluttershy on the end of this.*)

**Fluttershy:** Oh, gosh! That wouldn’t—be very—polite! (*He groans and slaps a hand to his face.*)

**Spike:** Rarity! (*pointing at his wrist*) Use your jewelry to create attack constructs!

**Rarity:** What’s an attack construct?

**Spike:** Just think of something, anything, and your bracelet makes it appear!

(*Getting the idea, she points one front hoof ahead of herself, concentrates fiercely to set the bracelet on that limb alight, and conjures up a glowing pink tea set. The pieces are swiftly yanked away by the swirling winds to shatter against Spike’s head.*)

**Spike:** Something useful!

(*Street level. The tornado barely misses the Mane-iac, ejecting Spike against the museum wall; once he regains his senses, he realizes that she is negligently holding her stolen prize within easy reach.*)

**Spike:** The Electro-Orb! (*She props herself up on her mane/tail.*)

**Mane-iac:** Well, this has been quite the mane-raising experience— (*Laugh.*) —but I really must be going.

(*She lets her eyes spin in their sockets on “mane-raising,” then turns to heave with another laugh after she finishes. Spike manages to lift the Electro-Orb from her grasp without being noticed and sneaks away as best he can, but one misstep brings a blue boot down on the red cape’s hem and sends him stumbling. The device sails away, clunking loudly on the sidewalk before one of those toxic green tresses snakes down and scoops it away to deposit it in her hooves.*)

**Mane-iac:** (*mockingly*) Why, thank you, Humdrum.

(*The accompanying laugh is the loudest and longest of them all as she clears out, eyeing Applejack up close before swinging up and away between the buildings. Spike looks himself over with a sudden burst of sickening realization; zoom in to a close-up.*)

**Spike:** I’m Humdrum? (*Wind from o.s.; here comes Rainbow’s tornado.*) Oh, no!

(*Two pistoning legs are not enough to keep him from being dragged back in, his screams merging with those of the five mares already caught up as they move toward Applejack.*)

**Spike:** Applejack! You gotta—help stop the—tornado from destroying—the city!

**Applejack:** But every time I move, this dern lasso gets tighter! (*She struggles a bit; the loops glow.*)

**Spike:** You’re psychically connected to it! Will it to where you want it to go— (*Cut to Applejack; he continues o.s.*) —and it’ll obey you!

(*The farm pony puts her mind to it, and after a moment the coils release themselves so that she falls loose. Once back on her hooves, she mentally gets her lasso twirling and flips its loop up over the twister’s upper end, cinching it tight. Slowly, unstoppably, the mass of spinning air expands like an overinflated balloon until it bursts, hurling ponies, rubble, and cupcakes all over the block. The five heroes and one sidekick who were inside end up in front of the museum. Rarity has protected herself by creating a platform with a transparent domed cover, and she settles this lot and herself back to the pavement.*)

**Pinkie:** (*trotting in place, laughing*) That was spin-tastic!

(*She races away; Rarity opens her cover, jumps down, and vanishes it and the platform. Here comes Applejack, the lasso back on her belt.*)

**Applejack:** (*to Spike*) Let me get this straight. We’ve been sucked into some kind of…comic book world?

(*Behind the little guy, Twilight is testing her horn, Rainbow is shooting lightning from her pendant, and Rarity has formed a feather duster to brush herself off. As he speaks, Pinkie returns holding a cupcake and starts eating it.*)

**Spike:** Technically, it’s called Maretropolis. And if we want to get back to Ponyville, I think we have to stop the Mane-iac from using her doomsday device to destroy it!

