My Little Pony: Roleplaying is Magic

Season Three Edition

My Little Pony
ROLEPLAYING IS MAGIC

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Legal Disclaimer

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Visit MLP:RiM online at: *http://www.mlprim.com*

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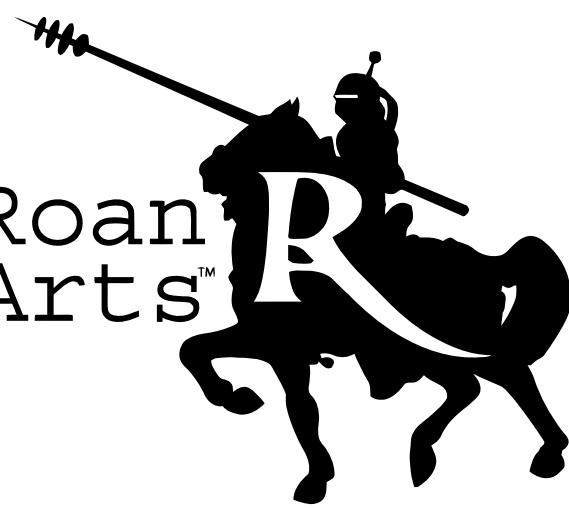
Roan Arts™

Aspiration, Innovation, Motivation

I dedicate this book to our fans and players, and to Bronies of every age and nationality. The support of this remarkable community rescued me from the depths of despair, and continues to encourage me every day to pursue my dreams with a hopeful heart. I consider each and every one of you crazy ponies to be my very best friends.

~ Tall Tail (James Weimer)

Thank you to Lauren Faust and the cast and crew of MLP:FiM for taking a stereotypical, demographically-limited franchise and turning it into an inspirational and accessible show.

~ Know-It-All (Samuel Hanson)

This is dedicated to my friends, who've always been there to help me.

~ Artsy Heartsy (Daniel Oakley)

This is dedicated to my husband and my parents, who have both supported me thoroughly in everything I do.

~ Pixel (Caytlin Vilbrandt)

I would like to thank the entire Roan Arts team for allowing me to be a part of a wonderful project and for everyone who believed in my abilities as an artist.

~ Sketchbook (Michael Simpson)

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Introduction

"All the ponies in this town are CRAZY!"
~ Twilight Sparkle

Welcome!

Welcome, fellow Equestrians, to the Season Three Edition of My Little Pony: Roleplaying is Magic! It's hard to believe it's already been a year since the last edition, and we'd like to start off by saying thank you--to returning players and our modest community of fans for sticking with us and supporting us while we've been working to make this game the best it can be, and especially to new players for picking up this edition and giving it a chance. My Little Pony: Roleplaying is Magic (or "MLP:RiM") is a labor of love for the Brony community, and the greatest reward our hard-working team could ask for is to know that it's being enjoyed by others. It is the love and support of our fans and players which motivates us to continue to improve the quality of MLP:RiM and expand its scope. Without you, we wouldn't be here, and MLP:RiM wouldn't exist. Thank you all from the bottom of our hearts!

New players may be wondering at this point, "Just what is MLP:RiM, anyway?" In a nutshell, it's a fan-created pen and paper tabletop roleplaying game designed for one to six players and one Game Master (GM), and is based on the My Little Pony: Friendship is Magic cartoon series created by Lauren Faust and owned by Hasbro, Inc. The MLP:RiM project is not officially affiliated with, endorsed by, or licensed by Hasbro; it is an entirely unofficial fan creation made by Bronies for our beloved Brony community. The goal of MLP:RiM is to create a roleplaying experience in line with the aesthetics, themes, and messages of the original cartoon. MLP:RiM strives toward relative mechanical simplicity conducive to younger or first-time gamers and/or those who prefer more freeform roleplaying, as well as depth and complexity of content to appeal to veteran gamers who look for a more customized

and immersive gameplay experience. The system also facilitates easy play over forums and chat or messaging services, such as Skype, by not requiring peripheral materials such as grids, maps, or miniatures. Our guiding phrase is "Canon focused, fanon friendly," meaning the core design of MLP:RiM stays as true to the original cartoon as possible, while leaving enough flexibility for game groups to make it their own. The Brony community has a robust and dedicated fanfiction community, ripe for game groups to use for story inspiration and content, and we hope to promote this creative energy through roleplaying.

A new edition of MLP:RiM has been created during and after each season of the cartoon to incorporate revised canon established by the series, as well as to improve and alter the design of the game in our mission to make it the best it can be. Currently, MLP:RiM is on its third edition, following the third season of the cartoon series; hence the current designation as the Season Three Edition (or "S3E").

Returning players should be aware that S3E differs considerably from previous editions of MLP:RiM in several important ways. First, S3E uses entirely d6-powered mechanics; this is to appeal to a broader audience and grant greater accessibility to inexperienced players who may not have the more specialized dice (such as the d20) used in previous editions. Second, to facilitate greater game balance, S3E has a pre-set list of skills, whereas previous editions used a less-defined method of handling skills. Third, S3E incorporates a new core mechanic, Virtue, which consolidates and unifies many similar mechanics in previous editions and brings them all into a more thematically-focused approach. Fourth, S3E has more playable races than in previous editions, and a character's race no longer impacts their core

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attributes--instead, it defines the unique set of abilities they have access to. Fifth, many aspects of gameplay have had their focus shifted from individual characters to the group of friends as a whole. The most notable example is that characters do not have individual pools of Experience Points--instead, the entire group shares and advances a single pool of XP and benefits from it equally. There are many other changes from previous editions, but suffice it to say that S3E should be approached by returning players as being an entirely new game, or a 'spiritual successor' to previous editions, but not a direct mechanical progression from them.

New and returning players alike are encouraged to read through this Introduction section to help familiarize themselves with, and prepare themselves for, the S3E system and rulebook. Those who want to jump right in, however, may be able to skim through quickly and jump right into the next sections and the main 'meat' of S3E. However you choose to proceed, we hope you thoroughly enjoy this game, and you have our most sincere thanks for giving it a shot!

How To Read This Book

This rulebook is organized into several sections to allow for easy reference navigation and to guide players intuitively through learning S3E's mechanics and content. Sections are color-coded, making it easy to find what you are looking for when flipping through pages, and the current section has a symbol as a visual cue as well. The best way to read through this rulebook is to do so straight through from start to finish; as with any RPG rulebook, referencing back and forth through sections can be done during gameplay by using the table of contents
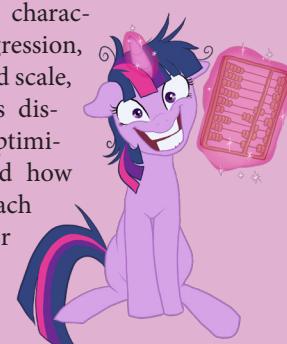
in the front of the book.

In addition to the linear structure of this book, the text is also peppered with sidebars to give tips and help explain or expand on a given topic, mechanic, or gameplay point. These sidebars are themed, pairing their general content with one of the 'mane six' characters in the Friendship is Magic cartoon, as follows:

Fluttershy's sidebars typically address the best practices for making sure that everyone in the group has fun, and how to avoid pitfalls which can undermine an enjoyable collaborative storytelling experience.

Twilight Sparkle's sidebars typically deal with character progression, power, and scale, as well as discussing optimization and how to approach character building and handling challenges efficiently.

Rarity's sidebars typically focus on memorable and meaningful characterization, suggest good roleplaying practices, or give ideas and inspirations for h o w to im- p r o v e a game or story in progress.

Rainbow Dash's sidebars serve as a quick reminder and reference for players; they are typically found at the beginning of important subsections, providing a short summary or overview of the section.

Applejack's sidebars are generally forthright and straightforward comments on aspects of S3E's design, and why a given mechanic or rule is designed in a certain way as opposed to other possibilities.

Pinkie Pie's sidebars typically give tips and ideas for focusing on the group aspect of gameplay; S3E is best played with a cooperative group mindset, instead of one dedicated to individual power or profit.

What You'll Need To Play

S3E is relatively light in terms of the materials necessary for a group to play. Ideally, a group of players should be able to play an adventure (or "Episode") with only a few materials found around most homes. To play an Episode of S3E, you'll need the following things:

Some Friends! S3E is meant to be played with one to six players and one person serving as Game Master (or "GM"), who runs the Episode and is responsible for bringing it to life around the characters.

Six-Sided Dice. You will need at least one, preferably three or more, six-sided dice (or "d6's"). These can be found in most board games, as their size and coloring do not matter when playing S3E.

Pencils (or Pens) and Paper. Like any pen and paper tabletop RPG, there is a certain amount of note-taking and bookkeeping involved in playing S3E; players will need to keep track of their characters' amount of various types of points and attributes during gameplay.

Character Sheets. Any player who will be controlling a character (that is, everyone except the GM) will need a character sheet for their character. The S3E character sheet is provided in the

back of this book.

This Rulebook. Finally, your group will need a copy of this rulebook for reference and to guide the group through certain parts of gameplay, such as character creation, formulating spells, or resolving Skill Checks. While one copy of this rulebook is all that's necessary, you may wish to have more at hand.

The MLP:RiM S3E Team

Finally, we'd like to take the last part of this Introduction section to give a little background and introduce the ten-person team behind MLP:RiM, and the Season Three Edition.

Tall Tail, aka James Weimer, is the project lead of MLP:RiM. As an aspiring game designer, he has been at the helm of the game's core design and vision through each edition, and has sought to improve it each time as he develops his own craft in game design in pursuit of his dream.

Know-It-All, aka Samuel Hanson, is the co-founder of MLP:RiM, as well as the co-founder of Roan Arts, LLC, the independent development studio which the game is published and copyrighted under. He has helped to design and refine MLP:RiM's core systems from rough ideas to working mechanics.

Artsy Heartsy, aka Daniel Oakley, is the web / layout artist, and technical lead, for MLP:RiM. He joined the team during the final days of the original Season One Edition, turning it from a basic Google Doc into a well-designed booklet, complete with artwork and, eventually, even a website to call home.

Pixel, aka Caytlin Vilbrandt, is the art direction lead and lead illustrator for MLP:RiM. She joined the team as part of the Season Two Edition, and created dozens of original illustrations to bring it

to life. She has gone even further for S3E, in addition to drawing her webcomic, Walking on Broken Glass.

Sketchbook, aka Michael Simpson, is an aspiring animator, and illustrator for MLP:RiM, who also joined the team as part of the Season Two Edition. He created a trio of beautiful watercolor paintings for the S2E rulebook, and has since returned for S3E, creating and designing the S3E GM's screen.

Emerald Dusk, aka Casey Hayes, is the lead content creator for MLP:RiM, joining the team for the Season Three Edition. Under his direction, S3E has been fleshed out with all kinds of valuable content, including spells, creatures, characters, and pre-made Episodes ready to be played right out of the box.

Serious Business, aka Dominik Makowski, is a content creator for MLP:RiM, also joining the team for the Season Three Edition. Originally a player of S2E, he was brought on-board to assist in converting canon from the original cartoon into three seasons' worth of usable content for S3E.

Kindle Bright, aka Shannon McMurtry, is the community manager and an illustrator for MLP:RiM. She joined the team for the Season Three Edition to help manage the increased workload of S3E's expanded scope and depth, and has since become vital in interacting with the player community.

Blue Bolt, aka SilentMatten (Matthew Hollatz), is the vector artist for MLP:RiM, joining the team for the Season Three Edition. His exceptional vector work is well-known on DeviantArt, which led to his recruitment to create vector illustrations to be used to supplement S3E's increased amount of content.

Silver Lining, aka Alan (Alex) Baker, is the editor for MLP:RiM, joining the team late in the Season Three Edition development cycle. Originally a playtester for S3E, he was recruited to lend his ex-

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perience, expertise, and attention to detail to ensure that the S3E rulebook is far better than previous editions.

If you have any questions, comments, or feedback on MLP:RiM, we'd love to hear from you! Just send us an email at *TallTailTellsTales@gmail.com*! In addition, if you'd like to join our growing community of players, or just find out more about the project, head over to our website at *www.MLPRiM.com*!

Who Is Best Pony?

Our team's answers to the age-old, all-important question. Who's right, and who's foal-ish? You decide!

Tall Tail: Cross my heart and hope to fly, my Best Pony's Pinkie Pie!

Know-It-All: AppleJack's Best Pony; she's honest and dedicated to doing the right thing. Where others get by on special powers, Applejack uses good old-fashioned willpower and hard work to get things done.

Artsy Heartsy: Pinkie Pie and Twilight tie for me. Pinkie's bright, glowing outlook on all things in life, as well as Twilight's love of helping her friends, both click pretty well with me.

Pixel: Best Pony is Sweetie Belle. She's warm, enthusiastic, overwrought, and a totally different character from her sister, which I find to be a... rarity. (Badumtssh.)

Sketchbook: Fluttershy's definitely Best Pony (as well as adorable). Even though she's timid most of the time, she can show some serious backbone when she needs to! She 'kills with kindness,' and I think that that's the best way to be.

Emerald Dusk: I, for one, welcome our new magical overlord, Princess Twilight. Books and science are one thing, but I am happy for any given reason to use the

word "crepuscular" in conversation, and Twilight delivers.

Serious Business: There's one pink maniac that intrigues me most. The one that, while happy, is a great party host; alone, when cotton candy melts to pink waterfalls, starts talking to turnip buckets in her own four walls. And let me add that her darker side, is what helped me finally decide.

Kindle Bright: As far as Best Pony goes I have quite a few favorites, but I choose Pinkie Pie because she and I share the same love of laughter and we both endlessly enjoy making others laugh. She shows that so long as you choose to laugh in the face of your fears, nothing can stop you, and that wisdom can be found in silliness.

Blue Bolt: Rarity is Best Pony because she is the most generous and gorgeous pony of them all. Although looks might not make the mare, the way her mane is styled shows she takes the time to look her best.

Silver Lining: Fluttershy may be afraid of a great many things, but she's certainly not afraid to be herself, accept her limitations, and stick to what her heart tells her, even if other pegasi might make fun of her for it. Furthermore, despite the misguided notions of others in the MLP:RiM family, I'm sure she'd let her friends have the title of 'Best Pony' if it made them happy, and that's what makes her Best Pony.
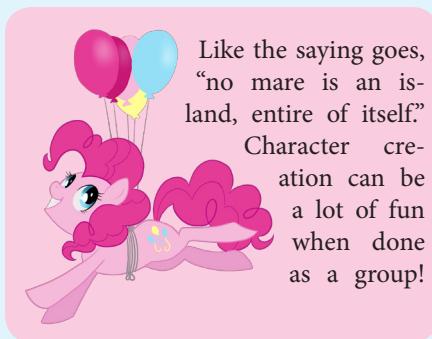
Character Creation

"All you have to do is take a cup of flour, add it to the mix..."
~ Pinkie Pie

O.C.T.A.V.I.A.

Creating a character in S3E can be an involved process, depending on the type of game you are playing, the level of play your group is starting at, and the amount of experience you and your group have with pen and paper RPG's. There are many aspects about a character to consider and define during character creation, from the basics of their race and appearance, to their skills and abilities, to the unique advantages they are entitled to choose. For this reason, character creation follows the acronym "O.C.T.A.V.I.A." to make the whole process linear, easy to follow, and easy to learn for new players. The following sections will walk you through character creation according to this process; but first, a quick explanation of what the letters of the O.C.T.A.V.I.A. acronym stand for.

Like the saying goes, "no mare is an island, entire of itself." Character creation can be a lot of fun when done as a group!

Origins establishes the most basic and fundamental aspects of a character; their Race, Gender, Appearance, Name, and Starting Experience Tier, some of which are used later in character creation.

Characterization fleshes out a character as more than just numbers and mechanics, establishing their Guiding Element as well as their Background, Perspective, and Direction for the future.

Traits establishes a character's initial Attribute scores through their choice of a starting Talent, as well as their Fortitude and Willpower scores which measure their ability to endure hardship.

Advantages establishes a character's Race-based Natural Abilities and Special Abilities, as well as allowing them to choose a starting Edge--a unique bonus they have access to.

Virtue briefly educates you the player about S3E's Virtue resource; what it represents, how it is gained, how it is used, and how it may be lost through character behavior.

Interests establishes a character's starting Skills; distinct areas of training and ability which are used in many actions a character takes to determine the success or failure of those actions.

Advancement educates the player about how Experience Points are earned, what a character gains as a result of increasing their group's Experience Points, and what Advancement Rewards a character may gain and apply based on the Starting Experience Tier established in the Origins section.

Origins: The Playable Races

There are six playable Races in S3E: Crystal Pony, Earth Pony, Griffon, Pegasus, Unicorn, and Zebra. Each one has its own Natural Abilities and Special Abilities to consider when choosing which Race to play.

The first step of character creation is to decide which of the playable Races your character will be. In S3E, a character's Race does not influence their Attributes

or restrict their choice of Skills; it simply determines what unique powers and abilities the character begins with and may learn or improve over time. Races also do not carry any penalties; at most, a Race may have a 'trade-off' of sorts, changing how the character performs certain actions. In this way, every Race is special and unique. This section will briefly summarize each of the six Races to allow you to get a feel for them without getting into the details of their mechanics any more than is necessary; as this chapter goes on, we will explore the Races and their unique mechanics and abilities in more depth.

Crystal Ponies

Crystal Ponies are the remnants of the long-lost Crystal Empire, a race which has endured great hardship in the past and has only just recently returned to the world after centuries spent missing due to an evil magical curse. While Crystal Ponies don't have the arcane magic of modern spells, they have a power of their own which is tied to their love, faith, and joy in life. Like the modern pony races, Crystal Ponies have a *Special Purpose* and a cutie mark to go with it; this gives them an inherent ability to do certain things better than others. Their *Recovering Memory* can allow them to 'remember' a skill or ability they knew from their long-lost past, coming in handy in a key situation. Having endured ancient hardships, the inner magic of a Crystal Pony gives them a *Resonant Recovery* ability to bounce back quickly from hardships they encounter now, and can even help their friends. Likewise, as long as they keep their spirits up, their inner magic gives them and their friends a *Reflective Protection* against hardship and harm in the first place. Finally, their affinity for using crystals in their daily lives has given them a kind of *Crystal Heart*, providing a bonus whenever they use crystals.

Earth Ponies

Earth Ponies are one of the three races which migrated from the pony homelands of old and founded modern-day Equestria. They are hard-working and multi-talented, used to cooperating and finding clever ways of solving their problems due to their lack of magical ability. Like all the pony races, Earth Ponies have a *Special Purpose* and a cutie mark to go with it; performing tasks in line with this purpose is easier for them than for others. They are also *Virtuous*, giving them more inner reserves of strength and determination to call upon. Many Earth Ponies would consider themselves a *Workhorse*, being ready, willing, and able to endure hardships which would defeat other characters. Likewise, many Earth Ponies follow *The Earth Pony Way*, learning many and varied skills to make themselves an asset in almost any situation. Finally, almost every Earth Pony is *Industrious* and used to making use of tools and machines to effectively accomplish whatever task is set before them.

Griffons

Griffons are an exotic race from across the sea, a winged combination of a lion and an eagle with a fierce heart and, sometimes, a quick temper. Griffons are highly accomplished flyers, and can turn into a real *Speedster* for a short time, moving and acting twice as fast as others. For that matter, a Griffon is a natural *Skywalker*, able to fly as easily as they can walk or run, and able to walk on clouds. On the one hand, Griffons have a *Lionheart* when they or their friends are exposed to harm or hardship, rising to the occasion to face down difficulty head-on. On the other hand, they also have an *Eagle's Splendor*, driving them to excel in a variety of skills and capabilities. Finally, a Griffon's *Wing Power* lets them improve their flying abilities to truly impressive

levels if they put forth the effort to develop them.

Pegasi

Pegasi are the winged pony race descended from a proud warrior society, and from their capital in Cloudsdale they serve as the current guardians of the sky and shepherds of the weather all across Equestria. Like all the pony races, Pegasi have a *Special Purpose* and a cutie mark to go with it, giving them an advantage over others when they perform certain tasks. The wings of a Pegasus make them a *Skywalker*, able to easily fly and soar through the sky as well as walk on clouds. Like the namesake flying group, a Pegasus can summon their inner pride as a *Wonderbolt* to push themselves and pull off a difficult task. Some Pegasi focus on their job as part of Equestria's *Weather Patrol*, learning how to change, and even create, weather patterns and effects. Finally, a Pegasus' *Wing Power* can allow them to truly excel at flight and aerobatics if they develop their abilities.

Unicorns

Unicorns are the horned pony race hailing from their capital of Canterlot, who are the guardians and practitioners of arcane magic and spellcasting. In days of old, Unicorns were aristocratic and responsible for raising the sun and the moon, but over time they have become just as diverse as any other race. Like all the pony races, Unicorns have a *Special Purpose* and a cutie mark to go with it; this gives them an inherent inclination to do some tasks better than others can. Unicorns make use of natural *Telekinesis*, their inborn power to move and manipulate objects magically. For Unicorns, *Friendship Is Magic*; by studying magical aspects and the construction of arcane power, they can learn to cast spells. Certain Unicorns are *Great And Powerful*, training themselves to be able to cast

spells with less of a drain on their inner strength. Finally, by focusing on spellcasting, some Unicorns become *Talented* at doing so--better able to bend magical forces to their will in a variety of situations.

Zebras

Zebras are a rare and unique equine race hailing from distant lands and prone to wandering the wide world in search of knowledge and wisdom. Many characters could go their entire lives without encountering a Zebra, and Zebras often have had experiences most others have not. The *Stripes And Sigils* adorning their body align them with certain skills, giving them natural bonuses to certain associated tasks. Because of their interest in hidden knowledge, a Zebra is a natural *Loremaster*, with an inherent gift for scholarly research. Many Zebras are versed in *Alchemy*, an exotic art whereby they can reproduce certain spells with potions, talismans, powders, and the like. Among these, some learn to be a *Brewmaster*, becoming more effective at creating alchemical substances and recipes. Finally, due to their travels across the world, Zebras may be well-versed in *Exotic Lore*, able to remember or discern something about even new or obscure entities and situations.

Diversity is important! When deciding which Race your character will be, work with the other players in your group and your GM, and consider making your group's characters out of a variety of Races; it will add flavor and versatility to your group, just like it does in real life!

Origins: Character Basics

All characters need to have their gender noted, their physical appearance created (including their cutie mark, if applicable), and last--but not least--they need a name and any nicknames they are known by.

The next step in the Origins section of character creation is to establish the three basic character aspects of gender, appearance, and name. These have no mechanical impact on your character, but can potentially be important to an Episode in progress; for example, if a witness to the theft of a valuable artifact from a museum gives a description of the thief, it may be important to know what your character's physical appearance is in case it happens to match the thief's description, thus adding intrigue to the Episode. Furthermore, having a good idea of who your character is physically can help you feel more in tune with your character. For these reasons, although they may seem obvious or trivial, these character basics are important.

Gender means whether your character is male or female (or other); as simple as that.

Appearance means your character's physical appearance, from mane and tail color and style, to coat or feather color, facial hair (if any), eye color, height, body shape, cutie mark (if they have one), outfits they typically wear, accessories they keep with them, and any other distinguishing marks. In addition, it should be noted if they are showing any signs of aging, or if, conversely, they are obviously youthful.

It can be tempting to give your character a wacky or outlandish 'center of attention' appearance, with odd features and markings in an attempt to be unique. In general, however, a 'less is more' approach works best; a relatively normal-looking character with just one odd feature draws attention just as well, and there's nothing wrong with looking 'normal.' What matters is how your character behaves, the choices they make and the lessons they learn, not how they look on the outside.

Name means exactly what it says; your character's name. It is important, however, to have both their full name, as well as any nicknames they are known by. By the same token, any notes about their name should be put down as well; for example, if they find their middle name embarrassing, and thus no one else knows it because they never use it.

Origins:
Starting Experience

Instead of classic Levels, S3E has Experience Tiers; your GM will give you the Experience Tier your group is starting at. This isn't very important now, but it will be toward the end of character creation; the important thing is to note the number of Experience Points your group is beginning play with, and your character's Experience Tier accordingly.

The primary measure of a character's level of ability and power is the amount of Experience Points their group has, and thus the Experience Tier they have attained. There are seven Experience Tiers in S3E, and the final step in the Origins section of character creation is to find out from your GM which one your group is starting at, and note it as well as the number of Experience Points (or "XP") associated with it. This will determine what bonuses your character gains in the final step(s) of character creation. In addition, their Experience Tier can provide some insight into your character's age early on, and later, possibly their general reputation.

Veteran players might ask, why does S3E use 'Experience Tiers' instead of classic Levels? It's mostly a matter of scope and context. S3E is meant to facilitate roleplaying over 'roll-playing,' and many design decisions were made to this end. The point of Experience Tiers instead of Levels is so that something can be created to be 'suitable for' an entire Experience Tier, as opposed to a Level range, which can be hard to conceptualize. Saying 'Heroic Tier' creates a narratively-oriented mental image where 'Levels 13 to 16' typically creates a mechanically-oriented one--and in S3E, story is emphasized more than numbers.

The seven Experience Tiers are:

Youth (0 XP), which is appropriate for characters who are meant to be relatively inexperienced and unskilled.

Adult (30 XP), which is appropriate for characters who are meant to be capable and skilled, but not powerful.

Veteran (75 XP), which is appropriate for characters who are meant to be capable and slightly powerful.

Heroic (140 XP), which is appropriate for characters who are meant to have developed some substantial power and ability.

Champion (225 XP), which is appropriate for characters who are meant to be some of the 'best of the best.'

Sovereign (325 XP), which is appropriate for characters who are meant to be in a class entirely of their own.

Celestial (425 XP), which is appropriate for characters who are meant to be almost unmatched and legendary.

Characterization: Guiding Element

Every character chooses one of the six Elements of Harmony (Kindness, Laughter, Generosity, Honesty, Loyalty, or Magic) to be their Guiding Element, the ideal they strive to uphold. The main benefit of this is that following it can earn Virtue for a character.

The next section of character creation is Characterization, and the first step is to choose your character's Guiding Element from the six Elements of Harmony. Each of the Elements of Harmony embodies a number of concepts and ideals which can inform a character's personality and outlook on life, helping them to make decisions and react appropriately to situations. However, it is important to note that a character's Guiding Element does not restrict their behavior in any way; a character has aspects of each Element of Harmony within them, to varying degrees. The one they choose as their Guiding Element is simply the one which they best exemplify, and most strive to uphold.

The most important mechanical reason for a character to strive to embody their Guiding Element is that it provides an avenue for obtaining points of Virtue, which serve many valuable purposes to help characters and groups during an Episode. The six Elements of Harmony are:

Kindness: The Element of Kindness is found in characters who have a deep compassion for others, and an acceptance of others for who they are. A kind character seeks not only to do no harm, but also to heal hurts in others, and nurture them. While they aren't necessarily as generous, encouraging, or devoted as others might be, a character who embodies Kindness has a deep compassion and empathy for others which most do not. They are more aware of someone's feelings and well-being, and how their actions--and the actions of others--might affect them. For this reason, a kind character tends to be reluctant to engage in confrontation and might try to stop it before it starts, and would be the first to make peace afterward and take care of those who were harmed.

Laughter: The Element of Laughter is found in characters who are optimistic at their core, and seek to use their positivity and energetic good cheer to make the world a better place. A cheerful character tends to be upbeat and rarely discouraged or fearful; even when things are at their worst, they can find the silver lining in the dark clouds. While they can tend to be odd or appear to not take things seriously, this is often not the case; a cheerful character generally understands the gravity of a situation, but chooses to focus on the positive and fun aspects of it instead of dwelling on the grim and negative. For this reason, a cheerful character tends to be more apt to encourage others than to oppose them; they are more likely to throw a party to try to change someone's attitude than to argue with them.

Generosity: The Element of Generosity is found in characters who readily make sacrifices for others, giving of their time, effort, possessions, and even opportunity. While Generosity is similar to Kindness, it differs in that while a kind character might nurture someone by making sure that they get the medical care they need, a generous character

would absolutely insist on taking care of the person themselves. It's not enough for a generous character to make sure someone gets something nice or something they need; a generous character has a deep need to make, give, or deliver it themselves, personally. This can get them into trouble by causing them to try to take on too many responsibilities and thus suffer from the 'weight of the world,' but it is this theme of personal and dedicated self-sacrifice which is the mark of a generous character.

Honesty: The Element of Honesty is found in characters who focus on personal integrity, responsibility, and straightforward morality. An honest character is more than simply someone who doesn't tell lies (in fact, they may lie if it serves a higher sense of responsibility); they have an 'honest heart,' and try to be dependable in all aspects of their life. An honest character usually has very strong self-discipline, and firm convictions in what they think is right or wrong; they rarely (if ever) cheat, even against their enemies. To an honest character, a commitment they have made is a sacred duty--an oath or vow that they must fulfill at any cost and by any means necessary. This can lead to an honest character being blind to the assistance others can offer, as they focus on their own personal responsibility and how important it is to their 'honest heart' that they make good on their promises. But it is this dependability and firm moral core of steadfast integrity which defines an honest character.

Loyalty: The Element of Loyalty is found in characters who place immense value on those who they consider important, and choose those friends over others--and even themselves. A loyal character desires value and acceptance from their friends, and regularly does things in service to their friends which they do not--or cannot--do in service to others.

While a loyal character shows aspects of the other Elements in the things they do, they usually show them more when serving their friends. While they might help others and reap the glory for themselves, when helping friends they are likely to do so even to their own detriment. This is the difference between a loyal character and anyone else: a loyal character will push themselves far beyond the lengths they would normally go to when they do so out of loyalty to those they care about.

Magic: The Element of Magic is found in characters who approach the world with an outlook of idealism, faith, and wonder, and strive to see what makes all things special. A wondrous character focuses on the unique and the important, looking for what makes each pony, each situation, each experience, 'magical.' Often, a wondrous character tends to have an innocent, even naive, outlook on life; they have an optimism which is similar to (but more restrained than) a cheerful character's. A wondrous character approaches situations with a unifying faith in the world around them and their friends, and more often than not, it is they who more readily see the 'magic' of friendship for what it truly is.

Characterization: Character Concept

Every character has three basic conceptual areas of development to flesh out: Background (their past and history), Perspective (their views on the present), and Direction (their goals for the future).

The second (and final) step in the Characterization section of character creation is to flesh out and develop your character's concept. All well-defined characters have three areas in which their concept should be developed: their Background, their Perspective, and their Direction. While these three areas have the least mechanical and numerical impact on a character, they can have the most influence on how a character is roleplayed, as well as how they develop and grow over time. This informs their advancement and how they view things which are important to the story, such as morality and ideology.

It's best to develop your character concept with the other players in your group and your GM, to make sure everyone's comfortable with each other; there's nothing worse than starting an Episode only to find that the characters in the group aren't compatible with one another, or aren't motivated to take part in the action of the Episode, because everyone had a different idea of how the group would work as a whole.

Background: A character's Background is their personal history; the important events and elements of their life which have made them who they are today. A character's Background doesn't need to be completely comprehensive; it is often best to leave a little 'wiggle room' to allow new things to be 'discovered' about their history as the story progresses.

Perspective: A character's Perspective is their current outlook on life, usually in general but also specific where the character has specific views and convictions. Often, a character's Perspective evolves from their Background--how their life has shaped their outlook to the present day. It is also informed by their Guiding Element.

Direction: A character's Direction is their aims and goals, both in the long term and the short term. In general, all characters have goals, and these goals often evolve out of their Background and Perspective. A character's Direction can be widely varied between aspirations (things to achieve) and passions (things to spend time doing).

Remember, less is more! Don't try to lock in every aspect of your character concept; leave some 'wiggle room' for self-discovery and growth over time. Also, remember that there's nothing wrong with being a 'normal' character; Applejack is one of the most active, involved, and beloved ponies in Ponyville, and she's as down to earth (pardon the pun) as anypony can get.

Traits: Attributes

Characters have three Attributes: Mind, Body, and Heart. Each Attribute starts at 1. Choose one starting Talent, and apply its bonus, permanently increasing the Attribute score(s) it applies to.

The next section of character creation is Traits, and the first step is to determine your character's starting Attributes by picking their first Talent. Whenever a character attempts an action for which the GM makes them roll to determine the outcome, the character gets a bonus to the roll according to the Attribute it is based on; while rolls are explained in more detail later, the basic rule is that each Attribute represents the character's inherent capability in its area, and the higher an Attribute is, the better it is for the character when they attempt an action based on it. There are three Attributes in S3E:

Mind: The Mind Attribute represents a character's intellect, reasoning, problem-solving ability, logic and analytical ability. It also represents their memory and knowledge: how much they can remember and how much sheer information they have access to. Finally, it represents their perception and senses: how well they see, hear, smell, taste, feel, and notice about those senses. Characters with a high Mind score tend to be all-around clever, intellectual, and perceptive characters. They approach situations intelligently and rationally, and notice things others do not. They are likely to

find solutions nopony else has thought of, and remember important facts no one else did. They are often natural leaders, but can also be some of the best advisors and educational characters in any group of friends.

Body: The Body Attribute represents a character's muscular strength and power, as well their toughness, stamina, and ability to resist injury and fatigue. It also represents their speed, quickness, reaction time, and overall swiftness. Finally, it represents their agility, dexterity, flexibility, and bodily coordination--their ability to maneuver and move gracefully. Characters with a high Body score tend to be stout, strong, athletic, and fast characters. They approach situations with a mentality of being ready for hard work, and are undaunted by difficulty. They are likely to succeed in a clinch, and can usually be depended upon to accomplish any physical task set before them. They are often the go-to characters in many situations, and can be some of the most relied-upon characters in any group of friends.

Heart: The Heart Attribute represents a character's charm and force of presence: their charisma, determination, and bearing. It also represents their sensitivity, empathy, compassion, care, and ability to connect with other creatures. Finally, it represents their creativity and artistic expression. Characters with a high Heart score tend to be strong-willed, compassionate, charismatic characters. They approach situations from their own perspective, and often help avert disaster with their personalities. They are likely to make friends and allies with the most unexpected creatures and characters. They are often supporting characters in most situations, though when they see what must be done, they can become a rallying force in any group of friends.

Starting Talent

Each of a character's Attributes begin at 1, and are improved by choosing Talents. A Talent is a bonus package which increases a set Attribute or combination of Attributes by a specific amount. Characters are entitled to choose one starting Talent and apply its bonus, permanently increasing the Attributes listed in the Talent by the amount indicated.

Talent Name	Attribute Increase
Egghead	+3 Mind
Iron Pony	+3 Body
Show Stopper	+3 Heart
Smart Cookie	+2 Mind, +1 Heart
Student Athlete	+2 Mind, +1 Body
Prize Pony	+2 Body, +1 Mind
Daredevil	+2 Body, +1 Heart
Drama Queen	+2 Heart, +1 Body
Crusader	+2 Heart, +1 Mind

Why Talent packages instead of just awarding Attribute points for characters to spend?

Using Talents instead of Attribute points means that characters can't be 'min-maxed' to focus on maximizing one Attribute to the exclusion of all else. Talent packages strike a happy medium between encouraging customization and discouraging 'power-gaming.'

Traits:
Fortitude & Willpower

Characters have two 'hit point' pools; Fortitude (for fatigue or physical harm) and Willpower (for mental or emotional harm). Their maximum scores are calculated from the character's Attributes as follows:

Fortitude = (Body + Heart) x 5
Willpower = (Mind + Heart) x 5

The second (and final) step of the Traits section of character creation is to calculate your character's maximum Fortitude and Willpower scores based on their Attributes. Fortitude and Willpower are two separate pools of points which represent your character's ability to endure various types of hardship and harm before they are temporarily overwhelmed (or "Sidelined") by damage.

A character's maximum Fortitude and Willpower are calculated using two Attributes each; as gameplay progresses, any time a character's Attribute scores change due to a new Talent being chosen, their maximum Fortitude and/or Willpower scores will change as well. A character's maximum Fortitude and Willpower are calculated as follows:

Fortitude - (Body + Heart) x 5
Fortitude represents a character's fitness and endurance, as well as their resistance to physical harm, wounds, and injuries. Whenever they are physically injured, they take damage by losing points of Fortitude.

Willpower - (Mind + Heart) x 5
Willpower represents a character's

self-esteem and determination, as well as their resistance to fatigue and mental/emotional harm. Whenever they are discouraged or scared, they take damage by losing points of Willpower.

As you can tell from the formulas for calculating Fortitude and Willpower, the Heart Attribute helps with both; thus, to maximize your Fortitude and Willpower gain, improve your Heart score!

Advantages:
Natural & Special Abilities

Each Race has two Natural Abilities (free) and three Special Abilities (which must be bought/improved with Ability Points). Special Abilities begin at 0, and have a maximum number of Ability Points which can be spent to unlock and improve them (on a one-for-one basis) according to their type: Primary (max 20), Secondary (max 10), and Utility (max 6). Characters spend 2 Ability Points during character creation.

The next section of character creation is Advantages, and the first step is to determine and apply the effects of a character's Natural Abilities and Special Abilities. These are the unique powers a character is entitled to develop and make use of as a result of their Race. These Abilities are the only restrictions on a character's development; a character may advance and expand in any other way, but they may only make use of the Natural and Special Abilities of their Race.

Natural Abilities are passive, inherent powers which every member of a character's Race has access to equally. For example, every Pegasus has wings and can fly, and every pony race has a Special Purpose. A character doesn't need to purchase or unlock their Natural Abilities; they have them right from the start. Each Race has two Natural Abilities.

Special Abilities are powers which every member of a Race has the potential to develop, but not every member of the Race chooses to develop and make use of them, and even those who do may not develop them to the same extent. For example, every Unicorn has the potential to cast magical spells, but not every Unicorn does; and even among those who do, some develop their spellcasting prowess more than others do. Special Abilities must be unlocked and improved by spending Ability Points, which a character may choose to obtain as they advance and grow. Each Special Ability begins at 0, and each Ability Point spent improves a Special Ability by one point, up to a maximum determined by the Special Ability's type. Each Race has three Special Abilities, of three different types: Primary, Secondary, and Utility.

Primary Special Abilities have a maximum of 20 Ability Points which may be put into them. Typically, they represent the central and most prominent, or at least the most powerful, of a Race's Special Abilities.

Secondary Special Abilities have a maximum of 10 Ability Points which may be put into them. Typically, they represent a non-standard power a Race

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exhibits, or may supplement or augment a Race's Primary Special Ability.

Utility Special Abilities have a maximum of 6 Ability Points which may be put into them. Typically, they represent a simple natural talent, or an area of inherent skill, of which a Race usually has the general inclination to make use.

Starting Ability Points

A character gains 2 Ability Points which must be spent during character creation to improve their Special Abilities in whatever combination they choose. Each Ability Point spent increases a single Special Ability by one point.

Consider working together with the other players in your group and your GM when deciding how to spend your Ability Points; as a general rule, it's smart for a group of characters to be able to cover multiple types of situations by spreading out who is capable of doing what.

Natural & Special Abilities By Race

Use the following tables and explanations of each Race's Natural Abilities and Special Abilities to make your decision on how to spend your character's starting Ability Points. A character's Natural Abilities and Special Abilities may require extra work to apply their effects, and/or may alter character creation (if a character's Natural Abilities or Special Abilities contradict a rule found anywhere else in character creation, follow the character-specific rule instead of the general rule). Be sure to make adjustments accordingly and perform any other tasks required by your character's Natural Abilities and Special Abilities before playing your character in an Episode.

Crystal Ponies

Natural Abilities

Special Purpose

Earth Ponies, Pegasi, Unicorns, and Crystal Ponies all have something special they are naturally inclined toward; something they are meant to do, or something meaningful they are especially inclined to accomplish. This Special Purpose typically manifests itself early in a pony's life, and eventually becomes represented by a pony's Cutie Mark. A Special Purpose isn't a vocation or a profession, but rather more of a philosophical or 'life mission' thing. For example, "to bring out the beauty in the world," or "to care for those in need," are good Special Purposes; something like "to be a great baker," on the other hand, isn't.

During character creation, an Earth Pony, Pegasus, Unicorn, or Crystal Pony player should work with their GM to come up with their character's Special Purpose. Once set, it does not change over the course of gameplay. At some point before reaching 30 XP, the player should also develop their character's Cutie Mark, and have it appear on their character's flank.

On any Skill Check in which a character's Special Purpose reasonably and meaningfully applies, they gain a +2 bonus to the 2d6 roll made to determine the Skill Check's success or failure.

Recovering Memory

Crystal Ponies have been gone for a thousand years, and their memories have faded from the effects of curses and dark magic. While many Crystal Ponies recover their memories over time, it often takes key moments to bring important pieces of information back to them about their lives, their histories, and their abilities themselves.

Accordingly, Crystal Ponies do not have to spend Advancements immediately, as other races do. They may, if they wish (they are by no means required to), 'save' one Advancement at a time, and spend it at any time during Narrative Mode--the stress and distraction of most Cinematic Mode scenes doesn't allow them to focus on regaining their lost memories, however; restricting them to spending Advancements only in Narrative Mode. A Crystal Pony character cannot 'save' Edges; they must spend them as normal.

There is an additional limit to this, however. A Crystal Pony may only have one Advancement saved at a time. When they earn a second, they must immediately spend any one saved, so that they only ever have one Advancement saved at any given moment.

Special Abilities

Primary Special Ability: Resonant Recovery

Crystal Ponies are unique in that their inner self is reflected in their outward state directly; the higher their spirits, the stronger and more graceful they appear to be--and likewise, the lower their spirits, the more they seem to be weak and beleaguered. This resonance of their inner state with their outer state can serve as a strong benefit, however--as it means that they may naturally capitalize on their own recovery from hardship, and their friends can benefit from this resonance as well.

By putting points into this Special Ability, whenever a Crystal Pony recovers Fortitude and Willpower through the effects of a point of Virtue, they gain bonuses to their recovery. In addition, as more points are put into this Special Ability, the Crystal Pony's friends begin to gain some benefits of recovery as well whenever the Crystal Pony recovers Fortitude and Willpower with a Virtue point.

