**TO WHERE AND BACK AGAIN—PART ONE**

**Written by Josh Haber, Michael Vogel**

**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 a staircase within the Castle of Friendship. Twilight Sparkle and Starlight Glimmer make their way down, each levitating a box full of books, and Spike carries a third one after them. He begins to stumble and eventually falls, pitching his cargo away just before Twilight’s magic saves him from meeting the floor with his face. She lowers him safely onto his feet as Starlight magically repacks the box and sets it down with several others.*)

**Spike:** Well, we don’t all have magical horns.

**Twilight:** I’ve been meaning to move these older books to my reference section for a while. Gotta keep the new books front and center. Thank you both for your help.

**Starlight:** Are you kidding? After all you’ve done for me, this is the least I can do.

**Twilight:** Oh, please. I haven’t done that much.

**Starlight:** Nah. You just taught me the value of friendship. Not much at all.

**Twilight:** I may have offered some guidance, but you are responsible for the pony you’ve become. (*crossing to her, touching her shoulder*) I’m proud to call you my student and my friend.

(*As she speaks, Spike aims an intent, worried look across this space and walks o.s.*)

**Twilight:** Now we just need to get rid of these boxes. Spike, can you…?

(*She only stops upon realizing that he is no longer within easy reach; in fact, he has crossed to an open window and pulled himself partway up onto the sill to look out at the daytime sky.*)

**Twilight:** Spike?

**Spike:** (*pointing out*) What’s that?

(*His perspective: a tiny speck is approaching from a great distance. Cut to outside the window as Twilight and Starlight gather in behind him for a closer look.*)

**Twilight:** Is it a bird?

**Starlight:** Is it a parasprite?

**Spike:** (*suddenly panicked*) It’s…it’s…INCOMING!!

(*Cut to his perspective again on the second “it’s”—the speck resolving into a speeding Derpy Hooves—then to just inside the window on his last word. All three hit the deck with almost no time to spare before the flying pony sails in through the window and plows into the cartons of heavy reading. One of them is kicked aside to expose the cross-eyed face and prone form of Derpy, clad in a brown/white delivery uniform shirt and cap. Shaking a loose book off her head, she snaps upright and nips an envelope out of her stuffed saddlebags with her teeth.*)

**Twilight:** (*standing with Spike, crossing to Derpy*) Oh! I usually get letters by dragon.

**Spike:** (*proudly*) It *is* the fastest way to get mail.

(*The Princess tries to pull the envelope free with her aura, but the gray mare refuses to loosen her jaws and instead turns to present it to Starlight, who is now up and moving toward her.*)

**Starlight:** For me? (*floating it to herself*) Who’d be sending *me* a letter?

(*The envelope is opened, the sheet within unfolded and read, and the blue eyes widen in surprise.*)

**Starlight:** It’s…the ponies from my old village.

**Twilight:** Are they in danger?

**Spike:** Are they upset with you?

**Starlight:** No. It’s worse!

(*She turns the page toward the others, showing the sunburst pattern of its letterhead.*)

**Starlight:** They’ve invited me to the annual Sunset Festival!

(*Her trepidation is met by a round of properly perplexed looks from the other three. Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a long overhead shot of the desert village Starlight used to rule in “The Cutie Map,” seen from the ridge overlooking it, and zoom in slowly. It is daytime. From this distance, things are much the same as they were—two parallel rows of houses, with a single road leading down to the plain and running between them—but two key changes have been made. The house at the far end, where Starlight had lived, has been demolished and replaced by a large tree; and balloons and banners are on display up and down the block. Cut to the main thoroughfare and zoom out slowly as she steps hesitantly into view. Before her is a panoply of party paraphernalia: balloons, banners, strings of pennants, snack tables, and plenty of ponies hard at work on the setup. She stops, lets out a long-held breath, and grins as best she can while entering the village.*)

(*Up above, a banner is levitated onto a rope strung between rooftops. It depicts stylized likenesses of a smiling Double Diamond, Night Glider, and Party Favor—three of the ponies she had brainwashed into her equality movement—against a backdrop of a vividly colored setting sun and clouds. Zoom out to ground level, showing Party lifting it and Double watching; one pinkish-violet hoof touches down on the hardpan, and they are rather surprised to find her waiting for them with a tremulous smile.*)

**Starlight:** Uh, hey there, everypony.

**Party:** Uh…hey, Starlight. What are you doing here? (*More disbelieving ponies gather around.*)

**Starlight:** I-I…I was invited. (*floating invitation up*) To the Sunset Festival?

(*Surprise shifts into mild hostility on the part of the two stallions.*)

**Double:** Uh, yeah— (*Party wraps his field around the paper.*) —but we didn’t think you’d actually show up.

**Party:** You didn’t think we really wanted you here, did you?

(*Double’s front hooves become a blur of white as he shreds it to confetti, letting the bits rain down over Starlight in close-up.*)

**Starlight:** But…I apologized. I thought everything was fine.

(*Derisive laughter from the o.s. pair throws her for a loop or three, and a longer shot frames her backing slowly away from them as more gather to add to the mockery. Right behind her are Night and Sugar Belle; their voices ring in Starlight’s ears along with all the others. Close-up of her stricken expression, zooming in slowly.*)

