**TWILIGHT’S KINGDOM—PART ONE**

**Written by Meghan McCarthy**

**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)**)**

Note: “WD” = wavering dissolve.

Prologue

(*Opening shot: fade in to the uppermost spire of the Crystal Castle during the day. Refracted light from the sun over the distant mountain peaks shimmers out in a spectrum of barely visible rings as a train whistle sings out from far below. Tilt down along the structure’s height, the screen fading to blue and then in to the town square beneath it. The Crystal Heart turns lazily in place between its two anchor points, and crystal ponies are going about their business. Zoom in along one of the streets that leads through the Crystal Empire to this area; Twilight Sparkle, her friends, and Spike are on their way in. Rainbow Dash flies above the others. Close-up of a very self-satisfied Spike.*)

**Spike:** Seems like only yesterday I was saving this place from being totally destroyed. (*He stops to lean against a large crystalline mass in his path.*) Hey, you guys remember that?

(*Zoom out quickly. Standing in the group’s way is the statue of the baby dragon holding up the Heart, first seen in “Equestria Games.” The camera motion frames Applejack, Fluttershy, Pinkie Pie, and Rainbow, none of whom even break stride. Close-up of the blue pegasus.*)

**Rainbow:** (*grumpily*) You only mentioned it about fifteen times on the train here. (*Zoom out to frame Rarity and Pinkie walking with her on the next line.*)

**Rarity:** (*pointedly, to her*) Yes, and we *never* hear a peep out of you about *your* exploits.

**Rainbow:** (*embarrassed*) Heh. Point taken. (*All six continue down the next block; Spike hurries to catch up.*)

**Twilight:** I’m glad you all wanted to come, but I don’t think it’s gonna be that exciting. I pretty much just have to smile and wave as the dignitaries arrive. (*Stop; Rarity leans in closer.*)

**Rarity:** Yes, but you get to smile and wave like a princess.

**Applejack:** How exactly is that different than smilin’ and wavin’ like “not a princess”? (*This gives both horned ponies pause.*)

**Twilight:** (*glumly, stepping ahead*) It isn’t.

**Fluttershy:** What’s wrong, Twilight? (*Pinkie pops up alongside the violet mare.*)

**Pinkie:** Why the looooooooooong face?

(*Accompanied by a pull at the dejected countenance that stretches it out like a rubber sheet. The instant Pinkie lets go, skin and facial features pop right back where they belong and their owner rubs a little feeling back into her chin.*)

**Twilight:** I’ve just been feeling a little unsure about things lately. It doesn’t seem that my new role as a princess equates to all that much.

**Applejack:** That’s just silly. You got a real important role in Equestria.

**Fluttershy:** Princess Celestia wouldn’t have asked you to come today if she didn’t think so.

**Twilight:** (*smiling*) I guess you’re right.

**Rarity:** Of course we are. (*nudging Twilight ahead; others fall in behind them*) Now hurry along. You don’t want to risk having that important role diminished because you’re tardy for your regal meet-and-greet.

(*Wipe to a close-up of a set of brass horns being lifted into the air, each one hung with a red banner that displays Princess Celestia’s cutie mark. A fanfare is played, and a tilt down from the instruments frames Flash Sentry in full armor.*)

**Flash:** The Duke and Duchess of Maretonia!

(*An earth pony stallion and unicorn mare, both garbed in opulent robes and headdresses, make a stately procession down the avenue, whose sidewalks are densely packed with spectators. Behind them come an elderly couple, both earth ponies; he wears a naval uniform hung with medals, while she is dressed in a long gown of magenta, light blue, and white. The other three Princesses step forward as a line with smiles and spread wings: Celestia in the middle, Luna and Cadence to her right and left, respectively. Tilt up quickly from them to a balcony of the Crystal Castle; Twilight emerges onto this from a doorway, now wearing her tiara, and gets her horn going. A quick zoom out reveals that she is using her magic to untie the cord securing a broad banner fixed to the wall underneath the balcony. Once the knot is undone, the cloth unrolls to expose a dark gray field edged with lighter gray, marked with a royal seal depicting a tree.*)

(*Down at street level, the younger stallion and mare—the Duke and Duchess—stop in front of the three Princesses and bow deeply, receiving a brief inclining of their heads before standing straight again. Celestia, Luna, and Cadence then turn to lead the four visitors toward the Crystal Castle; cut to a close-up of Twilight, smiling and waving from the balcony.*)

**Spike:** (*from o.s., disbelieving*) That was it?

(*She turns, surprised, and the camera pans slightly to frame him and the rest of the gang at the doorway.*)

**Spike:** (*crossing to her*) Princess Celestia had you come all the way to the Crystal Empire just to do *that?*

(*Twilight can do no more than close her eyes and let her head droop sadly.*)

**Spike:** (*forcing a smile*) I mean, whoa! Really regal and important!

(*His uneasy laugh is met with one of Applejack’s hooves delivering a dope slap to the back of his head. He turns toward her, rubbing the sore spot, and the camera cuts to frame all seven and zooms out slowly. Some of the other five pairs of equine eyes register concern for the Princess's deflated spirits, while others broadcast clear vexation over Spike’s utter tactlessness. Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a corridor within the Crystal Castle and zoom in slowly. The place is dead silent, and Twilight paces the floor nervously for some seconds before the double doors at the end open suddenly. Two crystal pony guard stallions are posted here; beyond them are Celestia, Luna, and the Duke and Duchess. These last two emerge and stop before Twilight, who bows low, and incline their heads to her.*)

**Duke:** Your Highness, thank you for understanding our desire to keep the number of those privy to these confidential discussions to a minimum.

