**MAGIC DUEL**

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Prologue

(*Opening shot: fade in to a close-up of a puddle in the middle of a road in a driving rain. There is the growing sound of galloping hooves, and in due time a set of them races through the puddle. A dark cloak hides all details of the figure, which hurries down the block while staying behind the assorted vehicles and containers left out here. A longer shot of the area frames a narrow alley under a gloomy gray sky; the pony gallops along toward one particular shop.*)

(*Cut to the darkened interior of this establishment, which is filled floor to ceiling with random items. The door is thrown open, jingling the bell mounted above it, and the hooded figure stands regarding the haphazard mélange before stepping in. It darts around the place, knocking a book off a stack, eyeing a shelf holding other tomes and a skull-and-crossbones-marked jar, even scoping a hollowed-out zebra head whose eyes have been removed. This is thrown aside before a light flicks on from o.s., revealing just enough facial detail to mark the pony as a blue mare. Cut to the shopkeeper, stepping into the light: older, light gray earth pony stallion; darker gray mane/tail, the former tied back in a braid and hidden under a round red/brown cap with no brim; light brown eyes behind pince-nez spectacles; red scarf; brown shirt with rolled-up sleeves over a long-sleeved white sweater; darker brown smock over his hindquarters, its pockets stuffed with small items and secured by a belt.*)

**Shopkeeper:** May I help you, traveler? (*pacing behind counter; mare watches him*) Hmmm…something drew you to my shop. (*Close-up.*) Something powerful.

(*Zoom out; she gestures past him and the camera pans slightly to show the object of interest, resting under a small bell jar on a back shelf; he glances back toward this. It is a gray medallion or necklace, an upside-down triangle set with a large, red, lozenge-shaped gem. Two red/gray wings stand up from the top corners of the triangle, and a red-eyed, gray unicorn head protrudes above the gem. Close-up of this item, tilting down slowly toward the jar’s base.*)

**Shopkeeper:** (*from o.s.*) Ahhh! You have a keen eye. (*Zoom out to frame him as he continues.*) The Alicorn Amulet is one of the most mysterious and powerful of all the known magical charms.

(*Zoom out again; the mare gestures emphatically at it, but he seems to lose his nerve.*)

**Shopkeeper:** (*stammering a bit*) I’m afraid this is far too dangerous.

(*A large bag is produced and thrown down, spilling some of the coins inside across the counter. He eyes it for a moment, then stitches on the placating smile that always shows up when a customer says, “Name your price.”*)

**Shopkeeper:** Would you like that gift-wrapped?

(*Cut to an extreme close-up of the Amulet, gleaming in the dimness of the shop. The hooded buyer’s shadow casts itself over the display, and the reflection of a most unpleasant grinslowly spreads across the glass. Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to Twilight Sparkle, Fluttershy, and Spike in the backyard of Fluttershy’s cottage during the day. She is hunched down to address several of her animals. Zoom in slowly.*)

**Fluttershy:** Don’t be scared, little friends. Twilight is wonderful with magic.

(*Flicking her eyes over her shoulder, she wheels to face the unicorn, her sweet demeanor instantly replaced by naked hostility.*)

**Fluttershy:** Anything happens to them, Twilight— (*Zoom in on the pair.*) —so help me… (*Zoom out slightly; Spike separates them and she relents.*)

**Spike:** (*leading her away*) Aw, don’t worry, Fluttershy. Twilight’s magic has gotten a lot better since she accidentally crushed me and Applejack with a giant snowball.

(*The unicorn gives them an embarrassed little grin, blushing as her ears droop.*)

**Fluttershy:** Of course she’s good with magic. Twilight’s great with magic. I guess I just don’t want my little friends to be scared. (*Zoom in; she starts to panic.*) Oh, oh, look how scared they are!

(*A cut to the animals puts the lie to that claim, as they are all chittering happily.*)

**Twilight:** (*stroking Fluttershy’s shoulder*) I promise, Fluttershy. Nothing bad will happen to them.

**Fluttershy:** (*breathlessly, through clenched teeth*) I know!

(*Taking a couple of steps toward the menagerie, Twilight lights her horn and focuses her mind.*)

**Fluttershy:** Stop! Stop! (*She hunkers down and covers her face, shaking.*) They can’t take it!

(*“It,” so far, consists only of the entire group of critters being enveloped in Twilight’s magic; she aims a concerned look back at the terrified pegasus and gets down to work. One after another, she levitates the animals up several yards and gets them moving in a circle, much to their audible delight. As she flicks her horn in a new direction and Fluttershy chews her hooves and stares popeyed, the animals are maneuvered until they are describing a deft figure-eight pattern.*)

**Spike:** Twilight! That looks amazing!

(*Sweat has started to trickle down Twilight’s face as a few sparks fall from her horn. At this point, she winds down, gently lowers the volunteers back to the grass, and wipes her forehead.*)

**Twilight:** Whoo!

(*Zoom out slightly as the animals gather around her and cheer in their various ways.*)

**Twilight:** That’s all for now, little ones. Maybe we can practice again later, if Fluttershy says it’s all right.

(*They hurry over to the self-compacted yellow/pink ball of equine and try to raise her spirits.*)

**Spike:** Your magic has really improved since we came to Ponyville, Twilight. Princess Celestia’s gonna love it!

**Twilight:** Thanks, Spike. I have to be at my best when she arrives with the delegates from Saddle Arabia. (*laughing a bit*) I can’t believe she’s trusting me with the entertainment!