**Starlight:** Please…stop…STOP!

(*And they do, as if the cacophony of voices had been shut off with a switch. When she cracks one eye open for a look, she discovers that night has abruptly fallen and the street is deserted. Mist begins to creep in from the surrounding arid flats, blanketing the ground, as the full moon shines among the stars.*)

**Starlight:** What happened? (*louder*) Is anypony there?

(*The blue eyes sweep across the area; cut to one densely fogged patch as a familiar dark-coated winged unicorn emerges, her mouth curved up into a small smile.*)

**Starlight:** (*from o.s.*) Princess Luna? (*Cut to frame both.*) W-What are you doing here?

**Princess Luna:** Dreams are my domain, Starlight Glimmer. I am here because you need me to be.

**Starlight:** (*relieved*) Oh! It’s only a dream!

**Luna:** It may only be a dream— (*moving a bit closer*) —but the feelings in it are real.

**Starlight:** (*sighing heavily*) Great. So I guess I’m more afraid of going back to the village than I thought. What do I do now?

**Luna:** I have been helped time and time again by six very special ponies. They helped me overcome my past. You are fortunate to have them as friends. (*touching Starlight’s shoulder*) I suggest you share your concerns with them.

(*She turns away and begins to walk, a cloud of stardust lifting her slowly off the ground, but stops as she begins to speak again.*)

**Luna:** I see much of myself in you, Starlight Glimmer. And I can tell you from personal experience that things do indeed get better.

(*Seeing the unicorn break into a grateful smile, she resumes her aerial exit and disappears against the moon with a flare of white that fills the screen for a moment. It fades to show the great orb hanging in the night sky, and the camera zooms out quickly to stop within Starlight’s bedroom in the Castle. It is perhaps a bit more cluttered than when it was seen in “Every Little Thing She Does,” and she sits up from her uneasy sleep in the bed.*)

**Starlight:** Huh?

(*A look around convinces her that nothing is out of the ordinary, but her mind is far from easy. Dissolve to the upper reaches of the throne room, and tilt down on the start of the next line to frame the central map table, which is bare. Twilight, her friends, and Spike are in their seats around it, and Starlight stands between Fluttershy and Pinkie Pie.*)

**Starlight:** And Princess Luna said I should tell you all how I was feeling. So…there it is. (*Close-up.*) I’m afraid to go back to the village for the celebration.

**Rarity:** But why, darling? You went back to apologize. They accepted. Everypony has moved on.

**Starlight:** But have they? They don’t really know how much I’ve changed. (*suddenly fearful*) Or even worse, maybe I haven’t changed as much as I think I have!

**Rainbow Dash:** Trust me. You are a totally different pony now. I mean, you were pretty awful.

**Applejack:** (*sharply*) Rainbow Dash!

**Rainbow:** What? She was! It’s a compliment!

(*The workhorse turns her face aside to spare Rainbow the full brunt of a supremely disgusted glare. Cut to Fluttershy, who gives Starlight an encouraging smile.*)

**Fluttershy:** I don’t think they would’ve sent the invitation if they didn’t want you to come. I’m sure they’d be happy to see you.

(*There is the sound of hooves hitting the table; pan quickly to Starlight’s other side on the start of the next line. Pinkie has shot out of her seat and is leaning toward her, plenty worked up.*)

**Pinkie:** And getting an invitation to a party and *not going?* That’s like…it’s like… (*She calms down.*) …well, I don’t know what it’s like, but it is definitely bad.

**Applejack:** Just be honest with them. I’m sure they’ll understand where you’re comin’ from.

**Twilight:** I understand how hard this is for you. Maybe if you took a friend along, it might make things easier. (*knowingly*) Somepony you trust who would look out for you?

(*The obviousness of her ploy, and the hopeful grin that follows it, make Spike cross his arms and look away with the faintest touch of exasperation. Cut to a close-up of Starlight and zoom in slowly as she puts a hoof to her chin, the mental machinery kicking into gear. The next shot is a close-up of Trixie, leaning out through a pair of open swing-out windows on her wagon and straightening up with the strap of a pair of saddlebags in her teeth. Around it, her mouth has curved into a big smile. She sets the luggage down inside; cut to a longer shot. The wagon is parked right outside the Castle, the windows are set in the front end, and Starlight levitates a cooking pot up to her from a pile of gear on the ground as Spike adds to it. Twilight directs a slightly strained grin toward the working party. It is daytime.*)

**Starlight:** Thanks so much for doing this, Trixie. When Twilight said I should bring a friend, you were the first pony I thought of. (*Trixie ducks in and pops back out at a side window close to Twilight.*)

**Trixie:** Great idea, Princess Twilight. Asking me, Starlight’s best friend, to help her on this difficult journey really shows how wise a princess you have become.

(*As full of herself as always; Twilight narrows her eyes at her during this line and gets a poke in the nose at the end of it. However, the mildly affronted Princess gets a grin back in place and makes her best shot at good humor.*)

**Twilight:** Thanks, Trixie. (*sourly, whispering, to Spike*) I was talking about me!

(*The little dragon works up a grin of his own as the rest of the gang arrives. Trixie is now out of the wagon and has donned her starry wizard’s cape, and she floats the matching hat onto her head.*)

**Starlight:** The Festival lasts a whole week, but I’m sure we won’t stay that long.

**Trixie:** Oh, I don’t know, Starlight. (*pulling her closer*) Time really flies when you’re spending it with your best friend!