**Twilight:** Of course.

(*The two walk on past her, paying no mind as she gets to her hooves with an expectant grin and wave. Another set of doors is heard opening, revealed to be at the other end of the corridor when the camera angle changes, and the Duke and Duchess pass through. These are guarded like the first set, and they close just as quickly as those opened. Twilight’s face falls at the realization that she has been left out of the loop, and she turns back to the other three Princesses as they enter the corridor.*)

**Twilight:** Is there anything else I can do to assist with their visit?

**Cadence:** I’m sorry, Twilight, but their visit is already over.

**Twilight:** (*deflated*) Oh.

**Luna:** Something wrong?

**Twilight:** I guess I just don’t really understand why I’m here. Couldn’t one of the Royal Guard have unfurled the banner?

**Celestia:** Having all four of us in the Empire to greet them lets the dignitaries know that their visit is considered an important one. (*Cadence crosses to Twilight.*)

**Cadence:** (*smiling, foreleg across shoulders*) Plus it gives me an opportunity to see my favorite sister-in-law. (*Twilight smiles at this.*)

**Twilight:** And I’m happy to see you—all of you.

(*No more words are forthcoming, only a disconcerted look. The two sisters traded a worried sidelong glance, and Cadence gently lifts the violet chin with a gold-shod hoof.*)

**Cadence:** But…?

**Twilight:** But I…well, it’s just that Princess Luna raises the moon…

(*On the end of this, she points across and the camera cuts to the Princess of the Night, who dips her head silently. Pan to Celestia.*)

**Twilight:** (*from o.s.*) …Princess Celestia raises the sun… (*Nod/smile; zoom out to put Cadence in the foreground.*) …you protect the Crystal Empire… (*Back to her.*) …and all I seem to do is… (*with slight bitterness*) …smile and wave.

***Gentle acoustic guitar melody with backing strings, moderate 4 (C major)***

(*She walks dejectedly away along the corridor; dissolve to a long shot of the balcony as she steps out onto it and slumps at the railing. Evening time has come.*)

**Twilight:** It isn’t that I’m ungrateful

For all the things that I’ve earned

For all the journeys I have taken

All the lessons that I have learned

(*She regards the tracts of the Empire, standing peacefully under the starry sky.*)

But I wonder where I’m going now

What my role is meant to be

I don’t know how to travel

To a future that I can’t see

(*As she turns away from the rail, the other Princesses step onto the balcony.*)

***Flute in; light percussion sneaks in during next verse***

**Twilight:** I have my wings, I wear this crown

I’m a princess, this is true

But it’s still unclear to me

Just what I am meant to do

(*She turns to Cadence and Luna in turn.*)

I want to have a purpose

Want to do all that I can

(*Another turn brings her face to face with Celestia; then she crosses to the railing again.*)

I want to make a contribution

I want to be a part of the plan

(*Now the solar sovereign walks out and rests a hoof gently across Twilight’s back.*)

***Guitar out; piano in***

***Percussion out, but sneaks back in during next verse with growing intensity***

**Celestia:** Your destiny’s uncertain

And that’s sometimes hard to take

(*The vivid ribbons of the aurora borealis play across the sky.*)

But it will become much clearer

With every new choice you make

(*Luna joins them.*)

**Luna:** Patience is never easy

I understand wanting more

(*She crosses away from the pair, spreading her wings to hover.*)

I know how hard it is to wait

To spread out your wings and soar

***Piano out; horns in***

**Cadence:** But you stand here for a reason

You’re gifted and you are strong

(*Twilight smiles and blushes slightly at the compliment; overhead shot of the quartet, zooming out.*)

That crown is upon your head because you belong

***Guitar in (F major)***

(*Close-up of Celestia/Luna/Cadence, then tilt up into the sky. The sun and moon from the cutie marks of the first two rise into view.*)

**Celestia, Luna, Cadence:** Know that your time is coming soon

As the sun rises, so does the moon

(*The gold-trimmed, light blue heart jewel from Cadence’s mark appears between them.*)

As love finds a place in every heart

(*A flash of white fills the screen and subsides to show the moon, stars, and a shower of twinkling sparks. Tilt down to the balcony, these three stand in a circle around Twilight.*)

You are a princess, you’ll play your part

***Horns/guitar out***

**Luna:** We understand you wanting more

(*Celestia and Cadence lift off; she does the same a moment later.*)

A chance to shine, a chance to soar

(*Twilight’s perspective: high overhead, they fly a slow, tight circle, looking down at her.*)

**Cadence:** Soon will come the day it turns around

***Horns in (G major)***

(*The balcony again; they land.*)

**Celestia, Luna, Cadence:** Know that your time is coming soon

(*Tilt up to the sky; the same three-mark sequence plays out at in the previous chorus.*)

As the sun rises, so does the moon

As love finds a place in every heart

(*The view dissolves to a close-up of Twilight’s mark shining against a black ground. Zoom out slowly to show it reflected in one of her pupils before it fades away.*)

You are a princess, you’ll play your part

***All instruments out except strings; guitar in***

(*Her longtime mentor steps over to lift her chin tenderly.*)

**Celestia:** You are a princess, you’ll play your part

***Song ends***

(*The touch turns into an embrace that lasts for a long moment before she backs away.*)

**Celestia:** Your time will come.

(*She, Luna, and Cadence walk toward the doorway, the camera tilting up to the moon and the aurora borealis ribboning the sky. The latter fades away, the surrounding clouds shifting positions in a dissolve around the moon, and the camera tilts down to ground level—but the vista it presents is nowhere within the Empire. Rather, the scene has shifted to a foggy, dimly lit cobblestone street in a town somewhere else in Equestria. A unicorn stallion walks down the block, hauling a basket of oranges in his telekinesis and not looking rather ill at ease. A metallic clatter from somewhere behind him stops his hooves in their tracks; he raises one foreleg, glancing fearfully back over his shoulder. Cut to the source of the noise—an empty tin can rolling across the stones—then back to him. Allowing himself a relieved smile, the unicorn begins on his way, only to be brought up short by a hooded and cloaked figure that has placed itself in his path. No features can be made out on the face, and the cloak itself sports a tattered and frayed hem that suggests long wear and neglect. Puffs of mist issue from within the hood, accompanied by the sounds of sepulchral breathing.*)