(*Rainbow Dash rockets across the screen, plowing her away; cut to the two near a fence. The violet mage has wound up on her back, with the blue flyer standing over her.*)

**Rainbow:** Twilight, come quick! (*Close-up of Twilight; she continues o.s.*) It’s an emergency!

(*The latter blinks uncomprehendingly. Dissolve to a long shot of the town hall, where a sizable crowd has gathered out front, then cut to Rarity standing in a clear spot among them. A bolt of red energy lances into view and bursts against her, causing a green/yellow/brown-striped peasant-style dress with pink trim to appear on her body. As she looks herself over, her first reaction is a horrified shudder; shocked gasps from the crowd.*)

**Rarity:** You beast! (*addressing source of beam*) This shade of brown should only be used for accents!

(*Zoom out slightly; Applejack gallops up, just in time to catch the fainting Rarity on her back. Pinkie Pie arrives as well to accompany them off the scene.*)

**Pinkie:** Come on, Applejack. We’ve gotta get her in a nice soothing pink—stat! (*Here come Twilight and Spike.*)

**Twilight:** What’s going on here?

(*The next voice—female, dramatic, soaked in venom but still oddly familiar—throws a major-league fright into her.*)

**Voice:** Well, well, well.

(*Zoom out to show that the speaker is the hooded mare who bought the Amulet in the prologue.*)

**Hooded pony:** If it isn’t…

(*In close-up, she throws her hood back to reveal the face of Trixie, the blue unicorn magician who tried to show up the entire town in “Boast Busters.” She wears the Amulet as a clasp for the cloak.*)

**Trixie:** …Twilight Sparkle!

(*The violet eyes briefly flash red, prompting surprised murmurs from the crowd and a shocked gasp from Twilight.*)

**Twilight:** Trixie!

**Spike:** What’s *she* doing here? (*Rainbow flies up from the crowd.*)

**Rainbow:** You call *that* great and powerful?

(*Another red-eye flash, accompanied by an aura in the same color around the Amulet, and Trixie lets go with a burst that nails her dead on. It leaves her right wing perhaps four times bigger than her left; she tries to fly but ends up veering out of control, yelling all the while. Down below, Snips and Snails look on from within the crowd.*)

**Snips:** Cool! She’s Rainbow Wobble now!

**Snails:** Yeah!

(*His laugh gets cut off by a crazy swoop toward the town square, and only the two colts’ last-second dive keeps Rainbow from caving their heads in. Once they are back upright, Snips nods happily and Snails waves. From here on in, the Amulet manifests a red aura every time Trixie readies or fires a spell; her eyes will usually—though not always—flash red as well.*)

**Snails:** Good spell, O Great and Powerful Trixie!

**Trixie:** You two! (*firing*) Quiet!

(*The glare and smoke from this spell clear to give an extreme close-up of Snips, who now appears to be standing on his head.*)

**Snips:** (*stammering*) Hey! What happened?

(*Zoom out. He is, in fact, upside down above Snails, and they are joined horn to horn.*)

**Snails:** Get off of me!

(*The two unicorns gallop back and forth, tumbling and arguing all the while in a futile attempt to separate themselves.*)

**Twilight:** Stop picking on my friends, Trixie!

**Trixie:** You and I have some unfinished business. My magic’s gotten better since I was here last. (*approaching Twilight*) And I’m going to prove it. Me and you. A magic duel. Winner stays. Loser leaves Ponyville… (*eyes flashing red*) …forever! (*Close-up of Twilight.*)

**Twilight:** Forget it! I’d never make a deal like that!

(*She turns pointedly to face away from Trixie; zoom out to frame her.*)

**Trixie:** Hmph. Your choice.

(*She warms up her horn; cut to Spike, who cries out as he finds himself being floated up above the crowd. The cries turn to yells, and the red aura squashes him into a perfect sphere and bounces him on the pavement.*)

**Twilight:** Trixie, put him down!

(*A hard bounce sends him up; next a basket materializes at one end of a roof and the dragon ball hits the rim, rolls around, and drops in. The bottom has been removed from the basket so that he falls through as if this were a basketball goal; Twilight turns back toward Trixie.*)

**Twilight:** Why are you doing this?

**Trixie:** Why? Because you humiliated me!

(*She conjures up a wavering flashback to “Boast Busters”: Twilight using her magic to levitate the Ursa Minor after quieting it. The natural light dims a bit as the clip plays out in a frame of red magic.*)

**Trixie:** After you showed me up with that Ursa Minor…

(*Close-up of the “screen,” putting her o.s. Now Trixie’s portable stage wagon has been thoroughly defaced with mocking graffiti and garbage, and other ponies jeer and point at her.*)

**Trixie:** (*from o.s.*) …I became a laughingstock! (*She bugs out in a cloud of smoke, shedding her cape and hat.*) Everywhere I went, I was laughed at and ostracized.

(*The next shot frames one very glum unicorn using a levitated hammer to chip at a rock in a field. As it splits open, Mr. Pie—Pinkie’s father, seen in her flashback during “The Cutie Mark Chronicles”—walks up and points impassively past her.*)

**Trixie:** (*from o.s.*) I even had to take a job on a rock farm just to earn a living!

(*On the end of this, she looks apprehensively behind herself and the camera zooms out to reveal a tumble of much larger boulders waiting for her. The flashback ends in a poof of red smoke, giving a close-up of her.*)

**Trixie:** *A rock farm!*

**Pinkie:** (*from o.s., incensed*) Hey! (*Zoom out to frame her at a distance.*) You’re lucky a rock farm would take the likes of you!

(*A small arrow winks into being next to her, similar to a computer mouse cursor, and pokes itself onto her nose. After a moment’s tugging, the arrow yanks her mouth and nose completely off her face; now a small trash can appears as well. The lid pops off, the arrow deposits the bits within, and the lid goes back on, so that the entire operation resembles the act of dragging files away to be deleted on a computer desktop. Cursor and can both vanish, leaving Twilight to stare at her suddenly muted friend and then at Trixie.*)

**Trixie:** (*eyes flaring red*) Now I want revenge. And I’ll just keep casting spells ’til you agree.

(*A fresh spell connects with the library, uprooting it and floating it into the air so it can turn end for end. A bit of shaking causes books to tumble from all the windows; Owlowiscious comes out with them, but starts trying to grab as many as he can. The violet unicorn gapes at the sight, then looks back at the smug blue one.*)

**Trixie:** Well, what do you say?

(*Cut to the extent of her mischief: Spike bouncing like a Superball, Rainbow and her crazy wing, Applejack covering a distraught Rarity with a vivid pink blanket, Snips and Snails still trying to pull apart, Pinkie unable to eat a plate of cupcakes and breaking into soundless gushers of tears. Zoom out to put Twilight in the fore.*)

**Spike:** Help meeee!

**Twilight:** (*icily*) All right, Trixie. (*turning to her*) Let’s duel!

**Trixie:** Excellent.

(*A quick flash of effort rights and replants the library and undoes the effects on all of the others—except Pinkie. Feeling her face, she points at where her mouth used to be and voices her annoyance somewhere between a grunt and a hum. Rarity winds up without either the garish dress or the blanket.*)

**Trixie:** If I lose, I won’t set hoof in Ponyville again. (*Cut to Twilight; she continues o.s.*) But if *you* lose… (*Zoom out to frame her.*) …you’re the one banished from this one-horse town!

