**SHADOW PLAY—PART TWO**

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Prologue

(*Opening shot: fade in to a “Previously on My Little Pony” title card, then to black, then snap to Sunburst addressing Princesses Celestia and Luna in the throne room of Canterlot Castle, during the prologue of Part One. He has been reading from the old journal that had belonged to Starswirl the Bearded, and which he bought sight unseen during “Uncommon Bond.”*)

**Sunburst:** That’s the last entry.

(*The storybook illustrations: Starswirl and the other five Pillars of Equestria—Flash Magnus, Mage Meadowbrook, Mistmane, Rockhoof, Somnambula—turn away, having just exiled the unicorn stallion who summoned them. A dissolve during the next line shows them charging into battle against the Pony of Shadows—“Shadows” for short.*)

**Sunburst:** (*voice over*) Starswirl’s final words before he vanished!

(*The network of six circles, with Starswirl at the center and ringed by the others.*)

**Applejack:** (*voice over*) All those legendary ponies were real too, and then—

(*As she finishes, dissolve to the six standing in line, each framed by a rising sun. The camera then cuts to her and Sunburst in the throne room.*)

**Applejack:** —none of them were ever heard from again?

(*The ruins at Ponehenge, Act One: a beam spreads from one Pillar’s past item to another, ringing in the avatar of Shadows and allowing them to break loose of his snares.*)

**Twilight Sparkle:** (*voice over*) They used their magic to open a portal to Limbo.

(*All seven ponies rise within a brilliant corona, Shadows screaming every inch of the way before a flash whites out the screen and fades to leave only the Pillars’ items. Cut to the present-day ponies recovering these artifacts in turn during the next line: Applejack with Rockhoof’s shovel, Rarity with Mistmane’s flower, Rainbow Dash and Spike with Flash Magnus’s shield Netitus, Fluttershy and Cattail with Meadowbrook’s mask, Pinkie Pie with Somnambula’s blindfold. Each begins to emit a golden glow.*)

**Twilight:** (*voice over*) We need to find items that are connected to the Pillars in some way.

(*Act Three: Starswirl’s journal has been placed at the base of one Ponehenge column, and it begins to glow translucent white as Twilight, Starlight Glimmer, and Sunburst cut the beams they have been firing into it. From here, cut to the newly re-summoned Pillars being helped by their modern-day counterparts, Twilight crossing to Starswirl.*)

**Twilight:** We brought you back!

**Starswirl:** (*panicked*) You cannot bring *only* the Pillars back!

(*Shadows’ near-black form coalesces at the center platform with a sinister, reverberating laugh as storm clouds roll in. Front hooves come down with enough force to shake the camera, white eyes blaze out, and the view snaps to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a long shot of Ponehenge and zoom in slowly as Shadows lets his laughter boom out over fourteen stunned ponies and one incredulous baby dragon. Sunburst has the journal in his aura and is reading at top speed, and Meadowbrook has her mask up on her forehead.*)

**Shadows:** Your pitiful attempt to imprison me has failed, Starswirl!

(*The old unicorn tries to crank off a spell, but his horn fizzles out.*)

**Starswirl:** (*to Twilight*) You must return us to Limbo! It’s the only way to stop him!

**Twilight:** I-I only figured out how to bring you back!

**Sunburst:** (*frantically flipping pages*) Working on it! No table of contents!

**Shadows:** Allow me to assist.

(*He sends out a cluster of tentacles toward the columns, one of which rips the old book from Sunburst’s hold and impales it. Rockhoof tackles Applejack to save her from being speared; another stabs the stone, barely missing both Rainbow and Magnus; and in short order he has hit all six of the ancient formations. Pulses of dark magic race out from the unearthly equine, blowing the columns to dust and gravel, and Twilight/Starlight/Sunburst dive for cover as the journal is reduced to confetti. One piece thumps to the ground just in front of Twilight and smokes quietly as bits of the pages flutter down around her. Coming out of her duck-and-cover position, she stares in silent horror at the destroyed book in close-up.*)

**Shadows:** (*from o.s.*) There!

(*Long shot framing all; the central platform is also smashed, and he has withdrawn the tentacles. Slow pan.*)

**Shadows:** Without the power of Ponehenge, your banishing spell is useless! (*Cut to Twilight and Starswirl.*)

**Starswirl:** (*to Twilight*) You have studied my writings. Surely you have some other plan!

**Twilight:** No! I just wanted to save you! I didn’t think—

**Shadows:** (*from o.s.*) Don’t fret. (*Long shot, framing all.*) When I extinguish the light and hope of this miserable world, you won’t remember any of this. (*He fires a black beam from his horn.*)

**Twilight:** No!

(*Starswirl prepares a magical counter-strike, but she is faster on the trigger. Her power and Shadows’s meet at a point between their horns, canceling each other out in a blinding flash that causes him to recoil with a yell of pain.*)

**Shadows:** (*with slight effort*) This one is almost as strong as you, Starswirl. (*warming up again*) But even in my weakened state, she cannot stop the might of shadows.

(*He lets fly again, as does she; this time, his offensive begins to overpower hers and bulldoze its way toward her head in close-up. A second beam lances into view from somewhere behind her as backup.*)

**Starlight:** (*from o.s.*) Lucky for her— (*Twilight smiles, relieved; zoom out to frame them and Starswirl.*) —she’s not alone!

(*Starswirl watches wide-eyed as the two mares slowly drive Shadows’s beam back; when it reaches the tip of his horn, a flash clears the air and he unleashes a furious roar.*)

**Starswirl:** Know this, fiend! (*Zoom out slowly; all gather around him.*) We will not rest until we find a way to return you to Limbo!

**Shadows:** (*snarling*) Never! Your days of glory are through, Starswirl! Now my dark power will reign, and you six will bow to me!

