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MY LITTLE PONY III

"Magic Duel"

Episode 305

Written by

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2nd Draft: Sept 6, 2011

Notes Due: Sept 7, 2011

TEASER

EXT. UNKNOWN PONY TOWN - NIGHT

Hooves splash puddles on rain-soaked cobblestones. A CLOAKED FIGURE races through shadowy, labyrinthine streets, eventually ducking into a nondescript door under a wooden sign marked only with a QUESTION MARK.

INT. CURIO SHOP - CONTINUOUS

A small fire illuminates a shop crammed with odd trinkets, old saddles, faded paintings of horses, even a broken-down carriage. The Figure rifles through the piles in search of something specific. Drawn by the commotion, an ancient SHOPKEEPER with a long fu manchu emerges from the back.

1 SHOPKEEPER
May I help you, traveller?

2 CLOAKED FIGURE
It certainly doesn't look like it.

The Figure turns, pulling back her cloak to reveal... THE GREAT AND POWERFUL TRIXIE!

3 TRIXIE
This is all just worthless junk!

She tosses aside a dented horse helmet with a <CLANG>.

4 SHOPKEEPER
Something drew you to my shop.
Something powerful.
(studying her)
Revenge, perhaps?

5 TRIXIE
Yes, exactly! Revenge!

6 SHOPKEEPER
I suspected as much. My revenge section is just over here.

He leads her to a dusty counter.

7 TRIXIE
Her name is Twilight Sparkle. She humiliated the great and powerful Trixie -- that's me -- the last time I was in Ponyville by... *
(snotty voice) *
(MORE)

TRIXIE (CONT'D)
"Saving everypony's life" and *
"defeating the Ursa Minor." *

8 SHOPKEEPER
Tell me, did this humiliation involve... *magic?*

9 TRIXIE
How did you know?

The Shopkeeper reaches beneath the counter and produces a small tray of POWDER. Trixie <GASPS>.

10 TRIXIE (CONT'D)
What does it do?

11 SHOPKEEPER
It makes all who ingest it... laugh uncontrollably!

12 TRIXIE
Laugh? I don't want them to laugh. I want them to pay for laughing!

The Shopkeeper produces a different colored POWDER.

13 SHOPKEEPER
Sprinkle this in her oats and within a few years your Twilight Sparkle will break out in dozens of hideous invisible spots!

14 TRIXIE
Invisible spots? A few years? Don't you have anything a bit more... revengy? What about that?

She points to a small, red, triangular amulet with a glowing UNICORN HORN in the center.

15 SHOPKEEPER
You have a keen eye. The Unicharm is one of the most mysterious and powerful of the unicorn amulets.

16 TRIXIE
I'll take it!

17 SHOPKEEPER
I'm afraid it is far too dangerous--

Trixie dumps a healthy pile of BITS on the counter.

18 SHOPKEEPER (CONT'D)
Would you like that giftwrapped?

FADE OUT.

MAIN TITLES

ACT I

FADE IN:

EXT. FLUTTERSHY'S COTTAGE - DAY

TWILIGHT SPARKLE and SPIKE stand with FLUTTERSHY in the field near her cottage.

19 FLUTTERSHY
Don't be scared, little friends,
Twilight is wonderful with magic.

She wheels on Twilight.

20 FLUTTERSHY (CONT'D)
(scarily intense)
If anything happens to them,
Twilight, so help me...

Spike gently relaxes her away from the shocked Twilight.

21 SPIKE
Don't worry, Fluttershy, Twilight's
magic has gotten a lot better since
she accidentally crushed me and
Applejack with a giant snowball.

The more Fluttershy tries to relax, the more frantic she becomes.

22 FLUTTERSHY
Of course she's good with magic,
Twilight's great with magic. I
guess I just don't want my little
friends to be scared oh LOOK HOW
SCARED THEY ARE!!

PAN OVER to a group of Fluttershy's animals: SQUIRRELS, RABBITS, BEAVERS, RACCOONS, etc, all jumping up and down and <SQUEAKING> impatiently. Whatever's about to happen, they're really excited for it.

23 TWILIGHT SPARKLE
I promise, Fluttershy, nothing bad will happen to them.

Fluttershy covers her head with her hooves.

24 FLUTTERSHY
(the highest squeak)
I know!

Spike shrugs at Twilight, who turns to face the animals.

25 TWILIGHT SPARKLE
Okay, everyone, ready?

Adorable squeaky <CHEER>! She digs into magic position, then concentrates, her horn GLOWING. Fluttershy peeks through her hooves, hyperventilating as Twilight slowly LEVITATES the animals! They <SQUEAK> and <LAUGH> with delight!

26 FLUTTERSHY
STOP! STOP, THEY CAN'T TAKE IT!

The animals float harmlessly a few inches above the ground * with enormous smiles on their faces. Twilight's focus * intensifies as the animals slowly start to twirl through the air. They raise their arms and makes noises resembling "WHEE!" as Twilight manipulates them through a mid-air Cirque du Soleil style routine.

27 SPIKE
Twilight, that looks amazing!

The animals <GIGGLE> uncontrollably as Twilight gracefully guides them through her carefully choreographed routine (similar to a three-dimensional ice dancing program). Finally, her horn glows bright as the animals gently lower back to the ground. Immediately, they race to Twilight, leaping up on her like little kids who want to go again.