(*A round of gasps from her friends. As the two stare each other down across the square, the camera cuts back and forth between slowly zooming close-ups of Trixie’s smug grin and Twilight’s sweaty glower. The out-of-towner is first to break the standoff.*)

**Trixie:** Draw!

(*She lets one rip, hitting a cart parked near Twilight and launching it in a high arc over her head. Both the vehicle and the barrels of apples it holds go flying; several onlookers gasp and gallop away, except for one mare who trips and ends up in the dirt. She gasps and cringes down, not looking forward to the start of a new life as a pancake—and then the camera zooms out to show that Twilight has seized the lot in her telekinesis. A grunt and a toss of her head set the cart down properly, refill the barrels, and load them back on board, and she wipes her forehead.*)

**Twilight:** Phew!

(*Looking back toward Trixie, she voices a quick gasp upon finding half a dozen floating pies ready to come her way. As the dessert barrage hurtles toward her, she gets an idea and fires off a spell of her own. It solidifies into a parasprite, which immediately opens its mouth wide enough to gulp down all six pies without missing a crumb. Next it burps out an offspring; Twilight then zaps both of them away.*)

**Twilight:** (*softly*) Phew.

(*Two shadows cast themselves over her from opposite directions and merge; as she looks up, the camera zooms out to reveal the source—a massive snowbank floating over the town square. Gravity does its thing as soon as Trixie releases her hold, and in an instant the entire area is thickly blanketed in white. A few chunks of coal end up on Twilight’s face, making her look like a severely disgruntled snow pony, but she promptly melts herself out and shakes dry as the rest of the instant blizzard melts down.*)

(*Here comes the violet unicorn’s next spell, which scores a direct hit on Trixie’s disbelieving face. A moment after it dissipates, she grows a long, thick gray mustache that gets a laugh from the other five mares. Incensed, she conjures up a pair of scissors and snips it away, then dispels the implement.*)

**Trixie:** Snips! Snails! Step forward! (*They do so and make obeisance.*)

**Snips:** W-W-What is it, O Great and P-P-Powerful Trixie?

(*His nervous laugh is cut off by the beam that nails them both and lifts them into the air. As the rest of the gang watches speechlessly, bathed in the red glare, Twilight’s jaw drops wide open. The two colts are lowered to the ground in front of her—but now Snips is a wailing newborn and Snails is a wrinkled, white-haired oldster who can barely hold his head up. His mane is mostly gone, but he now sports a long white beard and thick glasses.*)

**Twilight:** An age spell? But…how could *you* do an age spell? That’s only for the highest-level unicorns! (*Trixie polishes the Amulet a bit.*)

**Trixie:** Well, Twilight, give up?

(*Her opponent sighs wearily before channeling her energy into a spell that envelops these two victims and holds them aloft.*)

**Spike:** Come on, Twilight, you can do it!

(*The glow around her horn intensifies, throwing off sparks to frame a drawn, straining face; meanwhile, Trixie just grins savagely up at her handiwork. After several almost endless seconds, Twilight’s magic sputters and fades away. She crumples onto her belly, and Snips and Snails have a very sudden meeting with the ground that sets Snips crying all over again.*)

**Trixie:** Trixie *is* the highest-level unicorn! (*Malicious, mocking laugh.*) And now it’s time for you to leave Ponyville… (*Zoom in; eyes flare red.*) …FOREVER!

(*Cut to Twilight, now back on her hooves but still looking half-unstrung, and zoom out as the others fly/gallop to place themselves between her and Trixie.*)

**Applejack:** That’s enough, Trixie!

**Rarity:** You’ve proved your point, but you can’t possibly expect Twilight to leave Ponyville! (*Zoom out to frame Trixie watching them.*)

**Trixie:** You fools! (*She proceeds to magically hoist Twilight.*) She’s already gone!

(*The librarian is slung o.s. and away from the town hall with a yell, prompting the others to hurry after her. She comes down to earth on a stretch of meadow well outside Ponyville, bouncing until she stops on a patch of dirt. A gigantic dome flashes into existence above the town and is slowly lowered over it as she gets vertical. When it thuds down, she finds herself cut off from the five mares and one dragon that gather just inside, Rainbow trying uselessly to smash through headfirst. Cut to a close-up of Spike’s palm, pressed against the barrier and seen from outside; she reaches into view and touches a hoof to the spot.*)

**Twilight:** (*from o.s.*) It’s okay, guys. (*Zoom out.*) I’ll figure something out. (*now in view*) Just take care of each other, and keep an eye on Trixie. There’s something strange about her. (*Off she goes; cut to inside as Spike watches her gallop away.*)

**Spike:** Twilight…?

(*He thumps his forehead against the dome—as solid as any glass or plastic wall. Snap to black.*)

Act Two

(*Opening shot: fade in to Twilight standing in a grassy area and casting a spell on a flower in front of her. Her shaking lean forward and moan through gritted teeth tell just how much mental effort she is putting into this one; the teeth grind and the sparks fly, and in due time the bloom folds itself up into a bud. She smiles at the result, but a moment later the effect undoes itself and she voices a supremely frustrated groan.*)

**Twilight:** It’s impossible! (*Zoom in slightly.*) How could Trixie know such advanced magic? Without Spike, I can’t get a message to the Princess in Saddle Arabia. (*scratching chin*) So who else do I know who understands strange and powerful magic?

(*Dissolve to a long shot of the exterior of Zecora’s hut in the Everfree Forest. Zoom in slowly, then cut to the zebra and unicorn inside. Twilight paces the floor, while Zecora sits cross-legged on her haunches at a small table, holding a cup of tea.*)

**Zecora:** Your tale of woe upsets me so.

(*Sip.*) No wonder you’re dour. It’s an abuse of power!

