**NO SECOND PRANCES**

**Written by Nick Confalone**

**Produced by Devon Cody**

**Story editing by Josh Haber**

**Supervising direction by Jim Miller**

**Directed by Denny Lu, Tim Stuby**

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

Prologue

(*Opening shot: fade in to the dining room of the Castle of Friendship. The décor has been modified slightly from past scenes set in this area by the addition of two purple banners hanging on the back wall, on opposite sides of a tall oval window. One shows a profile close-up of Twilight Sparkle, the other Princess Celestia; the images are oriented so that they face each other. The real Twilight walks toward the table, magically pushing a cart loaded with plates and silverware, while Starlight Glimmer stands across the way from her. Once she has the cart in place, she shuts off her horn, nips one plate in her teeth, and sets it on the table in close-up; after a critical glare, she nudges it slightly and smiles.*)

**Twilight:** First lesson of the day—we very carefully set the table without using magic, so that—*yikes!*

(*She dives to avoid a levitated hailstorm of utensils and china, which assembles itself in perfect order on the table in no time flat. Once the bombardment dies down, she straightens up and finds no fewer than four settings now on the table, with a stack of spare plates in the middle and Starlight floating the last spoon down into its spot. The unicorn cracks off a bashful grin.*)

**Twilight:** Did you—how? When? What?

**Starlight:** (*puzzled*) What?

**Twilight:** (*irritated*) I said “no magic.” You were supposed to do it by hoof so I could work in a friendship lesson.

**Starlight:** Oh! I heard “set the table” and just kinda went for it.

**Twilight:** Well, if you *hadn’t* used magic, you’d have heard me say…uh…

(*Close-up of the setting in front of her.*)

**Twilight:** (*from o.s., pointing out items.*) …this plate represents your head, this spoon is your heart, and the knives… (*Cut to frame her, seen over Starlight’s shoulder.*) …are sharp. Always be careful with knives.

(*Big grin, followed by a heavy sigh.*)

**Twilight:** (*tapping silverware*) The metaphors make more sense when you’re actually setting the table.

**Starlight:** Should I…change it back?

**Twilight:** I just want to make sure you’re ready for this dinner. Princess Celestia will be joining us tomorrow night to see how the friendship lessons are going.

**Starlight:** If it’s just you, me, and Princess Celestia, why are there four seats?

**Twilight:** (*crossing to her*) Well, the whole point is for you to bring a new friend. That way, the Princess will see for herself just how far you’ve come— (*smiling slyly, nudging her*) —and how good a teacher you have.

**Starlight:** Well, I can’t choose. I like all your friends.

**Twilight:** That’s the best part! You have to make a new friend!

(*Her ear-to-ear smile is met with a very uneasy look from the student.*)

**Starlight:** New friends? (*with forced confidence*)Hey! Maybe I’ll just force friendships by magically enslaving the entire population of Ponyville! (*Big grin.*)

**Twilight:** (*annoyed*) Starlight!

**Starlight:** (*normal tone*) Kidding!

(*A toothy grin and shaky chuckle do very little to allay Twilight’s vexation. Snap to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a slow pan along a busy Ponyville street during the day. Starlight trots into view.*)

**Starlight:** Let’s see…make new friends in Ponyville, the friendliest place in Equestria. (*Head-on close-up.*) Shouldn’t be hard.

(*The sudden appearance of Pinkie Pie to one side brings her up short.*)

**Pinkie:** Need to make a new friend, huh? (*She mashes her cheek up against Starlight’s.*) I know just the pony for you!

(*An instant later, she has whisked the unicorn away. Wipe to the kitchen of Sugarcube Corner, where they arrive just as quickly.*)

**Pinkie:** Ms. Starlight Glimmer, meet Mrs. Cake!

(*Starlight aims a timid smile across the room; cut to a longer shot that frames the blue baker, who is standing on a box behind a counter to ice a cake. Once she finishes the top edge, she sets down the bag in her mouth that she has been using to dispense the sweet stuff.*)

**Mrs. Cake:** (*flicking away some extra*) How are you, dearie?

**Starlight:** (*eagerly*) Are you baking? Can I help?

(*The glow of her horn brings out implements and ingredients from their storage spots all over the kitchen and whirls them together in midair. The end result is a three-tiered cake iced in violet, with pale blue-green on the top edge of each tier and plenty of stars up and down the sides. It floats above the three mares as Mrs. Cake resumes her decorating.*)

**Pinkie:** Wow, Mrs. Cake! Look what your new friend made you! (*Close-up of Mrs. Cake: the bag is set down again.*)

**Mrs. Cake:** (*laughing absentmindedly*) “New friend.” I like the sound of—

(*She pulls in a sharp gasp as the camera zooms out quickly to show Starlight’s cake now hovering overhead.*)

**Mrs. Cake:** Howza-wowza! (*indignantly, sputtering a bit*) Are you trying to put me out of business with your fancy magica-thingie-whatsit cake?