**Stallion:** Very sorry. (*Nervous chuckle.*) You came out of nowhere.

(*Now the newcomer speaks—a male voice, old, slightly quavery, and not at all reassuring in its tone and slow cadence.*)

**Figure:** “Is he friend or is he foe?” the pony wonders.

(*Close-up of the very scared stallion on the end of this, then back to the figure.*)

**Figure:** I can assure you, I am no friend.

(*A tilt of the head brings the lower half of the face into view. Slightly faded red skin; long, ragged gray beard; a large silver ring through the nose; overall simian contour. He raises one skeletal arm, bare except for a wide steel bracer or guard at the wrist.*)

**Figure:** (*clenching fist*) I am Lord Tirek.

(*Extreme close-up of the stallion’s glowing horn. A beam from the interloper’s direction fades into view and begins to draw out the magic, causing the pony’s eyes to shrink to points.*)

**Lord Tirek:** (*from o.s.*) And I will take what should have been mine long ago.

(*The color mostly fades from the irises, the pupils clouding over as well, and the stallion stands with hooves rooted to the cobbles as the siphoning continues. The magic is streaming into Tirek’s open mouth, and the stallion’s cutie mark—four green jewels—fades from his haunch. Finally the last wisp of energy leaves his horn; the basket of oranges tumbles to the pavement, the fruit bouncing away in all directions, and he collapses amid the scramble. He wearily gets his eyes open just in time to see Tirek’s cloaked form become briefly wreathed in yellow light and grow a size; a light hoof on the end of a dark foreleg can be seen beyond the hem, suggesting at least some pony physiology. Cut to a close-up of his face, its upper half still lost within the shadows of the hood, and zoom in to the sound of his sinister chuckle. Two dots of yellow light cast an infernal gleam from the general area of the eye sockets, and the rest of the view fades to black around these. They wink out a moment later to leave the screen totally black.*)

(*Snap to a long shot of Celestia asleep in bed, within a bedroom of the Crystal Castle. Zoom in quickly to a close-up; she awakens in a split second with a terrified gasp and very nearly breaks into a crying jag on the spot. The doors are flung open by Luna from outside.*)

**Luna:** Sister, are you all right?

**Celestia:** I’ve just had the most terrible dream. (*Luna walks in.*)

**Luna:** Why do you think I’m here? You know as well as I that this was not a dream, but a vision. (*Celestia gets out of bed, instantly all business.*)

**Celestia:** Then we haven’t much time. The stronger *he* becomes…

(*Cut to just outside the bedroom window; both sisters cross to it and peer out.*)

**Celestia:** …the more we are all in danger.

(*Zoom out—slowly at first, then faster and faster to finally give a long shot of the entire Crystal Castle—and snap to black.*)

Act Two

(*Opening shot: fade in to a close-up of the book Twilight was reading at the start of “Mare in the Moon.” Same brown leather bounding, same gold unicorn head on the cover, same everything. Celestia’s magic wraps around it, opens the cover, and flips to a particular page as the camera zooms in through the frame of the picture that is displayed. Here, on an arid plain studded by fissures and thorny vines, stand two figures. One, bipedal, has a long tail, bat wings, and a frill of brown hair framing a white equine face and short horns; a triangular medallion hangs around its neck. The other, farther back, can be seen only as the silhouette of a centaur with long, curving bull horns emerging from the temples.*)

**Celestia:** (*voice over*) Tirek and his brother Scorpan came here from a distant land, intent on stealing Equestrian magic.

(*Dissolve to the biped standing among a group of ponies on a sunlit hill and zoom out slowly. He seems a bit confused by their welcome.*)

**Celestia:** (*voice over*) But Scorpan soon came to appreciate the ways of Equestria—

(*Dissolve to him and Starswirl the Bearded—the old unicorn mage so revered by Twilight—in conversation on another hill—and pan slowly across them.*)

**Celestia:** (*voice over*) —even befriending a young unicorn wizard.

(*Dissolve to the two strange figures holding discussion within a cave, and zoom out slowly.*)

**Luna:** (*voice over*) Scorpan urged his brother to abandon their plans.

(*Dissolve to a close-up of the centaur’s face, his mouth curved down into a grimace under the nose ring and yellow eyes. Slow pan.*)

**Luna:** (*voice over*) When Tirek refused…

(*Dissolve to Scorpan pleading with the two sisters; all three stand on a cloud.*)

**Luna:** (*voice over*) …Scorpan alerted us to Tirek’s intentions.

(*Dissolve to him on the blasted plain, now visible only as a silhouette, and zoom out slowly as clouds obscure the view.*)

**Celestia:** (*voice over*) Scorpan returned to his own land…

(*Fade to white, then in to one of Tirek’s arms reaching upward through a dark cavern. A broad steel manacle forms around the wrist, with a chain snaking down and o.s.; the arm is slowly dragged downward, vanishing behind a wall of stalagmites.*)

**Celestia:** (*voice over*) …and Tirek was sent to Tartarus for his crimes.

(*Dissolve to a room in the Crystal Castle. The book rests on a round conference table, and all four Princess stand around it.*)

**Celestia:** But it appears he has found a way to escape.

**Luna:** We believe it happened when Cerberus left his post at the gates.

(*A reference to the three-headed dog’s brief excursion to Ponyville during “It’s About Time.” Celestia slowly circles behind Twilight.*)

**Twilight:** But that was a long time ago. Why is he just now starting to steal magic?

**Celestia:** His time in Tartarus left him very weak. He has just now gained enough strength to use his dark powers.

**Luna:** But with each passing moment, he grows stronger still.

**Cadence:** (*smiling*) And I know just the Princess who could stop him. (*Cut to Twilight on the end of this.*)

**Twilight:** (*resolutely, spreading wings*) Yes. I’ll find him and—

**Celestia:** (*from o.s.*) No, Twilight.

(*Her train of thought completely derailed by those two words, she looks over at the white sovereign.*)

