**THE CUTIE RE-MARK—PART TWO**

**Written by Josh Haber**

**Produced by Devon Cody**

**Story editing by Meghan McCarthy**

**Consulting direction by Jayson Thiessen**

**Supervising direction by Jim Miller**

**Directed by Denny Lu**

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

Prologue

(*Opening shot: fade in to a “Previously on My Little Pony” title card, then cut to a close-up of Twilight Sparkle during her speech at Celestia’s School for Gifted Unicorns in Part One, Act One. Her eyes widen in surprise, and she shades them with a hoof to peer into the audience.*)

**Spike:** (*voice over*) Starlight Glimmer?

(*Her perspective, panning slowly across the spectators in the lecture hall.*)

**Twilight:** (*voice over*) I was sure I saw her, Spike.

(*Close-up of Starlight Glimmer, lounging on Fluttershy’s throne within Twilight’s castle and smirking to beat the band.*)

**Starlight:** (*leaning over map table*) Welcome home, Twilight.

(*Longer shot of the throne room: her time-travel spell kicks into gear, creating the domed portal above the table and sucking Twilight and Spike in with a paired scream. Starlight has already transported herself away. During the next line, cut to the Cloudsdale flight camp that Fluttershy and Rainbow Dash attended in their youth. The race between Filly RD, Colt Dumbbell, and Colt Hoops—the last two of these being the ones who bullied Filly FS—is in progress, as in “The Cutie Mark Chronicles.”*)

**Spike:** (*voice over*) We traveled back in time to when Rainbow Dash performed her first Sonic Rainboom?

(*Just as she is on the cusp of pulling it off, Starlight’s beam scores a bullseye and paralyzes her. On the next line, cut to four other fillies being affected by the lack of the light show: Fluttershy being abandoned by animals in the forest…Applejack pulling the curtain shut on her Manehattan bedroom window…Pinkie Pie staring up at the gloomy gray sky over her family’s rock farm…Rarity knocking the huge gem-concealing rock off its ledge.*)

**Starlight:** (*voice over*) Without the Rainboom, you and your friends will never form your special cutie mark bond!

(*Twilight and Spike are sucked into the passage. On the next line, cut to the first altered present: the table with its red-tinted map and the shattered thrones stand alone in a meadow.*)

**Twilight:** (*voice over*) But whatever Starlight did in the past changed things here!

(*Act Two: cut to King Sombra, arrogantly surveying his holdings from a balcony of the dark and twisted Crystal Castle as shackled crystal ponies trudge past, then to a flight-suited Rainbow giving one of his helmeted soldiers what for. During the next line, cut to her on the ground, helmet gone, battle scars on display and receiving salutes from Pinkie and her sister Maud after they have saved her from being crushed under a boulder. These two return to their posts, and she lifts off to rejoin the fight.*)

**Twilight:** (*voice over*) I don’t want to live in that awful future we saw.

(*Act Three: cut to her and Spike, standing in front of the map table in the second altered present, with the table surrounded by the now-overgrown Everfree Forest. She scrutinizes the scroll with the spell Starlight has been using as he stares fearfully ahead.*)

**Spike:** (*small voice*) I don’t think you’ll have to. (*Spears are thrust toward them; Twilight drops the scroll.*)

**Fluttershy:** (*voice over*) All servants of Queen Chrysalis found in these woods must be destroyed!

(*During this line, cut to a slow pan across the mud-streaked, tribally painted warriors holding the weapons—including Fluttershy and Pinkie. The last word is accompanied by a cut back to the two good-and-scared temporal sojourners. Twilight swallows hard as the camera zooms in slowly, and the view snaps to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to an overhead view of the standoff and zoom in slowly as more ponies trot up to join the natives’ side.*)

**Twilight:** Wait! We’re not changelings! (*Close-up.*) I’m a pony— (*pointing at Spike*) —and he’s a dragon! (*Pinkie leans into his face.*)

**Pinkie:** A likely story! (*poking him*) Do something dragon-ish!

(*He obliges her by belching up a small flame that disperses a cloud of smoke into her face and elicits a violent cough.*)

**Pinkie:** (*hoarsely, backing off*) That works.

**Fluttershy:** The servants of Chrysalis will do anything to save their evil skins.

(*Close-up of the two suspects on the end of this, spear points once again coming dangerously close to their heads.*)

**Zecora:** (*from o.s.*) STOP!

(*The holders of these weapons look up toward the boughs of the trees behind them. Pan/tilt up to follow their eyes and stop on the zebra’s shadowed form standing on a thick branch. She steps along its length into full light, revealing a few noticeable changes to her appearance. Tribal paint around the eyes; gold foreleg hoops gone; fur half-chaps on one fore and one hind leg; saddlebags hung with potion bottles on her back; the Mohawk cut of her mane greatly lengthened and with a braid hanging down behind one ear. She is the only one not marked by patches of mud on coat or mane.*)

**Zecora:** If they are changelings, we’ll soon see, (*She jumps down to face them.*)

Though I think they’re not what they appear to be.

**Twilight:** Zecora! Please, you have to listen!

(*Her tentative step forward is immediately hemmed in by the stone spearheads. Now, in a head-on shot, the zebra advances stoically through the ranks of her bloodthirsty comrades, who step aside to make room. She holds up a gourd.*)

**Zecora:** Beneath this salve, no changeling hides,

(*She gets a hoof-load and extends it toward the camera.*)

For it reveals the truth inside.

(*Fade to black as her hoof fills the screen, then snap to her backing off from Twilight in close-up. The winged unicorn has been daubed around her eyes and various body parts, and splotches of mud dot her form as well. A zoom out shows that Spike has received similar treatment. A faint glow appears around Princess and dragon, prompting a round of gasps from every equine but Zecora, who just stares wide-eyed as they retreat to a safer distance. She puts a hoof to her chin for a moment’s thought before Pinkie pops her head back into view.*)

**Pinkie:** What does it mean?

**Zecora:** (*crossing to Twilight, Spike*) The meaning is far worse, I see,

(*turning to others*) For it is we who should not be.

**Twilight:** I think I can explain.

**Zecora:** I’m sure you can, but let’s not talk here.

Chrysalis and her army will soon draw near.