28 TWILIGHT SPARKLE
That's all for now, little ones. Maybe we can practice again later, if Fluttershy says it's all right.

They mob Fluttershy, still cowering behind her hooves.

29 SPIKE
Your magic has really improved since we came to Ponyville, Twilight. Princess Celestia is gonna love it!

30 TWILIGHT SPARKLE
Thanks, Spike. I have to be at my best when she arrives with the delegates from Saddle Arabia. I still can't believe she's trusting me with the entertainment.

Just then, RAINBOW DASH zooms in.

31 RAINBOW DASH
Twilight, come quick! It's an emergency!

EXT. PONYVILLE TOWN SQUARE - DAY

They hurry through the strangely tense streets of Ponyville. TOWNSPONIES close their doors and shutter their windows.

32 TWILIGHT SPARKLE
What's going on? Why's everypony going inside?

33 RAINBOW DASH
Will you hurry up already!

Finally, they reach the town square, where a small crowd has gathered. APPLEJACK, RARITY, PINKIE PIE, SNIPS, and SNAILS, along with several other TOWNSPONIES, huddle around... the great and powerful Trixie! Twilight <GASPS>!

34 SPIKE
What's she doing here?

35 APPLEJACK
Stop it, Trixie! Leave her alone!

Trixie <LAUGHS> wickedly, casually launching a spell at Rarity, turning her dress into a pale brown monstrosity.

36 RARITY
Oh, you beast! This shade of brown should only be used for accents! And even then only sparingly!

37 TWILIGHT SPARKLE
What's going on here?

38 TRIXIE
Well, well, well, if it isn't Twilight Sparkle.

Trixie fires another spell, turning Rarity's dress a horrible army green/neon yellow combo.

39 RARITY
Madness!

Pinkie Pie ushers Rarity away like James Brown.

40 PINKIE PIE
Come on, Applejack, we've got to get her in a nice soothing pink! STAT!

41 RAINBOW DASH
Your diabolical color combinations don't scare me, Trixie! *

Trixie smirks, firing a spell at Rainbow Dash that destroys her equilibrium. Rainbow Dash wobbles all over the sky in wild loops, unable to control herself.

42 SNIPS
She's Rainbow Wobble now!

43 SNAILS
Yeah, haw haw! Good spell, oh great and powerful Trixie!

44 TRIXIE
You two, quiet!

She fires a spell and they're suddenly joined at the horn!

45 SNIPS AND SNAILS
What happened? / Get off of me!

Twilight steps forward defiantly as ponies watch from the safety of the houses and shops.

46 TWILIGHT SPARKLE
Stop picking on my friends, Trixie!

Trixie steps forward and everypony else backs away until they're facing each other like an Old West showdown.

47 TRIXIE
You and I have some unfinished business, Twilight Sparkle.

48 RAINBOW DASH
(out of control)
Whoa whoa whoa whoa whoa!

49 TRIXIE
My magic's gotten better since I was here last. A lot better.

Snips and Snails push and pull each other across the street with their attached horn.

50 TRIXIE (CONT'D)
And I'm going to prove it. Me and you, one on one.

51 TWILIGHT SPARKLE
What do you mean -- "One on one"?

52 TRIXIE
A magic duel. Winner stays, loser leaves Ponyville... forever!

The townsponies <GASP>!

53 TWILIGHT SPARKLE
Forget it! I'd never make a deal like that!

54 TRIXIE
Your choice.

She fires a spell at Spike. An invisible rope jerks him off the ground, dragging him behind Rainbow Dash.

55 RAINBOW DASH AND SPIKE
AAAAHHH!!

56 TWILIGHT SPARKLE
Trixie! Put him down! Why are you doing this?

57 TRIXIE
Why? Because you humiliated me!

IMAGES appear behind her depicting what she's describing, including some RE-USE FOOTAGE from "Boast Busters."

58 TRIXIE (CONT'D)
After you showed me up with that Ursa Minor, I became a laughing stock. Everywhere I went I was laughed at and ostracized. Nopony wanted to see my magic! I even had * to take a job on a rock farm just * to earn a living! *A rock farm!!* *

The IMAGES disappear.

59 TRIXIE (CONT'D)
Now I want revenge. And I'll just keep casting spells 'til you agree.

Twilight scans the town square. Rainbow Dash and Spike hurtle pell-mell through the air. Snips and Snails play tug of war with their conjoined horns. In every window, terrified ponies look out with scared eyes.

60 RARITY (O.S.)
GREEN AND GOLD!! OH, WON'T SOMEPONY PLEASE *HELP*?! *

61 TRIXIE
Well? What do you say?

62 TWILIGHT SPARKLE
(eyes narrowing)
All right, Trixie. Let's duel.

63 TRIXIE
Excellent!

Trixie waves her horn, retracting her spells. Spike, Rainbow Dash, Snips, and Snails take cover. Ponyville falls silent. A stiff wind blows a tumbleweed down the empty street.

