**MARKS FOR EFFORT**

**Written by Nicole Dubuc**

**Produced by Devon Cody**

**Story editing by Nicole Dubuc, Josh Haber**

**Supervising direction by Jim Miller**

**Directed by Denny Lu, Mike Myhre**

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

Prologue

(*Opening shot: fade in to a long shot of the School of Friendship during the day, zooming in slowly toward the upper reaches as a bird swings lazily toward this portion. It comes to rest in the courtyard, perching in a bush only to be lifted free of the leaves on something magenta nestled among them. A close-up picks this out as Scootaloo’s mane; she ducks fully out of sight, leaving the bird to flit away, and the orange head pops back up to totter back and forth with several panicked vocalizations before dropping away once more. Cut to an extreme close-up of Apple Bloom’s hind legs struggling to keep the rest of her balanced, accompanied by her grunt of fearful effort. Soon enough, all three Cutie Mark Crusaders stagger fully into view from the greenery, Scootaloo balanced atop the head of Sweetie Belle, who is in turn held up by Bloom. The three-filly tower sways this way and that amid a scatter of grunts and heaves, Scootaloo straining mightily to grab an upper-story ledge with her wings buzzing like sixty.*)

**Scootaloo:** (*with effort*) Almost…there! (*Her hooves find a purchase; close-up of Bloom.*)

**Bloom:** (*sighing excitedly*) I can’t wait! Twilight’s school’s supposed to be amazin’ inside! (*Tilt up to Sweetie.*)

**Sweetie:** Rarity says there’s never been a school like it! (*To Scootaloo.*)

**Scootaloo:** (*grunting, pulling herself up higher*) I heard the students get to do *tons* of awesome stuff.

**Bloom:** Do you see anything yet?

(*Cut to just inside the nearest window, Scootaloo shading her eyes for a good look through the panes. Something wooden is canted at an angle before her.*)

**Scootaloo:** (*slightly muffled by glass*) Uh…yeah! (*mashing face against surface*) It looks like…a broom!

(*Outside again; she has chanced upon a janitor’s closet full of cleaning supplies.*)

**Scootaloo:** And a dustpan, and some buckets…

**Sweetie:** That sounds like a closet.

**Bloom:** Try another window.

(*More yelps follow as they lurch and spin away, overshooting the next window in line for a moment before Scootaloo manages to snag the ledge beneath its sill. Cut to just inside as she hoists herself up for a look; this window is open.*)

**Scootaloo:** (*awed*) Whoa…

(*Zoom out into this space, Pinkie Pie leaning into the foreground—this is her classroom.*)

**Pinkie:** (*holding up a tray of cupcakes*) Whooooo’s ready for cupcakes?

(*A longer shot frames the clusters of balloons painted onto the walls, the real ones to either side of the doors, and the musical instruments hanging on the walls. Class is in session, and the students—including Gallus, Ocellus, and Yona—receive treats as she vaults back and forth over their heads. In close-up, the young griffon licks his chops and prepares to satiate his sweet tooth, but Pinkie comes to rest on his head before he can bite in. She leans forward to look him upside-down in the eye from point-blank range, having discarded her tray.*)

**Pinkie:** Oh, they’re not for you, silly. They’re for sharing. (*She hops off and retrieves it.*) First, say something nice, like this. (*She crosses to…*) Ocellus, you are a great listener.

(*Both sit down on their haunches, and the pony flips a cupcake to the changeling to join the one she already holds and slides up close, throwing a foreleg around the light blue shoulders.*)

**Pinkie:** Now you get to keep one cupcake and share one with another creature. (*Ocellus turns toward…*)

**Ocellus:** Yona, you’re really strong.

(*She lobs one snack toward the ceiling, Yona going up to chomp it out of the air—and coming down squarely on Pinkie. The tray and the leftover cupcakes go flying across the room and straight out the window, Scootaloo ducking away with a gasp just in time to avoid intercepting the lot with her face. Outside again; the weight shift sends the fillies veering hopelessly out of control…*)

**Crusaders:** Whooooaaaa!

(*…and into an o.s. wipeout that sends a few loose leaves fluttering back. Cut to them lying half-dazed in a bush, coming to as a few butterflies happen by to elicit quietly awed reactions. The winged insects form the shape of a heart near a balcony, where Fluttershy emerges; in close-up, she addresses the students gathered in her classroom, including Sandbar and Silverstream.*)

**Fluttershy:** All right, students! (*A butterfly lands on her hoof.*) It’s time to meet some new friends!

(*Happy chatter breaks out among the class as the butterflies make their way in, Silverstream taking flight to lead the heart formation away once it uncurls itself. More ooh’s and ahh’s drift up from the o.s. Crusaders before the camera cuts back to them, now out of the bush that broke their fall.*)

**Applejack:** (*from o.s.*) INCOMIN’!!

(*They gallop toward her voice; cut to the farmer in her outdoor classroom, where Smolder is among those in attendance. She bounces a red rubber ball off her head a couple of times before pivoting in place and letting hind legs project it upward again to start a game of buckball. A pegasus mare zooms up to knock it away with her head, it is volleyed twice more by a pair of hooves and a tail, and Smolder pulls off a midair interception and hurls it back down. A unicorn colt hustles in, levitating an empty basket just right to catch the ball, and earns a round of cheers and laughter as he sets it down. Applejack crosses to the center of the space while Smolder comes in for a landing.*)

**Applejack:** That’s friendship in action, y’all.

(*The students bring it in as the camera pans to the doorway, where the Crusaders have been peeking in around the frame. They duck out of sight one by one; cut to them just around the corner of this building.*)

**Sweetie:** Wow! And I thought our school was fun!

**Scootaloo:** Yeah! Miss Cheerilee never lets us play buckball in class. (*Pause.*) I know. I’ve tried.

**Bloom:** Hey! Why don’t we go here instead? It’s still school, right?

(*Enthusiastic cheers go along with their three-way high five, after which they set off across the grounds.*)

**Bloom:** (*sighing happily*) What could be better than learnin’ friendship with your best friends? (*Pinkie’s head pops out of a bush as they pass.*)

**Pinkie:** Learning friendship with your best friends… (*pulling out her tray, with three surviving cupcakes*) …and cake!