**Twilight:** I don’t know what to do, Zecora. I feel like I’ve abandoned my friends, but I can’t take her on horn-to-horn. (*Zecora sips.*)

**Zecora:** If you train with me, so good you’ll be.

I’ll show you the way to make sure *she* won’t stay.

**Twilight:** *You’ll* train me in magic? But she was doing age spells, weather spells, you name it!

(*An overly emphatic gesture knocks over the cup, spilling the tea. The herbalist looks at her worriedly and holds the vessel in one hoof.*)

**Zecora:** When it comes to magic,

(*Close-up of the cup; she waves her other front hoof over it and it is instantly refilled.*)

(*from o.s.*) It would be tragic

If somepony licked me, especially Trixie.

**Twilight:** You really think I can beat her? (*Back to Zecora.*)

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

(*This gets Twilight so excited that the jumps her forelegs onto the table, spilling the tea again.*)

**Twilight:** Okay. When do we start?

(*This time, she gets a slightly nasty look through narrowed eyes and gives back a placating grin. Dissolve to a porch or balcony railing, over which a gold-edged red banner is unfurled; it displays a white-eyed black silhouette of Trixie’s hat/collar-clad head. Zoom out to show this as one of the upper-story balconies within the town hall, with Rainbow and Fluttershy holding opposite ends of the banner’s support rod in their teeth. Neither looks particularly enthused about the job.*)

(*In a longer shot, other ponies have been conscripted to redecorate the place, under Trixie’s supervision. Several copies of the banner have already been hung up. Rarity runs her sewing machine to turn out more of them, while a pegasus hovers ready to take them away; Applejack is stomping a tub of apples; Mayor Mare has been imprisoned in a large birdcage. Mr. and Mrs. Cake have brought in a throne constructed from assorted giant candies and baked goods; Mrs. Cake pulls it by reins attached to the front legs, while Mr. Cake pushes from behind. Their daughter Pumpkin is sitting on it, but even she is having no fun. Trixie has shed her cloak, but is still wearing the Amulet.*)

**Trixie:** (*to the Cakes*) You two! Hurry up with my throne! (*Cut to a sullen Applejack; zoom out to show Trixie facing her now.*) And you! How long do I have to wait for my applesauce facial?

**Applejack:** Forget it, Trixie! (*rearing up, crossing forelegs*) I ain’t doin’ nothin’ ’til you let Twilight come home!

(*A red magic aura lifts her off her hind legs and conjures up two feathers, which proceed to tickle Applejack all over until she is laughing uncontrollably.*)

**Applejack:** (*between laughs*) Okay! I’ll do it! Just make it stop! Whoo!

(*The feathers wink out, but the levitation slings her away from the tub so that she crashes into several baskets of apples standing alongside it. Green eyes glare back at the violet ones, which flare red as their owner turns her attention elsewhere.*)

**Trixie:** I thought I told you to dance!

(*The spell she fires off blasts Pinkie, who had not previously been seen in the town hall, and sends her through a series of high-speed dance moves until she spins her way past Rarity. As soon as she finishes her latest banner, Fluttershy and Rainbow haul it away; a pony mannequin decked out in a purple saddle trimmed with pink fuzz and hearts stands behind her. With a weary moan, she floats up a needle and sets to work stitching a seam on a new banner.*)

**Rarity:** Trixie’s cruel magic is ruining Ponyville! (*She jabs her own hoof.*) Ow!

(*Pulling it out from underneath the cloth, she finds it to be inflamed and throbbing.*)

**Rarity:** (*whining; zoom in slowly*) Ooh…so somepony has to help us!

(*Wipe to a close-up of Twilight, horn alight and more at ease than during her meeting with Zecora. The background shows that she is now out somewhere in the Everfree Forest; zoom out slightly as she floats a couple of large, shapeless blobs of liquid around herself. A still-longer shot tells the whole story: she is standing on the surface of a totally still pool, her spread hooves barely touching the surface, as three dollops of water orbit her form. Zecora stands meditating on one hind leg at its edge, the other one stuck straight out in front and her front hooves touching. Both her eyes and Twilight’s are closed.*)

**Zecora:** Ahhh…no noise, no sound, no din, no fuss

Must interfere with your focus.

(*Cut to Twilight, now grimacing; she continues o.s.*)

Unlearn what you have learned.

(*Tilt down.*) Only then can victory be earned.

(*A groan emerges from the locked teeth as trickles of sweat make their way down from the dark blue mane.*)

**Trixie:** (*memory*) Trixie *is* the highest-level unicorn!

(*Her derisive laugh echoes in Twilight’s mind as her eyes pop open and the camera zooms out. Having lost her concentration, she has just enough time for one yelp before splashing into the pond along with her three water blobs. Close-up of the water surface; her sullen eyes and sopping mane emerge as Zecora’s reflection leans in toward her.*)

**Zecora:** There is much, much that I can teach.

(*stepping o.s.*) But the answer you need may still be out of reach.

(*Twilight mulls this over, then climbs out as her new teacher walks off, stopping on the next words.*)

**Twilight:** I’m sorry, Zecora. I’m trying my best, but…I can’t stop thinking about Trixie. There was something different about her. It’s like she’s gone from high and mighty to mean and nasty.

**Zecora:** (*walking off again*) Your thinking needs a readjust.

(*Long shot of Twilight; zooming out slowly; she continues o.s.*)

Total concentration is a must.