64 TWILIGHT SPARKLE
When I win, I want you to leave my friends alone once and for all.

65 TRIXIE
Of course! If I lose I won't set hoof in Ponyville again. But if you lose, you're the one banished from this one-horse town. *

<TENSE MUSIC> begins over a series of shots that build the tension like a Sergio Leone spaghetti Western: Trixie's determined eyes; Twilight's determined eyes; Snips and Snails hiding behind a barrel; a bead of sweat running down Trixie's forehead; Twilight's hoof stomping the dirt; eyes peeking out from a shop; Rarity, in green and gold, fanning herself.

66 TRIXIE (CONT'D)
Draw!

Trixie fires a spell into the sky. Instantly, huge mounds of SNOW splat over Ponyville. Twilight shakes off the flakes, eyes focused, and fires a spell of her own. POW! The snow forms into SNOWMEN, who throws SNOWBALLS at Trixie.

Trixie shakes off the snow. Scowling, she fires again, turning Twilight into a JACKALOPE! Twilight fires back, * turning Trixie into a MERPONY! After she flops around like a * fish for a beat, they both shake themselves back to normal. *

67 TRIXIE (CONT'D)
Snips! Snails! Step forward!

Snips and Snails scamper into the empty street, nervous but obedient, like Peter Pettigrew.

68 SNIPS
Wh-wh-what is it, oh great and p-p-powerful Trixie?

With a cocky smirk at Twilight, Trixie fires her spell! Snips instantly reverts to a crying baby colt and Snails fast-forwards to a feeble, geriatric horse! Everypony <GASPS>!

69 TWILIGHT SPARKLE
A time spell? How do you know a time spell?

70 TRIXIE
Well, Twilight? Give up?

Twilight looks around, self-consciously aware that all of Ponyville is counting on her magical ability.

71 SPIKE
Come on, Twilight, you can do it!

She steels herself and her horn starts to glow. She takes a deep breath, then FIRES! The magic blast envelopes Snips and Snails. She focuses all her energy into the beam of magic until she has nothing left. She breaks the spell and everypony waits for the smoke to clear...

Baby Snips and old man Snails are still there! At once, their hair drops off! They both start to cry.

72 TRIXIE
Ha! That's the best you've got?

73 TWILIGHT SPARKLE
But... how could you do a time spell? That's only for the highest level unicorns.

74 TRIXIE
Trixie is the highest level unicorn!
(diabolical laughter)
(MORE)

TRIXIE (CONT'D)
And now it's time for you to leave Ponyville... FOREVER!!

Magical forces grab Twilight and drag her away!

EXT. PONYVILLE CITY LIMITS - MOMENTS LATER

Twilight is tossed out of town and a magical force field springs up.

75 APPLEJACK
That's enough, Trixie! Let her in!

76 TRIXIE
NEVER!! Mwa-ha-ha-ha-ha!

77 RARITY
You've proved your point! But you can't possibly expect Twilight to leave Ponyville!

78 TRIXIE
You fools! She's already gone! Snips! Snails! Come!

Her wicked <LAUGHTER> trails behind as she heads back into town. Rainbow Dash, Applejack, Rarity, Pinkie Pie, Fluttershy, and Spike can only look helplessly at Twilight from inside the force field.

79 TWILIGHT SPARKLE
(trying to sound brave)
It's okay, guys, I'll figure something out. Just take care of each other, and keep an eye on Trixie. There's something strange about her. She's... different.

And with that, Twilight seems to run out of words. She turns, sadly, and starts to walk away.

80 SPIKE
(devastated)
Twilight?

She looks back and gives them a sad smile, then continues her walk into exile...

FADE OUT.

END OF ACT I

ACT II

FADE IN:

EXT. SOMEWHERE OUTSIDE PONYVILLE - DAY

Twilight concentrates on a tiny FLOWER, her horn glowing. For a moment, the flower slowly starts to GROW IN REVERSE. Twilight works so hard her knees shake and her eyes cross, but still... <POP>! The flower goes back to normal.

81 TWILIGHT SPARKLE
It's impossible! How could Trixie possibly know such advanced magic? Think, Twilight. Without Spike, I can't possibly get a message to the Princess in Saddle Arabia, so who else do I know who understands strange and powerful magic?

INT. ZECORA'S COTTAGE - DAY

Twilight paces in front of Zecora, who sips her tea.

82 ZECORA
Your tale of woe / Upsets me so / No wonder you're dour / It's an abuse of power!

83 TWILIGHT SPARKLE
I don't know what to do, Zecora. I feel like I've abandoned my friends, but I can't possibly take her on horn to horn.

84 ZECORA
If you train with me / So good you'll be / I'll show you the way / To make sure she won't stay!

85 TWILIGHT SPARKLE
You'll train me in magic? But she was doing time spells, weather spells, you name it!

86 ZECORA
When it comes to magic / It would be tragic / If somepony licked me / Especially Trixie!

87 TWILIGHT SPARKLE
You really think I can beat her?

Zecora nods with quiet confidence.

88 TWILIGHT SPARKLE (CONT'D)
Okay. When do we start?

INT. SUGARCUBE CORNER - DAY

Trixie has completely taken over the sweet shop, turning MR. and MRS. CAKE into hummingbird-sized ponies and putting them in a birdcage. She paces impatiently while Snips and Snails nervously build her a throne made of candy and cookies.