(*With a final defiant yell, he collapses into a mass of mist and channels himself upward into the clouds, causing them to give way to clear blue sky. Rainbow and Magnus fly up for a bewildered look around the suddenly tranquil scene.*)

**Rainbow:** Um…where’d he go?

(*Somnambula, who has been hovering above the plain, settles down next to Pinkie. Her voice carries a heavy, husky Egyptian accent.*)

**Somnambula:** That is a riddle we must unravel, and quickly!

**Meadowbrook:** (*to Fluttershy*) How long have we been gone?

**Fluttershy:** Over a thousand years.

(*Confounded stares from all the Pillars within earshot—except for Starswirl, who smiles proudly.*)

**Starswirl:** Then my spell worked— (*pointedly, to Twilight*) —before it was meddled with. (*She cringes under his words and slinks away.*) And the realm has been at peace for a millennia [*sic*].

[*Error: “Millennia” is plural; the singular is “millennium.”*]

(*Pinkie slides over and throws a cheerful foreleg around his shoulders.*)

**Pinkie:** Weeeellll… (*rapid fire*) …we did have to save everypony from Nightmare Moon and Discord and Chrysalis and King Sombra and Lord Tirek, and there was that one time when Starlight traveled through time and almost destroyed life as we know it.

(*Accompanied by the following. She shows him an open book, which proves to be the friendship journal used by Twilight and company as she flips the pages. Drop it, then pull a rather rattled Starlight into view, who manages a timid grin and wave. After Pinkie finishes, she shoves the unicorn back out of view and shrugs casually.*)

**Pinkie:** (*laughing*) But that’s all in the past.

**Magnus:** (*to Rainbow*) If you are truly this accomplished, we will stop the Pony of Shadows twice as fast together.

**Starswirl:** We shall see. It is an easy thing to say you have saved the world. It is quite another to do it. (*Rainbow stares him straight on in an upside-down hover.*)

**Rainbow:** (*chuckling, flipping over*) Oh, we’ve saved the world, Beardo. (*She flicks his beard.*) And we can do it again.

**Starswirl:** (*pushing her back*) Be that as it may, the problem of locating the Pony of Shadows remains. (*Overhead shot of the group; slow pan.*) And this land is vast.

(*Cut to Rarity, Spike, and Mistmane.*)

**Rarity:** It sounds like you need a map. Luckily, we have just the thing.

(*Dissolve to an overhead shot of the central table in the throne room of the Castle of Friendship, set with its magical map, and zoom out slowly as all fifteen adventurers gather around it. Meadowbrook has shed her mask entirely.*)

**Starswirl:** Something about this magic seems familiar.

(*When he gives the map a jolt from his horn, it responds by transforming into an image of the Tree of Harmony, the Element jewels embedded in its branches and trunk. All gasp at its emergence; cut to Twilight, Rarity, and Spike.*)

**Rarity:** (*hushed, to Twilight*) Did you know he can do that?

**Twilight:** (*ditto*) He’s Starswirl. He can do anything! (*Pan to Starswirl.*)

**Starswirl:** This map, and indeed this very castle, are grown from the seed we planted over a thousand years ago.

(*Now Rockhoof speaks up with a Scottish accent.*)

**Rockhoof:** (*planting a hoof on table, shaking room*) Then it did work!

**Sunburst:** Uh, what worked? (*Cut to Pinkie and a hovering Somnambula on the next line.*)

**Somnambula:** (*touching down*) Each of us infused a crystal seed with our magic, in hopes that it would grow into a force for good. (*Cut to Mistmane on the next line.*)

**Mistmane:** We wanted to leave something to protect the realm in our absence, but we never dreamed our gift would become so powerful.

**Applejack:** Y’all mean the Elements came from you?

(*All eyes shift toward Starswirl, the camera cutting to him as he ponders the issue carefully.*)

**Pinkie:** (*from o.s.*) You know— (*Back to her and Somnambula.*) —the sparkly crystal things that grow from the Tree of Harmony and represent each of us? Laughter, honesty, generosity, loyalty, kindness, and magic!

(*Accompanied by the following demonstrations in turn. Jump onto her own throne, sending up a blast of balloons/confetti/streamers. Wrap both forelegs around Applejack’s haunches to accentuate her cutie mark, earning a nasty look. Pull a peacock-feather fan aside so Rarity can toss her mane. Toss it away and pull Rainbow down into view by her tail. Nuzzle her cheek against Fluttershy’s. Toss a puff of sparkly dust in front of Twilight, who manages a humoring smile. She finishes by resuming her seat next to Somnambula.*)

**Somnambula:** They are reflections of our own elements of hope…

(*Cut/pan to each of the other Pillars and his/her modern alternate in turn; she points to each.*)

**Somnambula:** (*from o.s.*) …strength, beauty, bravery, healing, and sorcery.

(*Twilight and Starlight both smile admiringly up at the elderly magic master, who adopts a stoic gaze with eyes unmoving. The disapproving sidewise glare that he throws at Twilight causes both mares to wilt. Cut to Fluttershy and Meadowbrook.*)

**Meadowbrook:** We had no idea our small seed would bloom into the livin’ spirit of the land. I am glad our mantles have passed to such capable ponies.

**Starswirl:** (*from o.s.*) More importantly— (*Long shot of the entire group; slow pan.*) —we no longer need Ponehenge to send our foe back to Limbo. We can use the stored magic in this Tree of Harmony. (*Cut to him and Twilight.*)

**Twilight:** But…doesn’t a banishing spell take a lot of power? We’d have to sacrifice the Elements for that.

**Starswirl:** (*nodding gravely*) Mmm-hmm.

**Fluttershy:** They’d be gone forever?

**Twilight:** Starswirl, I don’t think the Tree can survive without the Elements. If it dies, Equestria will suffer.

**Starswirl:** If the Pony of Shadows has his way, your land will not exist! So, unless you have a better idea…

(*The Princess turns her eyes sullenly away, not entirely sharing his confidence in his plan. The Tree image disappears in a swirl of white light and is replaced by the map, on which blots of black cloud appear over five widely scattered locations.*)

**Starswirl:** Our foe will seek dark places from which to draw power. I will prepare my spell so that we may strike as soon as you find him.