(*She proceeds to slam the thing into her face, gorging herself on whatever ends up in her mouth and wearing the rest of it. The Crusaders giggle merrily at the mess before the view fades to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a full classroom with Twilight Sparkle at its head. The youngsters talk among themselves while she stands next to a table that has been placed between them and the front desk. A slide projector has been set up here, Spike standing on the table itself, and a roll-up screen has been pulled down to cover the blackboard. Quiet falls once Twilight clears her throat and begins to speak.*)

**Twilight:** Good morning, class. Today we’re going to learn about friendship through the ages. Spike, slide one, please.

(*The little guy taps at the device, bringing up an image of a gaunt-faced, smiling earth pony stallion whose outfit marks him as Chancellor Puddinghead—see “Hearth’s Warming Eve” for full details. The shadow of a wing obscures the screen as she speaks.*)

**Twilight:** Back in the days of Chancellor Puddin’head— (*Puzzled pause.*) —uh, Spike?

(*Cut to him. The wings he gained due to his molt in “Molt Down” have spread of their own accord, and one is blocking the projector lens.*)

**Spike:** Huh? (*sheepishly, backing off*) Sorry, Twilight. Still getting used to my new wings. They’re pretty great, huh? (*The heads of Bloom and Sweetie rise to face Twilight.*)

**Twilight:** Yes, Spike. As I was saying— (*She notices them.*) —huh?

(*Longer shot. These two have managed to commandeer front-row desks, with Scootaloo close behind.*)

**Twilight:** (*laughing a bit, crossing to them*) What are you three doing here?

**Bloom:** We want to go to your school!

**Twilight:** But why?

**Sweetie:** We want to learn friendship!

**Scootaloo:** And play buckball!

**Twilight:** (*laughing*) I see. Why don’t you three come with me? (*The faces fall.*) Spike, you’re in charge. (*She leads the trio out of the room.*)

**Spike:** (*pumping a fist*) Yes!

(*Cut to the hall, the door closing behind the four due to Twilight’s influence. Starlight Glimmer trots past in the fore, but immediately doubles back.*)

**Starlight:** (*with slightly forced perkiness*) Hi, Twilight! Looks like you could use a guidance counselor’s help! (*prodding Twilight’s chest*) Hint, hint…

**Twilight:** No thanks, Starlight. I got this.

**Starlight:** (*instantly deflated, backing off*) Great .Well, I’ll just go dust my office for the seventieth time.

**Twilight:** (*to Crusaders*) I’m sorry to have to tell you this, but… (*Long pause.*) …you can’t be my students.

**Sweetie:** Why not?

**Scootaloo:** Isn’t this place for everycreature?

**Twilight:** Yes, but we teach friendship lessons here. You already know all about helping ponies in need and being there for each other.

(*Cut to them, trading mildly perplexed looks, on the end of this.*)

**Sweetie:** Can’t you just give us a chance?

**Crusaders:** (*grinning hopefully, ear to ear*) Pleeeeeease?

**Twilight:** You need Cheerilee’s classes, not mine. (*walking past them to classroom*) Hurry up. You don’t want late marks on your permanent record.

(*Magic hits the handle to open the way, but her eyes pop at the words she hears coming from within. On the start of the next line, cut to Spike hovering and facing the students, every one of whom is standing on hind legs behind his/her desk and holding a front hoof to his/her chest.*)

**Students:** (*reciting*) O dragon, my dragon…

**Twilight:** (*uneasily*) Spike…? What did you do?

(*Weary displeasure settles onto her face like a ton of wet sand as she enters the room and Spike lands to face her with an embarrassed little grin and laugh. The door slams in a push from Twilight’s aura; from here, dissolve to the downcast Crusaders trudging down a hallway. They stop in time with Scootaloo’s irritated sigh.*)

**Scootaloo:** Well, I’m not giving up! I know we can prove we belong in this school!

**Sweetie:** Yeah! (*Pause.*) Um, how?

**Bloom:** By showin’ Twilight we’ve still got lots to learn about friendship. (*slyly*) And I know just where to start.

(*Clock-wipe to a profile close-up of Applejack out for a stroll through the grounds of Sweet Apple Acres. A loud squish from ground level brings her up short with a grunt; she lifts one foreleg and finds it caked with some nameless muck and broken bits of wood.*)

**Applejack:** What in tarnation?

(*A cut to the ground before her discloses the cause: an apple basket that has gone to rot along with its contents. Taking a step back, Applejack finds a much greater extent of disarray spread out on the turf—overturned buckets and tubs, a shattered cart, baled/loose hay and farming implements thrown down everywhere, and a sea of loose apples covering nearly every available square inch of ground. Applejack catches sight of Bloom reading under a tree, fixes a high-wattage scowl on her face, and trots purposefully out to the suddenly bookish younger sibling. The slop is gone from her hoof by the time she reaches her mark.*)

**Applejack:** Apple Bloom! You know better than to leave our good tools out like that! And aren’t you supposed to be on harvest duty right now?

**Bloom:** (*shrugging, apathetically*) Eh. It’s not like the apples are goin’ anywhere.

**Applejack:** (*incredulously, sputtering*) What’s gotten into you? Those chores are your responsibility! (*stomping*) Farm work is family work! (*Bloom pushes her book away.*)

**Bloom:** (*piteously*) Sorry, Applejack.

(*That demeanor evaporates in the time it takes her to get to her haunches and stick on a calculating smile.*)

**Bloom:** Maybe if I went to Twilight’s school, I’d learn to be better at helpin’ the family? (*Huge ingratiating grin.*)

**Applejack:** (*smiling*) Ahhhh, so *that’s* what this is all about. Well…if it’s learnin’ you want, I’d be happy to give you a private lesson right now— (*sternly*) —startin’ with cleanin’ up all this equipment!