(*Giggle; as Starlight pulls away to see to the equipment, the blue unicorn shifts her smug smile to Twilight and Spike. Twilight’s fixed grin is offset sharply by one ever-so-slightly twitching eye and the pained laugh that slides out through her locked teeth. Cut to Starlight, walking along a road that leads through Ponyville and waving goodbye as Trixie catches up, now in harness and pulling her wagon. Shouts of farewell from the o.s. group; cut to them and zoom out slowly.*)

(*Dissolve to the long overhead shot of Starlight’s village seen earlier. The two traveling mares approach the edge of the overlooking ridge.*)

**Trixie:** There it is! (*Close-up; they stop.*) The town where you—

**Starlight:** —magically stole everypony’s cutie mark, replaced them with equals signs, and forced them all to hide their natural talents? (*resignedly*) Yes.

**Trixie:** (*mildly offended*) I was going to say “where you came from.” (*smiling*) But yours is a more…emotionally traumatic answer.

**Starlight:** (*sighing*) I just want to blend in, be just another pony in the crowd enjoying the Sunset Festival with my friend.

**Trixie:** Sounds good to me. And if things get weird for you, just let me know. I’ve got your flank.

**Starlight:** (*smiling*) Is that a promise?

**Trixie:** Not just a promise.

(*She shucks out of the harness and rears up in full ham mode, holding a small object.*)

**Trixie:** A Great and Powerful Promise!

(*The item is thrown down, detonating in a screen-filling burst of light blue smoke that triggers a coughing fit. The view clears to show both of them standing right where they were and waving off the last of the fumes.*)

**Starlight:** Well, I couldn’t ask for more than that. If we’re gonna do this, let’s do it.

(*They start walking down the path toward the village. Dissolve to its main street and zoom out slowly as they step into view. Trixie gives Starlight a reassuring smile and nod, and the same banner the former despot saw in her dream is levitated up as she moves toward Double and Party. Both stallions turn and smile in her direction the moment her hoof clomps down on the dirt, Double voicing a cheerful little laugh as well.*)

**Double:** Starlight! You came! (*She manages a strangled little laugh and wave.*)

**Party:** We were worried you wouldn’t be able to make it! Are you staying the whole week?

(*They move closer, and a contingent containing Night and Sugar does likewise from behind.*)

**Party:** We have different events planned each day!

**Sugar:** How is it living in a castle?

**Double:** (*clapping*) It is so good to see you!

**Trixie:** (*aside, to Starlight*) Oh, yeah. These ponies are terrifying.

(*She stifles a giggle as Starlight rolls her eyes and groans softly. Zoom out as the latter looks at the ponies gathered behind her with a smile.*)

**Starlight:** It’s good to see all of you too.

**Party:** You got here just in time. We were having some debate about these banners.

(*Pan/tilt up to follow his pointing hoof toward two banners in different designs, held aloft by a few pegasi. He pops up in front of them.*)

**Party:** Which do you think feels more sunset-y?

**Starlight:** (*backing away, laughing nervously*) O-Oh, you don’t need me to decide that. Whatever you think is probably best. (*Trixie is slightly dismayed at her demurral.*)

**Double:** Uh, well, how about helping us with the routes for the relay races tomorrow? (*Party nods.*) Uh, can you take a look?

**Starlight:** Oh, I…I shouldn’t. You all go ahead. (*Close-up.*) I-I just want to enjoy the Festival. (*Zoom out to frame Sugar on the start of the following.*)

**Sugar:** But you will be in touch for the baking competition, right?

**Double:** We had a few questions about the order of the acts for the talent show.

**Night:** And the unicorns have a fireworks show planned! We could really use your help.

(*In almost no time flat, Starlight finds herself thickly ringed in by ponies shouting questions and clamoring for advice. The only one to remain silent is Trixie. Cut to an extreme close-up of Starlight’s sweating face and zoom in slowly as her eyes dart back and forth and her teeth chatter uncontrollably. When the strain finally reaches a breaking point, she squeezes her eyes shut and the camera cuts to an overhead shot of the entire gathering—she lost at the center, Trixie at the outer edge. A spot of white light kindles among the mass of equine bodies and bursts outward as a hemispherical wall of force to propel all but Trixie toward the houses.*)

**Starlight:** NOOO!!

(*She ends up hunched down to the ground, hooves over eyes and shivering as if she had just been dunked in a half-frozen lake, as the traveling magician stares wonderingly around at the dazed locals. They straighten up, shaking their heads clear, and Trixie does some very fast thinking to cover for the mini-meltdown.*)

**Trixie:** The Great and Powerful Trixie would like to thank you all for being such an amazing audience. Sadly, it is time for us to depart. Good night, fillies and gentle-foals!