**Rainbow:** What are we waiting for?

**Magnus:** (*to her*) I like your spirit.

(*Various pumped-up exclamations around the table, with Twilight and Starlight the only abstentions. The former walks away from the table, and the sight of her plodding out the door leaves the latter more than a bit unsettled. Dissolve to the library, which is still as much of a wreck as it was after the full-tilt research bender in Part One. Twilight sits at a table buried under books and notes, reading from one tome held in her magic, and Spike has climbed a ladder to pull a book from one of the upper shelves.*)

**Spike:** What about this one? (*Twilight floats it down and checks the cover.*)

**Twilight:** (*setting it aside*) Sea pony etiquette isn’t gonna help right now, Spike.

(*As she levitates a scroll off the table for a read, one door opens under Starlight’s control and she enters.*)

**Starlight:** Uh, Twilight? Are you okay?

**Twilight:** (*setting scroll down, standing, gradually freaking out*) I just unleashed ultimate evil and doomed Equestria because I was obsessed with meeting my idol! Why wouldn’t I be okay?

(*She hammers the point home by flopping back onto her haunches and letting her face hit the table with a resounding whump.*)

**Starlight:** (*crossing to her*) Pfft! You didn’t know that was gonna happen. (*Twilight raises her head.*)

**Twilight:** But I should have listened to you and left things alone. Now the Elements of Harmony will be lost to fix my mistake.

**Starlight:** Maybe there’s another way.

(*Cut to Spike, who has made it down to the floor while carrying a ludicrously tall stack of books.*)

**Spike:** (*carrying them across*) If there is, Twilight’ll find it.

(*The boss’s telekinesis pulls a thick one from the middle and drops the ones above it back into place, nearly causing him to lose his balance. Back to Twilight and Starlight; the winged unicorn has it in front of her in a trice and starts turning pages.*)

**Twilight:** Portal gate…portal keys…portal spells… (*looking up, beaming*) …yes! If the Pillars can hold open the gateway to Limbo, a powerful pony can do the banishing spell herself! Do you know what this means?

(*A huff from the o.s. Spike; cut to frame him as well, plunking the rest of his load on the floor and rubbing his back.*)

**Spike:** I can stop carrying books?

**Twilight:** The Pillars don’t have to leave Equestria! (*She sets her book on the table.*) Even though we’ll lose the Elements, we’ll have the ponies that created them, and the Pony of Shadows will be banished for good!

(*This plan of action does not seem to sit well with Starlight.*)

**Starlight:** (*forcing a smile and chuckle*) That’s great. But I was thinking of another way that maybe doesn’t involve banishing at all?

**Twilight:** (*floating book off table*) Starswirl knew what he was doing when he cast that spell. (*A scroll joins it…*) If I can make it even better— (*…followed by a quill.*) —maybe he’ll see that I take magic as seriously as he does.

(*Starlight turns away, worry for her teacher etched into every bit of her face. Dissolve to a close-up of Pinkie and Somnambula, the earth pony smiling and the pegasus staring in openmouthed confusion as horns blare faintly around them. Applejack is partly visible to one side. Zoom out to show all three and Rockhoof standing in the middle of a busy Manehattan street; Rainbow and Magnus come in for a landing to join them.*)

**Rockhoof:** It seems the dark places Starswirl indicated on the map have changed. (*All six head for the sidewalk.*)

**Applejack:** I bet the Pony of Shadows woulda loved the Ghastly Caverns before a thousand years of erosion turned it into the Ghastly Gorge.

(*On the start of the next line, cut to a bonneted Fluttershy walking along and studying a map held up by magic.*)

**Fluttershy:** The Appleloosian Wastes sure sounded dark and desolate.

(*The sheet is lowered to reveal Rarity behind it, now wearing a blue cowboy hat and with part of her mane braided and tied with a bow.*)

**Rarity:** Who knew they would become such a popular square-dancing destination?

(*The start of the next line is accompanied by a cut that frames all five of Twilight’s friends and all the Pillars except Starswirl congregating on the sidewalk. This shot picks out the shirt, sweater, and boots that Rarity has donned to go with her hat—souvenirs from the trip out west, as is Fluttershy’s bonnet.*)

**Pinkie:** And *I* get how this part of Equestria used to be cast in eternal night— (*spookily*) —where the Pony of Shadows could draw power and wreak havoc while ponies were powerless to stop him! (*brightly*) But…

(*She zips away. Cut to Applejack, Rainbow, Rarity, and Somnambula; there is the clunk of a switch being thrown, followed by a harsh glare that forces them to screw up or cover their eyes.*)

**Pinkie:** (*from o.s., amplified*) …it’s kinda made a comeback!

(*A shot from just over Somnambula’s shoulder tells the story: the pink goofball has found and activated a trio of animated billboards that are all projecting images of her face. It is nighttime here.*)

**Pinkie:** (*amplified*) Did I mention it’s really bright?

(*A round of strange/nasty looks from the other nine travelers, and Rarity brings up the map for all to see. Extreme close-up of a quill in Starswirl’s aura as it crosses off a location on a different map, which is then pulled away to yield a close-up of the one in Twilight’s throne room. The cloud over Manehattan, the last one still in play, winks out of existence; on the start of the next line, cut to the mage, Sunburst, and Rockhoof looking on.*)

**Starswirl:** (*folding/banishing map and quill*) It seems there are fewer dark corners in the realm these days.

(*On the next line, cut to Rainbow on her throne, Magnus standing alongside; each has a mug of cider.*)

**Rainbow:** Isn’t that a good thing?

**Magnus:** True. The Pony of Shadows *will* have a hard time regaining power. When he rears his head— (*raising mug*) —we’ll be ready!

(*The blue pegasus clunks hers against it in a toast. Cut to Fluttershy and Meadowbrook, the animal lover having shed her bonnet and given up her seat to the healer for the moment.*)

**Fluttershy:** (*clasping a hoof*) Isn’t there some way to banish him without losing all of you?

**Meadowbrook:** (*sighing, patting her hoof*) I wish there were. (*Cut to a slow pan across the others; she continues o.s.*) But to save our home, we are willin’ to leave it.