**Rainbow:** No biggie. I was already awesome. And now we’ve all got superpowers!

**Spike:** (*sighing glumly*) Almost all of us have superpowers.

**Rarity:** (*creating a curtain rod, lifting his cape hem with it*) But you must have them too, Spikey-boo. (*Pinkie zips away.*) Your character is wearing a cape. (*Rod vanishes.*)

**Spike:** (*bitterly*) Yeah, for absolutely no reason. He’s pretty much useless. (*Twilight steps up behind and pats him on the back.*)

**Twilight:** Good thing you’re not really Humdrum, then.

**Spike:** Yeah. (*forcing a chuckle, wrapping cape around himself*) Good thing.

(*The pink speed demon returns to the group as Rainbow touches down to stand alongside Applejack.*)

**Applejack:** So the six of us Power Ponies will take care of Mane-iac and get us back to Ponyville.

**Twilight:** Spike, where is the Mane-iac building her doomsday device?

**Spike:** Her top-secret headquarters! But you better get there quick. That glowing orb she just stole is what she’s gonna use to power it up!

**Applejack:** Lead the way, Spike!

**Rainbow:** Then leave the rest to us!

(*The unwilling Humdrum stand-in sighs heavily and plods toward the camera as the view fades to black.*)

(*Fade in to a neon sign mounted on the upper reaches of a building. It flashes between two pictures: a limp-maned mare standing beneath a bottle, then the same mare with a necklace and well-styled mane as the bottle pours suds over her head. Zoom out to the sound of softly approaching hooves, and stop when Spike and all mares but Pinkie are in view, watching from across the street.*)

**Spike:** (*softly*) There it is!

**Applejack:** Is that a… (*Pinkie whisks into view.*) …shampoo factory?

**Twilight:** All right, Power Ponies. (*Close-up.*) Here’s the plan. Rarity, you, me, and—

**Rainbow:** (*from o.s.*) Come on out, Mane-iac!

(*The goggle-framed eyes turn worriedly toward the street; cut to the blue weather pony, hovering at sign level and addressing the factory.*)

**Rainbow:** Or the Power Ponies are coming in!

(*She summons a lightning strike that blows out the sign in a cascade of sparks and nearly takes her out in the bargain.*)

**Twilight:** So much for element of surprise. (*All but Spike move out.*)

**Spike:** (*to himself*) Guess I’ll just hang back here doing nothing.

(*Rainbow finishes her light show, which has left the sign a charred wreck.*)

**Fluttershy:** Oh, I don’t think she’s home. Maybe we should just come back later.

(*A peal of wild laughter scares her eyes down to pinpoints.*)

**Rarity:** (*small voice*) She’s home.

(*A steel door rolls upward to expose a squad of irate earth pony stallions, all well-dressed and sporting carefully styled manes in a range of cuts and colors.*)

**Applejack:** Time to Power Pony up!

**Pinkie:** Ooh! Nice catchphrase!

(*As the toughs start to charge out of the factory, she zips off one way and Applejack gallops in the opposite direction.*)

**Twilight:** Freeze ray!

(*This time, she manages to fire off a beam from her horn, but it ends up only pelting one of the adversaries with a snowball. He shakes this off and resumes his rush, and Rarity—now on a flying carpet she has created—floats over to Twilight’s side.*)

**Rarity:** It’s an improvement, darling.

(*Up she goes. Another stallion races toward a smirking Applejack, who nips two of those gold horseshoes from her saddlebags, catches them on a foreleg, and lets fly. They hook around his forelegs, causing him to lose his balance and slide to a painful stop on his belly. Pinkie zips in, carrying a partially eaten cake which she proceeds to wolf down in one bite before a third hench-pony closes on her. She is gone in a blur, then returns from the opposite direction to tap him on the rump; as quickly as he turns around, she is gone again. On her next pass, she gives him several quick pokes back there; for the third, she crouches down and taps the side of his head. By now, his dander is well and truly up, so for her fourth go-round, she smacks him in the face with a banana cream pie. The splatter leaves a banana and two cherries to form a frowning face over his own; she laughs at the sight before streaking away.*)