(*She storms off and Bloom gets upright to follow. The yellow filly utters a grunt of disgust at her failure to sweet-talk her big sister, the view wiping behind her to Rarity’s upper-story workroom and living quarters within the Carousel Boutique. The designer’s horn-power is adjusting the brim of a hat on a pony-shaped mannequin and pinning it in place as the camera zooms in through the open doorway. She leans intently toward the dummy in close-up to slide in a second pin just so. On the start of the next line, zoom out quickly to show Sweetie now standing behind her, having sneaked into the room.*)

**Sweetie:** (*loudly, rapid fire*) Please can I go to Twilight’s school?

(*The interruption startles Rarity into a yelp and a magical twitch that drives the pin into the mannequin’s head, allowing the brim to flop forward and out of shape. She turns to cross the floor with a frustrated groan, the camera shifting to a profile close-up. A sudden grab stops her cold; she glances back toward her own hindquarters with a longer groan and finds Sweetie hanging on to one hind leg.*)

**Sweetie:** Please?

(*Instead of deigning to give a verbal response, the older unicorn drags the younger one across the carpet and shakes her off after a few steps, stopping at a basket filled with yarn and fabrics. Rarity begins to levitate one bolt free, only to drop it again when Sweetie pops up among the materials.*)

**Sweetie:** Pleeeease?

**Rarity:** I’m going to call you Repeatie Belle! We’ve been through this! (*squashing Sweetie’s cheeks*) *Please* let me concentrate!

(*Wiping her forehead with an imperious grumble, she turns back to the mannequins, the camera following until Sweetie whips into view to stop her dead.*)

**Sweetie:** How about now?

(*The blue eyes flick away with an expression that might translate as “can I trade this filly in for a quieter model?” A rainbow streak flashes across to fill the screen for a moment; behind it, the view wipes to the upper reaches of the School’s gym, where Rainbow Dash pulls into view and hovers, addressing herself down o.s.*)

**Rainbow:** (*dramatically, looping/diving about*) So there I was, leading the Wonderbolt formation into a super-dangerous Sun Dog Spiral, when suddenly…

(*Longer shot: several students have gathered to hear the tale, including Scootaloo in a set of Groucho Marx joke glasses. The blue speedster zips among a trio of pole-mounted buckball goal baskets, throwing in a few whooshing sound effects, before continuing.*)

**Rainbow:** …there was a huge storm cloud in our way!

**Mare 1:** What happened?

**Rainbow:** (*cockily*) My genius happened. I changed the routine on the fly. And because my crew are such tight friends, they followed me! (*Scootaloo eases up to the front row.*)

**Mare 2:** (*gasping excitedly*) What did you do?

**Rainbow:** Only the coolest thing ever. I flew up and— (*Scootaloo shoots upright.*)

**Scootaloo:** (*rapid fire, hovering briefly*) —did a super-amazing half-twist into a backflip Sonic Rainboom!

(*She tumbles to the floor; cut to the rest of the dumbstruck audience.*)

**Rainbow:** (*from o.s., irked*) Hey. (*Cut to her.*) I never told *that* story to my students before.

(*Her suspicions well and truly raised, she darts in and plucks away the orange filly’s disguise.*)

**Rainbow:** (*warningly*) Scootaloo…!

(*Who can do no more than voice a lame chuckle, take back the glasses, and put them on again.*)

**Scootaloo:** Never met her.

(*Rainbow responds with a dirty look and a foreleg pointed emphatically toward the door; Scootaloo heaves herself up with a defeated sigh and follows the silent order to vacate. Dissolve to a busy Ponyville street, Scootaloo’s scooter resting near a bin filled with fresh produce, and pan slightly in that direction. The Crusaders have gathered at the mouth of an alley for a quick huddle, the pegasus having donned her crash helmet; when they break, she is seen to have ditched the gag eyewear. Spotting the approach of Fluttershy and Pinkie, Sweetie ducks back into the alley. Pinkie’s face is clean of the cupcake residue she inflicted upon herself at the end of the prologue.*)

**Sweetie:** (*hushed*) They’re coming! Get ready!

(*A wink from Bloom and a nod from Scootaloo, who steps up to the handlebars, and these two move out. Within seconds they have taken up positions on opposite sides of the street, Bloom shifting a full basket of apples onto her head. Sweetie waits for just the right moment before throwing a hoof signal first to Scootaloo, who adjusts her helmet and gets rolling across the street, and then to Bloom, who begins to move toward her as Sweetie ducks out of sight. Close-up of Scootaloo. Until further notice, all lines spoken at normal volume by the fillies take on a very stilted tone.*)

**Scootaloo:** Look out! (*Pan quickly to Bloom.*)

**Bloom:** Look out!

(*A longer shot tells the whole tale. The pony on wheels is moving at roughly the speed of the walking one, and Sweetie has put her head out from the alley again to keep track of both them and Fluttershy/Pinkie. Bloom and Scootaloo barely miss one another, but play it up as if they have collided.*)

**Bloom:** Whoa!

(*Down they go, Bloom throwing her freight of fruit so that it spills to cut off the mares’ path.*)

**Scootaloo:** (*standing up*) Hey! Watch where you are going! (*She pulls her helmet off.*)

**Bloom:** (*standing, pointing*) I *was* watchin’—watchin’ you drive like a crazy pony! (*The two advance toward one another.*)

**Scootaloo:** Well, maybe if you did not drop apples all over the street, I would not have to!

**Fluttershy:** (*to Pinkie*) Ooh! I’ve never seen Apple Bloom and Scootaloo argue like this.

**Pinkie:** Yeah! They usually go together like candy canes and stripes.

(*A surreptitious wink and wave pass from Scootaloo to Sweetie, who steps out of the alley and makes a show of “tripping” over the scooter.*)

**Sweetie:** Whoooaaa! (*She goes flat on her face, then stands up during the following.*)

**Bloom:** (*to Scootaloo*) *My* apples? This is all your fault, Scootaloo!

**Scootaloo:** Hey! Sweetie Belle is the clumsy one!

**Sweetie:** (*turning away from both*) I’m not talking to either one of you ever again! (*The other two follow suit.*)

**Fluttershy:** (*to Pinkie*) Goodness! They seem really upset.

**Pinkie:** It’s almost like they forgot they’re friends.

(*Cut back to the three fillies, who break out of their standoff just long enough to throw each other a quick smile.*)

**Scootaloo:** (*whispering, singsong*) I think it’s working!

**Sweetie:** (*aloud*) You are so careless! (*whispering*) Good plan, Apple Bloom!

**Bloom:** (*aloud*) Careless? I will show you who is the one who is careless! (*whispering*) And great acting, Sweetie Belle!