**Celestia:** I’m afraid I must call in another to stop Tirek. (*Long pause.*) Discord.

(*The others express their reaction with a round of disbelieving gasps. Cut to Spike and the rest of the Ponyville crew standing in a hometown street. It is daytime.*)

**Applejack:** As in “*Discord*” Discord? (*Cut to Twilight, no longer wearing her tiara.*)

**Twilight:** Yes. (*Fluttershy crosses to her.*)

**Fluttershy:** I don’t think it’s that big of a surprise. He can be very helpful.

(*But the four mares and one dragon lined up behind her clearly think otherwise, as shown by their thoroughly unconvinced expressions.*)

**Twilight:** He can sense when there’s a magical imbalance. The next time Tirek steals magic, Discord will be able to track him down.

**Rainbow:** (*hovering*) So what are you supposed to do in the meantime?

**Twilight:** (*sighing heavily*) Nothing… (*She turns away.*) …unless of course one of you needs me to smile and wave.

(*She forces herself to do both of these actions on the end of this, then lapses back into her deep blue funk and plods away.*)

**Spike:** Where you going? (*She stops and looks back.*)

**Twilight:** To the Castle of the Two Sisters. I’m not really needed anywhere else. Might as well catch up on some of my reading. (*Away she goes; Rainbow lifts off.*)

**Rainbow:** You want some company?

(*Cut to the edge of the Everfree Forest. Twilight trudges toward the wild overgrowth, Applejack and Rainbow following.*)

**Applejack:** It *has* been a while since we’ve visited the castle. Might be fun. (*Longer shot; the whole crew is catching up.*)

**Twilight:** (*smiling*) Maybe I could use a little company right now.

(*Dissolve to a long shot of the Tree of Harmony, seen from the mouth of its cavern at the bottom of the ravine that stretches in front of the royal ruins. On the start of the next line, pan/tilt up to a very long shot of the group at the edge, near the stairs leading down to the bottom.*)

**Rainbow:** (*sighing, echoing slightly*) I still can’t believe we had to give back the Elements. (*Close-up of them.*)

**Rarity:** It had to be done, or the Tree of Harmony wouldn’t have survived.

**Fluttershy:** But Twilight was right. Even without the Elements, our friendship is as strong as ever.

**Applejack:** I just hope another “friend” of ours never makes us sorry we had to give them up.

(*She makes air quotes with her front hooves on “friend.” A very familiar, fruity laugh interrupts their pondering; cut to Discord floating down from the sky on the start of the next line. Valise in one hand, umbrella deployed in the other, striped scarf around neck, conservative dark hat with brim flipped up.*)

**Discord:** You’re talking about me, I presume.

**Applejack:** (*dryly*) How’d you guess?

(*Now hovering close, he straightens up without his gear but with both ears aflame.*)

**Discord:** My ears were burning. (*He throws a glass of water into his own face to douse them.*)

**Rainbow:** What are you even doing here, Discord?

**Discord:** (*donning reading glasses, skimming the group’s shared journal*) Oh, just a bit of light reading before I head off on my extremely important mission.

(*The volume has had bookmarks added to it, in the coat colors of every mare except Twilight. Now he touches down, no longer with the book or glasses but decked out in the uniform of a heavily decorated military general.*)

**Discord:** I suppose you all know that I’ve been tasked to capture a certain escapee.

(*During this line, he pulls a poster down behind himself, showing the stylized Celestia and Luna circling around the sun and moon against a field of stars—the emblem of Equestria from days past. He produces a corncob pipe from a pocket and blows a few bubbles.*)

**Spike:** Big deal. (*Discord leans down to him, now wearing sunglasses as well.*)

**Discord:** You’re right, Spike. It *is* a big deal.

(*One bubble from the pipe grows to prodigious size, enveloping the baby dragon completely and floating him off the ground. Several yards up, it bursts to leave him in free fall; Rainbow catches him and dives back toward the others. In the next shot, Discord has shed his army getup and rolled up the backdrop.*)

**Discord:** (*pacing*) Seems I possess a magic that gives me quite an important role in Equestria. (*Rainbow sets Spike down; he turns to Twilight.*) Maybe they should make *me* an alicorn princess.

(*He poofs out and reappears a moment later, now sporting a set of ridiculously huge pink wings, a matching horn, and a gigantic crown. Fluttershy is the only one to react positively, stifling a giggle. A crowd’s applause and cheers are heard out of nowhere, and he blows kisses to Twilight’s utter lack of amusement.*)

**Rainbow:** In your dreams.

(*She knocks the crown off, exposing the lack of his usual mismatched antler and horn.*)

**Discord:** (*dismissively*) Oh, I never dream of such things.

(*He pushes the unicorn horn into his forehead, causing it and the wings to disappear and his usual appendages to pop back into their places.*)

**Discord:** Ask Princess Luna.

**Applejack:** Don’t you have a creepy magic-stealin’ villain to track down?

**Discord:** Yes, yes, yes. Of course.

(*An impossible stretch of both forelimbs allows him to gather the whole bunch up at once; cut to within the Tree’s cavern as they all teleport into here.*)

**Discord:** (*walking to it*) It’s just that I couldn’t help but notice that Twilight hasn’t yet opened this little chest of hers.

(*This would be the six-locked box that the Tree yielded in Part Two of “Princess Twilight Sparkle,” sitting at the base of the trunk and on the open flower in which it was found. He gestures to it, prompting all other eyes to turn toward the winged unicorn; a moment later he is seated atop it, his lion paw tucked under his chin for thought.*)

**Discord:** It…it-it got me thinking. (*hopping off, knocking on it*) What if what’s locked inside is something that could help her prove her royal worth? (*pacing*) I only bring it up because she said that she’s been feeling like her role as a princess doesn’t equate to much.