Ability Points	Benefits
1 Ability Point	Gain +2 Fortitude and Willpower when recovering with Virtue
2 Ability Points	Friends recover 1 Fortitude and Willpower when you heal with Virtue
3 Ability Points	Gain +4 Fortitude and Willpower when recovering with Virtue
4 Ability Points	Friends recover 2 Fortitude and Willpower when you heal with Virtue
5 Ability Points	Gain +6 Fortitude and Willpower when recovering with Virtue
6 Ability Points	Friends recover 3 Fortitude and Willpower when you heal with Virtue
7 Ability Points	Gain +8 Fortitude and Willpower when recovering with Virtue
8 Ability Points	Friends recover 4 Fortitude and Willpower when you heal with Virtue
9 Ability Points	Gain +10 Fortitude and Willpower when recovering with Virtue
10 Ability Points	Friends recover 5 Fortitude and Willpower when you heal with Virtue
11 Ability Points	Gain +12 Fortitude and Willpower when recovering with Virtue
12 Ability Points	Friends recover 6 Fortitude and Willpower when you heal with Virtue
13 Ability Points	Gain +14 Fortitude and Willpower when recovering with Virtue
14 Ability Points	Friends recover 7 Fortitude and Willpower when you heal with Virtue
15 Ability Points	Gain +16 Fortitude and Willpower when recovering with Virtue
16 Ability Points	Friends recover 8 Fortitude and Willpower when you heal with Virtue
17 Ability Points	Gain +18 Fortitude and Willpower when recovering with Virtue
18 Ability Points	Friends recover 9 Fortitude and Willpower when you heal with Virtue
19 Ability Points	Gain +20 Fortitude and Willpower when recovering with Virtue
20 Ability Points	Friends recover 10 Fortitude and Willpower when you heal with Virtue

Secondary Special Ability:
Reflective Protection

Crystal Ponies have a powerful magic within them, tied to their inner spirit and well-being. This magic can resist the effects of evil and darkness, and even protect and empower themselves and their friends--but only if the Crystal Pony hasn't lost sight of the goodness of the world around them; this power is reflected in their positive emotions of hope and love, which must be maintained for it to function.

Accordingly, by putting points into this Special Ability, Crystal Ponies may grant themselves and their friends a reduction to any Fortitude or Willpower damage they may take (to a minimum of 1 damage per 'hit'). There is a cost to this power, however; a Crystal Pony must maintain at least one point of available Virtue for these effects to work; if they are reduced to zero points of Virtue for any reason, they and their friends lose the effects of this Special Ability.

Ability Points	Benefits
1 Ability Point	Group damage reduction -1 (to a minimum of 1)
2 Ability Points	Group damage reduction -2 (to a minimum of 1)
3 Ability Points	Group damage reduction -3 (to a minimum of 1)
4 Ability Points	Group damage reduction -4 (to a minimum of 1)
5 Ability Points	Group damage reduction -5 (to a minimum of 1)
6 Ability Points	Group damage reduction -6 (to a minimum of 1)
7 Ability Points	Group damage reduction -7 (to a minimum of 1)
8 Ability Points	Group damage reduction -8 (to a minimum of 1)
9 Ability Points	Group damage reduction -9 (to a minimum of 1)
10 Ability Points	Group damage reduction -10 (to a minimum of 1)

Utility Special Ability:
Crystal Heart

Crystal Ponies, through a long history of residence in the Crystal Empire, have developed an intense and personal affinity for crystals themselves. From fashioning clothing and armaments out of crystal, to growing and cooking crystal food, to dwelling within crystal structures, even to creating and using crystalline magical artifacts, many Crystal Ponies simply know crystals better than anypony else.

Accordingly, a Crystal Pony may gain a bonus to Skill Checks involving crystals, by putting points into this Special Ability. At its highest level, this Special Ability also grants the benefit of using an appropriate Tool whenever the character's task involves crystals, even if they are not actually making use of a Tool.

Ability Points	Benefits
1 Ability Point	+1 bonus to Skill Check rolls involving crystals
2 Ability Points	+2 bonus to Skill Check rolls involving crystals
3 Ability Points	+3 bonus to Skill Check rolls involving crystals
4 Ability Points	+4 bonus to Skill Check rolls involving crystals
5 Ability Points	+5 bonus to Skill Check rolls involving crystals
6 Ability Points	+6 bonus to Skill Check rolls involving crystals, gain Tool bonus as well

Earth Ponies

Natural Abilities

Special Purpose
Earth Ponies, Pegasi, Unicorns, and Crystal Ponies all have something special they are naturally inclined toward; something they are meant to do, or something meaningful they are especially inclined to accomplish. This Special Purpose typically manifests itself early in a pony's life, and eventually becomes represented by a pony's Cutie Mark. A Special Purpose isn't a vocation or a profession, but rather more of a philosophical or 'life mission' thing. For example, "to bring out the beauty in the world," or "to care for those in need," are good Special Purposes; something like "to be a great baker," on the other hand, isn't. During character creation, an Earth Pony, Pegasus, Unicorn, or Crystal Pony player should work with their GM to come up with their character's Special Purpose. Once set, it does not change over the course of gameplay. At some point before reaching 30 XP, the player should also develop their character's Cutie Mark, and have it appear on their character's flank. On any Skill Check in which a character's Special Purpose reasonably and meaningfully applies, they gain a +2 bonus to the 2d6 roll made to determine the Skill Check's success or failure.

Virtuous
Earth Ponies--by and large--are hard-working, forthright individuals who are no strangers to overcoming difficulty with their wits and willpower. As such, they tend to bring a hard-working Virtue to any situation. Earth Pony characters begin each Episode with 2 additional points of Virtue.

Special Abilities

Primary Special Ability:
Workhorse

Earth Ponies rely on their strength of will and spirit to carry them through situations where others may have special powers to fall back on; as such, Earth Ponies tend to be sturdier and more reliable, able to weather harm and discouragement better than others.

Earth Pony characters, accordingly, may gain bonus Fortitude and Willpower by putting points into this Special Ability, as well as increasing the base multiplier each resource uses when being calculated above the normal x5, yielding even further Fortitude and Willpower gains.

Ability Points	Benefits
1 Ability Point	Gain +5 bonus Fortitude and Willpower (+5 total)
2 Ability Points	Gain +5 bonus Fortitude and Willpower (+10 total)
3 Ability Points	Gain +5 bonus Fortitude and Willpower (+15 total)
4 Ability Points	Gain +5 bonus Fortitude and Willpower (+20 total) Fortitude and Willpower are now calculated at x6
5 Ability Points	Gain +5 bonus Fortitude and Willpower (+25 total)
6 Ability Points	Gain +5 bonus Fortitude and Willpower (+30 total)
7 Ability Points	Gain +5 bonus Fortitude and Willpower (+35 total)
8 Ability Points	Gain +5 bonus Fortitude and Willpower (+40 total) Fortitude and Willpower are now calculated at x7
9 Ability Points	Gain +5 bonus Fortitude and Willpower (+45 total)
10 Ability Points	Gain +5 bonus Fortitude and Willpower (+50 total)
11 Ability Points	Gain +5 bonus Fortitude and Willpower (+55 total)
12 Ability Points	Gain +5 bonus Fortitude and Willpower (+60 total) Fortitude and Willpower are now calculated at x8
13 Ability Points	Gain +5 bonus Fortitude and Willpower (+65 total)
14 Ability Points	Gain +5 bonus Fortitude and Willpower (+70 total)
15 Ability Points	Gain +5 bonus Fortitude and Willpower (+75 total)
16 Ability Points	Gain +5 bonus Fortitude and Willpower (+80 total) Fortitude and Willpower are now calculated at x9
17 Ability Points	Gain +5 bonus Fortitude and Willpower (+85 total)
18 Ability Points	Gain +5 bonus Fortitude and Willpower (+90 total)
19 Ability Points	Gain +5 bonus Fortitude and Willpower (+95 total)
20 Ability Points	Gain +5 bonus Fortitude and Willpower (+100 total) Fortitude and Willpower are now calculated at x10

Secondary Special Ability:
The Earth Pony Way

Earth Ponies often learn more, and learn faster, than others. Without the ability to use magic or flight, it is important for many Earth Ponies to make the most of their minds and their inherent talents. As such, some Earth Ponies learn and master many more skills than other ponies do.

Accordingly, Earth Pony characters may gain bonus Skill Points by putting points into this Special Ability.

Ability Points	Benefits
1 Ability Point	Gain 5 Skill Points (+5 total)
2 Ability Points	Gain 6 Skill Points (+11 total)
3 Ability Points	Gain 6 Skill Points (+17 total)
4 Ability Points	Gain 7 Skill Points (+24 total)
5 Ability Points	Gain 7 Skill Points (+31 total)
6 Ability Points	Gain 8 Skill Points (+39 total)
7 Ability Points	Gain 8 Skill Points (+47 total)
8 Ability Points	Gain 9 Skill Points (+56 total)
9 Ability Points	Gain 9 Skill Points (+65 total)
10 Ability Points	Gain 10 Skill Points (+75 total)

Utility Special Ability:
Industrious

Without magic or wings, Earth Ponies rely on their natural ingenuity in creating and using Tools to make tasks easier. Where a Unicorn might use their magic to levitate a heavy object, Earth Ponies might use a crane, or a lever, or other device. While anypony can use a Tool to help with them complete a task, some Earth Ponies are especially talented at making use of many and varied Tools.

Accordingly, Earth Pony characters may gain additional bonuses to Skill Checks when they are using beneficial Tools by putting points into this Special Ability. At its highest level, this Special Ability also grants the benefit of using an appropriate Tool, even when the character isn't making use of a Tool.

Ability Points	Benefits
1 Ability Point	+1 bonus to Skill Check rolls when using an appropriate Tool
2 Ability Points	+2 bonus to Skill Check rolls when using an appropriate Tool
3 Ability Points	+3 bonus to Skill Check rolls when using an appropriate Tool
4 Ability Points	+4 bonus to Skill Check rolls when using an appropriate Tool
5 Ability Points	+5 bonus to Skill Check rolls when using an appropriate Tool
6 Ability Points	+6 bonus to Skill Check rolls when using an appropriate Tool Gain Tool bonus as well

Griffons

Natural Abilities

Speedster
Griffons have the potential for exceptional feats of speed, if they push themselves. Whether flying or performing other tasks, it is not unheard of for a Griffon to outpace all others for a short time, making use of their naturally strong and speedy physique. A Griffon character may, by spending a point of Virtue, take two Actions in a single round of Cinematic Mode, where others may normally only take one Action per round. This Natural Ability cannot be used more than once per round.

Skywalker
Griffons are gifted with feathered wings, allowing them to fly and to interact with clouds as if they were solid objects--walking on them and even swimming in them! While some young Griffons don't develop their ability to fly until they near adulthood, most show some early talent, and end up flying as easily as walking before long. If a Griffon character loses the use of their wings for any reason, they also lose the effects of this Natural Ability. Griffon characters may fly, hover, and generally maneuver in the air as easily as they can walk or run on the ground. In addition, they may walk on clouds and interact with them in basic ways such as moving them around--though this ability doesn't allow them to alter the weather.

Special Abilities

Primary Special Ability: Lionheart

Griffons are a passionate race, with the determination of an eagle and the heart of a lion. Because of this, when they become frustrated, stressed, hurt, or are otherwise put into a demanding situation, some Griffons go into a state of heightened focus, power, and ability. This 'rush' of strength and ability is often to stand up to a threat, and is almost always in response to being harmed. Far from cowering in fear, with a proud, defiant roar, a Griffon stands up to their challenges.

Accordingly, a Griffon character may gain and improve this effect by putting points into this Special Ability. A certain number of times per Episode, after being dealt a total of at least a certain amount of damage to their Fortitude and/or Willpower, a Griffon character may choose to activate this ability and gain a bonus to all Skill Checks for the duration of the Scene they are in (this Special Ability may only be activated once per Scene).

How often they may choose to activate this Special Ability, how much damage they must take before they can do so, and what the Skill Check bonus is, all improve as more points are put into this Special Ability. At its highest level, a Griffon may even activate this ability when a friend takes damage, instead of being restricted to only activating it when they have been damaged themselves.

Ability Points	Benefits
1 Ability Point	Grants a +1 bonus to Skill Checks for the duration of the current scene Usable 1 time per Episode, once 20 or more damage has been taken
2 Ability Points	May use once 19 or more damage has been taken
3 Ability Points	Usable 2 times per Episode
4 Ability Points	May use once 18 or more damage has been taken
5 Ability Points	Grants a +2 bonus to Skill Checks for the duration of the current scene
6 Ability Points	May use once 17 or more damage has been taken
7 Ability Points	Usable 3 times per Episode
8 Ability Points	May use once 16 or more damage has been taken
9 Ability Points	Grants a +3 bonus to Skill Checks for the duration of the current scene
10 Ability Points	May use once 15 or more damage has been taken
11 Ability Points	Usable 4 times per Episode
12 Ability Points	May use once 14 or more damage has been taken
13 Ability Points	Grants a +4 bonus to Skill Checks for the duration of the current scene
14 Ability Points	May use once 13 or more damage has been taken
15 Ability Points	Usable 5 times per Episode
16 Ability Points	May use once 12 or more damage has been taken
17 Ability Points	Grants a +5 bonus to Skill Checks for the duration of the current scene
18 Ability Points	May use once 11 or more damage has been taken
19 Ability Points	Usable 6 times per Episode
20 Ability Points	May use once 10 or more damage has been taken May use once any friend has taken 10 or more damage

Secondary Special Ability:
Eagle's Splendor

Griffons may have many and varied talents, and pride themselves on their innate abilities and accomplishments. This requires that they focus on certain areas in which they wish to excel, to push beyond what even normal training can accomplish. However, once attained, their heightened ability and specialization in a given area tends to give them an edge more reliably than others.

Accordingly, a Griffon character may gain inherent bonuses to Skills in categories they select, by putting points into this Special Ability. For each point, a Griffon character may select one profession-titled Skill category and add a permanent +2 bonus to all Skill Checks they make with its Skills from that point on. Skill categories may not be selected more than once for this effect; each time a point is put into this Special Ability, a new Skill category must be selected.

Ability Points	Benefits
1 Ability Point	Choose one Skill category; gain +2 Skill bonus with all Skills within it
2 Ability Points	Choose one Skill category; gain +2 Skill bonus with all Skills within it
3 Ability Points	Choose one Skill category; gain +2 Skill bonus with all Skills within it
4 Ability Points	Choose one Skill category; gain +2 Skill bonus with all Skills within it
5 Ability Points	Choose one Skill category; gain +2 Skill bonus with all Skills within it
6 Ability Points	Choose one Skill category; gain +2 Skill bonus with all Skills within it
7 Ability Points	Choose one Skill category; gain +2 Skill bonus with all Skills within it
8 Ability Points	Choose one Skill category; gain +2 Skill bonus with all Skills within it
9 Ability Points	Choose one Skill category; gain +2 Skill bonus with all Skills within it
10 Ability Points	Choose one Skill category; gain +2 Skill bonus with all Skills within it

Utility Special Ability:
Wing Power

Many Griffons learn to use their wings to aid them in a variety of tasks--from pulling or lifting heavy burdens, to performing feats of aerobatics and speed.

Accordingly, Griffon characters may gain bonuses to Skill Checks when they are using their wings in a beneficial way by putting points into this Special Ability. If a Griffon character loses the use of their wings for any reason, they also lose the effects of this Special Ability. At its highest level, this Special Ability also grants the benefit of using an appropriate Tool to the character when they are using their wings.

Ability Points	Benefits
1 Ability Point	+1 bonus to Skill Check rolls when using wings
2 Ability Points	+2 bonus to Skill Check rolls when using wings
3 Ability Points	+3 bonus to Skill Check rolls when using wings
4 Ability Points	+4 bonus to Skill Check rolls when using wings
5 Ability Points	+5 bonus to Skill Check rolls when using wings
6 Ability Points	+6 bonus to Skill Check rolls when using wings, also gain Tool bonus

Pegasi

Natural Abilities

Special Purpose
Earth Ponies, Pegasi, Unicorns, and Crystal Ponies all have something special they are naturally inclined toward; something they are meant to do, or something meaningful they are especially inclined to accomplish. This Special Purpose typically manifests itself early in a pony's life, and eventually becomes represented by a pony's Cutie Mark. A Special Purpose isn't a vocation or a profession, but rather more of a philosophical or 'life mission' thing. For example, "to bring out the beauty in the world," or "to care for those in need," are good Special Purposes; something like "to be a great baker," on the other hand, isn't.
During character creation, an Earth Pony, Pegasus, Unicorn, or Crystal Pony player should work with their GM to come up with their character's Special Purpose. Once set, it does not change over the course of gameplay. At some point before reaching 30 XP, the player should also develop their character's Cutie Mark, and have it appear on their character's flank.
On any Skill Check in which a character's Special Purpose reasonably and meaningfully applies, they gain a +2 bonus to the 2d6 roll made to determine the Skill Check's success or failure.

Skywalker
Pegasi are gifted with feathered wings, allowing them to fly and to interact with clouds as if they were solid objects--walking on them and even swimming in them! While some young Pegasi don't develop their ability to fly until they near adulthood, most show some early talent, and end up flying as easily as walking before long. If a Pegasus character loses the use of their wings for any reason, they also lose the effects of this Natural Ability.
Pegasus characters may fly, hover, and generally maneuver in the air as easily as they can walk or run on the ground. In addition, they may walk on clouds and interact with them in basic ways such as moving them around--though this ability doesn't allow them to alter the weather.

Special Abilities

Primary Special Ability: Wonderbolt

Pegasi are descended from a proud warrior society, and as such, even the most timid Pegasus has a fiery spirit deep down, waiting to be unleashed in times of need. While a Pegasus might be bold or daring normally, even they have hidden reserves of determination waiting to be tapped to help their friends or face down a powerful adversary. A Pegasus character who puts points into this Special Ability has begun to unlock this hidden strength within themselves.

When making a Skill Check, a Pegasus may spend a point of Virtue to activate this Special Ability and gain a bonus to the 2d6 roll. In addition, if the Skill Check is successful, they may immediately recover an amount of Fortitude and Willpower as a 'second wind' of encouragement from their success. This Special Ability may only be activated once per Skill Check. Finally, the activation of this Special Ability must be meaningful to the situation; the GM may deny it if it is frivolous.

Ability Points	Benefits
1 Ability Point	+1 bonus to Skill Check roll when activated
2 Ability Points	1 Fortitude and Willpower restored if empowered Skill Check succeeds
3 Ability Points	2 Fortitude and Willpower restored if empowered Skill Check succeeds
4 Ability Points	3 Fortitude and Willpower restored if empowered Skill Check succeeds
5 Ability Points	+2 bonus to Skill Check roll when activated
6 Ability Points	4 Fortitude and Willpower restored if empowered Skill Check succeeds
7 Ability Points	5 Fortitude and Willpower restored if empowered Skill Check succeeds
8 Ability Points	6 Fortitude and Willpower restored if empowered Skill Check succeeds
9 Ability Points	7 Fortitude and Willpower restored if empowered Skill Check succeeds
10 Ability Points	+3 bonus to Skill Check roll when activated
11 Ability Points	8 Fortitude and Willpower restored if empowered Skill Check succeeds
12 Ability Points	9 Fortitude and Willpower restored if empowered Skill Check succeeds
13 Ability Points	10 Fortitude and Willpower restored if empowered Skill Check succeeds
14 Ability Points	11 Fortitude and Willpower restored if empowered Skill Check succeeds
15 Ability Points	+4 bonus to Skill Check roll when activated
16 Ability Points	12 Fortitude and Willpower restored if empowered Skill Check succeeds
17 Ability Points	13 Fortitude and Willpower restored if empowered Skill Check succeeds
18 Ability Points	14 Fortitude and Willpower restored if empowered Skill Check succeeds
19 Ability Points	15 Fortitude and Willpower restored if empowered Skill Check succeeds
20 Ability Points	+5 bonus to Skill Check roll when activated

Secondary Special Ability:
Weather Patrol

While Pegasi don't have direct spellcasting ability, they do have a connection to the sky, and weather; as such, a Pegasus may learn to control and/or manipulate weather effects through practice and natural talent. Accordingly, a Pegasus character may gain the ability to manipulate weather effects and even create them (or combinations of them) at will through flight, by putting points into this Special Ability. If a Pegasus character loses the use of their wings for any reason, they also lose the effects of this Special Ability.

A Pegasus who creates a weather effect (or a combination of weather effects) must pay 1d6 Fortitude or Willpower (their choice) per weather effect to do so, and must know the weather effect(s) to begin with. The creation of weather effects is subject to GM discretion and interpretation.

Weather effects are chosen from the following list:

Fog, Rain, Hail, Snow, Thunder, Lightning, Rainbow, Aurora, Cloud, Wind.

Ability Points	Benefits
1 Ability Point	Manipulate known effects Learn one weather effect from the list (total 1)
2 Ability Points	Learn one weather effect from the list (total 2)
3 Ability Points	Learn one weather effect from the list (total 3)
4 Ability Points	Learn one weather effect from the list (total 4)
5 Ability Points	Learn one weather effect from the list (total 5)
6 Ability Points	Create known effects Learn one weather effect from the list (total 6)
7 Ability Points	Learn one weather effect from the list (total 7)
8 Ability Points	Learn one weather effect from the list (total 8)
9 Ability Points	Learn one weather effect from the list (total 9)
10 Ability Points	Know all weather effects

Utility Special Ability:
Wing Power

Many Pegasi learn to use their wings to aid them in a variety of tasks--from pulling or lifting heavy burdens, to performing feats of aerobatics and speed.

Accordingly, Pegasus characters may gain bonuses to Skill Checks when they are using their wings in a beneficial way by putting points into this Special Ability. If a Pegasus character loses the use of their wings for any reason, they also lose the effects of this Special Ability. At its highest level, this Special Ability also grants the benefit of using an appropriate Tool to the character when they are using their wings.

Ability Points	Benefits
1 Ability Point	+1 bonus to Skill Check rolls when using wings
2 Ability Points	+2 bonus to Skill Check rolls when using wings
3 Ability Points	+3 bonus to Skill Check rolls when using wings
4 Ability Points	+4 bonus to Skill Check rolls when using wings
5 Ability Points	+5 bonus to Skill Check rolls when using wings
6 Ability Points	+6 bonus to Skill Check rolls when using wings, also gain Tool bonus

Unicorns

Natural Abilities

Special Purpose

Earth Ponies, Pegasi, Unicorns, and Crystal Ponies all have something special they are naturally inclined toward; something they are meant to do, or something meaningful they are especially inclined to accomplish. This Special Purpose typically manifests itself early in a pony's life, and eventually becomes represented by a pony's Cutie Mark. A Special Purpose isn't a vocation or a profession, but rather more of a philosophical or 'life mission' thing. For example, "to bring out the beauty in the world," or "to care for those in need," are good Special Purposes; something like "to be a great baker," on the other hand, isn't.

During character creation, an Earth Pony, Pegasus, Unicorn, or Crystal Pony player should work with their GM to come up with their character's Special Purpose. Once set, it does not change over the course of gameplay. At some point before reaching 30 XP, the player should also develop their character's Cutie Mark, and have it appear on their character's flank.

On any Skill Check in which a character's Special Purpose reasonably and meaningfully applies, they gain a +2 bonus to the 2d6 roll made to determine the Skill Check's success or failure.

Telekinesis

Unicorns are born with a magical horn which allows them to utilize magic and cast spells if they study and work hard at it. However, even the most magically-inept Unicorn knows how to move and manipulate objects through the simple use of magic through their horn.

Unicorn characters may manipulate, push, pull, and otherwise affect objects they can see through the use of telekinetic magic cast from their horn. This manipulation is the same as if they were manipulating the object (or objects) by hand, and is limited to physical manipulation only. They must exert effort to use this ability at any level, though it is usually a minimal amount unless they are attempting to do something extraordinary.

Using Telekinesis costs 1 point of Fortitude or Willpower per normal use, but only in Cinematic Mode. In Narrative Mode, basic Telekinesis is easy and costs nothing--but the added stress of most Cinematic Mode scenes makes Telekinesis harder to perform. At any time, if the character tries to do something extraordinary, such as attempting to magically lift a very heavy object or a large number of objects, they may incur Fortitude and / or Willpower loss from the strain at the GM's discretion.

If a Unicorn character loses the use of their horn for any reason, they also lose the effects of this Natural Ability.

Special Abilities

Primary Special Ability: Friendship Is Magic
Unicorns are best known for their unique gift of spellcasting and magic. As creating and/or improvising a spell requires study, and the knowledge of the Magical Aspects which are necessary for any given spell, a Unicorn's scope and versatility with spellcasting is dependent on how many Magical Aspects they know.
Accordingly, a Unicorn character may learn Magical Aspects (both pre-set, and chosen by the character) which they can then use to create and improvise spells, by putting points into this Special Ability. If a Unicorn character loses the use of their horn for any reason, they also lose the effects of this Special Ability.
It is important to note that a Unicorn's magic is typically in line with their Special Purpose; while they might know multiple Magical Aspects, they typically only create spells which are in line with their Special Purpose and other talents. To this end, the GM has final approval over any spell a Unicorn character attempts to cast; the GM may deny the spell on the basis of being inappropriate, in light of the character's Special Purpose.

Ability Points	Benefits
1 Ability Point	**Target:** Individual, Group | **Range:** Contact, Seen **Duration:** Immediate, Sustained | **Function:** Standard **Effects:** Any Two | **Subjects:** Any Two
2 Ability Points	**Effects or Subjects:** Any One (total 5)
3 Ability Points	**Target:** Area | **Effects or Subjects:** Any One (total 6)
4 Ability Points	**Range:** Known | **Effects or Subjects:** Any One (total 7)
5 Ability Points	**Duration:** Temporary | **Effects or Subjects:** Any One (total 8)
6 Ability Points	**Function:** Chain | **Effects or Subjects:** Any One (total 9)
7 Ability Points	**Effects or Subjects:** Any One (total 10)
8 Ability Points	**Target:** Mass | **Effects or Subjects:** Any One (total 11)
9 Ability Points	**Effects or Subjects:** Any One (total 12)
10 Ability Points	**Range:** Unknown | **Effects or Subjects:** Any One (total 13)
11 Ability Points	**Effects or Subjects:** Any One (total 14)
12 Ability Points	**Duration:** Persistent | **Effects or Subjects:** Any One (total 15)
13 Ability Points	**Effects or Subjects:** Any One (total 16)
14 Ability Points	**Function:** Genesis | **Effects or Subjects:** Any One (total 17)
15 Ability Points	**Effects or Subjects:** Any One (total 18)
16 Ability Points	**Effects or Subjects:** Any One (total 19)
17 Ability Points	**Function:** Wonder | **Effects or Subjects:** Any One (total 20)
18 Ability Points	**Effects or Subjects:** Any One (total 21)
19 Ability Points	**Effects or Subjects:** Any One (total 22)
20 Ability Points	**Effects or Subjects:** Character now knows all Effects and Subjects

Secondary Special Ability:
Great And Powerful

When a Unicorn casts a spell, they must pay an amount of Fortitude and / or Willpower equal to the spell's level; the more powerful the spell, the more it costs to cast. However, some Unicorns learn to cast spells for a decreased cost through practice and efficient use of the magical energy at their disposal. While nothing can entirely eliminate the cost of casting a spell, it can be diminished considerably to allow for more, and more powerful, spells to be cast before a Unicorn exhausts themselves.

Accordingly, a Unicorn character may reduce the amount of Fortitude and / or Willpower they must pay per spell they cast (to a minimum of 1 point per spell) by putting points into this Special Ability; at its highest level, this Special Ability even eliminates the basic cost for using Telekinesis in Cinematic Mode. If a Unicorn character loses the use of their horn for any reason, they also lose the effects of this Special Ability.

Ability Points	Benefits
1 Ability Point	Spellcasting Fortitude / Willpower cost -1
2 Ability Points	Spellcasting Fortitude / Willpower cost -2
3 Ability Points	Spellcasting Fortitude / Willpower cost -3
4 Ability Points	Spellcasting Fortitude / Willpower cost -4
5 Ability Points	Spellcasting Fortitude / Willpower cost -5
6 Ability Points	Spellcasting Fortitude / Willpower cost -6
7 Ability Points	Spellcasting Fortitude / Willpower cost -7
8 Ability Points	Spellcasting Fortitude / Willpower cost -8
9 Ability Points	Spellcasting Fortitude / Willpower cost -9
10 Ability Points	Spellcasting Fortitude / Willpower cost -10 Telekinesis is free to use

Utility Special Ability:
Talented

Some Unicorns are simply exceptionally talented at the use of magic, and for them, casting spells and using their natural Telekinesis comes more naturally than others who might have to study more to attain the same level of control and power.

Accordingly, Unicorn characters may gain bonuses to Skill Checks when they are using magic by putting points into this Special Ability. If a Unicorn character loses the use of their horn for any reason, they also lose the effects of this Special Ability.

Ability Points	Benefits
1 Ability Point	+1 bonus to Skill Check rolls casting spells / Telekinesis
2 Ability Points	+2 bonus to Skill Check rolls casting spells / Telekinesis
3 Ability Points	+3 bonus to Skill Check rolls casting spells / Telekinesis
4 Ability Points	+4 bonus to Skill Check rolls casting spells / Telekinesis
5 Ability Points	+5 bonus to Skill Check rolls casting spells / Telekinesis
6 Ability Points	+6 bonus to Skill Check rolls casting spells / Telekinesis, plus Tool bonus

Zebras

Natural Abilities

Stripes And Sigils

Where Earth Ponies, Pegasi, Unicorns, and Crystal Ponies have a Special Purpose and Cutie Mark, Zebras instead have a mysterious glyph which forms on their flank, and aligns them with a certain family of Skills.

During character creation, a Zebra character chooses one Skill category from each Base Attribute (one Skill category from Mind, one from Body, and one from Heart; three categories total). All Skills which are in the selected Skill categories gain a permanent +2 bonus to the Zebra's Skill Checks using them.

Loremaster

Zebras, by and large, are known for their knowledge and their curiosity to learn about the world; they often are sources of information and wisdom for others to seek out, and typically bring quite a bit of lore-mastery to any community.

Accordingly, Zebra characters automatically have all Skills in the "Scholar" category trained to Rank 1 during character creation.

Special Abilities

Primary Special Ability:
Alchemy

   Zebras are best known for their semi-magical alchemy. Through combining various chemicals, herbs, and reagents, some Zebras are able to create single-use alchemical potions, powders, oils, talismans, and the like, which replicate spells to a certain extent. Accordingly, by putting points into this Special Ability, a Zebra character may gain and improve this unique skill and talent.

   When a Zebra character puts points into this Special Ability, they learn a Recipe; essentially, Recipes are spells they create using any and all Magical Aspects except for Mass, Unknown, Persistent, or Wonder. A Zebra character creates their Recipes before an Episode begins, and may change them between Episodes. Recipes have a maximum Spell Level they may replicate. The spell replicated must be able to be justified as to how it is being performed with alchemy instead of magic, and the GM has final say over all Recipes.

   While a Zebra may know many Recipes, they are limited by their stock of items. In any Episode, a Zebra character may only make use of a number of alchemical items as determined by this Special Ability. This number of items is depleted with each use of an item, whether it is all the same Recipe, each a different Recipe, or a mix. In essence, it is the Zebra's "alchemical ammunition" for the Episode.

   Finally, when a Zebra uses an alchemical item, they make a Chemistry Skill Check in the same way that a Unicorn must make a Spellcasting Skill Check to cast spells. If the check succeeds, the alchemical items works. If it fails, the item was a dud, or didn't perform its intended effect. If the check is a Critical success, the use of the item doesn't count toward the Zebra's total of items for the Episode--it was essentially a 'free use.' If the check is a Critical failure, however, it 'ruins' that Recipe for the rest of the Episode; no further items with that Recipe can be used that Episode--this represents that the entire 'batch' of that Recipe was a dud, instead of only the individual item used.

Ability Points	Benefits
1 Ability Point	Learn +1 Recipe (total 1); 5 Alchemical item uses per Episode Maximum Spell Level for Recipes: (5 + Mind)
2 Ability Points	Learn +1 Recipe (total 2); 6 Alchemical item uses per Episode
3 Ability Points	Learn +1 Recipe (total 3)
4 Ability Points	Learn +1 Recipe (total 4); 7 Alchemical item uses per Episode
5 Ability Points	Learn +1 Recipe (total 5)
6 Ability Points	Learn +1 Recipe (total 6); 8 Alchemical item uses per Episode
7 Ability Points	Learn +1 Recipe (total 7)
8 Ability Points	Learn +1 Recipe (total 8); 9 Alchemical item uses per Episode
9 Ability Points	Learn +1 Recipe (total 9)
10 Ability Points	Learn +1 Recipe (total 10); 10 Alchemical item uses per Episode
11 Ability Points	Learn +1 Recipe (total 11)
12 Ability Points	Learn +1 Recipe (total 12); 11 Alchemical item uses per Episode
13 Ability Points	Learn +1 Recipe (total 13)
14 Ability Points	Learn +1 Recipe (total 14); 12 Alchemical item uses per Episode
15 Ability Points	Learn +1 Recipe (total 15)
16 Ability Points	Learn +1 Recipe (total 16); 13 Alchemical item uses per Episode
17 Ability Points	Learn +1 Recipe (total 17)
18 Ability Points	Learn +1 Recipe (total 18); 14 Alchemical item uses per Episode
19 Ability Points	Learn +1 Recipe (total 19)
20 Ability Points	Learn +1 Recipe (total 20); 15 Alchemical item uses per Episode

Secondary Special Ability:
Brewmaster

While many Zebras learn how to create alchemical items and use them, some are exceptionally good at the brewing and formulation of the items; to not only create more potent items, but also to ensure that their creations function more reliably.

Accordingly, by putting points into this Special Ability, a Zebra character may increase the maximum Spell Level of the Recipes they learn, and gain a bonus to the Chemistry Skill Check made when they use an alchemical item. At the highest level of this Special Ability, the 'bad batch' effect which ruins a Recipe for the rest of an Episode no longer applies to Critical failures.

Ability Points	Benefits
1 Ability Point	Maximum Spell Level for Recipes: +1
2 Ability Points	Maximum Spell Level for Recipes: +2; Chemistry bonus +1
3 Ability Points	Maximum Spell Level for Recipes: +3
4 Ability Points	Maximum Spell Level for Recipes: +4; Chemistry bonus +2
5 Ability Points	Maximum Spell Level for Recipes: +5
6 Ability Points	Maximum Spell Level for Recipes: +6; Chemistry bonus +3
7 Ability Points	Maximum Spell Level for Recipes: +7
8 Ability Points	Maximum Spell Level for Recipes: +8; Chemistry bonus +4
9 Ability Points	Maximum Spell Level for Recipes: +9
10 Ability Points	Maximum Spell Level for Recipes: +10; Chemistry bonus +5 No 'bad batch' effect on a Critical Failure

Utility Special Ability:
Exotic Lore

Zebras come from a far-off land, and in their long travels often learn more about the wide wild world, lost lore, and nature, than do most others.

Accordingly, a Zebra character may gain bonuses to Skill Checks when the Skill Check involves knowledge of the wilderness, nature, creatures of the wild world, forgotten or obscure lore, or associated topics at the GM's discretion, by putting points into this Special Ability.

Ability Points	Benefits
1 Ability Point	+1 bonus to Skill Check rolls dealing with 'exotic lore'
2 Ability Points	+2 bonus to Skill Check rolls dealing with 'exotic lore'
3 Ability Points	+3 bonus to Skill Check rolls dealing with 'exotic lore'
4 Ability Points	+4 bonus to Skill Check rolls dealing with 'exotic lore'
5 Ability Points	+5 bonus to Skill Check rolls dealing with 'exotic lore'
6 Ability Points	+6 bonus to Skill Check rolls dealing with 'exotic lore' Also gain Tool bonus

Advantages: Edges

Edges are unique powers, aspects, qualities, rule modifications, and other special advantages which any character can obtain and make use of. Characters choose 1 starting Edge during character creation, from the list of Edges found in the Skills & Edges chapter.

The next step in the Advantages section of character creation is to choose your character's starting Edge. Edges are unique features and special qualities which help to set characters apart from one another and make them special--whether by establishing some narrative or personal aspect of the character, or by slightly altering the rules as they apply to the character.

How Edges Work

Edges are easy to use; when your character is entitled to gain an Edge, choose one you haven't chosen before from the list of Edges found in the Skills & Edges chapter and add it to your character's list of obtained Edges. Edges are individual, self-contained rule modifications which help your character stand out as unique from others.

Remember, you can only choose an Edge once--whenever you get to choose a new Edge, you can't pick one you've already chosen before!

Starting Edge

A character must choose one starting Edge from the list in the Skills & Edges chapter during character creation and apply its effects.

Virtue: Doing The Right Thing

S3E's Virtue system awards points of Virtue to characters who choose to do the right thing in a given situation. These Virtue points can then be spent by characters to heal themselves and their friends, among other things, such as activating certain Edges and Abilities. There's no limit to how many Virtue points a character can earn during an Episode, but characters begin each Episode with 1 Virtue point.

The next section of character creation is Virtue, and the first, and only, step is to learn how S3E's Virtue system works and how it affects characters. Virtue is a pool of points a character gains (and may lose) based on their actions and decisions, and which a character spends to heal themselves or their friends--or to activate other effects they may have access to.

How Virtue Works

In Equestria, the good that goes around comes around, and genuine integrity, compassion, selflessness, and tolerance always seems to be rewarded; on the other hand, justice always seems to come to the wicked and the cruel. Characters have a pool of Virtue points to represent this effect.

During an Episode, characters are awarded points of Virtue by the GM for doing good deeds, resisting temptation, making the best of a bad situation, helping and encouraging others, showing mercy, and otherwise acting in a moral and ethical manner to the best of their knowledge and ability. Characters don't even necessarily have to succeed at moral actions; often enough, making the decision to do what's right as opposed to what might be easier or more efficient is enough. In fact, one of the most reliable ways for a character to obtain points of Virtue is to embody their Guiding Element whenever possible.

On the other hand, characters who show apathy toward those they might reasonably help, or take advantage of others, or act unfairly or with cruelty, or otherwise behave in a knowingly immoral way, have points of Virtue taken away by the GM instead.

Virtue is a hard concept to pin down with absolute rules, and morality almost always varies from person to person. What exactly constitutes 'moral' and 'immoral' behavior for the purposes of Virtue is left purposefully undefined, and should be discussed and explored between the players and the GM.

Starting Virtue

Characters begin each Episode with one point of Virtue, regardless of the amount they had at the end of any previous Episode--in effect, Virtue 'resets' every Episode. While this initial amount may be increased by various means, a character always begins with at least one point, reflecting the belief that in Equestria, at their core, everypony is fundamentally good.

Interests: Skills

S3E has 99 Skills separated into 25 categories and split between Mind, Body, and Heart. Every action a character attempts can be governed by a Skill. Skills begin at Rank 0 and may be improved to a maximum of Rank 10, at a one-for-one rate with Skill Points. Spend 4 Skill Points split however you choose to determine your character's starting Skills.

The next section of character creation is Interests, and the only two steps are to learn the basics of Skills, including how to improve them, and to then determine your character's starting Skills. Skills govern the dynamic actions a character attempts, from building rapport in conversation, to casting spells, to performing feats of acrobatic or athletic prowess--even to baking delicious muffins.

How Skills Work

Skills are the backbone of character actions in S3E. Whenever a character attempts an action which the GM decides has a meaningful chance of failure, the GM will call for a Skill Check based on the Skill which most reasonably governs the type of action being attempted. For this reason, it is important for characters to be trained in the Skills they are most likely to use and/or know based on their character's concept.

There are 99 Skills in S3E, separated by the Attribute upon which they are based, and split into 25 categories for easy reference. The level of training a character has in a Skill is represented by the Skill's Rank. All Skills begin at Rank 0, and are improved by spending Skill Points; one Skill Point increases a Skill's Rank by one, up to a maximum of Rank 10. The higher the Skill Rank, the better the character is when using that Skill, and the more likely they are to accomplish tasks which are governed by it.

Starting Skills

A character must spend 4 Skill Points (split however they choose) during character creation to determine their initial Skill Ranks. The list of Skills, and the explanation of what each Skill covers, can be found in the Skills & Edges chapter.

With 99 Skills, there are a lot of things a character might need to know how to do at any time; because of this, it's a good idea to work with the other players in your group when figuring out your initial Skills to cover the things your group considers important.

Advancement: Growing Up

Based on your character's starting Experience Tier (determined back in the Origins section), they may be entitled to choose extra Edges, extra Talents, and/or to spend a number of 'Advancements' to gain extra Skill Points, Attribute Points, or some combination of the two.

The final section of character creation is Advancement, and the only two steps are to find what advancement rewards your character is entitled to (if any) based on their starting Experience Tier established back in the Origins section, and then to spend those rewards while learning how later character advancement will work in the process.

Starting Experience Tier

Based on your character's starting Experience Tier, they may be entitled to certain benefits and bonuses as advancement rewards. Normally, as characters earn Experience Points, they reach regular milestones and earn these advancement rewards slowly, over time. A character who starts at an increased Experience Tier is getting a head-start, and is assumed to have already earned these advancement rewards over time. This means that they must now decide all at once, retroactively, how they were spent. Use the following table to figure out the advancement rewards your character is entitled to (if any) based on their starting Experience Tier.

Experience Tier	Advancement Rewards
Youth (0 XP)	0 Advancements 0 Edges 0 Talents
Adult (30 XP)	5 Advancements 2 Edges 1 Talents
Veteran (75 XP)	9 Advancements 4 Edges 2 Talents
Heroic (140 XP)	13 Advancements 6 Edges 3 Talents
Champion (225 XP)	17 Advancements 8 Edges 4 Talents
Sovereign (325 XP)	21 Advancements 10 Edges 5 Talents
Celestial (425 XP)	25 Advancements 12 Edges 6 Talents

Advancements

Advancements are small packages of Skill Points, Ability Points, or a combination of the two, representing a character's progress in training and in developing their unique powers. Each time a character gains an Advancement, they must choose one of three packages the effects of which they wish to gain; and like all advancement rewards, Advancements (and the Skill Points and/or Ability Points they award a character) may not be saved for later--they must be spent immediately upon being gained. The three Advancement packages are as follows.