(*She moves off, the pair following. Wipe to a path, the camera focused on a stallion standing on a tree limb in the foreground and keeping watch. He flips a hoof signal toward the line of ponies making their way through the territory, then jumps down and o.s. as the focus shifts to them. The glow has faded from Twilight and Spike.*)

**Zecora:** The changelings took over not long ago,

Though I’ll wager in your world that isn’t so. (*Ground level.*)

**Twilight:** Chrysalis and her army tried to take over Canterlot, but my friends and I stopped her. (*Close-up of Zecora.*)

**Zecora:** Those friends as you know them are not here, alas.

But tell me how all this came to pass. (*Pan to Twilight on the end of this.*)

**Twilight:** Starlight Glimmer, a pony who traveled back in time to stop my friends and me from ever coming together.

**Zecora:** And it is these friends you have in life

That keep Equestria free from strife?

**Twilight:** I guess so. But this is the second time I’ve come back, and this world is even worse than the last one! If Starlight keeps doing the same thing in the past, how could the present be so different?

**Zecora:** Ahhh. (*All stop.*)

Time is a river, where even the tiniest changes seen

(*Close-up of a trickle of water on the ground; she puts a hoof down to dam the flow, but it works its way around to a new course. She continues o.s.*)

Can lead to a cascade of effects downstream.

(*Back to these two; she moves off along the trail, leaving the winged unicorn to ponder these words. Dissolve to Zecora coming to a stop at a new spot.*)

**Zecora:** This part of the forest is dark and damp.

(*She pushes a curtain of vines aside; behind it, a small settlement of huts and ponies can be seen in a clearing, out of focus.*)

But it’s done well to hide our camp.

(*As she finishes, the camera zooms in and re-focuses to show potion bottles hanging from tree branches and a stream running through the area. The camp’s inhabitants bear stripes and marks on their bodies, similar to the ones who have intercepted Twilight and Spike. A stallion splits a chunk of firewood with a hatchet in his teeth as a filly gallops fearfully to him and huddles in close—father and daughter. The cause for her alarm is Twilight’s approach, and Cherry Berry risks a look out from the doorway of a nearby hut as the two out-of-timers pass, accompanied by Fluttershy, Pinkie, and Zecora. Spike waves to the locals.*)

**Spike:** (*approvingly*) This is cozy.

(*They stop short at a cry of panic from the o.s. Rarity. Pan quickly ahead to a clump of bushes, through which she and Rainbow gallop into view. Coats are scuffed, manes disheveled, and both haunches carry their proper cutie marks.*)

**Rarity:** Please! (*Applejack catches up to them.*) You have to help us!

(*She is in just as sorry a state as these two, and the three apples are in their expected place on her haunch. None of them wear the wartime outfits they sported during the campaign against Sombra in Part One.*)

**Rainbow:** The changelings attacked Ponyville! (*Zecora moves a bit closer.*) We barely escaped with our lives!

(*Twilight begins to trot across to them, overjoyed at having discovered the rest of her old friends, but Zecora throws out a foreleg to block her.*)

**Zecora:** The only changeling attack I see

Is the one that come [*sic*] here looking for me!

(*Applejack moves up past the other two fugitives, head down and hat tilted forward to further obscure her face—but a small smile can be seen just past the brim.*)

**Applejack:** It’s taken quite a while to find you… (*raising head, smiling crazily*) …Zecora.

(*She laughs in a voice that is decidedly not her own as a ring of yellow-green flames forms around her and erupts into a blazing pillar that hides her from view. Defenders charge toward her, leaving Spike to stand thunderstruck and Twilight to back gingerly toward him. In extreme close-up, a tattered, translucent wing materializes on an orange-tan flank, a crackle of magic turns a leg dark gray and fills it with holes, and a gnarled horn pieces itself together to lift the brown cowboy hat on its tip. A pulse of power traces up to disintegrate the item, and a few last troops fall in behind Zecora as the shadow of Chrysalis—the changeling queen not seen on camera since Part Two of “A Canterlot Wedding”—extends toward them. Her rich, demented laughter rings out over the clearing before the camera cuts to the shape-changer in all her ruined glory. Behind her, Rainbow and Rarity are now smiling cruelly. Her voice does not carry the buzzing undertone it exhibited during that previous episode.*)

**Chrysalis:** (*stepping forward, emptying a hanging bottle*) What a lovely village you’ve chosen to stage your little resistance. (*She leans toward Zecora…*) It looks absolutely delicious!

(*…and licks her chops. Bon Bon and a stallion advance on the intruder, the purest bloodlust in their eyes, and back her up thanks to their spears.*)

**Chrysalis:** Oh, come now, Zecora. You’re vastly outnumbered.

(*Each of the two equines who came in with her disappears briefly behind a yellow-green flare and comes out of it as an armored changeling. They rise to a hover as the camera zooms out to show dozens more un-armored, airborne fighters closing in slowly. Some land on rooftops, but most simply go into a dive toward the populace. One stallion stares in mute terror, but the sight of a nearby filly becoming a changeling scares him into a mad dash, with it in hot pursuit. Cut to a long shot of Chrysalis addressing the surrounded resistance cell and pan slowly across.*)

**Chrysalis:** I know you don’t want your charges hurt. Come quietly to the dungeons of Canterlot— (*Close-up.*) —and I promise to leave the others alone. (*Fluttershy moves up, spear ready.*)

**Fluttershy:** Why would she ever trust *you?* (*Pan to Zecora’s other side; Twilight steps in.*)

**Twilight:** (*to Zecora*) Even if there’s a chance Chrysalis will honor her word, shouldn’t you try?

**Zecora:** (*softly*) Race to the map while we hold off the attack.

Stop Starlight and put the whole world back on track!

(*With a resolute nod, the violet Princess gallops away from the face-off, not even breaking stride as she extends a wing to flip Spike onto her back.*)

**Chrysalis:** Time to make a decision, Zecora!

**Zecora:** Even if what you are saying were true,

We’d never surrender to a creature like you!