(*Gathering in for a three-way hug, they drop out of character altogether.*)

**Scootaloo:** We’re an awesome team!

**Bloom:** All right!

**Sweetie:** Whoo!

**Pinkie:** (*from o.s.*) Yaaaay! (*All three faces freeze in shock.*)

**Bloom:** Oops. (*Cut to Fluttershy and Pinkie.*)

**Pinkie:** You’re friends again! I knew you would be! (*She hops over and pulls them into a hug.*) Candy cane stripes forever!

(*Almost in a single motion, she straightens up, tosses out a hoof-load of confetti and streamers, and begins to hop around the Crusaders while carrying a pennant marked with their faces. The celebration has exactly the opposite of its intended effect, drawing a sigh of resignation from each young throat.*)

**Scootaloo:** Now they’ll never let us into Twilight’s school.

(*Fade to black.*)

Act Two

(*Opening shot: fade in to the Crusaders in their clubhouse: Bloom pacing, Scootaloo sitting on her haunches off near a window, Sweetie hovering a pencil by a pictorial checklist of four items tacked up on the wall.*)

**Bloom:** Okay. We’ve tried shirkin’ chores…

(*Close-up of Sweetie, who marks off this item and then the others as they are named.*)

**Bloom:** (*from o.s.*) …pesterin’, disguises, fightin’…

**Sweetie:** (*sending pencil away*) Hmmm…we need to do something new. Something unexpected.

(*Her rumination is cut off by the sound of muffled crying from Scootaloo’s general direction.*)

**Bloom:** Great idea, Scootaloo! We haven’t tried cryin’ yet!

**Sweetie:** Yeah! It always works for Rarity.

(*Cut to the last member of the triumvirate, who throws them a quizzical—and completely dry-eyed—glance from her vantage point at the window.*)

**Scootaloo:** (*standing up*) I wasn’t crying. I think it’s coming from outside.

(*She turns to gaze through the glass; cut to just outside as the other two join her, then to a pale pink pegasus filly sitting on her haunches and sobbing under a tree near the clubhouse. Her mane/tail are two shades of light blue, done in ringlets, and tied with pale yellow bands, and her eyes have birdcatcher spots beneath their outer corners. Neither their color nor her cutie mark can be seen for the moment, the first because they are closed, the second due to the fall of her tail around her haunch. This is Cozy Glow, about the same age as the Crusaders, who sits near a pair of discarded saddlebags. Back to the trio inside.*)

**Sweetie:** Aww, she looks so sad. We better go see what’s wrong.

(*Away they go, the camera cutting to outside as they descend the ramp and cross to the newcomer.*)

**Bloom:** Hey, are you okay?

*(Now Cozy opens her eyes, revealing deep red irises, and regains a degree of composure. Her voice is the aural embodiment of wide-eyed youthful innocence, and she exhibits a slight speech impediment that causes her L’s and R’s to sound a bit like her W’s. Throughout the following exchange, she occasionally sniffles or dabs at her wet eyes.)*

**Cozy:** Oh, thank you for asking, but no. I’m having real trouble with the School of Friendship.

**Scootaloo:** Twilight won’t let you go either, huh?

**Cozy:** Oh, no. It’s not that. I’m in her class, but… (*breaking down anew*) …it’s too hard!

**Sweetie:** Really? (*Cozy nods and calms down.*)

**Cozy:** I just moved here to go to school, but everything’s so new and different. I don’t know anypony.

**Bloom:** Well, now you do. I’m Apple Bloom. (*indicating others in turn*) This is Sweetie Belle and Scootaloo. We’re the Cutie Mark Crusaders.

**Cozy:** (*standing up*) I’m Cozy Glow. It’s very nice to meet you, but I don’t know if I’ll stay long. I’ll probably flunk out. I’m having so much trouble with my friendship lessons.

(*The Crusaders gasp as one once these last two words sink in.*)

**Sweetie:** We can help with those!

**Scootaloo:** We know all about friendship!

**Bloom:** And studyin’ with you would be almost as good as bein’ in class!

**Cozy:** But why would you help me? (*suspiciously*) What’s in it for you?

**Sweetie:** (*crossing to her*) That’s how friendship works. When you give from your heart, you don’t expect anything back.

**Cozy:** Well, golly. If you really mean it—

**Crusaders:** (*nodding*) Mmm-hmm!

**Cozy:** —I could use some help with my homework.

(*During this last, she shifts position enough to give a clear view of her cutie mark—a castle or rook piece used in chess. A quick dip toward her bags, and she has fished up three photographs in her teeth; close-up of these as they are laid on the ground. One full-color close-up each of Bon Bon, Mrs. Cake, and Big Macintosh.*)

**Cozy:** (*from o.s., pointing at each*) I have to do something nice for each of these ponies. (*Back to her.*) But I don’t know anything about them. And it’s so hard to talk to ponies you’ve never met.

**Bloom:** Well, you’re in luck, ’cause we know all those ponies!

**Scootaloo:** Get ready for a friendship A-plus!

(*Her declaration brings a hopeful little grin to the pink face. Dissolve to Bon Bon walking up to a florist’s stand in Ponyville and zoom out slightly to frame Lemon Hearts in charge of the next one over—pears and pear-based snacks. A helmeted Scootaloo zips into view on her scooter, towing Cozy by one foreleg, and both disappear behind a full bin of fruit. The two mares and the third one looking over Lemon’s wares glance up with only the briefest hint of confusion before resuming their activities, and the fillies put their heads up for a bit of surveillance.*)

**Scootaloo:** That’s Bon Bon. (*removing helmet*) If you want to do something nice for her, first you gotta figure out what she needs.