89 TRIXIE
You two, hurry up with my throne!

90 SNIPS
Yes, oh great and powerful Trixie.

91 TRIXIE
And you, how long do I have to wait for my applesauce facial?

92 APPLEJACK
Forget it, Trixie! I ain't doin' nothing for you 'til you let Twilight come home!

Trixie <SIGHS> and casually flicks a spell at her. Instantly, dozens of FEATHERS appear, tickling Applejack until she collapses, <LAUGHING> hysterically.

93 APPLEJACK (CONT'D)
Okay okay okay! I'll do it! Just make it stop!

Trixie waves her horn again and the feathers disappear. Applejack reluctantly starts applying applesauce.

94 APPLEJACK (CONT'D)
I tell ya what, Trixie, I knew you were full of yourself from your last trip through, but I had no idea you were so mean--

95 TRIXIE
(interrupting)
I thought I told you to dance!

She fires a spell at a nearby Pinkie Pie's feet, causing the floor to move all over the place like a fun-house. Pinkie staggers, dancing around to maintain her balance. As she does an impromptu Charleston, she whispers to Rarity, who sits nearby working multiple sewing machines at once.

96 PINKIE PIE
Something's wrong, Rarity. I usually love dancing, but this is miserable.

97 RARITY
And I never thought I'd grow to hate sewing. Trixie's cruel magic is ruining Ponyville--OW!!

She pricks her hoof on a needle. *[NOTE: no blood!]* *

98 RARITY (CONT'D)
Somepony has to help us. And fast!

EXT. EVER-FREE FOREST - DAY

Twilight balances on her front hooves, deep in concentration. Her horn glows bright. PULL OUT TO REVEAL -- Zecora sitting comfortably on Twilight's hind hooves.

99 ZECORA
No noise, no sound, no din, no fuss *
/ Must interfere with your focus. *

Sweat runs down Twilight's forehead. She carefully levitates a rock, gently lowering it atop a giant INVERSE PYRAMID of similar rocks, all balanced atop a single stone.

100 ZECORA (CONT'D)
Unlearn what you have learned /
Only then can victory be earned.

Twilight's concentration breaks and the stone drops, knocking over the entire pyramid. She loses her balance and falls!

101 TWILIGHT SPARKLE
Zecora! Are you all right?

But she doesn't see Zecora anywhere.

102 ZECORA (O.S.)
There is much, much magic that I can teach...

REVEAL Zecora hovering casually in mid-air.

103 ZECORA (CONT'D)
But the answer you need may still be out of reach.

She lowers herself to the forest floor.

104 TWILIGHT SPARKLE
I'm sorry, Zecora. I'm trying my best, but I can't stop thinking about Trixie. There was something different about her. It's like she's gone from high-and-mighty to mean-and-nasty. *

105 ZECORA
Your thinking needs a readjust / Total concentration is a must. *

Zecora walks away, deeper into the forest. Frustrated, Twilight tries to levitate the stone again, but she loses it in midair and it drops into a puddle, dousing her with mud. *

EXT. PONYVILLE - DAY

<OMINOUS MUSIC> plays over various shots of the new Ponyville as it exists under Trixie's thumb. Empty streets. Statues of Trixie everywhere. Sky overcast with clouds. It has become a dire, lonely place.

EXT. SWEET APPLE ACRES - SAME

Even the orchard is deserted. Spike darts furtively from tree to tree, looking over his shoulder like he's in East Berlin. He stops near a small, decrepit shed and knocks: tap-taptaptap-tap.

106 RAINBOW DASH (O.S.)
Password?

107 SPIKE
Rainbow Dash is awesome.

108 RAINBOW DASH (O.S.)
Password accepted.

The door opens and Rainbow Dash yanks him in.

INT. SHED - CONTINUOUS

The rest of the cast sits inside the cramped, dimly-lit shed.

109 RARITY
I don't know why we let you choose the password, Rainbow Dash.

110 RAINBOW DASH
What, you got a better one?

111 APPLEJACK
Come on, now, y'all, this is no time to be talkin' passwords. Spike, we called you here so you can get a message to the Princess.

112 SPIKE
I... I can't do that.

113 RAINBOW DASH
That's just great, Spike, you do it for Twilight on, like, a weekly basis, but you can't do it just once for us?

114 SPIKE
It's not that I don't want to. Trixie put a spell on me.

115 RARITY
Oh, please, Spikey-Wikey? You'll be my hero forever!

116 SPIKE
Really? Uh, okay, maybe Trixie's spell won't work in here.

Applejack hands him a scroll and he gets ready to breathe fire. The second he starts to exhale, a huge bucket of water appears over his head and douses him! His flame smokes out. Rainbow Dash rolls around the floor <LAUGHING>.

117 RARITY
Stop laughing! At least he tried! Honestly, Rainbow Dash, can't you clear some of those clouds so we can suffer in sunshine?

118 RAINBOW DASH
Trixie won't let me! She said the sun thinks it's better than her, so she doesn't want to see it. If I try to move those clouds, I'll end up like Pinkie Pie!

Pinkie folds her arms and sulks. She has NO MOUTH.

119 RARITY
Don't worry, Pinkie Pie, we'll get your mouth back.

Pinkie makes some <MUFFLED NOISES>.

