**ONCE UPON A ZEPPLIN**

**Written by Brittany Jo Flores**

**Produced by Devon Cody**

**Story editing by Joanna Lewis, Kristine Songco, Josh Haber**

**Supervising direction by Jim Miller**

**Directed by Denny Lu, Mike Myhre**

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

Notes: The title is presented here exactly as seen in the original on-screen credits.

All lines marked with one asterisk (\*) are heard over a loudspeaker.

All lines marked with two asterisks (\*\*) are amplified and delivered by the

speaker while on camera.

Prologue

(*Opening shot: fade in to the uppermost portions of two stacks of documents within the library of the Castle of Friendship—tall enough to reach the top of the windowed archway visible between the sets of shelves. Twilight Sparkle’s magic floats a page up onto one stack and retrieves the topmost one from the other; tilt down to follow its journey onto the table at which she sits. An additional, much shorter stack of paperwork rests to either side of her, and she wearily props her chin on one front hoof while levitating a quill to begin writing. Extreme close-up of the implement, whose tip breaks at the end of a line.*)

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

(*Back to her; as she floats it up with mild annoyance, Spike pops up at tableside with a small flat case in hand and opens its lid. Inside are several spare quills, one of which she takes in her field; almost as soon as he closes the case, his eyes shrink to points and a loud rumble begins to emanate from points farther south. Violet cheeks bulge, and the mouth unleashes a fiery green belch that drops a scroll on Twilight’s table. Once the little dragon is sure that the spasm is past, he sighs with relief and wipes his forehead.*)

**Spike:** Thank goodness. I thought I had too many deep-fried gems. (*Big grin.*)

(*Twilight smiles in return and opens the scroll with her aura to read, mumbling her way quickly through a few words before speaking aloud.*)

**Twilight:** It’s from my parents! (*standing, floating letter alongside, trotting in place*) Spike, they won a zeppelin cruise and get to take the whole family!

(*A sudden realization snaps her out of celebration mode, and the sheet flutters to the floor as she casts a concerned eye over the papery skyscrapers awaiting her attention.*)

**Twilight:** (*moaning sadly, turning to them*) I wish I had time to go with them. (*floating quill up*) But there’s just too many princess duties I have to take care of.

(*A fresh page drifts down in her control and gets ink put to it; now Spike takes up the dropped missive, having put away the case of quills.*)

**Spike:** Come on, Twilight. Even Princess Celestia takes a break sometimes, and she raises the sun.

(*His hopeful grin finds no purchase against the unwilling scrivener’s glumness, so he sets the letter down and rearranges his features into a look of stolid determination. Smoothing the scaly hide of his arms back as if rolling up the sleeves of an imaginary shirt, he begins to push her across the floor to the sound of her surprised yelp.*)

**Spike:** You need a vacation. (*Stop at an open door.*) I can keep track of the friendship log, boost community morale— (*producing/opening case and holding up a quill*) —and answer fan mail for a few days. (*Close it; head back toward the table.*)

**Twilight:** But, Spike, you’re as much a part of my family as anypony. I can’t just leave you here to do all that work.

(*By this point, he has reached the laden table and started in on the mass of forms, standing on the cushion where she had sat.*)

**Spike:** (*voice raised*) Whaaat? I can’t hear you! You’re on vacation! (*She grins at the joke.*)

**Twilight:** (*laughing*) I guess I could use a little time off from being a princess. You’re the best, Spike!

**Spike:** I know.

**Twilight:** I’m gonna go pack everything neatly into one suitcase! (*She trots out and down the corridor.*)

**Spike:** (*to himself*) Wait for it… (*Long pause.*)

**Twilight:** (*distant, from corridor*) CRUISES HAVE ACTIVITIES, RIGHT? I SHOULD PROBABLY MAKE A SCHEDULE?

**Spike:** (*to himself, smugly*) There it is.

(*He goes back to writing as the view fades to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a long shot of an airship docked at the edge of the mountain plateau on which Canterlot is situated. The craft has three decks, with an enclosed bridge or pilothouse on the topmost one, and is done in white and gold with two-tone blue fins jutting from the forward portion of the hull near the mast. The gas envelope is striped in pastel pinks and blues, with a gold support frame, and clusters of loudspeakers hang from the lower surface. It is daytime, and a steady procession of chattering ponies follows a long ramp to board the vessel as the camera zooms in slowly. A close-up picks out Twilight’s family among them—parents, then Twilight herself with saddlebags on, and Princess Cadence and Shining Armor with Flurry Heart riding in a covered, wheel-less stroller under Shining’s telekinetic control.*)

**Mrs. Sparkle:** Oh, gee. I am really looking forward to a relaxing vacation.

**Mr. Sparkle:** (*aside, snickering, to Twilight*) Watch out. She won’t admit it, but when your mother says “relaxing vacation,” she means “doing something crazy.” Last time, she ended up bungee-jumping over Luna Bay.

**Mrs. Sparkle:** What was that, hon?

**Mr. Sparkle:** (*caught off guard*) Oh, I was, uh, just telling Twilight about my new, uh, bingo strategy book. (*laughing*) It’s a real page-turner. (*Wink to Twilight.*)

**Shining:** Oh, I can’t wait to get on this zeppelin and fly like a pegasus!

**Twilight:** (*smirking*) Really? I remember you getting airsick on Admiral Fair Weather’s Wild Ride at Pony Island.

(*The royal couple’s eyes pop very wide as she continues along the ramp—Shining’s out of embarrassment, Cadence’s out of surprise at hearing this tidbit for the first time as she stifles a giggle.*)

**Shining:** (*scoffing*) Oh, please! I grew out of airsickness a long time ago.

(*As the family steps aboard, the overhead speakers come alive with a shrill whine of feedback and the voice of Iron Will—the minotaur assertiveness trainer from “Putting Your Hoof Down”—booms out over the crowd.*)