(*Elsewhere, Rarity has dispelled the carpet, called up a pair of needles and a length of thread, and put them to work lashing her opponent to the street surface. A large bow finishes the job, but a thud from overhead draws her eyes toward the sky; tilt up quickly to the factory roof. Another stallion is perched on the ledge and kicking at the ruined sign, whose supports give way to send the mass of metal plummeting toward her. Rarity cringes mightily under the growing shadow, then conjures up a giant parasol that catches the sign and heaves it back the way it came. Around her, Pinkie is chomping into a pile of recently procured éclairs, Twilight has frozen her foe into a giant ice cube, and Applejack smirks at the o.s. enemy she tripped while pulling on the free end of her lasso. The return throw crashes into the rooftop stallion’s position before he can get away.*)

**Rarity:** (*eyeing one of her bracelets*) Ooh, I do so love a functional accessory!

(*Yet another of the Mane-iac’s goons charges past behind her, bearing down on Fluttershy. She cowers with a whimper, but is saved when a lightning bolt laces down to crisp her would-be assailant’s coiffure nicely.*)

**Stallion:** (*gasping in horror*) My hair!

(*He gallops away as Fluttershy stands up and Rainbow descends toward her.*)

**Rainbow:** Seriously? You aren’t even just a *little* angry right now? (*Fluttershy shakes her head meekly.*)

**Twilight:** (*from o.s.*) Nice work, Power Ponies.

(*On the second half of this, cut to frame five of the six equine heroes and their defeated foes in the street, and Spike looking on from the sidewalk. The one Twilight froze has thawed out, and both the one Rarity hit with the sign and a second stallion are wrapped up in a rug, one head protruding from each end. Missing is Pinkie, who zooms in a moment later, having disposed of the éclairs she picked up.*)

**Twilight:** Now let’s take care of the Mane-iac and get ourselves home.

**Mane-iac:** (*from o.s.*) I don’t think so!

(*The emerald tresses wave into view, followed by the rest of the unstable purple mare being lifted high above the street on them.*)

**Mane-iac:** I have a city to destroy, and I’m not about to let the Power Ponies stop me—*not this time!*

**Rainbow:** Just watch us!

(*Taking her pendant in her teeth, she flies toward the Mane-iac, who lifts a giant aerosol can in her mane and gets one lock poised above its pushbutton.*)

**Spike:** The Hairspray Ray of Doom! It stops you in your tracks and renders your powers useless!

(*Pinkie whisks herself away, but Rainbow gets a heavy blast right in the face that leaves her frozen stiff in midair. She hangs there for a moment before thudding down on her side next to Twilight, her pendant rattling against the blacktop. Pan to frame the other three mares, quickly joined by Pinkie.*)

**Rarity:** (*viciously*) We’ll just see about that!

(*She, Twilight, Applejack, and Pinkie gallop in, Applejack preparing her lasso and Twilight firing a horn blast, but the Mane-iac holds her ground and sweeps the block with her spray. The glittering pink clouds fill the screen and dissipate to show the quartet stopped cold just as Rainbow was; due to the placement of Twilight’s front hooves, she topples forward slightly to rest on them. The captured minions, now free, approach the group to the sound of the Mane-iac’s triumphant laughter and completely miss Fluttershy and Spike. The former peeks out from behind a mailbox, whose hatch drops open to reveal the latter’s frightened eyes within before he puts his head out. Fluttershy ducks away again; close-up of Spike.*)

**Spike:** Fluttershy, please! Just a little anger? (*Pan to her.*)

**Fluttershy:** Well, I’m not so much angry as I’m concerned— (*voice shaking*) —bordering on terrified!

(*Here comes that spray can, unleashing a squirt to paralyze her, and the Mane-iac reels her in while taking aim at Spike.*)

**Spike:** (*cowering*) Don’t spray! (*She pulls the can away, laughing, and bends down to him.*)

**Mane-iac:** Oh, Humdrum. Why in all of Maretropolis would I use the Hairspray Ray of Doom on *you?* (*scratching his chin*) Rather pointless, don’t you think?