(*Her rear-up and feral yell are the cue for the whole crew to charge in a body across the clearing, and Chrysalis leads her forces in. Cut to a silhouette view of the instant melee; Zecora and Chrysalis grapple briefly, but a burst from the latter’s twisted horn sends the former to the dirt. Full color resumes as one of the armored changelings gets blasted away with Twilight’s beam just before she gallops past. Here come far too many aerial attackers, ready for a round of payback and closing the distance as she heaves for breath. Cut to her perspective, topping a rise and approaching the map table, then back to her and Spike. The baby dragon ducks just in time to avoid getting a good chunk of his head bitten off; next, several changelings pull ahead to cut off the run, but she handily teleports him and herself away to reappear at the table and its queasy-green map. Twilight magically whips the scroll out of the backpack Spike has carried throughout the pair’s temporal gallivanting and unrolls it. Within seconds, the portal has energized itself, drawn them in, and begun to shrink, leaving the changelings with nothing to show for their efforts.*)

(*Cut to the flight camp. They are ejected above the runway, and Twilight comes down in a crouching four-point landing while safely levitating Spike down next to her. The scroll has been packed away again. Instantly she conjures up a force field to encompass both of them and stop a shot from the o.s. Starlight; the barrier drops as soon as it has done its job, and Twilight glares daggers at the vengeful unicorn on a nearby cloud. She does a vertical liftoff, gaining several hundred feet and returning fire—but Starlight floats herself to the other end of her cloud and lets the beam slice away the portion she had been standing on.*)

**Starlight:** Not bad, but it’s gonna take a lot more than that.

**Twilight:** Lucky for you there’s more where that came from!

(*Doing a wide vertical loop-the-loop, she unleashes a barrage that Starlight blocks with a brief, effortless shield around herself. Spike hunches down to protect himself from the magical ricochets, then looks up to find Starlight swinging a beam toward Twilight, who charges through a row of cloud hoops. The onslaught chops through every one, leaving the lower halves to drop free. The winged unicorn’s flight catches the attention of a couple of fillies, who stare after her in wild wonder. A blast from Twilight’s horn obliterates the rest of Starlight’s cloud, but does no other damage thanks to the unicorn’s vertical sidestep.*)

**Starlight:** You’ve really gotta work on your aim!

(*She gets around that minor technical hitch by uncorking a wide beam that homes in on the cloud where her opponent has perched. Twilight teleports away a fragment of a fraction of a second before the energy rips a hole into the heaped water vapor and burns straight through from front to back. Cut to a series of freeze frames, zooming out slowly on each: Twilight firing at Starlight, who barely dodges…Starlight shooting back and scoring a hit on the shield Twilight has put up…the two exchange horn-fire and barely miss each other. Normal motion resumes with a cut to the race between Filly RD, Colt Dumbbell, and Colt Hoops. All three stop and stare toward the epic shootout, their competition instantly forgotten.*)

(*Cut to Twilight as she lands on a cloud plateau, gasping for breath, sweaty of face, and with her mane/tail slightly disheveled. Down comes Starlight across from her, equally worn out but not looking quite so messy; she can manage no more than a weak spell, which Twilight blocks with a momentary shield.*)

**Filly RD:** (*from o.s.*) Whoa!

(*Twilight looks behind herself with a shocked grimace. Cut to the three foals, who have taken seats on the sidelines to watch; Filly RD is chowing down from a bag of popcorn. The sound of a teleport is heard from o.s., and the winged unicorn promptly poofs onto the runway to face them down. Her mane/tail are back in order.*)

**Twilight:** What are you doing? You have to finish your race!

**Filly RD:** No way! (*Spike crosses to Twilight.*) This is way more exciting!

**Starlight:** (*from o.s.*) See?

(*Cut to her, ready for another go and walking across the runway.*)

**Starlight:** (*warming up horn*) You can’t stop me no matter what you do!

(*The blaze of light from o.s. above marks the re-emergence of the portal, and it drags Twilight and Spike up off the runway with remarkable speed.*)

**Filly RD:** (*tossing popcorn aside, as it fades away*) Aw, man…

(*Cut to the map table, now standing in an Everfree Forest clearing at night. An overhead crackle of light and sparks heralds the travelers’ return to this present time; they hit the table and bounce off for a very hard landing on the ground. Spike is first to begin peeling himself up with a groan and look around. The map has turned a darker shade of its normal blue.*)

**Spike:** That’s strange. (*Twilight stands.*)

**Twilight:** (*very snarky*) Well, you obviously don’t mean us falling, because *that’s* becoming pretty routine.

**Spike:** No. It’s just the other times we’ve come back, it’s been day. (*pointing ahead*) But look!

(*Cut to a stretch of sky seen through the treetops and tilt down to frame them from behind. A rustling noise makes itself heard under the next words.*)

**Twilight:** Why would the map bring us back to a different time of day than when we left? (*Spike turns toward the sound, eyes popping in sudden terror.*)

**Spike:** Um, maybe we should figure it out later!

(*The Princess swivels her head for a look, just in time for a hefty paw to thud onto the grass in the foreground. A cut back to the table reveals it to be attached to a timber wolf, which is soon joined by a second one that leaps onto the flat surface. Feral snarls and yellow-glowing eyes broadcast the woody beasts’ intentions all too clearly. Twilight gathers herself to cast a spell, but the flight camp shootout has left her so drained that she can only manage one spark that plops feebly to the ground. The timber wolves get a good lungful of her scent and send up a long howl as she sprints away, hefting Spike onto her back and powered by nerves and panic.*)

(*One after another, pairs of yellow eyes begin to glow in the underbrush lining the path. Cut to a head-on shot of the fleeing mare and rider; she slides to a sudden stop, and the camera zooms out to show that she has reached the edge of a ravine spanned by a stone bridge. A confused upward glance is followed by a cut to behind them and slow tilt up. The bridge is one of two that cross the gap; on the far side, a path winds through a grassy plateau to stop at the front entrance of a tall, imposing castle. Its façade of gray stone contrasts with the shades of blue on the towers, and mist swirls around the base to diffuse the moonlight into an eerie glow. A yellow crescent moon gleams from the topmost spire.*)

**Twilight:** (*now o.s.*) The Castle of the Two Sisters!

(*Also known as the Castle of the Royal Pony Sisters. Close-up of the pair; the timber wolves’ howls are heard from somewhere close.*)

**Spike:** (*jumping off her back*) Well… (*now o.s.*) …don’t just stand here!

(*On the end of this, cut to the nearby bridge as he runs across. She gallops after him toward the castle, and the view cuts to a close-up of a pair of closed double doors as they burst in from outside and slam them shut. Once they have their lungs working properly again, they risk a look around and the camera zooms out to a very long shot of this entrance hall. It has the same structure as that seen in their visits to the ruined castle they know, but the décor is markedly different. The whole place is done in shades of purple, blue, and blue-green, and the rug, stained-glass windows, and hanging tapestries have a recurring star/planet/crescent-moon motif. Torches in the side entrances blaze to life with pale blue flames. Cut to their end at ground level, framing the stairs that stand at the far terminus; they walk into view toward these, and the camera then cuts to the landing as they mount to its level. A tapestry lies on the floor up here.*)