Advancement	Reward(s)
Training	4 Skill Points
Balance	2 Skill Points 1 Ability Point
Power	2 Ability Points

Edges

Your character may be entitled to additional Edges as a result of their starting Experience Tier. Each time your character gains an Edge, they must choose a new one from the list in the Skills & Edges chapter and apply its effects. An Edge may only be chosen once, and like all advancement rewards, these extra Edges may not be saved--they must be chosen immediately upon being gained.

Talents

Your character may also be entitled to additional Talents as a result of their starting Experience Tier. Each time your character gains a Talent, they must choose a new one and apply its Attribute score increase(s) accordingly. Each Talent may only be chosen once, and like all advancement rewards, these extra Talents may not be saved--they must be chosen immediately upon being gained. The list of Talents is as follows.

Talent Name	Attribute Increase
Egghead	+3 Mind
Iron Pony	+3 Body
Show Stopper	+3 Heart
Smart Cookie	+2 Mind, +1 Heart
Student Athlete	+2 Mind, +1 Body
Prize Pony	+2 Body, +1 Mind
Daredevil	+2 Body, +1 Heart
Drama Queen	+2 Heart, +1 Body
Crusader	+2 Heart, +1 Mind

Character Creation Example

On the next pages are an example of how a character is created in S3E, to give you a sense of the process and help clarify confusion on the flow of character creation by showing it in action.

Character Creation Example

Tom and his friends have decided to play a game of My Little Pony: Role-playing is Magic, Season Three Edition. While his friends are making their characters, he sits down to make his.

Origins: First, he decides that he wants to play a Pegasus, and that his Pegasus will be male, with a red coat, short golden mane, and blue eyes. His character will also have a cutie mark of a fiery lightning bolt, and an old saddle bag he carries everywhere. He names his character "Streak."

Origins: He finds out from his GM that the group will be starting out in the "Adult" Experience Tier, which he notes for later and sets Streak's XP at 30 accordingly.

Characterization: Tom decides that his character Streak's Guiding Element of Harmony is Honesty; it's very important to Streak that he is on-time and always fulfills his commitments, which are hallmarks of the personal responsibility inherent in the Element of Honesty.

Characterization: For Streak's Background, Tom decides that Streak used to be a delivery pony who missed a deadline and something bad happened because of it, which led to Streak losing his delivery job--Tom leaves the details open for now.

Characterization: For Streak's Perspective, Tom decides that because of his past failure and its consequences, Streak has a very strong need to be punctual and on-time, and will try to keep his word no matter what the cost.

Characterization: This leads to Streak's Direction, and Tom decides that Streak is seeking (in the short term) to become a faster flyer, and (in the long term) to do something special to make up for his past failure.

Traits: Tom decides that Streak is an athlete through and through, and that he relies more on his courage than his smarts. Because of this, he chooses "Daredevil" as Streak's first Talent, making his Attribute scores: Mind 1, Body 3, Heart 2.

Traits: With his initial Attributes established, he calculates Streak's Fortitude and Willpower scores to be: Fortitude 25, Willpower 15. Because Streak is strong physically, but has lingering self-doubt about his past, Tom is satisfied with these results.

Advantages: Tom reviews the Natural Abilities which Streak is entitled to as a Pegasus. Skywalker allows Streak to fly, which is to be expected and requires no additional effort, but Special Purpose requires that Tom work with his GM to come up with Streak's special purpose. Together, Tom and his GM decide that Streak's Special Purpose is "to protect others from harm."

Advantages: With Natural Abilities done, Tom moves on to Streak's Special Abilities. He spends Streak's two Ability Points, one in Wing Power to gain a bonus to wing-aided tasks, and one in Weather Patrol. The first point in Weather Patrol entitles Tom to choose one weather effect Streak knows, from the list provided in the Special Ability description. He chooses "Lightning," since it fits Streak's concept and cutie mark.

Advantages: Finally, Tom is entitled to choose one Edge for Streak. He chooses the "Weather Witch" Edge, which will reduce the costs of manipulating weather effects, as he plans to have Streak use lightning relatively often.

Virtue: After reviewing the Virtue resource and familiarizing himself with the concept, Tom marks down that Streak will begin each Episode with one point of Virtue.

Interests: Tom considers the Skill list and decides that, as a former delivery pony, Streak would need to be able to "get around," and to "know where he's going." He spends two of Streak's four Skill Points on the Flying Skill in the Athlete category (making it Rank 2), and two Skill Points on the Direction Sense Skill in the Navigator category (making it Rank 2).

Advancement: Tom checks the XP that he marked down for Streak earlier; the starting Experience Tier given by his GM was the "Adult" tier, which puts Streak at 30 XP. At this step, Tom finds that the "Adult" tier entitles Streak to 5 Advancements, 2 Edges, and 1 Talent.

Advancement: Tom chooses "Power" for two of Streak's five Advancements, yielding a total of four Ability Points. He spends these on the "Wing Power" Special Ability, raising it to five total points. He then chooses "Training" for the other three Advancements, yielding a total of twelve Skill Points. He spends four on the Flying Skill in the Athlete category, making it Rank 6. He also spends four on the Direction Sense Skill in the Navigator category, making it Rank 6 as well. He spends the last four on the Camping Skill in the Cowpony category, making it Rank 4 (Tom has decided that Streak learned how to camp out during long deliveries across Equestria).

Advancement: For Streak's two Edges, Tom chooses the "Noble Soul" Edge (which will give Streak an extra point of Virtue at the beginning of each Episode) and the "Determined" Edge (which will allow Streak to recover from being Sidelined once per Scene by spending Virtue).

Advancement: Finally, for Streak's Talent, Tom chooses "Prize Pony," deciding that over time, Streak has had to learn how to use his mind more--but he's still an athlete at heart. This increases Streak's Attributes by three points (+2 Body, +1 Mind), to: Mind 2, Body 5, Heart 2. This changes Streak's Fortitude and Willpower scores as well (since their base Attributes have changed), to: Fortitude 35, Willpower 20.

With all of this finished, Streak is ready to play.

Playing An Episode

"I followed you all the way out here for a ROCK?!"
~ Rarity

Structure Of Gameplay

S3E revolves around imagination and vision, and is thus played out in the Theater of the Mind in a progression of Scenes, or distinct sequences of action and narrative which revolve around a central plot point. Scenes are separated into Narrative Mode, wherein timing and sequence aren't a major emphasis, and Cinematic Mode, wherein play progresses in more structured Rounds. Rounds follow "P.I.E." progression: Presentation (the prompt), Initiative (reactions and actions), and Effects (clean-up).

S3E is designed to be easy to play, with a loose structure of rules meant to appeal to beginner and 'freeform' roleplayers and to encourage collaborative storytelling. There are six important terms to learn and remember, and these are: Theater of the Mind, Scenes, Narrative Mode, Cinematic Mode, Rounds, and the "P.I.E." acronym. In this section, each of these terms and how they govern gameplay will be explained.

Theater of the Mind

S3E falls within the genre of 'collaborative storytelling' games, which is more loosely-governed than other game types in terms of exactly what a character can and cannot do. This means that S3E is played primarily with the group's imagination and interpretation, and with secondary materials (such as grids, maps, tables, charts, and exact measurements of range, damage, movement speed, etc)

having less of an impact on moment-to-moment gameplay. This style of play is relatively subjective and fluid when compared to other games in the RPG genre, and is best described with the term Theater of the Mind.
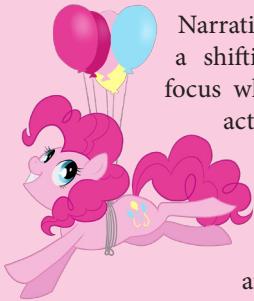
Scenes

Individual parts of an Episode of S3E can be separated into Scenes, which are distinct sequences of action and narrative revolving around a central plot point. Scenes can be identified by considering an Episode of S3E as if it were an episode of the original cartoon: they could be anything from "talking to ponies around town to find information," to "confronting the hydra," to "traveling through the forest." Many parts of S3E revolve around the concept of Scenes, and it is thus important to approach gameplay with Scenes in mind.

Narrative Mode

Scenes in S3E are separated into two types: Narrative Mode and Cinematic Mode. A Narrative Mode Scene is a Scene in which timing isn't necessarily important. It is the 'exploration' mode of the game. For example, when going around town looking for clues, or searching a cave for a secret door, or traveling through the forest, the moment-to-moment timing of the game isn't very important. Thus, those are all Narrative Mode Scenes. Narrative Mode is fast and loose, with the GM and the players working together to tell the story, and the GM keeping things organized without needing to take gameplay into the more ordered Cinematic Mode.

Narrative Mode has a shifting 'spotlight' focus whenever characters are split up or are doing different things at the same time; after all, there's only one GM to go around! Be conscientious and don't be afraid to step back and give everyone else a chance to take part in what's going on.

Cinematic Mode

The other type of Scene in S3E is Cinematic Mode. A Cinematic Mode Scene is a Scene in which timing and book-keeping of numbers are more important, and often one in which when danger or threat is a focal point of gameplay. For instance, Cinematic Mode comes into play when the players' characters are facing an adversary or handling a tense or difficult situation like a sporting competition or escaping from Ahuizotl's latest series of traps. A Cinematic Mode Scene is played out in a sequence of Rounds, with a uniform order of action and reaction that is repeated from Round to Round.

Rounds

Rounds are the most organized gameplay structure in S3E, and are meant to be used when a lot of action is taking place--often in response to danger, difficulty, or threat. Rounds are useful in that they allow the GM and the players to keep track of everything going on in the correct order by making the potentially chaotic narrative of the story adhere to a linear progression of action and reaction each Round. This progression is abbreviated into the acronym "P.I.E."

P.I.E.

P.I.E. stands for "Presentation, Initiative, Effects." It is the formula of steps for resolving each Round of a Cinematic Mode Scene. The following will describe each step in detail, and give examples of P.I.E. in action.

Presentation: First, the GM will present the scene (or continue the scene from the previous round), with a brief piece of narration, and, if necessary, will present a challenge. For example:

"*You enter the dark banquet hall, moonlight hidden by old, heavy curtains. Cobwebs and dust lie heavily over the long table and old chairs. However, after taking a few steps, the candles and the fireplace suddenly spring to life, flame flaring to life and illuminating the hall--and the cloaked figure seated at the head of the table. "I am pleased you could join me for dinner," he says, "I have been hungry for so long, and you look so delicious..." From the rafters, a swarm of bats come screeching down toward you, flapping their leathery wings as they attack!*"

Initiative: Next, the GM will call for reactions from selected characters, followed by actions from everyone. First, those characters who the GM decides are entitled to reactions get to take a short, often defensive, action (for example, a reaction may be to dodge out of the way of a falling tree, or to make a reply to an insult directed at them). The reacting characters may act in any order they choose, sharing one group 'turn', and all of the characters' reactions are resolved at once, with the results being interpreted by the GM accordingly. If they can't cooperate to decide on their own action order, the GM may decide they've lost their chance to react due to bickering. Usually, only characters who are directly affected by some part of the scene presentation are entitled to a reaction, though this is left up to GM discretion. For example:

The GM decides that only three members of the group are in direct danger of attack from the bat swarm, and so calls for reactions from them. Two characters try to dodge out of the way, and one tries to blind the bats with a flash of magical light. The GM resolves all of the reactions, and decides how the combined reaction plays out. One of the dodging characters succeeded, but the other failed--but the character who tried to blind the bats succeeded! The GM decides that the blinding light prevents the bats from harming anyone for the moment, and thus the light-wielding character's reaction 'saved' the failed dodging character as well.

After reactions have been resolved, the GM will call for everyone to make a single action. This action can be more complex than a reaction, but still usually only takes a few seconds; the GM and the players should work together to make sure that a given action is neither too short, nor too long, based on the scene at hand. Actions are taken in any order the players choose, and are resolved individually (not as a group, as reactions are). Just as with reactions, if the players cannot work together to decide action order, the GM may rule that they've lost their opportunity. Characters who choose to simply 'assist' a fellow character are counted as acting at the same time as the character they are helping. For example:

The characters, with a brief reprieve from the bat swarm, decide to take the offensive. A Pegasus tries flying in a circle to summon a small tornado to trap the bats while the others confront their mysterious adversary. It works, and the bats are kept busy in the cyclone. The other characters confront the cloaked figure. One steps forward, and all the others 'assist' the group leader, backing them up as they demand that he tells them his name, and where he's taken Princess Luna!

Effects: Finally, the GM will narrate any extra effects that either occur as a result of the characters' actions over the course of the round or that should be highlighted for the players' benefit. This is a 'clean-up' step, and may be skipped if the GM decides to move on to the next round instead. For example:

As the characters confront their mysterious adversary, the bats, confused by the tornado, seem to break out of a magical trance they've been kept under and no longer seem hostile.

With the Effects step complete, this Round ends and a new Round begins with its Presentation step.

Making Skill Checks

Skill Checks are performed with these steps: (1) Identify the Skill in use, (2) decide if a Tool is being used, (3) roll 2d6 (or 3d6, dropping the lowest, if using a Tool), (4) add the corresponding Attribute score, (5) add Skill Rank, (6) add Natural Ability and Special Ability bonuses, (7) add Edge bonuses, (8) add +1 for each friend assisting up to five friends max, (9) make the result a Critical if the 2d6 roll was doubles, and (10) give the GM the Skill Check total to see what happens. For Opposed and Competitive Skill Checks, also look for whose result is higher between characters.

Skill Checks are the backbone of character actions in S3E. Any time a character attempts a task, the GM may require that they make a Skill Check to determine if they were successful or not. In general, easy tasks, or tasks with little-to-no narrative significance, can be re-

solved without requiring a Skill Check; however, most tasks a character attempts which impact the story are good candidates for Skill Checks. Skill Checks are also used to determine the victor in a directly opposed action or a competition between characters. This section will explain how to perform the three types of Skill Checks: Standard, Opposed, and Competitive.

Standard Skill Checks

When making any Skill Check, a higher result is desirable, as the total of a Skill Check is compared to a target difficulty number. If the total meets or exceeds the difficulty target, the Skill Check is successful; if it doesn't, it is a failure. To make a normal Skill Check, perform the following steps.

Step One: Describe the action your character is taking, and work with your GM to decide what Skill best applies to the task. This will also give you the Skill's base Attribute, as all Skills fall under an Attribute. A Skill Check may only involve one Skill. For example, if trying to spot someone hiding in the bushes, you would use the Observation Skill (in the Detective category), which has Mind as its base Attribute.

Step Two: Determine with your GM if your character is using an appropriate Tool for the task being attempted. If they are using an appropriate Tool, you will roll an extra d6 with the 2d6 roll in the next step, and then drop the lowest d6 out of the three. For example, if your character is trying to pry open a door, and is using a crowbar to do it, they would be counted as using an appropriate Tool for the task.

Step Three: Roll 2d6, or roll 3d6 and drop the lowest d6 if an appropriate Tool is in use. For example, you might roll a 3 and a 4, for a total of 7. If using a Tool, you might roll a 3, a 4, and a 5, and drop the 3, making your effective rolls a 4 and

a 5, for a total of 9.

Step Four: Add the base Attribute of the Skill being used to the 2d6 total. For example, if your Skill's base Attribute score was a 3, you would add +3 to the 2d6 total.

Step Five: Add the Rank of the Skill being used to the 2d6 total. For example, if your Skill's Rank was a 6, you would add +6 to the 2d6 total.

Step Six: Add any bonuses from Natural Abilities or Special Abilities you may have to the 2d6 total. For example, the "Special Purpose" Natural Ability adds +2 to the 2d6 total for any Skill Check to which the Special Purpose applies.

Step Seven: Add any bonuses from Edges you may have to the 2d6 total. For example, the "Pony Prodigy" Edge adds +1 to the 2d6 total for certain Skill Checks involving a Skill of Rank of 1 or higher.

Step Eight: Add any bonus from friends assisting with the Skill Check to the 2d6 total. For each friend actively helping, gain a +1 to the 2d6 total. No more than 5 friends may help with a single Skill Check. For example, if two friends were helping with a task, you would add +2 to the 2d6 total.

Step Nine: If the initial 2d6 roll was doubles, the result (either success or failure) will be a "Critical." A Critical Success makes a success even better than normal, where a Critical Failure makes a failure even worse than normal. How this is interpreted is up to the GM. For example, if the result was a pair of 4's, the result will be either a Critical Success or a Critical Failure.

Step Ten: Give the GM the total of the 2d6 roll plus all additions and bonuses, as well as whether or not doubles were rolled. The GM will determine the outcome of the Skill Check based on the final total and the difficulty they set for the task. For example, after all bonuses, your

result might be 21, with doubles having been rolled. The GM may determine that this is enough to succeed, and because of the doubles, it is a Critical Success.

Certain special rules may allow characters to make use of certain options at the end of the Skill Check. For example, the "Lucky" Edge allows a character to re-roll the lowest d6 in a failed Skill Check, effectively trying again with the new result.

Opposed Skill Checks

Sometimes, characters may attempt tasks which are directly opposed to one another; for example, playing tug-of-war, having a race, or hoof-wrestling would all be Opposed Skill Checks. In those cases, simply follow the steps for a Standard Skill Check, except that in Step Ten whichever character has the highest total succeeds at the opposed Skill Check (i.e. winning the tug-of-war, race, hoof-wrestling match, or whatever else was at stake, as interpreted by the GM). The other character fails at the Opposed Skill Check.

Competitive Skill Checks

Sometimes, characters may attempt tasks with the intent to out-perform one another; for example, two teams each trying to produce more cider than the other would be a Competitive Skill Check. In these cases, it becomes important not just to see who performed better, but also to make sure that the involved characters both succeeded in the first place. This kind of Competitive Skill Check is a combination of a Standard Skill Check and an Opposed Skill Check, in that the characters involved must first succeed at the difficulty set by the GM, and then their results are compared to decide who performed the best. Only the character who succeeds against the difficulty of the task and out-performs their opponent(s) is counted as having succeeded at the Competitive Skill Check; all others fail the Competitive Skill Check.

Damage, Recovery, & Sidelining

Characters may take damage to Fortitude and/or Willpower, and may spend points of Virtue to restore lost points up to their maximum. A character who runs out of either Fortitude or Willpower becomes Sidelined, or temporarily defeated. Engaging in focused recovery outside of a dangerous situation can restore lost Fortitude and Willpower as well, at the GM's discretion.

Danger to characters in Equestria can come from all angles, be it from a monster attacking from the Everfree Forest, to a bully in Ponyville who just won't leave them alone. Because of this, characters may take damage to both their physical and emotional state, and damaging either one may be enough to 'Sideline,' or temporarily defeat, a character. The toughest soldier may be emotionally sensitive, and the strongest will may come in a physically frail body. This section will explain how characters are harmed, what happens to them as a result of being harmed, and how they recover.

Taking Damage

Dangerous situations can lead to characters taking damage to their Fortitude and Willpower, through physical harm (for Fortitude) or mental / emotional harm (for Willpower). The GM determines the type and severity of the harm being inflicted, which yields a number of d6's of damage.

For example, a character doesn't manage to get out of the way of a charging buffalo. The GM determines that the buffalo hitting the character inflicts 'Heavy' physical harm, which is 6d6 damage to Fortitude. When it is rolled, the result is 3, 5, 1, 2, 5, and 2, for a total of 18.

Recovering With Virtue

As long as a character's Fortitude and Willpower totals are above zero, they can spend Virtue to recover lost Fortitude and Willpower, up to their maximum. This may be done as either a reaction or an action during a round of Cinematic Mode gameplay, or at any time during Narrative Mode gameplay. In addition, multiple points of Virtue may be spent at a time. For every point of Virtue a character spends, they may either recover (1d6 + Heart) of their own Fortitude and Willpower, or allow a friend to recover (1d6 + Heart) Fortitude and Willpower. In this way, characters may use Virtue to maintain their own levels of Fortitude and Willpower or may help a friend in need avoid dropping to zero. The Heart score that applies to the recovery is always the Heart score of the character who spends the Virtue point.

For example, a character who has dropped to 5 Fortitude out of their maximum may, by spending 3 points of Virtue, recover (3d6 + 3x Heart) Fortitude and Willpower. They might also have spent 3 points of Virtue to recover (3d6 + 3x Heart) of a friend's Fortitude and Willpower, or may split the expenditure as 2 points for (2d6 + 2x Heart) Fortitude and

Willpower for themselves and 1 point for (1d6 + Heart) Fortitude and Willpower for their friend.

Virtue is used for healing in addition to powering certain other special mechanics and rules because it is relatively hard to obtain and is intended to be valuable to characters as more than simply a measurement of their good deeds; it gives moral actions and decisions a tangible return and a meaningful benefit.

Being Sidelined

When either of a character's Fortitude or Willpower totals reach zero, the character becomes Sidelined, and cannot recover from being Sidelined unless an effect is used which specifically says that they recover from being Sidelined. A Sidelined character cannot take normal actions, and is effectively 'out of action' for the duration of a scene. The only actions a Sidelined character can take are ones granted via Edges or Special Abilities (for example, the 'Determined' Edge allows a character to recover from being Sidelined once per scene)--otherwise, the GM controls the character until they decide to return control to the player, or until the scene is over. If all characters are Sidelined, the GM may declare that the game is over, or may take the story in a different direction. Being Sidelined isn't always the end: it may allow for characters to be captured or for other events to occur in the story while everypony is temporarily incapacitated. A character

becomes Sidelined according to the situation at hand and whether Fortitude or Willpower was reduced to zero.

For example, a character participating in a joust who runs out of Fortitude might be knocked out or exhausted, whereas a character who is facing a scary monster and runs out of Willpower might be forced to run away in fear. Either are appropriate examples of being 'Sidelined.'

After-Action Recovery

The GM may, after a dangerous scene is over, restore all Sidelined characters to being actively playable, as well as restoring them to 1 Fortitude and Willpower and get them 'back on their feet,' so to speak. In addition, a character may have all (or some, at the GM's discretion) of their lost Fortitude and Willpower restored by resting, relaxing, or otherwise engaging in 'focused recovery' between dangerous scenes or as a result of other events, at the GM's discretion.

For example, after the dragon has been sent on its way from Equestria, the GM rules that the scene is over, and the four characters who were Sidelined are restored to 1 Fortitude and Willpower and recover from being Sidelined. After returning to town, the group takes the opportunity to relax together from their adventure, and the GM rules that this 'focused recovery' restores everyone to full Fortitude and Willpower.

Virtue

Characters gain and lose points of Virtue based on the morality of their behavior. Characters can spend Virtue to heal themselves or their friends, as well as to make use of unique abilities they gain from various sources, such as Edges, Natural Abilities, and Special Abilities.

Virtue is a unique resource which characters gain and lose based on their moral behavior and ethical actions, and which they can spend for various purposes. It gives characters who strive to be the 'good guys' a tangible benefit for doing so, and helps to promote the central themes of S3E and the original cartoon in gameplay. Virtue is not an alignment mechanic; characters can be from any and all walks of life, with any kind of view on morality and philosophy, and still make use of S3E's Virtue system.

Virtue is a highly subjective concept, and as such how it manifests itself in gameplay will undoubtedly vary from group to group--all that matters is that Virtue represents characters who try to do the right thing, as best they know how. Virtue has already been touched on and explained a bit in character creation, but this section will expand on Virtue in a bit more technical depth.

Gaining Virtue

Whenever a character does (or earnestly attempts) something especially moral or ethical, usually going out of their way or accepting a burden of some kind to do it, the GM should award that character one point of Virtue. While it is possible for the GM to award multiple

points of Virtue for exceptionally moral acts, it is not the norm; Virtue is earned best over time. There is no limit to how many points of Virtue a character has, although they do not save points of Virtue from one Episode to the next and must reset their total at the beginning of each Episode.

Why does Virtue have no maximum, yet also not carry over between Episodes? Virtue has no maximum because it doesn't make sense to limit the amount of good a character can strive to do; a true paragon of morality can (and should) amass quite a lot of Virtue. By the same token, Virtue resets between Episodes to ensure that characters don't become overpowered by Virtue right from the start; doing the right thing should always be more difficult early on than once a character is already in the habit. In addition, this reset allows characters to be more easily transferred between game groups without breaking a sense of character and group continuity.

Losing Virtue

Whenever a character does something knowingly immoral, usually for their own gain and to someone else's detriment, the GM should penalize that character at least one point of Virtue. For more wantonly immoral behavior, the GM may dramatically increase this penalty--even taking all of a character's Virtue points away at once if the character does something truly deplorable.

Using Virtue

Virtue can be spent during gameplay to restore a character's lost Fortitude and Willpower. This restoration can be used on the character spending the Virtue, or on any other character present in the Scene, and multiple points of Virtue may be spent at the same time by a character. For every point of Virtue a character spends, they may recover (1d6 + Heart) of their own Fortitude and Willpower (up to their maximum), or allow a friend to recover that amount--and each point, even when spent all at the same time, may be applied to a different character. The Heart score which is used in the recovery is always the Heart score of the character who is spending the Virtue point.

Additionally, certain Edges, Natural Abilities, and Special Abilities give characters other ways to use their Virtue points.

Ending An Episode

At the end of an Episode, the players discuss their characters' Letter To The Princess in order to earn Experience Points from lessons their characters learned.

After the action of an Episode is over, there is a final phase of the Episode in which characters earn Experience Points. This Experience Point gain is based on the character growth the character experienced through the lessons that they learned from the Episode, and takes the form of a 'Letter To The Princess.' This phase of an Episode, as well as Experience Points and how characters advance through gaining them, are covered in detail in the next chapter.

Character Advancement

"You've come such a long, long way;
And I've watched you from that very first day."
~ Princess Celestia

The Letter To The Princess

In the Letter To The Princess phase at the end of an Episode, the players come up with the Lessons their characters learned over the course of the Episode and present them to the GM. For each Lesson the GM approves, the group of characters gets one Experience Point.

Once the action of an Episode ends, the problem is solved, and the story is finished, there is still one phase left: the Letter To The Princess. Just as in the original Friendship is Magic cartoon, it's not only important that a problem is solved--it's also important how it was solved and what the characters learned from the experience. To that end, the basis of character advancement and the accumulation of Experience Points in S3E is based not simply on the completion of the Episode itself, but upon the Lessons the characters learned from an Episode. Additionally, just as in the original cartoon, the method of identifying these Lessons and earning Experience Points from them in S3E is for the players to compose their characters' own Letter To The Princess.

The characters' Letter To The Princess doesn't have to be poetic or written in the narrative format of the letters from the original cartoon (although there's nothing wrong with doing so); it's perfectly acceptable for a Letter To The Princess to simply be a list of the Lessons the characters learned from playing the Episode. Once they are satisfied with their Letter To The Princess, the players present it to the GM, who then awards the group Ex-perience Points for the Lessons the GM feels are representative of meaningful character growth.

Talk about your characters' Lessons as a group--the Letter To The Princess can be a lot of fun when e v e r y o n e works on it together! Who knows? Maybe turning it into a discussion can teach the players a lesson or two as well!

Identifying Lessons

The first step in composing the Letter To The Princess is to identify the Lessons the characters learned over the course of the Episode. Lessons should be meaningful and represent character growth and change as a result of their experiences during the Episode. In addition, Lessons should be phrased as a statement, in a complete sentence. For example, if a character spent a considerable portion of time during an Episode taking care of children who seemed to get into all kinds of trouble by showing up trying to help, they might learn the Lesson, "It's important to know your limits so you don't do more harm than good." Each character's individual Lessons are added to the list which makes up the Letter To The Princess, and any duplicates are removed; for example, if more than one character learned "It's better to make peace than to get even," that Lesson would still only be added to the Letter To The Princess once.

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It's best not to try to 'cheat' with Lessons by splitting up one Lesson into a bunch of unnecessarily small ones; each one should be a full concept. When in doubt, play fair and be honest.

How Lessons Change

As a character progresses through Episodes, accumulating Experience Points and increasing their power and capability, it's only natural for the scope of the Episodes they are participating in to expand and change; in their youth, a character might deal with the challenges of being a foal-sitter, where later in their life, they might face the responsibilities of ruling an entire kingdom. Because characters gain Experience Points from the Lessons they learn during an Episode, it's important to understand that the nature of the Lessons a character learns changes and matures over time along with them. No character is ever finished learning Lessons about life and the world around them: it's just their perspective that shifts as they progress, and even a princess learns and grows--though the Lessons they learn may be different than the ones learned by their subjects.

Lessons & Experience Points

Once the players have composed the list of Lessons which comprises their characters' Letter To The Princess, they present it to the GM, and each Lesson is discussed: who learned each Lesson, what they learned it from, why it's meaningful, and how the character(s) changed as a result of learning it. For each Lesson the GM feels is well-established and

Not every character shares the same destiny or ambition for their life, and as characters grow and advance, it's perfectly normal for their day-to-day interests and activities to diverge from one another. What's important, however, is that they remain friends, even if they fall out of contact for a while.

meaningful to character growth and development, the group of characters earns one Experience Point.

All For One, One For All

Experience Points are earned and awarded as a group, not individually; each character's number of Experience Points is the same as their group's total. This means that as the group's XP total increases and reaches the milestones which grand advancement rewards, all the characters in the group gain those advancement rewards simultaneously.

Why equal advancement and group XP? S3E is designed to emphasize individuality as part of a group dynamic; to that end, characters have many options open to them for determining *how* they advance, but *when* they advance is kept standard and equal within the group.

Milestones & Rewards

As the group earns Experience Points, they reach XP milestones. In each Experience Tier, there are four milestones. Every milestone rewards the characters in the group with an Advancement, the second and fourth milestones in each Experience Tier reward them with a new Edge, and the first milestone in each Experience Tier rewards them with a new Talent. Advancements, Edges, and Talents can't be saved for later use -- they must be spent when they are gained (or at least before the beginning of the next Episode).
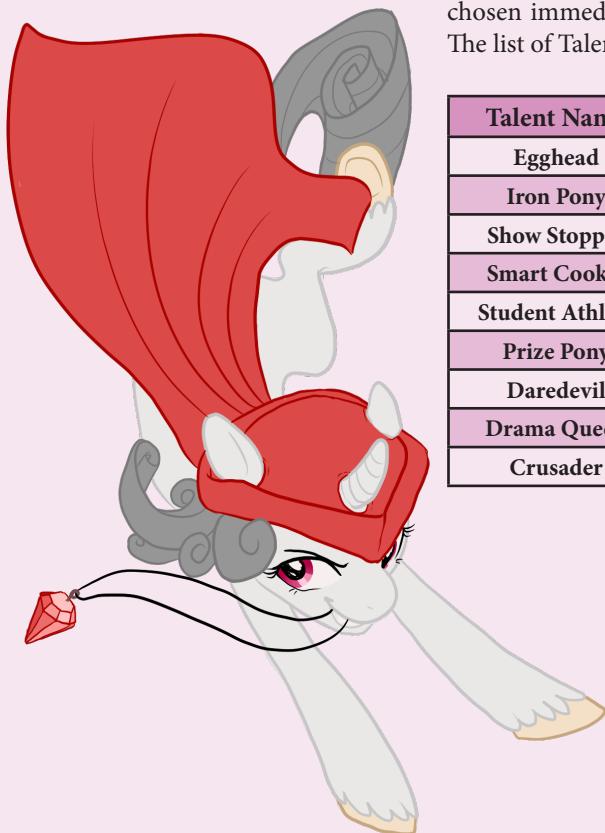
As a result of earning Experience Points, in addition to eventually increasing their Experience Tier, a group of characters will reach certain XP 'milestones.' These milestones are points at which the group of characters gets a tangible, mechanical reward for the Experience Points they have earned since the last milestone. XP milestones follow a cycle within each Experience Tier, awarding the characters in the group Advancements, new Edges, and new Talents. Each character in the group gains their own advancement rewards, to do with as they choose; for example, when the group reaches a milestone which awards a new Edge, each character in the group gets to choose a new Edge individually. The progression of advancement rewards and XP milestones can be found on the following table.

XP Milestone	Rewards
0 XP (Youth)	*Character Creation:* 1 Talent 2 Ability Points 1 Edge 4 Skill Points
5 XP	Advancement
10 XP	Advancement, Edge
15 XP	Advancement
20 XP	Advancement, Edge
30 XP (Adult)	Advancement, Talent
40 XP	Advancement, Edge
50 XP	Advancement
60 XP	Advancement, Edge
75 XP (Veteran)	Advancement, Talent
90 XP	Advancement, Edge
105 XP	Advancement
120 XP	Advancement, Edge
140 XP (Heroic)	Advancement, Talent
160 XP	Advancement, Edge
180 XP	Advancement
200 XP	Advancement, Edge
225 XP (Champion)	Advancement, Talent
250 XP	Advancement, Edge
275 XP	Advancement
300 XP	Advancement, Edge
325 XP (Sovereign)	Advancement, Talent
350 XP	Advancement, Edge
375 XP	Advancement
400 XP	Advancement, Edge
425 XP (Celestial)	Advancement, Talent
450 XP	Advancement, Edge
475 XP	Advancement
500 XP	Advancement, Edge

Advancements

Advancements are small packages of Skill Points, Ability Points, or a combination of the two, representing a character's progress in training and in developing their unique powers. Each time a character gains an Advancement, they must choose one of three packages the effects of which they wish to gain; and like all advancement rewards, Advancements (and the Skill Points and/or Ability Points they award a character) may not be saved for later--they must be spent immediately upon being gained. The three Advancement packages are as follows:

Advancement	Reward(s)
Training	4 Skill Points
Balance	2 Skill Points 1 Ability Point
Power	2 Ability Points

Edges

Your character may be entitled to additional Edges as a result of their starting Experience Tier. Each time your character gains an Edge, they must choose a new one from the list in the Skills & Edges chapter and apply its effects. An Edge may only be chosen once, and like all advancement rewards, these extra Edges may not be saved--they must be chosen immediately upon being gained.

Talents

Your character may also be entitled to additional Talents as a result of their starting Experience Tier. Each time your character gains a Talent, they must choose a new one and apply its Attribute score increase(s) accordingly. Each Talent may only be chosen once, and like all advancement rewards, these extra Talents may not be saved--they must be chosen immediately upon being gained. The list of Talents is as follows.

Talent Name	Attribute Increase
Egghead	+3 Mind
Iron Pony	+3 Body
Show Stopper	+3 Heart
Smart Cookie	+2 Mind, +1 Heart
Student Athlete	+2 Mind, +1 Body
Prize Pony	+2 Body, +1 Mind
Daredevil	+2 Body, +1 Heart
Drama Queen	+2 Heart, +1 Body
Crusader	+2 Heart, +1 Mind

Skills & Edges

"Coolness! Awesomeness! And radicalness!"
~ Rainbow Dash

Skill List

In this section, you will find the 99 Skills used in S3E, organized alphabetically in their 25 Skill categories. Each Skill category contains a brief description of the basis for the Skills it contains, what the base Attribute for the Skills in the category are, and then individual brief descriptions for each Skill it contains. What follows is a quick reference chart of S3E's Skills, separated by base Attribute and Skill category.

Mind Skills	Body Skills	Heart Skills
Ascetic Category	**Acrobat Category**	**Actor Category**
Discipline	Balance	Deception
Meditation	Flexibility	Disguise
Memorization	Tumbling	**Artist Category**
Detective Category	**Athlete Category**	Aesthetics
Cryptography	Climbing	Body Art
Investigation	Flying	Fashion
Observation	Leaping	Gourmet
Doctor Category	Running	Illustration
Diagnosis	Swimming	Photography
Surgery	Weightlifting	Sculpting
Treatment	**Cowpony Category**	Theatre
Engineer Category	Camping	Writing
Blacksmithing	Foraging	**Beastmaster Category**
Construction	Gardening	Behavior
Electronics	Rope Tricks	Command
Machinery	Tracking	Riding
Software	**Fighter Category**	Training
Magician Category	Finesse Weapons	**Counselor Category**
Spellcasting	Heavy Weapons	Analysis
Navigator Category	Lashes & Chains	Therapy
Cartography	Martial Arts	**Leader Category**
Direction Sense	Shields & Armor	Banter
Professional Category	**Marksman Category**	Intimidation
Administration	Archery	Rapport
Economics	Artillery	Swagger
Marketing	Shooting	**Performer Category**
Scholar Category	Throwing	Comedy
History	**Pilot Category**	Dancing
Law	Aerospace	Juggling
Literature	Nautical	Musician
Magic & Occult	Terrestrial	Oratory
Philosophy	**Scoundrel Category**	Singing
Politics	Forgery	**Socialite Category**
Scientist Category	Lockpicking	Celebrity
Archaics	Pickpocketing	Etiquette
Biology	Sleight Of Hoof	Persuasion
Chemistry	**Stalker Category**	**Translator Category**
Ecology	Concealment	Comprehension
Geology	Incognito	Linguistics
Mathematics	Silent Movement	Non-Verbal
Physics		

Acrobat Skills

Skills in the Acrobat category follow the theme of gymnastic prowess and agility, and use the base Attribute Body.

Balance

Being able to maintain, or regain, your balance in situations where this is difficult to do.

For example, walking a tightrope, standing on top of a flagpole, or ice skating without falling over.

Flexibility

Twisting, bending, stretching, tucking, and other acts of preternatural contortion.

For example, fitting inside a hollow log, or stretching to let a foal skateboard between your hooves.

Tumbling

Executing flips, rolls, cartwheels, barrel rolls, and other acts of gymnastics.

For example, twisting in mid-air to land on your hooves, rolling in a somersault, or bouncing from a wall.

Actor Skills

Skills in the Actor category follow the theme of stagecraft and being a thespian, and use the base Attribute Heart.

Deception

The art of making someone believe you when you aren't necessarily being entirely honest.

For example, being believable when you say that you haven't seen someone, when you actually have.

Disguise

The art of concealing your identity for anonymity's sake, or impersonating someone.

For example, changing your voice and accent, wearing a fake beard, or dying your mane to hide yourself.

Artist Skills

Skills in the Artist category follow the theme of practicing various artistic talents, and use the base Attribute Heart.

Aesthetics

Interior decorating, landscaping, and other pursuits involving designing or interpreting (but not necessarily executing) artistic endeavors.

For example, designing a Hearts & Hooves Day card, or choosing the right curtains to go with a carpet.

Body Art

Mane, tail, and coat dyes, body piercings, tattoos, mane-cuts, and other body beauty.

For example, dying someone's mane a complex pattern of bright neon colors and cutting it in a cool style.

Fashion

Designing both formal and casual clothing, as well as accessories and full ensembles.

For example, sewing a beautiful sundress and picking the best big floppy hat to go along with it.

Gourmet

Creating and following recipes for cooking delicious, nutritious, and eye-catching food.

For example, baking a colorful and award-winning Marzipan Mascarpone Meringue Madness cake.

Illustration

Drawing and sketching with various tools, as well as painting in a variety of mediums.

For example, using watercolor paint to make a portrait, or drawing a horse-drawn carriage with a pencil.

Photography

Taking photos and pictures, whether on static photographic film or motion picture film.

For example, shooting a sequence of glamorous production photos of Equestria's next star fashion model.

Sculpting

Creating physical artwork such as statues, whether realistic or more abstract in style.

For example, carving a full-body or bust statue of a heroic pony, or erecting a more symbolic sculpture.

Theater

Designing an entertaining presentation, including pageantry, spectacle, and procession.

For example, putting together a parade, throwing a party, or directing a Hearth's Warming Eve pageant.

Writing

Using words, phrasing, poetry, and prose, to create works of literature and language.

For example, writing a song or a poem, fashioning a novel, or putting together a letter to a princess.

Ascetic Skills

Skills in the Ascetic category follow the theme of mental discipline and self-control, and use the base Attribute Mind.

Discipline

Maintaining conscious command over your emotions, despite your external situation.

For example, keeping a handle on your fear even when faced with a pack of Timber Wolves.

Meditation

Achieving a trance, allowing you to control your body to a greater degree than normal.

For example, focusing on slowing your heart rate and breathing so as to appear unconscious.

Memorization

Committing things to memory, and remembering things you've observed or experienced.

For example, trying to remember the words to a magical rhyme you heard once as a young foal.

Athlete Skills

Skills in the Athlete category follow the theme of strength and physical conditioning, and use the base Attribute Body.

Climbing

Ascending, descending, or clinging to a surface or object which can support weight.

For example, climbing up a rope, scaling a wall, climbing down a cliff face, or clinging to a dragon.

Flying

Using wings--or occasionally, magic--to hover, maneuver, and move through the air.

For example, flying through cloud hoops, hovering upside-down, or creating a Sonic Rainboom.

Leaping

Jumping, whether for height or for distance, as well as bouncing and skipping along.

For example, trying to bounce up and touch the ceiling, or long-jumping in an iron pony contest.

Running

Galloping along the ground, both for speed as well as maneuvering.

For example, running a slalom of barrels at a rodeo, or sprinting ahead to take the lead in a race.

Swimming

Treading water, diving, and paddling along in both turbulent and calm bodies of water.

For example, staying afloat in a raging river's rapids, or diving all the way to the bottom of a deep pond.

Weightlifting

Using muscular power to push, pull, drag, lift, throw, and catch heavy objects.

For example, pulling an ox-cart, pushing a snow-plow, lifting a boulder, or throwing aside a tree trunk.

Beastmaster Skills

Skills in the Beastmaster category follow the theme of interacting with animals, and use the base Attribute Heart.

Behavior

Being able to tell what an animal is thinking, feeling, or experiencing via interaction.

For example, knowing that a bear is carrying stress in its shoulders, or understanding a duck's quacking.

Command

Getting animals to follow your directions and do what you instruct them to do.

For example, staring down a group of unruly chickens in order to get them to go back into their pen.

Riding

Using various animals as a means of conveyance and transportation with their consent.