(*She backs off, laughing again, and she and her underlings haul away six immobilized and panicking heroes. As one stallion passes directly in front of the camera, the view wipes behind him to a long shot of the factory’s open roll-up door; once they are all inside, it comes down with a slam. Only now does Spike climb out of the mailbox and start hustling across the street; he stops short at the sound of a metallic clunk and looks down glumly. Sure enough, he has gotten one foot wedged in a bucket, just as he did during the mares’ castle cleanup in Act One. Snap to black.*)

Act Three

(*Opening shot: fade in to the exterior of the shampoo factory. Zoom in toward the roof area of one wing and cut to a close-up of an air duct whose vent cover has been removed. Pan to follow its general course toward/through the wall and down toward the production area.*)

**Spike:** (*from inside, reverberating slightly*) What am I supposed to do? I’m useless. No wonder my friends never need me to do anything important. They’re the ones with the superpowers.

(*Head-on close-up of him, crawling along the duct. He has removed the bucket from his foot.*)

**Spike:** They’ve probably already figured out how to escape.

(*By the end of this line he has come to a stop—squarely on another vent cover, which begins to creak loudly under his weight. Cut to a stretch of catwalk directly under the duct; the cover gives way, dumping him onto the path. He drags himself up onto the railing, eyes popping wide, and the camera cuts to just behind him and zooms in on the scene. Before him are three large vats of brightly colored liquid just as in his comic book, several hench-ponies standing on the floor near a large tarp-covered object, a suspended cage holding the six mares, the Mane-iac’s giant hairspray can aimed directly at them, and one more stallion at the top of a wheeled staircase and poised by the pushbutton. He is reading a newspaper.*)

**Spike:** Or not.

(*In close-up, Twilight begins to recover from the paralyzing effect, managing to narrow her eyes, grimace, and shift a front hoof slightly. The stallion on guard duty looks up from his paper at the sound of the bell on a nearby kitchen timer; this is his cue to give the cage a fresh spritz that leaves her rigid once again. Spike crawls along the catwalk.*)

**Mane-iac:** (*from o.s.*) Congratulations, Power Ponies! (*Laugh; cut to her moving along the floor toward the cage.*) You shall live just long enough to see me fire…

(*Close-up of one underling near the tarp; he grabs edge in teeth and pulls, exposing the base of a giant object mounted on an elevated swivel base, with a control seat and levers attached behind the breech. On the start of the next line, zoom out to frame the Mane-iac, her servants, and the entire object—a weapon shaped as a giant hair dryer.*)

**Mane-iac:** …the instrument of your destruction!

(*Laugh; cut to a close-up of an open port in the base. One green hank of hair reaches into view to plug in the Electro-Orb.*)

**Mane-iac:** (*leaning into view; zoom out*) Once the Electro-Orb has powered it up completely— (*She lifts herself up and slithers around the barrel.*) —this cannon will amplify the power of my mane one million times—

(*Cut to a slow pan across the motionless, horrified ponies.*)

**Mane-iac:** (*from o.s.*) —expelling an energy blast that will cause everypony in Maretropolis’ mane to grow wild!

(*Laugh; cut back to her, sliding down toward the breech.*)

**Mane-iac:** (*pointing toward them with mane*) You will be my weapon’s first victims!

(*The thing tilts down; back to them.*)

**Mane-iac:** (*from o.s., with growing fervor*) And there is nopony who can save you from this fate!

(*They regain just enough facial control to register varying degrees of anger, annoyance, and wide-eyed horror Now the Mane-iac takes her seat and adjusts the position, laughing all the while, as Spike watches and tries to hide himself behind one of the railing’s supports. The sound of Fluttershy’s throat being cleared from below o.s. snaps him out of it and stops the laughter; cut to her.*)

**Fluttershy:** I don’t mean to interrupt, but aren’t you forgetting about somepony?

**Mane-iac:** Humdrum? Little guy? No superpowers whatsoever? (*Nasty laugh.*) He’s utterly useless!

(*That gets said little guy’s hackles up, but the sound of the kitchen timer’s bell stops him from acting on it; the stallion on guard duty sprays the cage anew.*)

**Mane-iac:** Puh-lease. (*climbing up, walking along barrel*) Everypony knows you just keep him around— (*baby talk*) —because you feel sorry for him. (*wiping eye with mane*) Waa, waa!