(*She throws down a smoke bomb like the one she set off on the ridge, filling the screen for a moment and leaving the spectators to cough their lungs clear. Perplexed murmurs start to spread among them as they realize that both Starlight and Trixie have vacated the street. The two are, in fact, galloping side by side and out of town; Trixie has spread her cape over Starlight to hide her from view. Snap to black.*)

Act Two

(*Opening shot: fade in to a long overhead shot of the village. Zoom out to frame Starlight and Trixie plodding away from the ridge, Trixie pulling her wagon.*)

**Starlight:** (*groaning loudly*) I was horrible when I led that town! I was ready for them to not trust me, but…I wasn’t ready for them to put me in charge again! With my past, I should never be in charge of anything!

**Trixie:** So you messed up. Big deal.

(*They stop and she lets her eyes flick furtively around the vicinity before continuing.*)

**Trixie:** (*whispering*) Don’t you ever tell another pony I said this— (*normal volume, smiling*) —but even Trixie’s made mistakes. (*Giggle.*) I know. The trick is to just move on and pretend they never happened.

**Starlight:** (*smiling teasingly*) I feel like that’s almost good advice.

(*They move out again. Wipe to a Ponyville street; they make their way down the block as Pinkie hops past in the fore.*)

**Starlight:** Hey, uh, Pinkie Pie! (*Pinkie stops; she gallops over.*)

**Pinkie:** Hey…you!

**Starlight:** So, you’re probably wondering why I’m back so soon.

**Pinkie:** Where were you?

**Starlight:** (*very slightly perplexed*) I went to my old village…for the Festival?

**Pinkie:** Ooh! Sounds fun! How was it?

**Starlight:** (*hanging head*) It was kind of a disaster. I came back early because I freaked out.

**Pinkie:** (*waving*) Ooh, sounds awful! Bye!

(*Throughout this exchange, the pink pony has spoken her lines is a tone that feels a bit forced and slightly off kilter from her normal bubbly cadence. She goes back to hopping along, leaving an extremely bemused unicorn in her wake. Trixie tows the wagon over to Starlight.*)

**Starlight:** That was…strange.

**Trixie:** (*floating hat/cape/harness off*) Isn’t she always strange? (*Applejack and Rarity pass, several yards away.*)

**Starlight:** Yeah, but not like that. (*calling to them*) Hey!

(*She trots across to the two new arrivals, who stop in the middle of the street.*)

**Starlight:** I’m back early.

**Rarity:** Ahhh! Welcome back. (*Trixie joins them.*)

**Starlight:** Have you two noticed Pinkie acting a little strange?

**Applejack:** Pinkie Pie always acts strange.

**Trixie:** (*smirking, to Starlight*) Told you.

**Starlight:** Anyway, I wanted to talk to all of you. Things didn’t go the way I thought they were going to go at the Sunset Festival.

**Rarity:** What happened? (*Close-up of Starlight.*)

**Starlight:** I kind of freaked out and ran out of the village.

(*The sound of raucous laughter from both Applejack and Rarity completely floors her; cut to them.*)

**Applejack:** You freaked out and ran away from a festival? (*Laugh; Rarity snickers silently.*) That’s the funniest dang thing I’ve heard all day!

**Rarity:** (*laughing aloud*) Oh, my! Let me guess. The decorations were terrifying!

(*Another round of less-than-kindhearted mirth puts Starlight even farther off balance; she glances at Trixie, who only shrugs helplessly, and in short order Fluttershy and Rainbow arrive. The yellow pegasus flips a foreleg around the white unicorn’s shoulders and whispers in her ear; the words cannot be made out, but the expressions on both faces only add to the overall impression that something is very much out of whack. Rainbow adds to it by shoving Applejack roughly aside and addressing Starlight in a tone that is a bit higher, less scratchy, and much less hospitable than her usual one.*)

**Rainbow:** Hello, ponies. We need Rarity and Applejack. Very important friendship business.

(*Exeunt the quartet, Rainbow adding a contemptuous flick of her tail. Starlight finds herself at a total loss for words.*)

**Trixie:** I have to say, I’m really not as impressed with your friends as the rest of Equestria is. (*Starlight thinks for a moment, hoof to chin; then her eyes widen.*)

**Starlight:** I need to talk to Twilight.

(*She gallops off. Cut to the closed front doors of the Castle; she races up the steps and tries to pull one open with her magic, but it remains stuck fast and she has to knock instead.*)

**Starlight:** (*voice raised*) Twilight? Hello?

(*A narrow panel slides open to expose Spike’s suspicious green eyes peering down at her from the other side.*)

**Spike:** What do *you* want? Twilight’s very busy!

**Starlight:** (*normal volume*) Spike, I really need to speak with her.

**Spike:** (*very snarky, rolling eyes*) Make an appointment. She’s a princess, after all.

(*The panel is slid to, shutting out the confounded mare.*)

**Starlight:** (*knocking again*) What’s wrong with you? Why are you being so…

(*She has trailed off because Twilight’s aura has enveloped both doors and flung them open. Spike has been using a stool to reach the panel, and the resident Princess walks up next to him, looking rather out of sorts.*)

**Twilight:** Rude? I think a certain dragon didn’t get his nap today. (*Under her glare, he climbs down.*)

**Spike:** (*dragging stool away*) Yeah, right, whatever. (*Just inside; Starlight steps in.*)

**Twilight:** Sorry. He’s been acting a little off all day. I think he missed a meal or something.

**Starlight:** He’s not the only one. Everypony’s acting a little strange today.

**Twilight:** (*smiling suddenly*) Yes! It’s definitely been one of those days. How are you?

**Starlight:** (*hanging head*) Not great, actually. (*stepping forward; Twilight backs up*) You’re probably wondering why I’m back from the village so early.