**\* Iron:** I hope you ponies feel welcomed aboard, *because you are!* (*The speakers shut off.*)

**Twilight:** Well, that was an…assertive welcome.

(*Recall that neither she nor any member of her family ever met him in the flesh during that episode. As they move a bit farther in from the rail, a couple of ponies lean into view to gaze eagerly after them. Mooring lines are cast off from the cliff’s edge, and the great ship begins to pull away; extreme close-up of a beefy grayish-blue hand opening a throttle, then of the hull’s blue fins as they begin to undulate in response. Within moments, the zeppelin is breaking upward through the cloud cover and climbing through the clear blue sky above it.*)

(*Dissolve to a close-up of a pair of closed double doors onboard, each set with a round window. The tops of the family’s heads can be seen beyond these, and an extra horn exerts its field to swing them open. This one belongs to a unicorn porter stallion; Mrs. Sparkle floats up a coin purse and transfers a bit from it to his hoof, and he pockets it and magically tips his hat with a bow. As the passengers file in, murmuring excitedly and Flurry leaving her stroller to fly overhead, he departs to get about his other duties and shuts the doors. Zoom out to frame a spacious, well-appointed stateroom whose contents soon have all six smiling and talking excitedly among themselves.*)

**Mr. Sparkle:** (*chuckling, patting a couch cushion*) Guess this is what it’s like to be big-time prize winners. I just wish I could remember what contest we won.

**Twilight:** Wait. You don’t know where this prize came from?

**Mrs. Sparkle:** When somepony offers you a free vacation, you just sign the paperwork and don’t ask questions.

**Mr. Sparkle:** (*pulling her close*) Especially when it means we all get to fly off together. (*Cadence and Shining cross to them, the former holding Flurry.*) What should we do first?

**Twilight:** (*floating a sheet from her saddlebags, unfurling it*) Well, I did categorize the ship’s activities and make a schedule organized by each of our interests.

(*The fully unfolded document is quite lengthy and marked with rows of colored bars. A collapsible pointer rod is next to be pulled out and fully extended.*)

**Twilight:** Dad, you’re easy. Bingo competition, right here. (*She taps a spot; Mr. Sparkle leans in close.*)

**Mr. Sparkle:** Oh, I just love how the numbers and letters are organized in their little boxes and… (*Back off.*) …it’s so satisfying.

**Twilight:** Shining Armor, they’ve got a tiny-boat race in a tiny pool, here. (*Point it out; cut to Cadence/Shining/Flurry.*)

**Shining:** (*stroking Flurry’s face; she squeals happily*) Aw, sis, only you would remember I love tiny things.

**Twilight:** (*from o.s., floating schedule to them*) And, Cadence— (*tapping with pointer*) —there’s a Pee-Wee Princess Playtime here that Flurry’s gonna love!

(*Both items are magically pulled back as the little winged unicorn gurgles with joy.*)

**Cadence:** Oh, wonderful! (*Mrs. Sparkle hooks the schedule toward herself for a look.*)

**Mrs. Sparkle:** Hmmm…this barrel jumping at Neighagara Falls sounds interesting. (*Her husband smiles indulgently.*)

**Twilight:** Eh.

(*A moment’s levitation brings a quill from her bags to mark that event.*)

**Twilight:** (*tacking schedule to wall with her aura*) I just want to see you all have a good time, and this works out perfectly— (*floating a book out*) —because we have room for the one thing I want to do.

(*The cover depicts the two hemispheres of a globe. Cut to the rest of the family as the volume is propelled over to them and opened.*)

**Twilight:** (*from o.s., turning pages, pointing to one*) Our ship passes the frozen north at sunset, which is the only time you can see the astrological phenomenon known as…the Northern Stars!

(*Said pages prove to contain an assortment of maps and drawings of different terrain types, the last being a sketch of shooting stars over a mountain range. Back to her.*)

**Twilight:** (*giddily*) It’s like the stars are shooting out of the setting sun!

(*Appreciative comments among the ones capable of speech, and cheery burbles from the one who is not.*)

**Cadence:** Well, we definitely don’t want to miss that. (*Twilight shuts and bags the book.*)

**Twilight:** Then it’s settled. (*Check the schedule.*) Hmmm…but we don’t have anything to do right now. Any suggestions? (*Speaker feedback cuts in.*)

**\* Iron:** Attention, cruise ponies! Don’t let this zeppelin be a bore—leave your room and see the tour! (*Shut off.*)

**Cadence:** A tour could be fun.

(*Noises of assent from those of all ages as Twilight leads them toward the door. Dissolve to a long shot of the zeppelin, now at cruising altitude, and cut to a close-up of one stretch of rail as Shining pops up at it with forelegs waving.*)

**Shining:** I’m flying! I’m—

(*His rapture comes to a screeching halt as his whole face turns a most unhealthy shade of green, cheeks and eyes bulge to alarming dimensions, and a few hairs pop loose on the three-tone blue mane. Evidently the airsickness that plagued him in his youth has not quite left him. A longer shot puts him on the main deck, at the prow; he claps a hoof to his mouth as Cadence approaches, carrying Flurry.*)

**Cadence:** (*humoring tone*) I’m afraid Flurry may be airsick. Since I know that isn’t a problem for you, would you mind taking her below?

(*He snatches his daughter up and is gone in a blink; now Twilight steps to the prow, having shed her saddlebags. Before either of them can speak, the speakers squeal their way into the scene.*)

**\* Iron:** Far to our right— (*Ponies start to gather in.*) —you can just make out the white tufts of Cloudsdale—

(*They move in the stated direction and are treated to a good view of the aerial metropolis.*)

**\* Iron:** —where Princess Twilight Sparkle once toured the weather factory! (*Shut off; murmurs among the crowd.*)

**Twilight:** (*to Cadence*) How’d he know that? (*to her parents, now behind her*) And why announce it on a cruise?

(*More hushed talking draws her attention to a knot of nearby passengers who are displaying varied degrees of glee, admiration, timidity, and reverence toward the foursome. The whole tableau puts Twilight just a bit ill at ease, but Cadence is quick to catch on to her mood.*)

**Cadence:** (*quietly, to her*) Why don’t we move to the other side of the deck?

(*The two Princesses ease away, followed by Mr. and Mrs. Sparkle, but again the speakers cut stridently into the proceedings.*)

**\* Iron:** We are now high enough to see all of Canterlot, even the royal tree where Princess Twilight and her brother Shining Armor were born! (*Shut off.*)