120 FLUTTERSHY
I wish Twilight Sparkle was here. Nopony knows more about magic than she does. Not even Trixie!

121 APPLEJACK
Well wait a second, y'all. We may not have Twilight, but we still have all her magic books. Come on!

EXT. EVER-FREE FOREST - DAY

Twilight and Zecora study a small patch of WILDFLOWERS. But these wildflowers truly are wild flowers, their stems whipping around from their firmly rooted bases.

122 ZECORA
Okay, Twilight Sparkle, your turn to try / Tame those wildflowers with a magical tie!

Twilight fires up her horn and a magical LASSO begins to form. She twirls the lasso, roping the wildflowers, which * squirm even more.

123 ZECORA (CONT'D)
Hold on with all your magical might! / Use phase two and they'll stop their fight!

As Twilight battles the wildflowers, a SECOND BOLT OF MAGIC comes from her horn, swirling into the air overhead and forming a light DRIZZLE.

124 ZECORA (CONT'D)
Yes! Yes! / I am impressed! / A weather spell / Will tame them well!

Sure enough, the soft rain starts to calm the flowers. Within moments, the wildflowers are peacefully asleep, and Twilight breaks her dual spells.

125 TWILIGHT SPARKLE
Wow, two spells at once! That's not in my books. Thanks, Zecora!

126 ZECORA
Come, darling Twilight / Let us call it a night.

They start to head back to Zecora's cabin.

127 ZECORA (CONT'D)
Much have you done and much have you learned / But until you solve this riddle, I remain concerned: / "If Trixie's tricks have you in a fix / You must nix your magic and use the six." *

And with that she trots away.

128 TWILIGHT SPARKLE
What six? The Sixth Rule of Tyvernius's Magic Creed? Is that it? Zecora, wait! Am I right? *

INT. GOLDEN OAK LIBRARY - NIGHT

Spike peeks out the curtained window. Behind him, Twilight's books have been taken off the shelves and tossed in a huge pile. Rarity throws another onto the stack. *

129 RARITY *
This really doesn't seem to be getting us anywhere.

Pinkie Pie tosses a book on the stock. She makes sympathetic <MUFFLED NOISES>. Applejack closes hers, too.

130 APPLEJACK
I hear ya, Pinkie. I can't find anything that describes the kind of magic Trixie's doin'.

131 SPIKE
There must be something. Twilight has every magic book there is.

132 APPLEJACK
Even *Advanced Principles of Advanced Magic* didn't have nothin'.

133 FLUTTERSHY
Um, excuse me, I think I may have found something--

134 RARITY
(ignoring her)
Yes, it's time for us to consider our futures in this new Trixie-led Ponyville.

135 FLUTTERSHY
This sounds an awful lot like Trixie's magic--

136 APPLEJACK
(ignoring her)
She wants me to grow apples with no peels! Now how the hay am I supposed to do that?

137 FLUTTERSHY
There's a picture here of that necklace Trixie wears--

138 PINKIE PIE
(ignoring her)
<MUFFLED NOISES>

139 FLUTTERSHY
It's called the Unicharm and whoever wears it is blessed with untold powers--

140 SPIKE
(ignoring her)
Hey, everypony, look! This book that Fluttershy's holding has a picture of Trixie's necklace!

They excitedly gather around and look at the book.

141 FLUTTERSHY
Oh, um--

142 SPIKE
It's called the Unicharm and whoever wears it is blessed with untold powers!

143 FLUTTERSHY
If you read a little further, you'll see that--

144 RARITY
Even though it provides great power, it also corrupts the user.
(MORE)

RARITY (CONT'D)
The more Trixie uses it, the more thirsty for power she becomes!

145 FLUTTERSHY
Yes, but you can't just--

146 SPIKE
You can't just take the Unicharm off her neck. It has a magical lock so only the pony who secured the clasp can undo it. Trixie's the only pony who can take it off!

147 FLUTTERSHY
Maybe we could--

148 APPLEJACK
We need to get this information to Twilight. She'll know what to do.

149 FLUTTERSHY
But how do we--

150 RARITY
If any of us try to leave, Trixie's magical force field will tell her.

151 FLUTTERSHY
Maybe we should--

152 RAINBOW DASH
I've got it! Trying to sneak past the force field will be impossible without help. And there is one of us who might be able to pull it off! *

153 FLUTTERSHY
It must be--

154 RAINBOW DASH
Fluttershy!

155 FLUTTERSHY
<u>WHAT?!</u>

156 APPLEJACK
Whattaya say, Fluttershy? Can you handle the mission?

157 FLUTTERSHY
NO I CAN'T HANDLE THE MISSION!
I'LL CRACK UNDER THE PRESSURE!
I'LL SNAP LIKE A TWIG--

158 RAINBOW DASH
Perfect! Fluttershy'll sneak out of Ponyville and find Twilight.

159 FLUTTERSHY
BUT I--

The ponies put their hooves in the middle like a basketball team. Fluttershy feels all eyes on her. She <SIGHS DEEPLY>, then puts her hoof in the middle.

160 FLUTTERSHY (CONT'D)
Okay.

161 PONIES
All right! / Let's do it! / Way to go, Fluttershy! / Go team!

162 RARITY
Fear not, everypony! I know just the design for a dangerous mission outfit!

FADE OUT.