(*Rarity no longer wears her cowboy attire and has undone her mane braid in this shot. The somber mood is shattered by the sound of doors being thrown open; pan quickly to Twilight, who has just burst in. She is up on her hind legs and is levitating a scroll.*)

**Twilight:** I don’t think you’ll have to. (*To all fours; a concerned Starlight and Spike follow her in.*) My spell isn’t finished yet— (*trotting in*) —but I think we can send the Pony of Shadows to Limbo without all of you having to go as well!

(*She lays the parchment on the table with the hopeful grin of a student presenting a teacher with what, in his eyes, is a masterpiece. The teacher in this case spares it little more than a brief, disdainful flick of his eyes.*)

**Starswirl:** (*magically pushing it aside*) While I appreciate your enthusiasm, Twilight— (*She hunches down and backs away, crushed.*) —this is hardly the time to take risks on half-baked spells.

(*The purple eyes go big and shiny, the ears droop, and the pony attached to these parts utters a barely audible moan of defeat in close-up. Zoom out on the next line to frame a riled-up Applejack standing alongside her.*)

**Applejack:** Beggin’ your pardon, Mr. The Bearded— (*Twilight smiles.*) —but Twilight doesn’t do anythin’ halfway.

(*Zoom out again; Pinkie is on Twilight’s other side, standing on her hind legs.*)

**Pinkie:** (*waving forelegs*) Especially not magic! (*Rainbow flies over.*)

**Rainbow:** (*unfolding Twilight’s wing briefly*) Seriously. She got her wings by finishing one of *your* spells. (*Here comes Rarity.*)

**Rarity:** I think you’ll find her work is worth reading before you dismiss it out of hoof. (*And Fluttershy.*)

**Fluttershy:** (*nodding*) Mmm-hmm.

(*All six confident/indignant faces turn toward the table; now Meadowbrook has moved over next to Starswirl for a look at Twilight’s efforts.*)

**Meadowbrook:** While it *is* an unconventional approach, I believe it could work. (*Starswirl floats the scroll up to eye level.*)

**Starswirl:** Hmm…I suppose there is a chance.

**Sunburst:** But we still have no idea where to find the villain!

(*Cut to an extreme close-up of Twilight’s face, which scrunches itself up in deep thought. The sound of a magic flare snaps her out of it in short order, and the camera zooms out to frame her entire circle of friends—all of whose cutie marks are sounding off. Images of these icons float off their wearers’ haunches and cluster up near the ceiling, Twilight’s mark at the center and the others describing a tight circle around it. The formation descends to hover above a craggy tract near where Spike is standing.*)

[*Animation goof: The tree-stump chandelier is missing in this shot.*]

**Spike:** (*pointing at the spot*) Maybe we should try there?

(*Confused looks pass among the six mares. Fade to black.*)

Act Two

(*Opening shot: fade in to an extreme close-up of the six spectral marks and zoom out slowly.*)

**Applejack:** (*from o.s.*) The Hollow Shades. (*now in view by map*) I-I think a branch of the Apple family lives there. (*Sunburst crosses to her.*)

**Sunburst:** Uh, they’d have to be pretty distant. The Hollow Shades was abandoned eons ago. (*Cut to Rarity, on her throne, and Mistmane.*)

**Rarity:** Hmm, that’s odd. The only time the map’s called all of us to one place was Starlight’s village. (*Rainbow swoops down over the map.*)

**Rainbow:** So it’s like a supervillain tracker! (*addressing herself o.s.*) No offense.

(*The recipient of these last two words turns out to be Starlight, who cocks a disgruntled eyebrow as Twilight adopts an expression of combined unease and profound embarrassment.*)

**Twilight:** (*to Starswirl*) Do you think the map could be trying to tell us where the Pony of Shadows is?

**Starswirl:** Hmm…the Tree of Harmony acting to protect the light of the realm. Yes. A good thought, Twilight.

(*Her whole face lights up, eyes shining in time with an ecstatic little squeak, and he lifts her notes in his field.*)

**Starswirl:** I will make my notes on this spell. Ready yourselves for battle. (*Close-up; pan to Starlight on the next line.*)

**Starlight:** Uh, I know I’m not as experienced as all of you, but is banishment really the only option? I mean, it’s been a long time. Maybe the Pony of Shadows is ready to talk?

**Starswirl:** (*scornfully*) I doubt we can save our homeland with a conversation.

**Starlight:** (*needled*) But we could try.

**Twilight:** (*crossing to her*) Starlight, I’m sure Starswirl and the others did try.

(*Her cutie mark has stopped pulsing; when the others are seen next, theirs will have quieted down as well.*)

**Starswirl:** The Pony of Shadows was not interested in reconciliation. (*pacing past, scroll in tow*) Once a villain, always a villain. Twilight, Sunburst… (*Twilight follows him, reluctantly; he stops at the doors.*) …would you accompany me? (*Roll it up; these two follow him out.*) I wish to refine this spell for our use.

(*The others walk/fly after these three.*)

**Rockhoof:** Come! We must prepare for the struggle ahead.

(*The only ones to hang back are Starlight and Spike.*)

**Starlight:** (*sighing*) I know Starswirl is a great wizard, but this whole plan seems…wrong. The map’s only ever sent us to solve friendship problems.

**Spike:** Maybe so, but the Pony of Shadows doesn’t really seem like the friendship type.

(*He adds quotation marks with his fingers on these last two words.*)

**Starlight:** Honestly, we don’t know anything about him.

**Spike:** Well, nopony does. (*Starlight starts thinking, a sly smile plastering itself on her face.*)

**Starlight:** That’s not entirely true.

(*She starts for the door, a mildly flummoxed baby dragon in her wake. Dissolve to an extreme close-up of Netitus, fully repaired and being polished by Rainbow until she can see her own reflection in the gleaming metal, then cut to Magnus adjusting his helmet. As she passes the shield to him, the camera pans across the entrance hall of the Castle. Applejack is working a pedal-operated grinding wheel so Rockhoof can sharpen his shovel blade and get the stains and chips out, and Meadowbrook has donned her mask—now fully restored—for Fluttershy to do a final cleaning. Starlight and Spike descend the stairs at the far end.*)

**Starlight:** You all knew the Pony of Shadows before he became what he is now. You must have been friends, so…what happened?