(*Cut to Pinkie and Starlight. Both faces fall as the latter lets her horn wind down; there is a loud splat followed by a string of surprised noises, and Pinkie covers her mouth with a hoof as Starlight cringes mightily.*)

**Starlight:** Sorry.

(*Back to Mrs. Cake; the whole thing has come down squarely on her head, leaving her thoroughly spattered. Pinkie zips over to lick away the dollop of icing that has made its way down to cover one eye, getting a few crumbs on her own face in the bargain.*)

**Pinkie:** In her defense, it *is* delicious!

(*And she backs up her claim by stretching her neck upwards for a moment so she can get a chomp out of the bottom two layers. Starlight, meanwhile, does her best to rearrange her features into a placating little grin. Wipe to an extreme close-up of one tree trunk in the Sweet Apple Acres orchards. The scarlet hind legs of Big Macintosh rise into view and slam against the wood, setting off a fall of apples as the camera pans slowly across the field. The motion brings Applejack and Starlight into view, topping a nearby hill, on the start of the next line.*)

**Applejack:** I think I have just the pony for you, Starlight. Meet Big Mac.

(*Now standing among full baskets, the stallion pivots to face the pair.*)

**Macintosh:** Ee-yup.

**Applejack:** He’s not much of a talker. (*She and Starlight cross to him.*)

**Macintosh:** Nn-nope.

**Starlight:** Oh, that’s too bad. I love a good conversation.

(*She kicks her horn into gear, ignoring the odd look from the younger sibling, and fires a beam that lances its way down the older one’s throat in time with his surprised snort. He shakes his head vigorously to get his senses back in order, Starlight just smirking at Applejack, and begins to speak—but not in his usual slow, deliberate cadence.*)

**Macintosh:** (*with increasing speed and panic*) Ee-yup-yup-yup-yup-yup-yup-yup-yup-yup-yup, yeah, yeah, yeah, you did something! Whoa! What’s happening? I feel really weird. I’m talking so much, and I’m so articulate! Enunciating with such precise pronunciation!

(*He corks the torrent of words with a hoof for a second, then continues.*)

**Macintosh:** Annie Apple awoke and accidentally ate an auburn azalea.

(*Every syllable of this tongue twister comes through with crystal clarity, but the overall effect is to frighten him into a yell of pure terror.*)

**Macintosh:** (*galloping away*) MAKE IT STOOOOOP!!

(*Applejack directs an infuriated little growl toward Starlight.*)

**Starlight:** I can’t be friends with somepony who doesn’t talk. (*The growl intensifies.*) And I guess my first instinct shouldn’t be to magically command ponies to act the way I want them to?

(*Again; now Applejack leans hard into her face.*)

**Starlight:** (*annoyed, trotting after Macintosh*) All right, I’ll change him back!

(*Wipe to a close-up of several fabric rolls on a rack within a room of the Carousel Boutique. On the start of the next line, Rarity’s magic pulls one away and floats it across, the camera panning to frame her in the ground-floor showroom. She has her reading glasses on.*)

**Rarity:** (*wrapping fabric around her neck as a scarf*) The trick to finding a new friend is to render yourself radiant.

(*She trots across the floor, passing Starlight on a small platform in front of a mirror.*)

**Rarity:** First impressions count a great deal, you know.

**Starlight:** I’m glad you all got past my first impression.

(*The designer returns, having shed the impromptu scarf and retrieved a measuring tape that she puts to work on the other mare.*)

**Rarity:** Well, everypony deserves a second chance. (*Gasp.*) Ooh, now, I have a top-notch idea. (*floating cloth swatches, wrapping Starlight up*) I’m thinking pastel silk here and here, with crinoline underneath. (*They are pulled away.*)

**Starlight:** You really think a new outfit will help me meet ponies?

**Rarity:** (*passing behind a folding screen*) Oh, with the right outfit you can do *anything*, darling.

(*By the time she emerges on the end of this, she has shed the glasses and donned a two-tone deep pink dress with light pink fur trim at the shoulders, a necklace of white pearls and a foreleg bracelet of pale blue ones, and roses in her mane and on the necklace.*)

**Starlight:** When will it be ready?

**Rarity:** Three weeks. (*Starlight’s face falls.*)

**Starlight:** Dinner’s tomorrow.

**Rarity:** Well, then. How about a hat from the… (*Clear throat.*) …clearance bin?

(*Pan quickly across the room to the bin in question, which sits next to a bucket of yarn balls and fabric and a few crumpled papers scattered on the floor. Starlight’s aura brings up a brimless, cylindrical fur pillbox decorated with long, pale blue/yellow plumes and tries to settle it on her head at a rakish angle. It is a bit too small, though, and when she tries to magically stretch it to fit, the point of her horn rips through the material. A frustrated groan follows.*)

**Starlight:** Maybe not.

(*To which Rarity just rolls her eyes at this abuse of millinery. Wipe to a close-up of a hovering Rainbow Dash somewhere outside Ponyville.*)

**Rainbow:** (*chuckling a bit*) Nopony’s gonna make friends with you because of your outfit.

(*A longer shot frames her and the pinkish-violet unicorn out here, the latter having shed the ruined hat.*)

**Rainbow:** (*looping to Starlight’s other side*) The only thing you want a new friend draped in is coolness.

**Starlight:** Like you?

**Rainbow:** Yeah, but you already know me, so…

(*A bit of thought leads to a brainstorm; she pulls in a happy gasp and leans closely enough to shower Starlight with saliva on her next word.*)

**Rainbow:** Spitfire! (*Chuckle; Starlight wipes herself off.*) Sorry.

**Starlight:** Who’s that?

**Rainbow:** (*scoffing*) Only the Wonderbolt-iest pony in the Wonderbolts! Come on. I’ll introduce you.

(*She rockets away, nearly blowing the unicorn’s mane off her head and generating a sonic boom whose shock wave washes over the landscape. As Starlight scrubs at an ear, Rainbow zooms right back to her.*)

**Rainbow:** You coming or what?

**Starlight:** I guess my first question would be…“What’s a Wonderbolt?”

(*Those three words hit the daredevil like a twenty-pound sledgehammer upside the head, if her incredulous gasp is any indication.*)