**Spike:** This place looks a lot cleaner than I remember.

(*The textile is swept away in a glow of magic that is not Twilight’s, and both she and Spike cringe mightily as the caster strides across in the fore. Seen only from the neck down, this pony has a white coat, purple foreleg shoes, sleeveless black/purple tailcoat over a blue blouse with a crescent-moon pin at the collar—and three very familiar blue lozenge-shaped gems on the haunch, just ahead of a purple tail tied into a bun. Both faces break into relieved smiles.*)

**Twilight:** Rarity?

(*Cut to frame the unicorn from behind; her mane is in a bun as well. Once she has the tapestry properly hung, she turns away from it with an air of irritation.*)

**Rarity:** The castle isn’t open for viewings today. The tapestries all need changing—again! (*Another tweak; Spike zips over to her.*)

**Spike:** Rarity! It’s me! (*She recoils in disgust.*)

**Rarity:** (*turning away*) I don’t socialize with dragons. (*walking off*) I don’t know anypony who would.

(*The reptilian face falls, the head spines droop, and the green eyes go big and sad as he utters a crushed little whimper. Now Twilight bounds over him and wheels to face Rarity.*)

**Twilight:** Rarity, you have to listen to me. The future of Equestria is at stake!

**Rarity:** I don’t know how you know my name, but I am far too busy to entertain some tourist’s ridiculous fantasies. (*She floats another tapestry up off the floor.*)

**Twilight:** I have to get back to the map so I can stop Starlight from changing the past, because every present I come to is worse than the last!

(*And now comes a voice she surely hoped, expected, and prayed never to hear again.*)

**Nightmare Moon:** (*from o.s.*) Time travel, you say?

(*Twilight swivels toward the source, a bat-winged throne standing in shadow on a two-level dais at the far end of the room. Even if the gleam of Nightmare’s blue helmet and chest piece were not dimly visible, the amorphous blue-violet vapor of her mane/tail would be a dead giveaway. Twilight and Spike recoil in horror, finally getting a good look at one of the hangings Rarity has been putting up: the midnight-hued villain of old, standing tall and proud on a full moon as the mists of her mane/tail snake down to envelop the trees below. Other windows and decorations in this throne room only serve to hammer the point home in both adventurers’ skulls, and the camera tilts down from the huge crescent moon mounted on top of the royal seat and zooms in on the former Mare in the Moon.*)

**Nightmare:** (*leaning forward into the light*) Now that’s something I would like to see.

(*Snap to black.*)

Act Two

(*Opening shot: fade in to Nightmare, cackling madly, and zoom out. Six armored, bat-winged ponies—similar to the ones that pulled Princess Luna’s chariot during her visit to Ponyville in “Luna Eclipsed”—advance from the dais to fall in on either side of Twilight and Spike. Their helmets incorporate face guards that leave only the eyes and chins visible.*)

**Nightmare:** (*flying off throne to land in front of them*) Tell me how you came by this magic to travel through time.

(*One of the six—with a sky-blue coat—speaks up in an instantly recognizable raspy voice that brims with barely checked anger.*)

**Rainbow:** The Princess asked you a question!

(*She pulls off her helmet, revealing a buzz-cut mane; zoom in on her. Unlike her counterpart in the Part One war against the Sombra, this one has an intact eye and ear.*)

**Rainbow:** And unless you want to end up in the dungeon, you’ll tell her what she wants to know! (*Twilight just stares, her mind blown.*)

**Nightmare:** (*quietly, menacingly*) Nopony in my kingdom but me should possess a magic powerful enough to change time.

**Spike:** *Your* kingdom? (*Twilight gives a him a “shut it” nudge.*)

**Nightmare:** Who else?

**Spike:** Um…Celestia, of course.

(*The mention of that name sparks uneasy glances between Rainbow and the nearest guard; Nightmare just goggles at him for a moment, then breaks into wild laughter.*)

**Nightmare:** My sister has been imprisoned in the moon for years!

(*As she says this, she points toward a window and the camera zooms in on it; sure enough, there is the full moon, showing a mirror image of the “Mare in the Moon” crater pattern that had denoted Nightmare’s millennium of imprisonment. The two sisters’ showdown at the end of it resulted in the tables being turned, no doubt. Now Nightmare leans down into Twilight’s face.*)

**Nightmare:** But it is no less a fate than she sentenced me to. (*stomping a hoof*) Now, reveal to me the source of this time magic!

(*After a brief pondering that seems to last a month, Twilight makes up her mind.*)

**Twilight:** (*quietly*) All right.

**Spike:** (*horrified*) Twilight, no!

**Twilight:** We have no choice, Spike. (*to Nightmare, stepping ahead*) I can take you to it, but you’ll have to get past the timber wolves.

**Nightmare:** *I* am the ruler of all of Equestria. Do you think I can’t deal with timber wolves?

**Twilight:** No. I know you can.

**Nightmare:** (*lighting horn*) And if you were thinking of trying to escape…

(*Her magic floats Spike up to eye level and conjures up several lengths of chain, which wrap around his body to pin his arms to his sides.*)

**Nightmare:** …it would be very unfortunate for your friend.

(*To which Twilight responds by cringing and chewing her lower lip fearfully, wondering just exactly what she has gotten herself into. Dissolve to the marred moon and tilt down to a path through the underbrush; in the distance, timber wolf snarls are met by flashes of magic. The creature bounds into view, yelping in pain and fear, but Nightmare pursues at a leisurely walking pace and blows it to kindling before it can clear the next turn. She is accompanied by a sullen-faced Twilight.*)

**Nightmare:** How does it work? (*Two guards bring up the rear; Spike is levitated along.*)

**Twilight:** A pony from my time used a spell to go back and change the past. (*They have reached the map table.*)

**Nightmare:** (*walking to it*) And now you will give this spell to me. (*Close-up.*) With it, I will ensure that the Elements of Harmony are never found and my reign lasts forever!

**Twilight:** (*from o.s.*) But it won’t.

**Nightmare:** What? (*Cut to Twilight, smiling savagely.*)

**Twilight:** In my world, my friends and I found the Elements and used them to defeat you! (*spreading wings*) And I will do everything in my power to bring that world back!