(*They reach the floor; now Rarity/Mistmane and Pinkie/Somnambula have joined the group, and all have finished their prep work.*)

**Rockhoof:** The tale of our rift is a sad one.

(*Wavering dissolve to a long overhead shot of a village from his time, the Sirens in their original form swimming/flying through the daytime sky above the countryside. For those who have not seen Rainbow Rocks, or who have and need a refresher: pony-like head, forelegs and front half transitioning into a long, scaly, finned tail. The pony half is one shade with gill slits on the neck, the tail another and matching the finned ears and spiny ridge running down the back of the head. The yellow one is Adagio Dazzle; the purple one, Aria Blaze; and the blue one, Sonata Dusk. They pull up into a hover, exposing the large red gems embedded into their throats, and vocalize a ghostly harmony that sends waves of red energy over the village. Within seconds, the ponies’ eyes have gone an unhealthy shade of green and the whole place has descended into chaos. A stallion and mare get into a scrap; another pair break the vanes off a windmill; a filly struggles futilely to budge a hunchbacked giant of a stallion, who simply grabs a church bell and slams it down over her, open end first, to leave her head ringing.*)

(*Cut to an extreme close-up of Adagio’s gem as it begins to absorb the bad vibes the trio has stirred up, then cut to a long overhead shot of the village and zoom out. All three Sirens are harvesting every scrap of negativity they can get, and a smallish unicorn stallion plods glumly along a ridge in the fore. Gray coat; blue eyes; short, straight-cut, two-tone dark blue-green mane/tail; short, ragged cloak that hides his cutie mark; bindle slung on a stick over one shoulder. This is Stygian; except for the shade of his mane/tail, he matches the unicorn who brought the Pillars together during the prologue of Part One. He stops short, gaping at the budding unrest as the singing fades away.*)

**Rockhoof:** (*voice over*) Stygian was a pony like the rest of us— (*He gallops away…*) —though more scholar than hero. (*…then returns, leading the Pillars and without his bindle. Meadowbrook is unmasked.*) He recognized our emerging world would need champions to defend it.

(*The six heroes charge/fly down toward the village at his gesture, and Magnus is first to crash the party by buzzing past Aria, who snaps her jaws at him but only gets a mouthful of air. Her feeding interrupted, she retaliates by spitting a red beam; he raises Netitus to block it, but gets bulldozed away from sheer momentum. Down below, Rockhoof uses his shovel to launch a couple of hefty boulders, only to have Aria shoot them down as well. All three Sirens have stopped absorbing energy by this point. As soon as they swing down toward the defenders, Somnambula takes to the air and does a couple of quick loops around them. Enraged, they set after her with a screeching snarl; Starswirl fires a spell into the clouds, opening a black aperture ringed by swirling color. Somnambula pulls up just short of it, but the Sirens are unable to correct their course in time and hurtle through it. The hole in space-time seals itself—this is the moment of their exit from Equestria to the human world—and the villagers begin to celebrate, having returned to their right minds. Stygian smiles, but finds himself ignored as an impromptu parade makes its way past him.*)

**Magnus:** (*voice over*) He may have gathered us together, but he himself was just an ordinary unicorn who soon grew jealous of our abilities.

(*Stygian clumps dejectedly away through the fields. Dissolve to an extreme close-up of Mistmane’s flower being levitated onto the base of one column at Ponehenge. Evening sky is visible through the trees. On the next line, pan across the clearing to frame Netitus and Starswirl’s journal being set into place as well*.)

**Mistmane:** (*voice over*) He stole objects from each of us.

(*Long overhead shot, zooming out slowly. The low wall on the central platform, seen during the present day, is covered by a flat cap in this time period. Both it and the six intact columns have designs of swirls and curves etched into their surfaces. The Pillars watch from ground and air around the perimeter, and their items have all been set before the columns by Stygian.*)

**Mistmane:** (*voice over*) Artifacts to use in a spell. (*Starswirl gestures emphatically for him to leave.*)

**Meadowbrook:** (*voice over*) And we cast him out for it.

(*The unicorn departs, his spirits plummeting into his hooves. Dissolve to a long shot of the Castle of the Royal Pony Sisters under a torrential nighttime rainstorm and zoom in slowly.*)

**Somnambula:** (*voice over*) We always thought he’d return and seek forgiveness.

(*Cut to the Pillars in one of its corridors, Starswirl consulting the journal held in his magic. A set of double doors bursts open, Stygian standing outside in the downpour with head bowed.*)

**Somnambula:** (*voice over*) But when we saw him again—

(*He lifts his face, exposing a scowl and two hard blue eyes that go pure black and begin to ooze ichor.*)

**Somnambula:** (*voice over*) —his heart was bent on revenge. (*One swift flash transforms him into Shadows.*) He dashed even my hope of saving him.

(*The fight is joined, Starswirl and Shadows firing beams that generate enough backlash to white out the screen when they connect. Fade in to the present day, Starlight and Spike facing the Pillars and their modern variants in Twilight’s entrance hall.*)

**Starlight:** But *why* did he steal the artifacts from you?

**Meadowbrook:** (*stepping forward, raising mask*) No doubt it was an enchantment to take our powers for himself.

**Starlight:** Hmm…

(*Dissolve to Sunburst in the library, up on a ladder to bring a book to himself with his field and start reading. Another one floats by in Twilight’s hold, the camera tilting down to follow it and frame her and Starswirl doing some serious literature reviewing. Starlight magically opens one door and enters; cut to her.*)

**Starlight:** (*glancing at stacked books*) That looks like a lot of work.

**Starswirl:** (*from o.s., imperiously*) It is what must be done— (*Cut to just behind her; he has his back turned.*) —and it would be best if we were not disturbed.