**Rainbow:** You’ve never heard of the Wonderbolts? Where have you been?

**Starlight:** (*chuckling lamely*) Enslaving villages, I guess.

**Rainbow:** (*settling slowly to ground*) Riiiiight.

(*Wipe to a close-up of Fluttershy’s rabbit Angel on a picnic blanket, lying on his back and very happy to be having his belly rubbed by Starlight. She chuckles as the camera zooms out to frame her.*)

**Starlight:** You’re adorable!

(*She straightens up and walks off, leaving little pink hearts to float up from the blissful fuzzball’s face.*)

**Starlight:** But probably not what Twilight had in mind.

(*A longer shot frames Fluttershy arriving for a get-together with assorted forest critters, big and small. Having just missed Starlight’s departure, she sets down a plate of carrots and sighs dejectedly. Dissolve to a stretch of park land filled with ponies occupying themselves in assorted ways; Starlight walks into view along a path and voices a loud groan.*)

**Starlight:** What is going on? This is Ponyville! (*She regards her reflection in a fountain.*) If I can’t make a friend here, there’s gotta be something wrong with me! (*Sigh.*) Okay. Calm down. Nobody makes friends with a total stress case.

(*Glances around the area pick out, among other things, Bon Bon and Lyra Heartstrings flying a kite and a filly getting a garland of flowers levitated onto her head.*)

**Starlight:** Stop stressing… (*Zoom out quickly.*) …*STOP STRESSING!!*

(*This brings all the equines in the immediate vicinity to dead silence; realizing that all eyes have now turned her way, she bugs out of the park. In close-up, she comes to a stop and lets her head droop in defeat, but is interrupted by the jingling of a bell on a door. The camera pans slightly to follow her glance across the stream to the source: the Ponyville Spa, whose front door Bulk Biceps has just opened so a customer can exit. The massive pegasus is dressed in the jersey and headband he wore while on duty there in “Castle Sweet Castle.”*)

(*After he shuts the door, the camera cuts to a close-up of the sign hanging above it—heart-shaped, depicting a mare with long flowing mane/tail and a horseshoe amid a cluster of flowers. Pan/tilt down to show Starlight walking up; she smiles at the sight and quickens her pace toward the establishment. A dissolve puts her on a lounge chair inside, being attended by Lotus and a second earth pony mare as Bulk walks past in the fore. This other mare has a lavender coat, blue-green eyes with pale green shadow, and a pink mane/tail that she wears shorter than Lotus and tied back. Her cutie mark shows two small tea candles, and she wears a white collar and headband to match the other employees. Starlight lies on her back, her head and shoulders propped up at an angle; a mud mask has been slathered onto her face, and cucumber slices cover her eyes. Behind her, part of a second customer’s towel-wrapped head can be seen. Zoom in slowly.*)

**Starlight:** (*sighing contentedly*) This is just what I needed.

(*On the next line, the second head turns ever so slightly, also showing cucumber-covered eyes and a mud-masked face. However, a sliver of uncovered, bright blue coat also becomes visible; this, combined with the voice, is enough to give away the speaker’s identity.*)

**Trixie:** (*sighing*) Tell me about it. (*Close-up of Starlight.*)

**Starlight:** You ever have one of *those* days?

**Trixie:** For me, they’re all one of those days. (*Starlight giggles.*) I’m gonna start coming here every time I visit Ponyville.

**Starlight:** I’m not from here, either. I’ve been trying to make friends, but it’s not easy. They’re not saying it, but I think everypony knows about my past. I may have been a tiny bit…completely and utterly evil?  
**Trixie:** Ponies judge me on my past, too.

(*Now Starlight floats the cucumbers off her eyes so she can glance past the edge of her chair.*)

**Starlight:** Finally, a pony I can relate to.

(*Dissolve to a slow pan across the place settings on Twilight’s dining room table. The utensil farthest to the right is slightly out of place.*)

**Twilight:** (*from o.s.*) Soup spoon, salad fork, pasta spoon, strawberry pick…

(*This last item gets a magical nudge to put it back in alignment; cut to her standing at the table.*)

**Twilight:** I’m beginning to think that after friendship, the greatest magic of all… (*giddily*) …is proper silverware placement! (*Giggle; sound of a galloping approach.*)

**Starlight:** (*from o.s.*) Twilight! Guess what!

(*Cut to her, barreling in from the hallway and with her cucumbers and mud mask gone.*)

**Starlight:** I made a new friend!

**Twilight:** That’s fantastic news! (*Close-up of each in turn.*)

**Starlight:** She’s great!

**Twilight:** Great!

**Starlight:** She’s powerful!

**Twilight:** (*puzzled*) Powerful?

**Starlight:** She’s—

**Trixie:** (*from o.s., smugly*) Hello…

(*Pan away from Starlight to frame the blue unicorn standing in the doorway. She too has shed her spa accoutrements, and her starry hat/cape and jewel brooch are firmly in place, with the hat tilted forward to shadow her eyes.*)

**Trixie:** …Princess.

(*In close-up, she tosses her head back ever so slightly to reposition the hat and expose all of her smirking countenance. Starlight grins broadly back at her, while Twilight boggles helplessly, her mind officially blown.*)

**Twilight:** *Trixie?*

(*Snap to black.*)

Act Two

(*Opening shot: fade in to the three and zoom in slowly. Trixie has advanced a few steps into the dining room.*)

**Starlight:** You know each other? (*Close-up of Twilight.*)

**Twilight:** (*icily*) You could say that. (*Trixie sidles up alongside.*)

**Trixie:** We’ve…had our differences. What matters is, Twilight gave me a second chance, and I appreciate it.

(*The Princess in residence manages a tight little grin, after which Trixie trots to the table and begins to float up pieces of silverware for a little tinkering.*)

**Twilight:** So, um, what brings you to Ponyville?

**Trixie:** (*full ham mode*) The Great and Powerful Trixie has come to perform a new stage show of grand illusion! I’m calling it… (*Close-up.*) …“The Humble and Penitent Trixie’s Equestrian Apology Tour”!