**Cozy:** Well, how am I supposed to do that?

**Scootaloo:** Just pay attention. Friendship is about listening to others.

(*Both train their eyes on the florist’s stand, where Bon Bon accepts a paper bag containing a sizable cactus from Rose and takes its rope handles in her teeth. As she walks off, though, the plant’s copious spines poke her in the cheek with every step.*)

**Bon Bon:** Ow…oh…

**Scootaloo:** Uh-oh. That cactus keeps pricking her every step she takes. Hmm—if only there was something to protect her from those spines.

(*Both fillies fall into heavy thought, Cozy emerging first with a glance at the helmet that Scootaloo has set among the pears in Lemon’s bin. The flick of inspiration develops into a full-scale brainstorm, and she snatches the headgear away and flies out after Bon Bon, who grunts in pain at a fresh stickling. She sets the cactus down and rubs her cheek as Cozy catches up.*)

**Cozy:** It looks like you need help carrying your cactus, so here’s a safe way to take it home.

(*Cut to a close-up of it during this line, the helmet being set to cover as much of it as possible, then back to the mare and filly after she finishes. Cozy touches down with a tentative little laugh, but Bon Bon has come over all smiles at the gesture.*)

**Bon Bon:** Thank you! That’s so thoughtful.

(*Cozy gallops back toward Scootaloo as Bon Bon takes up the bag’s handles again and goes on her way—with only the side of the helmet making contact with her face now.*)

**Cozy:** I did it!

**Scootaloo:** Good job! (*Close-up.*) But, uh, next time, maybe don’t give away my helmet. (*Pan to Cozy.*)

**Cozy:** Oopsie.

(*Dissolve to the exterior of Sugarcube Corner, zooming in slowly, then cut to Sweetie with her horn aglow inside. She is concentrating her effort on a nearly empty bowl of multicolored candy sprinkles, floating them out one at a time. Close-up of one open-topped can after another being held up by Cozy, each marked with a band to match the color of sprinkles going into it. Front hooves raise each of the next two, while the third is balanced on her nose.*)

**Sweetie:** (*from o.s.*) Green…purple…yellow.

(*Zoom out. Cozy is hovering with two more cans—red and blue—on her hind legs.*)

**Sweetie:** (*from o.s.*) And…one more purple. (*Cut to her, wiping sweat from forehead.*) Whoo! (*checking now-empty bowl*) Sorting all those took longer than I thought.

(*Down comes Cozy; close-up of a box on the floor as she loads in her five cans, now with shaker tops screwed on. A longer shot frames the box’s lid and a sixth can standing nearby. During the following exchange, Sweetie crosses to her and uses her magic to put the last one in, set the lid in place, and tie a ribbon around the whole lot.*)

**Cozy:** You really think Mrs. Cake will like these new sprinkle shakers?

**Sweetie:** Mmm-hmm. Now she won’t have to use rainbow sprinkles all the time. She can just pick the color she wants.

(*The jingling of the bell above the front door is heard; cut to Mrs. Cake on the threshold.*)

**Mrs. Cake:** (*entering*) Oh! I’m sorry, I was out to lunch. (*Cozy now holds the box.*) Were you fillies waiting for me long?

**Cozy:** (*holding it out to her*) No. Um, these are for you.

(*The package is swiftly set on a display case, the ribbon snapped, and the lid pulled away to expose the shakers.*)

**Mrs. Cake:** (*lifting box*) Oh, well, what a lovely surprise! I can’t wait to try them out!

(*Setting it on a next to a white-frosted cake, she turns away to hide everything from both the fillies and the camera and sets to a quick burst of work. Cut to the pair as she holds the cake toward them, now sporting a multitude of varicolored sprinkles. The sight of it causes the scarlet and green eyes to pop wide open in pure shock.*)

**Mrs. Cake:** (*from o.s.*) Look! I made rainbow sprinkles! (*Sweetie offers Cozy a weak grin; cut to frame all three.*) Aren’t they wonderful?

(*She walks off with the dessert, seeing none of the mental freeze-up that Cozy suffers at the misuse of this gift.*)

**Cozy:** But…she…I… (*Groan.*)

**Sweetie:** At least she likes her present?

**Cozy:** (*shakily*) Uh-huh.

(*Now she manages to answer Sweetie’s smile with one of her own. Dissolve to Macintosh walking up to one of the trees at Sweet Apple Acres, an empty basket balanced on his head. No apples are immediately visible among the overhead greenery, though. He pivots, expertly delivers a solid buck to the trunk, and waits—but not one fruit drops into the waiting vessel. Further attempts on a second and third tree yield the same result, and he eyes the basket critically and sets it aside. Before he can get too far into a consideration of this lack of productivity, a whistle from o.s. draws his attention. Cut to a line of three overflowing baskets behind which Bloom and Cozy are standing, then back to the big workhorse, who gallops off with a huge grin at the relief they have granted him.*)

**Cozy:** Golly! How’d you know that would make him so happy?

**Bloom:** Friendship means pitchin’ in to help others’ chores go faster.

(*The sound of Macintosh’s pounding hooves asserts itself under this last, and in short order he barrels past with a nod of thanks to his little sister.*)

**Bloom:** (*knowingly*) ’Specially when their special somepony’s waitin’ for ’em.

(*Cut to a fence, on whose other side Sugar Belle is standing and waving happily. Macintosh comes to a stop facing her across it, and the two equine lovebirds share a blissful nuzzle. Dissolve to a close-up of the bell on the roof of the Ponyville schoolhouse, ringing out its raucous signal, then cut to ground level as the door flies open and a flood of laughing foals spills out. Even though it is the end of the day’s lessons, the Crusaders are last to leave and in remarkably foul spirits.*)

**Scootaloo:** (*groaning heavily*) That class was *soooo* boring!

**Sweetie:** Not even Miss Cheerilee can make the history of radishes exciting.

**Bloom:** I bet they don’t have to learn about that stuff at Twilight’s school.

(*As the demoralized little ponies clomp along the path, something plows into them head-on with enough force to drive them back several yards and throw up a cloud of dust. When the haze clears, the Crusaders are lying in a knocked-out pile on the dirt and an overjoyed Cozy pops up from within the mass.*)

**Cozy:** Guess what! (*pulling out a worksheet covered with green check marks*) I got an A on my homework!

(*She is immediately hoisted overhead, the next three lines overlapping.*)

**Bloom:** Nice goin’!

**Scootaloo:** Woo-hoo!

**Sweetie:** All right!

**Cozy:** And I never could have done it without your help. (*She hovers down.*)

**Bloom:** No problem!

**Scootaloo:** We just wish we coulda done more.

**Cozy:** Actually, you can. Headmare Twilight is giving us a big test at the end of the week, and I could really use your help studying.