END OF ACT II

ACT III

FADE IN:

EXT. PONYVILLE CITY LIMITS - DAY

Snips and Snails strain to drag Trixie along on a cart with * no wheels.

163 TRIXIE
Pull, you fools! Somepony set off the magic force field and Trixie intends to punish them!

164 SNIPS
(panting)
But... but... wouldn't it be faster if we had some... wheels?

165 TRIXIE
The great and powerful Trixie doesn't trust wheels! Now pull faster!

166 SNAILS
(confidentially)
I'm tellin' ya, Snips, she's getting weirder and weirder!

She flicks her horn and two WHIPS appears, <CRACKING> against Snips and Snails.

167 SNIPS AND SNAILS
Yow! / That hurts!

They double-time it to the Ponyville border.

168 TRIXIE
Stop!

She hops off the wheel-less cart and approaches a team of BEAVERS trying to haul logs out of Ponyville. They keep butting up against the magical force field. *

169 TRIXIE (CONT'D)
You there! What are you doing?

The BEAVER FOREMAN <CHATTERS> angrily, gesturing at his logs, then the force field. Trixie wheels on Snips and Snails.

170 TRIXIE (CONT'D)
You dragged me all the way out here for beavers?!

She flicks her horn, turning the simple cart into an enormous Cleopatra-style SEDAN CHAIR, big enough to carry six ponies. It looks incredibly elaborate... and heavy. * * *

171 SNIPS
Why's she so mean to us?

172 SNIPS (CONT'D)
Yeah, I miss the days when she was just a fraud.

Trixie, annoyed, flicks her horn again, and a WINDOW appears in the force field. The Beaver Foreman <CHATTERS> at the others, <CLAPPING> his paws, and they hurry through.

173 TRIXIE
Back to the throne room before I do your tails, too!

Once Trixie is gone and the force field has closed back up, the beavers set down their loads.

They reach into one of the hollow logs and pull with everything they've got until Fluttershy pops out. She's dirty and dusty from riding inside the tight log, and her cute outfit is in tatters.

174 FLUTTERSHY
Oh dear! Rarity's dangerous mission outfit is ruined! Guess we better go back.

The Beavers <CHATTER> at her.

175 FLUTTERSHY (CONT'D)
Okay, okay, you're right. I need to be brave and find Twilight.

Several frantic BIRDS fly in and swirl around her head, <CHIRPING> like crazy.

176 FLUTTERSHY (CONT'D)
You found her? She's in the Ever-Free Forest?

She darts back to the hollow log and tries to jam herself inside. The beavers and birds grab her hooves and pull her back out, <CHATTERING> and <CHIRPING>.

177 FLUTTERSHY (CONT'D)
But this <u>is</u> me being brave.

The birds drag her away by the tail.

178 FLUTTERSHY (CONT'D)
I want to be brave at home! Locked *
in my closet! With my teddy bear! *

<u>EXT. EVER-FREE FOREST - DAY</u>

179 FLUTTERSHY
WHAT WAS THAT?! WHO'S THERE?!

Fluttershy cowers under a giant tree, hyperventilating. Suddenly, all its leaves turn brown, then drop at once (like a time-lapse video). Fluttershy can't even breathe. Her eyes go wide as new sprouts form, unfurl into full-sized leaves, the shrivel and fall off again.

180 FLUTTERSHY (CONT'D)
AAAAAAAHHHHHHHH!!!!!!!

181 TWILIGHT SPARKLE (O.S.)
Fluttershy?

Twilight and Zecora emerge into the clearing as the tree's leaves stop their fast-motion progression.

182 TWILIGHT SPARKLE (CONT'D)
What are you doing here?

183 FLUTTERSHY
No time to talk! Tree going crazy!

She points at the giant tree sitting there innocently.

184 TWILIGHT SPARKLE
That was me, Fluttershy. Zecora's been teaching me time spells.

185 ZECORA
Very good is she / As skilled as one can be.

186 FLUTTERSHY
C-c-can we go somewhere else to talk?

INT. ZECORA'S COTTAGE - LATER

Twilight paces, energized.

187 TWILIGHT SPARKLE
I can't believe I didn't recognize the Unicharm! I guess I didn't pay much attention because I didn't think magical amulets were real.

188 FLUTTERSHY
They're real, all right. And the more she uses it, the more it will corrupt her!

189 TWILIGHT SPARKLE
But how am I supposed to beat the Unicharm? My magic's not good enough!

190 ZECORA
Twilight Sparkle, much work have you done / You learned all of my lessons, all but one / If Trixie's tricks have you in a fix / Just nix your magic and use the six.

191 TWILIGHT SPARKLE
(pacing)
Nix your magic... use the six...

Suddenly, everything falls into place in Twilight's mind.

192 TWILIGHT SPARKLE (CONT'D)
Use the six! That's it! Zecora, you're a genius!

Her horn glows as a quill starts to draw up plans.