**Twilight:** I didn’t want to bring it up, but yeah. It did seem strange. Did it not go well?

**Starlight:** The towns-ponies kept asking me things, like they expected me to be in charge again. But being a leader is the last thing I should ever be. So we left. Very suddenly. In a literal puff of smoke.

**Twilight:** Wow. You should definitely never go back to that village.

**Starlight:** (*dumbfounded*) What?

**Twilight:** (*stepping forward; Starlight backs up*) If you were worried about what they thought of you before, it’s probably way worse now. I’d cut my losses.

**Starlight:** (*backing away a little farther*) That’s surprising advice, coming from you.

**Twilight:** Trust me. I’m the Princess of Friendship. You don’t need those ponies. You can always make more friends.

(*She grins broadly as the nearest set of double doors opens and Rainbow leans out to beckon impatiently.*)

**Twilight:** Ah! Speaking of friends, if you’ll excuse me, important business to attend to.

(*She gallops in after Rainbow and a scowling Spike leans into view. He points back and forth between his own eyes and Starlight’s direction in the classic “I’m watching you” gesture, then turns and runs for the doors, which slam shut behind him. Cut to a long shot of Starlight standing just within the closed front doors, and zoom out slowly as she walks away toward a side passage.*)

(*Dissolve to a long shot of the Castle, the sky above it darkening from day to full-moon night, and cut to her bedroom. Her face betrays her deeply troubled state of mind as she crosses to her bed.*)

**Starlight:** “Cut my losses”? (*A bit of horn work pulls the blanket down.*) That can’t be right.

(*Hopping onto the mattress, she settles the blanket over herself, puts out the lamp hanging by the window, and is instantly asleep. A wavering dissolve puts her back on her old stomping grounds, walking down the empty, mist-swirling street that is still bedecked for the Festival. The only moving things are a couple of tumbleweeds that blow forlornly past in a chance breeze—that is, until doors swing open and stony-faced ponies start walking across in front of Starlight.*)

**Starlight:** (*pacing after Double*) Hey! I wanted to apologize for my behavior earlier. (*No response; Party crosses in the other direction.*) Party Favor! (*waving toward him*) Can you hear me?

**Twilight:** (*from o.s., very cross*) I told you, you could never speak to them again!

(*Looking straight down the way, she finds the Ponyville six advancing resolutely toward her, naked hostility scrawled across every face.*)

**Starlight:** What are you all doing here?

**Twilight:** Making sure you do what *I* said! I’m your teacher, aren’t I? (*All close in.*) Didn’t I say to never come back here?

**Starlight:** (*backing fearfully away*) Yes, but that just doesn’t seem right. You aren’t acting like yourself.

**Starlight, Luna:** (*Luna o.s.*) Something is wrong!

(*Hearing that royal voice overlaid on her own brings all seven mares up short. In a shot from Starlight’s perspective, a sudden strong eddy of wind causes the antagonizing six to disintegrate into puffs of dust.*)

**Starlight:** (*wonderingly*) A dream! (*Back to her.*) This is another dream!

**Luna:** (*from o.s., whispering*) Starlight Glimmer!

**Starlight:** (*looking around*) Princess Luna?

**Luna:** (*from o.s., louder*) Starlight Glimmer!

**Starlight:** Princess Luna, where are you?

(*The moon starts to behave a little funky by glowing brighter than normal—and then Luna puts her head and forelegs up through its outline as if it were a window, hanging on for dear life.*)

**Luna:** Starlight Glimmer, there is no time! You must get help!

**Starlight:** What? What are you talking about? This is just a dream!

**Luna:** Not here! In the waking world! They’ve taken my sister and I! (*She starts to get pulled back.*) It’s worse than the last time! Your dream called to me and I was able to break through! You must find help!

**Starlight:** What are you saying? Who’s taken you?

**Luna:** Be careful who you trust! You’ll need all the help you can find! The changelings have returned! I—

(*One of them reaches into view through the moon’s aperture and drags her bodily out of sight; the added glow fades away. “The last time,” then, can only be the changeling invasion of Canterlot during “A Canterlot Wedding.”*)

**Starlight:** PRINCESS LUNA!!

(*She breaks into a headlong gallop away from the moon as the entire scene breaks apart into threads that are vacuumed up into its light, leaving the screen black. Finally its pull overwhelms her as well and sucks her into itself as it shrinks away to nothing, completing the blackout.*)

(*Snap to Starlight in bed and zoom in to an extreme close-up as she sits bolt upright, sweat running down around her bugged-out eyes as she heaves desperately for breath.*)

**Starlight:** *They’re back!*

(*Snap to black.*)

Act Three

(*Opening shot: fade in to a long shot of the Castle, seen from one side rather than straight on. Trixie’s wagon is parked out front, and the camera zooms in slowly as Starlight levitates herself off one balcony and down into a bush. In close-up, she pokes her head up from the foliage, a few bits of it sticking to her mane, and scopes out the lawn until she claps eyes on the wagon. A quick duck back into the bush, and she hurries across to deliver a furtive knock at the door, the leaves falling away from her head.*)

**Starlight:** Trixie! Trixie, it’s Starlight! Are you awake?

**Trixie:** (*drowsily, from inside, muffled*) Of course, Princess Celestia. I’d love to perform for peanut butter crackers.