For example, being carried along by a swarm of butterflies, or riding a tortoise through Ghastly Gorge.

Training

Teaching an animal to behave in a certain way or to perform certain tricks on command.

For example, teaching a dog to bark when chickens have gotten loose, or to help herd stampeding cattle.

Counselor Skills

Skills in the Counselor category follow the theme of understanding others mentally and emotionally, and use the base Attribute Heart.

Analysis

Being able to tell someone's mental and emotional state, whether apparent or subtle.

For example, knowing at a glance that a friend is depressed or that they aren't acting like themselves.

Therapy

Being able to alleviate someone's mental and emotional state to a limited degree.

For example, making someone who's scared calm down or cheering up someone who is depressed.

Cowpony Skills

Skills in the Cowpony category follow the theme of living on the frontier of the wilderness, and use the base Attribute Body.

Camping

Clearing and assembling a suitable campsite, gathering materials, and making camp.

For example, erecting a sturdy tent, building a fire and extinguishing it, building a makeshift shelter, etc.

Foraging

Searching the wilderness for any number of various useable materials and resources.

For example, finding good firewood, picking berries, digging up roots, and harvesting wild honey.

Gardening

Planting crops, tending to their needs for growth, and harvesting them at the right time.

For example, planting a row of corn, fertilizing and watering a patch of herbs, and harvesting wheat.

Rope Tricks

Tying loops and knots, twirling a lasso and throwing it accurately, and other rope use.

For example, hog-tying a sheep, lassoing a runaway bull, and dancing through a spinning rope for fun.

Tracking

Reading hoof-prints and other signs of passage, and following hard-to-spot game trails.

For example, noticing bent grass as a sign of passage, and being able to follow game through the woods.

Detective Skills

Skills in the Detective category follow the theme of investigation and deductive logic, and use the base Attribute Mind.

Cryptography

Cracking codes, puzzling out ciphers, and picking patterns out of complex systems.

For example, noticing that a bunch of fallen candy has scattered in a vaguely star-shaped pattern.

Investigation

Actively searching an individual or your surroundings to find hidden or obscured things.

For example, searching a house to find a missing locket, or an individual to find doughnut crumbs.

Observation

Passively using your five senses to discern basic information about your environment.

For example, watching someone to notice they have a limp, or smelling freshly-baked pie nearby.

Doctor Skills

Skills in the Doctor category follow the theme of practicing medicine and healing, and use the base Attribute Mind.

Diagnosis

Using observation, experimentation, and gut instinct to determine someone's condition.

For example, being able to tell whether someone has the Feather Flu, or just a case of Lazy-itis.

Surgery

Operating on someone to fix internal or external injuries requiring direct intervention.

For example, repairing a fractured wing, pulling a broken tooth, or stitching a wound closed.

Treatment

Using non-invasive methods to repair injuries which do not require direct intervention.

For example, identifying and administering the right medicine to cure a bad case of Hay Fever.

Engineer Skills

Skills in the Engineer category follow the theme of building, modifying, breaking, and repairing, and use the base Attribute Mind.

Blacksmithing

Using a forge, hammer, and anvil to work metal or other basic materials into basic objects and devices.

For example, beating golden steel into a spear and a suit of armor for the Canterlot Royal Guard.

Construction

Designing and assembling buildings and other architecture out of various materials.

For example, building a tower into a castle wall, a hut in the woods, or a bridge over the river.

Electronics

Assembling and modifying electronic devices of varying levels of sophistication.

For example, building a device that reads brainwaves or a printer which shows the results.

Machinery

Assembling and modifying physical machinery of varying levels of sophistication.

For example, building a treadmill device which presses apples for cider or a wagon to haul it.

Software

Using programming to create or modify software to direct the function of computers.

For example, programming a robot to carry out specific commands or modifying it to stop doing so.

Fighter Skills

Skills in the Fighter category follow the theme of engaging in hoof-to-hoof combat, and use the base Attribute Body.

Finesse Weapons

Wielding a variety of weapons which rely on your precision and speed to perform well.

For example, parrying and thrusting with a rapier or sticking somepony with a dagger or needle.

Heavy Weapons

Wielding a variety of weapons which rely on your strength and power to perform well.

For example, bashing down a door with a heavy mallet or chopping down a tree with a logger's axe.

Lashes & Chains

Wielding a variety of weapons which rely on a skilled use of momentum to perform well.

For example, cracking a whip to make a team of oxen move or swinging a flail at somepony.

Martial Arts

Fighting with your hooves, talons, wings, head, and any other natural bodily weapons.

For example, head-butting, slashing with a talon, bucking an apple tree, or wrestling with somepony.

Shields & Armor

Wielding a variety of protective gear such as shields, helmets, armor, and padding.

For example, blocking a spear thrust with a shield or trusting armor to deflect a bolt of magical fire.

Leader Skills

Skills in the Leader category follow the theme of being the focal point of a situation, and use the base Attribute Heart.

Banter

Using wit, charm, and personal magnetism to turn social situations in your favor.

For example, giving a witty rebuttal to an insult which makes the one who said it look foolish instead.

Intimidation

Inspiring fear and unease in others in order to coerce them into doing what you want them to do.

For example, taunting someone into leaving or making them give you something out of fearful compliance.

Rapport

Establishing camaraderie with others to inspire trust, friendship, and respect.

For example, convincing someone that they can count on you to get a certain job done--and done right.

Swagger

Projecting a confident and self-assured attitude in order to evoke a response from others.

For example, bragging about one's deeds in order to inspire awe and hero-worship from those around you.

Magician Skills

Skills in the Magician category follow the theme of arcane study and spellcasting, and use the base Attribute Mind.

Spellcasting

Using arcane power and mystical study to cast spells and manipulate magical forces.

For example, opening a door magically or casting a spell to turn an apple into an orange.

Marksman Skills

Skills in the Marksman category follow the theme of hitting a target at range, and use the base Attribute Body.

Archery

Striking a target with a variety of weapons which use muscle power for propulsion.

For example, knocking, drawing, and firing longbows or shortbows, as well as slings and slingshots.

Artillery

Striking a target with a variety of weapons which only require aiming for guidance.

For example, firing a party cannon's contents onto a table accurately or firing a catapult or trebuchet.

Shooting

Striking a target with a variety of weapons which use non-muscle power for propulsion.

For example, aiming and firing a crossbow, squirt gun, fire hose, flame-thrower, or firearm.

Throwing

Striking a target with something you've thrown, tossed, or otherwise hurled yourself.

For example, flinging a knife, throwing darts, hurling a grappling hook, or pitching a baseball.

Navigator Skills

Skills in the Navigator category follow the theme of orientation and pathfinding, and use the base Attribute Mind.

Cartography

Using maps, globes, and other resources to determine location, path, and destination.

For example, using a map of a mountain to plot the best route to the dragon's cave at the summit.

Direction Sense

Using landmarks, the stars, and other methods to discern your relative location.

For example, figuring out that you are a few miles northeast of the destination you are trying to reach.

Performer Skills

Skills in the Performer category follow the theme of entertaining others with your actions, and use the base Attribute Heart.

Comedy

Telling jokes or amusing anecdotes, making puns, slapstick comedy, and other humor.

For example, telling 'knock-knock' jokes, or when all else fails, dumping a bag of flour over your head.

Dancing

Making graceful and rhythmic motion, whether a formal routine or an improvised one.

For example, dancing a perfect waltz or tango, break-dancing to a beat, or just 'getting down' at a party.

Juggling

Throwing, catching, balancing, and otherwise deftly manipulating objects in mid-air.

For example, juggling flugelhorns, tossing bowling pins back and forth, or balancing spinning plates.

Musician

Playing any number of musical instruments, as well as being a competent disc jockey.

For example, running a DJ booth for a wedding reception or playing the cello / double bass / fiddle.

Oratory

Telling stories, reciting lines in a play, or giving an inspirational and moving speech.

For example, telling the story of the headless horse or acting in the Hearth's Warming Eve pageant.

Singing

Making music vocally and melodically, including lyrical singing and even whistling.

For example, singing a country song, whistling Flight of the Valkyries, or belting out '99 Buckets of Oats.'

Pilot Skills

Skills in the Pilot category follow the theme of driving and maneuvering vehicles, and use the base Attribute Body.

Aerospace

Correctly handling all manner of airborne craft, as well as various kinds of spacecraft.

For example, flying a hot-air balloon, airplane, or gyrocopter, as well as maneuvering a rocket ship.

Nautical

Correctly handling seafaring and aquatic vehicles, which includes submersible vessels.

For example, navigating a raft, jet-ski, canoe, or yacht, as well as piloting a deep-sea submarine.

Terrestrial

Correctly handling ground vehicles, from trains and wagons to scooters and skates.

For example, ice-skating, conducting a locomotive, crossing town on a scooter, or guiding a wagon.

Professional Skills

Skills in the Professional category follow the theme of business management, and use the base Attribute Mind.

Administration

Managing employees and directing the organization and activities of a company.

For example, setting up an efficient management structure or running a company day-to-day.

Economics

Understanding the value, profitability, and economic impact of a product or strategy.

For example, being able to tell if cherries are worth two bits or how to capture the wholesale market.

Marketing

Coming up with, and implementing, effective advertising and marketing campaigns.

For example, coming up with a new jingle or a flashy new logo to get people interested in your goods.

Scholar Skills

Skills in the Scholar category follow the theme of academic research and knowledge, and use the base Attribute Mind.

History

Knowing historical figures, important past events, and notable places and civilizations.

For example, recalling that King Sombra once ruled over the Crystal Empire with an iron hoof.

Law

Knowing the procedures and inner workings of jurisprudence and the law of the land.

For example, knowing that jaywalking is illegal in Canterlot or when you can object in court.

Literature

Knowing stories, both fiction and non-fiction books, local legends, proverbs, and fables.

For example, remembering which book would contain information on the Alicorn Amulet.

Magic & Occult

Knowing about spells and the practice of magic, mythology, mysticism, rituals, and curses.

For example, being able to explain the workings of an amniomorphic spell to someone.

Philosophy

Knowing belief systems, religion and spirituality, and how to explore an outlook on life.

For example, knowledgeably debating the differences between objective and subjective morality.

Politics

Knowing the workings of the political and governing process and the ruling hierarchy.

For example, knowing that a mayor reports to a governor or that Celestia and Luna rule Equestria.

Scientist Skills

Skills in the Scientist category follow the theme of knowledge and proficiency in science, and use the base Attribute Mind.

Archaics

The study of ancient things, whether they are people, places, or objects of interest.

For example, discovering that an artifact is over a thousand years old and from the Crystal Empire.

Biology

Flora, fauna, and the study of the anatomical processes which create and sustain life.

For example, discerning that a strange and wondrous creature evolved from an extinct animal.

Chemistry

The formation and interaction of chemicals, gasses, and other foundational elements.

For example, being able to properly formulate alchemical items and identify volatile ingredients.

Ecology

The systems and cycles of nature, including geography and climate / weather patterns.

For example, knowing that a certain cloud pattern will mean rain or that the zap apples are coming.

Geology

The study of earthly minerals, from sand and stone to metallurgy and precious jewels.

For example, telling the difference between tungsten and platinum or a normal ruby and a fire ruby.

Mathematics

Probability, statistics, calculus, algebra, geometry, trigonometry, and other higher math.

For example, being able to calculate the odds of something occurring or solving a complex equation.

Physics

The study of motion, energy, gravity, magnetism, and how fundamental forces interact.

For example, figuring out a rocket ship's best trajectory or the attractive strength of a magnetic field.

Scoundrel Skills

Skills in the Scoundrel category follow the theme of thievery and spycraft, and use the base Attribute Body.

Forgery

Creating counterfeit copies of things, from fake bits to a duplication of a signature.

For example, making a fake passport to let you cross a border or faking a parent's signature at school.

Lockpicking

Opening locks and other security devices without having the correct key to do so.

For example, using a hair pin to unlock a door or unlatching a locked chest using a bent fork's tines.

Pickpocketing

Snatching an item or object off of someone else without them noticing that it's gone.

For example, plucking a few bits from someone's pocket in passing or taking a locket while they sleep.

Sleight Of Hoof

Hiding something on your person or doing something tricky without being noticed.

For example, using your tail to steal an apple from an apple cart or hiding a key in the curls of your mane.

Socialite Skills

Skills in the Socialite category follow the theme of fitting into a social setting, and use the base Attribute Heart.

Celebrity

The innate talent of being regarded highly upon first impression in a social setting.

For example, being viewed with respect when you are introduced to someone for the very first time.

Etiquette

Being able to discern and intuit the rules and hierarchy of any given social setting.

For example, knowing to eat the salad first at a dinner party or to wait until the host sits before you do.

Persuasion

The ability to sway a social setting according to the direction you wish to take it in.

For example, when viewing a few pieces of artwork, getting others to agree with you on which is better.

Incognito

The art of vanishing into a crowd or otherwise making yourself seem inconspicuous.

For example, blending in with a crowd of tourists disembarking a train, so as to seem like one yourself.

Silent Movement

The art of moving and performing actions while making as little sound as possible.

For example, quietly sneaking downstairs at night or creeping up on someone to surprise them.

Translator Skills

Skills in the Translator category follow the theme of communicating with others, and use the base Attribute Heart.

Comprehension

Understanding foreign languages and alphabets, both written as well as spoken.

For example, deciphering a strange inscription on a cave wall or understanding a new spoken language.

Linguistics

Speaking and writing new and foreign languages so as to be correctly understood.

For example, being able to speak in the Zebra language even after just recently hearing it for the first time.

Stalker Skills

Skills in the Stalker category follow the theme of stealth and avoiding detection, and use the base Attribute Body.

Concealment

The art of using your physical surroundings to camouflage yourself and go unnoticed.

For example, hiding inside a fallen log or moving unseen behind a thicket of bushes and brambles.

Non-Verbal

Using body language, non-language sounds, and gestures to be understood by others.

For example, nodding toward a door to indicate that someone is waiting inside the adjacent room.

Edge List

In this section, you will find the 52 Edges in S3E, organized alphabetically and by type. What follows is a quick reference chart of S3E's Edges.

Edge Type	Edge Name
Virtue Edges	Courageous Determined Enlightened Inspirational Lucky
Story Edges	Big Crown Thingy Diamond In The Rough Fan Club Fantastic Family Far And Wide Fortune's Favor Home Sweet Home Jester, Sailor, Soldier, Spy Mare Of Mystery Masterful Mentor Number One Assistant Perfect Pet Studious Student
Power Edges	Bits And Bobs Dire Straits Musical Number Share And Care Signature Move Words Of Wizardry
Advantage Edges	Doubly Mirrored Good Natured Lead Pony Noble Soul Spirited True, True Friend Wing Pony
Luck Edges	Daring Doings Last Chance Maverick Stacked Deck
Skill Edges	General Training Pony Prodigy Skill Swap: Ballistics Training Skill Swap: Method Actor Skill Swap: Natural Equilibrium Skill Swap: Need For Speed Skill Swap: Stage Presence Skill Swap: Wild Talent
Racial Edges	Alchemical Genius Blaster Caster Pride Of The Skies Quick Learner Total Recall Weather Witch
Special Edges	Code Of Honor Fatal Flaw Magic Trick

Virtue Edges

Courageous

Activate on your turn. You may spend a point of Virtue and roll 1d6. For the duration of this scene, any 'damage d6' rolled by the GM to deal damage to you, which does not result in a number equal to or higher than your initial roll, does not deal damage to you. You may not spend more than one point of Virtue per Scene for this effect. *(For example, you spend a point of Virtue and activate this Edge, rolling 1d6. If you rolled a 4, any 'damage d6' rolled against you in this scene resulting in a 3 or below is discarded; in other words, you can only be harmed by 4's, 5's, and 6's.)*

Determined

Activate on your turn. You may spend a point of Virtue to recover from being Sidelined, and immediately regain 5d6 Fortitude and Willpower. This Edge can only affect you; it may not be used to allow other characters to recover from being Sidelined. You may not spend more than one point of Virtue per Scene for this effect.

Enlightened

Activate on your turn. You may spend a point of Virtue to reduce the level of any spells you cast for the duration of this Scene by half (rounded up), thus decreasing the amount of Fortitude and / or Willpower you must pay to cast them. You may not spend more than one point of Virtue per Scene for this effect. This effect takes place before any other reduction to the cost of casting your spells. *(For example, when casting a spell of level 31, you reduce its level by half, rounded up--in this case, to 16.)*

Inspirational

Activate on your turn. You may spend a point of Virtue to cause any and all friends who have been Sidelined to recover from being Sidelined, and all friends (Sidelined or not) immediately regain 3d6 Fortitude and Willpower each (roll once and apply the result to everyone). You may not use this Edge if you are Sidelined, and you may not spend more than one point of Virtue per Scene for this effect.

Lucky

Activate on your turn. You may spend a point of Virtue to re-roll the lowest single d6 on any failed Skill Checks you make this Scene, and take the new result instead. You may not spend more than one point of Virtue per Scene for this effect.

Story Edges

Big Crown Thingy

You possess some mystical artifact, magic item, or other object with unique qualities. Work with your GM to determine the details, and the limitations, if any, of this artifact. This Edge requires GM approval.

Diamond In The Rough

You are notably attractive, especially pretty or handsome. Work with your GM to determine the details. At the GM's discretion, this Edge may impact the story in a positive or negative way. This Edge requires GM approval.

Fan Club

You have a group of admirers, or perhaps one or two die-hard fans. Work with your GM to determine the details. At the GM's discretion, this Edge may impact the story in a positive or negative way. This Edge requires GM approval.

Fantastic Family

You have an immediate family member who will generally help you when you call on them, if they are able to. Work with your GM to determine the details. This Edge requires GM approval.

Far And Wide

You are fairly well known as a celebrity for something or other. Work with your GM to determine the details. At the GM's discretion, this Edge may impact the story in a positive or negative way. This Edge requires GM approval.

Fortune's Favor

You are more wealthy than normal characters, within reason. Work with your GM to determine the details. At the GM's discretion, this Edge may impact the story in a positive or negative way. This Edge requires GM approval.

Home Sweet Home

You have a dwelling which you own, and which is suited to your purposes. Work with your GM to determine the details. At the GM's discretion, this Edge may impact the story in a positive or negative way. This Edge requires GM approval.

Jester, Sailor, Soldier, Spy

You hold some office, rank, or station above normal characters. Work with your GM to determine the details. At the GM's discretion, this Edge may impact the story in a positive or negative way. This Edge requires GM approval.

Mare Of Mystery

You have a secondary persona, an alter-ego, which you can make use of freely. This affords you anonymity when you need it, but must be kept secret! Work with your GM to determine the exact nature of this alter-ego. This Edge requires GM approval.

Masterful Mentor

You have a teacher, mentor, or patron who has your best interests at heart. While they may not always be able to provide direct assistance, they can help you with guidance and advice at the GM's discretion. This Edge requires GM approval.

Number One Assistant

You have an assistant in your service (the exact nature of which should be worked out with the GM); they can carry out reasonably complex commands and are able to assist you with reasonably complex tasks at the GM's discretion. Your assistant has a mind of its own, however, and may disobey you or cause trouble on its own. This Edge requires GM approval.

Perfect Pet

You have some small, lesser animal as a loyal pet (the exact nature of which should be worked out with the GM); they can carry out simple commands and are able to assist you with basic tasks at the GM's discretion. In general, your pet will obey whatever you tell it to do, and will avoid causing trouble on its own. This Edge requires GM approval.

Studious Student

You have a student, apprentice, or some other kind of character who looks up to you as a mentor and may come to you for guidance or advice. Work with your GM to determine the details. How this Edge may impact the story is up to the GM's discretion, as you do not control your student--they are a separate entity under GM control. This Edge requires GM approval.

Power Edges

Bits And Bobs

Once per Episode, you may declare that your character brought "just the thing" for the situation at hand. Work with your GM to determine what object or Tool your character then pulls from seemingly nowhere.

Dire Straits

Once per Episode, when you are dealt damage which would Sideline you, you may use this Edge. If you do, you are prevented from being Sidelined by the damage; instead, you are reduced to one point of Fortitude and / or Willpower, whichever type would have otherwise been reduced to zero.

Musical Number

Once per Episode, your character may break into an inspiring musical number; this allows your entire group to recover all of their lost Fortitude and Willpower as if they had been able to make a focused recovery. This ability may not be used in Cinematic mode, or when facing danger or a direct threat. *(Actual singing by players is optional, but encouraged!)*

Share And Care

Once per Episode, you may 'sacrifice' any amount of Fortitude and/or Willpower, and give that much of each to a non-Sidelined friend to heal them. Fortitude replaces Fortitude, and Willpower replaces Willpower; the types must match. You may even Sideline yourself if you sacrifice too much!

Signature Move

Work with your GM to develop a special power that only your character has, as well as its effects. This Edge correlates to the in-show abilities of Fluttershy's Stare, Pinkie Pie's Pinkie Sense, and Rainbow Dash's ability to produce Sonic Rainbooms, among others. Once per Episode, by spending a point of Virtue, you may use it.

Words Of Wizardry

Choose a single spell your character can already cast, and assign this Edge to it. Once per Episode, your character may recite a mystical rhyme as part of casting the chosen spell. These magic words contain the power necessary to sustain the spell, reducing its Level (and thus, its cost to cast) to zero. *(Actual recitation of a rhyme by players is optional, but encouraged!)*

Advantage Edges

Doubly Mirrored

Immediately gain and spend two Advancements.

Good Natured

When you spend a point of Virtue for any reason, roll 1d6. If the result is a 5 or a 6, you gain the benefit of the point as normal, but the Virtue is not actually spent.

Lead Pony

If at least one friend is assisting you in a Skill Check, you gain an additional +1 bonus to the Skill Check. This is only applied once, even if multiple friends assist, and the maximum of 5 assistants still applies (though this way the total bonuses may exceed +5).

Noble Soul

You begin each Episode with 1 extra point of Virtue.

Spirited

When you spend a point of Virtue to restore Fortitude and Willpower, you gain the effects of having spent two points of Virtue instead. You may spend each in any way you choose, between yourself or friends.

True, True Friend

Once per Scene, when a friend would take damage, you may elect to "take the hit" in their place. You are dealt half of the damage your friend would have taken, rounded down; your friend takes no damage.

Wing Pony

Whenever you assist a friend with a Skill Check, you grant them an additional +1 bonus. The limit of 5 maximum assistants still applies (though this way the total bonuses may exceed +5).

Luck Edges

Daring Doings

Once per Episode, before rolling a Skill Check, you may force it to be treated as a Critical result regardless of the subsequent dice roll. This may turn the result into a Critical success or a Critical failure depending on what the outcome of the Skill Check is as normal.

Last Chance

When things are at their absolute worst, sometimes you may get one last chance to save the day. Once per Episode, when everyone in your group has been Sidelined, you may choose to take a 'last chance' and make a 1d6 roll. If this roll is a 1, nothing happens. Otherwise, on a roll of 2 through 6, you immediately recover from being Sidelined and are restored to full Fortitude and Willpower. In either case, the 'last chance' is used up, and you may not use this effect again for the rest of the Episode.

Maverick

You have a more direct tie to Lady Luck than most. This Edge modifies the "Critical Doubles" rule for your character, adding a chance for automatic successes and automatic failures. By default, even if your character rolls high doubles, they may fail a check, and the doubles would make that 'high failure' a critical failure. By the same token, if your character rolls low doubles, they may still succeed at a check, and doubles would make that 'low success' a critical success. This Edge allows a character to have a small chance at automatically succeeding on a double-six high roll, but also automatically failing on a double-one low roll. From now on, add the following to the Critical Doubles rule for your character:

On a Double 6's result: Your character automatically critically succeeds at the task they are attempting.

On a Double 1's result: Your character automatically critically fails at the task they are attempting.

Stacked Deck

You are able to make the most of your good luck, by saving it for a more opportune time. Whenever you achieve a Critical success at a Skill Check, you may choose to 'bank' the 'Critical' part of the success, saving it for later. This converts your Critical success into a normal success instead, but allows you to 'spend' the saved Critical in one of two ways at any point during the rest of the Episode. You may spend the saved Critical to either improve a normal success (yours or someone else's) to a Critical success, or to change a Critical failure (yours or someone else's) into a normal failure instead. You may choose to make this change after the GM has determined the outcome of the Skill Check. You may only have one Critical saved like this at any time, and at the end of the Episode, you lose the saved Critical; it does not carry over into the next Episode.

Skill Edges

General Training

Choose one Skill category; increase any Skills below Rank 10 in that category by one Rank. *(For instance, if you chose the "Doctor" category, the Skills Diagnosis, Surgery, and Treatment would all increase by one Rank.)*

Pony Prodigy

Choose either Mind, Body, or Heart. Any of your Skills based on the chosen Attribute which are Rank 1 or above grant an additional +1 bonus to Skill Checks with them.

Skill Swap: Ballistics Training

All Skills in the "Marksman" category use the base attribute Mind instead of Body.

Skill Swap: Method Actor

All Skills in the "Actor" category use the base attribute Mind instead of Heart.

Skill Swap: Natural Equilibrium

All Skills in the "Ascetic" category use the base attribute Body instead of Mind.

Skill Swap: Need For Speed

All Skills in the "Pilot" category use the base attribute Heart instead of Body.

Skill Swap: Stage Presence

All Skills in the "Performer" category use the base attribute Body instead of Heart.

Skill Swap: Wild Talent

All Skills in the "Magician" category use the base attribute Heart instead of Mind.

Racial Edges

Alchemical Genius

This Edge may only be chosen by Zebra characters.

You may make use of Recipes involving the normally-restricted Magical Aspects of Mass, Unknown, Persistent, and Wonder (Recipes are still subject to GM discretion and approval) from this point on (including any Recipes you learn at the same time you gain this Edge). When you make use of a Recipe involving one or more of these Magical Aspects, that use counts as one additional Alchemical Item use for the Episode for each of these Magical Aspects it involves. *(For example, if you used a Recipe which involved the 'Mass' and 'Unknown' Magical Aspects, you would expend three Alchemical Item uses instead of the normal one.)*

Blaster Caster

This Edge may only be chosen by Unicorn characters.

At the beginning of an Episode, you gain a unique pool of "Energy" points equal to your Fortitude or Willpower score, whichever is higher. These Energy points may be spent in place of Fortitude and / or Willpower points for the purposes of paying the cost of casting spells only. They are not used for any other purpose. Energy points are only refilled at the beginning of an Episode or at the GM's discretion.

Pride Of The Skies

This Edge may only be chosen by Griffon characters.

When you activate the 'Lionheart' Special Ability, you now also gain a reduction to any Fortitude and Willpower damage amounts you take while it is active, equal to twice the Skill bonus the Lionheart Special Ability grants you. (For example, if the Special Ability grants you a +3 Skill bonus, you gain damage reduction of -6 as well.) This damage reduction cannot reduce the damage you take to 0, only to a minimum of 1 point per 'hit.'

Quick Learner

This Edge may only be chosen by Earth Pony characters.

You gain half-again the number of Skill Points you would normally gain from Advancements you choose. For example, if you chose Training, you would gain 6 Skill Points instead of the normal 4. Likewise, if you chose Balance, you would gain 3 Skill Points instead of the normal 2. This effect does not apply to Skill Points gained in any other way besides Advancements, and is not retroactive.

Total Recall

This Edge may only be chosen by Crystal Pony characters.

The 'Recovering Memory' Natural Ability now also allows you to 'save' one Edge at a time, in the same way that you may save an Advancement. In addition, you may now save up to two Advancements at a time.

Weather Witch

This Edge may only be chosen by Pegasus characters.

Instead of spending 1d6 points of Fortitude or Willpower per weather effect to utilize the 'Weather Patrol' Special Ability, you instead only pay 1 point per weather effect.

Special Edges

Code Of Honor

Work with your GM to come up with a few behavioral rules your character follows as a 'Code Of Honor.' If they are put into a situation where upholding this Code Of Honor would make things significantly and meaningfully more difficult for them (at the GM's discretion), if they choose to uphold their Code Of Honor and take on the consequences, they may earn a point of Virtue.

Fatal Flaw

Develop a flaw or fault with your GM that your character struggles with. Whenever your character meaningfully overcomes their flaw (at the GM's discretion), they may earn a point of Virtue.

Magic Trick

Create a single spell, with a Spell Level no higher than (Mind + Heart + 4). You know and may cast this spell at will, paying its cost and making the appropriate Spellcasting Skill Check as normal, even if you cannot normally cast spells. This 'magic trick' must be approved by the GM.

Magic & Spellcasting

"Magic is as magic does; it's just funny that way."
~ Granny Smith

Casting Spells

To cast a Spell, first pay its cost as an amount of Fortitude and/or Willpower (in whatever combination you choose) equal to its Spell Level. Then make a Spellcasting Skill Check to see if you can make the Spell accomplish the purpose you intend it to carry out.

Magic in Equestria is a powerful and personal force; those who can wield it are a breed apart from others, and a character who truly understands the intricacies of magic and spellcasting is a rare individual indeed. Mechanically, casting a Spell is a simple process, though it draws upon a character's inner strength and stamina and can drain them of their precious Fortitude and Willpower. This section will cover how to cast a Spell for those characters with the ability to do so.

Cost Of A Spell

To cast a Spell, you must first be able to pay its cost, split however you choose between Fortitude and Willpower. The cost of a Spell is determined by its Spell Level. Later in this chapter it will be explained how to determine the Spell Level of a Spell when you are creating one, but for the purposes of casting a Spell, what is important to know is that the cost of a Spell is equal to its Spell Level and that a character must be able to pay the Spell's cost with any combination of their Fortitude and Willpower points in order to try casting it. Whether or not the character succeeds in casting the Spell is irrelevant to paying its cost; the Spell's cost must be paid in order to even make the attempt in the first place. If paying the cost of a Spell would reduce a character to exactly zero Fortitude or Willpower (or both), they are Sidelined as normal immediately following their attempt to cast it; however, if paying the cost of a Spell would reduce them to less than zero Fortitude and/or Willpower, they are unable to cast the Spell in the first place, lacking the inner stamina and focus to try harnessing the magical energies at all.

Spellcasting Check

Once the cost of the Spell has been paid, a character must make a Skill Check with the Spellcasting Skill to determine if the spell succeeded in the purpose the character intended it to accomplish. Spells are always cast for a specific purpose; for example, it is not enough to say that a character casts a wall of fire--you should instead say that they cast the wall of fire attempting to frighten away a pack of Timber Wolves. The purpose of the Spell is a necessary part of casting it, as it lets the GM determine what the difficulty target is for the Spellcasting Skill Check to succeed, as well as what effects an unsuccessful Skill Check may have.

Why have both a cost to attempt casting and a Skill Check to see if casting succeeds? Any Spell creation system is, by definition, flexible, and so, to keep this high degree of versatility in check, S3E Spells both have a cost and require a Skill Check to keep the system from being abused.

Creating Spells

To create a Spell, it needs six Magical Aspects: Target, Range, Duration, Function, Effect(s), and Subject(s). Each of these contributes to the Spell Level, and thus, the cost to cast the Spell.

The ability to create Spells is what makes magic such a versatile asset; characters who can harness magic are often able to do so not just by learning Spells, but by creating their own and thus tailoring their use of magic to their personal strengths, preferences, and the situation at hand. Creating Spells, however, can be a complex process for players who are new to it; for this reason, there is an archive of pre-created, ready-to-use Spells from the original cartoon included at the end of this chapter. For players who want to dig right into Spell creation, read on.

Creating a Spell should be done with your GM; they can help you to create it efficiently and effectively, and you can help them understand what the Spell is supposed to do at the same time.

Magical Aspects

Every Spell requires a few components to be created; the first of these is the list of the Magical Aspects which are involved in the Spell. There are six Magical Aspects every Spell needs: Target, Range, Duration, Function, Effect(s), and Subject(s). Each Magical Aspect is chosen from a list, as follows.

Target

Target determines what the Spell is trying to affect. A Spell's Target may be any one of the following:

Individual means a single target; one person, one boulder, one sheet of paper, etc.

Group means more than a single individual target; a group of people, all the apples on an apple tree, etc.

Area means everything in an area, not necessarily specifically targeted; everyone who is in a house, or enters it, etc.

Mass means everything reasonably able to be visualized; all Pegasi, every adult, the entire sky, etc.

Range

Range determines the connection between the caster and the most inaccessible target. A Spell's Range may be any one of the following:

Contact means that the target is the caster themselves or is in direct physical contact with the caster.

Seen means that the target can be easily seen by the caster at the time the Spell is cast (line of sight).

Known means that the target is known well by the caster; it may be a friend, a familiar object, etc.

Unknown means that the target isn't necessarily Familiar to the caster but still may be targeted by the Spell.

Duration

Duration determines how long the Spell's effects are meant to last. A Spell's Duration may be any one of the following:

Immediate means that the Spell is instantly resolved and completed, such as a flash of light or teleportation.

Sustained means that the Spell lasts as long as the caster focuses on it, such as a shield bubble or an illusion.

Temporary means that the Spell lasts for a short time without needing to be focused on, such as temporary wings.

Persistent means that the Spell lasts for a long time without needing to be focused on, such as sealing a chest.

Function

Function determines the scope and implications of the Spell. A Spell's Function may be any one of the following:

Standard is where most Spells fall; as long as a Spell is not meant to be especially powerful or unique, it is Standard.

Chain means that the Spell represents a succession of Spells being cast, such as using multiple spells to build a mansion.

Genesis means that the Spell is attempting to imbue something with self-direction, such as making a chair 'come to life.'

Wonder means that the Spell is doing something incredible, such as lifting a castle or turning Discord to stone. Spells with the Wonder Function may require some extra component, impose some special effect or cost, or have some additional condition to fill in order to be successfully cast, at the GM's discretion.

Effect(s)

Effect(s) determine the basic effect of the Spell. A Spell's Effect(s) may be any one or more of the following:

Animate governs physical manipulation of something, whether through concentration or by self-manipulation.

Combine allows for the merging, or fusion, of multiple elements into a whole, or a functional hybrid.

Deceive obscures or hides things from detection, or gives things false characteristics.

Diminish makes something a 'less perfect' version of itself, damages it, or even eliminates it entirely.

Forge creates something from nothing, or improves something, making it a 'more perfect' version of itself.

Modify gives something a property or ability it does not normally have according to its function or normal capabilities.

Reveal reveals hidden things and imparts knowledge about things.

Separate splits things into their component parts to various degrees of specificity.

Subject(s)

Subject(s) determine the basic area of composition the Spell is affecting. A Spell's Subject(s) may be any one or more of the following:

Air encompasses atmosphere, gases, smoke, and other gaseous materials.

Animal encompasses lower animals such as cats, dogs, and birds--animals which cannot speak.

Body encompasses the physical bodies (but not the minds) of higher creatures with the ability to speak.

Construct encompasses manufactured objects, some with multiple interacting component parts.

Earth encompasses stone, dirt, sand, metal, gemstones, and other non-living

solid material found underground.

Energy encompasses pure non-magical energy and energy-like effects, such as electricity, magnetism, and radiation.

Force encompasses solid barriers of magical energy, like impassable shields and force fields.

Heat encompasses thermal matters such as warmth and coldness, as well as fire, melting, and freezing.

Light encompasses pure light, but not elements which naturally give off light, such as fire.

Magic encompasses pure magical power and the mystical energies which make up spell effects.

Mind encompasses the minds of higher creatures with the ability to speak.

Plant encompasses natural plants and flora, as well as plant creatures.

Shadow encompasses tangible shadow-stuff, physical darkness, and gloom made manifest.

Sound encompasses noise and perceived sound, including music, voices, and other tones.

Space encompasses vectors and spatial dimensions; it deals with areas of material reality such as gravity.

Time encompasses the temporal dimension of reality and the persistence or passage of time.

Water encompasses all fluids and physical liquids, not only water itself.

Weather encompasses natural weather effects, including clouds, lightning, wind, rain, snow, thunder, and hail.

Spell Level

Next, calculate the Spell Level of the Spell you are creating. The Spell Level is determined from the Magical Aspects you selected to construct the Spell, according to the following table.

Target
Individual (Spell Level +1)
Group (Spell Level +2)
Area (Spell Level +4)
Mass (Spell Level +4, Total x2)

Range
Contact (Spell Level +1)
Seen (Spell Level +2)
Known (Spell Level +4)
Unknown (Spell Level +4, Total x2)

Duration
Immediate (Spell Level +1)
Sustained (Spell Level +2)
Temporary (Spell Level +4)
Persistent (Spell Level +4, Total x2)

Function
Standard (Spell Level +1)
Chain (Spell Level +2)
Genesis (Spell Level +4)
Wonder (Spell Level +4, Total x2)

Effect(s)
Animate (Spell Level +1)
Combine (Spell Level +1)
Deceive (Spell Level +1)
Diminish (Spell Level +1)
Forge (Spell Level +1)
Modify (Spell Level +1)
Reveal (Spell Level +1)
Separate (Spell Level +1)

Subject(s)
Air (Spell Level +1)
Animal (Spell Level +1)
Body (Spell Level +1)
Construct (Spell Level +1)
Earth (Spell Level +1)
Energy (Spell Level +1)
Force (Spell Level +1)
Heat (Spell Level +1)
Light (Spell Level +1)
Magic (Spell Level +1)
Mind (Spell Level +1)
Plant (Spell Level +1)
Shadow (Spell Level +1)
Sound (Spell Level +1)
Space (Spell Level +1)
Time (Spell Level +1)
Water (Spell Level +1)
Weather (Spell Level +1)

Spell Description

Finally, the Spell needs a description of what it does, any limitations it has, details on how it carries out its effects, and/or any other information which is important to the Spell for the purposes of gameplay.

The Canterlot Archives

The rest of this chapter contains 98 pre-created Spells based on the Spells seen in the original cartoon. These Spells are ready to use for any spellcasting character, as if they had created them themselves.

Because the Spells in this section were created using the same Spell creation system which players have access to, they can be easily modified and altered to suit an individual character's needs.

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Season One Spells

The following 33 Spells are from the first season of the original Friendship is Magic cartoon.

Spell Name	Spell Level
Bad Hair Day	11
Cloudwalker	13
Dress-Up	7
Emergency Teleport	10
Fireworks Picture Show	12
Flashy Teleport	13
Gem Seeker	11
Improvised Dress-Up	11
Instant Manliness	10
Light	7
Light Form	11
Lip Zip	10
Magic Surge	7
Magical Holding	10
Magical Melody	12
Mend Hair	6
Mend Wood	7
Mouse Mount	12
Mist Form	11
No Food For You	28
Rope Charmer	11
Small Area Teleport	9
Spread Your Wings	26
Summon Door	8
Summon Storm Cloud	9
Throwback	10
Thunderbolt	8
Topiary	11
Transmute Suit	12
Up The Sleeve	9
Vegetable Carriage	12
Warp Flame, Lesser	12
You, Robot	13

Bad Hair Day

Target: Individual
Range: Seen
Duration: Temporary
Function: Standard
Effect: Deceive
Subject: Body, Plant
Spell Level: 11

Description: A mean Spell used to humiliate others, especially those who care for fashion. When cast, it turns the target's mane or tail into what looks like strands of dark, greenish, wet seaweed. It is only an illusion, however, and does not truly damage the hair in a physical way.

Cloudwalker

Target: Individual
Range: Seen
Duration: Temporary
Function: Standard
Effect: Change, Forge
Subject: Body, Magic, Weather
Spell Level: 13

Description: The Spell allows characters who can't walk on clouds to gain the ability to do so. This Spell only works for 3 days and--while it doesn't allow for flight up into the clouds--can come in handy when visiting a city like Cloudsdale.

Dress-Up

Target: Individual
Range: Seen
Duration: Immediate
Function: Standard
Effect: Diminish
Subject: Space
Spell Level: 7

Description: This Spell allows anypony to don clothing and/or armor instantly. When cast on a piece of clothing or armor, it vanishes and reappears on the caster's, or somepony else's, body.

Emergency Teleport

Target: Individual
Range: Known
Duration: Immediate
Function: Standard
Effect: Modify
Subject: Body, Space
Spell Level: 10

Description: This Spell can be cast even when under extreme stress and needs almost no concentration. It teleports the caster immediately to a place he considers safe, as long as it's within a reasonable distance.

Fireworks Picture Show

Target: Area
Range: Seen
Duration: Sustained
Function: Standard
Effect: Forge, Animate
Subject: Light
Spell Level: 12

Description: This Spell creates a colorful animated light show in the sky. The illusion looks like a stop motion animation made from neon lights and is a great way to tell a message to an entire group of ponies.

Flashy Teleport

Target: Individual
Range: Known
Duration: Immediate
Function: Standard
Effect: Modify, Forge, Animate
Subject: Space, Light, Sound
Spell Level: 13

Description: A modified version of a standard teleportation. The caster appears at his destination accompanied by a victorious tune played on trumpets, and a colorful fireworks show.

Gem Seeker

Target: Area
Range: Seen
Duration: Sustained
Function: Standard
Effect: Reveal
Subject: Earth
Spell Level: 11

Description: This simple Spell is used to reveal the locations of gemstones that are near the surface of the ground. The effects of this Spell are not noticeable to bystanders.

Improvised Dress-Up

Target: Individual
Range: Seen
Duration: Temporary
Function: Standard
Effect: Modify, Combine
Subject: Construct
Spell Level: 11

Description: The caster uses whatever fabrics are nearby (curtains, rugs, bed sheets) to create a decent dress. The materials will be cut, sewed, glued, and pressed together by magic to make a sturdy, but temporary, piece of clothing.

Instant Manliness

Target: Individual
Range: Seen
Duration: Temporary
Function: Standard
Effect: Forge
Subject: Body
Spell Level: 10

Description: A simple Spell for growing a moustache, beard, and any other type of facial hair. It can be used as a joke or to disguise oneself. The effect is only temporary and any hair grown will vanish into nothingness after a day or some time with a razor.

Light

Target: Individual
Range: Contact
Duration: Sustained
Function: Standard
Effect: Forge
Subject: Light
Spell Level: 7

Description: The caster's horn lights up with a small, but bright, light to illuminate his path.