193 TWILIGHT SPARKLE (CONT'D)
Now, we'll need to get you back *
inside Ponyille, Fluttershy... *

EXT. PONYVILLE CITY LIMITS - MOMENTS LATER

Snips and Snails struggle to pull the enormous sedan chair. *

194 TRIXIE
This better not be another false alarm or the great and powerful Trixie will... YOU!!

Twilight and Zecora stand just outside the force field.

195 TRIXIE (CONT'D)
What's the matter, Twilight Sparkle? Not enjoying your exile?

196 TWILIGHT SPARKLE
Look, Trixie, I know about the Unicharm. I know you cheated.

197 TRIXIE
Cheated? Moi?

198 TWILIGHT SPARKLE
Yeah, and I thought you might want to see what a real magical amulet looks like.

She holds up a jade-colored STONE with tribal engravings.

199 TWILIGHT SPARKLE (CONT'D)
Zecora gave it to me. It's from beyond the Ever-Free Forest and it's waaay more powerful than your measly little Unicharm.

200 TRIXIE
HA! Nothing's more powerful than the Unicharm! And nopony's more powerful than the great and powerful Trixie!

201 TWILIGHT SPARKLE
Care to put your amulet where your mouth is? How about another duel?

202 TRIXIE
Why should I? I already beat you!

Twilight polishes her amulet like a pair of glasses.

203 TWILIGHT SPARKLE
That's up to you, but I guess you'll never see the totally awesome magic from beyond the Ever-Free Forest. Come on, Zecora.

They start to walk away.

204 TRIXIE
Wait, just show me one trick.

205 TWILIGHT SPARKLE
Do you agree to a duel?

206 TRIXIE
No.

207 TWILIGHT SPARKLE
Bye.

Against her better judgment, Trixie flicks her horn and makes the force field disappear.

208 TRIXIE
Okay, you're on. A second duel.

EXT. PONYVILLE TOWN SQUARE - DAY

The streets are filled with ponies <BUZZING> with excitement. Twilight and Trixie stand in the middle of the crowd.

209 TWILIGHT SPARKLE
Okay, Trixie, you know the rules.

210 TRIXIE
I certainly do. Let's start with a simple time spell, shall we?

211 TWILIGHT SPARKLE
Let's.

The townsponies step back, giving the two duelers some room. Trixie gets into spellcasting position and FIRES her spell. Snips and Snails turn to <CRYING> colts.

212 TRIXIE
An oldie but a goodie. Now, let's see what your little charm can do.

213 TWILIGHT SPARKLE
No problem.

She scans the crowd.

214 TWILIGHT SPARKLE (CONT'D)
Uh, Applejack? Rarity? Could you help me please?

Applejack and Rarity exchange a confused look, then step forward. The crowd falls silent as Twilight's horn starts to glow. Her amulet glows as well. As the tension builds, she FIRES HER SPELL! There's an explosion and a flash of brilliant light! The crowd <GASPS>! The smoke quickly dissipates, revealing Applejack and Rarity as young ponies.

215 TRIXIE
Ho-hum. So you can do a time spell, big deal--

Twilight fires again! The smoke clears and they're back to normal! She fires again, and only Applejack is a filly! Again, and now they've swapped once more! Twilight keeps firing spells, turning Applejack and Rarity into fillies and full-grown ponies again and again! With one final spell, she returns Applejack and Rarity to their normal forms.

216 TRIXIE (CONT'D)
(staggered)
That... that's... impossible!

217 TWILIGHT SPARKLE
That's nothing!

She fires a spell at an unsuspecting Rainbow Dash.

218 RAINBOW DASH
YOW!!

She bolts into the sky! Everypony <GASPS> when she's also still standing in the town square!

Trixie's eyes fly from the Rainbow Dash zooming around the sky to the Rainbow Dash standing on the street.

219 TRIXIE
How did you--?

220 TWILIGHT SPARKLE
Duplication spell. Wanna see it again?

She fires, and Rainbow Dash takes off again! And she's still standing there again! Now there are three Rainbow Dashes!

221 TWILIGHT SPARKLE (CONT'D)
Let's add in some time spells, huh?

She fires spells at Applejack and Rarity again, causing them to age forward and backward while three Rainbow Dashes fly around the town square.

222 TWILIGHT SPARKLE (CONT'D)
Ever seen one pony play ten instruments?

She fires another spell and Pinkie Pie launches into her one-pony band routine from "Swarm of the Century." Trixie stands in awe of what she's seeing.

223 TRIXIE
This... can't... be...

224 TWILIGHT SPARKLE
Oooh, one more! I can turn a mare into a stallion... watch!

She fires another a spell, and BOOM! Applejack has been turned into a male!

225 MALE APPLEJACK
Eyup.

Twilight turns Applejack back to herself.

226 TWILIGHT SPARKLE
Well, Trixie, looks like my amulet is more powerful than yours--HEY!

With a flick of her horn, Trixie SNATCHES the amulet right off Twilight's neck!

227 TWILIGHT SPARKLE (CONT'D)
Give that back!

228 TRIXIE
Witness, my subjects! Gaze upon an ever greater and powerfuller Trixie!

229 SNIPS
(to Snails)
Her grammar's not so great.

In SLOW MOTION, Trixie reaches up and unclasps the Unicharm. Everypony <GASPS> as she puts Twilight's amulet on.