(*She lets them have it with both barrels in the form of the biggest, shiniest, most soulful eyes and the cutest smile she can drum up. It works with remarkable efficacy.*)

**Bloom:** We wanted to go to Twilight’s school more than anything—but helpin’ you has been even more fun! (*Laugh.*) You can count on us!

(*A set of cards depicting the cutie marks of Twilight and her friends tumbles past the camera. Behind them, the view wipes to the Crusaders and Cozy sitting on a picnic blanket that has been spread out on a hill outside Ponyville proper. Each filly has a covered basket; Scootaloo and Sweetie open theirs to reveal carrots, while Bloom unveils apples. Last is Cozy, who pulls he cover away and is surprised to find her basket empty; up comes Fluttershy’s rabbit Angel, chewing on a lone carrot—evidently he stowed away and ate the rest of the load. He hops away with the ill-gotten snack and she forlornly tips her basket over, confirming that there is nothing left. The Crusaders get ready to dig into the food they brought along, but freeze at the sight of their crestfallen friend. In a blink, Sweetie has commandeered the apple and carrot the other two were about to eat, added them to her own, and extended the items to Cozy. The pale pink face instantly brightens, then scrunches up in concentration as Sweetie floats a card with Rarity’s three-gem mark toward her.*)

**Cozy:** Um…Intelligence?

(*All three stare popeyed at the mistake and trade worried half-grimaces as the card is lowered. Wipe to the four giving a fresh coat of red paint to the main barn at Sweet Apple Acres, Bloom hauling a full can to the others as they ply brushes high and low. Sweetie gives simultaneous high fives to Bloom and Cozy, the latter inadvertently knocking against the ladder Scootaloo is using; the orange pegasus drops her can in close-up, then looks down and grimaces in mild shock. A ground-level pan reveals that the other three have been thoroughly doused with the contents, but Bloom and Sweetie are quick to start laughing over the absurd mishap. Up above, Scootaloo joins in with a grin and holds up a card printed with Pinkie’s cutie mark for Cozy’s giggly perusal.*)

(*A mass of butterflies flits across the screen, the view wiping behind them to Fluttershy, Scootaloo, and Sweetie in Fluttershy’s cottage to care for some of the animals. The two fillies are clean, as Bloom and Cozy will be when seen next. Bowls of greens are set out, a bed is made in a basket, and a plate of birdseed is offered. Elsewhere, while sweeping the floor, Cozy bumps against an open bag of seed so that it tips and spills a small quantity onto the planks. She hurriedly rights the bag and, after a furtive glance to make sure no eyes are on her, eases up one edge of a nearby rug so she can scoop the spill underneath it. Before she can finish the cover-up, Bloom happens by, gives her a level “really?” glance, and pulls out a card with her older sister’s three apples. Offering a sheepish grin, Cozy flips the rug back in preparation to clean up the mess she made—but two birds get to it first and start pecking hungrily away, prompting giggles from both fillies.*)

(*Dissolve to the four in the clubhouse, Cozy seated on a stool to face the Crusaders and a chart tacked up on the wall. The document is split into two columns, the left showing the jewels that represent the Elements of Harmony, the right filled with drawings that depict those traits. Sweetie is levitating a pointer rod to indicate Pinkie’s section as Cozy thinks very hard.*)

**Cozy:** Laughter?

**Sweetie:** Yes! (*She indicates Twilight’s row.*)

**Cozy:** Is it…Control?

(*The little unicorn grimaces a bit at her fumble and shakes her head. Dissolve to a long shot of Pipsqueak, or Pip, jumping/straining futilely up toward a kite stuck in the branches of a tree. He and it are on a small hill outside Ponyville. Here come the Crusaders and their new friend; getting a round of encouraging smiles and a pointing prompt from Scootaloo, Cozy flies into action. She picks the kite free of the leaves and brings it down to Pip, only for a sudden strong gust of wind to tear it from his grip. As it skims low over the grass, she is hot after it—up until the moment that both disappear into a clump of bushes. Pip and the Crusaders gallop to the crash site just in time to be met by the emergence of a thoroughly disheveled Cozy with one corner of the intact kite in her teeth. Celebration all around as she passes it back to Pip.*)

(*Scootaloo’s foreleg reaches up into view in the fore and yanks down a pull string, instantly unrolling a new view of drawings of four Element jewels—Honesty, Laughter, Loyalty, Magic. A longer shot puts the quartet back in the clubhouse, Cozy now cleaned up and facing the other three and a sketch of all six gems on an easel. As before, Sweetie has her pointer in her magical grip to pick out one at a time, starting with the pink butterfly; Cozy stares at it and thinks hard before responding.*)

**Cozy:** Kindness! (*The red lightning bolt.*) Loyalty! (*To Sweetie now showing the orange apple; she continues o.s.*) Honesty!