**Nightmare:** (*rearing up*) No!

(*Twilight teleports away to avoid the beam Nightmare fires at her, and a second burst takes Spike off the scene, leaving only broken chain fragments in his place. She reappears on the table, the baby dragon safe on her back, and hits it with a shot to open the portal and get off this crazy train.*)

**Nightmare:** NOOOOOO!!

(*The glare of the portal’s closing fills the screen. From here, snap to the skies above the flight camp as they are ejected; Twilight instantly comes up in a hover and lets go with a blast. It scores a bullseye on the hovering Starlight and encases her in a chunk of crystal, just as she did to Twilight and Spike in Part One. The only difference is that this one is magenta instead of blue. The trapped unicorn drops a few yards and whumps onto a layer of cloud, and Twilight flies over to her.*)

**Twilight:** Now more than ever, I know how important it is to stop you!

(*Starlight’s horn blazes up to shatter the prison; she rises off the cloud, looking as if she and sanity are about to part ways once and for all.*)

**Starlight:** Well, good luck!

(*She flies off, chased by Twilight/Spike. The foals’ race ranges through the cloud hoops, but Rainbow loses her lead when one pinkish-violet hoof is thrust into view to send her tumbling away with a yell. Starlight aims a satisfied glare after the two colts once they have passed; Twilight mounts a midair charge, but it gets cut off when the portal reopens to pull her out. Again the glare of its closing whites out the screen, which then snaps to a close-up of the map table as she and Spike thump gracelessly onto it. None of the broken thrones stand around it anymore, as will be the case in all subsequent trips, and the surrounding land has been absolutely torn apart. Both the map and the sky have gone a sick shade of red, different from the map’s color during the war with Sombra, and a tremor shakes the ground. Mare and dragon look up in wordless terror and find themselves regarding Tirek—the centaur who tried to drain all Equestria of its magic in “Twilight’s Kingdom.” Grown once again to giant size, he fires a wide beam from his horns and sweeps it across the shredded landscape to blow away anything and everything it touches. Spike whips out the trusty scroll, which Twilight levitates up and away to jump-start the portal.*)

(*A flare of white light fills the screen; snap to the Cloudsdale sky again as she arrives, carrying Spike and with the scroll stowed away. She fires off a spell, which Starlight dodges; behind her, Filly RD hovers above Filly FS, Colt Dumbbell, and Colt Hoops. The wannabe stunt flyer, in the midst of berating the two bullies, takes the hit and ends up frozen in a crystal block that thumps onto the clouds. Starlight claps slowly and sarcastically at this grade-A screw-up. Another flash from the portal, and the view has shifted to a pile of squeaky pony dolls, from which Twilight and Spike pop their heads up—the map has been switched out. The silhouettes of floating midair islands can be seen in the grayish-green sky behind them, and the two time travelers are very surprised to see Princesses Celestia and Luna gallop past—ridiculously colored clothing, red rubber-ball noses, manes/tails fluffed up like clown wigs. A cut to just behind the pile gives away the glaringly obvious conclusion—Discord has taken over the joint. Houses and buildings have been inverted and stuck up in the air, and the path leading to Ponyville is done in a light blue checkerboard pattern. The draconequus has donned a crown and a red fur robe trimmed in white and is carrying a gold scepter topped with a likeness of his own head. He rides a unicycle in a circle, chasing the deposed Princesses around and around and loving every second of it. Pies begin to rain down, one landing squarely on Twilight’s head, and she throws the dirtiest look she can muster.*)

(*Flash to the Cloudsdale sky. A now-clean Twilight drops out of the portal with Spike on her back, prepares to launch a humdinger of a spell, but checks it with a look of stunned surprise. Filly FS is being maneuvered through the cloud hoops by Starlight’s magic in an impromptu flying lesson. Colt Dumbbell and Colt Hoops applaud the effort and fly off after the yellow pegasus, and Starlight grins nastily back toward her nemesis. Another flash, and Twilight and Spike are lying atop the map table under a sky that has gone a rather unhealthy shade of smoggy grayish-brown that is matched by the map. They get up for a look around, only to be shocked when a large mechanical arm reaches into view and clamps onto the nearest tree, ripping it up with seemingly no effort. Cut to a close-up of a stylized drawing of the Flim Flam Brothers standing under a sunburst graphic and zoom out. The image does not include the unicorns’ boater hats, and this is matched by the pair at the controls of a caterpillar-tracked “feller buncher”—a machine that can cut down or uproot trees and stack them in piles for later removal—with a pair of fuzzy dice hanging from the ceiling. The rig rumbles away, carrying the tree it has just torn out; in the distance, more than one factory belches filth into the sky. The soot and smog are thick enough to hide the summit of a nearby mountain.*)

(*Flash to the Cloudsdale sky. Here come Twilight and Spike again, barely avoiding the magic blast that Starlight sends their way.*)

**Starlight:** (*from o.s.*) Up for another race-ending fight, Twilight?

(*Cut to her on this last word, standing on a cloud high above the race’s starting line. The main event is about to begin, and Twilight flies to perch on a second cloud at her level.*)

**Twilight:** (*quietly, resolutely*) No. You were right. I can’t stop you.

(*The pinkish-violet unicorn rises to her hind legs, warming up her horn with an expression of savage triumph, but Twilight raises a shield to block her shot. Dropping it just as quickly, the winged pony glares across at her opposite number.*)

**Twilight:** But you can’t stop me from trying. And we could be stuck doing this for all eternity!

**Starlight:** If that’s what it takes to keep you and your *friends* from getting your cutie mark connection, then I’m game!

(*Another shot, another block. The camera stays on Twilight as she floats a wisp of cloud over toward herself and shapes it into a slope, with a house at the bottom.*)

**Twilight:** What you’re doing goes way beyond cutie marks. (*pushing a little ball up to the top*) Everything we do here in the past— (*letting go; it grows while rolling*) —even the smallest change, can snowball into an avalanche of trouble for the future!

(*The ball hits the house and pulverizes it on the end of this line, after which the whole display gets blasted into nothingness by Starlight.*)

**Starlight:** (*from o.s., casually*) Oh. (*Cut to her; mocking singsong tone.*) Next I suppose you’ll tell me that the fate of all of Equestria hangs in the balance.

**Twilight:** It does!

**Starlight:** Spare me your overblown ego! (*as Filly RD flies past in the background*) No group of friends, not even Princess Twilight’s, is that important!

(*A well-placed spell zaps the young flyer, throwing her into a wild, yelling tumble and leaving Colt Dumbbell and Colt Hoops to race on. The portal opens above Twilight’s head, sucking Spike in on the start of the next line.*)

**Twilight:** I don’t know how important other ponies’ friendships are to the future, but I can show you what the world is like without mine!