**Twilight:** What? That’s not right.

(*The accuracy of this claim, or lack thereof, does not stop the other passengers from charging past her to gather at the rail and snap a picture or two. Mr. and Mrs. Sparkle are among them; their next two lines overlap slightly, a fair bit of laughter mixed in.*)

**Mrs. Sparkle:** Ooooh!

**Mr. Sparkle:** Ooooh! (*over her chatter*) Well, let’s get down for that! (*Twilight pops up next to them.*)

**Twilight:** (*pointing over rail*) Um, you guys know that’s not where we were born. What are you so excited about?

**Mr. Sparkle:** Well, it *is* a really nice tree, sweetheart.

(*His wife’s agreeing nod earns a slightly disgusted eye roll from their daughter, but she has very little time to stew on it before noticing a trio of nervously grinning passengers a short distance behind her. A fourth, this one a unicorn mare, zips up to get nose-to-nose with her.*)

**Mare 1:** (*with growing fervor*) We just wanted to say how excited we are to be here!

(*Her words also carry quite a bit of saliva into the light violet face.*)

**Twilight:** (*uncertainly, wiping herself off*) Um…yeah. Us too.

**\* Iron:** On our route north, we will pass the spires of the Crystal Empire, where Princess Cadence rescued her alicorn baby Spike from a monster made of fire!

(*Close-up of the pink Princess on the end of this; now she gets a chance to look a trifle disconcerted as Twilight backs up to her.*)

**Cadence:** Well, that doesn’t even make sense.

**Mr. Sparkle:** (*from o.s.*) Well, “Royal Grandparents” sounds a bit fancy, but— (*Cut to him and Mrs. Sparkle, amid a group of camera-carrying ponies.*) —of course you can take our picture.

(*Ear-to-ear grins plaster themselves on the blue and gray faces as the shutterbugs click away.*)

**Twilight:** (*irked*) What?!?

(*A glance off to one side discloses the shirts that two mares are wearing, one displaying Twilight’s face and the other Cadence’s. On the other, the real-life sovereigns spot a pair of earth ponies wearing fake wings, horns, and manes/tails colored to match Twilight. They grimace at the sight before a small hoof in a bootie colored to match Cadence’s coat and gold shoes reaches up to tap her wing. It proves to be attached to a filly wearing a mask styled as her face, mane, and tiara, who pulls a notepad and pen in a silent request for an autograph.*)

**Cadence:** (*recoiling in surprise*) Uh—oh!

**Twilight:** (*fed up*) Okay, that’s it! Does anypony know where the cruise announcer is?

(*Quite a few hooves point in the general direction of the pilothouse. Cut to just within its closed glass door, the camera set at floor level to frame one hoof at the end of a dark grayish-blue leg in the fore. Twilight lands just beyond the door, pushes it open, and walks in.*)

**Twilight:** Excuse me, sir.

(*The view shifts to just behind her, framing Iron hunched over next to the wheel, with his back to her and thrown into silhouette by the sunlight pouring in through the expansive windows. He straightens up to full height and folds his arms behind his back; the necktie and wireless headset microphone he used in “Putting Your Hoof Down” are still in evidence, and he has added the sort of white peaked cap worn by naval officers.*)

**Iron:** You can call Iron Will… (*turning, flexing muscles; zoom in quickly*) …Iron Will!

**Twilight:** (*gasping, indignantly*) What are *you* doing here? And why do you keep announcing random things about me and my family?

**Iron:** The assertiveness seminar market dried up, so Iron Will started a new career, organizing themed vacation packages!

**Twilight:** (*fearfully*) And the theme of this vacation is…?

(*The big guy darts over to a microphone on a desk and pushes a button to activate it, setting off a burst of feedback.*)

**\*\* Iron:** Everypony, stomp your hooves if you are here for the premier “Cruise of the Princesses” experience!

(*Cut to just outside the pilothouse windows and zoom out to main-deck level as the speakers cut off and banners depicting Twilight’s and Cadence’s faces are unfurled from above. Gathered down here are dozens of cheering, clamoring travelers whose hooves are pounding against the planks—with a noticeably concerned, healthy Shining and Mrs. Sparkle at the back of the throng. Cadence’s tiara juts up above the heads, but the rest of her and all of Mr. Sparkle are lost from sight due to the crush of bodies. Up above, Twilight grimaces mightily at the spectacle as the camera zooms in slowly. Fade to black.*)

Act Two

(*Opening shot: fade in to a long shot of the zeppelin, zooming in slowly to the sound of carousing ponies, then cut to several of them advancing along a corridor toward the camera. At their head is Mare 1, an autograph book in her magical hold. The doors of the Sparkles’ stateroom are slammed shut to block the group from view, thanks to Cadence’s magic, but they press up to the windows and their muffled exclamations can still be heard through the wood and glass. Zoom out to frame all six and Iron gathered in here.*)

**Twilight:** (*crossing to Iron*) Iron Will, I’m not sure it was entirely honest of you to offer this cruise to my family without telling us that ponies bought tickets just to see Cadence and me!

**Iron:** (*pulling out a sheaf of papers*) Iron Will outlined all the details of the cruise in the prize acceptance and consent form that *you* signed.

(*On these last three words, the camera cuts to Mr. and Mrs. Sparkle, sitting on a couch with Shining and Flurry, and he holds the pages out to the couple. Mrs. Sparkle takes them in her field.*)

**Mrs. Sparkle:** (*sheepishly*) Well, when somepony offers you a free vacation, who reads the fine print?

**Iron:** Iron Will prides himself on providing a quality vacation experience. *But* if Twilight Sparkle and her family don’t want it, Iron Will can cancel the cruise— (*socking fist into palm, flexing biceps menacingly*) —*and* break the hearts of every princess-adoring pony on board.