(*He leans over to her on the end of this, stretching his neck to full length so he can look her in the face, and adopts a sad little pout. One talon pushes down on her lower lip to pooch it out so that her expression matches his.*)

**Pinkie:** Wait a minute! How did *you* know how she was feeling?

**Discord:** Oh, my! Is eavesdropping not the way you’re supposed to find out what your best pals are up to? (*hamming it up, draping himself over roots near box*) Woe is me. Will I ever learn the intricate nuances of being a good friend?

(*Not one single member of the traveling group is even slightly won over by these histrionics, so the draconequus stands up again and clears his throat.*)

**Discord:** Well, in any case, I suppose now is as good a time as any for me to make my exit.

(*On the end of this, he crosses to a polka-dotted motor scooter that has appeared out of nowhere and dons a helmet resting on its seat. Climbing on, he revs the engine and then disappears in a flash.*)

**Applejack:** (*calling after him*) And good riddance!

(*Or not, as he promptly winks back into view behind the group, now holding their journal. The scooter is gone, and he bends over in front of them to stare Applejack upside-down in the face, showing that he has also disposed of the helmet.*)

**Discord:** (*giddily*) Oopsie-doopsie. (*Her perspective of him.*) I almost left with the little journal you’ve all been keeping. (*The group again; he stands up and flips pages.*) What a fascinating read. (*stepping past them*) Haven’t you girls just learned *so* much? (*Lean over to Twilight.*) I’ve bookmarked a few of the more interesting passages. You really should take a look!

(*He balances the volume on the tip of her horn so that it is supported only at the bottom corner of its spine, the added weight pushes her head down a notch. Fluttershy eyes the proceedings worriedly before he ducks in close to address her.*)

**Discord:** (*whispering*) We’re still on for tea later, aren’t we, Fluttershy?

**Fluttershy:** I wouldn’t miss it. (*He grins broadly, eyes popping wide open, and backs off with a laugh.*)

**Discord:** (*full volume, singsong, crossing cavern*) Well, I’ll bring the cucumber sandwiches!

(*As he speaks, a doorknob materializes in front of him, attached to nothing but positioned at about the proper height. He grips this and pulls, causing a door to solidify and swing open, then walks through it and into the white light visible beyond the nonexistent frame. When he yanks the door shut behind himself, it and the knob vanish to leave the cavern exactly as it was. During the next line, Twilight floats the journal off her horn.*)

**Applejack:** Sometimes I think the “reformed” Discord is more obnoxious than the “before he was reformed” Discord.

**Rarity:** Indeed.

**Fluttershy:** But he could be right, couldn’t he? (*Long shot of the box, zooming in slowly; she continues o.s.*) What if there *is* something important in that chest? (*Twilight thinks carefully with a smile.*)

**Twilight:** There’s only one way to find out.

(*Dissolve to one shelf of the library within the Castle of the Royal Pony Sisters. A book is floated out, the camera panning/tilting down to follow it past the others and over to Twilight. All are poring over books at tables, on the floor, in midair, and the violet egghead brings this new one onto the table in front of her, flips it open, and starts to read. After a couple of pages, she looks up.*)

**Twilight:** Anything?

(*Assorted negative responses from the others. A hovering bird is holding one book at Fluttershy’s eye level. Twilight magically closes the one she has retrieved, shifts it aside, and brings another to take its place.*)

**Twilight:** (*flipping pages*) There must be something in this library that can help me figure out how to open it. (*Close/send away; open and flip another.*) The answer’s in one of these books. I just know it.

(*Cut to her perspective, roving across the litter of literature spread before her. The camera cruises past the journal, then backpedals sharply to stop on it; back to her. Aiming a puzzled glance down at the tome, she floats it over and opens it to the pages flagged with the bookmark colored to indicate Rarity. The purple eyes begin to do their thing.*)

(*Wipe to a patch of mist-shrouded street in the town where Tirek drained the unicorn stallion of his magic in Celestia’s nightmare vision. Cast on a wall is his shadow, which towers over that of a panicked unicorn; a beam lances from the latter’s horn up to the unseen mouth, its glare barely licking into view at a corner of the screen. When the beam breaks, the victim tumbles headlong onto the cobblestones so that only his head lands in view; he opens his eyes, showing that they have taken on the same washed-out/clouded appearance as the first one Tirek milked dry. Tilt up from him to the villain’s face, which can now be clearly seen within the hood; his eyes can be seen as deep-set orbs of pure black under white brows, with the unholy yellow dots of pupils standing out in sharp relief. The stubs of horns protrude just behind the hairline. Tirek regards his hands, both of which sport the wide steel wrist bracers seen previously, and clenches both fists and his teeth. Just as before, his entire body becomes limned with yellow light for a moment and he grows another foot or two. He looks down the block, spotting another unsuspecting unicorn, and his shadow starts to advance toward this one in an overhead shot. Cut to Tirek’s perspective, slowly closing in from behind with red hands extended to seize—but before he can strike, the unicorn turns to face the camera. The horned head becomes that of Discord; Tirek’s hands freeze in midair.*)

**Discord:** Tirek, I presume? (*Back to Tirek, who hastily withdraws a step and stares. Long pause.*)

**Tirek:** Discord…you’re free?

(*A poof, and the trickster has become a very weird bird with mismatched horns, wings, and feet, sitting on a giant perch.*)

**Discord:** As a bird. (*He preens himself a bit…*)

**Tirek:** (*bowing*) I commend you on your escape. (*…then resumes his normal form.*)

**Discord:** (*harshly*) I’m afraid the feeling isn’t mutual.

(*He snaps his talons; cut to an extreme close-up of the hooded dark eyes, which widen in surprise at the sound of a clank. Zoom out to show that the bracers on his wrists have been connected with a length of heavy chain to form shackles. He pulls at these with force but cannot break them, so he shifts gears and fires a spell from between his vestigial bull horns. It zings toward Discord, who simply splits his head in half as far as the neck to let the shot pass harmlessly through. The fissure quickly knits itself back together; back to Tirek.*)

**Tirek:** Oh, I should have known you would want to have Equestria all to yourself.

(*Cut to behind him on the end of this; the camera now points over his shoulder toward Discord, who has donned a police officer’s shirt, tie, holster belt, and hat and is twirling a nightstick. He tosses this last item away.*)

**Discord:** Oh, I’m not doing this for me. (*It clatters down o.s.*) I’m doing it for my friends. (*He leans over to Tirek, having shed the cop duds, and whispers.*) Just between the two of us, it’s mostly for Fluttershy.