230 TRIXIE
Mwa-ha-ha-ha-ha!! With this amulet, I shall now rule ALL OF EQUESTRIA!! Ah-ha-ha-ha-ha--OOP!

One of the Rainbow Dashes swoops in and GRABS the Unicharm!

231 TRIXIE (CONT'D)
Hey!

Her look of horror twists into an evil grin.

232 TRIXIE (CONT'D)
I don't need that old Unicharm! I have this!

She fires up her horn and BLASTS a spell at another Rainbow Dash! She just clutches her stomach and laughs. *

233 RAINBOW DASH
Stop it! That tickles!

234 TRIXIE
Tickles?! That was supposed to make you writhe in agony!
(off the amulet)
What's wrong with this thing?

She fires another spell, this one at the MAYOR. Nothing happens. She fires again. Nothing.

235 MAYOR
Stop that.

236 TRIXIE
This amulet is defective! Give mine back!

237 RAINBOW DASH
Sorry! This is going back into hiding where it belongs!

She tosses the Unicharm to Zecora.

238 ZECORA
Search ye not for the Unicharm /
For its awful power I will disarm!

She races away toward the Ever-Free Forest.

239 TWILIGHT SPARKLE
By the way, Trixie, the amulet around your neck? It's one of Zecora's doorstops.

240 TRIXIE
But how did you do those spells? Nopony can do those spells!

241 TWILIGHT SPARKLE
You're right. Nopony can do those spells. Not even me...

FLASHBACK SEQUENCE

Applejack, Rarity, Rainbow Dash, and Pinkie Pie use paints and dyes to make SWEETIE BELLE look like Rarity, APPLE BLOOM look like Applejack, SCOOTALOO and Fluttershy look like Rainbow Dash, and BIG MCINTOSH look like a male Applejack.

242 TWILIGHT SPARKLE (V.O.)
Zecora taught me so much about magic while I was in exile. She even taught me when to not use it.

In the town square, Twilight is in the middle of switching Applejack and Rarity from old to young and back again. We PULL WIDE to reveal Big McIntosh hiding around the corner. Each time Twilight casts a spell, he YANKS ON A ROPE, pulling Applejack or Rarity in, while simultaneously throwing Apple Bloom or Sweetie Belle out in their place, and vice versa.

243 TWILIGHT SPARKLE (V.O.) (CONT'D) *
Her riddle meant that my magic wasn't powerful enough to take on the Unicharm head to head, so I'd need to use a different kind of power. The power of friendship.

Now Twilight is casting her spells on Rainbow Dash. We PULL BACK to reveal that the first time Twilight cast the spell, Fluttershy, hair dyed and cut to look like Rainbow Dash, took off into the sky!

The next time, Scootaloo, also dyed and trimmed, ZOOMED across the town square so fast only a rainbow streak remained! The multiple Rainbow Dashes weren't Rainbow Dashes at all! DISSOLVE BACK TO:

EXT. PONYVILLE TOWN SQUARE - DAY

244 TWILIGHT SPARKLE
I also knew that the only pony who could get the Unicharm off your neck was you.

245 TRIXIE
But what about the pony with the ten instruments?

246 TWILIGHT SPARKLE
That's not magic, that's just Pinkie Pie.

Pinkie bows and gives her a <TROMBONE SLIDE>. All of a sudden, the citizens of Ponyville <CHEER> and crowd around Twilight. Trixie's reign of terror is over!

EXT. FLUTTERSHY'S COTTAGE - NIGHT

OPEN ON an empty frame of starlit sky. Suddenly, ANGEL coasts through like a ballerina. Then a RACCOON glides across the other direction. Soon, animals gracefully twirl all over the night sky.

PULL BACK TO REVEAL Twilight, horn aglow, moving the animals through the sky in her beautifully-choreographed routine, the crowd <OOHING AND AAHING>. PRINCESS CELESTIA and the SADDLE ARABIANS (wearing fancy Arabian horse costumes) watch with great delight. Suddenly, everypony's faces light up as multicolored FIREWORKS <EXPLODE> behind the animal air show.

247 TWILIGHT SPARKLE
Trixie?

Trixie steps forward sheepishly, her horn glowing.

248 TWILIGHT SPARKLE (CONT'D)
Thanks! That looks spectacular!

249 TRIXIE
I want to apologize, Twilight. I never meant for things to go as far as they did, but once I put that Unicharm around my neck, I just couldn't control myself. *
(MORE)

TRIXIE (CONT'D)
All I cared about was power. My ego couldn't handle you having more than me, and that's what ended up doing me in. Anyhow, I feel just awful that I let things get out of control. Can you ever forgive me? *

Twilight looks back at the Princess, who gives her a huge smile and a wink.

250 TWILIGHT SPARKLE
Of course I can. What do you say, ready for a big finish?

251 TRIXIE
Really? *

252 TWILIGHT SPARKLE *
Really. *

WIDE ON THE SCENE as the citizens of Ponyville watch a beautiful magic show... fireworks exploding and animals dancing through the sky.

253 TRIXIE *
Tell me, Twilight, don't you think the great and apologetic Trixie is the most magnificent humble pony you've ever seen?

Pinkie Pie's one-pony band marches through, providing the wah-wah <MUSIC>.

FADE OUT. *

THE END