(*Close-up of Twilight. She lets off a weary, cowed groan as the mare wearing the shirt with her face in Act One mashes her face against the exterior surface of a porthole.*)

**Mare 2:** (*muffled by glass*) I LOVE YOU, PRINCESS TWILIGHT!! (*The curtains are magicked shut.*)

**Cadence:** (*crossing to Twilight*) As much as I want a family vacation, I don’t think I could entertain all these cruise ponies. My hooves are pretty full taking care of Flurry Heart. (*Cut to Mr. and Mrs. Sparkle on the start of the following.*)

**Mrs. Sparkle:** I guess we were just so excited by the idea of a family cruise. (*Mr. Sparkle sighs, leaves the couch, and crosses to Iron.*)

**Mr. Sparkle:** All right. I guess we better turn this ship around. (*The minotaur starts for the door…*)

**Twilight:** Wait! (*…then stops.*) Iron Will, what if I offered you a deal? If I agree to do whatever princess activities *you* want, will you promise that my family gets to do the activities *they* want?

**Shining:** Sis, you don’t have to do that. We want you to enjoy yourself too. (*Flurry babbles.*)

**Twilight:** I don’t want the vacation to end now, or let down all of these ponies who were looking forward to seeing us.

(*Gathering her nerve in one swift instant, she flies up to Iron’s level.*)

**Twilight:** So what do you say, Iron Will? (*extending a foreleg*) Do we have a deal? (*A tense beat of silence.*)

**Iron:** (*grabbing/shaking hoof in a crushing grip*) Princess Twilight has a deal!

(*She waits to speak again until he has let go.*)

**Twilight:** (*rubbing leg*) Great! (*landing near others*) So it looks like we have some time before Dad plays bingo.

**Iron:** (*pushing her toward doors*) Actually, we have just enough to pick the winner of our grand prize raffle! (*Close-up of her.*)

**Twilight:** Oh. Well. (*Chuckle.*) Who doesn’t like prizes?

(*She manages a halfhearted grin as he pushes her out of view; behind him, the view wipes to a shot of all three decks. The Sparkle clan and Iron are on the upper one, Twilight standing on a small platform to face the passengers gathered on the lower two. A barrel full of tickets is on the platform with her, and Iron and a pole-mounted microphone stand off to one side. Zoom in slowly as the big guy sweeps the device up in one hand, setting off feedback.*)

**\*\* Iron:** All right, cruise ponies! (*Close-up.*) When the zeppelin flies— (*pointing to barrel*) —it’s time for a prize!

(*Cheers rise from down below as he sets the mic before Twilight.*)

**\*\* Twilight:** Thank you all for being so gracious and respectful to me and my family. And now, without further ado, the winner is…

(*She uses her magic to mix the tickets, pull one from the barrel, and bring it up to eye level.*)

**\*\* Twilight:** …Star Tracker!

(*The pair of blue eyes that contract to stunned points are all that it takes to pick out the winner: a dark grayish-blue earth pony stallion with a short, slightly unkempt, two-tone blond mane/tail and birdcatcher spots under the outer corners of his eyes. The portions of his cutie mark that can be seen reveal a white star and small gold horseshoes, and he wears a pendant shaped as the six-pointed pink star from Twilight’s cutie mark. Amped-up nervous energy comes through in Star Tracker’s grin as the other ponies stomp applause and she addresses him off the microphone.*)

**Twilight:** Congratulations, Star Tracker! Enjoy your prize!

(*Cut to her, crossing the deck and passing Mr. Sparkle.*)

**Twilight:** Okay, Dad. Bingo time.

(*She has not noticed that Star is now up on this same level, but running flat into him gives away the quick move. Now his mark can be seen in full: three horseshoes beneath the star.*)

**Twilight:** Uh…oh! I’m sorry. I don’t have the prize.

(*Iron leans into view, microphone in one hand as he gestures to the two with the other and feedback sounds off.*)

**\*\* Iron:** Congratulations to Star Tracker, who wins the grand prize—spending the day with Twilight as an honorary member of her family!

(*Another squeal from the mic. He flexes for the crowd, raising it overhead, and fireworks pop and confetti/streamers rain down as they cheer wildly.*)

**Twilight:** (*aghast*) *That’s* the prize?!?

(*She shoots a bug-eyed look to Star, whose voice frequently wavers and is punctuated by nervous little giggles.*)

**Star:** (*nodding*) Uh-huh.

(*He can manage no more than a round of sweating and scratching at the back of his head.*)

**Twilight:** (*forcing a smile*) Okay, well, I guess you should come with us, honorary family member.

**Mr. Sparkle:** Sure! (*laughing, nudging him*) There’s always room at the bingo table!

(*The invitation brings a face-splitting grin to the raffle winner’s face. Wipe to a large, horseshoe-shaped table set up on the main deck, its open ends facing a small stage on which Twilight stands. She has been put on bingo-caller duty, judging from the provided bullhorn on a stand, large spherical bingo cage filled with balls, and board to keep track of the numbers. Speakers are mounted at the tops of the poles that support the board at either end. Ponies sit around the outer perimeter of the table, cards and markers at the ready; Mr. Sparkle and Star are at the bend, the farthest point from Twilight. Zoom in slowly and cut to her at the horn.*)

**\*\* Twilight:** (*clearing throat*) Is everypony ready?

**Mr. Sparkle:** (*from o.s.*) Sure are, sweetie!

(*Surprised, she shades her eyes for a better look; cut to her perspective of the players.*)

**Mr. Sparkle:** (*waving*) Give that cage a whirl! (*Back to her.*)

**Twilight:** (*off horn*) Dad? (*into it, amplified*) What did you say? (*Star leans into view next to her.*)

**Star:** Uh, he…he said to, uh…uh, give it a-a whirl.

(*Once it fully sinks in that he has gotten the drop on her, she hastily backs away from him and the bullhorn.*)

**Twilight:** (*trying to sound casual*) Oh! Um, thanks.

(*He slowly backs away; she aims a very funny look at him and resumes her post. A bit of magic turns the crank attached to the cage’s axis, and after a moment one ball drops out through a chute and lands on a waiting plate. This is floated up to her eye level.*)

**\*\* Twilight:** I-nineteen! (*Star is now sitting by Mr. Sparkle again.*)

**Mr. Sparkle:** Hey-hey! Now we’re talking!

(*He magically lifts his marker and places it on his card.*)

**Mr. Sparkle:** This Princess Bingo is great! (*He waves to his daughter.*)

**Twilight:** (*off horn*) Did you get that one, Dad? (*into it, amplified*) Can anypony tell me how my dad is doing?

(*Cut to an extreme close-up of one ear as Star leans into view to address it.*)

**Star:** Yeah. He said the Princess Bingo is, uh, great.

(*Hearing that voice sends her into a panic all over again, and she recoils in mild terror as a chant of “Princess Bingo!” breaks out among the players.*)

**Star:** Twilight *is* my favorite time of day—and it’s also your name. (*stammering, sweating*) I just thought that was cool.