(*With that, she hurls herself across the gap between the two clouds, seizing Starlight and dragging her along for the ride. Fade to white as the portal shrinks away, then in to a landscape unlike any other alternate-present version of Equestria seen so far. As far as the eye can see, there is simply nothing alive in this place. The ground is a rocky, blasted waste, while the sky is cloudless and dark, with only a dim orange fringe of sunset at the horizon. Only a few dead, gnarled trees and lifeless clumps of grass suggest that any living thing once resided here. A relentless wind howls across the land as the camera pans slowly to Starlight; she faces the desolation silently for some moments before turning away with a glare of purest fury.*)

**Starlight:** Where are we?

(*Long shot: she faces the map table, with Twilight standing next to it and Spike on top. The map has taken on the no-color of the ground.*)

**Twilight:** The future, or rather, the present.

**Starlight:** But there’s nothing here.

**Twilight:** I wish I could say I was surprised, but every world I come back to is worse than the last. I don’t know why my friends and I are so important to Equestria, but we are.

**Starlight:** (*grimacing*) I don’t believe you!

**Spike:** Come on, Starlight, look around. (*She does so.*)

**Twilight:** Like I said, everything in the past affects the future. (*Close-up; she lifts some dirt on a hoof and the wind blows it away.*) Even the tiniest act. And what you’re doing leads here.

(*Zoom out to put a suddenly pensive Starlight in the fore.*)

**Twilight:** I know I can’t stop you, but I thought showing you this might change your mind. (*The rancor returns to her opponent’s face.*)

**Starlight:** (*stomping a hoof, turning to Twilight*) Change my mind? You don’t know anything about me. (*jumping toward her*) I was perfectly happy before *you* *and your friends ruined what I built!*

**Twilight:** I don’t know what happened that led you to make your village without cutie marks. And I’m sorry my friends and I had to take it away.

**Starlight:** You want to know what happened to me?!? (*She floats up, horn blazing, and positions herself over the table.*) *I’ll show you!*

(*All four hooves hit the surface so she can let her magic wash over the map to blank it out. The ticking arcane symbols that had marked the portal spring into being around the circumference as all three are pulled through the luminous circle and out of sight. Those runes are last to go, the sheen of power instantly evaporating to leave the map as it was.*)

(*Cut to a tranquil village elsewhere in Equestria during the day. A flash in the foreground deposits them not too far from a cluster of houses.*)

**Twilight:** Where are we?

**Starlight:** (*scornfully*) That map of yours is connected to every part of Equestria. (*walking ahead*) And this part is my home.

(*Princess and dragon trade an uncertain look, but set off after her. Cut to inside one house, the camera positioned well above floor level to frame the high arched ceiling and the upper portion of a very tall stack of books. One is levitated onto the top, and the camera tilts down to show the whole assembly balanced on a small table in the living room. Two unicorn foals regard it from opposite sides, neither having yet gained a cutie mark. One, sitting on her haunches and applauding this display, is a young Starlight wearing her mane tied in two pigtails with blue-green ribbons. The other, a standing colt who drops to match her position, is Sunburst: bright yellow-orange coat, pale tan “blaze” stripe down his nose and matching “sock” markings on all four legs, short mane/tail in two shades of red-orange, blue-green eyes. He is the one who set the last book, and a set of shelves behind them has been picked clean to provide the building materials. On the start of the next line, zoom out slowly to show Twilight, Spike, and the full-grown Starlight looking on from a window outside.*)

**Starlight:** (*wistfully*) Sunburst and I did everything together. In fact, I don’t remember us ever being apart— (*Just inside the window; her face hardens.*) —until today.

(*Her tongue clamped between her teeth, Filly SG uses her field to ease a volume out from the lowest levels of this tower. This move destabilizes the whole thing and sets it toppling toward her; she hunches down in close-up to protect herself, but the sheer poundage of all the hardbacks never makes contact once the glow of Sunburst’s magic seizes them. His playmate’s eyes widen disbelievingly as he effortlessly floats them all away and gets them going in a circle around himself, levitating his own body off the floor in the bargain. Golden light blazes out around him, and within seconds the books are back on the shelves; it fades away as he drops back to his hooves, and a glowing spot appears on his haunch. In close-up, this flares brightly for a moment and then fades away to leave behind a cutie mark consisting of an orange sun surrounded by two-tone blue sparkles and throwing off a cluster of bright beams. Letting off an ecstatic neigh, he jumps nearly halfway to the top of the doorframe behind him and trots out past a floored Filly SG.*)

(*Cut to just inside the front door; outside, Sunburst and his parents, both unicorns, instantly become the center of attention. His father magically lifts him off the ground to show off the new mark as Filly SG moves across the floor for a look. A head-on shot of her picks out the utter dejection that has settled in at being so easily ignored, and tears gather in the bright blue eyes.*)

**Starlight:** (*from o.s.*) And just like that, my friend was gone. (*Zoom out as she continues; she stands at the bottom of the stoop.*) His family recognized his magical talent— (*Filly SG goes back into the house.*) —and sent him off to Canterlot. I never saw him again.

(*On the end of this, pan slightly to frame Twilight and Spike looking on.*)

**Spike:** Well, why not? (*Starlight rounds on him, her anger instantly returning.*)

**Starlight:** Because of his cutie mark! (*poking his chest*) He got his, and I didn’t! (*She turns to Twilight.*) He moved on, *and I didn’t!* (*tearing up*) I stayed here and never made another friend because I was too afraid another cutie mark would take them away too!

**Twilight:** That’s ridiculous. A cutie mark can’t take your friends away.

**Starlight:** (*wiping eyes; horn glows*) Not everypony’s lucky enough to get her cutie mark at the same time as her friends!

(*A bolt of lightning crackles upward from the tip, opening the portal and dragging all three of them in for yet another ride. The accompanying flash whites out the screen, and here they are again in the Cloudsdale sky, above the foals’ racecourse as they take off. Starlight drops out first, then Twilight with Spike on her back; they land at opposite ends of one cloud, facing each other, the former with her horn still glowing.*)

**Starlight:** (*viciously*) You don’t know what it’s like to lose a friend because of a cutie mark— (*shifting gears, smiling madly*) —but once I stop the Rainboom, you will!