(*Back to Spike, who has been cut to the quick by this cheap shot.*)

**Twilight:** (*from o.s.*) Maybe in *your* world. (*Cut to her.*) But in *our* world, Spike—uh, Humdrum—always comes through when we need him! Always!

(*Up above; he smiles and wipes a tear from one eye as various sounds of angry assent float up to him, then stands with fresh resolve.*)

**Spike:** I’m *not* like Humdrum. When my friends really need me, I *do* come through—and they need me now.

(*Cut briefly to his perspective of the cannon’s base, the three stallions posted around it, and the discarded tarp that had covered it. Back to him; now he smiles with a sudden inspiration, paying no mind to a burst of laughter from the o.s. Mane-iac. On the start of the next line, the camera shifts to just behind him, looking across at her and the captives; he crawls quietly away.*)

**Mane-iac:** I see dementia must be a side effect of prolonged exposure to the Hairspray Ray of Doom. (*Laugh; now he sneaks across the floor toward the tarp.*) Tonight, we stand upon the brink of immortality, for we collectively—though mostly me—

(*Cut to one corner; Spike picks up an edge of the cloth.*)

**Mane-iac:** (*from o.s.*) —have finally defeated our most hated nemeses! (*Her and the minions again; he slips around the latter, pulling the tarp.*) We have hurled the brush of badness into the now-fearful face of— (*Laugh.*) —goodness—

(*Back to him on the end of this; finding a hook on the end of a hanging chain, he runs it through a grommet set into the sheet. Now he works his way around the upward-staring stallions, dragging the tarp to encircle them and completely avoiding detection.*)

**Mane-iac:** (*from o.s.*) —and have struck a blow for freedom in the name of oppression— (*He hooks up another grommet; cut to her.*) —*and nothing will stop us!*

(*A peal of insane chortling distracts her from seeing that the chain, which runs over a ceiling pulley, has begun to go taut and pull off to one side. The reason for the sudden tension is that Spike is up on a catwalk and using all his strength to push a large crate, now wrapped in the chain’s free end, up onto the railing. One last heave sends it over the edge; the chain’s rattling draws the Mane-iac’s attention to it and then the floor. The tarp is swiftly yanked away, sweeping the floor clean of all the stallions caught in its perimeter, and they end up as a yelling, cloth-covered mass suspended from the pulley.*)

(*This is the point at which the guard’s kitchen timer rings for a fresh dose of spray. Before he can get to the can, though, he looks ahead with a surprised little neigh—and here comes Spike, swinging in on the chain’s free end to deliver a dead-on flying kick. The impact sends the stallion over the railing, knocking over the can and dislodging the button; its contents spew in all directions and quickly paralyze most of the still-free hench-ponies where they stand.*)

**Twilight:** Way to go, Spike!

(*A moment’s strain, and she manages to straighten one foreleg and turn her head with a calculating smile. Rarity is next to start regaining mobility, and with a foreleg moving, she is able to conjure up a huge nail file and project it to one side. Cut to a dumbfounded Mane-iac, who turns her face to avoid being hit by a sudden shower of bar fragments—slashed away by the file—and then backs away quickly. Down below, most of what used to be one cage wall clatters to the floor and the stallions that can still move clear out at high speed. The six unlikely heroes, now all fully able to operate under their own power, stand ready to throw down at the new opening.*)

**Rainbow:** (*to Fluttershy*) Get mad!

**Fluttershy:** I’m trying!

(*As she strains desperately to summon her inner psychopath, the others descend to the fight—Twilight and Rainbow by flying, Pinkie zipping down, Applejack leaping down, Rarity creating a staircase and hopping daintily from one step to the next.*)

**Pinkie:** (*racing around*) Tag, you’re it!… Tag, you’re it!… Tag, you’re it!… Tag, you’re it!

(*She pushes down a frozen stallion on each of the first two repetitions, stops behind a mobile one on the third, and bugs out on the fourth so that the one trying to tackle her takes out his buddy instead. Cut to the Mane-iac, pointing madly around to follow the sound of Pinkie’s movements.*)