Magic Surge

Target: Individual
Range: Seen
Duration: Immediate
Function: Standard
Effect: Forge
Subject: Magic
Spell Level: 7

Description: More of a tool, this Spell is the spark that is needed to power anything that needs magical Energy.

Light Form

Target: Individual
Range: Contact
Duration: Temporary
Function: Standard
Effect: Modify
Subject: Body, Light, Space
Spell Level: 11

Description: The caster bursts into an orb of bright light. While in this form, he can travel almost instantly to any single location the light shines upon.

Magical Holding

Target: Individual
Range: Contact
Duration: Temporary
Function: Standard
Effect: Forge, Modify
Subject: Space
Spell Level: 10

Description: This Spell sends one object to magical storage, which can be retrieved later by simply casting the Spell again. This Spell can't magically store an object larger than the caster themselves.

Lip Zip

Target: Individual
Range: Seen
Duration: Temporary
Function: Standard
Effect: Modify
Subject: Body
Spell Level: 10

Description: When cast on somepony, their mouth will instantly be closed by a metal zipper. The Spell can be easily broken by zipping the mouth open again and therefore is best used simply to make a point in conversations.

Magical Melody

Target: Area
Range: Seen
Duration: Sustained
Function: Standard
Effect: Forge
Subject: Weather, Sound
Spell Level: 12

Description: The wind blows gently across the area, accompanied by a sweet calming tune. The melody comes out of seemingly nowhere, and is seemingly played on wind chimes and string instruments. It could even make a raging monster sleepy...

Mend Hair

Target: Individual
Range: Contact
Duration: Immediate
Function: Standard
Effect: Combine
Subject: Body
Spell Level: 6

Description: A Spell to repair and sometimes lengthen the mane, tail or even moustache. It molds hair together even if the hair strands are from different origin or color, the hair flowing smoothly together.

Mend Wood

Target: Individual
Range: Seen
Duration: Immediate
Function: Standard
Effect: Forge
Subject: Plant
Spell Level: 7

Description: This Spell repairs broken wood. Cracks in planks heal like wounds in a matter of seconds, and broken branches can be reattached to trees to bloom once again.

Mouse Mount

Target: Group
Range: Seen
Duration: Temporary
Function: Standard
Effect: Modify, Forge
Subject: Animal
Spell Level: 12

Description: This Spell changes a group of normal mice into beautiful horses. These horses retain some of their original features, such as long teeth and whiskers. The Spell lasts until midnight, after which everything returns to normal again.

Mist Form

Target: Individual
Range: Contact
Duration: Temporary
Function: Standard
Effect: Modify
Subject: Body, Magic, Air
Spell Level: 11

Description: The caster bursts into a small cloud of colorful mist. While in this form, he can travel at great speeds and is able to pass through even the tiniest holes and slits.

No Food For You

Target: Mass
Range: Known
Duration: Immediate
Function: Standard
Effect: Modify, Deceive
Subject: Animal, Mind
Spell Level: 28

Description: The Spell affects a group- -or even an entire swarm--of creatures, changing their anatomy so that they can digest otherwise inedible things, like wood or stone. It also changes the creatures' way of thinking, tricking them into believing that they dislike normal food, and prefer materials which would normally be inedible to them.

Ropecharmer

Target: Individual
Range: Seen
Duration: Sustained
Function: Genesis
Effect: Animate
Subject: Construct
Spell Level: 11

Description: The caster brings a piece of rope to life, making it move and dance at their command. The rope moves with the grace of a snake, and is able to grab and tangle anything the caster wants it to, if it's long enough.

Small Area Teleport

Target: Group
Range: Seen
Duration: Immediate
Function: Standard
Effect: Modify
Subject: Space, Light (or Weather)
Spell Level: 9

Description: The caster vanishes in a flash of light (or mist) and reappears in a chosen location within reasonable range, taking all small objects that surround him with him.

Spread Your Wings

Target: Individual
Range: Seen
Duration: Persistent
Function: Standard
Effect: Forge, Modify
Subject: Body, Magic, Animal
Spell Level: 26

Description: This Spell allows non-flying characters to fly in the sky like their winged counterparts by creating a pair of wings similar to a butterfly's. These wings are very fragile, and will break or burn if flying too fast or too close to the sun.

Summon Door

Target: Individual
Range: Seen
Duration: Sustained
Function: Standard
Effect: Forge
Subject: Construct
Spell Level: 8

Description: This Spell summons a free-standing door nearby, often right in front of someone they are talking to. Because the door is created only for a matter of moments, it not suited for use in construction, but is rather used as a visual effect in conversations for making your point clear. The door may be spawned locked, unlocked, or even open (for the purpose of slamming it somepony's face, naturally).

Summon Storm Cloud

Target: Individual
Range: Seen
Duration: Sustained
Function: Standard
Effect: Forge
Subject: Weather, Energy
Spell Level: 9

Description: This Spell summons a small storm cloud which the caster can move around and use to zap things with its lightning. The electrical charge is a very weak one, but it works as a great prank or distraction.

Throwback

Target: Group
Range: Seen
Duration: Sustained
Function: Standard
Effect: Animate
Subject: Magic, Force
Spell Level: 10

Description: As long the caster concentrates, all projectiles hurled at him slow down before reaching him and are aligned next to him. The caster can then either end the Spell, letting the objects fall to the ground, or he can concentrate on a target and throw the projectiles back, which ends the Spell as well.

Thunderbolt

Target: Group
Range: Seen
Duration: Immediate
Function: Standard
Effect: Forge
Subject: Energy
Spell Level: 8

Description: Lightning strikes from seemingly out of nowhere, hitting a whole group of creatures and harming or stunning them at the caster's choice.

Topiary

Target: Area
Range: Seen
Duration: Immediate
Function: Standard
Effect: Forge, Modify
Subject: Plant
Spell Level: 11

Description: This Spell changes simple bushes and trees into beautiful topiaries.

Transmute Suit

Target: Group
Range: Seen
Duration: Sustained
Function: Standard
Effect: Modify, Forge
Subject: Plant, Earth, Construct
Spell Level: 12

Description: This Spell creates clothes and accessories from junk, like sticks and stones. The objects only have to match in shape loosely--like a stick for a cane, and a stone for a hat. The biggest drawback is that one has to concentrate on the Spell to sustain it, or the objects revert to their original form.

Up The Sleeve

Target: Individual
Range: Known
Duration: Immediate
Function: Standard
Effect: Modify
Subject: Space
Spell Level: 9

Description: This Spell allows to to instantly bring up any object the caster had hidden somewhere on their person. The object could've been hidden under a cape, in a saddlebag, or the like.

Vegetable Carriage

Target: Individual
Range: Seen
Duration: Temporary
Function: Standard
Effect: Modify. Forge
Subject: Plant, Construct
Spell Level: 12

Description: This Spell changes a mundane vegetable into a beautiful carriage. The shape and design of the carriage depends on what vegetable it was created from, and it will loosely match the shape of the original produce. This Spell lasts until midnight, after which everything returns to normal again.

Warp Flame, Lesser

Target: Group
Range: Known
Duration: Immediate
Function: Chain
Effect: Modify
Subject: Space, Magic
Spell Level: 12

Description: First, the caster chooses someone they know to be the receiving target. This Spell burns a chosen object or objects in a magical green fire, and the smoke vanishes with the wind, flying in a matter of seconds to its target, and the burned object appears before them.

You, Robot

Target: Individual
Range: Seen
Duration: Temporary
Function: Genesis
Effect: Animate
Subject: Construct
Spell Level: 13

Description: A Spell that is simple to cast, but hard to control, bringing any machine to life--which will then proceed to do whatever the caster orders it to do, but from then on won't take any new orders (including the order to stop!).

Season Two Spells

The following 33 Spells are from the second season of the original Friendship is Magic cartoon.

Spell Name	Spell Level
Animate Toy	14
Arrest Movement	8
Break Chains	7
Cloak Of Bats	13
Create Darkness	10
Enthrall	10
Failsafe Spell	28
Fire Of Friendship	64
Force Bolt	8
Force Shield, Greater	60
Force Shield, Lesser	10
Group Teleport	13
Kindle Love	28
Levitation	8
Lockdown	18
Magic Beam	10
Mass Repair	13
Mind Restoration	8
Moonwalker	20
Move The Heavens	84
Mystic Image	9
Mystic Mist	7
Rejuvenation	6
Scry Speak	11
Scrying	26
Speed Read	8
Summon Couch	10
Sunbeam	13
Telekinetic Throw	9
Teleport Other	9
Turn Back The Clock	26
Want It, Need It	28
Warp Flame, Greater	28

Animate Toy

Target: Group
Range: Seen
Duration: Immediate
Function: Genesis
Effect: Animate, Forge
Subject: Construct, Mind, Body or Animal
Spell Level: 14
Description: By casting this Spell on a toy, doll, or other object that is similar in shape to a living creature, the caster imbues that object, or group of objects, with life. After casting, however, the caster has no direct control over what their new creations do.

Arrest Movement

Target: Individual
Range: Seen
Duration: Sustained
Function: Standard
Effect: Animate
Subject: Body
Spell Level: 8
Description: By concentrating on another being, the caster can hold that being in place with this Spell.

Break Chains

Target: Individual
Range: Seen
Duration: Immediate
Function: Standard
Effect: Diminish
Subject: Construct
Spell Level: 7
Description: By applying a burst of energy to a mundane chain or lock, the caster can break the device, releasing whatever was held or locked inside.

Cloak Of Bats

Target: Individual
Range: Touch
Duration: Temporary
Function: Chain
Effect: Animate, Combine, Separate
Subject: Animal, Construct
Spell Level: 13

Description: When cast, the user's outmost layer of clothing, typically a cloak or cape, dissolves into a swarm of fluttering bats around them. While such a display can be intimidating, the bats will try not to interact with any being other than the caster, preferring to simply fly away into the night.

Create Darkness

Target: Individual
Range: Seen
Duration: Temporary
Function: Standard
Effect: Diminish
Subject: Light
Spell Level: 10

Description: For the scene, the light in an area is extinguished, leaving the area in total darkness. While the source of the darkness is magical, the darkness itself is not, and any creature naturally capable of seeing in the dark can still see as normal.

Enthrall

Target: Individual
Range: Seen
Duration: Temporary
Function: Chain
Effect: Modify
Subject: Mind
Spell Level: 10

Description: The caster takes temporary control of the mind of another being and bends it to their will. The target remains under the control of the caster for the remainder of the scene or until released, dispelled, or reminded of their true nature, similar to a dragon resisting becoming a monster.

Failsafe Spell

Target: Area
Range: Mass
Duration: Immediate
Function: Standard
Effect: Diminish, Modify, Reveal
Subject: Magic
Spell Level: 28

Description: This Spell negates all unnatural magical effects in the surroundings that shouldn't be there. It interrupts any working Spells, reverses any unwanted changes and reveals what should not be hidden or obscured by an illusion. This Spell may prove useless against especially powerful effects.

Fire Of Friendship

Target: Area
Range: Seen
Duration: Persistent
Function: Wonder
Effect: Forge
Subject: Magic
Spell Level: 64

Description: The legendary Spell crafted by the founders of Equestria to warm the winter chill and their own hardened hearts, the Fire Of Friendship Spell is often cast as a ritual at the end of each year, an affirmation of friendship and unity which drives away ill will and the negativity that some creatures feed upon. Because of its unique nature, this Spell cannot be cast unless at least two other friends are assisting the caster.

Force Bolt

Target: Individual
Range: Seen
Duration: Immediate
Function: Standard
Effect: Forge
Subject: Force, Magic
Spell Level: 8

Description: The caster fires a bolt of concentrated magical energy, damaging whatever it strikes.

Force Shield, Greater

Target: Mass
Range: Contact
Duration: Temporary
Function: Wonder
Effect: Forge
Subject: Force
Spell Level: 60

Description: The caster creates a massive force field, large enough to protect an entire city from invaders. So long as the caster regularly re-casts this Spell, only those who the caster deems appropriate can pass through the barrier. All others are shoved to the edge of the barrier, or further at the GM's discretion.

Force Shield, Lesser

Target: Area
Range: Touch
Duration: Sustained
Function: Standard
Effect: Forge
Subject: Force
Spell Level: 10

Description: By concentrating, the caster can form a small bubble of force around themselves, blocking entry by anypony the caster does not want approaching. Any opponents caught in the path of the expanding shield are pushed to the edge of it immediately.

Group Teleport

Target: Group
Range: Known
Duration: Immediate
Function: Chain
Effect: Modify
Subject: Body, Magic, Space
Spell Level: 13

Description: The caster is able to teleport an entire group of characters, themselves included, to somewhere any character in the group is familiar with.

Kindle Love

Target: Group
Range: Seen
Duration: Persistent
Function: Genesis
Effect: Forge
Subject: Mind
Spell Level: 28

Description: Like a shot from Cupid's golden arrow, a pair struck by this Spell will experience an amplification of positive regard for each other. Unlike Love Poison, which creates unhealthy obsession, this Spell creates genuine emotion without negative side effects. The pair this Spell is cast on must have some basis for the emotions being amplified for this Spell to work; complete strangers must at least find each other attractive.

Levitation

Target: Individual
Range: Seen
Duration: Sustained
Function: Standard
Effect: Animate
Subject: Body
Spell Level: 8

Description: A specific and powerful version of the unicorn's standard power of telekinesis, Levitation allows a unicorn to lift themselves or another through magic. The subject moves at a normal walking speed through the air, and their flight is under the control of the caster.

Lockdown

Target: Individual
Range: Touch
Duration: Persistent
Function: Standard
Effect: Forge
Subject: Construct
Spell Level: 18

Description: Upon casting this Spell, a door, lock, chest, or other item is magically locked, and will only respond to the magical energy of the caster.

Magic Beam

Target: Individual
Range: Seen
Duration: Sustained
Function: Standard
Effect: Forge
Subject: Force, Magic
Spell Level: 12

Description: A concentrated beam of magical energy capable of striking multiple enemies, or holding back other beam Spells.

Mass Repair

Target: Area
Range: Seen
Duration: Immediate
Function: Chain
Effect: Combine, Forge, Separate
Subject: Construct
Spell Level: 13

Description: This Spell allows the caster to multitask when building or repairing objects, or to repair massive objects, such as a collapsed dam.

Mind Restoration

Target: Individual
Range: Touch
Duration: Immediate
Function: Standard
Effect: Diminish, Reveal, Separate
Subject: Mind
Spell Level: 8

Description: By touching a creature under the effects of a mind-affecting power, the caster can undo the effects of that power with this Spell.

Moonwalker

Target: Individual
Range: Touch
Duration: Immediate
Function: Wonder
Effect: Modify
Subject: Space, Weather
Spell Level: 20

Description: This Spell allows the caster to use the moon as an aid in teleportation. By flying toward the moon, the caster can travel through the image of it to anywhere its light touches on the world below.

Move The Heavens

Target: Mass
Range: Known
Duration: Temporary
Function: Wonder
Effect: Animate
Subject: Air, Space, Time, Weather
Spell Level: 84

Description: When cast, the caster gains control of either the sun or the moon for a short time, allowing them to cause it to rise or set.

Mystic Image

Target: Individual
Range: Seen
Duration: Sustained
Function: Chain
Effect: Deceive
Subject: Air
Spell Level: 9

Description: By manipulating smoke or vapor in the air, the caster can create an image in any shape they can imagine. The illusionary figure moves as the caster commands, but dissolves upon physical contact with any living being. Most commonly, this Spell is used in conjunction with the Mystic Mist Spell, which creates plenty of smoke and mist to shape into illusions.

Mystic Mist

Target: Individual
Range: Seen
Duration: Immediate
Function: Standard
Effect: Forge
Subject: Air
Spell Level: 7

Description: By blowing a small amount of powder into the air, the caster can create a large amount of billowing green smoke which obscures the area. This mist is frequently used to create illusions with the Mystic Image Spell, but can also be useful any time a smokescreen is needed.

Rejuvenation

Target: Individual
Range: Touch
Duration: Instantaneous
Function: Standard
Effect: Forge
Subject: Body
Spell Level: 6

Description: A simple healing Spell which allows a character to recover from being Sidelined and restores them to at least one point of Fortitude and Willpower.

Scry Speak

Target: Individual
Range: Known
Duration: Sustained
Function: Chain
Effect: Reveal
Subject: Space
Spell Level: 11

Description: This Spell allows the caster to may speak to others in an area they are scrying on, as if the caster were in that area as well.

Scrying

Target: Area
Range: Unknown
Duration: Sustained
Function: Standard
Effect: Reveal
Subject: Space
Spell Level: 26

Description: By looking into a mirror, crystal ball, or other reflective surface, the caster may view another place, whether they have seen it before or not. Their sight of the area is maintained only as long as their concentration holds and the reflective surface being used to scry remains intact.

Speed Read

Target: Individual
Range: Seen
Duration: Instantaneous
Function: Standard
Effect: Reveal
Subject: Mind, Construct
Spell Level: 8

Description: By casting this Spell, the caster can quickly move through the pages of a book, finding any passages which contain information on the topic they are searching for.

Summon Couch

Target: Individual
Range: Known
Duration: Immediate
Function: Standard
Effect: Animate
Subject: Construct, Space
Spell Level: 10

Description: This Spell pulls a couch, seat, or other sitting surface over to the caster, regardless of range. The Spell has little use outside of dramatic flair, but can still be used to catch the caster as he or she falls.

Sunbeam

Target: Individual
Range: Seen
Duration: Sustained
Function: Genesis
Effect: Forge
Subject: Energy, Heat, Light
Spell Level: 13

Description: This Spell creates a beam of pure sunlight, encompassing all of the majesty and wrath of the noonday sun.

Telekinetic Throw

Target: Individual
Range: Seen
Duration: Immediate
Function: Standard
Effect: Animate, Forge
Subject: Construct or Body, Energy
Spell Level: 9

Description: By supercharging their telekinetic abilities, the caster can hurl a character or object with far more force than normal. This Spell is normally used for offense, but can be used for more practical purposes as well, such as slinging ropes over large obstacles.

Teleport Other

Target: Individual
Range: Seen
Duration: Immediate
Function: Standard
Effect: Modify
Subject: Body, Magic, Space
Spell Level: 9

Description: By concentrating, the caster can teleport another being from one location within sight to another. This Spell, however, is prone to misfiring and teleporting unintended individuals as well.

Turn Back The Clock

Target: Individual
Range: Touch
Duration: Temporary
Function: Wonder
Effect: Modify
Subject: Space, Time
Spell Level: 26

Description: For a very brief period of time, the caster can travel back through time to any specific moment they choose. Anypony casting this Spell should be careful not to meddle in the affairs of the past, as the effects of time travel are unknown. Curiously, a caster may only cast this Spell once; once it is used, it cannot be cast by the same character again.

Want It, Need It

Target: Individual
Range: Seen
Duration: Persistent
Function: Chain
Effect: Forge, Deceive
Subject: Construct, Mind
Spell Level: 28

Description: When cast on a specific item, that thing becomes an object of intense affection and desire to everypony who sees it.

Warp Flame, Greater

Target: Individual
Range: Known
Duration: Immediate
Function: Wonder
Effect: Modify
Subject: Magic, Space, Construct or Body
Spell Level: 28

Description: More powerful than its lesser cousin, this Spell allows the caster to send objects, or even living beings, through flames more efficiently. Upon casting, the target of this Spell is surrounded, then engulfed, by crackling, green flames before being sent to a location of the caster's choosing.

Season Three Spells

The following 32 Spells are from the third season of the original Friendship is Magic cartoon.

Spell Name	Spell Level
Age Spell	60
Agony	11
Alarm Barrier	38
Apples To Oranges	8
Arcane Cartography	10
Arcane Trap	20
Banishment	10
Creeping Shadow	8
Crystal Heart	76
Crystal Prison	13
Dance, Puppet, Dance	10
Dancing Door	18
Dark Crystal	13
Dark Infection	12
Darkest Despair	30
Dreamwalk	68
Gravity Shift	22
Horn Fuse	12
Levitation Carnival	9
Lingering Despair	84
Mute Button	20
Pimp My Ride	9
Refill	6
Releasing Spell	24
Smokescreen	8
Snowfall	12
Summon Instruments	10
Summon Parasprite	7
Tickle Torture	8
Water Walking	8
Weather Control	24
Wild Growth	10

Age Spell

Target: Group
Range: Seen
Duration: Persistent
Function: Wonder
Effect: Modify
Subject: Body, Mind
Spell Level: 60

Description: All chosen targets are modified in age to any point in natural life, from foal to old grey mare. This Spell is notoriously difficult, and only the most accomplished and powerful magicians can perform it.

Agony

Target: Individual
Range: Seen
Duration: Sustained
Function: Genesis
Effect: Diminish
Subject: Body
Spell Level: 11

Description: A fierce lightning bolt is fired by the caster, causing the struck target unbearable agony each round it is maintained.

Alarm Barrier

Target: Area
Range: Known
Duration: Persistent
Function: Genesis
Effect: Forge, Reveal
Subject: Force
Spell Level: 38

Description: This Spell creates a powerful, nearly-unbreakable force field around an area the size of a small town. In addition, any attempt to touch or break the barrier sends an alert message to the caster, who knows exactly where in the barrier the attempted breach is coming from.

Apples To Oranges

Target: Individual
Range: Seen
Duration: Immediate
Function: Standard
Effect: Modify
Subject: Animal, Plant
Spell Level: 8

Description: This Spell transfigures an object (or small animal of similar size) into an orange (or, in the case of an animal, a functioning animal/orange hybrid).

Arcane Cartography

Target: Individual
Range: Seen
Duration: Temporary
Function: Standard
Effect: Reveal
Subject: Space
Spell Level: 10

Description: By casting this Spell on an object, the caster creates a temporary map of the area the target object was taken from.

Arcane Trap

Target: Individual
Range: Touch
Duration: Persistent
Function: Chain
Effect: Modify
Subject: Magic
Spell Level: 20

Description: By casting this Spell on an object, location, or other (relatively) immobile target, the caster can place a contingency Spell, often a trap of some kind, on the target which activates when the target is interacted with.

Banishment

Target: Individual
Range: Seen
Duration: Immediate
Function: Standard
Effect: Diminish, Modify
Subject: Body, Mind, Space
Spell Level: 10

Description: This Spell, when cast on any sort of summoned object or creature, returns it from whence it came.

Creeping Shadow

Target: Individual
Range: Seen
Duration: Sustained
Function: Standard
Effect: Forge
Subject: Shadow
Spell Level: 8

Description: A shadow sweeps over the target, creating a darker (and possibly more sinister) version of itself.

Crystal Heart

Target: Area
Range: Known
Duration: Persistent
Function: Wonder
Effect: Forge, Diminish
Subject: Magic
Spell Level: 76

Description: Love and hope rejuvenate the area, cleansing it of any ill effects. This Spell is extremely powerful, and often requires the coordinated effort of many characters, as well as a unique magical focus of some kind, in order to function.

Crystal Prison

Target: Individual
Range: Touch
Duration: Temporary
Function: Chain
Effect: Forge, Diminish
Subject: Earth, Magic, Shadow
Spell Level: 13

Description: The target is surrounded in a wall made of black crystal, which blocks magic and teleportation out of the area of the Spell's effect, though it does not restrict normal physical escape (though it does present the normal challenge of being a wall).

Dance, Puppet, Dance

Target: Individual
Range: Seen
Duration: Temporary
Function: Standard
Effect: Animate
Subject: Body
Spell Level: 10

Description: The target begins to dance uncontrollably, which lasts until the end of the scene, at most.

Dancing Door

Target: Individual
Range: Touch
Duration: Persistent
Function: Standard
Effect: Animate
Subject: Construct
Spell Level: 18

Description: Whenever the enchanted door, gate, or other entranceway is opened without the proper key, (be it a physical key, a password, or a specific Spell) the door will not only refuse to open, but rapidly move to a new location.

Dark Crystal

Target: Individual
Range: Touch
Duration: Temporary
Function: Chain
Effect: Forge, Diminish
Subject: Earth, Shadow, Magic
Spell Level: 13

Description: Strange black crystals erupt from the target, weakening Spells in the area which do not include the "Shadow" Subject. If cast on a unicorn, the crystals grow from their horn, preventing them from casting any Spells until the curse can be reversed. Although this Spell has a range of Touch, it can be cast through the Creeping Shadow Spell.

Dark Infection

Target: Area
Range: Touch
Duration: Sustained
Function: Chain
Effect: Forge
Subject: Shadow, Mind
Spell Level: 12

Description: An area is infected with an aura of dark despair, slowly converting it into darkness and shadows.

Darkest Despair

Target: Individual
Range: Touch
Duration: Persistent
Function: Genesis
Effect: Deceive, Forge, Modify
Subject: Mind, Shadow
Spell Level: 30

Description: The target is thrust into an illusionary world in which their worst fears come to pass, leaving their body in a state of waking nightmare. Unless granted outside help, the target may never escape from the nightmare world except through extraordinary force of will.

Dreamwalk

Target: Group
Range: Unknown
Duration: Temporary
Function: Wonder
Effect: Modify, Reveal
Subject: Mind
Spell Level: 68

Description: Once this Spell is cast, the caster (and their friends) are free to wander the collective dreamscape, entering into the dreams of sleeping characters and manipulating those dreams freely. Occasionally, a particularly strong feeling, such as fear, elation, or despair, may guide the caster towards a specific dream.

Gravity Shift

Target: Individual
Range: Seen
Duration: Sustained
Function: Wonder
Effect: Modify
Subject: Space
Spell Level: 22

Description: For as long as this Spell is maintained, the target treats their source of gravitational pull as somewhere other than normal; up is down, left is up, or any other combination, so long as the target remains in sight of the caster.

Horn Fuse

Target: Group
Range: Seen
Duration: Temporary
Function: Standard
Effect: Modify
Subject: Body, Magic
Spell Level: 12

Description: The caster targets two characters with horns, and causes their horns to fuse together at their tips. While fused, neither target can use their horn, and only one can be in control of movement at any given time. These effects last until the end of the scene.

Levitation Carnival

Target: Group
Range: Seen
Duration: Sustained
Function: Standard
Effect: Animate
Subject: Animal
Spell Level: 9

Description: The caster takes a group of animals into the air in controlled, levitation-based flight. As long as the caster maintains concentration, the group of animals can be launched into several spectacular formations.

Lingering Despair

Target: Mass
Range: Known
Duration: Persistent
Function: Wonder
Effect: Modify, Forge
Subject: Body, Mind, Shadow
Spell Level: 84

Description: A curse is laid upon an entire nation, sapping the inhabitants of their minds and energy. While in this depressive state, only concentrated effort to fight back against the curse can provide relief (and even then, potentially only temporarily).

Mute Button

Target: Individual
Range: Seen
Duration: Persistent
Function: Standard
Effect: Diminish
Subject: Body
Spell Level: 20

Description: The target's muzzle is dragged-and-dropped into a magical recycling bin, which prevents them from speaking until the Spell is lifted.

Pimp My Ride

Target: Individual
Range: Touch
Duration: Temporary
Function: Standard
Effect: Forge
Subject: Construct
Spell Level: 9

Description: By touching a vehicle, the caster can upgrade it into a bigger, flashier, and all-around nicer vehicle for the scene. The new vehicle must be roughly the same kind as the original. For example, a small chariot can be changed into a royal float, but not an airship.

Refill

Target: Individual
Range: Touch
Duration: Immediate
Function: Standard
Effect: Forge
Subject: Water
Spell Level: 6

Description: This Spell fills a touched cup, mug, or other drinking vessel with the last non-magical liquid to fill it, such as tea, cider, water, or another beverage.

Releasing Spell

Target: Individual
Range: Seen
Duration: Immediate
Function: Wonder
Effect: Animate, Modify
Subject: Body, Magic
Spell Level: 24

Description: This Spell releases a being trapped by another Spell or effect, up to and including beings sealed away by the Elements of Harmony themselves.

Smokescreen

Target: Group
Range: Seen
Duration: Immediate
Function: Standard
Effect: Forge
Subject: Air
Spell Level: 8

Description: The caster whips up a small magical smokescreen which conceals a small area from view for a few seconds--just long enough to perform quick switcheroos or make a speedy escape.

Snowfall

Target: Area
Range: Seen
Duration: Immediate
Function: Standard
Effect: Forge, Diminish
Subject: Heat, Weather
Spell Level: 12

Description: The water vapor in the air is flash frozen into a thick layer of snow which blankets the target area, making the terrain more difficult to traverse.

Summon Instruments

Target: Individual
Range: Seen
Duration: Temporary
Function: Standard
Effect: Forge
Subject: Construct
Spell Level: 10

Description: The caster summons several musical instruments, which disappear at the end of the scene.

Summon Parasprite

Target: Individual
Range: Seen
Duration: Immediate
Function: Standard
Effect: Forge
Subject: Animal
Spell Level: 7

Description: The caster summons a single ravenous Parasprite, which voraciously eats what it can before splitting and reproducing. If left unattended, this single Parasprite can form itself into an entire swarm.

Weather Control

Target: Mass
Range: Seen
Duration: Immediate
Function: Chain
Effect: Modify
Subject: Air, Weather
Spell Level: 24

Description: The caster weaves the clouds, tailoring the weather in the general area to their whim. Other attempts to modify the weather force the caster to assert control or else cede control to the other force.

Tickle Torture

Target: Individual
Range: Seen
Duration: Sustained
Function: Standard
Effect: Diminish
Subject: Mind
Spell Level: 8

Description: Several feathers are summoned to tickle the victim of the Spell, who is at the very least distracted, and may even take Willpower damage each turn the Spell is sustained.

Wild Growth

Target: Individual
Range: Seen
Duration: Temporary
Function: Standard
Effect: Modify
Subject: Body
Spell Level: 10

Description: The caster causes one part of a creature's body to grow wildly out of proportion with the rest of its body, potentially causing all kinds of difficulty for the creature until the end of the Scene.

Water Walking

Target: Individual
Range: Touch
Duration: Sustained
Function: Standard
Effect: Separate
Subject: Body, Water
Spell Level: 8

Description: As long as the caster concentrates, the target may walk on liquid water as though it were ice. Should the caster's concentration be broken, however, the Spell's effects immediately end.

Running An Episode

"Everypony has to play, or the game is over--and I win!"
~ Discord

Your Role As The Game Master

There's one particular phrase which not many GMs hear nearly enough, whether because their players are too exhausted from playing a long game session, or are too preoccupied with what's going on and what they think is going to happen next, to remember to say it.

That phrase is "Thank you."

The GM easily has the most difficult job at the game table, from acting out all the non-player characters, to handling all the Skill Checks and damage for the player characters, to setting the scene and making things interesting and engaging, to establishing the story and helping to bring it to a satisfying conclusion; the GM has a dozen things to think about and consider from moment to moment during a game session (and often outside of one, too). This is true of any pen and paper tabletop roleplaying game, and the more complicated a particular game system is, the more difficult it is to GM. S3E is designed to be relatively simple in terms of its systems and mechanics, to allow a GM to focus on what we believe is the most important part of a GM's job: working with the players to tell a fun, engaging, and meaningful story.

There is a long-standing debate among GMs as to what the role of a GM should be; whether a GM should be more 'hands-off' and reactive to what the players do (a more 'sandbox' approach) or more 'hands-on' and active in directing the players through the experience (a more 'railroad' approach). Most GMs find their own balance somewhere between those two ideals, and S3E is designed to work for either style and anywhere in-between. But there is a second debate which often arises in the middle of gameplay about whether the rules take precedence over the story, or the story takes precedence over the rules--and it is here that S3E takes a firm stance: the story takes precedence over the rules.

This all serves to sum up the GM's role in S3E: The GM is somewhere between a director, a referee, and a supporting actor, guiding the players whenever necessary and letting them have the spotlight whenever possible. The GM's most important concern is ensuring that the story is engaging, meaningful, and fun-- and to that end they are fully empowered (and even expected) to bend or break the rules, if doing so helps to make the story better.

The most important part of playing S3E is to have fun; if your game group (yourself included) is having fun, then whatever you as the GM did to make that happen was the right thing to do. And if nopony else remembers to say it, allow us to say it on their behalf:

Thank you.

Getting Things Started

So, you've gotten a group of players together to play an Episode of S3E, you've helped guide them through character creation, and you're prepared to GM the game. How do you get things off to a good and interesting start?

In television and film, there's a common technique called a "cold open" which is used to great effect to involve the audience immediately and concisely set up the plot. Chances are good that you've seen this effect yourself as it's used extensively in the original Friendship is Magic cartoon: the episode begins, some initial plot hook, punchline, or inciting incident gets your attention, and then the opening credits roll. In literary terms, this is sometimes called a "hook." Whatever term is used, there's a simple idea behind it--get the attention and interest of the audience and get them emotional-

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ly invested so they'll stay with the show/film/book to its conclusion.

Ideally, the opening moments of your Episode should achieve a similar effect. Consider the type of Episode you're running and try to construct an opening that establishes the style and atmosphere you want for the rest of the game. If your Episode is comedic, open with a funny situation and end your opening with a punchline or silly outcome. If your Episode is dramatic, mysterious, or scary, consider opening by setting up the mystery or ending the opening with a cliffhanger. There are many techniques for establishing an Episode, and every GM and group of players develops their own style, but for new GMs (or those who are new to MLP:RiM, at least), the original cartoon can serve as a helpful guide.

Once your opening is established, it's a good idea to take a very short break--a minute or two, to let everyone at the table get something to drink, for example; this lets the style of the Episode sink in for your players, and lets everypony prepare for running the full Episode with a better understanding of their characters.

Aesthetics Of Gameplay

Chances are good that if you're GM'ing an Episode of S3E, you've GM'ed a pen and paper tabletop RPG before or at least have a strong interest in narrative gameplay and collaborative storytelling. In either case, it's important for any GM to understand the intended gameplay aesthetics of S3E.

First, an explanation of what is meant by "gameplay aesthetics." An aesthetic is a core principle of a designed experience (such as a game) and is thus something which it should reflect and explore when it is in action. Likewise, a gameplay aesthetic is an aesthetic which is intended to come through in a player's experience with a given game. This section will list, explain, and explore four of S3E's most important gameplay aesthetics; these are important to understand as the GM, as it is the GM's job to help ensure that they are reflected in the players' experience during an Episode. There are more aesthetics which are part of S3E's design, but these are the most important four.
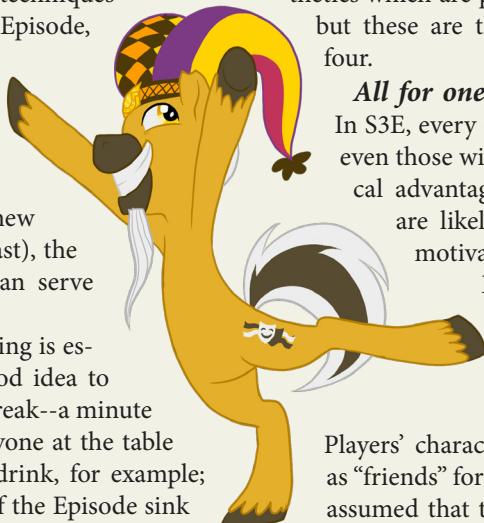
All for one, and one for all. In S3E, every character is unique; even those with similar mechanical advantages and capabilities are likely to have different motivations and goals. But this diversity is at its best when it is just one aspect of a unique and cooperative group. Players' characters are referred to as "friends" for just this reason--it's assumed that the characters of all the players around the table know each other and get along with each other (or at least that they will, soon after the Episode starts). Selfish and self-interested characters, who put themselves and their own interests before the well-being of their friends, are contrary to this aesthetic, and it's generally going to be more fun for everyone if the players' characters help each other and get along. Most of S3E's design is intended to promote a group approach and teamwork.

For every problem, a solution. Everything is solvable, everything is fixable, and any challenge can be met--even if the solution is difficult or isn't what you might expect it to be normally. This aes-

thetic manifests itself in many ways, but most notably in the lack of an organized combat system in S3E. Take the example of the dragon in the episode 'Dragonshy.' In dealing with the core challenge of the episode, the main characters tried several approaches, even including combat, and each was ineffective until they found what worked. The dragon wasn't a pool of hit points and defense scores to be beaten, it was a puzzle to be solved--like every problem, there was a unique solution to be found (of course, this shouldn't be taken too far as an example; sometimes, the solution to a problem is to stand up and fight). Try not to present your players with many insurmountable challenges (if any), and let them explore and experiment to find their own solutions.

What goes around, comes around. Heroes get rewarded, and villains get what's coming to them; in S3E, it's a core aesthetic that everypony eventually gets what they deserve. This is embodied mechanically in the Virtue system, but it can (and should) be handled narratively as well; characters who strive to be good and go out of their way to help others in need often find others coming to their aid when they need help. Similarly, characters who alienate and take advantage of others often find that nopony's willing to help them when their self-destructive behavior puts them between the proverbial rock and a hard place. This is a classic aesthetic in many genres of fiction, and the collaborative storytelling of S3E is no exception.

Every journey is a personal one. Journeys are important, and are almost always symbolic of a character's personal, inner journey; this isn't just true in fiction (where the concept of the hero's journey is a classic part of many great works), but is also true in life. An experience is memorable because of its personal impact and the emotional attachment and investment someone feels for it. It's not just what happens; it's what we feel about what's happening and how it influences us that are important. In S3E, this is mechanically reflected in that Lessons are how a group of characters earns Experience Points, but it's also part of the GM's job to reflect the importance of the story as it relates to the characters personally. This can be difficult to do, but opportunities usually end up presenting themselves to foster an emotional attachment between the players, characters, and the story itself; it's important to understand that these opportunities are crucial to enjoyable gameplay, and to learn to recognize and capitalize on them when they arise.

Collaborative Storytelling

At the beginning of this book, as well as throughout its various sections, S3E has been referred to as a "pen and paper tabletop RPG." This is true, but there's also more to it from the perspective of the GM. It's important for the GM to keep in mind that S3E is also a vehicle for collaborative storytelling and to understand what that means as it applies to the gameplay experience.

When players start to pull a story away from its originally-intended progression with unique ideas, it's a natural tendency of many new (and sometimes experienced) GMs to take a firm stance with their players of "that's not how it works in my world." While this usually comes from a noble intention of preserving the integrity of the story, it's important to also remember that the players are crafting the narrative along with the GM; it is the very nature of characters in a story to alter the direction of that story to make it personal to themselves--and S3E is certainly focused on the personal journey of the characters.

By the same token, as any veteran GM

can attest, it's entirely possible for things to get chaotic and out of hand--and it's part of the GM's job to keep a rein on things and prevent that kind of discord by guiding some of the players' actions without overtly controlling them (and consequently removing the point of having players at all). One of the best ways to do this is to use players' (and characters') emotional attachment to parts of the story in order to appeal to them and guide them toward (or away from) a particular course of action. For example, the advice of a trusted non-player character can often turn a group of players toward a particular path or train of thought; likewise, if doing something would risk the well-being of a beloved place or character, players will often avoid it as an option.

The GM's role should ideally shift fluidly between giving the players direction and focus and then letting them take the spotlight and lead themselves once they've gotten a handle on where they're going in the story. Take cues from your players as their characters' dynamics emerge; for example, if one character seems to be naturally taking on a leadership role, shift the interactions of the story to help reinforce that leadership role. Similarly, if two characters seem to be locking horns over different ways they think situations should be handled, adjust the choices the group comes across during the Episode so that it plays on that dynamic.

Good players will create their own fun and make the story personal, and it's an important part of the GM's job to help create opportunities for them to do so. While you may have conceived of the original premise and plot of the Episode, you're the only one who knows how it was originally intended to be played; letting your players take the spotlight can help to make for an even better and more memorable story in the long run--a fun, meaningful, and rewarding experience which your players will credit you for

providing when they reflect on it later. It's an ideal, win-win scenario--and the greatest strength of truly collaborative storytelling.

Handling Skill Checks

As the Episode progresses, you will inevitably need to call for, and handle, Skill Checks. These are the backbone of S3E, and knowing how to handle Skill Checks effectively can be the difference between being a good GM and a great GM. This section will discuss some of the principles of Skill Checks in S3E, and give some insight into how to handle them effectively.

Essentially, there are two schools of thought when it comes to Skill Checks. The first is the 'technical' method, and the second is the 'dramatic' method. Either one is valid (though S3E was designed based on the 'dramatic' method), and both have their advantages and disadvantages; more often than not, GMs end up using a combination of the two.

The 'technical' method is based on context and technical detail; if building a barn is X difficulty, it should always be X difficulty, unless technical factors, which should modify the X difficulty by Y amount, come into play. This method is usually math-intensive and can break the immersion many roleplayers seek to preserve, but it is also consistent, which many players highly value because it gives them a firm understanding of their character's capabilities in any given situation.

The 'dramatic' method is based on narrative impact and action significance; if it is very important that a character fly fast enough to escape a collapsing cave, the GM will make that task less difficult (or make the Skill Check itself an automatic success despite its actual result). This method requires implicit trust on the part of the players in the GM's fair-

ness (not to mention some bluffing on the part of the GM), but it also has the possibility to create a more dynamic story in the long run.

Most GMs use both methods in combination, but tend to lean more toward one or the other. Whichever method you favor, S3E can accommodate. When a character attempts a task which has enough narrative significance for you to call for a Skill Check, that Skill Check will be based on a difficulty target number. Players are not required to know the difficulty target; only the GM is required to know it so as to relate the success or failure of the attempted task (based on the Skill Check result as compared to the difficulty target).

This can allow for considerable 'wiggle room' at any time; if the story needs a Skill Check to succeed, you can use the Skill Check result as it would translate to a difficulty target to determine the degree of success. For example, if a character needs to escape a collapsing cave, you may determine that the Skill Check will succeed no matter what its result is. If its result is high, you might relate that the character escaped with time to spare; if the result is low, you might relate instead that they just barely made it out (and maybe only then due to a lucky break or after taking some minor damage). The player never needs to know (and shouldn't be told!) that they couldn't have failed the Skill Check in the first place.

Below is the table of difficulty target numbers for Skill Checks, along with some example tasks for context.