(*He gives the magic-stealer a squeaky little grin and quickly backs off.*)

**Tirek:** Fluttershy? You’re not saying you’re friends with… (*with some disgust*) …ponies?

(*Longer shot. A three-tier cake iced in various loud colors has appeared right in front of him; out pops Discord with a laugh, the top and middle tiers disintegrating into gobbets of sweet stuff that fly everywhere. Tirek throws up his manacled arms to shield his face, but the mess falls all over his cloak.*)

**Discord:** Surprise! (*Cut to Tirek.*)

**Tirek:** I *am* surprised that someone with your intellect does not see this…*friendship* is but a new form of imprisonment. Clearly you’ve had to abandon your true nature to stay in their good graces.

(*Back to Discord, who has done away with the remains of the cake and is now strumming on a small gold harp as a halo floats above his head. Once these words sink in fully, he throws the instrument aside.*)

**Discord:** (*offended*) I have done nothing of the sort.

(*Realizing that the halo is still in place, he waves it away and it flits off like a butterfly. Back to Tirek, now clean of sugary goop.*)

**Tirek:** Oh, please, I’ve seen this before. But he was always weak-minded. You are Discord. You are legend. You cannot fall into the same trap that claimed my brother. Help me to grow strong, and be rewarded with something far greater than friendship. (*Extreme close-up of his eyes, glowing even brighter than before for a moment.*) Freedom. (*This gives Discord pause.*) Once I’ve stripped these ponies of their magic, nothing would give me greater pleasure than to see their world turned upside down. Who better to do so than the master of chaos himself?

(*Cut to a close-up of Discord, who weighs this argument carefully, and zoom out to frame Tirek.*)

**Tirek:** Join me, Discord, and reclaim your greatness— (*acidly*) —unless, of course, “pony errand boy” is the role you’ve always wanted to play in this world.

(*The walking anatomical contradiction glances back toward a dresser that has appeared out of nothing and is floating in midair. Standing on it are the lamp he pieced together in his own image during “Keep Calm and Flutter On,” and a framed photo of himself and Fluttershy smiling at each other. As he starts to think very hard, zoom in on these two items and snap to black.*)

Act Three

(*Opening shot: fade in to an extreme close-up of the journal, held in Twilight’s magic, and zoom out to frame her reading intently. A page flip, a close look, and she comes up in a big grin. Cut to frame the whole group, still at it in the library of the crumbled castle.*)

**Twilight:** I think I’ve found something! (*Eyes on her; she lays it flat on the table, turning to Applejack’s bookmark.*) I’ve been reading our journal, and there’s something interesting about the sections that Discord bookmarked. (*The others gather around.*) Applejack, do you remember when you had to tell everypony that the tonic Granny bought from the Flim Flam Brothers didn’t really work?

**Applejack:** How could I forget? It was one of the hardest things I ever had to do.

(*Wavering dissolve to the moment in “Leap of Faith” when Granny Smith is drinking down a bottle of the unicorn hucksters’ useless brew after her interrupted attempt at a record-breaking high dive. The sunlight shines through the glass, refracting into a dazzling spectrum, and Applejack’s eyes pop wide open as a gleam of multicolored light plays across them for a moment. After it has gone, her face rearranges itself into stern resolve as the camera zooms out slightly.*)

**Applejack:** I hate to disappoint everypony— (*stepping toward crowd of spectators*) —but there’s no way Granny could’ve made that dive because this tonic *is a fake!*

(*Recall that the Ponyville Swim Meet was taking place at the time. Flim and Flam are among the crowd, and are the only ones not to gasp in shock at the accusation. WD back to her in the present.*)

**Applejack:** But in that moment, I knew I had to be honest. I just knew it. (*Zoom out, framing all others but Twilight looking on.*) But what’s that got to do with openin’ the chest? (*Back to the bookworm.*)

**Twilight:** I’ve found that each of you has had to face a situation where living up to the Element of Harmony you represent wasn’t easy. (*She magically turns to Fluttershy’s pages.*) Fluttershy, it was when you realized that the way to show kindness to the Breezies— (*Cut to the pegasus, Applejack, and Rainbow looking on; she continues o.s.*) —was by forcing them to leave your home.

(*Fluttershy puts a shocked hoof to her mouth at the recollection.*)

**Fluttershy:** Oh, the looks on their poor little faces.

(*During this line, the scene undergoes a WD to a moment in “It Ain’t Easy Being Breezies”: the throng of winged little houseguests/freeloaders gathered on the rug inside her cottage. Their faces indicate all too clearly how low they are feeling, and a cut to Fluttershy—holding her front door open and pointing sternly out through it—tells the rest of the story. They take to the air and fly slowly out, with their leader Sea Breeze hanging back just long enough to give her one final look. Tears begin to spill down the yellow cheeks as she sniffles almost inaudibly.*)

**Fluttershy:** (*voice over*) But I knew that as difficult as it was…

(*WD back to her in the castle library.*)

**Fluttershy:** …pushing them away was the kindest thing I could do. (*Another telekinetic page flip by Twilight, this time to Rarity’s entries.*)

**Twilight:** Rarity, even after Suri took advantage of your generosity at Fashion Week in Manehattan— (*Close-up of Rarity; she continues o.s.*) —you didn’t let it cause you to abandon your generous spirit.