(*She somehow works up a strained chuckle and grin in reply. Dissolve to an open-air swimming pool around which quite a few vacationers have gathered; it consists of a rectangular run that opens up into a larger circular section at one end. A string of floats divides it into two lanes along its length, and a paddle boat floats in each lane at the smaller end. A rack of life vests stands by the stairs leading up to the higher decks; Shining is already wearing one and is climbing onto one boat as the camera zooms in slowly. His earlier queasiness has returned in force. Twilight gallops into view; close-up as she stops near both him and Mrs. Sparkle.*)

**Twilight:** (*wiping forehead*) Phew! Just made it!

(*And here comes Star at full speed, ramming into her from behind and earning a dirty look. Shining fights the urge to lose his lunch.*)

**Twilight:** (*to Shining, slapping his back*) And I’m ready to give you the tiny-boat race of your life!

(*That thump nearly does him in, but he gets his digestive tract back under some shred of control with a mighty effort and slumps forward in his seat.*)

**Twilight:** Are you sure you’re not airsick, big brother?

**Shining:** (*weakly*) No way! How could I be airsick? I’m in the water, so it totally cancels out.

(*Another heave bubbles up, this time taking both front hooves to cork it.*)

**Twilight:** (*laughing*) I don’t think that’s how it works, but I’m ready if you are.

(*She floats a life vest off its hanger, but Iron leans down to her before she can even think about buckling it on. Zoom out as she glares up at him; in one hand is a checkered flag marked with her face. He no longer carries the microphone from the raffle.*)

**Iron:** (*taking vest*) Technically, Princess Twilight Sparkle should officiate the Princess Paddle Boat Race.

(*The move has left an empty bubble of hovering magic, but he quickly slips the flag into this. She cuts the spell and gloomily takes it in hoof as Mrs. Sparkle crosses to her.*)

**Mrs. Sparkle:** Well, I suppose *I* could race your brother. (*Chuckle; Twilight drops the flag, surprised, as she dons a vest.*)

**Twilight:** Oh. Well, as long as Shining Armor gets to race, I’m happy.

(*A quick teleport deposits her at the large end, and Mrs. Sparkle boards the second boat as cameras pop all around. Twilight brings up the flag and takes a step back, only to run into Star now directly behind her.*)

**Star:** (*shuffling aside*) Oh! S-Sorry.

(*The Princess takes a deep breath and prepares to start the race, but Star leans back into her face.*)

**Star:** Oh, I’m gonna write about this race tonight in my journal! (*rearing up*) Oh, it’s just so exciting!

(*He jitters in place a bit to work out his nerves.*)

**Twilight:** On your mark…get set…

**Star:** (*grabbing/waving flag*) GO!!

(*Mrs. Sparkle is off like a shot, whooping her way down the full length of the pool and plowing over the string of floats into Shining’s lane. The sharp turn sends a cascade of water over the camera, which drains to show a mildly disgruntled Twilight and an extremely amped-up Star in close-up, staying dry under a shield put up by the former. She lets it drop; on the start of the next line zoom out to show Mrs. Sparkle stopped before the pair.*)

**Mrs. Sparkle:** (*laughing*) Oh, my word, that was exciting! (*addressing the small end*) Wasn’t it, son?

(*Jubilation turns to worry once she sees him right back where he started and forcing his stomach contents to stay put.*)

**Shining:** (*weakly, climbing out of boat*) Just so everypony knows, I’m getting out of this boat because of how *not* sick I feel.

(*The front hooves are back on the deck, but a rear one misses a step and drops into the pool, leaving him clutching the edge for dear life. Mrs. Sparkle, now out of her boat, races back to his end.*)

**Mrs. Sparkle:** (*levitating him onto deck, guiding him away*) Oh, that’s all right, dear. We’ll take you back to the room.

(*A properly freaked-out Twilight starts to gallop after the two, but is brought up short by running into Iron’s muscular elbow. Both Star and the flag are gone from the area.*)

**\*\* Iron:** That was just the first heat…of ten!

(*Extreme close-up of his abdominal muscles—two neat columns of five tracing up his chest. They tense one at a time, working from bottom to top, after which the camera cuts to him.*)

**\*\* Iron:** Now, who’s ready to see a princess face when they win their race?

(*Almost as quickly as Mrs. Sparkle won her showdown, he and a rather put-out Twilight are surrounded by cheering, clamoring spectators. Finding herself holding the flag after he produces and passes it down to her, she slaps on a big strained grin and starts waving it. Dissolve to an extreme close-up of the top of a very young foal’s head held in a levitation field as a toy block is maneuvered onto it, then zoom out. Flurry is in a play area for babies and has stacked up no fewer than half a dozen of them in a wobbly tower, adding the block to cap it off. Her field gives out and all tumble laughing to the soft mats that cover the floor. Across the way, a spectator stallion and mare applaud the effort as Cadence shifts a very funny look between them and her daughter. As Flurry stars to exert her hold on one of the infants again, Cadence gallops over to break it and magically lift her up into a worried hug.*)

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

(*She trots into view, wearing a brown cowboy hat and no longer carrying the flag.*)

**Twilight:** I’m so glad you got in the Pee-Wee Princess Playtime!

**Cadence:** (*as Flurry floats a baby up*) Flurry is having a wonderful time.

(*Noticing the bit of magic at work, she covers the white horn with a wing to dispel it.*)

**Twilight:** That’s great. I’m just on my way to take some old-time Appleloosan photos. (*Star leans into view beside her, sporting a hat as well.*)

**Star:** Themed photo shoots are the best. (*She pushes him away.*)

**Twilight:** And then do a quick question-and-answer session on becoming an alicorn before Mom’s barrel ride at Neighagara Falls. (*suddenly worried*) I really hope I don’t miss that. (*Cadence sets Flurry down.*)

**Cadence:** Twilight, are you sure you don’t mind doing all of these princess activities?

**Twilight:** (*smiling broadly, slightly crazed*) Mind? What? Absolutely not. I mean, you guys are having fun, right? (*She deflates with a heavy sigh.*) Besides, I have to make sure these cruise ponies are happy if I want to be a good princess.