**Starlight:** (*whispering, to her*) That’s kind of a mouthful.

**Trixie:** (*ditto*) It’s a working title. (*Wink.*)

**Twilight:** (*from o.s.*) Starlight? (*Cut to her.*) A moment? (*more sharply*) Over here?

(*The latter’s hesitation earns her a swift magical yank across the room, and Twilight puts a foreleg across her shoulders to pull her close.*)

**Twilight:** (*whispering*) I know I said “make friends with anypony,” but…well, with Trixie’s past and your past, I’m not so sure she’s the best first friend.

(*Starlight risks a quick look across the room and gets a knowing look and gesture from Trixie.*)

**Starlight:** But whatever she did, you’ve forgiven her, right?

**Twilight:** (*normal volume*) Of course. It’s just…she wasn’t the nicest pony.

**Starlight:** (*pointedly*) Well, you did say “anypony,” and I just assumed that you trust me to make my own friends, the way Princess Celestia trusted *you*.

(*Her last word comes with a hoof poked into the violet chest for emphasis. Close-up of Twilight.*)

**Twilight:** (*sighing heavily*) You’re right. I trust you. Just be back in time for the dinner.

**Starlight:** (*from o.s., gasping happily*) Thanks, Twilight!

(*Pan slightly to follow the purple eyes toward the door, where Starlight now stands to wave goodbye as Trixie crosses to her.*)

**Starlight:** You won’t regret it!

(*Off she goes at a gallop, the blue performer stopping her leisurely walk just long enough to flip a sardonic salute.*)

**Twilight:** (*softly*) I hope not.

(*She turns toward the table; cut to a close-up of the place setting where Trixie was standing and zoom out. Standing on the plate is a crude sculpture in her likeness, constructed of bent silverware and using a napkin for the cape. Twilight eyes it for a moment before letting go with a slightly disgusted sigh and plying her field to start dismantling the thing.*)

(*Dissolve to a stretch of park land, where Trixie is in the process of setting up a stage. A trunk sits open before her, and she floats a piece up onto the frame over the stage to serve as a sort of proscenium—the star-tipped wand from her cutie mark, framed by a crescent moon and a burst of energy. She has shed her cape and hat, and Starlight is watching the work in progress.*)

**Trixie:** This magic show’s gonna be the greatest thing Ponyville’s ever seen!

(*As she keeps at it, suspicious whispers begin to pass among small groups of onlookers; they fall silent and walk away once she takes notice, though.*)

**Trixie:** (*with a trace of bitterness*) Everypony always says they’ll give you a second chance, but deep down, they never forget. (*She tacks up a length of bunting.*)

**Starlight:** That’s what I’m worried about. (*Trixie sighs.*) What is it?

**Trixie:** I heard what Twilight said about me, and…she’s right. I *wasn’t* very nice. So I’d understand if you didn’t want to be friends.

**Starlight:** (*laughing*) Are you kidding? You’re the first pony I’ve met who has any idea how I feel.

(*The performer’s mouth turns up into a half-smile, but it lasts only long enough for her to look frantically around herself as if to make sure no eavesdroppers are close by. Once she is satisfied, she throws a calculating smile toward Starlight.*)

**Trixie:** Can you keep a secret?

**Starlight:** (*a bit uneasily*) What are friends for?

**Trixie:** The things I’ve done, I did them because I was jealous of Twilight. She’s just the best at everything! And I wanted to beat her at *something!*

**Starlight:** Your secret’s safe with me.

**Trixie:** (*smiling*) Thanks. Want to help me unpack my wagon?

(*A grin passes from one face to the other. Dissolve to the two walking through Ponyville.*)

**Trixie:** I spend a lot of time on the road with my wagon, so it might be a *tad* messy.

**Starlight:** Maybe I can help. I’m pretty good at organizing stuff. Magic props, brainwashed crowds… (*Both giggle.*)

**Twilight:** (*from o.s.*) Psssst!

(*Starlight stops in her tracks and begins to look around for the source of the disruption, while Trixie continues unchecked.*)

**Twilight:** (*from o.s.*) Psst!

(*She closes in on a couple of bushes.*)

**Twilight:** (*from “o.s.”*) Psssssssst!

(*The winged unicorn’s face breaks through the nearest patch of leaves, hoof to lips.*)

**Twilight:** (*softly*) Shhh!

(*Her “play along” grin prompts Starlight to straighten up and address Trixie, now a good distance along the road.*)

**Starlight:** Uh, I’ll catch up! (*Trixie stops.*) I think there’s something in my hoof.

**Trixie:** Sure. The wagon’s right around the corner.

(*As she trots away, an irked student turns back to her mentor, who keeps her voice down for her next three lines while Starlight decides not to bother.*)

**Twilight:** So, how’s it going with your new friend?

**Starlight:** (*sourly*) Great. Thanks for asking in a completely not-creepy way.

**Twilight:** (*straightening up, leaves on head*) Because you know, if it isn’t working out for any reason, I could introduce you to my friend here.