(*Back to Cozy, the blue lozenge reflected in her pupils.*)

**Cozy:** Generosity!

(*The chart, with the blue balloon picked out.*)

**Cozy:** (*from o.s.*) Laughter! (*Back to her, the pink star in her eyes.*) Magic!

(*Six for six. Cut to an overhead close-up of the four and zoom out to a long shot as they raise their forelegs with a cheer. From here, dissolve to the School’s upper reaches and tilt down to the front entrance, in front of which the Crusaders are goofing off in various ways. Bloom sits doing nothing in particular; Scootaloo lies on her back, head hanging over the edge of the walkway; Sweetie sits reading a book. The doors fly open to release a tide of laughing, cheering students past the three, but Cozy lags well behind them, about as far down in the dumps as a pony can go without having to excavate a landfill.*)

**Bloom:** How’d the test go?

**Sweetie:** Were there essay questions?

**Scootaloo:** Did you remember what we taught you?

**Cozy:** (*tearing up*) I… (*crying gushers of tears*) …*failed!*

(*She gallops pell-mell past them and away from the campus, lungs and tear ducts working overtime as the camera shifts away from the doors.*)

**Bloom:** (*to Sweetie*) But how could Cozy Glow fail her friendship test?

(*An impatient throat-clearing from the o.s. Twilight puts any response on the back burner, and the Crusaders swivel back to find one extremely peeved Princess staring them down.*)

**Twilight:** I’d like to see you three in my office!

(*She wheels back through the doors, her tone brooking no dissent, and the recipients of this order trade glances that all too clearly broadcast the utter panic that has locked their brains solid. Fade to black.*)

Act Three

(*Opening shot: fade in to the upper reaches of Twilight’s office within the School and tilt down to a long shot of her behind the desk. She reads over a document held in her aura as the Crusaders stand before her.*)

**Scootaloo:** (*to Bloom/Sweetie*) I know we wanted to be invited inside, but it kinda went different in my head. (*Twilight sets her page down.*)

**Twilight:** I can’t believe you’d do something like this! (*Uneasy looks pass between the Crusaders.*)

**Bloom:** Like…what? (*Twilight steps out to them.*)

**Twilight:** (*backing them up with a wing*) You *are* Cozy Glow’s tutors, aren’t you?

**Scootaloo:** We’ve been working with her for days.

**Twilight:** That’s what she told me. So you’ve been setting her up to fail? (*Next three lines overlap.*)

**Bloom:** How?

**Scootaloo:** What?!

**Sweetie:** No!

**Twilight:** I know you’re upset that I won’t let you come to my school. But to teach Cozy all the wrong things out of spite—that’s just cruel!

**Sweetie:** But we taught her all the *right* things!

**Twilight:** (*levitating a page filled with red marks*) Then how do you explain these friendship test answers? (*reading*) “What are the six Elements of Harmony? Five turtlenecks and a cheese grater”? “Who is the Princess of Friendship? Your mom”?

**Bloom:** Huh…I don’t understand.

**Twilight:** (*pacing past them, no longer carrying test*) Me neither. I never thought you three would pull such a mean prank. (*magically opening office doors, gesturing at them with a wing*) I’m afraid I’m gonna have to ask you to stay away from my school—*and* my students.

(*Heads hung low, the chastised youngsters file out past the stony-faced Princess. Only after all three have passed does her countenance begin to soften a touch; Cozy, waiting in the hall, gets a real shock upon seeing their crushed expressions and the doors being slammed shut behind them.*)

**Cozy:** (*to herself*) Oh, no!

(*She hurries away in a different direction. Dissolve to a close-up of an empty bookshelf as several volumes are floated up and slotted into place, then cut to the caster—Starlight standing on a stool in a small office set up for her use. Other shelves and cases hold assorted knickknacks and masses of scrolls; filing and storage cabinets stand across from these; posters, pictures, and a bulletin board hang behind the desk; a coat tree and a basket of miscellaneous items sit by the scroll rack; and a couple of kites dangle from the ceiling.*)

**Starlight:** Hmmm?

(*She scrutinizes two books at eye level, switches their places, and sends them to the shelf. Now a large globe can be seen resting in a corner near the closed office doors.*)

**Starlight:** (*listlessly*) Yaaaaay. Now I’ll alphabetize them in reverse order. (*One door swings open behind her as she sighs.*) Not much need for a guidance counselor at a school of friendship.

(*The quiet is broken by a throat-clearing that scares up a yell and sends her toppling sideways to the floor, her fall revealing the intruder as Cozy.*)

**Starlight:** (*panicked*) H-How much of that did you hear? (*horn igniting*) Uh, never mind.

(*One teleport later, she is seated behind her desk and righting the capsized stool to rest in front of it, laughing and doing her level best to seem casual.*)

**Starlight:** Welcome! (*Cut to a puzzled Cozy; she continues o.s.*) Can I get you a comfort pillow? Security blanket?

(*In time with her words, her magic shoves the first item into Cozy’s chest and drapes the second one over her form. Cut back to her, floating up two mugs of hot chocolate complete with marshmallows.*)

**Starlight:** (*gently*) Empathy cocoa?

(*They are set down on the desk as Cozy moves a bit closer and pushes the blanket back from her head, having already set the pillow aside.*)

**Cozy:** Uh, I just need some advice. (*The cloth slides to the floor.*)

**Starlight:** (*perking up, laughing a bit*) Oh, well, I have plenty of that! Anecdotes, insight, midnight confessions— (*catching herself*) —I’m babbling. (*Clear throat; compose self.*) Go ahead. I’m listening.  
**Cozy:** I think I got my friends in trouble. They helped me study for my friendship test, and I failed it…on purpose.

**Starlight:** (*sputtering indignantly*) Why would you do *that?* (*catching herself*) Uh, sorry. Listening.

(*Her power brings up the mug on her side of the desk for a sip.*)

**Cozy:** Well, the Cutie Mark Crusaders wanted to go to this school more than anything. So I thought if I showed Headmare Twilight they’re bad at friendship, she’d let them come here with me.

**Starlight:** (*smiling wickedly*) That’s devious! (*catching herself*) I-I mean— (*deadpan*) —I see.

(*By the time she finishes her next sip, she has adopted an utterly blank expression that would make Maud Pie look like Pinkie by comparison. It only lasts a moment, though, shifting to a gentle smile as she rests the mug on her desk.*)

**Cozy:** I guess I still have a lot to learn about friendship.

**Starlight:** Actually, I think you’re doing all right. Sure, that was a really, really bad way to try to help your friends— (*Cut to Cozy; she continues o.s.*) —but what matters is, you wanted to.