(*Cut to a couple of Trixie banners attached to a Ponyville building and flapping in a strong wind. The sky has gone a dull, cloudy gray. Zoom out to show more of these decorations on the other structures in the area, as well as a statue of the vanquishing sorceress—rearing up on her hind legs, dressed in her old, star-spangled hat and cape with jewel brooch. A cut to the exterior of the library clearly picks out all the darkened or covered windows. Carrot Top gallops by, stops, and waits for an earth pony filly to catch up; the two hurry away and the curtains at one window twitch aside so Spike can peek out.*)

(*After he lets the drapes drop, the camera cuts to the reading room and its nearly empty shelves. The contents have been dumped in piles on the floor, and Applejack, Fluttershy, Rainbow, and Rarity are skimming through them with a speed that would be the envy of any college student cramming for finals. Spike steps back in, away from the window; close-up of Rarity.*)

**Rarity:** (*sighing, magically closing book/throwing it aside*) This really doesn’t seem to be getting us anywhere.

(*On the end of this, pan to follow the book away from her; it lands on a pile from which Pinkie puts her head up with a resigned moan and shrug.*)

**Applejack:** I hear you, Pinkie. I can’t find anythin’ that describes the kinda magic Trixie’s doin’.

**Spike:** (*groaning*) There must be *something.*

(*Cut to the hovering Fluttershy, who finds a picture of the Amulet in the book she holds.*)

**Spike:** (*from o.s.*) Twilight has every magic book there is!

**Fluttershy:** (*pointing to picture*) Um, I think I may have found something. (*Rarity pops up in front of her.*)

**Rarity:** (*hamming it up*) Yes, it’s time for us to consider our futures in this new, Trixie-led Ponyville. (*Fluttershy shifts position.*)

**Fluttershy:** Um, this sounds an awful lot like Trixie’s magic. (*Here comes Applejack.*)

**Applejack:** She wants me to grow apples with no peels! (*Sigh.*) Now how the hay am I supposed to do that? (*Fluttershy moves again.*)

**Fluttershy:** Um, there’s a picture here of that necklace Trixie has.

(*The mouthless pink pony stands up with a few irked grunts and gesticulations. Neither she nor any of the others has paid Fluttershy the slightest bit of attention throughout.*)

**Fluttershy:** It’s called the Alicorn Amulet, and whoever wears it is blessed with untold— (*Spike yanks the book out of her grip.*)

**Spike:** Hey, everypony, look! This book has a picture of Trixie’s necklace!

(*White, pink, blue, and orange-tan heads instantly cluster around for a better look.*)

**Spike:** It’s called the Alicorn Amulet, and whoever wears it is blessed with untold powers!

(*The diligent yellow pegasus has found herself at the back of the group.*)

**Fluttershy:** Uh, if you read a little further, you’ll see—

**Rarity:** (*reading*) “Even though it provides great power, it also corrupts the user.”

**Fluttershy:** Yes, but, um, you can’t—

**Spike:** You can’t just take the Alicorn Amulet off her neck. It has a magical lock. Trixie’s the only pony who can take it off!

**Fluttershy:** Maybe we could— (*Cut to Applejack on the end of this.*)

**Applejack:** We need to get this information to Twilight. She’ll know what to do.

**Fluttershy:** But…h-how—

**Rarity:** If any of us try to leave, Trixie’s magical force field will tell her.

**Fluttershy:** Maybe we should—

**Rainbow:** I’ve got it! (*She flies up toward the ceiling.*) Trying to sneak past the force field would be impossible without help. (*winking*) But I know who’s got the goods to get *into* the woods.

**Fluttershy:** I-It must be— (*Rainbow swoops down and lifts her overhead.*)

**Rainbow:** Fluttershy!

**Fluttershy:** *Whaaat?!?*

(*She crashes to the ground and shivers under an open book as Applejack walks over to her.*)

**Applejack:** What do you say, Fluttershy? Can you handle the mission? (*Fluttershy pops up.*)

**Fluttershy:** No! (*She lands on her haunches, clutching the book.*) I’ll crack under the pressure! (*Hunch down under it again.*) I’ll snap like a twig!

(*Here comes the brash blue daredevil to sweep her off the floor; she drops the book again.*)

**Rainbow:** Perfect! Fluttershy’ll sneak out of Ponyville and find Twilight.

**Fluttershy:** But…but I…I…

(*As soon as Rainbow releases her grip, down goes Fluttershy again like a ton of bricks wrapped in a pink mane and tail. Cut to a point somewhere in the center of the room; one dragon hand and four hooves—white, pink, blue, orange-tan—reach into view and pile up. Their owners look hopefully across the room, where Fluttershy huddles miserably with bugging eyes, chattering teeth, and sweat running down her face. She finally lets off a defeated sigh; cut to the pile of limbs as she hesitantly adds hers.*)

**Fluttershy:** (*from o.s.*) Okay.

(*Cut to a pan across the rest of the crew as they break the pile with assorted declarations of support and confidence. The camera stops on Rarity, who continues after the others have fallen silent.*)

**Rarity:** And I know just the design… (*Cut to the shaking Fluttershy and zoom in; she continues o.s.*) …for a dangerous-mission outfit!

(*Dissolve to a long shot of Ponyville. The slate-colored sky is confined to within the force field Trixie put up around it; outside, the sky is still clear and blue. The pained groans of Snips and Snails are heard; cut to them, harnessed to something obviously very heavy and dragging it into view through the meadows near the border. They are back to their proper age. Zoom out to show that their load consists of a wooden sledge, sporting a carved wing on each side and a large star on the front. It has no wheels and cuts a furrow through the grass as the colts haul it along, with Trixie in the driver’s seat; a whip floats alongside under her control.*)

**Trixie:** Pull, you fools! (*Whip crack, twice.*) Somepony set off the magic force field, and Trixie intends to punish them! (*Stop.*)

**Snips:** (*out of breath*) But…wouldn’t it be faster if we had some…wheels?!?

**Trixie:** The Great and Powerful Trixie doesn’t trust wheels. Now pull faster!

**Snails:** (*out of breath*) I’m telling you, Snips, she’s getting weirder and weirder!

(*A crack of the whip spurs them to get their legs going again. Cut to three beavers at the edge of the field; two of them strike it with their tails, causing it to flicker red—the disturbance she noticed. Zoom out to frame a section of a felled tree trunk lying nearby, marked with a large knothole, as Trixie and her pulling team advance past it.*)

**Trixie:** Stop! (*Snips and Snails collapse; she addresses the beavers.*) You there! What are you doing?

(*The one not beating on the field lets go with what is almost certainly a torrent of unprintable language, pointing at the log and the barrier to make its point—they want to move their cargo toward the forests. Rolling her eyes wearily, Trixie points her horn ahead, tips the whole thing up just enough to let all three beavers carry their lumber out, and lets it slam back down. Her next spell transforms the small wooden sledge into a much larger, more ornate golden one, essentially a four-poster bed whose overhead canopy is a solid roof with stars and a sculpture of her own wizard-hatted head. The front two posts rest on scaly animal heads, each back corner has a large wing attached, and magenta sashes in the same color as the cushions are strung around the base. Snips and Snails gawk at this new, massive load, and Snails hitches out a lungful of air; both are still out of breath.*)