Damage & Sidelining

Equestria can be a dangerous place, and eventually, characters will suffer harm. Whether this harm is physical or emotional in nature, it's an important component of challenge which serves to make an Episode more meaningful--as long as it's not excessive or unfair. Just as with Skill Checks, there is a 'technical,' consistent method and a 'dramatic,' contextual method of handling how much damage to deal to a character when the inevitable occurs. Just as with Skill Checks, both methods are viable and can be accommodated by S3E, though S3E was designed with the 'dramatic' method in mind.

Luckily, there's an element of chance involved in dealing damage to a character, which keeps things unpredictable. Damage is dealt in a number of d6's instead of as a set amount. This means that two of the same effects, set at the same number of damage d6's, may not (and probably won't) deal the same amount of damage to a character. Because of this, it frees you to set damage amounts without worrying about being unfair; as the saying goes, "let the dice fall as they may."

When a character becomes Sidelined from damage--even when the entire group becomes Sidelined--it's not necessarily the end of the game, and it can even be a way to reinforce a plot point. For example, say the characters tried to storm a dragon's cave, and were Sidelined

Difficulty Target	Context	Example Tasks
Basic (10)	*Cutie Mark Crusaders*	Climbing onto a shelf, hiding at night
Average (15)	*Ponyville Citizen*	Memorizing script lines, baking a cake
Challenging (20)	*Small-Town Champion*	Creating a small tornado, applebucking
Advanced (25)	*Best In The Big City*	Setting a rodeo record, teleporting
Daunting (30)	*Top Ten In Equestria*	Flying fast to cause a Sonic Rainboom
Heroic (35)	*A True Master*	Summoning the Fire Of Friendship
Legendary (40)	*Princesses / Discord*	Banishing an adversary to the moon

when facing the dragon itself. There's no mechanically-enforced narrative consequences of being Sidelined, so you are free to say that the dragon merely kicked the group out of its cave and was content with leaving them alone after that. This not only means that the Episode can keep going, it also means that the players have the direct experience that they can't take on the dragon face-to-face, and it may prompt them to look for another solution.

Below is the table of damage d6 amounts for various levels of damage and examples of effects which might deal those levels of damage.

Damage Level	Fortitude Example	Willpower Example
Light (1d6)	Tripping and landing face-first	Being called a Blank Flank
Average (3d6)	Tumbling down a tall hill	Getting pranked or frightened
Heavy (6d6)	Being stung by a swarm of bees	Facing a uniquely scary monster
Severe (10d6)	Getting hit by a dragon's tail	Being shunned by your mentor
Extreme (15d6)	Flower pot, anvil, wagon, piano	Banished and thrown in a dungeon

Lessons & Experience

The basis for how a group of characters earns Experience Points is the identification of Lessons those characters learned, and listing these Lessons in the 'Letter To The Princess' phase at the end of an Episode. As the GM, ultimately the decision of whether or not to award XP for a given Lesson is up to you, so it's important to have an understanding of how to fairly award XP for Lessons.

In essence, the GM should consider each Lesson in the light of the character's actions during the Episode itself. Any Lesson which has a basis in the character's actions has most likely had a meaningful impact on that character (and hopefully the player, too), and is a good candidate for awarding XP. There are two scenarios, however, which you should look out for during the Letter To The Princess.

Firstly, a group of characters who have very few Lessons at the end of the Episode; for example, a group of six with only one or two Lessons between them. This can be remedied by having a discussion with the players about the Episode, and bringing up Lessons which you may have seen reflected in their characters. There's no reason you can't help your players (after all, the GM isn't the enemy), and not all players are good at (or comfortable with) discussing personal character growth.

Conversely, a group of characters who have a very large number of Lessons at the end of the Episode; for example, a group of three with six or seven Lessons between them. This is often a sign of overly-intricate analysis, and can be remedied by consolidating similar Lessons. Normally, a group of characters should have one or two Lessons per character; five Lessons is a significant increase, although the pace of character advancement is ultimately up to you as the GM.

Bestiary & Adversaries

"You won't believe what I found at the edge of the Everfree Forest!"
~ Fluttershy

The Tartarus Bestiary

Equestria is far from a safe and carefree land; from its dark jungles and forests, to its arid deserts and snow-capped peaks, many dangerous creatures await those who adventure in the wide, wide world. This section contains information on some of the creatures which characters in S3E might encounter.

Cerberus

The guardian of Tartarus, this powerful beast serves as warden of Equestria's greatest evils.

Cerberus looks like a fierce black bulldog, dwarfing ponies with his house-sized frame. Two extra heads, identical to the first, grow out of the neck, each with a maw filled with razor sharp teeth. The beast exudes a stench of decay, hinting at his otherworldly origins (or that he rarely has the chance to bathe).

Cerberus is, primarily, the guardian of Tartarus. As such, the beast is well-trained in keeping anything from entering or leaving his domain. In addition to training, Cerberus also has the strength and skill to back up his charge. All three heads of Cerberus can operate independently, and each head is possessed of incredible strength. The dog's body is also incredibly strong, and capable of withstanding the huge amounts of force the denizens of Tartarus are able to dish out.

As the guardian of Tartarus, Cerberus' goals and tactics are simple; keep anything from getting in, or more importantly, getting out--by any means necessary. However, while Cerberus is a giant, legendary canine, he is still just a canine. Rarely, Cerberus will be distracted from his post, appearing in the wild. When this happens, all bets are off. Without the gates of Tartarus to guard, Cerberus will wander aimlessly until led back to Tarta-

rus. Getting him there, however, can be a challenge in and of itself.

Cerberus is intensely powerful, although he can be easily distracted with food or toys, just like any other dog. However, distracting Cerberus is a dangerous prospect, especially distracting him from guarding the gates of Tartarus.

Pulling the guardian away from the gates opens the door for any number of horrors to erupt from Tartarus. Even worse is the plan of getting past Cerberus to get into Tartarus, which, in addition to the unknown horrors of the abyss, involves another confrontation with Cerberus on the way back out again.

Changeling

Not much is known about the enigmatic Changelings, save that they can transform into nearly any other pony-like form and use that form to feed off the energy of those their victim loves and are loved by in return.

The most frightful aspect of a Changeling is its ability to assume the appearance of others. However, a Changeling's default form is quite gruesome in and of itself. In this form, the Changeling looks like a black Unicorn, with a few exceptions. The legs of a Changeling are riddled with holes, leading to an eerie, incomplete look. On the Changeling's back, a thick layer of carapace conceals a set of translucent, insectoid wings. Finally, the

Changeling's eyes glow with a strange, hollow blue and lack a pupil or iris.

The first, and most notable, ability of Changelings is that of transformation. A Changeling can, in the blink of an eye, transform themselves into a perfect copy of almost anypony who is roughly their same size, right down to their victim's voice. While transformed, a Changeling can feed off of the love their victim had for others, as well as the love showered upon them by unsuspecting friends and family. Through enough of this feeding, a Changeling can become almost unstoppably powerful.

Even without transforming, a Changeling still poses a potent threat. While not

quite as magical as Unicorns, Changelings still contain a bit of magic in their horns. While attacking, Changelings often supplement dive-bomb attacks by coating their horns in sickly green fire, adding to the power of their ramming charges. Particularly powerful Changelings, such as Queen Chrysalis, can manifest more varied magical effects.

Finally, Changelings are reasonably skilled fliers, thanks to the wings on their back. While the beetle-like wings make them less maneuverable than the more sturdy-winged Pegasi and Griffons, Changelings use those wings to great effect in setting up aerial charges and dive-bombs.

The tactics of a Changeling are varied, and depend on the situation they are in. A Changeling will, if at all possible, attempt to blend in with a community and gain power from its love before making any sort of overt show of aggression. If caught in its true form, a Changeling will rapidly try to change form, becoming family, friends, or loved ones of their opponent (provided the Changeling knows what they look like), or even mimicking the opponent themselves in order to unnerve them. If possible, Changelings attack in large groups, using numbers and swarm tactics to their advantage.

If given enough space, Changelings will take to the air on their wings, setting up aerial dive-bombs in order to knock senseless anypony on the ground caught in the way. Despite the lack of maneuverability in their wings, Changelings can reach very high speeds while moving in a straight line.

All of this, of course, assumes that the Changeling is caught in its true form at all. While disguised, a Changeling will attempt to divide and conquer, sowing seeds of distrust and attempting to discredit anypony who suspects that the Changeling may not be who they claim to be, all while surrounding themselves in love and friendship, feeding on the unsuspecting ponies who care for them.

Changelings, at first glance, seem an almost impossible foe to overcome. Between their flight, limited magical ability, shapeshifting, and the ability to grow more powerful the longer they go unnoticed and feed, a Changeling poses a terrible threat to the wellbeing of everypony around them. However, the Changeling carries a few weaknesses which can help ponies overcome their myriad strengths.

First, a single Changeling, caught by itself, is physically unimpressive. Without the chance to grow stronger from feeding on love, a single Changeling poses little threat against brave ponies dedicated to stopping it. Additionally, due to the hive mentality of Changeling colonies, Changelings are usually not terribly bright, occasionally making obvious mistakes which could tip off the observant to their true nature.

Lastly, though a Changeling feeds primarily on love, they do not seem to truly understand it. To most Changelings, love is merely a source of food and power, not the powerful force it truly is. This lack of understanding leads to a dismissal of the power of love; a mistake which can, and has, cost Changelings an otherwise assured victory.

Cockatrice

Half-bird, half-reptile, and feared for its petrifying stare, the Cockatrice is a danger to any living creature who makes the mistake of looking into its eyes. Cockatrices largely inhabit the Everfree Forest--yet another reason to fear that peculiar place.

A Cockatrice has the head and upper body of a chicken, and the disproportionately large lower body of a snake. Even though the creature has small wings and feet resembling those of a chicken placed near the head, they serve little purpose; it is too heavy to fly, and the feet are lifted off of the ground by the snake body most of the time. The only way of telling apart a real chicken head and the head of a Cockatrice is its red, gleaming eyes (though this can be easily overlooked).
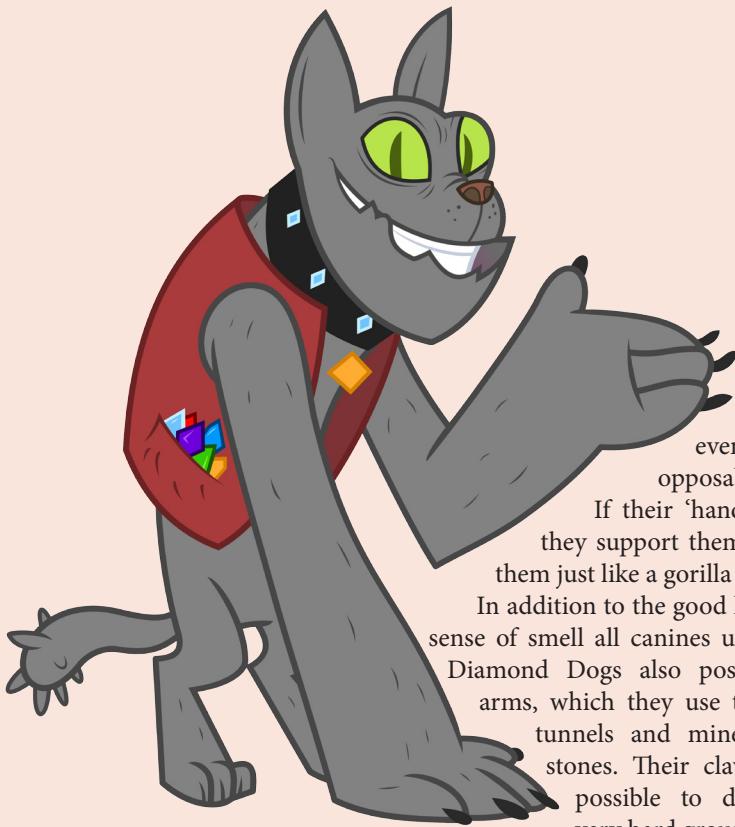
A Cockatrice's most distinctive and fearsome ability is, of course, its petri-fying stare. When an unfortunate creature looks into a Cockatrice's eyes, it turns to stone in a matter of seconds. Only the Cockatrice itself can break the curse, and convincing it to cooperate is not an easy task. Some believe that there are other ways, but if that's true, they are hidden in long-forgotten books.

A Cockatrice will hide in tall grass and bushes, only peeking out with its chicken head, and wait for a victim. If a creature that is too big or strong to qualify as a meal stumbles upon the snake-shaped beast, the Cockatrice will attempt to lock eyes with it and turn it into stone instead.

The stare of a Cockatrice is deadly, but it can be easily avoided by closing one's eyes or looking at the ground--provided, of course, that one noticed what it is they are dealing with. While it's not that easy to tell apart a normal chicken from a hiding Cockatrice, a thinking pony can easily notice the fake just by asking one simple question: "What is a single chicken doing in the Everfree Forest anyway?"

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Diamond Dog

Diamond Dogs are the gem-loving, dog-like creatures who live in complex tunnel systems they dig in the undergrounds of Equestria. While harming anypony isn't exactly one of their priorities, they won't hold back from any course of action which would help them attain their goals.

Big eyes, a huge mouth with very sharp teeth, and pointed ears are just some of a Diamond Dog's distinctive features. There are many races of Diamond Dog, but unlike ponies, the differences are purely cosmetic. Some are bigger, some are smaller, some are wider, some are slimmer, and their fur comes in a great variety of color, but all have one feature in common: long, muscular arms. Diamond Dogs walk in a semi-upright stance on their hind legs, and their front paws are adapted to grabbing things, even having opposable thumbs. If their 'hands' are free, they support themselves with them just like a gorilla would.

In addition to the good hearing and sense of smell all canines usually have, Diamond Dogs also possess strong arms, which they use to dig their tunnels and mine for gemstones. Their claws make it possible to dig through very hard ground and even split rocks.

Diamond Dogs love gems--not only their valuable namesake stones, but all sorts of gemstones. Be it sapphires, rubies, emeralds, or amethysts, the Diamond Dogs want them and will do anything to get them. To this end they mainly by creating extensive mines and excavations. They have no magic or supernatural senses with which to find them, so they often dig randomly or by instinct. If there were a better method available for finding their treasure, they would surely try to seize it.

Diamond dogs have sensitive ears, so a good way to scare them off is to make a lot of unbearable noises (whining in a high tone proves to be exceptionally effective). Also, Diamond Dogs would do anything to get their paws on gemstones, so they can be easily used as a diversion--like throwing a stick for a regular dog--if one is ready to sacrifice a gem or two.

Dragon

These legendary winged lizards come in many forms, and all of them are creatures to be feared. A single Dragon can endanger whole towns simply by snoring smoke. A particularly mighty Dragon could destroy a whole country if he had reason to, but thankfully, most adult Dragons mind their own business and are not hostile unless provoked.

Dragons differ in color, size, types of scales, and many other aspects. While a young Dragon can be smaller than a pony, when they grow up they can flatten whole buildings with a single stomp. While the shape and color of a Dragon's scales differ from Dragon to Dragon, mostly these features are inherited.

A Dragon's most evident advantage is their size and strength; there are only a few other living creatures that can match a Dragon's raw power. Most Dragons (with a few exceptions) have powerful wings which allow them to fly at great height and speed. Dragons are also fireproof; they can withstand the hottest flame and even swim in lava without any injury. Another deadly feature of a Dragon are its sturdy teeth, able to crush gemstones and even diamonds (the preferred diet of a Dragon) with ease.

Thankfully, most Dragons only care about sleeping and eating. Adult Dragons leave their families and search for a cave to live in, then begin to gather a hoard of treasure--mostly gold and gems. While the gems serve as a food source for the Dragon, why they also hoard gold is unknown; it's said that gold may be comfortable for a Dragon to sleep on--or perhaps they just like shiny things.

Dragons are fearsome beasts, and fighting them directly is a very bad idea. A whole army would be needed for such a feat, and even then it would be difficult to say the least. The best way to deal with a Dragon problem is to persuade or trick them into leaving or changing their ways.

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Fruitbat

Fruitbats are small, colorful flying mammals which feed on fruit the color of their own fur. While not really threatening, they can surely be a troublesome distraction if one crosses their path. There are several types of Fruitbats, each representing a color of the rainbow, and each type has its own unique features resembling a fruit, such as ears that look like leaves, or claws like twigs and sticks.

Unlike normal bats, Fruitbats can see well, and don't need to make use of echolocation. Their color perception is even better than most other animals. In addition, their size and low weight makes them quick and agile fliers; catching a Fruitbat would be hard even for the swiftest Pegasi.

Fruitbats live in fruit trees (or sometimes bushes) and usually only leave their hiding place when they get hungry. If the colorful Fruitbats get startled by something, a whole swarm may immediately take flight and either move to another location or just return at a later time. Fruitbats always fly in a certain pattern, forming a straight, wide line and naturally grouping according to color, the overall formation resembling a giant rainbow. They aren't vicious or aggressive, but they will throw themselves headlong at any food source they lay eyes on.

Fruitbats are not hostile, so the best option is just to avoid startling them in the first place; but if a swarm is on the horizon, the best option is just to hide beneath something or lay low on the ground. As long as somepony doesn't have fruit with them, the Fruibtats will likely leave them alone.

Hydra

A Hydra is a four-headed beast living near swamps and bogs. It is one of the more aggressive beasts, and will attack anypony as soon as it has the chance to.

A Hydra has four heads with very long necks on top of a big round body and a tail at its back. Brown-yellow scales cover its body from head to toe, and it has three pairs of red spikes on each head. It has two strong legs and no arms--though its multiple heads more than make up for that. The four heads, which act independently from one another, make the Hydra practically four enemies in one. The heads themselves are, in comparison to the clumsy lower body, quite agile, mainly because of their flexible necks.

Despite its enormous size, a Hydra can hide itself in the muddy waters of swamps so that only one head will stick out, but that much can be hard to notice due to its natural body color. Hydras sit most of the time hidden in their swamps and waiting for prey to come by. When any suitable prey is found, the Hydra will wait for the perfect time to strike and then try to take its victim by surprise. If that doesn't work, the Hydra will chase after its target. Even though all the heads share one stomach and it makes no difference which head actually devours the prey, the heads often compete against each other in catching it, as only one will actually get to taste it.

Everypony should be cautious when near swamps, because there is no better way to handle a Hydra than to not fight it in the first place. When engaged in battle with a Hydra, it's best to take advantage of the fact that the heads each act on their own and do not always get along. A good solution is to either tangle the heads with each other, or to provoke one of them to act against the others.

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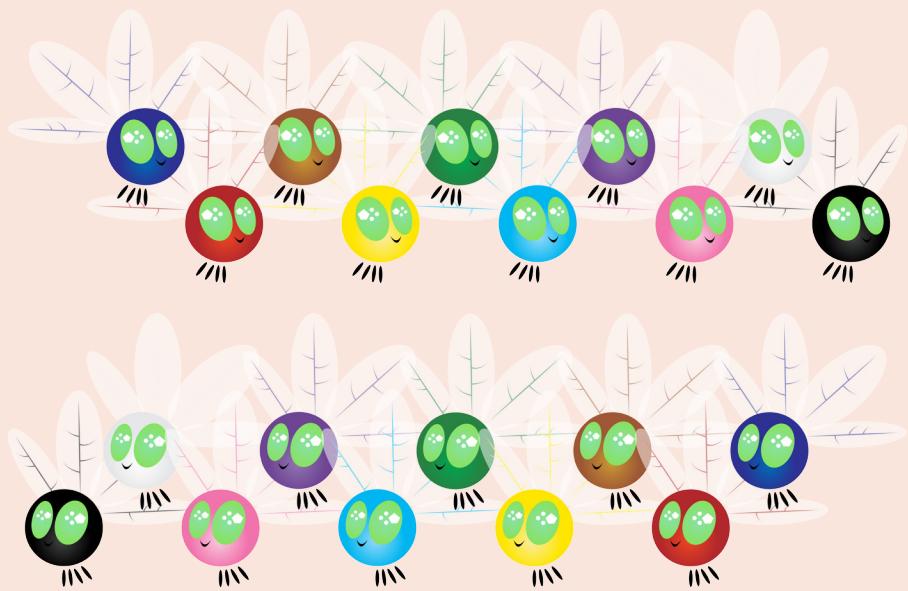
Manticore

One of the many wonders of the Everfree Forest, and easily one of the most dangerous ones, the Manticore is a hybrid of several animals' unique strengths and abilities. How such an unbelievable crossbreed came to be in the first place is a mystery.

A Manticore has the body of a lion, with large bat wings and a scorpion stinger at the end of a long tail. Its head also has the long, pointed ears of a bat. Its forelegs are much stronger than its hind legs, built more like those of a bear. Overall, a Manticore has a light yellow-brown coat of fur with a red mane. Its stinger, as well as the inside of its wings, are also red.

A Manticore has the strength of a lion, complete with its sharp teeth, which can easily break branches and bones. The stinger on its tail contains a potent paralyzing poison that can immobilize any foe smaller than the Manticore itself,

though it is far less effective on larger targets. Lastly, while a Manticore's batlike wings are too small to actually let the creature fly, they do allow it to jump higher and over longer distances than it would be able to otherwise.

For all their deadly advantages, Manticores are generally peaceful creatures by nature. They live in the forest and spent most of their time protecting their territory and their children or hunting for food. If a potential threat invades its territory, a Manticore will try to chase it away rather than take more drastic action; but if somepony just won't leave it alone, or endangers its young in any way, then it is more than capable of showing its true, fearsome power.

Parasprite

The Parasprite, not much more in appearance than a cute insect-winged ball with large eyes, may look harmless--but looks can be deceiving. Only a few know of their true destructive potential; if left unchecked, a swarm of Parasprites can strip a region of all its food in a relatively short span of time.

Parasprites look like colorful spheres roughly the size of a tennis ball, with two pairs of insectoid wings on their back and four very tiny legs. Both their bodies and their eyes vary in color from creature to creature; only their wings and legs are always the same (white and black, respectively). This, and the fact that they always seem to be smiling, makes them look cute and harmless--which often leads to making the mistake of taking them in and treating them as a pet.

The two most distinctive features of a Parasprite are their enormous appetite and their incredible rate of reproduction. A single Parasprite can easily devour a hundred times its own weight in food and subsequently replicate itself almost immediately. It's method of reproduction is quite unique (if more than a little disgusting): parasprites vomit a small fuzzy ball, roughly the size of their own bodies, which forms into a new, completely functional Parasprite after a few seconds.

A Parasprite's goals are simple: to eat as much as possible, as fast as possible, and then reproduce. While a single Parasprite may be practically harmless (as long as it's controlled), a swarm of the pesky little creatures can purge a village--or even a whole city--of everything edible in a matter of hours.

Parasprites are small, fast, and always growing in numbers. Trying to get rid of a swarm is very difficult, but there is at least one sure-fire method to do so. For some unknown reason, Parasprites respond to music. Any musically-skilled individual can control a swarm of Parasprites by playing the right tune. Whether it must be a specific song, or if any rhythmic song will do as long as it's played right, is unknown.

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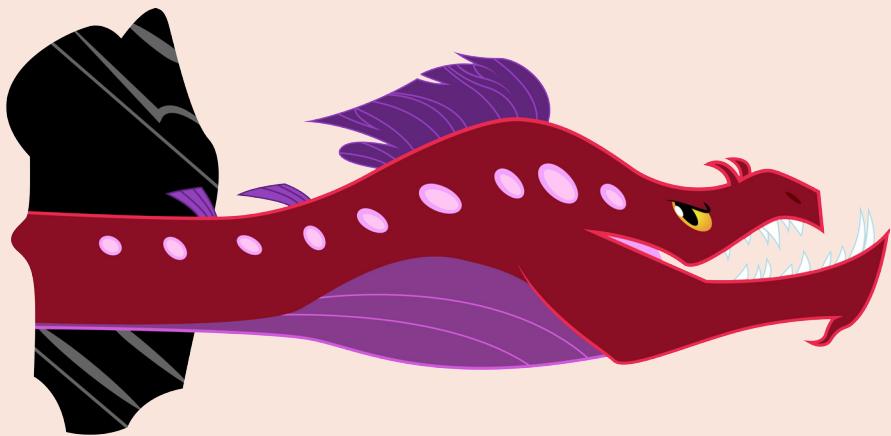
Phoenix

When healthy, a Phoenix is a large bird, slightly smaller than a pony, with resplendent, fire-like plumage. The chest feathers of a male Phoenix create a small flame-like pattern absent in the female, while the female has a series of three small antennae in place of a crest. Toward the end of a Phoenix's cycle of life, its feathers begin to molt, giving it a sickly, ragged appearance until it finally bursts into flame to renew itself and begin its next life.

The most famous ability of the Phoenix is this undying nature. When a Phoenix is ready to die, the bird immolates itself, leaving behind only ash. Soon after, however, the ash reconstitutes into a new, fully-grown Phoenix.

Additionally, a Phoenix has some limited control over fire. When enraged, a Phoenix's body and wings will catch fire, making them more threatening to predators. In addition, a Phoenix can emit a blinding light from its body, a tactic which it often uses to throw off pursuers.

Due to their immortal nature, Phoenixes possess a great deal of intellect garnered from their many, many years of life. While a fully-grown Phoenix is functionally immortal, a hatchling is not as resilient. Having not come into their magical abilities, nor lived long enough to accrue wisdom, Phoenix chicks need to be protected by their parents. Additionally, as a Phoenix's rebirth does not happen until adulthood, chicks are far more vulnerable to than their parents--though they are quick and agile even from an early age, and can often evade and confound predators. As such, Phoenixes guard their nests carefully from intruders, and chase away any who threaten them with their flaming wings. If pursued, a Phoenix will use its ability to create light to blind its pursuer and use the opportunity to escape. In general, Phoenixes are not aggressive; any hostile action a Phoenix takes is usually in self-defense or to protect somepony they care for.

Quarray Eel

Inhabiting the cracks in quarries, canyons, and other rocky places, Quarray Eels are a fearsome threat to any who would venture into places such as Ghastly Gorge.

A Quarray Eel is a massive beast, which hides its magenta body in the cracks of canyon walls. A large purple tuft of fin sits on top of the eel's head, and its mouth is lined with razor sharp teeth. A Quarray Eel has little in the way of abilities, save for its incredible strength and speed, given its massive size. The beast can erupt from out of a canyon wall with lightning precision, with only the most agile foe being able to escape its jaws.

The primary tactic of a Quarray Eel is to wait inside their holes, eagerly awaiting anything edible to wander into the range of the eel's bite. Quarray Eels fight like crocodiles, lashing out quickly from hiding, hoping to ensnare any prey before it leaves their range. If provoked, Quarray Eels fight to defend their homes, but rarely travel out of their holes. Their size leads them to be unlikely to be able to leave the cave they reside in; if potential prey can escape the range of the eel's body, there is not much more the eel can do but snap irritatedly at it. Quarray Eels also possess relatively low intelligence, making them fairly easy to outsmart.

Timber Wolf

Living in the Everfree Forest, Timber Wolves are canine beasts which hunt for weaker creatures in packs of five to ten individuals. Folk tales say that, because they share a strong connection to the trees around them, when these wooden wolves howl at the moon, the Zap Apple Harvest is coming.

Timberwolves look like piles of sticks and branches somehow brought to life; they are nearly twice the size of an adult pony (and even larger in their 'combined' form, explained later). Their long wooden snouts are filled with lines of sharp teeth which resemble small palisades inside their mouth, and right above them is a pair of sinister, dark yellow glowing eyes.

Despite their crude and ungraceful look, Timberwolves are very fast and dexterous beasts, able to outrun all but the swiftest prey. Like other types of wolves, Timberwolves have an outstanding sense of smell as well as hearing, and use both to hunt. However, perhaps their most powerful advantage is that they cannot be truly defeated except by fire. Even when smashed to pieces, a pack of Timberwolves are capable of reassem-

bling their individual bodies--or even combining into a single, massive Timberwolf.

Timberwolves resemble dry sticks and branches, which makes them hard to spot in the forest. A lying and/or hiding Timberwolf is almost impossible to distinguish from a pile of wood--a fact they often use to their advantage. A pack of Timberwolves will often hide in plain sight, waiting for the right moment to ambush their prey. If their first assault doesn't work, they will then pursue their prey up to the edge of their territory (and sometimes beyond). Combining their bodies to create a larger, composite Timberwolf is generally their last resort.

Due to their sensitive ears, Timberwolves are vulnerable to loud noises and will try to run away from them if not especially hungry or provoked; but what truly makes a Timberwolf panic (and could be called its one major weakness) is--for obvious reasons--fire. When confronted with fire, be it magical or mundane, even an entire pack of Timberwolves will scramble and try to escape as fast as possible, abandoning any attempt to catch the prey. Thus, while spending the night in the Everfree Forest (or any forest, for that matter), it is always wise to sleep near a campfire.

Ursa Minor

An Ursa Minor is a bear-shaped 'constellation beast,' one of only two types known to exist. It inhabits dark caves all around Equestria, most often somewhere deep in a forest. Even though an Ursa Minor is a powerful and terrifying creature, it is a young cub in comparison to its fully-grown counterpart, the Ursa Major.

Like all constellation beasts, an Ursa Minor looks like somepony cut a fragment of the night sky and shaped an animal out of it. They have a semi-transparent body with twinkling stars all over it, and can be a truly beautiful sight--at a distance. Some of the stars are bigger and brighter and form the constellation the beasts are named after. An Ursa Minor is huge; twice the height and width of an average house.

Like all beasts of great size, an Ursa Minor is very strong. It can crush a small building with its paw, and if given time and reason it could completely devastate a small village. The Ursa Minor is also very tough--mainly because of its sheer body mass.

Ursa Minors are technically young children, and as such they spend most of their time sleeping in the safety of their cave with their mother. They rarely leave their cave on their own, though they can easily be provoked into doing so. While wandering through a forest, it is more likely that travelers will come across an Ursa Major than an Ursa Minor (which is not necessarily a good thing).

Even though they are big and scary, Ursa Minors are essentially babies, and behave as such; they can be lulled to sleep by a soothing song, or easily distracted by anything they find interesting. Aggressive behaviour is strongly discouraged, for it only enrages an Ursa Minor more; even if it is driven off, it may call for its mother--and that's when the real trouble starts.

Ursa Major

Many tend to mistake an Ursa Minor for an Ursa Major; and it's no wonder--after all, when an Ursa Minor is so large it can smash a house with its paw, no-pony imagines there could be something even bigger.

The Ursa Majors are the true giants, some of them growing to the size of a castle. Their bodies look like a fragment of the night sky given form, complete with shining stars and the constellation which 'bears' their name, much like their younger counterparts. Their color is different from an Ursa Minor's, however, being closer to purple than blue.

An Ursa Major's size can reach the point where they could easily go paw-to-claw with a fully-grown dragon, and like those great reptiles, it would take a whole army to deal with such a beast's rampage. A single swipe of its paw could deal a mortal blow to the architecture of even a well-fortified castle, and an individual struck by such power would be instantly knocked unconscious (or, very probably, much worse). With their titanic size also comes incredible toughness, and in fact an Ursa Major wouldn't even notice most mundane attempts to harm it any more than a normal bear would notice the buzzing of flies.

Normally, Ursa Majors are quite passive (thank goodness); they are largely content to stay in their caves and take care of their cubs. This is their highest priority--even though their 'babies' are strong enough to defend themselves, if something were to happen to their young, an Ursa Major could get furious and go on a truly catastrophic rampage.

A rampaging Ursa Major will generally try to simply trample smaller creatures with their enormous paws; while even a single hit would be critical, the advantage smaller creatures have is their relative speed and ability to evade--after all, great size does not often come with great speed or agility. The probability that an Ursa Major will attack a given settlement is very low, but if it occurs, it's generally useless to stand and fight.

Windigo

Fierce spirits of hatred and cold from the dark ages of pony history, Windigoes are terrible beasts which thrive on conflict and sap the warmth, literally and figuratively, from the lands they haunt.

A Windigo is equine in appearance, taking the form of a large ghostly horse with a wispy tail of wind. The eyes of the beast glow with a pale, unearthly blue light which, along with their howl, can be the only way to identify them on a cold, winter's night.

The Windigo is famous for its ability to freeze the hearts of those in strife. A Windigo feeds on hatred and becomes more powerful by spreading anger and contention. Where Windigoes go, winter follows. Snow and ice cover the lands that Windigoes inhabit, killing off plant life and crops, causing famine, discontent, and unending winter. When Windigoes are near, they project an aura of unease, leading to arguments and brewing resentment in anypony affected by it. When somepony's heart is truly cold towards those around it, the Windigo's final attack begins. By freezing the heart of its victim, a Windigo can seal a pony forever in a block of ice, preserving their hatred as sustenance until the Windigo is destroyed or driven away from the area.

A Windigo is an incredibly dangerous foe, largely because of the subtlety of its actions and the self-absorbed nature of the hatred and anger they inspire; by the time most victims realize that something is wrong, it is often nearly too late to fight back. The weakness of a Windigo is found in friendship and compassion, however. A Windigo feeds on hatred, and can be repelled by camaraderie and warm feelings, particularly if the Fire of Friendship can be summoned. Cities all over Equestria typically hold Hearth's Warming Eve pageants in order to create the Fire of Friendship. This stands as both as a symbolic affirmation of their dedication to one another and as an ancient rite to ward away the threat of the Windigo. The more isolated areas of Equestria, however, particularly in the frozen north, are still sometimes vulnerable to the effects of these terrifying creatures.

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The Rogues' Gallery

In addition to having its fair share of dangerous creatures, Equestria is also home to several good old-fashioned villains, which can serve as adversaries in an Episode. Not all adversaries are grand and world-threatening, of course; some are smaller in scale, and not all of them are truly evil. This section contains information on some of the adversaries which characters in S3E might encounter.

Ahuizotl

Ahuizotl is a huge blue beast, dressed in Aztec decor. Two beady eyes peer out from the end of his snout where nostrils should be, and a prehensile tail topped with a strange humanoid hand waves eerily from behind his back.

Ahuizotl is a cunning beast, capable of sophisticated speech and devious traps. He is familiar with most lost places, and no remote jungle ruin is beyond his reach. Additionally, Ahuizotl has an impressive command of animals, often employing several fierce jungle cats (as well as house cats) to do his bidding.

Ahuizotl strives for riches and relics from a forgotten age, and finds that the easy way of acquiring such treasures is to take it from tired adventurers as they haul their prize back to civilization. After trailing these adventurers, Ahuizotl sets up ambushes outside dungeons and ruins, seeking to pillage any loot brought out of the place with his minions. Once the loot is secured, Ahuizotl cares little for the unfortunate souls he robbed, often leaving them at the mercy of the wilds or death traps left within the most dangerous ruins.

While Ahuizotl is cunning, strong, and stealthy, he has one notable weakness: Ahuizotl is in love with his own villainy. Whether it be precious time spent monologuing, leaving his minions to deal with enemies, or leaving defeated foes in unwatched, unattended, slowly moving traps, Ahuizotl is prone to classic Bond-villain levels of error. With a bit of skill, luck, and talent, an adventurer can outsmart Ahuizotl, or even escape from his traps to turn the tables.

Prince Blueblood

Prince Blueblood is a handsome white Unicorn with an expertly styled blond mane. He bears a compass rose as his Cutie Mark, possibly to represent his unerring stride. The stallion carries himself with a weight of royalty, where each move he makes is deliberate and chosen. The first thing almost anypony would notice about the prince is the effort put into making him look his best.

Prince Blueblood is powerful not because of personal strength, but because of station. Similarly, he is dangerous not from any sort of ill will, but rather a complete lack of social grace. Blueblood wields his title like a club, relying on the fact that nopony will call him out to make up for any lack of tact. This fear is fairly well-founded, as the prince is not afraid to use his significant political power to ruin any who would offend him, should their slight be egregious enough to rouse him from his life of leisure.

Normally, Blueblood doesn't possess much in the way of goals. After all, what does a pony need when he already has everything? However, Blueblood's habit of acting like a spoiled child may cause him to make enemies, or cause him to declare others as enemies if they have offended him in some way--even accidentally. Blueblood carries enough political power and influence to keep somepony who has offended him from setting hoof in Canterlot ever again, except for the exceptionally skilled in political maneuvering or somepony who has their own friends in high places.

Blueblood's biggest strength and his biggest weakness are one and the same: the fact that he wields far more clout than he can responsibly use. While trying to overcome the prince in a direct political showdown is nearly impossible, there are ways around his influence. For one, although nopony will directly acknowledge the prince's arrogance, ponies will be inclined to help take the prince down a peg--provided they won't be targeted for it.

Queen Chrysalis

In her true form, Chrysalis is a terrifying sight. The Changeling Queen looks much like a regular Changeling in appearance, with a strange mix of equine and insectoid features. A gnarled, fragile-looking black horn erupts from her forehead, and her legs and wings are riddled with holes, creating an off-putting appearance. Chrysalis' stringy green mane falls flat over her head, with large green eyes peering out from underneath.

Chrysalis possesses much the same power as her Changeling minions; shapeshifting, flight, magic, and the ability to feed on love. Any power a regular Changeling has, however, Chrysalis has a more powerful version. Of particular note is Chrysalis' ability to feed on love. When fully fed on a stream of love, Chrysalis is nigh-unstoppable, capable of toppling even Princess Celestia in direct magical combat.

Added to this is Chrysalis' outstanding aptitude for shapeshifting. While all Changelings can shapeshift, none can match the impeccable quality with which Chrysalis can assume the identities of others. Where the average Changeling can create a passable facade, Chrysalis creates a copy nearly indistinguishable from reality, capable of fooling even her target's closest companions.

In addition to the standard Changeling goal of feeding on love herself, Chrysalis possesses a motherly instinct to feed her hive's macabre hunger. To accomplish their goal, Chrysalis leads raids on civilizations ripe with love, subverting them and conquering them to be left as food supplies for her Changeling horde. Chrysalis often infiltrates a civilization, wearing away at its defenses while her hive waits on her signal. When the time is

right, Chrysalis releases the swarm, overrunning cities with a hunger to match the most ravenous Parasprite swarm.

Chrysalis' biggest strengths are her shapeshifting and her swarm, both of which must be handled in different and careful ways. Chrysalis' shapeshifting is almost impossible to notice. Almost. While her imitation is physically flawless, the Changeling Queen has been known to slip up on occasion, missing a cue that might lead to her unmasking (particularly if the victim of her impersonation if found).

As for the swarm, while Chrysalis herself has a keen mind for strategy, such advanced thinking is somewhat beyond the standard Changeling grunt, who is typically content to bash its head against a wall until the wall falls. Chrysalis also tends to get caught up in the thrill of conquest and victory, allowing subtle ponies to act without her noticing--an oversight that could easily cost her the battle and her meal.

Diamond Tiara & Silver Spoon

Diamond Tiara is a pink filly with a periwinkle and white striped mane, and a cutie mark of a crown like her namesake. Silver Spoon is a gray filly with white hair and similarly named with her cutie mark. The trait both of them share is the sense of arrogance and entitlement each one radiates. They are thus often encountered together.

Being young, school-age fillies, Diamond Tiara and Silver Spoon pose almost no threat to an adult pony; but to a foal, particularly a blank flank, the pair can be the most frightening part of any day. While physically unimpressive, these two fillies rule the school in Ponyville, and will make life miserable for anypony they think worthy of scorn (which usually includes anypony who doesn't bow down to them).
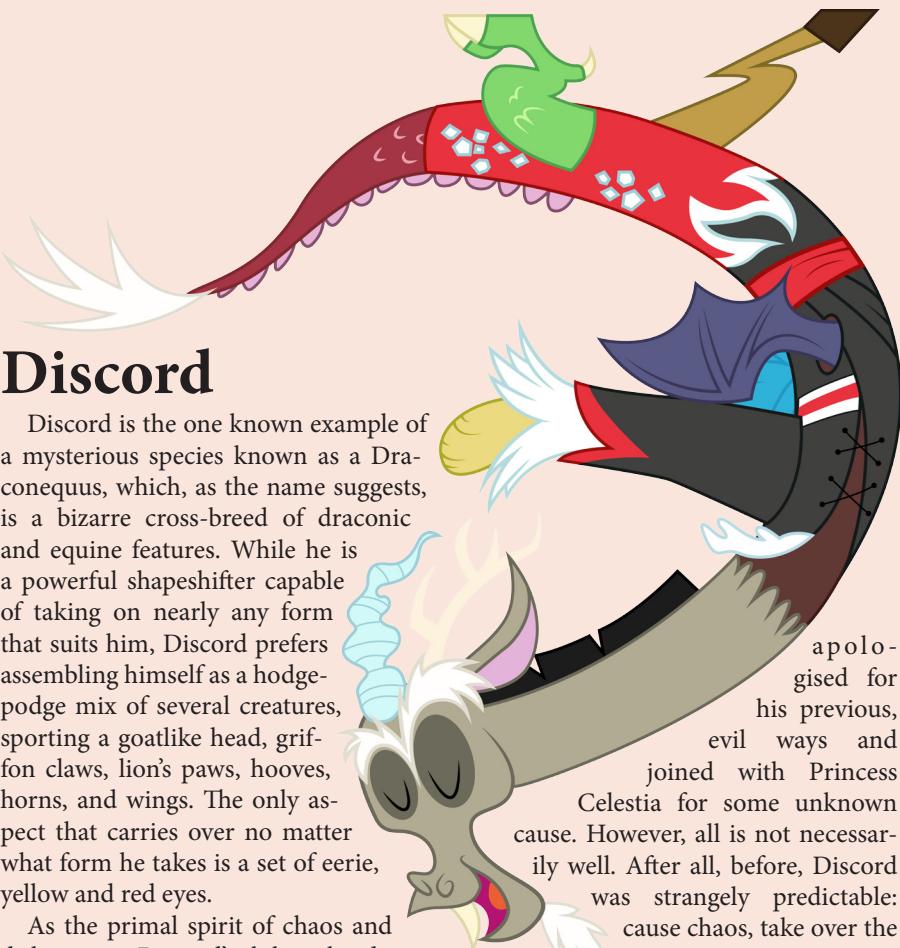
Diamond Tiara and Silver Spoon have very simple motives: tear down the self esteem of others in order to increase their own. They are nothing more than common schoolyard bullies, using manipulation and social pressure instead of brute force.