(*A tiny smile on the pink face; now Starlight steps out from the desk.*)

**Starlight:** The reason the Cutie Mark Crusaders don’t go to this school is that they’d make better teachers than students. (*Cozy pops into an excited hover.*)

**Cozy:** So you *do* have a place for them here?

**Starlight:** (*thoughtfully*) Hmmm…

(*Dissolve to the exterior of the schoolhouse, zooming in slowly to the sound of varied foals’ chatter, then cut to the classroom. One and all are engaged in tidying up the place; cut to an extreme close-up of a chisel held in Bloom’s hooves and being used to scrape wads of chewing gum from the underside of a desk. It is a tough slog indeed, and the filly voices an annoyed grunt when the camera shifts to her, lying on her back to get at the gunk.*)

**Bloom:** I bet there’s no “wonderful world of cleaning” lesson at Twilight’s school.

(*Up front, Sweetie has an eraser in her magical grip and is using it to clear the blackboard. Pounding it against the slate surface releases a cloud of chalk dust that sets her to coughing.*)

**Sweetie:** (*glumly*) We’ll never find out now.

(*A ball of crumpled paper is pitched from behind the front desk to land in a nearby trash can, the thrower being revealed as Scootaloo when she shambles out with a long sigh. A banana peel resting on the floor by the receptacle goes in next.*)

**Scootaloo:** I still don’t get how Cozy failed her test after all that studying.

**Sweetie:** Or how Twilight could blame us for it.

**Bloom:** (*pulling at a wad of gum stuck on her front hooves*) Or how gum can be so sticky!

(*They are jolted out of their funk by the sound of the door being knocked at and opened; cut to it, where Starlight trots in to stop alongside Cheerilee.*)

**Starlight:** Sorry to interrupt, Miss Cheerilee, but can I borrow Apple Bloom, Sweetie Belle, and Scootaloo?

(*Three young heads rise from the vicinity of the front desk, apprehension writ large on their features. In close-up, the background changes abruptly to a somewhat darker area, an o.s. light source throwing their faces into sharp relief. A longer shot puts them back in Twilight’s office, standing in the middle of a floor that has suddenly become uncomfortably large and empty. All the lights have been extinguished except for two overhead fixtures that shine directly down on them, not unlike the archetypical police interrogation scenes of gangster movies set in the time before the Miranda warning became standard practice. The gum is gone from Bloom’s hooves now.*)

(*They are facing away from the office’s closed doors, which boom open to admit Twilight’s friends. Up come the normal lights as Fluttershy/Rarity take up a position on one side of the trio, Applejack/Pinkie/Rainbow on the other. Twilight’s chair is turned with its back to the gathering, but swivels deliberately to reveal her unsmiling visage behind the desk. The tension builds for a long, silent moment until Scootaloo completely loses her cool.*)

**Scootaloo:** We didn’t do anything wrong! We promise!

**Twilight:** (*smiling*) I know that—now. Which is why I wanted to talk to you. (*Cut to the Crusaders.*)

**Sweetie:** (*puzzled*) Wait. So we’re *not* in trouble? (*Zoom out to frame Starlight and a contrite Cozy entering on the next line.*)

**Starlight:** Just the opposite. Cozy Glow, is there something you’d like to say?

**Cozy:** This is all my fault. I messed up my test on purpose so we could all go to school together. I’m sorry. (*Twilight steps out from the desk.*)

**Twilight:** Thank you, Cozy Glow. Honesty is one of the pillars of friendship— (*to Crusaders; they grin*) —but *you* already know that. Which is why I’d like to give you these.

(*Their eyes wonderingly follow the direction of the light violet foreleg pointing in the neighborhood of her desk. Cut to Spike, who proudly walks in from one side of the room bearing a pillow loaded with three small scrolls. Each is secured with a red ribbon and a clip showing the School’s crest. He suddenly stumbles and hits the floor on his belly, driving all the air out of his lungs in a pained grunt, and the documents go flying across the room. Cut to the Crusaders’ hooves as they land, one in front of each, then tilt up to the fillies as they pick these up and regard them bemusedly. Spike straightens up with a deep blush and sheepish grin, earning a humoring smile from Twilight, and Applejack steps up behind Bloom.*)

**Applejack:** They’re honorary diplomas— (*removing hat, holding it to chest*) —makin’ y’all official graduates of this here school.

(*The yellow face erupts in joy; now Rainbow and Rarity address their respective younger siblings, biological and otherwise, bringing about the same response.*)

**Rarity:** You’ve more than earned them.

**Rainbow:** Without even having to study!

(*She and Scootaloo trade a high five; now Fluttershy nods to three birds hovering close by, each holding the upper end of a tasseled cord, and they lift off. The cords are attached to three mortarboard caps, which find their way onto the Crusaders’ heads just before Pinkie pops up behind them to let fly with a salvo of confetti and streamers from her party cannon. Their respective elders join the celebration, Applejack having donned her hat again.*)

**Bloom:** Yeah!

**Sweetie:** Yeah!

**Scootaloo:** Yes!

**Crusaders:** (*chanting, hopping around Starlight/Cozy*) We are graduates! We are graduates! We are graduates!

(*They have put the diplomas aside by this point, and they toss their caps into the air on the end of this line, the camera tilting up to follow. One drifts down past the lens and winds up on Twilight’s head as the brand-new alumni gather around her.*)

**Twilight:** And if you’re interested, I think Starlight has a place for you at my school after all. (*They slide over to the counselor.*)

**Crusaders:** Woo-hoo!

**Starlight:** We could use some good friendship tutors on staff, and I hear you’re the best out there.

**Bloom:** Then what are we waitin’ for? Let’s get tutorin’! (*heading for the door with Scootaloo*) Come on, Cozy!

(*Sweetie and Cozy fall in behind these two, while Twilight—no longer wearing the mortarboard—addresses Starlight.*)

**Twilight:** (*chuckling, touching Starlight*) And *that’s* why this school needs you as our guidance counselor.

(*A blush tints the pinkish-violet cheeks, the big blue eyes above them shining as the mouth below curves into a smile of deepest gratitude for this recognition of her efforts. Cut to the School’s front walkway, the four friends laughing as they race along it—the Crusaders on hoof, Cozy on wing—and fade to black as the pink face fills the screen.*)