**Snails:** Why is she so mean to us?

**Snips:** Yeah! I miss the days when she was…just a fraud!

(*The whip cracks out over them, and she leans forward with her most fed-up glower to get them going again. As they retreat from the camera, it zooms out through the force field and stops on one of the beavers watching from outside. It speaks to its buddies, one of whom reaches into the knothole and yanks Fluttershy out, with the third pulling on the second’s tail to help. She is now dressed in goggles and a dark gray hooded shirt and matching shorts with lighter gray accessories: utility belt, rabbit ears sewn onto the raised hood, paw-like shoes on only three hooves. The missing shoe and her generally disheveled, dazed appearance speak to the very rough journey she has had getting to this point. Shaking some sense into herself, she props the goggles on her forehead.*)

**Fluttershy:** Oh…oh, dear! (*backing/turning away*) Rarity’s dangerous-mission outfit is ruined! Guess we better go back.

(*Her retreat is stopped by one frantically chittering beaver in front, then the other two and several birds from behind. One of them chirps in her right ear.*)

**Fluttershy:** Oh…okay, okay, you’re right. I need to be brave and find Twilight. (*Another, in her left ear.*) Oh! Y-You’ve found her? (*panicky*) She’s in the Everfree Forest?!

(*The scuffed-up pegasus gallops back to the log she rode out on and dives back into its knothole, but the birds drag her out by the ears, mane, and tail. She finds herself being carried backwards toward the untamed wilds.*)

**Fluttershy:** Oh, this *is* me being brave! (*trying to “run” in midair*) I want to be brave at home! (*beavers follow*) Locked in my closet, with my teddy bear!

(*Dissolve to the exterior of Zecora’s hut, zooming in slowly, then cut to a close-up of Fluttershy, seated on her haunches at the table inside. She is cleaned up, out of her covert-operations gear, and picking up a cup of tea; a second one stands across from her. As she sips, the camera zooms out to frame the zebra in a similar position behind the other cup. Twilight, now dried off after her unfortunate meeting with the pond water, paces the room.*)

**Twilight:** I can’t believe I didn’t recognize the Alicorn Amulet!

**Fluttershy:** And the more she uses it, the more it will corrupt her!

**Twilight:** But how am I supposed to beat that Amulet? My magic’s not good enough.

**Zecora:** Twilight Sparkle, much work have you done.

You learned all of my lessons—all but one.

(*Cut to Twilight and zoom in slowly; she continues o.s.*)

If Trixie’s tricks have you in a fix,

(*Back to her.*) You must nix your magic and use the six.

**Twilight:** (*to herself*) “Nix your magic, use the six”…”nix your magic, use the six.”

(*A floodlight comes on behind the purple eyes.*)

**Twilight:** “Use the six,” that’s it! Zecora, you’re a genius!

(*Zecora allows herself a contented little smile and nod, and Twilight levitates quill and scroll over to the table and begins to write.*)

**Twilight:** Now we’ll need to get you back inside Ponyville, Fluttershy.

(*Zoom out slowly through one window of the hut and fade to black.*)

Act Three

(*Opening shot: fade in to the sun in a clear yellow-tinted sky and tilt down to a long shot of several hills of Ponyville farmland. The camera is positioned outside Trixie’s force field; within it, the clouds are still as thick and gray as before. Cut to the souped-up showoff, being dragged along on her golden sledge by Snips and Snails.*)

**Trixie:** This better not be another false alarm, or the Great and Powerful Trixie will—

(*The threat dies with a gasp as the camera zooms out to stop just beyond the border, where Twilight is now standing. In close-up, Zecora is seen behind her.*)

**Trixie:** (*from o.s.*) *You!*

(*Cut to a profile of both unicorns; Trixie walks over, her voice muffled by the field.*)

**Trixie:** What’s the matter, Twilight Sparkle? Not enjoying your exile?

**Twilight:** I know about the Alicorn Amulet. I know you cheated. (*Cut to Trixie, now heard clearly.*)

**Trixie:** (*offended*) Cheated? *Moi*?

**Twilight:** (*smiling shrewdly, levitating another necklace*) Yeah. And I thought you might want to see what a *real* magical amulet looks like.

(*This one consists of a thick gold band set with a roughly circular piece that displays three spirals curling in from the edges. Close-up of it.*)

**Twilight:** (*from o.s.*) Zecora gave it to me. (*Cut to a skeptical Trixie; she is muffled by the field.*) It’s from beyond the Everfree Forest—

(*Outside again; the prodigal unicorn uses her magic to secure it around her neck.*)

**Twilight:** —and it’s way more powerful than your measly little Alicorn Amulet! (*Cut to Trixie.*)

**Trixie:** Ha! Nothing’s more powerful than the Alicorn Amulet! And nopony’s more powerful than the Great and Powerful Trixie!

(*On the end of this, zoom in to an extreme close-up as her eyes flicker red.*)

**Twilight:** (*from o.s., muffled*) Care to put your amulet where your mouth is? (*Cut to outside, both in view.*) How about another duel?

**Trixie:** (*muffled*) Why should I? I already beat you.

**Twilight:** (*teasingly*) That’s up to you… (*walking away*) …but I guess you’ll never see the totally awesome magic from beyond the Everfree Forest. Come on, Zecora.