**Cadence:** (*flipping hat back*) You’re already a good princess, Twilight. (*Twilight removes it.*)

**Twilight:** Honestly, as long as I get to see the Northern Stars tonight with everypony, I’ll be happy.

(*A dark grayish-blue hoof reaches into view and taps her on the shoulder; sure enough, here comes Star to point back behind himself.*)

**Twilight:** (*donning hat, winking*) But right now, I gotta go take some pictures. (*waving with a wing*) See you later!

(*Cadence rolls her eyes, not at all convinced that her sister-in-law in enjoying the trip. In the play area behind her, the other foals have been picked up by their parents, who are gathered eagerly around Flurry.*)

**Mare 3:** (*to her child*) Why don’t you play and make a princess friend?

(*They are all set down around Flurry, close enough to squash their cheeks against hers and leaving her more than a little perplexed at the sudden attention. Mommy dearest extracts her with magic, leaving one baby to topple face-first to the mats, and settles her into the crook of a foreleg with an apologetic laugh.*)

**Cadence:** I am so sorry, everypony— (*easing away slowly*) —but it looks like Flurry needs her nap.

(*She keeps her face turned carefully away from the parents so that neither side sees the concerned look in the other’s. Dissolve to a long shot of the zeppelin docked at a pier constructed among the clouds that hover above a tract of roaring waterfalls. The sky has advanced into afternoon. Zoom in slowly and cut to Twilight galloping madly away from the ship, trailed closely by Star; both have ditched their cowboy hats.*)

**Twilight:** Oh, why did that last question have to be a two-parter? I just hope I have time for one barrel ride with Mom!

(*So this is Neighagara Falls, then. Farther up ahead, a mare in helmet and life vest glances down over the edge of the pier while standing inside a barrel, apprehension writ large on every square inch of her face. A dark gray goat, one of Iron’s assistants in “Putting Your Hoof Down,” sets a lid on the barrel to close her in, backs up a few steps, and delivers a charging headbutt that rams her into space. Spare equipment and customers are lined up behind the scene. As Gray walks away, the white goat that also helped Iron pushes a dripping-wet cask into view with its head. Twilight and Star sprint over to this one just in time to see it rattle back and forth and the lid pop off, and up comes a thoroughly soaked Mrs. Sparkle, attired similarly to the one who just took the plunge.*)

**Mrs. Sparkle:** (*ecstatically*) Ohhh! Neighagara Falls was *amazing!* (*tossing head; mane strands stick across her face*) The endless open air, the water in my mane— (*shaking barrel*) —oh, the small confines of the barrel…

(*Chuckling, Mr. Sparkle crosses to her with a camera on a jointed holder around his neck.*)

**Mr. Sparkle:** (*winking*) Another “relaxing vacation” in the books, hon.

(*He kisses her cheek, but Twilight slumps dejectedly at having missed her chance as the barrel tumbles onto its side, releasing a gout of water and one drenched mare who looks sadly up at her royal daughter.*)

**Mrs. Sparkle:** Oh, honey, I know you’re disappointed, but we waited as long as we could. (*smiling*) Maybe you should take a break from these princess things.

**Twilight:** (*taken aback*) Disappointed? No! (*smiling, but strained*) I’ve just been answering some detailed questions about alicorns. You know how much I love details. (*Mr. Sparkle helps his wife up.*)

**Mrs. Sparkle:** I just don’t want you to forget—it’s your vacation too.

**Twilight:** How can I when it’s a totally successful vacation?

(*The two parents trade a look that might as well be a sign reading “not buying it” in ten-foot-tall neon letters.*)

**Mr. Sparkle:** All right. (*smiling, as both exit past her*) Well, uh, we can’t wait to see those Northern Stars!

(*Twilight sends a weak smile after them in close-up, but lets it melt into gloom as the camera zooms out quickly. Star leans grinning into her face, while Iron stands just behind her.*)

**Iron:** Iron Will lived up to his side of the bargain— (*patting her head*) —and Princess Twilight only has one more thing to do for the day.

(*Close-up of her face on the end of this; he extends one index finger into view toward her, bringing a big hopeful grin. He proceeds to scoop her up, tuck her under one arm like a football, and charge along the pier with a free arm extended in the manner of a running back going for a touchdown. The grinning, starstruck Star gallops after them.*)

(*Cut to a table on the zeppelin’s main deck, bare except for an inkwell. The beefed-up captain slides into view and plunks her down behind this.*)

**\*\* Iron:** It’s your last chance! Come get in line if you want the Princess to sign!

(*Star pops up next to the puzzled Princess, holding/opening the case of spare quills Spike had at the ready in the prologue. Iron whips out a thick, untidy stack of papers and slaps them on the table just as a throng of eagerly shouting passengers races up. Twilight’s face falls at the fact of having been pressed into service for an autograph session. Dissolve to a long shot of her—the table is set at the stern of the craft and Star is now gone—and the sizable line of signature seekers that snakes back and forth four times. The sun has begun to set beyond the rail, and two dissolves sink it farther toward the horizon and mark the progress of the line. Cut to an extreme close-up of an open autograph book and a quill on the table, her magic holding both to sign an open spot and then shut the cover. Two hooves reach into view to take the book; tilt up to frame both the mare holding it and her friend, who has one of her own. With fake wings, horns, and manes/tails on full display, they take their leave amid a gale of giddy squeals and chatter as Twilight waves goodbye. Above the deck, the stars have come out in the night sky.*)