(*Close-up: this dismissal rubs her the wrong way.*)

**Twilight:** (*crossing to her, still reading*) I’m sorry, Starlight, but we can’t stop to talk. The stakes are too high and we have to—

**Starlight:** (*irritated*) —banish Stygian to Limbo. I get it.

**Sunburst:** Uh, who? (*Cut to Starswirl on the start of the next line.*)

**Starswirl:** “Stygian” was the name the Pony of Shadows gave up when he turned to darkness. (*Starlight circles behind him.*)

**Starlight:** And I’m just trying to figure out why.

**Starswirl:** (*slamming book shut, advancing on her*) Envy! He wanted more power than he had, and that desire led him down a path from which there is no return. (*He turns back to his work.*)

**Starlight:** I know from experience that’s not always true. (*to Twilight*) When the map called you six to my village, it was for a friendship problem. (*Close-up of Twilight, sending a book away; she continues o.s.*) Are you sure this is different?

**Twilight:** (*uncertainly*) I…

**Starswirl:** Stygian wants to destroy all that is good in this world. There’s no way to befriend a pony like *that*. (*He strides away; sound of door slamming behind him.*)

**Starlight:** (*to Twilight, bitterly, tearing up*) I guess I’m lucky your idol wasn’t around when you decided to be my friend. I might have been banished to Limbo too.

(*She walks away, pointedly not making eye contact with the Princess. Cut to just outside the library, Starlight exiting and using her magic to slam the door shut, and snap to black.*)

Act Three

(*Opening shot: fade in to a close-up of the Tree of Harmony, in its cavern beneath the Castle of the Royal Pony Sisters, and zoom out slowly to frame the fifteen spectators. Meadowbrook has removed her mask.*)

**Somnambula:** I am glad we have the chance to see what has grown from our efforts so long ago.

**Mistmane:** (*ruefully*) It seems a shame to harm it.

**Starswirl:** (*brusquely, stepping up*) A necessary sacrifice. With the Elements’ power, we will bind the Pony of Shadows in Limbo. And thanks to Twilight— (*Who grins.*) —we will remain to watch over the realm ourselves.

(*Starlight noticeably fails to share in the others’ general attitude of approval, but Starswirl pays no mind, channeling a pulse into the six-pointed star projection on the trunk that encases the Element of Magic. The Elements embedded at the ends of the branches flare in response and start to float free of the crystalline bark—first Loyalty, then Kindness, and next Magic is released. As Loyalty drifts toward Rainbow, the gold necklace in which it had been set materializes around her neck in a blaze of white to receive it. The same happens with Rarity and Generosity, followed by Fluttershy and Kindness. Two vertical panels wipe into view to fill the screen; Pinkie receives Laughter on the left, while Applejack gets Honesty on the right. These views slide away to either side, giving a fullscreen view of Twilight as Magic settles above her head. It winds up set into a tiara identical to the one bestowed on her in “Elements of Harmony,” but with one change—the small blue gems that had studded it are gone. Cut to Rockhoof, peering intently at Applejack’s necklace.*)

**Rockhoof:** Um…how do we use them? (*Zoom out to frame Rarity and Mistmane on the next line.*)

**Rarity:** Well, you… (*She stops, suddenly puzzled.*) …oh. I-I’m not sure. They simply work for us.

**Starswirl:** (*from o.s.*) The Elements are attuned to you. (*Long shot of the entire group.*) We must use their magic in pairs.

**Rainbow:** No problem! (*Cut to her and Magnus.*) We’re used to banishing evil before breakfast.

(*They trade a high five. Zoom out on the next line to frame most of the others.*)

**Applejack:** (*adjusting hat*) And it’ll be an honor to save Equestria with y’all.

(*The group moves out, except for Starlight and Spike.*)

**Starlight:** I really hope Twilight knows what she’s doing.

(*Hooves and stubby feet carry them after the others. Dissolve to the fourteen-pony troop on a ridge and zoom out to frame an arid, unforgiving wasteland spread before them, with jagged slabs of rock jutting from the ground on either side of a winding path. A crescent moon shines in a starry night sky whose lower reaches are tinted an oddly vivid pink color by the thin cloud. Off in the distance stands a cluster of houses, shadowed by one tilting monolith. They have arrived at the Hollow Shades.*)

**Sunburst:** I-I don’t remember reading anything that said the Hollow Shades was like this.

(*Cut to ground level; Starswirl leads them across the unforgiving terrain and into the village. The structures have thatched roofs, and the place is deserted except for a forlorn tumbleweed caught in the breeze.*)

**Mistmane:** (*shuddering*) Oh, the Pony of Shadows must have twisted it to his purposes.

(*They enter a common area marked by a well as Shadows’s low, unctuous chuckle asserts itself.*)

**Starswirl:** Prepare yourselves. He is here. (*All stop around the well.*) Stygian! Show yourself and face us!

(*The chuckle resumes, accompanied by a tremor that sets the ground to cracking. Within seconds, the ponies and the well are within a ring of fissures; after a long beat of silent tension, they and it plunge out of sight amid a babel of screams. Once the shaking stops, the camera cuts to them lying in an undignified heap on the floor of an underground chamber. Fluttershy and Pinkie are the last two to come crashing down, after which they start to pick themselves up and the camera zooms out. The chamber is a broad one, with arches overhead and a walkway lined by carved stone pillars that leads to a panel of Shadows on the far wall. Sunburst stands with a groan and adjusts his glasses, the view briefly cutting to his re-focusing perspective of the artwork before shifting back to him.*)

**Sunburst:** I definitely would have remembered reading about this.

(*Here comes that oily chuckle for the third time, blossoming into a full-throated laugh as blankets of black mist start to issue from both sides. Starswirl puts up a hemispherical shield around himself and the others, just before Shadows coalesces from the murk and faces them.*)

**Shadows:** Welcome to the Well of Shade. (*Cut to the group; he continues o.s.*) When you turned your backs on me, I discovered this place. (*leaning over them*) The darkness spoke to me of a power beyond any I could imagine, and I listened. (*straightening up, pacing*) The shadow and I became one. Soon all of the realm will be the same. Then all ponies will feel the despair I did— when you cast me out!