(*She indicates the unoccupied bush on the end of this line.*)

**Starlight:** (*dryly, sticking a hoof in to “shake”*) Nice to meet you.

**Twilight:** No, no! (*poking bush*) You can come out now.

(*And up comes the bobbing head of DJ P0N-3, headphones in place and blaring at a thoroughly unreasonable volume.*)

**Twilight:** (*to Starlight*) You like music, right? DJ P0N-3’d be the perfect friend for tonight’s incredibly important dinner with Celestia.

(*On the end of this, cut to an extreme close-up of the off-white face, each violet sunglass lens reflecting one of the other two mares. The camera then cuts back to them.*)

**Twilight:** You know, if you decide to make a last-minute change. (*Chuckle.*)

**Starlight:** (*accusingly*) So back at your castle, when you said “I trust you,” you meant “I don’t trust you.”

**Twilight:** (*laughing airily*) Who can really say who said what? I know I can’t. (*to DJ P0N-3*) Can you?

(*The remix mistress just gives her a funny look, then steps out of the bush and walks away.*)

**Twilight:** (*touching Starlight’s shoulder*) Starlight, I’m just trying to look out for you.

**Starlight:** (*sighing, pushing hoof away*) I appreciate it, but you’re wrong about Trixie. She’s just like me. We have a real connection.

**Twilight:** That’s kind of what I’m afraid of. (*looking off elsewhere, smiling suddenly*) Oh!

(*Cut to Derpy Hooves in flight and waving toward the pair.*)

**Twilight:** (*from o.s.*) What about her?

(*Her attention distracted, the cross-eyed pegasus runs headfirst into a bread shop’s hanging sign and ends up flat on the ground. Back to Twilight and Starlight.*)

**Starlight:** Please, Twilight! I know you’re trying to help, but… (*walking a few steps away*) …I need to make friends on my own if I’m going to become a better pony.

**Twilight:** (*sliding her bush closer*) But do you really think Trixie’s the one to help you with that?

(*That query hits about five raw nerves.*)

**Starlight:** Wow. Trixie was right. You’re not really giving her a second chance. I wonder what that says about how you feel about me.

(*She gallops off, leaving one gobsmacked Princess in her wake. An irritated little huff catches her ear; pan quickly to the source—Cranky Doodle Donkey, sitting on a nearby bench and looking quite out of sorts. Birds peck at the popcorn kernels he has scattered from a bag, and one promptly swoops down to carry off his blond toupee.*)

**Twilight:** (*from o.s.*) Oh! (*Back to her; Starlight, in the background, stops.*) Now he’d be perfect!

(*The focus shifts from her to Starlight, who lets go with an exasperated groan before putting her hooves in gear to follow Trixie’s exit. Dissolve to an overhead shot of the blue mare’s wagon parked in a clearing—a rather nicer-looking model than the one that got crushed by the Ursa Minor in “Boast Busters.” One trunk is already resting on the grass, and Starlight steps out from the rear door to set down another one with her telekinesis. A dark-colored vertical cabinet has already been set out. At ground level, she magically flips open the trunk she has just brought out as Trixie drags some more cargo along by a strap in her teeth.*)

**Starlight:** I was thinking. (*Trixie stops and lets go.*) You said Twilight is better than you at everything, but that’s not true. You’re better at magic.

**Trixie:** Only when I’m wearing a soul-sucking evil amulet. So— (*Cut to Starlight, surprised; she continues o.s.*) —I don’t think that counts.

(*A reference to her use of the Alicorn Amulet in “Magic Duel.” The next shot frames both unicorns.*)

**Trixie:** (*smiling*) Funny story. Don’t need to get into it.

**Starlight:** (*laughing a bit*) I meant stage magic.

**Trixie:** (*magically opening a trunk*) Well, of course. (*Props float out—cards, hoops, wand, string of handkerchiefs.*) Great? Yes. Powerful? Obviously. But I’m not the *best*. (*They drop back into the trunk; zoom in slowly.*) As great and powerful as I am, there is one trick I’ve never been able to do—the Moon-Shot Manticore Mouth Dive!

(*The scene undergoes a wavering dissolve to a black-and-white silent movie, with holes for the camera sprockets visible at both sides of the screen and plenty of smudges and dust spots in evidence. A unicorn stallion stands on a stage before a crowd, with a short curly mane/tail and a cutie mark that cannot be immediately distinguished. He wears shackles on all four hooves and a collar around his neck, and as Trixie continues, he easily breaks the chains connecting these to the heavy staples mounted on the planks.*)

**Trixie:** (*voice over*) Only one magician has ever pulled it off—my hero, Hoofdini.

(*The crowd applauds. Cut to Hoofdini, now free of the shackles and collar and wearing an old-style leather aviator helmet. As he stuffs himself rump first into the muzzle of a cannon, his cutie mark can be clearly seen—an open padlock with the key inserted into the hole in front. As the narration progresses, the cannon tilts up and fires him into the air, and the camera cuts to a close-up of a roaring manticore—the lion/bat/scorpion cross-breed seen in “Elements of Harmony.” This specimen in this film differs from the previous one in two respects: smaller ears and a pair of curved goat horns. It stands on the stage, held in place by a leash connected to the collar it wears.*)

**Trixie:** (*voice over*) You are supposed to blast yourself into the open mouth of a hungry manticore.

(*Hoofdini’s shot is right on target, and the beast gets right to work chewing up this tasty magical morsel.*)