**Mane-iac:** Over there! There, there! Idiots!

(*High above the melee, Twilight unloads a shot into the floor that sends a layer of ice radiating out from where it hits. Three charging mooks lose traction and skid into the side of the wheeled staircase, knocking themselves out. Now Rainbow grimaces down at the scene, lightning-bolt pendant crackling in her teeth; this time her eyes briefly flare white as well, and a knot of storm clouds forms at roof level. A couple of thugs hit the brakes, finding themselves in the path of a well-controlled tornado, and have no time to find safety before it vacuums them up. Several more get the same treatment in short order.*)

**Rainbow:** Need a place to put *these* guys!

(*So Rarity stops gliding across the iced floor on the skates she has made for herself, dispels them, and quickly calls forth a giant, ornate birdcage. This is placed on an unoccupied patch of floor, two others appearing alongside it, and two or more toughs are quickly thrown into each and the doors slammed behind them. Pinkie zips past the cages and buzzes another one who is making a break for an exit door where several have gathered; by the time he arrives, he is liberally splattered with cupcakes from a warp-speed baked-goods assault. Their frantic pounding at the door brings Applejack on the trot, lasso at the ready as Pinkie whisks two more off their hooves.*)

**Applejack:** Hold it right there, pardner!

(*One accurate throw drops the loop around the whole bunch and cinches it tight; she then directs her thoughts toward the ceiling, and they are quickly hoisted up. The free end wraps around a beam and ties itself off, leaving both the captives and a couple of onlookers wondering just how their leader’s plan could go so far off the rails. The latter gallop away as if trying to stay ahead of an Ursa Minor.*)

(*Spike surveys the scene contentedly from the top of the wheeled staircase, but suddenly realizes that one pony is conspicuous by her absence. He addresses himself over the other side.*)

**Spike:** Fluttershy… (*Cut to just behind him; he has spotted her trying to slip away.*) …where are you going?

**Fluttershy:** You seem to have everything under control.

**Spike:** Fluttershy, we need you! (*Cut to the Mane-iac at the cannon controls; he continues o.s.*) You have to power up!

(*Her attention fully engaged, the Mane-iac starts to make adjustments. Cut to her perspective through the cannon’s sighting scope, which tilts to frame the timid pegasus on the start of the next line.*)

**Fluttershy:** I’m sorry. It’s just that nothing is making me mad.

(*A firefly flits into view, blocking the Mane-iac’s clear shot at Fluttershy. Back to the crazed mare; the eye she has at the scope pops in annoyed surprise, and a lock of mane lashes through the sighting aperture to whip the insect away. It smacks hard into a wall and tumbles to the floor, its light flickering; Fluttershy hurries over to it.*)

**Fluttershy:** Oh, goodness! Are you okay?

(*It lifts its head weakly—and now, only now, does the reluctant yellow defender start to boil over as she turns back toward the Mane-iac.*)

**Fluttershy:** Are you *kidding* me? (*crossing floor*) I mean, I know you’re evil and everything, but you’d hurt a *teensy little harmless firefly? Really?!?*

(*Cut to a puzzled Mane-iac, leaning forward over the controls.*)

**Fluttershy:** (*from o.s.*) Why, you’re just a *great big MEANIE!*

(*That gets the villain just a bit scared; now the pitch of Fluttershy’s voice starts to work its way down by steps as her anger keeps building and veins start to bulge on her head and neck.*)

**Fluttershy:** **There! I said it! What makes you think *you’re* so special?**

(*As she continues, her eyes burn red and the camera shifts to frame the new muscles bulging from her legs—which have gone a deeper shade of yellow and start to rip through her outfit.*)

**Fluttershy:** **Like the rules and common courtesy don’t apply to you?** (*Her back bulks up and darkens next.*) ***Why don’t you pick on somepony your own size?!?***