**Starswirl:** We did what we had to do! (*Shadows paces.*) You tried to steal our powers for yourself!

**Shadows:** No, it was you who were selfish! (*rearing up, charging horn*) And now, you will pay!

(*His beam hammers the barrier, causing cracks to race along its surface.*)

**Starlight:** (*to Twilight*) Are you still sure this isn’t a friendship problem?

(*Close-up of the suddenly unsure Princess as she worries her lower lip.*)

**Starswirl:** (*from o.s.*) Ready! (*Pan slightly to frame him on her other side.*) Open the portal!

(*Shadows’s next blast shatters the shield like an egg.*)

**Starswirl:** Now!

(*Pinkie touches a hoof to Somnambula’s chest as the latter holds up her blindfold, igniting a dazzling white glow in both it and the blue Element gem, and both rise slowly off their hooves. Similar contacts are made between the other pairs, Meadowbrook donning her mask, and all ten ponies float in a corona of white light to leave Twilight, Starlight, Sunburst, and Starswirl still on the floor. Beams from the five airborne Elements and the horns of Sunburst and Starswirl converge at a single midair point, from which a rainbow blast rockets toward Shadows at point-blank range. He ducks beneath it, but the shot hits the panel behind him and opens a portal just like the one that the Pillars used to banish the Sirens during the Act Two flashback. It starts to pull at Shadows’s insubstantial mane/tail like a vacuum cleaner, but he holds his ground until a second, sustained beam finds its mark in his chest. Now he is pushed into the rift, but hooks his forelegs on the edges to keep from going all the way through.*)

**Shadows:** No! You will not trap me again!

**Starswirl:** Twilight! Push him in!

(*Her Element begins to warm up…and then Stygian’s straining face begins to emerge from the behemoth’s lightless chest.*)

**Twilight:** Huh?

(*The pink jewel goes dormant, and the gray outcast continues to struggle against the thing that has consumed him.*)

**Twilight:** (*to Starlight*) There’s a pony in there!

(*Not waiting for a response, she launches herself toward Shadows and disappears into his chest. He voices a short, sharp cry of agony before the view snaps to black.*)

(*A close-up of Twilight’s bewildered face fades into view, illuminated only by the spot of light she has kindled at the tip of her horn. After a couple of glances around the featureless void, she picks a direction and begins walking. A few steps bring her to the huddled form of Stygian, here completely free of Shadows’s taint. Both ponies’ words echo slightly in this place.*)

**Twilight:** Are you Stygian?

(*He speaks quietly, with a trace of a British accent.*)

**Stygian:** I was, once— (*bitterly*) —until my friends betrayed me.

**Twilight:** (*as Stygian stands to face her*) But Starswirl says you betrayed them! You wanted their magic!

**Stygian:** (*surprised*) No, I wanted their respect. I brought them together, I planned strategy, and I read all I could about the beasts we faced. But I didn’t have magic or strength— (*turning away*) —so nopony ever noticed me. I went to Ponehenge to make my own copies of the artifacts.

(*Cut to Starswirl and Shadows, still right where they were when Twilight took her dive. A spot of light has begun to glow on the menace’s chest, and he roars in anger and confusion as Stygian’s voice reverberates through the Well of Shade. Sunburst and Starswirl have broken off their spell assault, and the others’ artifacts and Elements have also shut off.*)

**Voice of Stygian:** With them I thought I could be a Pillar too— (*Meadowbrook raises her mask; she and Fluttershy throw a puzzled glance to Mistmane.*) —and stand by their side in battle. I never wanted to steal their power.

(*Starswirl’s eyes go very wide as Starlight’s narrow in a silent “I told you so.” Cut to Twilight and Stygian.*)

**Stygian:** (*bitterly, turning to her*) But instead of sharing and letting me help—

(*He starts to back her up, wisps of shadow gathering around him to form Shadows’s outline as his eyes go pure white, and his voice changes accordingly.*)

**Stygian:** —my friends threw me out. So I became stronger than any of them. The darkness welcomed me when nopony would. I will do what I must to protect it.   
**Twilight:** This is all a misunderstanding! (*Cut to the Well; her voice comes through now.*) If the Pillars knew how you felt, I’m sure they wouldn’t have turned their backs on you! (*Back to her and Stygian.*) The shadow isn’t who you really are! (*She grabs the front of his cloak.*) Let me help you be Stygian again.

**Stygian:** Even if my friends did still care, what makes you think you have the power to help me?

**Voice of Starlight:** Because it’s what she does!

(*Her words echo as theirs do. Four disbelieving eyes turn toward the source, Stygian’s returning to their normal blue, and find the pinkish-violet unicorn floating down in a glowing shield bubble of her own making. It pops once she is at their level.*)

**Starlight:** (*crossing to Stygian*) I wasn’t so different from you, and Twilight helped me change. If there’s one pony in Equestria that can save a friendship… (*smiling, touching Twilight’s flank*) …it’s her.