(*The departing teacher and student give Trixie a good view of their rumps and hind legs; she mentally slugs it out with herself, then speaks up.*)

**Trixie:** Wait!

(*Her eyes broadcast her desire to do anything more pleasant—say, pulling her own teeth out through her nose—but she teleports herself out of the force field and lets it dissipate. An instant later, she has reappeared next to the confident pair.*)

**Trixie:** Okay, okay, you’re on. (*softly, viciously*) A second duel.

(*Dissolve to a close-up of the gray clouds that still loom over Ponyville, and tilt down past the town hall to stop in the square. The still-caged Mayor Mare has been placed out here; Trixie, Snips, and Snails stand at one side of the open space facing Twilight, Applejack, Rainbow, Rarity, and Spike at the other. Lightning rips the air behind the scowling blue unicorn, and Twilight plants her front hooves a bit wider to give herself a good stance. Her face is set in a quiet, squint-eyed grimace, as are those of the friends ranged behind her.*)

**Trixie:** Let’s start with a simple age spell, shall we?

**Twilight:** Let’s.

**Trixie:** Snips! Snails!

(*As soon as they gallop in to face her, they get hit with a spell that turns them both into newborns and start crying at full tilt.*)

**Trixie:** (*smirking*) An oldie, but a goodie. (*Dismissive chuckle.*) Now let’s see what your little charm can do. (*A moment’s thought from Twilight.*)

**Twilight:** No problem. (*looking to one side*) Um, Applejack, Rarity? Could you help me, please?

(*Cut to a surprised Applejack, standing on one side of Rainbow.*)

**Applejack:** Huh? (*Pan to Rarity, on Rainbow’s other side.*)

**Rarity:** (*ditto*) Huh?

(*As she steps forward, Trixie rolls her eyes and tosses her head as if to say, “Is this really the best you can do?” Twilight adjusts her stance a bit, gets her horn going, and faces down the two very uneasy volunteers now standing in front of her near a statue. Trixie floats an emery board up to file the edge of a hoof, clearly unconcerned about anything her opponent might do. Here comes the boom, throwing up a cloud of smoke that dissipates to reveal that both Applejack and Rarity have been turned into fillies and lost their cutie marks. Applejack’s hat is the same size as it was, meaning that it is now far too large for her head; it topples forward, covering her entire face. Across the way, Trixie keeps filing her hoof for a moment, then drops the board with a bug-eyed, slack-jawed stare. Total disbelief is quickly replaced by a dismissive gesture.*)

**Trixie:** Eh, ho-hum. So you can do an age spell. Big deal.

(*Another shot from the violet horn puts them back at their proper age—but she is not done yet. The third leaves Filly Rarity standing on Mare Applejack’s back; the fourth, Mare Rarity atop a very old Applejack in the same pose; the fifth, both at their proper ages with all four hooves on the ground. Now Twilight has Trixie’s undivided attention.*)

**Trixie:** That’s….that’s impossible!

**Twilight:** That’s nothin’!

(*A quick over-shoulder glance discloses Rainbow, who cringes a bit at finding herself such an easy target. In close-up, she takes the next spell and winds up unchanged when the haze clears—or so she thinks until two additional blue wings pop up from the sides of her head. These rise slightly behind her, joined by an identical rainbow-maned noggin; a moment later, she has backed up quickly into the air and is facing an exact duplicate of her. The real Rainbow is on the left.*)

**Rainbow:** Yow!

(*They eye each other cautiously from various angles and even trade places to make sure their eyes are not fooling them. Down below, Trixie’s look as if they might pop out of her skull.*)

**Trixie:** How did you…?

**Twilight:** Duplication spell. Ever seen one pony play ten instruments?

(*Her next sideways head tilt puts Pinkie in the line of fire; a spell blasts the pink pony, and the smoke clears to show her rigged up as a one-mare band similar to “Swarm of the Century.” She goes into a lively polka number, somehow managing to play the tuba around her midsection despite the minor technical hitch of having no mouth. Trixie gets a few bits of up-close-and-personal performance, the last of which comes from directly overhead and forces her to crouch down in order to avoid eating the instruments.*)

**Trixie:** This…just can’t be! (*The music stops.*)

**Twilight:** Ooh, one more. I can turn a mare into a stallion!

(*During this line, cut to Applejack and Rarity near the statue and zoom in on the former. Her eyes displaying only terrified green points, her teeth about to chew through her bottom lip, she tries to make a break for it only to take the full brunt of that “one more.” Once the haze evaporates, the mare has become a large and bulky stallion whose blond mane/tail are no longer tied back. The hat, coloration, and cutie mark are intact. She—or rather, he—crosses right legs over left with a noticeable degree of embarrassment.*)

**Stallion Applejack:** Ee-yup.

(*The follow-up spell reverses the transformation just as quickly and leaves Applejack quite disoriented. Trixie’s jaw hangs so low that it might fall out of her head with one good sneeze.*)

**Twilight:** Well, Trixie, looks like my amulet is more powerful than yours.

(*As she speaks, Trixie’s red aura seizes the relic and yanks it off.*)

**Twilight:** Hey! (*It is floated away…*) Give it back!

(*…and over to the power-hungry unicorn, who lets off a diabolical laugh.*)

**Trixie:** With this amulet, I shall now rule… (*Back to a bug-eyed Twilight; she continues o.s.*) …all of Equestria!

(*One hard pull undoes the Amulet’s chain; the red aura of her horn and eyes flickers away, and she floats Twilight’s charm on to replace it.*)

**Trixie:** Witness, my subjects! (*Zoom in slowly; she grips the Amulet.*) Gaze upon an ever greater and powerful-er Trixie!

(*On the last word, zoom out quickly as lightning cracks around her and she stands up on her hind legs. One of the two Rainbows darts in and snatches the Amulet away.*)

**Trixie:** Hey! *(catching herself, scoffing/smiling wickedly)* I don’t need that old Alicorn Amulet. I have *this!*

(*Zoom in slightly on her “new” one as she finishes. Aiming her horn toward the clouds, she lets go with a burst of her own magic and hits the escaping pegasus square in the belly. She does not lose her hold on the Amulet, though, and the energy coursing over her form has no effect except to start her laughing wildly.*)

**Rainbow:** (*between laughs*) Stop it!…That… (*Spell fades away.*) …that tickles!

**Trixie:** Tickles? (*stammering*) That.was supposed to make you writhe in agony! (*tapping necklace*) This amulet is defective!