**Rarity:** I simply couldn’t have lived with myself if I didn’t do something special for the friends who have always been so generous to me. (*Cut to the other four mares and Spike.*)

**Twilight:** (*from o.s.*) Rainbow Dash… (*Back to her, flipping to that bookmark.*) …you had the chance to fly with the Wonderbolts at the Equestria Games. But instead you chose to compete with your friends.

(*Cut to the blue daredevil on the second half of this; she drops out of her hover and stands with a smile, folding her wings away.*)

**Rainbow:** Sure, but being loyal to my friends was way— (*Pinkie leans over in front of her.*)

**Pinkie:** Ooh, my turn, my turn! (*Twilight obliges, jumping to the pink ribbon in the pages.*)

**Twilight:** Pinkie Pie, you realized that seeing your friend laugh was more important than proving you were a better party planner than Cheese Sandwich.

(*Cut to the grinning pink face on the end of this, then zoom out slightly as Rainbow steps up and throws a hoof across her shoulders. The last three moments Twilight has looked up are from “Rarity Takes Manehattan,” “Rainbow Falls,” and “Pinkie Pride,” in that order.*)

**Rainbow:** Best party I’ve ever had! (*Here comes Rarity.*)

**Rarity:** It’s clear we’ve all had our moments to shine, Twilight. But I’m with Applejack. What does any of this have to do with the opening of the chest?

**Twilight:** All of you had tough choices to make. (*Her perspective of the others, panning slowly across; Spike climbs up for a better look.*) But when you made the right one and embraced your Element, it helped somepony else make the right choice too.

(*WD to the final shot of “Leap of Faith”: the journal lying open at the base of a tree in the Sweet Apple Acres orchards. Resting on its pages are the pencil Applejack used to write her entry and the gold coin given to her by Silver Shill. An all-too-familiar rainbow gleam shines across it, and as Twilight speaks, the camera cuts to the other four items that have behaved in this same way. The flower Sea put in Fluttershy’s mane at the end of “It Ain’t Easy Being Breezies”…the spool of rainbow-colored thread on Rarity’s shelf, given by Coco Pommel in “Rarity Takes Manehattan”…the Wonderbolt-logo pin given to Rainbow by Spitfire in “Rainbow Falls,” now attached to the medal she won for qualifying in the aerial relay…Boneless, the rubber chicken that Cheese Sandwich gave to Pinkie in “Pinkie Pride.”*)

**Twilight:** (*voice over*) Each of you received something from the pony whose life you helped change.

(*WD back to her.*)

**Twilight:** I know it sounds crazy— (*magically closing journal*) —but maybe there’s something special about those objects that could lead us to the location of the keys. (*pacing; it floats in front of her*) The chest is connected to the Tree of Harmony. The Tree is connected to the Elements. And the Elements are connected to all of us. There must be a connection! (*smiling*) I hate to admit it, but maybe Discord was trying to be a good friend after all.

(*Dissolve to a close-up of the box at the base of the Tree. On the start of the next line, pan to frame all the objects on the ground except for the pin, which Rainbow is quick to add.*)

**Twilight:** (*from o.s.*) I don’t see anything on them that would give us a clue as to where the keys might be.

(*Ground level, pointing straight up at five heads—all but Applejack and Pinkie—gathered in for a huddle. Twilight has put the journal away.*)

**Twilight:** They’re just ordinary everyday objects.

(*Longer shot; Rainbow is now hovering, Applejack has joined the group, and Pinkie straightens up into view with Boneless in a crushing grip.*)

**Pinkie:** (*shaking it vigorously*) Come on, Boneless! Give us that key! (*Nothing but a series of squeaks.*)

**Twilight:** I don’t think that’s going to work.

(*She ducks just in time to avoid catching the vulcanized poultry with her face when it is flung in her direction. It connects solidly with one of the box’s six keyholes and rebounds, only to be hit by a beam of energy that shoots from the opening. All others but Pinkie gasp in shock, the pink goofball just smiling behind them—in some whacked-out way, her method actually did yield results—and Boneless turns into a gold key. The barrel is long, slim, and wavy, and the head is shaped as a cluster of three balloons to reflect Pinkie’s cutie mark. Slowly, steadily, the beam draws the key toward the box and fits it into that particular lock before fading away.*)

(*Dissolve to a close-up of its flat upper surface. The spool, pin, and coin have been laid on here, and Fluttershy adds her flower. Zoom out to frame the entire group as a flash of light emanates from the repository, levitating the four items. Each becomes a different key, with the cutie mark of the pony who obtained it worked into the head. The barrel of Rarity’s key has a zigzag shape, while that for Rainbow is made of two pieces that join at the toothed end to form the lightning bolt of her mark; its head shows only the cloud. Applejack’s and Fluttershy’s keys have straight barrels. The camera cuts to an extreme close-up of the box and tracks slowly around it as these four keys fit themselves into place, one by one, then stops on the still-empty sixth keyhole. Zoom in on this.*)

**Twilight:** (*from o.s.*) There’s still one key missing. (*Cut to her.*) The key that represents the Element of Magic. (*deflating*) My Element.

**Fluttershy:** Oh, but I’m sure that if we’ve gotten our keys, you have too, Twilight.

**Rarity:** (*crossing to Twilight*) Think, Twilight. When have you completed a difficult magical task, and in doing so encouraged another pony to do the same?