(*She magically relieves Spike of his backpack and hovers it in front of herself, opening it to bring out the scroll and unroll it. Zoom in slowly.*)

**Starlight:** And when I destroy this scroll— (*Drop the bag.*) —there’ll be no way for you to change it!

(*Cut to an extreme close-up of the parchment’s blank flip side. A rip begins to work its way slowly down from the top edge, the halves pulling apart to frame the horror-stricken visages of Twilight and Spike. Snap to black.*)

Act Three

(*Opening shot: fade in to a point just behind Starlight, the camera aimed at a desperate Twilight and Spike.*)

**Twilight:** Starlight, you’re right! I *don’t* know what you went through, but I do know you can’t do this! (*The three foals zoom through the hoops.*) I’ve seen where this leads, and so have you!

**Starlight:** I only saw what you showed me. Who knows what’ll really happen?

(*Around a column; Colt Dumbbell is no longer with them—evidently he has had his race-ending wipeout.*)

**Twilight:** I’ve seen it a dozen times. Things don’t turn out well in Equestria without my friends.

**Starlight:** (*rolling eyes, tearing scroll further*) Ugh! What’s so special about your friends? How can a group of ponies that are so different be so important?

(*Filly RD flies past, barely keeping ahead of Colt Hoops.*)

**Twilight:** (*moving slowly toward Starlight*) The differences between me and my friends are the very things that make our friendships strong!

**Starlight:** (*tearing up*) I thought Sunburst and I were the same. But we turned out different— (*ripping scroll nearly in half*) —and it tore our friendship apart! (*Twilight rises off the cloud.*)

**Twilight:** So try again! Make new friends! And if something that you can’t control happens that changes things, work through it together! (*Cut to Starlight, zooming in slowly; she continues o.s.*) That’s what friendship is! (*The rancorous expression begins to soften; she blinks her tears away.*) And it’s not just my friendships that are important to Equestria.

(*Back to her and Spike, the camera focused on one pegasus foal bringing a wrapped gift to two others on a cloud.*)

**Twilight:** Everypony’s are! (*Focus shifts to her.*) When yours ended, it led us here. (*Back to Starlight; she continues o.s.*) But just imagine all the others that are out there waiting for you if you just give them a chance!

**Starlight:** (*tearing up again, voice trembling*) How do I know they won’t all end the same way?

**Twilight:** (*touching down*) I guess it’s up to you to make sure they don’t.

(*She smiles gently and extends a hoof as Colt Hoops rockets past, followed by Filly RD with the beginnings of a Sonic Rainboom forming around her. Starlight glances hesitantly toward the foals…then blinks her eyes dry and recoils as if the hoof might become a cobra and sink its fangs into her…and then, with infinite delicacy, rests one of hers on top of it with a watery-eyed smile and lets her horn wind down, tears again gathering under the blue pupils for a moment. The nearly-bifurcated scroll flutters down, forgotten by the two mares, but Spike makes a last-second grab to haul it in. In a long overhead shot, Filly RD sets off the Rainboom and launches into the steep climb that follows, tracing out a rainbow with her contrail as she arcs over the reconciled foes. Once more the portal opens overhead, draws the mares and dragon up into itself, and vanishes.*)

(*Cut to the throne room of Twilight’s castle, exactly as it was before all this temporal insanity began. The camera is positioned at the level of the tree-stump chandelier, where the portal forms and belches them out onto the floor. The rolled-up scroll is whisked out of Spike’s grip; he can do no more than reach futilely upward as it floats up, unfurls on its own, and becomes encased in a sphere of magical energy. All three get upright in time to see a beam shoot upward from the map table and connect with it; the power is gradually siphoned away to leave the map in its original blue color and showing Equestria as it should be. With the connection broken, the scroll floats slowly upward through the portal, which disintegrates in a blinding white flash. Cut to a long shot of the castle, the brilliance pouring out from every window and doorway to white out the screen, and zoom out as it fades away in a rain of sparks. All the damage done to Ponyville has been reversed—the long, strange trip is finally over.*)

(*Inside the throne room, Spike throws himself down and kisses the floor repeatedly.*)

**Spike:** One Castle of Friendship, check.

(*Its first mention by that specific name. The doors swing open; on the start of the next line, pan slightly to frame them fully, as well as the five mares standing/hovering at the entrance. They too are back to their old selves, as seen in crystal-clear detail when the camera focus shifts to them.*)

**Rarity:** What in Equestria was *that?*

**Fluttershy:** Is everypony okay? (*Squeal from Pinkie.*)

**Pinkie:** Can you do it again? (*Cut to the returned travelers; Spike is now standing again.*)

**Spike:** One group of amazing friends, check.

**Twilight:** (*patting his shoulder*) Yeah, Spike. It looks like we’re home.

**Applejack:** (*from o.s.*) Uh…

(*Cut to her, Fluttershy, and Rarity; she aims a hairy eyeball into the room, while the others show different degrees of shock and fear.*)

**Applejack:** …what’s *she* doin’ here?

(*“She” averts her eyes as Twilight moves a bit closer.*)

**Twilight:** Actually, it’s kind of a long story.

(*She lays a hoof across her opposite number’s back, and both faces come over smiling—one gentle, one tentative. Dissolve to Starlight pacing worriedly outside the now-closed doors of the throne room. Zoom in slowly to the sound of muffled discussion within, then cut to an overhead shot of the Ponyville septet on their thrones and zoom in slowly.*)

**Rainbow:** I mean, I knew my Rainboom was awesome— (*Close-up.*) —but I never thought all of Equestria depended on it. (*Zoom out to frame Fluttershy and Pinkie.*)

**Pinkie:** Or on us!

**Twilight:** (*from o.s.*) I think it’s more than that. (*Cut to her and Spike.*) Friendship connects all of Equestria, and undoing one group of friends made its magic less powerful.