**Stygian:** (*normal voice*) I…I want to believe you.

(*A moment’s snarling struggle turns his eyes white and restores the reverberation to his voice all over again, Shadows’s wings emerging from his flanks.*)

**Stygian:** But the darkness will not be stopped!

(*He snaps them out to full extension, throwing Twilight and Starlight back several feet. Twilight is first to get her wits about her; she projects a magical lasso from her tiara, snags one front hoof, and lifts off to drag him backward through the “air.” Starlight hastily erects her shield again. Cut to the Well; Twilight comes flying out of the yelling Shadows’s chest as if shot from a cannon and lands at Starswirl’s hooves. Starlight is next to get clear, the bubble popping to drop her on the chamber floor, and Twilight starts to haul on her line as if trying to boat the biggest bass in the history of Equestria.*)

**Twilight:** Fight the darkness, Stygian! You don’t need it anymore!

(*Close-up of Shadows’s chest; the gray unicorn is slowly pulled out, one foreleg snagged in her lasso.*)

**Twilight:** (*from o.s.*) Revenge isn’t what you want! Friendship is!

(*A blot of near-black substance envelops him and starts to drag her up, but she redoubles her effort to continue the high-stakes tug-of-war.*)

**Starlight:** Twilight!

(*She conjures up an arcane rope of her own and lets it lash out; now both of Stygian’s forelegs break through to daylight, each mare having snagged one. Shadows snarls in mingled fear and fury.*)

**Twilight:** (*to the others*) The shadow won’t let go of him! He wants to stop, but he can’t do it alone!

**Starswirl:** Then we must help him!

(*He and Sunburst fire off spells of their own, and one by one, the pairs of current and past heroes smile as energy pours from the Element necklaces. All nine beams converge on Stygian’s half-submerged form as Shadows roars and strains, trapped between them and the portal—and after a few long, agonizing seconds, Stygian’s entire body comes free and all the tethers vanish. Shadows is pulled through the aperture with one final tortured scream, and he swirls away into the starry black expanse beyond as it seals itself with one apocalyptic flash. Cut to a long overhead shot of the Hollow Shades and zoom out as a broad, crackling, rainbow-striped beam roars into the heavens from below to part the thick cloud cover. When it dies away, the area is left in total silence and a broad beam of moonlight shines down onto it.*)

(*Cut to an extreme close-up of the edge of the hole through which the ponies fell to enter the Well. Twilight’s forelegs reach haltingly up into view and get a grip on the stone, followed by her head; she hangs there gasping for breath as five ponies rise behind her—Somnambula carrying Pinkie, Rainbow and Magnus hauling Rockhoof with some effort. Twilight pulls herself up to a standing position as the rest of her friends climb/fly out; all of their Elements and artifacts have gone quiet.*)

**Rainbow:** Yeah! (*Pinkie and Rockhoof are set down.*) Oh, it felt so good to do that again!

**Pinkie:** Friendship power rush! (*leaping several yards ahead and over Rockhoof*) Woo!

(*Applejack’s quizzical glance at Rarity’s neck prompts the unicorn to look down there, discovering that her necklace is still there and set with its Element gem.*)

**Rarity:** The Elements! (*Close-up.*) They didn’t disappear! (*Longer shot, framing Fluttershy, on the next line.*)

**Fluttershy:** Maybe because we used them for healing magic instead of banishing?

**Applejack:** (*pointing*) Look!

(*Cut to the edge of the chasm; Starswirl stands here, reaching down over the edge, and drags a fully restored Stygian up to solid ground. Old, regret-filled gray-violet eyes gaze into young, confused blue ones.*)

**Starswirl:** Long ago you needed our help, Stygian. But instead of listening, we turned our backs on you. Pride clouded my judgment. (*touching Stygian’s shoulder*) I owe you an apology.

(*He turns to address Twilight, the camera zooming out to frame all.*)

**Starswirl:** Thank you for helping us see the errors of our ways, Twilight. It seems I never accounted for the magic of friendship.

(*Cut to her on the last two words, which cause her whole face to light up.*)

**Twilight:** Thank you, Swirlstar! (*catching herself*) Uh—Starswirl!

(*Her embarrassed blush lasts only a fraction of a second, interrupted by the sound of a pulsing cutie mark, and a quick zoom out shows that hers and those of her five friends are going off—mission accomplished. Starlight clears her throat and leans toward Starswirl with a wry smile.*)

**Starlight:** So, apparently a conversation *can* save Equestria?

**Starswirl:** (*chuckling*) Something tells me I will be making a lot of apologies today.

(*Tilt up to the night sky and its crescent moon, then dissolve to an extreme close-up of a stained-glass window that shows the moon breaking through clouds. On the start of the next line, pan away from it and zoom out to show Celestia, Luna, and the group of fifteen gathered in the throne room of Canterlot Castle. None of the ponies’ Elements or artifacts are on display now, and the former group’s marks have gone silent again. Stygian is at the back, glancing appreciatively around the space, and Spike has rejoined them.*)

**Starswirl:** (*to Celestia and Luna*) I simply cannot believe how tall you’ve gotten!

**Celestia:** Well, it has been over a thousand years. Will you stay here and teach magic once again? (*nuzzling Luna*) My sister and I have such fond memories of your lessons.

**Luna:** As long as you don’t ask for those essays we owed you before you disappeared. (*Celestia giggles.*)

**Starswirl:** (*chuckling, stroking beard*) I’m not certain Canterlot is where I belong. The realm has grown, and I believe I’ll have a look around before I settled [*sic*] in any one place.

**Meadowbrook:** And I long to see what has become of my home.

**Mistmane:** I believe we all do. (*Nods from the Pillars.*)

**Celestia:** Then I hope you will return to Canterlot on occasion and share the wisdom of your great experience with the next generation of ponies.

**Starswirl:** We would be honored. But if it is wisdom you seek— (*gesturing to Twilight*) —look no further than your own pupil.

(*The purple eyes widen in surprise; close-up. His next words bring a warm smile to her face and put her on the edge of a crying jag.*)

**Starswirl:** (*from o.s.*) She showed me that the power of friendship is a magical force indeed— (*Back to him; Stygian and the other Pillars gather in.*) —and that in turning away from others, you hurt yourself as well.

(*There follows a group hug that encompasses these seven, Spike, and all of Twilight’s friends. Sunburst moves to join it as Twilight wipes her eyes dry and addresses Starlight.*)

**Twilight:** It’s funny. I thought meeting my idol would give me all the answers I ever wanted. (*sadly*) But instead, I forgot what I already knew. (*Starlight touches her; she smiles again.*) Good thing I had a student of my own to remind me.

(*Being pulled into a gentle embrace surprises that student a good bit, but she smiles and relaxes into it. Fade to black.*)