(*As she speaks, she rests a hoof on Spike’s forehead, earning a slightly soppy smile in return.*)

**Twilight:** I haven’t. If I had, I would’ve written about it in the journal.

**Spike:** Don’t worry, Twilight. I’m sure you’ll get your key eventually.

(*This bit of comfort brings a smile to her face, but he can come up with nothing more before his cheeks bulge out and he claps a hand over his mouth. Taking a quick step away from the group, he angles his head so as not to inflict any collateral damage and lets go with a belch of green fire. This forms into a scroll, which Twilight levitates down to herself and reads.*)

**Spike:** What’s it say? (*She lowers it, eyes wide with sudden fear.*)

**Twilight:** That I’m needed in Canterlot at once!

(*Cut to a long shot of the mountaintop capital. Twilight loops into view, homing in on the center of its opulent architecture, and a second cut shifts the view to within the throne room of Canterlot Castle. Celestia stands on the royal seat, Luna and Cadence to her right and left respectively; the doors burst open and Twilight gallops in, skidding to a stop on the red carpet.*)

**Twilight:** I came as quickly as I could. Is something wrong? Is it Tirek?

**Celestia:** I’m afraid I put too much trust in Discord and the effect that friendship would have upon him.

(*On the second half of this line, the view dissolves to a packed theater auditorium, the camera positioned on the balcony to point down at the stage. The curtain is down, but rises in time with a round of applause and a zoom in. Gasps from the audience; Discord stands here, dressed as an old-time magician complete with cape and top hat. He simply bows, earning a round of stunned gasps and few dissatisfied looks, then produces a magic wand and removes his hat.*)

**Celestia:** (*voice over*) Discord has betrayed the ponies of Equestria and joined forces with Tirek.

(*During the previous, he sets it on the stage, crown up, and gives it a tap with the wand. It rises clear of the stage on the head of Tirek’s cloaked form; he throws both it and the covering off to expose himself in full detail for the first time. The chain connecting his wrists is gone; dark gray fur streams down the back of his head, a match for the hide covering his humanoid chest; his horse body is a slightly lighter gray, with a tail the same shade as his beard; a broad loop of steel loosely encircles his neck, with a triangular medallion attached—the one worn by Scorpan during the Act Two story/history lesson. The legs end in light gray hooves, and the arms are uncovered except for the steel bracers. Tirek now stands easily to at least twice the height of any average pony, and he clasps his hands together with a fiendish grin as the ones in the audience gasp in shock.*)

(*As most of the crowd starts a rush for the door, one unicorn stallion stands his ground and gets ready to fire off a spell. All too soon, though, he finds himself being drained of his magic and his eyes fade and cloud as did those of the two previous victims. Other unicorns fall prey as well, the streams of magic turning into a current of sick orange energy that streams into Tirek’s open mouth—a match for the draining spell active between his horns. Within seconds he is pulling the arcane energy from every unicorn in the theater, to the applause of Discord in a box seat, and growing as his yellow corona envelops him once more along with black sparks running up and down his form. By the time all the magic fades away, he has bulked up considerably and his horns have grown out a foot or two. The dark gray upper-body hide and head fur have now gone to full black.*)

(*Dissolve to Twilight in the throne room.*)

**Twilight:** How could he do this? I thought our friendship meant something to him! I thought he had changed!

**Celestia:** Tirek has stolen enough magic that he now has the strength to steal flight as well.

(*As she speaks, dissolve to Spitfire, Soarin’, and Fleetfoot in flight, fully suited up and leading a platoon of Wonderbolt cadets into battle. Derpy Hooves is with them, but not in uniform. Down on the ground stand Discord and Tirek, the chaos master dressed as a restaurant maitre d’. He gestures at the incoming pegasi as if showing off a particularly toothsome meal, and the centaur warms up his magic and freezes them in place with that orange spell. Energy gushes from them into his mouth, the sky briefly darkening and one stallion’s cutie mark fading from his haunch; the victims drop from the air like a load of bricks, all having been forcibly turned back into blank flanks and their eyes faded and dimmed.*)

**Celestia:** (*voice over*) Without pegasi to control the weather… (*Ground level; his shadow falls over the prone Derpy.*) …there will be no rain in Equestria.

(*Now he strides among the fallen ponies, having grown again and crackling with energy. From here, dissolve to a group of Appleloosa earth pony residents galloping for their lives away from the settlement.*)

**Celestia:** (*voice over*) There is word he has gone after earth ponies as well.

(*A giant lasso whistles into view, snags the whole bunch, and yanks them back hard enough to whip one stallion out from under his own hat. Cut to Discord in the middle of the street, reclining in the sort of “fighting chair” seen on big-game fishing boats. He is dressed as an angler, with an old baseball cap on his head and a fringe of white hair around his jawline in addition to his usual beard, and he is using a fishing rod to reel in his catch. Once he has them where he wants them, he glances off to one side and Tirek throws open a saloon’s batwing doors to step out. By the time he reaches the captives, Discord has ditched his fishing gear and the extra hair.*)

**Celestia:** (*voice over*) Without their strength, they will not be able to tend the land.

(*The simian face aims a malevolent grin toward them as the yellow magic outlines that now-massive form once more. Dissolve to Celestia, Luna, and Cadence in the throne room.*)

**Luna:** Ponies will no longer be in control of their world. That power will belong solely to Tirek.

**Celestia:** There is no doubt that Tirek is after alicorn magic. With Discord by his side, we will not be able to stop him from taking it.

**Luna:** Once it is in his possession, his power will know no bounds— (*dropping head*) —and all hope will be lost.

**Celestia:** But there is one solution.

(*All three leave the throne and flutter down to stand in front of Twilight.*)

**Celestia:** It is only by making this sacrifice that Equestria and the lands beyond it might be saved. (*Long pause.*) We must rid ourselves of our magic, before Tirek has the chance to steal it from us.

(*Twilight sucks in a gasp of deepest disbelief, her eyes shrinking to thunderstruck purple points. Cut to a “To be continued…” title card and fade to black.*)

**Continued in Part Two**