**Mare 4:** (*fading out, over the other one’s chatter*) Best night! I’m never letting this go.

(*The grin fades into a weary moan, her field ready to replace the quill in the inkwell—and then one more open book is pushed toward her. The hoof moving it is Star’s, a sight that catches her completely off guard.*)

**Twilight:** How long have you been waiting?

(*The stallion’s nerves permit him no response beyond a chuckle and a stroke of the untidy blond mane. In close-up, she rolls her eyes with barely contained exasperation, to the sound of pen scratching on paper. As she finishes, a gentle glow casts itself over her face and two tired purple eyes flick up toward the structure of the upper decks, behind which it begins to strengthen. The eyes widen in sudden panic.*)

**Twilight:** Oh, no. (*grabbing Star*) What time is it?

(*Not waiting for an answer, she lets go of him and dives over the table to gallop along the deck. She slams on the brakes with a sharp gasp, Star following and stopping just in time, and sees groups of passengers on benches and spread-out blankets at the prow. The rest of her family is among them, Shining letting Flurry perch on his head for a better view of the brilliant shooting star that blazes across the heavens—the Northern Stars phenomenon Twilight had longed to see. Laughs and gurgles float back from the quintet, Shining now recovered from his recurring airsick spells. Both have dried off and removed the safety gear from their respective aquatic pastimes, and Mr. Sparkle no longer wears the camera he was using at Neighagara Falls. Twilight sobs quietly in utter dejection, tears running freely from both eyes, and the view fades to black.*)

Act Three

(*Opening shot: fade in to the rest of the Sparkle family still marveling at the light show they have just witnessed. As Twilight stares from the background, the other ponies begin to disperse around her.*)

**Twilight:** I missed them? I missed the Northern Stars?

(*She begins to cry again, a few tears splashing to the deck in extreme close-up. The hooves of Cadence and Shining step into view; tilt up to frame them on the start of the next line, Flurry still riding on Shining’s head.*)

**Cadence:** You were right, Twilight. They were breathtaking. (*Flurry blabbers; now Mr. and Mrs. Sparkle step up.*)

**Mr. Sparkle:** Aw, we wish you’d been here to see it, sweet pea— (*Star crosses to them.*) —but we’re sure you’re making a whole bunch of cruise ponies happy. (*He puts a foreleg around the other stallion’s neck.*)

**Star:** I’m so happy I could cry!

(*The put-upon Princess shuts off her waterworks and gets her dander up in a very big hurry.*)

**Twilight:** (*very snarky*) Oh, yeah. The cruise ponies are happy, my family is happy, even Iron Will is happy.

(*Pan/tilt up to follow her gesture and stop on the second deck, where the minotaur in charge and a third goat assistant—this one tan and wearing only a headset microphone—are lounging and lifting tropical drinks on side-by-side lounge chairs. The goat takes a bite out of the hollowed-out miniature pineapple that holds its beverage.*)

**Twilight:** You know who *isn’t* happy?!? *ME!!*

(*Wheeling away from the clan, she runs headlong into Star, now standing directly behind her with a camera slung up, and steps hard on one of his hooves. The injury causes him to cry out in pain.*)

**Star:** Oh, my hoof!

**Twilight:** (*sarcastically, hovering in his face; he collapses to his haunches*) I’m sorry, but maybe that wouldn’t have happened if you weren’t practically standing on my tail!

(*She backs up and gestures to the rest of her kin.*)

**Twilight:** Not even my real family stands so close!

(*She rounds on Star again, who can only whimper and hunch down into himself as tears gather in his eyes. Instead of giving him what for all over again, she just stomps the deck with a supremely frustrated groan and storms off, not seeing the slight narrowing of Cadence’s deeply worried eyes.*)

(*Dissolve to a long shot of Twilight sitting near the autograph table, staring morosely over the rail with her back to the camera. Cadence steps into view in the fore.*)

**Cadence:** Twilight? (*Head-on shot: the breeze plays with Twilight’s mane as she rests her forelegs on the rail.*)

**Twilight:** I only made that deal with Iron Will so my family and the cruise ponies could have the vacation they wanted.

**Cadence:** What about what *you* wanted?

**Twilight:** I just want everypony to be happy.

**Cadence:** (*crossing to her*) Well, sometimes ponies want more from a princess than you can give, and it can be hard to know where to draw the line.

**Twilight:** You seem to know pretty well.

**Cadence:** Once I had Flurry Heart, the line was easier for me to see. (*She drapes a wing around Twilight.*) You will always have obligations as a princess, but you also have an obligation to yourself.

**Twilight:** (*sighing*) You’re right. (*Cadence withdraws the wing.*) I think I need to set some boundaries—but first, I owe somepony an apology.

(*She responds to Cadence’s gentle smile with one of her own. Dissolve to an extreme close-up of Star’s pendant, lying discarded on a table in the Sparkles’ stateroom, and zoom out on the start of the next line. Mrs. Sparkle sits on the couch next to Star, who has an ice bag on his stomped hoof; Mr. Sparkle stands nearby, while Shining sits in a chair holding a napping Flurry.*)

**Mrs. Sparkle:** (*tenderly*) Oh, how’s that, dearie?

**Star:** Better, thanks.

(*The sound of an opening door draws all eyes; zoom out to frame Twilight and Cadence entering. The patient yelps in fear and shoves the bag over to Mrs. Sparkle.*)

**Star:** But I-I think I should go! (*He jumps off the couch; Twilight cuts him off.*)

**Twilight:** No, Star Tracker. (*He sits again.*) You should stay. I have something to tell you—all of you. (*Slow pan.*) I’m glad you all got to do the things you wanted. But I should have stood up for myself so that I could do what I wanted too.

(*Close-up of Star’s downcast face.*)

**Twilight:** (*from o.s., lifting his chin with a feather*) It wasn’t fair of me to lash out at you. (*Zoom out to frame her.*) If I felt like you were standing too close, I should’ve said something. I’m sorry.