(*Starlight finds herself totally unable to make head or tail of this utterance, but redoubles her knocking.*)

**Starlight:** Trixie! Wake up!

(*The vehicle starts to shake and rattle on its axles, but what comes out is a sudden salvo of fireworks from the side window, front end, and roof. Once the impromptu light show ends, a tendril of dark gray smoke begins to curl from the window, which slides up so the blue unicorn can hang her head over the sill and clear her lungs and streaming eyes. She is wearing a dark blue, tasseled nightcap decorated with her favorite star pattern.*)

**Trixie:** (*woozily, rubbing eyes*) Starlight? What time is it?

**Starlight:** It’s late. I think I’ve figured out what’s wrong with my friends.

**Trixie:** (*yawning*) I have a whole list of things that are wrong with your friends. We can go over it in the morning. (*Pulling her head inside, she shuts the window.*)

**Starlight:** (*half-sobbing*) No! Trixie, we’re in danger!

(*She dispenses with the pleasantries and simply fires up her horn to drag the sleeper out through the rear door, waking her up in a very big hurry.*)

**Trixie:** (*sighing*) Okay, fine! Aside from lack of sleep, how are we in danger?

**Starlight:** I think the…

(*She cuts herself off sharply and fires a distrustful glare straight at Trixie.*)

**Starlight:** What did you tell me never to tell another pony?

**Trixie:** (*rolling eyes*) Starlight, if you woke me up to play guessing games— (*Starlight leans across and grabs her.*)

**Starlight:** After we left my village! What did you tell me to *never* tell another pony you said?

**Trixie:** (*sighing, mumbling heavily*) That even Trixie’s made mistakes.

**Starlight:** Trixie, there’s no time for this! What did you say?

**Trixie:** (*pushing her back*) That even Trixie’s made mistakes! Okay? (*viciously*) Are you happy?

**Starlight:** (*sighing, relieved*) Yes. Sorry. I just had to make sure you weren’t… (*whispering*) …one of them!

**Trixie:** (*whispering*) One of who?

**Starlight:** A changeling! I think they’ve taken Princess Celestia *and* Princess Luna!

**Trixie:** *What?!?* Are you sure? (*She fidgets in place; Starlight peeks around a corner.*) I mean…what do we… (*pulling her back, whispering*) …we have to tell Twilight! (*Zoom in slowly on Starlight.*)

**Starlight:** If I’m right, then it’s too late for that.

(*Wipe to the darkened entrance hall of the Castle, the camera pointed at the closed double doors. One of them swings open, slowly and with almost no noise, and she eases her head in to scope out the place. Finding it empty, she signals behind herself with a hoof and enters, followed by Trixie without her nightcap. The latter pauses just long enough to close the door softly with her magic. Indistinct murmuring voices are heard in the distance, and the two soon locate the source—a slightly ajar pair of doors from which a shaft of light is shining out into the corridor. The voices resolve into those of Twilight and company as they sneak up to close range, the camera cutting to just inside these doors as they get eyes and ears to the opening.*)

(*A zoom out frames the throne room, populated with mares who are operating far outside normal parameters. All but Twilight are immediately visible; Applejack paces the floor, eating a bite from a pear and tossing the rest over her shoulder, and the others are in their designated seats. Fluttershy sprawls out with hind legs propped on the central table; Pinkie is taking a nap; Rainbow and Rarity are talking in a most malicious manner. Cut to an extreme close-up of one vertical surface, on which Spike is drawing an unflattering caricature of Fluttershy in green crayon, then cut to a longer shot of the two. He is using the side of her throne as his canvas; without a word, she shoves him away hard enough to scare a yell out of him and send him tumbling against Pinkie’s throne. Irked at having been woken from her snooze, the pink pony grabs the back of his head and slams his chin against the table edge; down he goes like a sack of potatoes. She and Rarity smile viciously as his pained moan floats up from floor level, Rarity adding a nasty little giggle. Neither Starlight nor Trixie can believe that such blatant abuse and disrespect for royal property have just occurred right before their eyes.*)

(*Pinkie blows Spike a raspberry as he gets to his feet and Twilight enters the room to take her seat. Three small, flat black stones are placed on the table.*)

**Twilight:** Is it ready?

**Applejack:** (*holding up a fourth*) Just one more.

(*Extreme close-up of this one as it is slid to a certain spot. The outer surface is scored in such a way as to resemble the head and wing coverings of a beetle, and the latter sections swing apart and pivot forward to expose a glowing, sparking yellow-green core. An overhead shot of the table shows that the four stones have been arranged to form a square. A beam of crackling white/green energy travels from the opened one to the next in line, triggering it, and the process continues until all four are active and the square has been closed in.*)