**Trixie:** (*voice over*) After the manticore chews you up and swallows you—

(*Once it has done so, pan to a cabinet that is a duplicate of the one Trixie brought with her, this one wrapped with several turns of heavy chain held by a padlock.*)

**Trixie:** (*voice over*) —you magically step out of a box on the other side of the stage.

(*The whole thing promptly falls apart to reveal Hoofdini, no longer wearing the helmet and without so much as a tooth mark on him.*)

(*He takes a bow as the audience cheers wildly, and the film goes blank and jumps the sprockets. Dissolve back to Starlight and Trixie.*)

**Trixie:** Completely unharmed!

**Starlight:** (*taken aback*) That sounds very—

**Trixie:** Dangerous?

**Starlight:** (*smiling*) I was gonna say “cool”!

**Trixie:** I knew I liked you for a reason.

(*She holds up a front hoof; extreme close-up of it and one of Starlight’s as they clack together for a high five, then cut to a longer shot of them.*)

**Trixie:** I don’t know how he did it. (*looking in one trunk*) If I tried it, I’d get chewed up and swallowed by that manticore.

**Starlight:** Not if you could use *real* magic. (*Trixie straightens up, rolling her eyes.*)

**Trixie:** Obviously. Way to rub it in.

**Starlight:** No! I mean, I could help. You could start the trick— (*Trixie paces a bit.*) —and right before you got chewed up— (*levitating her*) —I could use magic to save you—

(*The mare poofs out of sight; cut to an extreme close-up of the cabinet, whose door opens under Starlight’s control. As she continues, Trixie reappears within it.*)

**Starlight:** (*from o.s.*) —and make you appear in the black box!

**Trixie:** (*bewildered*) I guess that would work. (*Starlight crosses smugly to her.*) But if you made one mistake, I’d be a goner.

**Starlight:** (*laughing*) When it comes to magic, I don’t make mistakes. Maybe I could be your…magic show-helper pony.

**Trixie:** We call it “assistant” in the magician biz. And…nopony’s ever offered to help before.

**Starlight:** Well, I’d be honored. (*Trixie crosses to the wagon’s rear door.*)

**Trixie:** You may have just made my Great and Powerful Magic Show even better— (*floating out a rolled poster*) —which I didn’t even think was possible!

(*Unrolling it in midair, she reveals an image of herself—cape, no hat, holding a glowing red ball marked with stars. Her own eyes stare intently out from the background, and lines of text at top and bottom frame the tableau.*)

**Trixie:** We’re gonna blow them away tonight!

(*Whereupon the brand-new assistant puts a weary hoof to her face.*)

**Starlight:** Oh, I can’t! (*woodenly*) Tonight’s this incredibly important dinner with Twilight.

**Trixie:** (*instantly deflated*) Oh.

(*The poster rolls itself up and floats back into the wagon.*)

**Starlight:** Can I vent for a minute?

**Trixie:** What are friends for?

**Starlight:** Even after Twilight says she trusts me, she clearly doesn’t trust me enough to choose my own friends. (*Groan.*) I guess you were right. No second chances.

**Trixie:** Huh. I wish I could say I was surprised. Well, lucky for *Princess Twilight*, I have *my* magic show tonight.

(*Stepping down from the door, she decides to play the “woe is me” angle for all she can.*)

**Trixie:** If you have to go to the dinner, I completely understand. (*overwrought*) I just hope I find a way to survive the Moon-Shot Manticore Mouth Dive without my new assistant.

(*As she departs, the camera zooms in to a close-up of said assistant, torn between conflicting loyalties. Snap to black.*)

Act Three

(*Opening shot: fade in to a close-up of a unicorn-mare ice sculpture standing on the now-fully-loaded table in Twilight’s dining room. Water drips off the slowly melting surfaces as the camera cuts to one conspicuously empty seat and pans to frame both Twilight and Celestia, seated side by side and regarding it with clear concern. The smaller Princess grimaces, having cleaned the leaves off her head from her Act Two surveillance of Starlight and disposed of Trixie’s flatware self-portrait, while the larger lets her eyes drift impatiently up toward the ceiling. After a second of tension thick enough to cut with a chainsaw, Twilight somehow stitches a grin onto her face.*)

**Twilight:** (*chuckling lamely*) Starlight Glimmer should be here any minute. Any…minute…now.

(*Celestia says nothing, but floats a fork up from her place for a good close inspection.*)

**Twilight:** How about I introduce everyone? (*Down with the fork.*) Our friendship lessons are going *so* well. (*gesturing toward other end of table*) She made three new friends!

(*On the start of this last sentence, cut to Cranky, Derpy, and DJ P0N-3 at the opposite side of the table. The bird that stole Cranky’s toupee is now wearing it and standing on his head, a full-mouthed Derpy waves over a plate of muffins, and DJ P0N-3’s headphones continue to blare. When the camera cuts back to the Princesses, Celestia is far from impressed but Twilight soldiers on.*)

**Twilight:** She has such great taste in friends. I don’t know where she would’ve learned that. (*Chuckle.*)

**Cranky:** (*from o.s.*) Starlight Glimmer? (*Cut to frame all five.*) I thought you said “nose hair trimmers”! What’s going on? (*banging table*) I’m hungry! And my nose is too hairy.

(*He lets off an indignant little bray as Celestia trains two thoroughly displeased eyes on the host of this derailed dinner function.*)

**Twilight:** (*forcing a laugh*) Cranky Doodle! You’re so funny! (*to Celestia, backing away*) If you’ll excuse me, I’m gonna check the kitchen. Maybe she got lost amongst the, uh… (*Chuckle.*) …artichokes!