(*As she finishes, the lacy scarf snaps and the camera zooms out to frame all of her new form: same deeper yellow all around, grown to the approximate weight and bulk of a small elephant, bodysuit badly ripped from the sudden growth, and just plain boiling mad. She lets go with a roar that shakes the entire factory and throws the fear of Celestia into her equine friends, but Spike just pumps his fist fiercely at the sound of it. The Mane-iac gapes from her seat and starts hammering furiously at the cannon’s controls. A beam lances down from the muzzle, scoring a direct hit on the yellow behemoth—and having no effect whatever. A roar sends the blast rebounding back into the Mane-iac’s face, knocking her from the perch with a yell.*)

(*She has not even hit the floor before Fluttershy leaps onto the breech, wasting not a moment in smashing and tearing the cannon to pieces. Five disbelieving ponies and one dragon gather to watch, debris raining down around them; after nearly ten seconds of crazed demolition, Fluttershy stops dead, a hunk of metal clamped in her teeth.*)

**Fluttershy:** Huh?

(*She spits it out and smiles sheepishly, tapping her front hooves together; cut to the others. The sound of crackling electricity makes itself clearly heard.*)

**Mane-iac:** (*from o.s., anguished*) My mane!

(*Cut to her, hopelessly caught up in a thicket of writhing, snapping, sparking mane/tail locks.*)

**Mane-iac:** (*wailing, slowly being wrapped up*) MY MANE!!

(*Words give way to frighteningly unhinged laughter as she thuds to the floor, now securely cocooned from neck to hooves in her own green hair. She starts to flop around like a fish at the bottom of a rowboat.*)

**Spike:** Once again, the day is saved by…

(*Fluttershy’s eyes have resumed their normal color by this point. He never gets to finish the proclamation, as a spot of blazing white light appears above the stupendous seven and sucks them all away before disappearing. After their yells of surprise fade away, no trace is left of their presence.*)

(*Cut to the hidden library room in the Castle of the Royal Pony Sisters and zoom out from the stand on which Spike’s comic book rests. The periodical floats up and opens, a second light spot appearing to eject the Ponyville bunch onto the floor in a heap. They are out of their superhero attire and back to their normal appearances. Just as quickly as it appeared, the light vanishes and the book plops back onto its stand. A scramble of relieved voices is heard as they disentangle themselves, but at the center of it all, Spike just settles for wiping his forehead in relief. On the start of the next line, cut from him to Rainbow, hovering above Applejack and gesturing excitedly to mark her words.*)

**Rainbow:** Did you see how I was raining down a storm of justice at the end there?

**Applejack:** You catch how I was wieldin’ that lasso? (*Pinkie whips over to Twilight/Fluttershy/Rarity, holding up a tray of…*)

**Pinkie:** Cupcakes?

**Rarity:** How did you—

**Pinkie:** Eh, we had a good half-second before we got sucked back out of the comic, and the Maretropolis Bakery was only sixty-five blocks away!

**Spike:** (*crossing to pillows in the corner*) I’m just glad to be back. (*He flops down on his back.*)

**Twilight:** (*crossing to him*) We wouldn’t have made it without you, Spike. And I hope you realize that just because we don’t always need your help, it doesn’t mean that we don’t think you’re helpful. (*He sits up.*)

**Spike:** And that you don’t have to have superpowers to be a super friend. (*General assent from all but Twilight; Pinkie no longer has the cupcakes.*)

**Twilight:** (*cocking an eyebrow*) But I do have one question. Where exactly did you get that comic book?

**Spike:** This one I got in Canterlot at the House of Enchanted Comics.

(*Puzzled glances pass between the six mares, then become slightly irritated as they train themselves on him.*)

**Spike:** Well, I didn’t know it meant they were *literally* enchanted.

(*Ire gives way to amusement, and Twilight allows herself a weary little head shake as the other five laugh gently. All six head past him and out of the room.*)

**Spike:** I thought it just meant, like, the comics they sold there had really enchanting storylines! (*now alone*) Hey! Wait up! (*running after them*) I’m an important part of this team, remember?

(*Unseen by dragon or pony, the comic book is suddenly enveloped by a flare of white and vanishes. Fade to black.*)