**Applejack:** I can’t believe y’all were able to travel through time like that.

**Pinkie:** That Starlight must be pretty magical.

**Twilight:** She obviously has more talent for magic than almost anypony I’ve seen.

(*Cut to the opposite side of the table, framing her through the opening between Applejack’s and Rarity’s thrones. Slow pan.*)

**Twilight:** My magic couldn’t stop her. I had to convince her to stop on her own. Once I realized that, everything fell into place. (*Cut to Applejack.*)

**Applejack:** But…if she’s as powerful as all that, we can’t just send her on her way…can we?

**Twilight:** Actually, I kind of have something else in mind.

(*She and her number-one assistant trade smiles. Cut to Starlight in the corridor; one door swings open and Spike steps out to beckon her in, prompting her to recoil as if he had come out swinging a machete. As he retreats beyond the doors, she swallows hard, voices a sigh from the bottom of her lungs, and turns to follow him. Inside, she slowly moves toward the table, the camera tilting down from a long overhead shot to follow her.*)

**Starlight:** I know there’s no excuse for what I did, but I want you all to know that I’m ready for whatever punishment you think is fair. (*Table level.*)

**Twilight:** I’ve been thinking a lot about how badly Equestria fared without just one group of friends. Because even when one friendship dies, the results can be disastrous. (*Cut to Starlight.*)

**Starlight:** (*sighing*) I know first-hoof how true that can be. (*Zoom out slightly; Twilight moves to her, smiling.*)

**Twilight:** And that’s why I’ve asked you here. (*lifting Starlight’s chin*) If you’re willing to learn, I’m willing to teach you what I know.

(*The blue eyes widen as the brain behind them starts to comprehend that no brutal reprisals are about to come down the pipe. Cut to a slow pan across the rest of the gang, a smile or grin on every face.*)

**Twilight:** (*from o.s.*) You’ll have the power to make Equestria an even better place. (*Back to her and Starlight; the latter’s grin melts into uncertainty.*)

**Starlight:** (*softly, behind a hoof*) How do I start?

**Twilight:** Starting is easy. (*touching Starlight gently*) All you have to do is make a friend— (*Smile.*) —and you’ve got seven of them right here.

(*On the end of this line, zoom out as the others gather around.*)

***Light mandolin/flute melody with bass drum beats, moderate 4 (D major)***

(*Everything around Starlight fades to black.*)

**Starlight:** I never thought that I would find a place

(*She becomes her pigtailed filly self; a flare of light washes into view from o.s. It is coming from Sunburst’s family and friends, who are tossing him cheerfully into the air; she turns away dejectedly.*)

To step right in and start again

***Cymbal in***

(*She passes ghostly images of colts and fillies playing, and ages up again just in time to stop before a phantom Twilight, who fully solidifies.*)

I never thought that I could just begin

(*The winged unicorn beams at her.*)

Right where I left off and make a friend

(*Twilight lets a light blaze up from her horn to fill the screen; it fades out to show them in a castle corridor, and they trot along it.*)

***Strings, snare drum in; flute, cymbal out***

**Twilight:** Don’t ever think that it might be too late

(*Outside; the front doors open under her magic and they stand looking out. Twilight waves to the other five mares on the path leading to the steps.*)

You don’t have to wait, there’s no mistakes with the friends you make

(*The two descend to ground level, Twilight shifting into a hover with the others.*)

***Bass guitar in***

A friendship’s only made of what you bring

(*Applejack shakes the unicorn’s hoof, Fluttershy and Rarity greet her warmly, and Pinkie lands a gleeful flying tackle.*)

And if you do it right, you can do anything

***Cymbal in***

(*Amused reactions from the five not laid out on the ground. A leafy tree bough rises past the screen; behind its trailing edge, the view wipes to an overhead shot of Spike and the seven mares. Playing a snare drum, he leads them along the path in a single line that reaches from one side to the other.*)

**Mares:** Just use your eyes this time, no lies

(*Two horizontal panels slide in from opposite sides to fill the screen: Applejack/Rainbow/Rarity on top, Twilight/Fluttershy/Pinkie on bottom. These slide away to give an extreme close-up of Starlight’s face; zoom out to a slow-motion shot of all eight bounding ahead.*)

Just don’t disguise who you are inside

(*A gale of light blue-green gems floats past, the view wiping behind them to the showroom of the Carousel Boutique. Starlight stands on the three-mirror platform, wearing a simple dark dress that Rarity is altering with the help of her reading glasses and being observed by Spike. The designer levitates several gems into view and affixes them to the skirt, to the approval of herself, the model, and the one-dragon audience who has put away his drum.*)

***Mandolin out; horns, glockenspiel in***

**Mares:** Because your friends are always there for you

(*A swarm of butterflies surges past; behind them, wipe to Fluttershy and Starlight in a sunlit forest, one hovering and the other floating. They settle down, the camera zooming out to show a gathering of the pegasus’ animal friends—including Harry the bear.*)

You don’t have to be the same for friendship to be true

(*The jumbo ursine sweeps Starlight up in a crushing hug. Now a cloud and patch of sky slide down from above to replace this view; Rainbow flies through a floating hoop and waves for Starlight to duplicate the maneuver, and the two then zoom off together.*)

Because your friends are always there for you

(*Apples rain down next, the view wiping to a couple of trees in Sweet Apple Acres. Applejack and Starlight do a little applebucking, bringing down a shower of fruit. Balloons float up, triggering a wipe to the Sugarcube Corner kitchen. Pinkie brings up a tray of cupcakes, one of which Starlight chomps down to leave a few crumbs on her cheeks; both wear white chef’s toques.*)

Around the world it’s still the same, together you have more to gain

(*The pink star from Twilight’s cutie mark appears and grows to fill the screen; from here, snap to the throne room and zoom in on her and Starlight. The unicorn has cleaned up and ditched the toque, and both are avidly studying one of several books on the now-bare map table as Spike snoozes.*)

There’s nothing that a friend won’t do

***Full percussion with horns/strings/bass; intensity builds***

***Background lyrics are in square brackets***

(*Cut to behind the pair, stopping on the last ridge before the road leading down to the desert village over which Starlight held sway in “The Cutie Map.” Among the houses, Double Diamond, Night Glider, Party Favor, and Sugar Belle break off their conversation and glance up the road with unease and suspicion.*)

**Mares:** Everywhere you go, friendship there will grow

(*As Twilight hangs back, Starlight stands before them and bows her head in contrition; they respond with a round of smiles and a forgiving group hug.*)

When you find it, it’s the key, friends can change the world, you see

(*Cut to a slow pan across the septet of new friends walking along a Ponyville street. Pinkie and Rarity have shed their toque and glasses, respectively.*)

Everywhere you go, friendship there will grow

(*They stop, other ponies falling in around them by the dozens.*)

When you find it, it’s the key, friends can change the world [oh-h]

(*Starlight and her new friends, including Spike—who has now ditched his drum—gather in for a blissful hug at the center of the sea of smiling faces.*)

Friends can change the world, friends can change the world, you see

***All instruments out; piano in for a final four-bar figure***

***Tempo slows gradually before song ends***

(*Zoom out slowly and fade to black at the same time.*)