(*With just a hint of hyperventilation, she sprints out of the dining room, leaving Celestia to face the unlikely trio across the full width of the table. Wipe to Twilight trotting through Ponyville; night has now fallen.*)

**Twilight:** Starlight? Has anyone seen Starlight Glimmer? I’m looking for her!

(*She breaks into a gallop. Cut to an overhead shot of the stage Trixie was setting up in Act Two—now fully dressed with curtains and bunting, a giant copy of her show poster at either end. A star-spangled cannon sits several yards behind the knots of spectators, angled upward and aimed toward the stage. Applejack and Pinkie are among the group, and Twilight steps into view in the foreground overlooking the gathering. Cut to a profile view of her and zoom in as the purple eyes narrow viciously.*)

**Twilight:** Trixie!

(*Ground level; the two earth ponies make their way toward the edge of the stage. Pinkie has cleaned her face since taste-testing Starlight’s cake in Act One.*)

**Pinkie:** So *this* is the Humble and Penitent Trixie’s Equestrian Apology Tour?

**Applejack:** Ain’t that a mouthful of molasses.

(*Pan quickly to the closed curtains, through which the blue head pokes out to glare at them.*)

**Trixie:** It’s a working title!

(*Back she goes. Cut to the prop-filled backstage area; she gasps happily, Starlight here with her.*)

**Trixie:** This is gonna be the greatest night of my life! (*catching herself*) Excuse me. *Our* lives.

**Starlight:** Ah, I’m so glad we’re not at that boring dinner.

(*The chipper mood gets pounded flat by the sound of Twilight clearing her throat. Cut to just behind Starlight and Trixie, the camera aimed between their heads to frame the winged unicorn at a backstage entrance. She is absolutely not amused.*)

**Twilight:** You just decided to skip our dinner without telling me? (*walking in slowly*) Are you aware that at this very moment, Princess Celestia is waiting for you at a table… (*Close-up; she leans into Starlight’s face.*) …*with exquisite silverware placement?!?*

**Starlight:** Y-Yes, but—

**Twilight:** This is exactly why I didn’t want you to make friends with Trixie. (*Cut to frame all three on the start of the next line.*)

**Trixie:** Aha! (*advancing on Twilight*) You still don’t trust me. But guess what, *Princess?* (*She gets in Twilight’s face.*) It doesn’t matter if you want to give me a second chance or not. (*Back up next to Starlight.*) Starlight had to choose between you and me, and she chose me! Your pupil chose me! So, ha! I win!

(*The sudden change of Starlight’s expression speaks to a sudden malfunction in her mental machinery.*)

**Starlight:** You win? That sounds like you just made friends with me to beat Twilight.

**Trixie:** Exactly!

(*The machinery now coughs up a few rather important components, but it takes Trixie a few seconds to realize her misstep and pivot toward Starlight.*)

**Trixie:** Wait! I mean, no! I got caught up in the moment. I like you. Beating Twilight is just a bonus.

(*This time, the slip sets in much faster; she lets out a gasp and claps a hoof to her face.*)

**Trixie:** Oh, saying that didn’t help, did it? (*Starlight’s eyes fill with tears.*)

**Starlight:** (*voice breaking*) I should’ve known. Nopony else in Ponyville wanted to be my friend. Why would you?

(*Outside, she bounds away through the backstage entrance and gallops off.*)

**Trixie:** (*trotting a few steps after her*) Wait! It’s not like that! I *am* your friend! (*She lets her head drop with a moan.*)

**Twilight:** (*bitterly, stepping to entrance*) Well, you won. I hope you’re happy!

**Trixie:** (*sighing*) Looks like the Great and Powerful Trixie is back to a solo show. (*She puts a hoof to her forehead.*)

**Twilight:** Trixie?

(*The blue magician turns scornfully toward her.*)

**Trixie:** Which is exactly the way she likes it! Thank you, Princess Twilight, for getting rid of that annoying pony who wanted to be my first friend! (*walking in, as Twilight steps out*) I am not sad at all!

(*At the top of the steps, she pauses and wheels to face the Princess with brimming eyes.*)

**Trixie:** (*voice breaking*) I definitely don’t feel like my heart is breaking into a million pieces!

(*In she goes, magically pulling a curtain shut across the doorway. Zoom out to frame Twilight, who turns away to give a moment’s hard thought to this badly wrecked venture in friendship, then dissolve to the stage. A sizable crowd has gathered now, and the curtains open to reveal the caped-and-hatted silhouette of Trixie standing behind them. The gap closes as a spotlight flicks on to illuminate her fully—but her usual theatrical flair is utterly gone.*)

**Trixie:** (*woodenly*) Come one, come all! Come and see the Pathetic and Friendless Trixie’s “Way to Go, Dum-Dum, You Really Messed It Up This Time” Repentance Tour!

(*There follows a round of confused mutterings among the audience, goading her to a supremely annoyed glare.*)

**Trixie:** (*shrilly*) IT’S A WORKING TITLE!! (*woodenly*) Behold, your fears come true!

(*The curtain behind her is reeled up to expose two items: the tall cabinet from her set of props, and…*)

**Trixie:** A pony-eating manticore!

(*Same features as in the black-and-white film. Secured by a leash running from the stage to the collar around its neck, the best roars loudly enough to shake the camera and spook Fluttershy into grabbing at Applejack for protection. Uneasy murmurs rise around them.*)

**Trixie:** For tonight, the Great and Powerful Trixie will be performing the Moon-Shot Manticore Mouth Dive! (*Awed gasps; Fluttershy covers her eyes; Trixie crosses to the cabinet as she continues.*) Now, now, save your gasps for when I defy the beast’s jaws of doom and appear inside that black box.

