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MY LITTLE PONY III

"Magic Duel"

Episode 305

Written by

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TEASER

SC 1 - 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.

SC 2 - 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 (MALE)
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... *revengey*? 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:

SC 3 - 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!

SC 4 - 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
You call that "great and powerful"?
I can put an ugly outfit together
in my sleep.

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 townspoonies <GASP>!

53 TWILIGHT SPARKLE

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

54 TRIXIE

Your choice.

She fires a spell at Spike. Spike is suddenly FLIPPED upside
down and YANKED up into the air. Trixie uses her magic to
SWING him back and forth like a pendulum.

55 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. No pony
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 and Pinkie Pie responds to Trixie's insulting comment.

59 PINKIE PIE
Hey! You're lucky a rock farm would
take the likes of you.

Pinkie Pie steams.

60 TRIxie
Now I want revenge. And I'll just
keep casting spells 'til you agree.

Twilight scans the town square. Rainbow Dash hurtles 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.

61 SPIKE (O.S.)
HELP ME!

Twilight sees that Spike, still up-ended in mid-air is swinging back and forth FASTER and FASTER.

62 SPIKE (CONT'D)
I THINK I'M GONNA BE SICK!

63 TRIxie
Well? What do you say?

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

65 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.

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

67 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.

68 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.

69 TRIxie (CONT'D)
Snips! Snails! Step forward!

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

70 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>!

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

72 TRIxie
Well, Twilight? Give up?

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

73 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.

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

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

76 TRIXIE
Trixie is the highest level unicorn!
 (diabolical laughter)
And now it's time for you to leave Ponyville... FOREVER!!

Magical forces grab Twilight and drag her away!

SC 5 - EXT. PONYVILLE CITY LIMITS - MOMENTS LATER

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

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

78 TRIXIE
NEVER!! Mwa-ha-ha-ha-ha!

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

80 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.

81 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.

82 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:

SC 6 - 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.

83 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?

SC 7 - INT. ZECORA'S COTTAGE - DAY

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

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

85 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.

86 ZECORA

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

87 TWILIGHT SPARKLE

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

88 ZECORA

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

89 TWILIGHT SPARKLE

You really think I can beat her?

Zecora nods with quiet confidence.

90 TWILIGHT SPARKLE (CONT'D)

Okay. When do we start?

SC 8 - 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.

91 TRIxie

You two, hurry up with my throne!

92 SNIPS

Yes, oh great and powerful Trixie.

93 TRIxie

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

94 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.

95 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.

96 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--

97 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.

98 PINKIE PIE

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

99 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!]

100 RARITY (CONT'D)

Somepony has to help us. And fast!

SC 9 - 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.

101 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.

102 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!

103 TWILIGHT SPARKLE
Zecora! Are you all right?

But she doesn't see Zecora anywhere.

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

REVEAL Zecora hovering casually in mid-air.

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

She lowers herself to the forest floor.

106 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.

107 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.

SC 10 - 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.

SC 11 - 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.

108 RAINBOW DASH (O.S.)
Password?

109 SPIKE
Rainbow Dash is awesome.

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

The door opens and Rainbow Dash yanks him in.

SC 12 - INT. SHED - CONTINUOUS

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

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

112 RAINBOW DASH
What, you got a better one?

113 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.

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

115 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?

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

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

118 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>.

119 RARITY

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

120 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.

121 RARITY

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

Pinkie makes some <MUFFLED NOISES>.

122 FLUTTERSHY

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

123 APPLEJACK

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

SC 13 - 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.

124 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.

125 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.

126 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.

127 TWILIGHT SPARKLE

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

128 ZECORA

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

They start to head back to Zecora's cabin.

129 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.

130 TWILIGHT SPARKLE

What six? The Sixth Rule of
Tyvernus's Magic Creed? Is that
it? Zecora, wait! Am I right?

SC 14 - 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.

131 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.

132 APPLEJACK

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

133 SPIKE

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

134 APPLEJACK

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

135 FLUTTERSHY

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

136 RARITY

(ignoring her)

Yes, it's time for us to consider our futures in this new Trixie-led Ponyville.

137 FLUTTERSHY

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

138 APPLEJACK

(ignoring her)

She wants me to grow apples with no peels! Now how the hay am I supposed to do that?

139 FLUTTERSHY

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

140 PINKIE PIE

(ignoring her)

<MUFFLED NOISES>

141 FLUTTERSHY

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

142 SPIKE

(ignoring her)

Hey, everypony, look!

(MORE)

SPIKE (CONT'D)

This book that Fluttershy's holding
has a picture of Trixie's necklace!

They excitedly gather around and look at the book.

143 FLUTTERSHY

Oh, um--

144 SPIKE

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

145 FLUTTERSHY

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

146 RARITY

Even though it provides great
power, it also corrupts the user.
The more Trixie uses it, the more
thirsty for power she becomes!