Diamond Tiara and Silver Spoon work differently depending on the age of those facing them. Against a group of young, school-age colts and fillies, the pair try to intimidate, scorn, and otherwise harass their way to getting whatever petty thing they want. As such, they can be defeated largely by standing up to them. By not letting themselves get pushed around, Diamond and Silver's victims gain strength.

For adults, it is an entirely different matter. While the pair--as mentioned--hold no sway outside the schoolyard, what power they hold there can leak disturbingly into the town at large. Whether it be a personal issue, such as a younger sibling or child coming home in tears and unwilling to go to school, or something far greater, such as an ill-conceived revenge attempt during a town parade, these two bullies carry a frighteningly large potential for causing disaster.

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Discord

Discord is the one known example of a mysterious species known as a Draconequus, which, as the name suggests, is a bizarre cross-breed of draconic and equine features. While he is a powerful shapeshifter capable of taking on nearly any form that suits him, Discord prefers assembling himself as a hodge-podge mix of several creatures, sporting a goatlike head, griffon claws, lion's paws, hooves, horns, and wings. The only aspect that carries over no matter what form he takes is a set of eerie, yellow and red eyes.

As the primal spirit of chaos and disharmony, Discord's abilities border on the omnipotent. The draconequus' talent for causing chaos is unmatched: animating objects, defying gravity, changing the weather in natural and unnatural ways, twisting the bodies and minds of animals, and even effortlessly controlling the sun and moon are only a small sample of his true power. In short, if it can cause chaos in any way, shape, or form, odds are Discord has a way of doing it.

Discord's main goals were to reclaim his hold on the world and reshape it back into its primal chaos. With his near limitless power and the ability to turn friends against each other by social and magical means, this would be a trifling task without the intervention of the Elements of Harmony. However, Discord's motives seem to have changed. He recently apologised for his previous, evil ways and joined with Princess Celestia for some unknown cause. However, all is not necessarily well. After all, before, Discord was strangely predictable: cause chaos, take over the world. Now that he no longer aims for that goal, he has become even more unnervingly chaotic. After all, where's the fun in making sense?

Discord's strength is seemingly unlimited, although he does carry a few weak points. First, the draconequus is a prideful creature, letting would-be opponents swing futilely at him before shooing them away. However, with the right magical punch from the right source, such as the Elements of Harmony, that one chance to strike might be all that's needed. Additionally, Discord has been known to take favor, and even show compassion, towards those who treat him with respect and kindness, and may just possibly be willing to put the needs of others above his own--for a little while, anyway.

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The Flim Flam Brothers

Flim and Flam are nearly identical Unicorn stallions, with only Flam's mustache and their different cutie marks to differentiate them. Both brothers have a yellow coat with red and white manes, often covered by straw hats and barbershop vests which give them a trustworthy, All-Equestrian look. Flim is clean shaven, with a green apple slice for a cutie mark, while Flam is mustachioed, with a red apple missing a slice for his mark.

The Flim Flam Brothers are consummate conponies, capable of turning a crowd to their cause with ease and trapping unwary ponies into shady deals and impossible-to-win competitions. More dangerous, however, is the twins' legitimate genius when it comes to magical technology, creating amazing magic-fueled marvels that could--in the right hooves--improve the lives of ponies everywhere. Unfortunately, the brothers' hooves are anything but the right ones.

The Flim Flam Brothers' goals are simple: ride into town, con some bits out of the population there, and get out be-fore anypony is the wiser. Typically, the pair will arrive with some new invention and a con to cut costs or get materials for the device for free. However, anything the brothers can soak from the town is fair game. If challenged, the brothers will gladly put their machine to the test, hoping to show the legitimacy of their invention.

The Flim Flam Brothers' greatest strength is their ability to work a crowd. Within minutes, the pair can get an entire town on their side, even rallying against one of their own. While most of this ability stems from Flim and Flam's excellent charisma and stage presence, a good portion comes from the legitimate impressiveness of their machines.

However, the brothers have a tendency to get overconfident with their machines, and should that confidence be shaken, the brothers crack under pressure. Fortunately, Flim and Flam know when the jig is up, and do not hesitate to make a swift exit (stage left) if the crowd turns against them.

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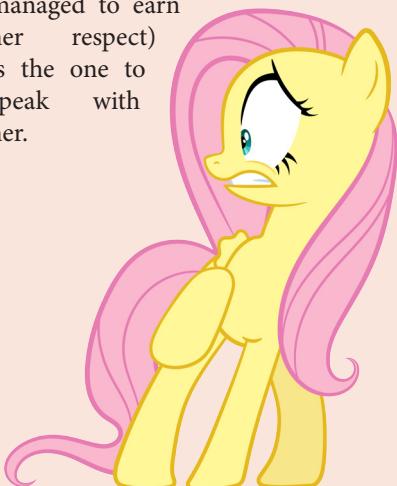
Gilda

Gilda appears as most griffons do, with an eagle's head planted on a lion's body and strong feathered wings growing from her back. Her eyes are fierce, and her beak betrays a confident, almost cocky, smirk. She is a skilled flyer, on par with Rainbow Dash. Beyond that, Gilda has all the talents most griffons do: sharp eyes and equally-sharp claws. Gilda is also known for her supreme confidence, a talent which helps her strongarm her way through the less charismatic.

Gilda's goals are simple: to get what she wants at any given time, stepping over whoever she needs to in order to reach it. Typically, she achieves this goal with bullying and intimidation, using her size, power, and raw charisma to cow whoever would stop her from taking what she wants, when she wants it.

Gilda possesses a unique combination of power and charisma that makes it very difficult for many ponies to stand up to her. However, this easy life makes Gilda somewhat complacent in her status as top dog. When a pony does stand up to her, Gilda is often unsure exactly how to proceed, short of more threats of violence. Additionally, Gilda does harbor some affection for Rainbow Dash as a friend, and might be able to see reason if Dash (or possibly anypony else who has managed to earn her respect) is the one to speak with her.

Nightmare Moon

Nightmare Moon is a tall, elegant black mare, with a slender frame concealed behind gleaming dark armor. A wispy mane infused with starlight flows through the top of her armored helm. Her eyes shine with a malevolent gleam, and each move she makes carries the weight of arrogance.

First and foremost, Nightmare Moon still holds the spirit of her true self, Princess Luna, within her. As such, Nightmare Moon possesses all the powers of her uncorrupted self, save for control over the Elements of Harmony. As an Alicorn, Nightmare Moon also possesses potent magical abilities, with significant control over all aspects of spellcasting.

Nightmare Moon is above all else haughty, and supremely confident in her ability to succeed. As such, she enjoys playing games with those who try and thwart her plans, attacking at range with her magic and avoiding direct confrontation until her enemies are upon her. If forced into a direct confrontation, Nightmare Moon prefers to fight her battles with social combat, using her own supreme confidence to sow the seeds of doubt in the minds of her enemies. Only when their wills are broken will Nightmare Moon resort to physical force.

Nightmare Moon is a powerful spellcaster, one of the most powerful in Equestria. Between her spells and the social graces learned from her time as royalty, Nightmare Moon is dangerous in both physical and social combat. To make matters worse, Nightmare Moon is an aspect of Princess Luna, and the mere fact of her existence removes Luna as a possible ally for dealing with the threat.

However, as the saying goes, the bigger they are, the harder they fall. Nightmare Moon's power has made her proud, and prone to making mistakes. Despite her power, Nightmare Moon flaunts her skills, preferring to play with her enemies for far longer than is tactically sound, and monologuing when she really should be dealing the finishing blow.

King Sombra

King Sombra's appearance varies, depending on his power. After being sealed away in antiquity, Sombra's form appears more as a sentient shadow than anything else. Should his power grow (with the weakening of the Crystal Heart), however, the ancient Unicorn king can take on a form closer to what he was in days gone by. In the past, Sombra was a large, dark grey Unicorn with a flowing black mane. His horn pulses with a malevolent red glow, occasionally crackling with ominous black lightning. On his back, Sombra wears a kingly red ermine-lined cape, paired with steel barding to protect him from any who would try and disrupt his rule again.

Sombra possesses every ounce of the magical ability one would expect of a millennia-old Unicorn king. He favors shadowy spells, making particular use of black crystals. In addition, Sombra's condition as a "living shadow" make him cloudy and insubstantial, not only allowing him to avoid most physical harm, but also to regenerate any part of himself that is severed from the whole.

Ever since his return, Sombra seeks only two things: to reclaim his rule over the world, and to enslave all who oppose him. Despite his megalomaniacal goals, however, Sombra still possesses a cunning mind. Sombra's favorite tactic is to set traps and defenses, ready to strike against anypony foolish enough to enter his realm. Sombra plays the long game, waiting for his enemy's strength to wane before surging forward with overwhelming force.

Any place already under Sombra's control is held with an iron hoof, with its inhabitants kept in a state of constant disenchantment and despair. Without hope or love, the captured populace has no chance of defeating the evil king without outside intervention.

Sombra is strongest when entrenched in his own territory, capable of laying traps to wear down the strength of those who would oppose him. Furthermore, Sombra's powers of regeneration make him nearly impossible to defeat without a powerful source of magic such as the Elements of Harmony or the Crystal Heart.

"The Great And Powerful" Trixie Lulamoon

Trixie is a young blue Unicorn mare with long, silver hair. Her cutie mark, a wand crossing a cape in the shape of a crescent moon, is often covered by her favorite purple, star pattern cloak. Finishing her outfit is a large, impressive wizard's hat which matches the cloak.

Trixie is a skilled spellcaster (although not as skilled as she would have you believe). By combining spell effects in creative ways, Trixie possesses the unique skill of appearing as a highly competent caster. In truth, most of the magic she is capable of performing turns out to be no more powerful than a parlor trick, however visually impressive it looks.

Trixie's more subtle, and more dangerous, ability lies in her talent for working a crowd. She may be a liar and a braggart, but there's no denying a certain level of charm she possesses, a force of personality which draws crowds and fans to her wherever she goes. Her showboating ways may annoy some, but at the very least, they draw an impressive crowd.

Trixie's goals are simple and straightforward: amass fame and fortune to match her "astounding" abilities. She travels from place to place in her cart, putting on a show, charming the ponies of the town, and getting out of town before anypony can realize her game. Wherever she is, she attempts to spread rumors about herself in order to increase her renown. If confronted, Trixie will typically challenge those opposing her to a game and attempt to use magic in whatever way will show up her opponent in front of the crowd. If defeated, Trixie will pack up quickly, mending her pride and convincing herself that she is still the greatest and most powerful in all of Equestria.

Trixie's greatest strength, as has been already mentioned, is her magical skill, particularly at deception. When performing, Trixie's deceptions allow her to appear to have a much wider range of power than she really has, which is useful for impressing spectators and intimidating "Neighsayers."

Additionally, Trixie's magnetic personality pulls other ponies to her out of admiration, and an encounter with Trixie usually means an encounter with her fanbase as well. However, these fans are frequently more trouble than they're really worth.

Premade Episodes

"I like helpin' the pony folks... an' stuff..."
~ Applejack

Premade Episode Overview

This chapter contains three premade Episodes which are ready to play; a CMC-style Episode, a Slice Of Life-style Episode, and an Adventure-style Episode. These premade Episodes serve two purposes: first, they can provide content for a game group and help a new group get into the style of S3E. Secondly, they are written in different themes and styles, with different emphasis between them, to show not only that creating an Episode for S3E can be done in several ways according to your personal tastes, but also that given Episodes can have very different themes and structures of organization and still work.

Frights And Nightmare Nights

A Canon-themed Cutie Mark Crusader-style Episode suitable for beginner players and characters of Youth tier. Created and written by Emerald Dusk.

The Intro

"It's Nightmare Night in Ponyville! The full moon rises ominously in the sky as you all meet outside Sugar Cube Corner. Ponies in all manner of costumes pass on by, as other groups of foals travel from house to house, collecting candy. Several games have been set up in the town square. Some groups of ponies head into the Everfree Forest, where Zecora the Zebra has been telling a new version of the tale of Nightmare Moon."

At this point, the PCs are free to decide exactly what they want to do. Friendly neighbors hand out candy at houses, and the PCs are encouraged to get some candy that they can leave as an offering to Nightmare Moon later on. In the square, several games and events are set up.

The Village Square

"The square is filled with events set up for Nightmare Night. The air is filled with dance music, played by a live band on a stage set up to one side of the square. Filling the rest of the square are several games being run by Applejack, who is currently dressed as a pumpkin. Over by the band, a sign advertises a dance contest, set to be starting soon."

The games available to play are the Spider Toss (a Throwing Task, Difficulty 10 to hit the web), Pumpkin Chunkin' (an Artillery Task, Difficulty 10 to work out the angle on the catapult) and Bobbing for Apples, (no roll needed, as the player gets an apple eventually.) If the PCs win at any of the games, they receive a bit of extra candy from Applejack.

The Dance Contest

If the PCs choose to participate in the dance contest, they find themselves competing against a few other ponies in groups of three. The contest itself is an opposed Dancing Task (choose the participant with the highest Heart, with the other two contributing a Harmony bonus), with the highest group winning the contest. Feel free to give out extra bonuses to the group if they give a good description of their performance. The other two teams have an effective Dancing score of +5 and +7, including Harmony bonuses. The group sizes, and consequently the scores, may be altered to accommodate larger or smaller parties. Each member of the winning team is given a shiny gold medal for the contest.

Rainbow Dash

Flying around the town square is Rainbow Dash, dressed as a Changeling, who is playing pranks and scaring ponies, as usual for Nightmare Night. If Dash sneaks up on the PCs, she'll attempt to scare them. Have the players make a Discipline roll against Dash's Thunderclap. (Difficulty 12). On a success, the character is slightly startled by the loud noise, but otherwise unaffected. On a failure, the character is scared by the thunder, and loses 1d6 points of Willpower.

Scared Friends

At some point while the players are enjoying the different events during the night, several scared ponies, classmates of theirs from school, run up to them.

"A monster!"
"A ghost!"
"A ghost of a monster!"

The foals tell the PCs about a monster of some kind lurking in the Everfree Forest. When asked about the monster, the first will reply "It was a manticore!" to which the second will reply "No, it was a medusa!" The third chiming in "You're both wrong, it was a chimera!" All three of them are right, and wrong. For more information, see "The Monster" below. Right now, the goal is to set the scene for the encounter with the monster later on.

Zecora, The Everfree Forest, And The Mantichimera

Eventually, whether to investigate the monster or to visit Zecora, the party will want to travel to the Everfree Forest. Pinkie Pie, dressed again as a chicken, is guiding a group of foals through the group, or the party can choose to go by themselves.

The Monster: About halfway down the path from Ponyville to the statue of Nightmare Moon, the group is attacked by a strange and terrible creature.

"A terrible monster jumps out of the bushes, surrounded in a strange, green smoke. The beast has the body of a lion, with a scorpion's tail, much like a manticore. Unlike a manticore, however, the lion's mane is made up of a writhing mass of snakes. Additionally, two other heads, a goat and a dragon head, spring out from either side of the lion's head. As it emerges, all three heads give off a fearsome roar!"

The party must make a Discipline check to resist the monster's roar. If traveling with Pinkie and her group, Pinkie and the other foals traveling with her will flee immediately. The chaos and confusion add to the fright (Difficulty 13). On a failed roll, a character takes 3d6 Willpower damage, and still takes half even on a successful roll.

After the initial shock, the party has a chance to strike back against the monster, aid others in the group who may have been sidelined by the monster's roar, or any other task they feel is appropriate. On its turn, the monster will

try to frighten the party, growing more fierce each round for three rounds or so, at which point it will vanish. The beast itself is an illusion, caused by a young Unicorn colt named Spooky Shivers hiding in the bushes, and any physical interaction with it will dispel it. Should the party avoid being routed for three rounds, or dispel the monster, Spooky will retreat back into the forest to avoid being found. Where the story progresses from here depends on how the party did fighting the monster.

Routed: If the entire party's Willpower was Sidelined by the monster, they drop everything they were holding, including their candy, and flee back into town. Back in the town square, the group has the opportunity to rest and regain a bit of Willpower from their ordeal, and make a new plan. If the group is stuck, offer Rainbow Dash's assistance:

"Hey, squirts. You guys look pretty shocked, even for Nightmare Night. You see a ghost, or something?"

Dash eventually agrees to come along with the party back to where they found the monster. In the clearing, they find that all their candy is gone, and can investigate the scene.

Victory: Should the monster be dispelled, whether by Spooky retreating or physical interaction, the party is free to do a few things. First off, if the group doesn't investigate the cause of the monster, and simply goes on claiming they defeated it, soon enough new reports of the monster returning to terrorize ponies start coming up, putting the party back on square one. The party can investigate the area, and a good check (Investigation Difficulty 10) will uncover hoofprints in the mud off the beaten path, as well as a trail of candy leading through the forest. Following this trail leads to Spooky's cave.

Zecora: If the monster is defeated, the party can ask Zecora for help. When the monster is described to her, Zecora is skeptical. She claims she has never seen a monster quite like that before, and chalks it up to childish imagination (which, to be fair, it is). Given a bit of convincing (Persuasion Difficulty 13), Zecora will admit that perhaps the monster is something she just hasn't seen. If the green smoke, or the monster's sudden disappearance is mentioned, however, Zecora is a bit more keen on the situation. She shows the party an illusion of Nightmare Moon, using her own magic, which carries the same strange green smoke. She tells the PCs that the monster is an illusion, which means that somewhere nearby, there must be an illusionist.

Spooky's Cave: After following the trail of candy, the party reaches a cave on the other side of a small ravine. Getting across the ravine is a relatively simple task, resolved in whatever way the PCs see fit (jumping, making a log bridge, vine swing, etc.)

"As you approach the cave, you are startled by the sudden rush of bats fluttering out of the mouth of the cave. Peering in, you see only darkness, even with the light of the full moon shining down into the maw of the earth in front of you."

The darkness in the cave is magical, to mask Spooky's lair from anyone who comes snooping around. When Spooky hears the party coming through the cave, he hides behind some rocks and conjures up another illusion to try and scare the party from the darkness. Just like Spooky's other illusions, however, this one can be dispelled by physical interaction, and if the party was able to defeat the first illusion, they receive a bonus die, as if they had an appropriate Tool, on their Discipline rolls to resist fear. Once the party makes their way through the

darkness, they are met with the following sight:

"The darkness gives way suddenly to the light of a small lantern perched upon a rock. Scattered around the cave are several bags of candy, much more than a single pony could eat. Two books, "Creatures of the Everfree Forest" and "Old Mares' Tales: Scary Stories to Tell by the Light of the Moon" sit open by the lantern."

This area is Spooky's lair, where he set up shop to hoard the candy he had been collecting from all the ponies he had scared on the road. Should the party make it this far, Spooky realizes that the jig is up, and surrenders. He explains himself, and the party is free to take Spooky, and the candy back and return it to its rightful owners.

Spooky's Story

A week or so ago, Spooky Shivers discovered his Cutie Mark, a ghost representing his skill in scaring ponies. One day, he plans to become a famous horror movie director in Applewood, but until then, there's Nightmare Night, and all the candy that comes with it.

Spooky realized that he could use his talent on Nightmare Night to get huge amounts of candy by scaring it off of all the other foals. Setting up shop on the path to Nightmare Moon's statue, a path he knew would be busy with foals taking candy offerings, Spooky conjured up his illusions whenever a group walked by with candy, and once they had run off, took the candy back to this cave to hide.

Zecora's Tale

Gather round, children, and learn of a tale
Of how even the mightiest sometimes can fail.
Long ago, the princess of the moon,
Decided to play by her own tune.
Banished was she for one thousand years
A millennium filled with her rage and her tears.
When she returned from her banishment once centuries past
She found that the customs had changed, and changed fast.
She'd become a figure of fear and derision
And so she decided to make a revision.
She took up some fangs, and illusions and more,
To set about scaring ponies who stepped out their door.
So beware, for fair Luna yet lurks in the night
To fill you with fear on this dark Nightmare Night.

Rodeo And Lariette

A Fanfiction-themed Slice Of Life-style Episode suitable for intermediate players and characters of Adult tier. Created and written by Emerald Dusk.

The Intro

"The normally urbane city of Canterlot bustles with country flair as cowponies from all over Equestria arrive for the Equestrian Rodeo Competition. The high class fashions the city is usually known for have been swapped out for Stetsons and leather boots. For your own reasons, you have found your way to Canterlot Coliseum, the center of the chaotic country western show.

The Coliseum is filled with ponies, all working on various tasks to prepare for the coming championship. A line has already formed at the registration booth just outside the stadium's entrance, and several food carts are set up around the walkway leading in, each selling different, but uniformly delicious-looking, fare."

Each of the PCs should have some reason for attending the competition; selling goods or food at the event, watching a friend or family member compete, competing themselves in the competition, or just being there to spectate are all viable reasons, as well as any other logical explanation.

As soon as the group arrives at the gates, the immediate things to do are to visit the various stalls set up in the plaza and sign up for the Rodeo.

The Stalls

The plaza outside the Coliseum is loaded down with stalls selling different items and equipments. Quality ropes, spurs, and other tools for wrangling are available at one, delicious foodstuffs are available at several others, from apples to cherries to pies to fritters and an almost uncountable amount of other food stalls. From one stall, a set of shrill young voices cry out for customers.

Cutie Mark Crusader Culinary Cart Clerks!

Should the party investigate the voices, they will quickly discover that the CMC have set up shop in the Apple family's stall, trying to sell a host of different apple-related dishes. If pressed on why they are running the shop, as opposed to anyone else, Apple Bloom cheerfully explains that AJ is off on some important business for the Princess (if AJ isn't one of the PCs, that is), and that Big Mac is competing in the Championship in her place/alongside her. With Granny unable to make the train ride to Canterlot, that leaves Applebloom and her friends to

work the stall.

The CMC can be a valuable ally to parties who ask for their help. The three will travel around the Rodeo in shifts, performing whatever minor tasks the group asks them to do, usually yelling some variation of "CUTIE MARK CRUSADERS WHATEVER OUR JOB IS!" before running off. The CMC will succeed at any mundane, easy task, but asking anything complicated or specific of them, such as setting a trap, will most likely fail in a humorous way--somehow involving tree sap.

The Mountagues And The Canterlets

After the party has had some time to acquaint themselves with the Rodeo Grounds, the party hears several loud, angry voices, and notice a small crowd gathering around the registration booth. At the center of the crowd, the party finds the source of the yelling; two families, one of Earth Ponies, one of Unicorns. Face to face between the two families (the Mountagues and the Canterlets), heads nearly locked, are two middle aged stallions seemingly leading the argument.

"Our family's business is precisely as legitimate as yours!" The Unicorn stallion yells.

"Please. You highfalutin' Unicorn fancies don't know anythin' about real ranchin." The Earth Pony stallion replies.

The two families keep arguing until they are broken up by either the PCs, or Calamity Mane. Calamity is running the Rodeo this year, and is in no mood to deal with the feuding families. Both the Mountagues and the Canterlets sulk off shortly after. (A DC 20 Observation check notes that two young ponies, a colt among the Mountagues, and a filly with the Canterlets, seem a bit less enthused about the fight as the others of their family). Calamity can answer any questions the PCs might have about the two families, as well as the Rodeo in general.

Who were those ponies?
"Those families were the Mountagues and the Canterlets, also known as the biggest pain in mah flank since I started runnin' this competition. See, the Canterlets come from a pretty well-to-do family here in Canterlot, and they raise sheep and the like for high quality fabric to sell in the city. The Mountagues, on the other hand, see this as some sort of insult to the Earth Pony Way of doin' things, and ain't exactly happy with some Unicorns comin' in and competin' against 'em with magic."

What about the foals?
"Well, the colt's Rodeo, the Mountagues' youngest. It's his first year competin' in the Championship. As for the filly, that's Lariette, the Canterlets' youngest. Magic or no, she's the one to watch when it comes to a rope."

What are the rules of the Rodeo?
"The Championship is goin' te be run over the next three days, with three events each day. Whoever's got the most blue ribbons after the three days' events will be crowned Equestria Rodeo Champeen. Easy as fallin' off a log."

What sort of events can we expect?
"Well, I can't give too much away, but there'll be the usual; Bull Ridin', ropin', racin', as well as a few other special events."

The First Day's Events

That afternoon, the first day of the Rodeo events begins with the Hurdles, the Hay Throw, and the Wrangling Competition.

Participating in the tournament, other than any PC who wishes to join, are:

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Rodeo Mountague
Lariette Canterlet
Big Macintosh (if not a PC)
"Wild" Bull Hickok
Sawdust
Brawny Boulder
Cherry Cobbler

Their modifers for each event will be listed at the bottom of the event, although GMs are encouraged to modify these numbers or add new contestants as they see fit.

Hurdles

The outer edge of the Coliseum is lined with hurdles and small ditches. The contestants line up at a starting line, where Calamity Mane stands with a large bell. "Three Laps around!" Calamity shouts into a loudspeaker as the contestants finish lining up. "Five second penalty for each hurdle missed! That clear? Good. Three! Two! One! GO!"

Each lap of the race requires two Athletics checks, one flat Leaping roll of 15 to clear the hurdles successfully, and one competitive Running roll against the other contestants to determine who is in the lead. If a contestant doesn't clear the hurdles, the penalty sets them back 1 point from their final lap score for each number under the DC 15 required to clear the hurdles. (For example, Big Macintosh rolls only a 12 on his Athletics check to clear the hurdles, and a 17 on his Athletics check for the lap. Meanwhile, Rodeo rolls a 16 on his roll to clear the hurdles, but only a 14 for the lap. Big Mac's penalties, however, bring his speed down to 14, neck and neck with Rodeo.)

Rodeo: +5 Leaping, +6 Running
Lariette: +6 Leaping, +5 Running
Big Mac: +4 Leaping, +7 Running
"Wild" Bull: +3 Leaping, +8 Running
Sawdust: +4 Leaping, +5 Running
Brawny: +5 Leaping, +6 Running
Cherry: +6 Leaping, +5 Running

Hay Throw

Several tightly bound bales of hay line the edge of the center field, on the edge of a ruled line. "Each contestant gets two throws!" Jane shouts into her loudspeaker. "Furthest throw wins the gold!"

The Hay Throw is probably the most straightforward contest in the Championship, but also one of the ones most likely to start a fight. Each contestant gets two chances to throw the hay bale as far as they can, using a competitive Throwing check. Lariette, however, takes a different approach: using her control over ropes, Lariette uses her magic to telekinetically throw her bales, (adding her Talented racial trait into her throwing scores.) This use of magic, in the Mountague's eyes at least, constitutes cheating, and the family will raise a massive fuss after the event is completed, especially if Lariette wins.

Rodeo: +6 Throwing
Lariette: +10 Spellcasting
Big Macintosh: +7 Throwing
"Wild" Bull Hickok: +6 Throwing
Sawdust: +5 Throwing
Brawny Boulder: +6 Throwing
Cherry Cobbler: +5 Throwing

Bull Riding

As the sun begins to set on the first day of the competition, the coliseum has been converted into an arena. The marking lines from the Hay Throw have been stripped away, and a powerful-looking bull waits in a small corral made out of one of the arena's entrances. Calamity sits in an observation box on the edge of the arena, speaking once more into her loudspeaker. "Whoever can keep themselves on ol' Durham there longest without gettin' bucked wins the gold!"

Each round, Durham's bucking gets more intense, hoping to knock off each

contestant. For every three seconds on the bull, the rider must make either a Balance check or a Riding check in order to stay on his back. On the first check, the DC is 12. Every three seconds, the DC increases by 1 until the rider is unseated. If two or more contestants last until the same round, the highest result denotes closer times. (For example, Rodeo and Big Mac both last 4 rounds against Durham. Rodeo's last Riding check was a 17, while Big Mac's last Balance check was a 15. The end result was that Rodeo stayed on for 13 seconds, while Big Mac stayed on for 12 seconds).

> *Rodeo:* +8 Balance / Riding
> *Lariette:* +8 Balance / Riding
> *Big Macintosh:* +6 Balance / Riding
> *"Wild" Bull:* +6 Balance / Riding
> *Sawdust:* +8 Balance / Riding
> *Brawny Boulder:* +7 Balance / Riding
> *Cherry Cobbler:* +7 Balance / Riding

After The First Day's Events

Almost immediately after the first day's events end, another ruckus breaks out between the Mountagues and the Canterlets. While the families are arguing about Lariette's use of magic during the Hay Throw, have the PCs make an Observation check at Difficulty 18. If successful, the PC notices a bit of non-verbal communication from Lariette to Rodeo. At Non-Verbal Difficulty 23, the PC picks up the gist of it: "Meet me tonight in the Coliseum basement."

The First Night

Allow the PCs some free time to do whatever they please after the first day of the competition. At some point during the night, however, A DC 14 Observation check notices Rodeo sneaking off during the night. If Rodeo is confronted, he'll make some minor excuse, going to the outhouse, getting a drink, etc, and scurry off. If followed, Rodeo heads to the basement of the Coliseum, once he's

sure no one is following him. Waiting for him there is Lariette, eager to see him again. As long as the PCs don't make themselves known, the pair spend about an hour being together, complementing each other on their performances during the competition, being lovey-dovey, etc, before splitting up with a kiss and returning to their families' camps. If confronted when together, Rodeo looks panickedly at the PCs and begs them not to tell their parents. The pair explains their situation and once again pleads for secrecy.

The Lovers' Story

The Mountagues and the Canterlets have been feuding for generations, and so the young Rodeo and Lariette had been meeting in secret for the last several years. They met at the Championship about 5 years ago as a complete accident. Both had been playing under the bleachers of the arena, down in the basements, when they met. Each year since, while their families fought in the coliseum above, the pair would meet each night in the basement to spend time with their forbidden friend. Eventually, romance blossomed between the two. (Something about the forbidden nature of the relationship, mixed with a hint of teenage rebellion, they think--although Rodeo quickly amends his answer to include Lariette's beauty and wit.) The pair now find themselves in a tricky situation. They would love to get married, with Rodeo living on the Canterlet's ranch as a cowpony. Their families, however, would never allow that. The Mountagues would never accept their son living with their hated enemies, the Canterlets would never let an "enemy agent" live on their property, and both families would balk at the concept of marriage. As it stands, the mere mention of the lovers' plight to their parents would be tantamount to a declaration of war.

What the PCs intend to do with this information is up to them, although as

the lovers point out, their families would riot in the streets if the lovers' secret was exposed. The best course of action would be to sit on the information until an opportunity presents itself.

The Second Day's Events: Roping

As soon as the morning's competitions start, the first event, the Roping competition, is already set up. Three moving targets are set up in increasing distances from the start line, at increasing intervals. Each contestant, Calamity explains through her bullhorn, will receive two attempts to rope each target. The closest target is worth 1 point (DC 10), the middle target is worth 3 points (DC 15), and the farthest target is worth 5 (DC 20).

Rodeo: +5 Rope Tricks
Lariette: +16 Spellcasting
Big Macintosh: +7 Rope Tricks
"Wild" Bull Hickok: +6 Rope Tricks
Sawdust: +5 Rope Tricks
Brawny Boulder: +3 Rope Tricks
Cherry Cobbler: +6 Rope Tricks

If Lariette wins the contest, (which she likely will, given her gift with ropes), the Mountagues will nearly rebel at the prospect of Unicorn magic being used to "cheat" in the contest. Lariette will offer to do the event without use of magic (which will reduce her bonus to +7, without the aid of her Talented racial ability--still enough to be more than competent.) Regardless of the outcome of the scuffle, both families will be on edge for the rest of the day, a situation which can quickly escalate if the PCs don't act.

Hoof Wrestling

At the beginning of the second event of the day, each contestant is lined up on either side of a long table in the middle of the Coliseum grounds for the Hoof Wrestling competition. The rules, from a mechanics perspective, are simple: both

contestants make opposed Weightlifting rolls until one wins three times. The winner goes on to face the next pony in the bracket.

Bracket A
Rodeo: Weightlifting +2, versus
Lariette: Weightlifting +4
(Lariette will win this match)

Big Mac: Weightlifting +8 versus
"Wild" Bull: Weightlifting +9

Bracket B
Sawdust: Weightlifting +5 versus
Brawny Boulder: Weightlifting +6

Cherry: Weightlifting +4 versus
The PC: Weightlifting (+X)

If more than one PC is competing, arrange extra matches or buys as needed. Either way, notice that Rodeo and Lariette must face each other, and Lariette will win. Perceptive PCs will note that Rodeo looks distracted by his choice in opponent, and his family sees it as well. After their match, the Mountagues will begin complaining again that the "Canterlet floozy" is trying to seduce their son.

Pie Eating

The third event of the day is the pie eating contest, which never truly gets underway. Calamity yells into her microphone at the start of the match:

"A Champeen's gotta have a steady eye, a straight shot, and a strong hoof. But that doesn't mean they can't pack away the pie, too! Whoever eats the most pies in 15 minutes, wins! And of course, no hooves! Or horns!"

The PCs note that both Rodeo and Lariette are missing during the event, and that the pair's fathers have taken their places. The contest, as scheduled,

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would be determined by a series of three Gourmet checks, with every 10 points of the total roll representing one full pie. However, the contest never reaches its conclusion. About 5 minutes into the competition (after the first roll is made,) the contest is thrown into shambles. Either Mountague or Canterlet, whoever is further behind at the moment, makes an impulsive decision, and throws one of the cherry pies at the other. The other angry stallion returns fire, tables are flipped, more contestants get involved, and the conflict escalates to a full-scale pie fight if the PCs don't intervene (that said, they may not want to stop the commotion... hint-hint, if anyone's playing Pinkie Pie...).

After about 3 rounds of fighting, Calamity Mane steps out onto the field, trying to calm the scene, and promptly getting hit with pies from both sides. When the pies run out one round later, Calamity is furious, ejecting both Mountague and Canterlet from the competition, and allowing only Rodeo and Lariette to compete in the final days' events. Any more funny business from either side, and both families are banned from the Championship forever.

Mountague: +2 Gourmet
Canterlet: +2 Gourmet
Big Macintosh: +3 Gourmet
"Wild" Bull Hickok: +3 Gourmet
Sawdust: +5 Gourmet
Brawny Boulder: +2 Gourmet
Cherry Cobbler: +7 Gourmet

The Second Night

The second night is largely a time for PC investigation, setting up the events of the next day, and an attempt for the PCs to learn enough information to avert tragedy. Listed here are all the events that happen on the second night that PCs might stumble across during their downtime:

Several events go on the second night, and it's largely up to the PCs to do a little investigation work to figure out what's going on before things get out of hand in the final day's events. If the PCs don't initially want to get involved with investigation, give them a few hooks to maybe catch their interest. Tybit and Mountague may be caught sneaking about the rodeo grounds at dusk, yelling may be heard from the Canterlet camp, and so on. Don't railroad the PCs into investigating, but know that a lack of info now can lead to a much harder time later.

Grounded Lovebirds

Both Rodeo and Lariette have been completely forbidden from wandering the fairgrounds that night, which leads to an argument between Lariette and her father regarding the place of a young filly in her family, and a young mare's place in the world at large. Rodeo however is more reserved, as he sits plaintively by his family's campfire. If he spots one of the PCs, he surreptitiously calls one of them over, (preferably a PC who was caught in the crossfire during the pie fight earlier). Under the pretense of apologising for his family's behavior in the arena, he hands the PC a letter marked for Lariette with a pleading glance.

Rodeo's Letter

My dearest Lariette,

I can't stand the pressure of this anymore; the constant fighting, the constant pressure of keeping our love a secret. Please, for the good of us both, let us end this feud tomorrow. After the Championship is over, once we get a free moment, let us ensure that, regardless who wins the tournament, we win the day. Run away with me, Lariette. Leave behind all this senseless fighting. I have enough stashed away to get us to Hollow Shades, and my friend Marecutio can help us out from

there. Meet me at the train station at dusk, and we'll seek our own destinies, rather than being tied to one of pointless fighting.

Your beloved,
Rodeo

What the PCs do with this letter is ultimately up to them, although delivering the letter to Lariette is the ideal choice. Alternatively, the letter could be used to leverage either the Mountagues or the Canterlets. It's a Daunting Challenge to get either family to budge, although the letter counts as an Appropriate Tool for any checks made to convince the families to stop fighting, at least in regard to their children, with one caveat: if the letter is used on a failed check, the resulting failure will count as a Critical Failure, regardless of what was actually rolled. Both families are furious with the prospect of their child eloping with the enemy, and furious at the PCs for interloping. The family refuses to speak further with the PCs (and may destroy the letter, if they get their hooves on it).

The Mountagues' Plot

Perceptive PCs might notice Mountague sneaking around with another colt, who the PCs may know as Tybit, during the evening. The pair make their way to the Coliseum basement, where, after making sure they weren't followed, begin to plot. Mountague gives Tybit a small box filled with rubber snakes, as well as a large bag of bits. Tybit is instructed to set the box above the bullpen before the Wrangling competition the next morning. When the gate is opened for Lariette to compete, the snakes will fall from the ceiling, the box connected by string to the gate, and the panicked cattle will stampede, creating a situation that Lariette won't be able to handle. What the PCs do with this info is, like the letter, up to them. They now sit on a reasonable pile of information, and have the initiative. If confronted, the Mountagues will

deny everything, and their relationship with the PCs will degrade. If the plot is brought to Calamity Mane's attention, she will be worried, but without proof, there is nothing she can do. She does offer to search the bullpen in the morning (which will reveal nothing as Tybit plans on installing the trap while leading the cows in before the event starts) and suggest adjusting the roster so that Rodeo or a competing PC is up first. If presented with evidence, Calamity is livid. Not only does she cancel the last days events, but calls attention to the plot during the morning ceremonies, which has its own consequences. Lastly, the PCs can try and solve the problem themselves and hope that they can avert crisis before it strikes the next morning.

The Final Day's Events

The final day of the competition can vary quite a bit with what the PCs have learned over the last two days. At the very least, it should be obvious by now to any party that the families are feuding, and that young Rodeo and Lariette are getting caught in the crossfire. What they may or may not know is exactly how Rodeo and Lariette plan to run away, or the Mountague's plan to humiliate and/or injure Lariette. As such, there are a great many things that could change how the events of the final day play out. As such, this section will detail what happens on the third day without any intervention from the PCs. It will then describe ways the PC's can alter the course of events with the "Star Crossed" sidebar, and finish up with an overview of the final events which will not be reached without invervention to prevent the Mountagues' plot to disrupt the competition.

Wrangling

The first day's events start bright and early with the Wrangling competition. Unfortunately, it will also be the last event of the day. Lariette is slated to compete first, and she takes her place on the field. Meanwhile, that morning, while the cows were being herded into the bullpen for the event, Tybit set up a small trap in the bullpen's gate. When the gate is opened, a box of rubber snakes will fall from the ceiling above the gate, frightening the cows into a stampede. Normally, the Wrangling contest would, mechanically, be a simple test of three Rope Tricks or Command rolls, with the winner being the contestant with the highest total. The stampede rampaging through the arena however, will be out of Lariette's control. Within 2 rounds of actions, Lariette is Sidelined from the damage she takes trying to control the stampede. One round after the stampede begins, Rodeo will wrestle free of his family's grip and jump onto the field to help Lariette, and be Sidelined one round after she is.

Rodeo: +11 Rope Tricks / Command
Lariette: +9 Rope Tricks / Command
Big Mac: +10 Rope Tricks / Command
Wild Bull: +9 Rope Tricks / Command
Sawdust: +7 Rope Tricks / Command
Brawny: +8 Rope Tricks / Command
Cherry: +7 Rope Tricks / Command

The Aftermath

When the dust settles, if nothing was done to avert disaster, both of the lovers will be sidelined. Neither have suffered the ultimate grim fate, but both are badly injured. At this point, the Rodeo is called off, and any chances of repairing the relationship between the families is next to nil. A skilled speaker may still yet be able to reconcile the families, citing the devotion their children had for each other, but at this point, it will be a herculean task to accomplish.

Star-Crossed

This version of events is the "Bad End," so to speak; the worst possible turn of events that could have happened. The stampede could be prevented in a number of ways, although most depend on the PCs uncovering the plot beforehand. If the PCs were to bring proof of the plot to Calamity Mane, she will cancel the event, in which case, a near version of the Aftermath takes place. If the PCs bring the plot to Calamity's attention, but don't have some sort of proof to back up their claim, Calamity will suggest switching the order of the contestants. This will put a competing PC in the first slot. This gets Lariette out of harm's way, but puts the PC right in the center of it. The stampede is a Daunting Task to control, and every round a character spends caught in the stampede, they receive Severe (10d6) Fortitude damage and Heavy (6d6) Willpower damage from the constant trampling and collisions, as well as the fear and chaos of the scene.

If the PCs contact Rodeo or Lariette and tell them in advance of the plot, Lariette will laugh it off, claiming that she "can handle anything those Mountague losers can throw at her." Rodeo will take the threat slightly more seriously, however. When the event begins, he will be ready, and joins the fray 1 round earlier. Between his ability to work with animals, and Lariette's roping skills, together, they are able to overcome the stampede.

Lastly, skilled parties can undo the trap in the brief window after it is set, but before Lariette competes. If the trap doesn't go off, the event continues as advertised, and Lariette easily wins the competition. This causes its own problems, however, as another fight between the Mountagues and

Canterlets will break out just after the event ends. How exactly this fight ends is up to you as the GM, as well as how the PC's dice roll, but one thing is for certain: this is the opportunity Rodeo and Lariette were looking for, and they will use it to escape.

If the lovers are alerted to the plot and the stampede is prevented, they will each have a few choice words for their families once the event is over. Bolstered in confidence by each other's backup, the pair explain to their families the situation, and plead for an end to the pointless feud (which the PCs are encouraged to help out with). Both Mountague and Canterlet relent, and the games continue as scheduled for the rest of the day.