(*Cut to tabletop level and zoom out slowly. A framework of stretchy, slimy filaments materializes in the shape of a rough cone, raising the devices and pushing them against one another. Once they connect, a flare of white light issues upward from them and resolves into a swirling vortex edged in black and lurid green. At its center appears a slightly washed-out image of the face of Chrysalis, the changeling queen; all seven bow to it. As in her attack during Part Two of “The Cutie Re-Mark,” her voice does not carry the buzzing undertone of her debut ninety-one episodes ago.*)

**Starlight:** Queen Chrysalis!

**Chrysalis:** (*groaning*) I can’t take any of you seriously when you look like that.

**Twilight:** Oh. Right.

(*Licks of green fire wash over all seven, one by one, and leave them exposed as changelings.*)

**Chrysalis:** Much better. Now report. (*The one who had been Twilight speaks up, nasally and full of malice.*)

**“Twilight”:** Everything here is going according to plan. We’ve replaced the six ponies and their dragon and have taken control of the Castle. (*“Applejack” nods.*)

**Chrysalis:** Excellent. And I’ve just received word that the Princesses from Canterlot have successfully been replaced as well.

(*A round of cheers and laughter greets this news; cut to just outside the doors, Starlight and Trixie ducking away from the light and grimacing in shock, then back to the videoconference.*)

**Chrysalis:** We thought too small last time. One pony-napped princess wasn’t enough. With all the most beloved ponies of Equestria taken care of, nopony can stop us!

(*She lets a rich, unhinged laugh bubble up from her throat and her partners in crime are all too eager to share in the mood. The viewing window shrinks away to nothing, and the communications setup dismantles itself to become four plain black stones arranged in a square again. Outside, Starlight and Trixie realize that their eavesdropping is done; Starlight pushes the open door back toward the frame, but a creak from the hinges brings all the insect-like heads around in a hissing, spitting fury. In very short order they have resumed their guises, and a gesture from “Twilight” sends the other six out to investigate.*)

(*Out in the corridor, the throne room doors are flung open so the group can exit, with “Twilight” bringing up the rear. Two faint, shimmering outlines can be seen against the back wall, but none of them take any notice—an invisibility spell cast on the two unicorns, with the shimmer added so the viewer can tell where they are. After the fakers have passed, zoom in slightly on them; each opens a pair of eyes, watching as all but “Twilight” fan out into different corridors. The last of these stops at an intersection, sniffs the air carefully, and begins to walk back toward the throne room. Starlight and Trixie squeeze their eyes shut as “Twilight” leans close enough to put herself nose to nose with them. A few more sniffs, a disgusted grimace, and she moves off again. Only after she has rounded a far corner do they let the enchantment drop, Trixie coughing and gasping for breath after holding hers throughout all of this. She goes into a hyperventilation fit, but instead of passing her a paper bag, Starlight grabs hold of her and teleports them both out of the joint. They rematerialize next to the wagon parked outside.*)

**Trixie:** I can’t deal with this! I’m just a performer! This is…this is princess-level stuff! But the changelings have all of the Princesses! We’re doomed! (*She drops into a shivering huddle.*)

**Starlight:** (*patting her*) Maybe not. Uh, Queen Chrysalis only said they took Luna and Celestia— (*Trixie stands.*) —and obviously Twilight and the others. But maybe Cadence is still safe. Our best bet is to get to the Crystal Empire before the changelings do. That way, we—

(*She is cut off by the male voice of a northerner that instantly sparks a bit of puzzled recognition on her part. As for Trixie, she just shifts into confusion and panic.*)

**Thorax:** (*from o.s.*) There’s no help coming from the Crystal Empire.

(*He emerges into view, pushing through a nearby stretch of bushes to face the two mares straight on. One detail about his appearance has shifted since “The Times They Are a Changeling”: his wings are no longer translucent like those of other changelings, but have taken on a glittery sheen. The sight of him sends Trixie into a rearing, screaming tantrum, but the sound lasts only a moment before Starlight encloses her in a field to silence it.*)

**Starlight:** Thorax?

**Thorax:** Yes?

**Starlight:** Your wings look…different.

(*He glances back at them and gives an experimental flap that sends ripples of light off their surfaces.*)

**Thorax:** I guess they do.

(*Trixie pounds on the barrier and keeps screaming soundlessly; meanwhile, Starlight shifts her features into a suspicious glare and starts to back him up slowly toward the bushes, horn ablaze.*)

**Starlight:** How do I know you aren’t some other changeling pretending to be Thorax?

**Thorax:** You were there when Spike defended me to the ponies of the Crystal Empire. Princess Twilight said…

(*And now he is Twilight, voice and all.*)

**Thorax/Twilight:** As the Princess of Friendship, I should set an example for all of Equestria. But today, it was Spike who taught me—

**Starlight:** (*hastily*) Okay, okay. I believe you. We don’t need the whole speech.

(*Thorax reverts to his normal self; within the force field, Trixie has done her best to get as far away from him as possible.*)

**Starlight:** Trixie, this is Thorax. He’s a reformed changeling. He’s on our side. Understand?

(*The blue captive nods, and the spell breaks to drop her on her rump. Thorax crosses to her with a friendly smile and a hoof extended to shake.*)