(*Now she breaks out of her monotonic delivery and shows a flash of true sadness.*)

**Trixie:** I was supposed to perform this trick with my great and powerful assistant, who was also my great and powerful friend.

(*Overhead shot of the stage, zooming out as she jumps down and the crowd parts to give her a clear approach to the cannon. The camera motion frames Starlight in the fore, sitting morosely on her haunches at the same vantage point Twilight used earlier in this act. The unicorn wipes away a tear as her mentor steps up.*)

**Twilight:** Starlight, when I first came to Ponyville, Princess Celestia gave me room to make my own decisions, and my own friends. I need to give you the same freedom. I shouldn’t have tried to pick and choose your friends for you.

(*Close-up of the cannon muzzle. Trixie has climbed in, her head and forelegs protruding, and she tosses her hat down; she levitates a conical crash helmet onto her head in its place and secures its chin strap.*)

**Twilight:** Just like me, you have to make your own decisions— (*smiling*) —and your own friends.

(*Starlight straightens up slightly as the cannon pivots on its base to change the firing angle.*)

**Starlight:** But…what if Trixie really *was* using me just to one-up you?

**Twilight:** From what I’ve seen, she’s the real thing.

(*The firing-piece locks on target, and a spark from the performer’s horn lights the long fuse at the breech.*)

**Twilight:** But it’s not my place to judge. It’s all up to you.

(*The manticore roars. The fuse continues to burn. Cut to Trixie and zoom in slowly.*)

**Trixie:** Starlight, if you’re out there, and you still want to be friends, let’s be great and powerful together.

(*Tucking her forelegs in, she lets herself slide fully into the cannon barrel and out of view. A moment later, she emerges just far enough to show her face.*)

**Trixie:** (*softly, reverberating slightly*) Please?

(*The fuse burns through its final length and she is launched in a high arc over the spectators. One more roar prompts a scream of sheer terror from the equine projectile; she has just enough time to cover her eyes before dropping neatly into the open mouth. The powerful jaws instantly slam shut, and the manticore swallows without chewing, thumps a paw to its chest, and produces a sonorous belch. Gasps and popeyed stares from the audience, accompanied by Fluttershy moaning and crumpling bonelessly to the ground. A flash of magic from within the cabinet quiets them in a blink, the spotlight shifting onto it and away from the manticore. Then, just as in the Hoofdini film, the entire contraption collapses in pieces to the floor. Inside is Trixie, now wearing her usual hat instead of the helmet; both it and her cape are badly ripped and damaged, her mane is a frightful wreck, and she herself looks as if she just went three rounds with the heavyweight champion of the world.*)

**Trixie:** (*very woozy*) Behold…the Pate and Growerful…Triskie…

(*This is as far as she gets before keeling over in a dead faint; the audience gapes openmouthed at the feat as Fluttershy gets partway up to her hooves, risking a look through only one eye. Once all are satisfied that the main attraction has not been turned into a main course, she pops the rest of the way up and joins them in a round of hearty cheering. Onstage, Trixie begins to come around and is most perplexed to find Starlight helping her up. The pinkish-violet unicorn tips a wink to the blue one, who smiles gratefully in return and swiftly regains her old over-the-top delivery.*)

**Trixie:** And now, I’m proud to introduce my great and powerful assistant… (*softly, to Starlight*) …and best friend… (*full volume, to crowd*) …Starlight Glimmer!

(*Another round of applause, and all three on the stage—magician, assistant, manticore—take a bow as the curtain comes down. The creature is left outside, while the two mares are behind; cut to backstage as they embrace warmly. A panicked Twilight chooses this moment to butt in from the backstage entrance.*)

**Twilight:** Trixie!

**Trixie:** (*acidly*) What do *you* want?

**Twilight:** (*stepping in*) I was wrong. I’m sorry. (*smiling*) And I have to hand it to you. (*touching Trixie’s shoulder*) I could never have pulled off a trick like that.

(*A warm smile makes its way onto Starlight’s face, and Trixie’s acerbic tone melts away.*)

**Trixie:** Thank you… (*She floats her hat off and bows.*) …Princess.

(*Cut to a close-up of the curtains. Both unicorns put their heads out, side by side, and in a longer shot, the camera tilts up into the sky as Trixie’s magic sends up a salvo of brightly colored fireworks to close out the show. Fade to black.*)

(*Snap to the unicorn ice sculpture on Twilight’s dining room table—or rather, what remains of that detailed work. Only the legs, belly, and tail are still intact, everything else having melted away. A longer shot frames the four abandoned dinner guests positioned exactly as they were when Twilight bailed out: Celestia at one side of the table and facing Cranky, Derpy, and DJ P0N-3 at the other. The only difference from then to now is that the unicorn’s headphones have gone quiet.*)

**Cranky:** (*to Celestia*) How do you get your hair to do that all the time?

(*Referring to the manner in which her mane/tail constantly billow as if blown by an ethereal wind. Her only response is a fed-up sigh and eye roll before the view fades to black.*)

(*The usual closing theme does not accompany the credits. In its place is the tune that played as accompaniment to Trixie’s silent-film flashback. Jaunty piano melody with acoustic guitar and wood-block percussion accents, brisk 4, C major.*)