(*She fires another round, which Rainbow ducks easily.*)

**Trixie:** Give mine back!

**Rainbow:** Sorry.

(*She flies down to Zecora, who holds a small, open wooden box.*)

**Rainbow:** (*dropping Amulet in, closing lid*) This is going back into hiding where it belongs. (*Twilight sidles up to Trixie.*)

**Twilight:** By the way, Trixie… (*tapping necklace*) …the amulet around your neck? It’s one of Zecora’s doorstops.

(*And it chooses this moment to fall off the gold band and crack in two when it hits the ground.*)

**Trixie:** (*stammering*) But…how did you do those spells? Nopony can do those spells!

**Twilight:** You’re right. Not even me.

(*Dissolve to a gathering of ponies and zoom out slowly as Fluttershy reads from the notes Twilight made at the end of Act Two. The others present are Applejack, Pinkie, Rarity, Big Macintosh, Granny Smith, Apple Bloom, and Sweetie Belle, and they are all in an unoccupied bit of a Ponyville street.*)

**Twilight:** (*voice over*) Zecora taught me so much about magic while I was in exile.

(*Cut to a pan through the Carousel Boutique’s ground-floor showroom, where preparations are being made. Applejack paints Bloom’s coat to match hers, while Rarity floats a brush to style Sweetie’s purple-dyed mane into a duplicate of her own elegant curls. Both fillies have had their eye colors changed to match those of their respective older sisters. Meanwhile, Pinkie—having donned an artist’s beret—is hard at work with cans of paint to turn Macintosh into a gender-switched version of Applejack, cutie mark and all. At a mirror, Fluttershy dons a wig copy of Rainbow’s unruly multicolored mane, while Granny—now completely disguised as an older Applejack, complete with spare hat—looks on.*)

**Twilight:** (*voice over*) She even taught me when *not* to use it. My magic alone wasn’t powerful enough to take on the Alicorn Amulet head-to-head.

(*Dissolve to just behind the statue where Twilight targeted Applejack and Rainbow. The two mares, Macintosh, and Granny are hunched down behind it, while the disguised fillies are out in front—Twilight’s first spell. Bloom is wearing a third brown cowboy hat.*)

**Twilight:** (*voice over*) So I needed to use a different kind of magic.

(*Here comes number two; Bloom and Sweetie leap back out of the colored smoke and under cover, while their sisters quickly take their place.*)

**Twilight:** (*voice over*) The magic of friendship!

(*So she was able to pull off all her illusions by having appropriately aged and/or disguised ponies switch in and out as needed—including Fluttershy as a clone of Rainbow. Dissolve back to the present moment.*)

**Twilight:** I also knew that the only pony who could get the Amulet off your neck was you.

**Trixie:** But…what about the pony with the ten instruments?

**Twilight:** That’s not magic, that was just Pinkie Pie.

(*On the end of this, she gestures to one side and the camera pans away from her to frame the polka-playing party pony, who earns a round of cheers from several onlookers. As the crowd slowly starts to advance on Trixie and she backs away uneasily, the camera tilts up into the sky. The impenetrable overcast parts to yield an expanse of cheerful blue and a bright sun above it all.*)

(*Day dissolves into starry night, and Fluttershy’s rabbit Angel floats blissfully across the screen under Twilight’s control. Cut to a longer shot of the area; the talented mare has Fluttershy’s animals going in a figure-eight pattern overhead, just as at the start of Act One. She stands on a stage in the town square, and ponies watch from the packed bleachers set up on three sides. Two high private boxes have been set up on opposite sides of the street; one holds Mayor Mare, the other Princess Celestia and two other figures who cannot be clearly seen from this distance.*)

(*As the crowd ooh’s and aah’s in wonder and delight, the camera cuts to Celestia’s box. Her two companions—both earth ponies—are a brown, blond-maned stallion and a light blue, purple-maned mare, both wearing finely decorated saddles, bridles, and headwear. These are the delegates from Saddle Arabia that Twilight mentioned in Act One; like Celestia, their body sizes and proportions are similar to those of a full-sized horse. Fluttershy shivers in Spike’s comforting arms, lifting her face for one quick, terrified glance before ducking away again. She has shed the wig, eye color change, and body paint that allowed her to pass as Rainbow’s double. Her fears for the animals’ safety are entirely unfounded, though; Twilight maneuvers them into a new aerial pattern while fireworks burst around them, eliciting more awed reactions.*)

(*She brings the critters back down, seeming a bit puzzled at this new development, and the camera zooms out to frame Trixie standing just past the edge of the stage. The spot of light glowing at the end of her horn gives her away as the one who did the effects.*)

**Twilight:** Trixie?

(*Head-on view of the pair. The blue magician has donned her starry cape and jewel brooch, and she gives Twilight a smile of genuine contrition as her hat floats down onto her head. She has removed the gold band on which Twilight’s fake amulet was mounted.*)

**Trixie:** It’s the least I could do. I treated you and your friends so horribly when I was wearing that Alicorn Amulet. I just couldn’t control myself. You can forgive me, can’t you?

(*She gives her opposite number a one-two punch—a pitiful pout coupled with the big sad soulful eyes—but Twilight remains unconvinced for a long, silent moment.*)

**Twilight:** Hmmm… (*finally smiling*) …sure.

**Trixie:** (*quietly, relieved*) Oh…good. (*resuming her old over-the-top manner*) Don’t you think the Great and Apologetic Trixie is the most magnificent humble pony you’ve ever seen?

(*Twilight rolls her eyes disgustedly, but lets it shift into a little smile and the merest shake of her head—“maybe someday she’ll get it.” Just as in her last, ignominious flight from Ponyville, Trixie rears up and is lost in a sudden burst of smoke, which clears to show her galloping away from the camera. Her “grand” exit is marred by a stumble that dumps her on the ground, but she is soon up and moving again. Tilt up from her to center the moon on the screen, and “iris out” around it to black.*)

(*When the blackout is nearly complete, though, two pink hooves shove themselves through the tiny aperture from behind and stretch it out so that Pinkie can tumble through. She has put away her plethora of polka paraphernalia. The black ground snaps shut behind her as she straightens up and points out her still-missing facial features, hum-grunting furiously all the while as if to say, “Now how about my mouth, stupid?” There is the sound of a spell being cast; zoom out to frame Twilight walking out to join her through a portal she has created. This winks away, and a quick burst of magic restores Pinkie’s mouth and nose to their rightful place. She sucks in a huge breath—but before she can say anything, the view cuts directly to the closing credits.*)