(*With a tentative smile, she floats up the cast-off pendant and secures it around his neck to lift his spirits.*)

**Twilight:** (*to all*) What do you say we do something *off* the schedule?

(*There follows a collective gasp of utter disbelief, with even Flurry joining in as her vocal abilities permit.*)

**Star:** (*softly*) Who *are* you?

**Twilight:** Yep! We’re gonna do something *I* want us to do, as a family.

(*The raffle winner’s face falls at this last but, but she directs her next words to him.*)

**Twilight:** Honorary members too.

(*That brings him around to a grin. Dissolve to a close-up of Twilight outside, levitating up two ice cream cones, then cut to a longer shot. All seven are on the main deck, at the prow; an elderly mare has set up a cart here to sell the sweet treats. Mr. and Mrs. Sparkle already have cones of their own, as does Cadence. The violet Princess gives one of hers to Star and steps across to present the other to Shining, whose face still betrays a touch of queasiness as he cradles Flurry. At the sight of it, he goes green all over again and has to strain to keep his gorge in check; she giggles softly and shifts it down to Flurry, who digs in with relish. All six Sparkles by blood and marriage share a laugh as Star smiles at the spectacle, keeping a bit of distance. For the first time this episode, the nervous cracks and laugh are gone from his voice.*)

**Star:** You and your family have been really kind to include me, but you deserve your own vacation together.

(*Twilight crosses to him, prompting him to drop right back to his original speech pattern.*)

**Star:** And I’m really glad we met, too.

**Twilight:** (*hugging him*) Ohhhh…

(*Once she backs off, he turns to leave and immediately runs flat into the broad chest of Iron; the hit causes him to drop his cone and fall dazed to his haunches. Twilight aims an unamused glare up at him.*)

**\*\* Iron:** Attention, cruise ponies! (*hoisting cart*) If it’s your dream, come to the deck for ice cream!

(*Here come a great many eager customers, but now it is Star’s turn to find no fun in this as he stands up. Once again he gets his nerves fully under control.*)

**Star:** (*angrily*) Oh, no! Leave the Princess alone! (*Iron turn to him, having set down the cart.*)

**Iron:** What did you say to Iron Will?

(*His resolve evaporates as swiftly as it came, and he drops into a shivering huddle.*)

**Twilight:** (*smiling*) It’s okay, everypony.

(*Now her smile goes bye-bye as her field plucks the headset away from Iron’s cranium and settles it in place on hers.*)

**\*\* Twilight:** (*clearing throat, hovering above crowd*) First, I want to thank all of you for coming. It means a lot that you’d spend your hard-earned bits just to be with us. But I honestly came on this cruise to take some time off from being a princess. I’m just a pony too, after all. (*landing; zoom in slowly*) And even though I want everypony here to be happy, I’d really like to spend the rest of the cruise relaxing with my family.

**Mare 2:** Of course, Princess Twilight.

**Mare 3:** But why was this trip advertised as a Cruise of the Princesses if you just wanted to get away?

[*Error: Both of them speak with different voices from the ones they used in Act Two.*]

(*Eyes—and a decent bit of indignation on Twilight’s part—turn toward Iron, who is now leaning against the rail and whistling innocently.*)

**Iron:** (*whipping out a stack of papers*) Iron Will’s Cruise of the Princesses makes no guarantees as to the participation of actual princesses.

(*On the end of this, he pulls out a magnifying glass, holds it up to point out a large red X on the sheaf, and throws both aside.*)

**Mare 5:** (*incensed*) What?!?

(*What follows is a cacophony of hacked-off shouting from the paying customers who start to advance slowly toward the entrepreneur.*)

**Iron:** (*backing up step by step*) But Iron Will learned his lesson before. Satisfaction *not* guaranteed. (*jumping over rail, fading out*) NO REFUUUUNNNDS!!

(*Ire turns to incredulity as ponies, including a fully recovered Shining, gather to look down after his sudden departure. A long overhead shot of the plummeting captain picks out a knapsack on his back—not previously visible—which bursts open into a large round parachute. Red, depicting a jubilant Iron amid showers and piles of hard legal tender, but not wearing his peaked cap or headset.*)

**Shining:** Wow. He may be pushy and manipulative, but nopony can say that minotaur isn’t prepared.

(*The rest of the onlookers ponder this observation glumly. Dissolve to Twilight and Cadence walking along the deck, the former reading the multi-page schedule she tacked up on the stateroom wall as it floats ahead of her.*)

**Twilight:** There’s still plenty of activities. We pass Fillydelphia on the way back. I could give Flurry Heart a quick history tour.

**Cadence:** That’s very thoughtful. But right now, the family and I have something scheduled for you. (*Surprise registers on Twilight’s face as Cadence’s aura replaces hers on the document.*)

**Mr. Sparkle:** (*from o.s.*) Behold!

(*Cut to Twilight’s perspective. Now his magic has taken hold, and it pulls the schedule away to give her a clear view of him at the prow, levitating a large construction-paper sun colored with crayons and markers.*)

**Mr. Sparkle:** The Northern Stars!

(*His wife, son, and granddaughter float up from behind the mockup, dressed in shooting-star costumes patched together from various scraps of fabric. Mrs. Sparkle is providing the horn power for this bit of lifting, and Flurry flaps over with a happy coo to snuggle against her before facing forward again. Cut to a floored Twilight and zoom in slowly.*)

**Twilight:** (*smiling, tearing up*) You did all this for me? (*She wipes her eyes dry.*) This is amazing! Thank you. (*laughing a bit at Shining’s returning nausea*) And, Shining Armor, I can’t believe you’re up there even though you’re airsick!

**Shining:** *I am not air—*

(*He gets no further before his complexion greens up again and his latest meal threatens to kick into reverse gear.*)

**Shining:** (*groaning weakly*) Okay. Maybe I’m not feeling great!

(*There follows a round of laughter from the rest of the family as Mrs. Sparkle’s magic deposits him gently on a bench and places Flurry in his forelegs. The other four gather around, Mrs. Sparkle having removed her star outfit; she and Twilight sit on the bench with the pair.*)

**Twilight:** (*gathering all in for a group hug*) Now *this* is the only activity I need.

(*Cut to a long shot of the zeppelin making its final approach on the return trip to Canterlot, framed by the glow of sunrise just beneath the horizon. A shooting star describes a long, graceful arc over vessel, clouds, city, and mountaintops, and the view fades to black.*)