**Thorax:** Hi. It’s a pleasure to—

**Trixie:** (*shivering*) If Starlight says you’re on our side, I believe her. (*waving him back*) But maybe just stay over there for now, okay? (*He backs up next to Starlight.*)

**Starlight:** What did you mean, there’s no help? Did the changelings get Cadence too?

**Thorax:** (*voice hitching a bit*) They took Cadence, Shining Armor, *and* Flurry Heart. Sunburst sent me here to get Princess Twilight’s help, but…but it sounds like it’s too late for that too. (*stepping toward Starlight*) So what should we do? (*Trixie comes up on her other side.*)

**Trixie:** Yeah, Starlight. What are we gonna do?

(*The bright blue eyes flick from one to the other in a long moment of indecision.*)

**Starlight:** I-I…I don’t know. (*pacing*) There has to be somepony else who can handle this!

**Trixie:** There is nopony else! Everypony with powerful magic is already gone!

(*Another familiar male voice cuts in, this one unctuous in tone. It is accompanied by the lazy wave of a long, red, scaly tail that ends in a tuft of white hair. Zoom out slowly to show it dangling into view from the roof of Trixie’s wagon.*)

**Discord:** (*from o.s.*) You know, whenever ponies talk about powerful magic, they always leave me out.

(*Cut to just behind the three gobsmacked observers. The draconequus has draped himself across the roof and is knitting a doll in the likeness of Fluttershy’s rabbit Angel.*)

**Discord:** If I weren’t so evolved, I might decide to take it personally. (*smiling down at them*) Well, isn’t this quite the combination of secondary characters? (*a bit puzzled*) Where are Twilight and the girls?

**Starlight:** (*stepping a bit closer*) First, how do we know that you’re really you?

(*The chaos master shoots her a needled glare and snaps his talons. In short order, three nearby flowers uproot themselves and start dancing on the grass, a tree becomes a giant cuckoo clock whose door opens so that his lion paw can extend with a squirrel in its grip, the sky goes a most unnatural shade of pink, and the turf under the trio’s hooves becomes soapy water. Starlight and Trixie lose traction, thudding down on rump and belly respectively, while Thorax gets some air under his hooves to avoid the slip. A longer shot of the area reveals further radical changes: one Castle window is upside down, a small patch of its exterior architecture is now floating free on a tiny island, the ground in the distance has become custard, and Trixie’s wagon has turned into a giant purple pumpkin with wheels made from tightly rolled vines. She gets to her hooves.*)

**Discord:** Shall I continue?

**Starlight:** Chrysalis and the changelings are back. (*standing up*) They’ve pony-napped all of the most powerful ponies in Equestria! (*Close-up of his bored expression; he yawns as she continues o.s.*) Celestia, Luna, Cadence, Shining Armor, Flurry Heart, Twilight and her friends…

(*This last bit jolts him out of his lapse into ennui with a small gasp; cut to frame all four again.*)

**Starlight:** …we need to—

(*All of the wackiness he has just unleashed reverses itself in a flash, even without his snap. He leans hard into her face, all joviality replaced by ice-cold fury.*)

**Discord:** (*quietly, menacingly*) They took Fluttershy?

**Starlight:** Yes!

**Discord:** (*pupils briefly igniting*) Where?

**Starlight:** The Changeling Kingdom. With you on our side, I can—

(*The talons snap in front of her face, whiting out the screen. Snap to a small forest clearing, slivers of orange-brown sky visible through the trees. The four poof back into being here; Starlight and Trixie are loaded down with equipment, and Discord stands upright with a full pack on his back. He is wearing a scarf, and Trixie has her wizard’s hat on. The only one without any gear or accessories is Thorax. All four glance around themselves with a measure of perplexity.*)

**Discord:** Odd. (*picking up a boulder, looking under it*) I was trying to take us right to Fluttershy, but there *is* no Fluttershy.

(*He lets his eyeballs stretch down from their sockets until they are long enough to touch the exposed spot, and they twist this way and that in search of clues. No luck, so he slams the rock back in place and stands up to full height, his personal optics back where they belong. Now the edge of a ridge or cliff is just barely in view before them. As Discord strokes his beard in cogitation, Trixie voices a fearful little shudder and steps closer to the drop-off.*)

**Trixie:** (*pointing ahead*) I think I have a pretty good idea where she might be.

(*All eyes turn to follow her hoof; cut to just behind the group and pan slowly away from them. What lies ahead is a waste of craggy rock formations, dotted with only the very occasional, very dead tree. Standing at the center of this desolate landscape is a tall, foreboding gray structure that resembles a cluster of stalagmites pocked with holes from top to bottom like a hunk of petrified Swiss cheese. Minute black specks can just be discerned flying toward and around it. Back to the four adventurers.*)

**Thorax:** Oh, I’d hoped to never see that place again! Now what?

(*Based on the events of “The Times They Are a Changeling,” this place can only be the Changeling Kingdom. Starlight finds herself on the receiving end of three questioning gazes and is not at all comfortable about her inability to come up with a quick answer. In close-up, she catches her lower lip in her teeth as the camera zooms in slowly. Cut to a “To be continued…” title card and snap to black.*)

**Continued in Part Two**