If the plot was foiled, whether by changing the order of the contestants or sabotaging the sabotage, there will still be a fight to deal with once the smoke clears. The Canterlets, who knew Lariette was set to go first, will be furious if something happens to the new first contestant, and the impulsive Mountagues will incriminate themselves if the sabotage doesn't go off as planned. Either way, a bit of diplomacy, possibly with the aid of Rodeo and Lariette, is required if the families are to be reconciled.

Of course, parties are free to simply give the lovers time to escape in the scuffle. While the story ends happily for Rodeo and Lariette, their families are less than pleased. The elopement causes an even bigger rift in the families, escalating from an unfriendly rivalry to an all-out feud. What happens here is beyond the bounds of this Episode, but stopping the war between the families should be a difficult task, likely involving tracking down the lovers and bringing them back to help speak out to their families.

Lastly, if the event is cancelled due to the claims of sabotage brought forward by the PCs, the scene is treated just as it would be if the plot were discovered during the event. The families fight, the lovers slip away, and the PCs are left to clean up any loose ends that may still remain. However the story ends is up to the PCs at this point. As of the second night, the PCs should have agency over what exactly happens. Will the PCs be successful, or will the Mountagues and Canterlet's rivalry escalate into war? That's all up to the PCs to decide!

The Third Day's Events

As written, the third day of the rodeo is upended by the Mountague's plot, but should the party avert disaster, some groups may still be interested in seeing who wins the Championship. The two remaining events of the day, the Barrel Weave and the Bronco Buck, can still be held if the families are brought together peacefully.

The Barrel Weave is a simple test, run pretty much identically to the Hurdles competition, with two exceptions. First, there are only two "laps" of the race, one to the end of the row of barrels, and one back. Second, instead of making a DC 15 Leaping check to clear hurdles, the contestants must make another DC 15 Running check to successfully clear the slalom, (making effectively a total of four Running checks for each contestant: two for speed, two for accuracy).

The Bronco Buck involves trying to shake off a young dragon named Blaze. Blaze has a Balance score of +10, and makes opposed checks against each contestant's Martial Arts, or any other skill a PC thinks is appropriate for removing an unwanted rider. Each unsuccessful attempt to unseat Blaze counts as three seconds of in-game time. Whoever's time is lowest is the winner.

The Myth Of Marelantis

A Fanfiction-themed Adventure-style Episode suitable for experienced players and characters of Veteran tier or higher. Created and written by Serious Business.

Adventure Background

Windsoar was a flying fortress-city back in the time before Equestria. It was a strategic location, for it floated right over the Equestrian Ocean, unassailable by any Earth Pony army or the magical might of the Unicorns. The city was Commander Hurricane's home and base of operation. After the events of "Hearth's Warming Eve," the Windigoes vanished and the warmth finally returned to Equestria. This change in climate proved fatal for the city, as the returning warm winds met the old cold winds and transformed to a horrific water tornado. The Maelstrom tore Windsoar down from the heavens and sunk it underwater. The pegasi all escaped the catastrophe and soon began their new lives in the united land of Equestria, but the city was lost, along with many secrets still trapped within.

Thousands of years later, a young filly named Dinky Doo wrote a letter to the Seaponies and wanted her mom, a mailmare, to deliver it. Hearing tales of the Seaponies herself, and the mystical lost city of Marelantis, Dizty Doo set off to fulfill her daughter's wish. During her adventure, Ditzy scattered various clues to where she had gone, but none of them revealed her identity (more so, they make it look like it was Daring Doo and not Ditzy Doo to the players).

First, Ditzy got a Waterbreathing spell that works for 24 hours. Then, following a series of ancient clues, Ditzy found her way to Marelantis and got inside. However, after the spell ended, Ditzy was trapped inside the sunken city, in a closed room whose air supply would shortly be used up.

Cast Of Characters

Jacques Hoofsteau - An old Earth Pony sailor who chased legends and myths when he was younger. Sadly, he never made any breakthrough, and the legends remained legends.

Ditzy Doo - A mailmare that works for the Equestrian Post Service. While a little bit silly, and often forgetful, she is a caring mother and would do everything just to make her daughter happy. At the beginning of the adventure, she has been missing for about a day.

Past Endeavour - The keeper of the Museum of Pony History. Always sad that all the ponies are more interested in magically moving wax figures and other

gimmicks than actual historic relics (like the 3 hats of the former leaders). She is delighted to see the players are interested in her collection.

Libra - The librarian at the Great Canterlot Library. A shy and quiet pegasus who only opens up when something interesting caught her attention. Descendant of Aquarius, the Marelantean scholar.

Captain Junkcrab - An old sailor, Jacques' rival for all eternity. While working as a Junk merchant, selling whatever he salvaged from sunken ships, he often laughed at Jacques for believing in childish myths. He was the one who found the wreck of the legendary sunken "Costa Discordia" and became rich this way. Nevertheless, he still doesn't believe in other legends, and mocks Jacques for it to this day.

Canabi the Fortune Teller - A Zebra, originally traveling from a far far away land to research the Equestrian culture and flora. However, after seeing the plethora of magical ingredients and reagents that passed through the port city of Manehattan, she decided to stay a bit longer. Canabi is quite skilled in alchemy, and specialises in water aspected Magic. Waterbreathing, Waterwalking, and Bottled Rainclouds are just a few of the spells she regularly sells. She is much valued by the local sailors, especially for her sea sickness cures. In short, she sell sea spells by the sea shore. Her nickname "The fortune teller" comes from her spooky appearance. She doesn't actually read other ponies futures.

Adventure Summary

The players come to visit the Manehattan Museum of Pony History. After meeting the curator, Past Endeavor, the players have the opportunity to get a free professional tour of of the old relics from Past herself. During the tour, the players learn that a certain artifact, namely the Helmet of Commander Hurricane, is missing from the collection. They also notice that the pedestal was moved just recently, and further investigation reveals that somepony tried to find the helmet and an epic saga to find Marelantis begins.

On their way, the party meets Jacques Hoofsteau - a former sailor, legend lover, and wannabe writer after retirement of naval duty, whom they help to settle a lifelong dispute with his old rival Cpt. Junkcrab. In the end the PCs will uncover the real story behind the sunken city, find its location, and save a very adventurous pegasus.

Prologue

"It's Equestrian History Day, and the Canterlot National Museum of Pony History is overflowing with ponies eager to see the museum's newest exhibition. A set of magically animated wax historical figures are being shown on this special day for the very first time. The plaza outside the museum is also bustling with activity. The museum has set up a market where the employees sell souvenirs and various foods, while dressed as ponies from times long gone, but they are not the only ones. Some city folk are dressed up too, to take part in the festivities. Everypony is celebrating."

The PCs have come to Canterlot to take part in the Equestrian History Day, a festival where entering the museum is free of charge and many ponies in Canterlot dress up to look like their ancestors. The PCs have probably each their own reasons of coming here. Going to the market, getting something to eat, or even setting up a tent themselves, but clearly the main attraction is the premiere of the Moving Wax Figure Exhibition.

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Market

The market is set up on the circular plaza in front of the museum building. It consists of many colorful tents and wooden booths where one can buy various souvenirs and gifts, like wooden swords, pieces of fake armor and costumes, primitive instruments, but also something to eat and drink. If a PC wants to set up their own booth, they are free to do so. A prospective shopkeeper just has to ask one of the guards for a suitable place to set up shop. Afterwards, after the sun sets, there will be a bonfire and dancing in the centre of the plaza.

If the players spend too much time in the market, a pony will announce that the museum will be closing soon and that this is the last chance to see the figures for today.

Museum

"The museum is a bit crowded, or at least the Wax Figure exhibit is. A set of incredibly lifelife wax statues line the halls, with several ponies at each exhibit fascinated by the scene before them. Each is enchanted to carry out a set of actions before stopping for a moment and repeating everything all over again. In one exhibit, Starswirl the Bearded looks through a telescope and writes down some notes. IN another, the princesses stand next to each other, lowering and raising the celestial bodies, represented by a yellow and blue light shining on them from above. Discord repeatedly awakens and turns back to stone again. The most recent event in the exhibition is the coronation of Princess Twilight Sparkle."

The PCs may wander around and look at some more of the exhibits which the GM can describe to them. Some other ideas for wax scenes might include The banishment of Nightmare Moon and her later reunion with her sister, The Hearth's Warming Eve scene with the Fire of Friendship, the dis/appearance of the Crystal Empire or Sombra's reign of terror.

Past Endeavor

While almost everypony is interested in the new wax gimmicks, the corridors leading to the rest of the museum seem almost empty. In one of them a single mare in a fancy suit stands in front of an old painting and sighs heavily.

The mare is Past Endeavour, the curator of the museum. She is frowning because nopony pays attention to what she considers "real" history anymore. She hoped that at least half of the ponies that came to see the figures will take a look at the rest of the exhibits, especially considering admission was free, yet nopony cares.

If the PC won't approach her, she will notice them and call out to them herself. She'll ask them if they enjoy their visit, all while forcing herself to smile. Past will talk with a hint of despair about how today's ponies are only interested in fancy displays, but not the history behind those displays. She will happily talk with the PCs about any history topic they come up with and whether they talk to her or not she will offer them a free personal tour around the Museum.

The Tour

The tour will encompass such things as clothing, tools, armor, weapons, paintings and many other objects and all of them are decades and centuries old. Exhibits might include relics from the battle between Celestia and Nightmare Moon, farming tools used by early and medieval Earth Ponies, possibly even records of the city of Windsoar, adding some foreshadowing to the adventure to come.

At the end of the tour, Past will show them the headwear of the three great founders of Equestria, or rather two thirds of them.

"In a circular room filled with paintings and statues of the three founders stand three pedestals. On the first lies the crown of Princess Platinum. On the second rests the hat of Chancellor Puddinghead. The third pedestal, labeled as containing the helmet of Commander Hurricane, is conspicuously empty, however."

When asked about the missing helmet, Past will tell them everything she knows. When the museum was built, the third pedestal was, obviously, built to house the helmet of Commander Hurricane. While the other two items were easily found, however, the helmet has never been recovered. There are assumptions that the helmet was lost forever in the depths of the Equestrian ocean. There also is a legend tied to this, but Past can't recall it.

On the ground near the pedestals lies a torn note. While not really hidden, it is easy to miss. A Difficulty 15 Observation check will let the PCs notice the note. If this should fail there is still the possibility to notice that the pedestal was moved recently, which can be deduced from traces in the dust, with a Difficulty 20 Investigation check. If the players tell Past about it she will go past the barriers to take a closer look.

The Note

How the players obtain the note is not important, but what is written on the note is. The note is messily written and it looks torn on the left side. It reads:

> *the sunken city is real,*
> *formation from*
> *ources:*
> *people*
> *Museum*
> *nterlot Library*
> *rom the docks*

"The sunken city is real... Wait! That's
it! *There's an old legend, the story of Marelantis. Thousands of years ago, back during the time of the Three Founders, there was said to be a city that sank into the Equestrian Ocean! If the helmet were there, then that would explain the source of the rumors of the helmet being lost at sea! Oh, but where would you find a city like that? It's not like we could just drain the ocean and find it...Please, help me. You are the first ponies in ages who haven't just ignored the other displays! You can help me. If we were to find the helmet, it would be the archeological find of the century! Of course, I don't expect you to find it for free. The museum is willing to pay a small mountain of gems for the recovery of the artefact. I have far too much administrative business to deal with here, especially if a new major exhibit is going to be opened. Will you be my field researchers?"*

Past will advise the PCs to search the Canterlot Archives for more information on the lost city, as well as a more direct lesson from sailors. She recommends an old acquaintance, Jacques Hoofsteau, who has spent his life investigating lost legends of the sea. She mentions that Hoofsteau lives in Manehattan now, working at the docks.

While Past Endeavor is offering a valuable reward for the recovery of the helmet, characters, particularly those with the Fortune's Favor Edge, may want other, more unorthodox rewards. Such rewards might include free admission to the museum for life, or to be part of the new exhibit of the finding of the helmet, or even to have their own swanky animated statue. GMs are encouraged to be creative in what rewards can pique the interest of different parties.

This concludes the events of the Pony History Day. The players should return to wherever they are staying, be it a hotel or their own homes, if they live here. Tomorrow they should visit the library.

ACT ONE
Gathering Information

First of all, the PCs should gather some information. The local citizens of Canterlot won't actually be any help. The legend of Marelantis is an old sailor's tale, and with Canterlot having no docks, there is little hope of finding somepony how might know it. Yet if the players somehow manage to contact a more knowledgeable pony (maybe through use of an Edge) they might discover that Marelantis was once a city somewhere in the Equestrian ocean. Granted, the entire legend should be taken with a grain of salt, as most of it is fiction, to which each new storyteller only adds more fiction.

The Myth Of Marelantis

Long ago, during the time of the Three Great Founders, there lay the great city of Marelantis. The Marelanteans were superior beings, surpassing all ponies with their immortal, wondrous forms. They actually say that Princess Celestia and Princess Luna are the last of the Marelanteans. One day, however, there was a great catastrophe that sank the great city. The Marelanteans were dragged down to the depths, but unable to die, they waited. They transformed. Now, these days, the Marelanteans have become what they call Seaponies. The legend of Celestia being the last of the Marelanteans is complete and utter fiction, but there is still the possibility that the party believes it, and has the resources to speak with Celestia or Luna on the matter. Celestia and Luna laugh off any accusations of being a Marelantean. They mention that the tale of Marelantis predates even them, and point the party in the direction of the library.

The Canterlot Library

After entering the library the PCs will be greeted by the librarian, Libra. A shy and usually calm Pegasus mare that spends way too much time reading books instead of seeing the world on her own. When the PCs approach, she will offer them her help.

There are various topics the players should look into in order to come to a conclusion in the end. Below is a list of those topics, the books that will contain them, and fragments of texts inside them.

The legend of Marelantis (the sunken city)

From the book "Myth and Tales"

"Once high, now low. That is the curse that befell the proud ponies of the enlightened city of Marelantis. The city where fountains spewed forth milk and honey. Where roads were made of marble and pearl. Where everypony lived in peace. Yet happiness cannot last forever, and one fateful day the city vanished into the depths. Now the city lies buried underwater and the inhabitants were changed into beasts. Half pony, half fish, destined to live forever in the darkness, for swimming back to the surface was impossible. the water itself would turn against them."

The helmet or Commander Hurricane in general

From the book "Pre-Equestrian History"

"... After the dispute between the three clans, Commander Hurricane left her home and moved to Windsoar, the flying city-fortress, taking her troops and the entire armory with her. Everypony knew that the commander was paranoid, yet many saw this as an act of cowardice"

Windsoar (The flying fortress)

From the book "Glorious Cloud Architecture"

"..Windsoar was a massive cloud fort with massive walls and other fortifications that floated above where Manehattan now stands. Windsoar's significance was that it was a true masterpiece of Pegasus masonry. Walls, roofs, and floors were so made dense (through secrets lost to us today) that not even a heavy thrown stone could pass through them. Every surface was stylized and engraved with symbols and reliefs of the proud ancient culture of the Pegasi. Yet the biggest architectonic achievement was a enormous roof in the shape of two spread wings that covered the entire city. This is an architectural anomaly, for traditional Cloud Cities never had a roof.

All was lost, however, as the whole city disappeared in one night, never to be seen again. Some say it was blown away, but considering the size of the city, this is very unlikely. The strength of the wind to blow away such a flying fortress would need to be the equivalent of at least 10,000 wingpower, and such strong winds don't occur naturally."

Equestrian Ocean

From the book "The Waters of Equestria"

"... The Equestrian Ocean is very stormy due to often occurring warm and cold wind fronts. As such, no colonies or settlements were ever raised on the many small islands across the ocean. Cloud cities are also not possible. Their delicate structure would be blown apart instantly. Due to these hazards, nopony ever tried to cross the Equestrian Ocean, leading to the nickname 'the Blue Barrier'."

The part "Cloud cities are also not possible" is underlined in the book in pencil and a note is added on the border. "Hurricane's map says otherwise"

If the players get stuck, Page might be able to help them. (Roleplay her as a very curious character that, when interested in something, gets over her shyness and constantly asks questions. These questions might help the players get on the right track. For example, if the PCs read about Hurricane and don't know what to do next, she might ask what happened to the city.) Page knows exactly what book to read if you're looking for a specific bit of information.

Putting all the pieces together and understanding the whole story is not necessary. The most important information is the little note left behind in the book about the Equestrian Ocean, but understanding it will help the PC's later on when persuading Jacques to help them.

The Map

The note will direct the PCs back to the museum. Past will listen to what the players found with great excitement and confirm that the museum indeed has a map that belonged to Hurricane. She will gladly get the map for them.

"The map is old and a bit torn here and there. Past Endeavour reminds you to be very careful when dealing with the map while handing it to you. 'It is invaluable, and restoration would be nearly impossible.' She adds. The map itself is really delicate. It looks almost as if it would crumble into pieces when even slightly touched. It is, of course, hoof drawn and has many notes and symbols on it. Most of them are easily understandable like 'Beware of the forest' or 'Food resources here' yet as you gaze upon the northeast corner of the map, you can see a symbol marked "Windsoar. Right next to the icon you notice it is circled and something is written above it: DCCCNMNW."

DCCCNMNW is a code. NW means obviously North-West. M means miles, but what is DCCC? The symbols are Roman numerals for 800. This translates to 800NMNW or "eight hundred nautical miles north-west". This is exactly where the pegasus army moved the city, and

where it was caught by the tornado and dragged down into the ocean. Of course one of the characters could solve this puzzle with a successful Cryptography or Cartography skill at Difficulty 20, but this takes the fun away, so let them try it for themselves.

After the riddle is solved, the PCs have enough information to pursue Marelantis. They know where to find it, now they just need to get to it. Fortunately, Past has just the right fella for the job. She once knew a courageous adventure-loving sailor in Manehattan, but they parted ways a long time ago and they never saw each other again. Past still believes he lives there and he can help the players. Unfortunately the only information is his name: Jacques Hoofsteau.

If The PCs Have A Boat

It is possible that the players already have someone in their team that has a boat or other means of water transportation on hoof. in this case skip the part where they need get a boat and just let them search for Jacques. After all they still could use an old sea-veteran, and nopony loves adventuring an legends as much as this fellow.

ACT TWO
Jacques Hoofsteau

With only a name and a location as broad as "Manehattan," the players have no other option than to just ask the local ponies after arriving in the city. If the players have any contacts or other means of gathering information, now would be a great time to use them. If they ask around the city, sooner or later somepony will direct them towards the docks, and from there to the "Dusty Cider Keg," a bar very popular with the local sailors.

When the players first enter the bar, they will notice an elderly pony sitting by the fireplace, around him various younger ponies gathered to listen to his stories about his earlier life as a sailor and various legends he heard here and there. Right now, he is telling the tale of the Shimmering Serpent, a monster that is supposed to live in the Equestrian Ocean.

"Twenty meters long and thick as a tree trunk, with scales bright and shiny like polished silver, it lurks in the ocean waiting for an unlucky sailor to drag down into the depths, along with his whole ship. Nopony can escape!"

Immediately after he finishes, one of the kids from the audience asks how he knows about the serpent in the first place since nopony who encounters it can escape it. Jacques just proclaims that details are not important as long the story is interesting, and all the other kids agree with him.

The PCs may only approach him after he finishes his story. If they try to interrupt, he orders them to wait until he's done. Once the PCs get a chance to speak with him, Jacques proves a very polite pony who has no problems with making new acquaintances. While he loves talking about legend and will happily discuss them with the players, as soon as they mention that they want to actually find Marelantis, he will be a little saddened. He'll explain that he spent half his life investigating and chasing such myths and treasures. He never found any hard evidence of it's existence and finally gave up after many years. The fact that his rival has always mocked him for this never helped either. Jacques will refuse to help the players.

This is where the team's socialite comes into play. The team needs to convince Jacques to go on one last expedition with them. If the players found all the clues in the library and figured out the whole truth about Windsoar and Marelantis, then the party is treated as though they had an Appropriate Tool for any check to convince Jacques. Another way is to

keep talking about his younger years and reminding him how he loved sailing and searching for treasures. Sooner or later, he will finally agree if only to get this one last chance at proving that all these years were not wasted. In the end, Jacques will agree to help, but he sold his boat a long time ago and so the PCs will have to rent or borrow one. He also mentions that he has a back up plan if the players are unlucky, but he would rather try other possibilities first. (if the players already have one, then read the sidebar above.)

One more thing Jacques needs the players to acquire is a way to breathe underwater. If there is an Unicorn In the team, it will be a lot easier, for they can just go to a library and try to find a book with the appropriate spell. While not necessarily the easiest spell to cast, it's surely one of the most useful ones, especially in a port town like Manehattan. Another way is to go visit Canabi the Fortune Teller, who usually resides in her tent set up next to the Mermare Inn.

What the PCs want to do first is their own choice.

Food

The players will need some supplies. This should be no problem at all. Manehattan has a big market and this is the perfect time to relax a bit before the journey and go shopping. If the PCs have anything else they want to get done before setting out, now is the time.

Getting The Boat

Manehattan has an enormous dock with many bigger and smaller boats belonging to the various sailors around. Actually getting one of those boats to venture out into the tumultuous Equestrian Ocean is much harder. There are many vessels for rent here, but mostly for no longer than a weekend trip, and by the PCs' best reckoning, the journey will take two weeks. They could try to make a non-standard deal, but this would take

some convincing and barter skills and even then, it would cost extra. Only a character with the Fortune's Favor edge could afford it.

Another way would be to use the ancient art of seduction and make pretty eyes to a sailor or maybe sweet talk a cute mare. This, of course, can lead to the problem that the owner will want to come along. This can result in many problems, from potential future damsels in distress to traitors that might want to keep the treasure of Marelantis to themselves.

Should the players mention Jacques or a treasure hunt while asking around, the solution to their problem will find them instead. Cpt. Junkcrab will show up, lured by the rumor that Jacques wants to go on an adventure again.

If the PCs had no luck getting the boat themselves and didn't bring up the reason why they actually need it, they can return to Jacques and let him handle it. He won't be happy about it, but in the end he knew it would come to this. He will then take the party along and visit his old rival Cpt. Junkcrab.

The Rival

Cpt. Junkcrab is Jacques' old rival. Both started sailing at roughly the same time, and both were seeking fame and fortune at sea. While Jacques dreamed of ancient treasures, Junkcrab tried more practical methods, namely he exploiting the bottom of the ocean for valuable resources. Fate was cruel to Jacques. One day Junkcrab found an ancient sunken ship, the Costa Discordia, that carried gold. This made him one of the richest and most famous sailors in Manehattan. Yet Jacques, whose dream and purpose in life was searching for exactly that kind of treasure, was destined to never find anything. What Junkcrab's role will be depends on how the PCs acquired the boat.

If the players have a boat to begin with, or if they acquired it themselves,

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Junkcrab will show up right before setting sail to Marelantis. He heard that his old rival wants to try his luck again at treasure hunting and he just had to mock him about it. The captain will remind Jacques of past failures, like how he mistook a sunken fisherboat for the legendary "Costa Discordia" or when he bought a fake map to Colt Dorado for his last bits and didn't even have enough money for food. Once he brings up Hoofsteau's biggest failure, namely Junkcrab's discovery of the Discordia before Jacques could do it, Hoofsteau flips out. The sailor gets angry and swears he is going to find the sunken city if it is the last thing he does. He also makes a bet: If he will find Marelantis then Junkcrab will have to give him back the ship Jacques lost in their last bet. If not, then he will work for an entire year as Junkcrab's personal servitor.

Now, should the PCs have no luck in acquiring the vessel themselves and the captain will be the one who finds them and offers to sponsor their expedition, then nothing much changes, and the bet will still happen. The only addition is that Jacques will take Heavy Willpower Damage from the shame that he has to depend on his rival.

Yet the worst case scenario is that the players return to Jacques and tell him to use his back-up plan. Now Hoofsteau will have to go to Junkcrab by himself and PLEAD him to get his boat back for one last journey. In this case Junkcrab will be the one to propose the bet, and that if his rival fails, he will have to work for the rest of his life. And of course, they won't even get the boat if they don't agree to it. This takes its toll on Jacque's sanity. He will be depressed during the whole trip unless kept busy by a charismatic friend.

Canabi

Canabi the zebra won't be hard to find. Everypony knows her around these parts and can easily show the way to the PCs. Inside her tent smells of various herbs and seawater. Canabi will greet the players with a "I was already awaiting you. You are late." even if only for fun. When asked for the Waterbreathing potion, she will gladly make them a few vials, but for a small favor.

Canabi just finished a new recipe, but needs somepony to test it. She will brew the potions if one of the players agrees to be the test subject. Whoever accepts the offer will have to swallow a dark green potion that smells of water lilies, but not before signing a scroll with a hoofprint and signature.

The scroll reads: "I hereby declare that I'm fully aware of what I'm doing and will not blame Canabi for any side effects that may or may not occur after drinking the experimental potion."

The potion works instantly. The subjects mane and tail will immediately turn green and wavy, looking like wet seaweed rather than actual hair. Canabi will laugh at that result and assure that the effect will wear off in a few days. After this she will brew the players one waterbreathing potion for each and two extra, for unexpected emergencies.

Waterbreathing Potion

Spell Level: 10

Magical Aspects: Individual, Contact, Temporary, Standard, Modify, Body / Water

Description: After consuming the potion, the user is able to breathe underwater. The effect lasts for about 24 hours.

Anyone in the room can make Observation check at Difficulty 20. Those who succeed will notice that between many other scrolls lies one with a very recent date. It is from two days ago, and it is signed. "D. Doo" in a very shaky handwriting. Another Investigation check DC25 allows to identify the handwriting as the same as on the note left behind in

the museum. If asked about it, Canabi will refuse to give any information. She swore an oath to protect her customers' personal information.

ACT THREE

Finally the time has come to hoist the anchor and set the sails. The wind is strong and the weather is clear over Manehattan, where the Weather patrol controls it.

The Journey

The average speed of such a boat is about 6 to 8 knots, so it will take about 6 days to get there. The first two days will be uneventful, with a clear sky, a nice breeze and plenty of time to relax and talk. If the PCs haven't told Jacques why they are searching for the sunken city, now is a good time. Jacques will be happy to hear from his old friend and he is glad that now he is also helping her. If he's not wallowing in despair, he will explain about how Past had given him some food back during the incident with Colt Dorado, and that they've been friends ever since.

The problems begin on the third day. While the weather in Equestria is strictly controlled by Pegasus weather patrols, the weather out here, miles away from the nearest city, is not as pleasant. It simply doesn't pay to govern the sky for those few who are brave enough to sail out this far. The sky covers in dark storm clouds, the wind grows stronger with every second, and controlling the boat becomes harder and harder. The character with the highest Nautical skill makes the roll and the others are assisting him. For this purpose, Jacques has a Nautical skill of +14. Rolls are made every 6 hours from now on, against a DC of 30.

Any Pegasi or Unicorns in the party they can also help in their own way. The storm consists of 5 weather effects: cloud, wind, thunder, lightning and rain. The pegasi can try to manipulate the ef-

fect to make the storm milder. For every 2 effects eliminated the DC of the piloting skill is lowered by 5. However, flying in the storm and trying to influence it is dangerous itself. For every try at manipulating the weather from up close, roll against Flying DC25 to avoid getting average damage. (this DC is also lowered for every 2 effects eliminated)Any Unicorn with access to the Weather aspect can help as well, replacing Flying with a Spellcasting roll. However, in exchange for safety, affecting the weather from afar is much more difficult. Unless a Unicorn's special purpose is affecting the weather, the Difficulty is increased by 5.

If a skill check succeeds, the crew managed to maneuver through the storm and is making progress. If it fails the ship will come off track and will need to find a way back again, this will cost a bit of time, and in the end, 6 hours are lost but they can try again. A Critical Failure means that somepony fell into the water and the party will have to fish them out. The victim will also suffer Average damage from light hypothermia and gets cold and wet as a bonus (even pegasi can't fly with wet feathers.) After 4 successful rolls, the party managed to conquer the storm and is out of the danger area.

The rest of the trip will be more or less uneventful again. (This the perfect time for some cozy moments inside the ship's cabin by night. Drying yourself is also a good idea.)

Deep Diving

"Finally, you arrive at your destination... or at least the map and compass say so, because this place looks exactly the same as every other part of the ocean. No land on the horizon, just the blue water, the blue sky, and you. According to the map, compass, sextant, and navigator, you should be just above the sunken city."

Now it's time to use the waterbreathing potions and finally go see the city.

The water temperature is bearable and the weather couldn't be better.

While slowly sinking to the bottom of the ocean, the party will notice many mirrors floating in the water. The light from above is reflected by those "mirrors" thus creating a beautiful underwater light show. Of course, these are no normal mirrors. After taking a closer look, they resemble polished scales, and if the PCs payed at least a little bit of attention, they will know what's coming. If the players won't get it, then Jacques will inspect one of the "mirrors" and after realizing what they are he'll panic.

"Suddenly from the dark depth emerges a terrible beast. A 20 meter long serpent coated in silvery scales. Like a thrown harpoon, he lunges right at you from the darkness."

There are two ways to handle this. If there is a beastmaster in the team he can try to soothe the beast. With a Difficulty 20 Behaviour roll, a character discovers that the serpent isn't really hostile, its just trying to protect "something", maybe its territory. Alternatively, a Difficulty 30 Command roll will make it stop attacking. It is not currently possible to train or command the beast in any other way. The serpent will just swim away into the darkness when stopped by the Beastmaster. The PCs will then just continue to sink until they reach the downward spiral current.

The PCs can also try to fight it, Though that is ill-advised. The serpent's hide is tough as diamond, and its teeth are sharp as spears. The beast can take a fair beating, and the players don't have much time, either. After the 4th cinematic round, everypony gets caught in a strong downward current. While the serpent is strong enough to swim against the flow, the players are not. They will be dragged down to the bottom and separated from the serpent.

The current encompasses the whole sunken city and is too strong to go against it, even for the best swimmer. The PCs will just have to wait until they arrive in Marelantis and when they do, the first thing they will notice is the city's overwhelming beauty. The whole cloud city is trapped in pillar shaped coral reef. The once marvelous wings of the city have folded in around the city, giving the ruin the appearance of a giant raindrop when seen from above. Between many houses, the buildings that catch the party's eyes are: an expansive set of barracks, a big factory, a triangular fort with a garden (completing the form of yet another raindrop), an enormous park in the middle with a statue at its center, and a cloudiseum at the peak of the raindrop shape. The city is illuminated by small accumulations of luminescent corals, which from above look similar to street lamps.

Now the party is practically free to explore the City.

The Sunken City

Like mentioned above, the whole city resembles a raindrop overgrown by corals. The raindrop shape is omnipresent in the city; Streets, districts, and even some of the buildings are shaped to resemble it. Like any other city it is made from clouds, or rather, WAS made of them. Through the years, the reef overtook the city and created a strange, Cloud-coral hybrid. It is stable enough for even a non-Pegasus pony to stand on.

In the middle of the city is a roughly circular plaza that was once a Park and a marketplace in one, yet lacks a building that could be a town hall (the Fort took this function). In the center of the plaza, a 4-meter tall statue of Commander Hurricane towers above the park in a heroic pose, as though she is watching over the place like a battlefield.

The glowing corals can be broken off from the main clusters with a bit of effort. They may come in handy, because

the light of the natural growing corals can't reach inside some of the buildings.

Paper Trails

Sometimes the PC's can come across left-behind notes and diaries of the former residents. Whenever searching through a barracks room or a civil house, there is a 50% chance that the PCs come across one of those notes:

1. "After my friend was moved to a different platoon, our bond slowly faded. My father always said that everything has its end, like Alpha and Omega. A and Z... but what if there's something more? After all, there are things that don't end, like numbers. If A would be 1 and Z would be 26. Then what would be our next step? A 27th letter of the alphabet?"

2. "I don't really know what to think about the recent actions of the Commander. Either she really is very confident and thinks she doesn't need a bodyguard, so she chose Priv. Pansy, (which I highly doubt because we all know how paranoid she is) OR the rumors are true and our commander really does has a weakness for her."

3. "The race-war is tiring, my beloved one. We can't be allowed to be together just because you lack a pair of wings like mine? That's absurd. I'm really starting to think that the Commander has a heart of stone. She will never be able to love somepony."

4. "This could really be dangerous. I was swimming right under our city and a current almost took me under. I was lucky to escape it. Memo to myself. I should warn the others about it."

5. "Why did she chose me!? I'm not complaining, at least now I can be with her... but I always thought I only hindered her. I'm not really a good soldier."

6. "Is it just me, or is the ocean sometimes glowing at night?" - This diary is signed 'Aquarius' who was Libra's ancestor. The book is full of critiques, reviews and personal memos of other books Aquarius had read.

The Barracks

One of the biggest living arrangements in the city is the barracks, spanning six low-to-the-ground buildings. In each of the buildings are 20 cozy medium sized rooms. The entire barracks was not flooded and most of the windows, as well as the entrance, grew over with corals and is inaccessible. As such, the inside of the buildings are completely dark, save for one light in the distance. Only appropriate tools could clear the layers of corals blocking the entrance. Such tools can be found in the Air Dock. Some of the rooms are locked. Searching for the keys would be pointless for they are probably gone with the inhabitants. Picking the locks, or bashing them open, is the only real way in.

Commander Hurricane's Room

Should the party make their way to the single lit room, they are met with a strange sight. On the ground lies a collapsed entrance, recently moved, next to a door completely overgrown with coral. On the other side of the door, the sound of a sobbing mare can be heard.

Ditzy Doo came here after noticing that her waterbreathing potion was wearing off because this room still had a fairly large pocket of air remaining. Unfortunately, after she had entered, a bump with the delicate coral cave that had led her into the room caused the entire thing to collapse. Trapped in the room at the bottom of the sea, with no way out and dwindling air, Ditzy collapsed into a heap crying while clenching her daughter's letter in her hoof.

Should the party wake her, Ditzy won't believe at it at first. After realizing, however, that not only are her saviours real

but also have a spare potion, she will embrace them and cry again, this time of joy. She will tell them the whole story with her daughter and the Seaponies (which can be found in the adventure background).

If the players mention that there is no way of returning because of the current, Ditzy will already have a plan prepared. After all, she had a lot of time to think about it in this room. They can go to the Airship Dock and use one of the balloons there to float to the surface. The current is strong, but not enough to stop a giant balloon from rising to the surface. But first, Ditzy will beg the PCs to help her with one last goal. While she was exploring the city, she had discovered the young sea serpent in the cloudiseum. She believes the serpent cannot be evil if its trying so hard to save his child. It spent the last 2 days by its child's side, trying to get the young serpent out of the banners and decorations, fighting off other creatures that might come near it and harm the child.

This room itself belonged to Commander Hurricane, and inside lies is her diary. The Diary itself is messily written, but a few passages can be deciphered.

"I can feel how some of my own soldiers are talking behind my back. 'Why would she chose her as her bodyguard? She is weak and angsty!'. Why you ask? Because there is not a single other pony in this world that I could trust more than her."

"I always wanted to change the password to her name, but others would rebel against that. I just have to make it less obvious."

With a successful investigation DC25 check. one more message can be deciphered:

"Maybe some of them are right? Maybe I just wanted to have her near me, but I couldn't admit it to myself? Why is it so easy to control an entire army, but so hard to control myself when I'm near her?"

Inside the room lies also a small golden key. This is the key to the chest in the armory.

The Fort

In this military city, the Fort doubles as a town hall. It has two stories and rather big rooms. There is a Conference room (in which is a big map of the city inscribed on water-resistant paper,) a few offices and archives with many maps and old documents, and some private rooms. One is especially interesting. The one with "Commander Hurricane" written on the door.

Inside the room are various papers lying around, many of them scattered across the room. Most of those papers are just reports and complaints. Those papers are not addressed to Hurricane, but Quartermaster. On the bed lies a diary labeled "Pansy". The most recent entry reads;

"The commander walked up to me stressed as always and offered ordered me to move to her room. I can't really complain about it. The Commander's room is really luxurious. Yet, it bothers me that she didn't even want to take my house for the time instead. She insisted on moving to the barracks. Number 305 I believe? ...now that's weird, at least..."
"Hurricane really should go see a doctor. It's completely understandable that she is a nervous when our country is in war, but there is only so much a pony can bear before it turns into complete paranoia."

There is yet another big locked door in the fort and the sign says it leads to the Cloudiseum. The lock is quite bigger than usual locks.

The Armory

The armory is inside the fort, behind a password-locked door. Ten sliders with small numbers on them have to be arranged in line. This password is the name "Pansy" after converting the letters to numbers (16-01-14-19-25). Rusted armor and weapons hang from the walls and lie in wooden racks. One particular object catches the eye, however; a big metal chest with Hurricane's name engraved on it. it is locked with a big sturdy lock and cannot be opened without the appropriate key (found in Hurricane's room in the barracks).

Inside the chest lies Hurricane's helmet, along with her entire set of armor and another, much larger, key. Everything in the chest is remarkably well preserved, compared to the rusted out junk in the rest of the room, kept safe by the air trapped in the sealed chest. The key fits into the door to the Cloudiseum.

Houses

The houses of the common folk are filled with left behind furniture, personal items and much more. The Pegasi had to flee in a hurry and only took what was dearest to them. Some of those houses even didn't get flooded due to reinforced doors and windows. (Those were mostly soldiers' houses) When searching through a house, there is a 50% chance to find an additional note. Some of the houses are locked, and like the rooms of the barracks, can only be opened with a skilled set of picks or a strong set of hooves.

Great Airship Dock

The great airship dock lies right behind the barracks. It's not very different from the docks found in Manehattan, save for the fact that the ships within have giant balloons instead of sails. Inside, total chaos reigns. Tools lie abandoned everywhere, and many of the flying boats lie unfinished. The scene looks like the workers evacuated immediately and without a second thought. Those tools can be used to clear the entrance of the barracks. With a Difficulty 30 Observation check, the party can find a few remaining containers of lifting gas, just enough to bring one of the balloons rising surfaceward.

Cloudiseum

The cloudiseum is a big arena. It has three entrances, two of which are buried under rubble and the last entrance, which leads into the lobby, only accessible through a closed door in the fort. The Cloudiseum's lobby is a very big place, filled with broken out windows peering into the arena.

In the center of the arena, struggling to escape a tangle of banners and other debris, is a small serpent, only slightly larger than a pony. Frequently, the Shimmering Serpent will attempt to free its child, but to no avail. It was here that Ditzy first saw the serpent from above, and will lead the party here to help if they can.

The Serpent Returns

How the serpent reacts depends on what happened earlier. If the players attacked it then the serpent won't let the PCs near the child. There is still a possibility to free it, but then somepony has to distract it somehow while the rest frees the child. Even when the PCs succeed the serpent and the child will just cease fighting and swim away.

If the players resolved the first encounter peacefully, then now the serpent will trust them. It will try begging them for help, and guide them to her child. If the child is now freed by the players, the Serpent will be thankful and will allow the PCs to hold unto her while she brings them to the surface (this is by far the best ending, or at least the most exciting for Jacques. To ride a beast he was telling legends about and to break the surface just as the sun sets. That said, flying home in a Marelantean airship isn't too shabby.)

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Surfacing

However the players may return to the surface, their adventure is now over, and they will return to Equestria as heroes.

Epilogue

When the party makes their triumphant return to Manehattan, the newspapers hear about it almost immediately. Phoenix Quill, a reporter for Equestria's biggest newspaper tracks the PCs down shortly after their return to get their story to the world. Captain Junkcrab, upon reading the paper, swallows his pride and brings the deed to Jacques' ship, although he isn't too pleased with having to admit that Jacques was right, for once. If the party managed to bring any books that they found to the Canterlot Archives, Libra will be thrilled to find them, particularly Libra's journal. Past Endeavor is overjoyed to see the helmet, as well as any other relics, the party brings back. A special ceremony is held at the end of the week, and for the first time in ages, the entire museum is filled with eager ponies. Past thanks the party for their great service to not only the Canterlot National Museum of Pony History, but to her. The museum is busier than she's ever seen, all thanks to the publicity stirred up from the discovery of Marelantis.

About a week after the party's return, a simple letter is found amongst the daily mail of one of the PCs. Inside is a picture of the PCs underwater, scrawled in crayon, with Ditzy and the Seaponies around them. On the back of the picture, written in unsteady writing, is a short note:

"Thank you for saving my mommy!
- Dinky Doo"

Name _____

Guiding
Element _____

Gender _____ XP _____
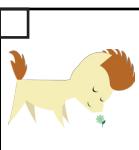
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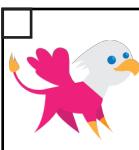
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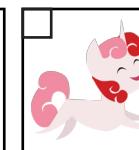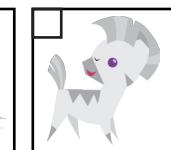
☐ Crystal Pony ☐ Earth Pony ☐ Griffon ☐ Pegasus ☐ Unicorn ☐ Zebra

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	Secondary	AP
Edges	Utility	AP
	Skills	
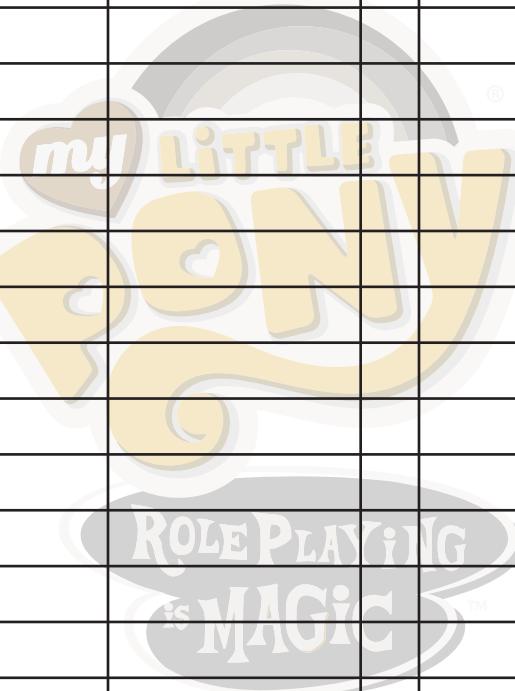
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