147 FLUTTERSHY

Yes, but you can't just--

148 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!

149 FLUTTERSHY

Maybe we could--

150 APPLEJACK

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

151 FLUTTERSHY

But how do we--

152 RARITY

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

153 FLUTTERSHY

Maybe we should--

154 RAINBOW DASH
I've got it! Trying to sneak past
the force field will be impossible
without help. But I know who's got
the goods to get into those woods!

155 FLUTTERSHY
It must be--

156 RAINBOW DASH
Fluttershy!

157 FLUTTERSHY
WHAT?!

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

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

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

161 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.

162 FLUTTERSHY (CONT'D)
Okay.

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

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

FADE OUT.

END OF ACT II

ACT III

FADE IN:

SC 15 - EXT. PONYVILLE CITY LIMITS - DAY

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

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

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

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

168 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.

169 SNIPS AND SNAILS
Yow! / That hurts!

They double-time it to the Ponyville border.

170 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.

171 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.

172 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.

173 SNAILS
Why's she so mean to us?

174 SNIPS
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.

175 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.

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

The Beavers <CHATTER> at her.

177 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.

178 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>.

179 FLUTTERSHY (CONT'D)
But this is me being brave.

The birds drag her away by the tail.

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

SC 16 - EXT. EVER-FREE FOREST - DAY

181 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.

182 FLUTTERSHY (CONT'D)
AAAAAAHHHHHHHHH!!!!!!!!!!

183 TWILIGHT SPARKLE (O.S.)
Fluttershy?

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

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

185 FLUTTERSHY
No time to talk! Tree going crazy!

She points at the giant tree sitting there innocently.

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

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

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

SC 17 - INT. ZECORA'S COTTAGE - LATER

Twilight paces, energized.

189 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.

190 FLUTTERSHY

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

191 TWILIGHT SPARKLE

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

192 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.

193 TWILIGHT SPARKLE

(pacing)

Nix your magic... use the six...

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

194 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.

195 TWILIGHT SPARKLE (CONT'D)

Now, we'll need to get you back inside Ponyville, Fluttershy...

SC 18 - EXT. PONYVILLE CITY LIMITS - MOMENTS LATER

Snips and Snails struggle to pull the enormous sedan chair.

196 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.

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

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

199 TRIXIE
Cheated? Moi?

200 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.

201 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.

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

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

204 TRIXIE
Why should I? I already beat you!

Twilight polishes her amulet like a pair of glasses.

205 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.

206 TRIXIE
Wait, just show me one trick.

207 TWILIGHT SPARKLE
Do you agree to a duel?

208 TRIXIE
No.

209 TWILIGHT SPARKLE
Bye.

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

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

SC 19 - EXT. PONYVILLE TOWN SQUARE - DAY

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

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

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

213 TWILIGHT SPARKLE
Let's.

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

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

215 TWILIGHT SPARKLE
No problem.

She scans the crowd.

216 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.

217 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.

218 TRIxie (CONT'D)
(staggered)
That... that's... impossible!

219 TWILIGHT SPARKLE
That's nothing!

She fires a spell at an unsuspecting Rainbow Dash.

220 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.

221 TRIxie
How did you--?

222 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!

223 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.

224 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.

225 TRIXIE
This... can't... be...

226 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!

227 MALE APPLEJACK
Eyup.

Twilight turns Applejack back to herself.

228 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!

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

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

231 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.

232 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!

233 TRIXIE (CONT'D)
Hey!

Her look of horror twists into an evil grin.

234 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.

235 RAINBOW DASH
Stop it! That tickles!

236 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.

237 MAYOR
Stop that.

238 TRIxie
This amulet is defective! Give
mine back!

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

She tosses the Unicharm to Zecora.

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

She races away toward the Ever-Free Forest.

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

242 TRIxie
But how did you do those spells?
No pony can do those spells!

243 TWILIGHT SPARKLE
You're right. No pony can do those
spells. Not even me...

SC 20 - 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.

244 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.

245 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:

SC 21 - EXT. PONYVILLE TOWN SQUARE - DAY

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

247 TRIxie
But what about the pony with the
ten instruments?

248 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!

SC 22 - 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.

249 TWILIGHT SPARKLE
Trixie?

Trixie steps forward, her horn glowing.

250 TRIxie
It's the least I could do. I
treated you and your friends so
horribly when I was wearing that
Unicharm. I just couldn't control
myself.
(then)
You can forgive me, can't you?

Trixie gives Twilight a pouty, pleading look. Twilight isn't quite buying the remorseful act, but ultimately gives in.

251 TWILIGHT SPARKLE
Sure.

252 TRIxie
Oh, good.
(then, boastful)
Tell me, Twilight, don't you think
the great and apologetic Trixie is
the most magnificent humble pony
you've ever seen?

Twilight shoots Trixie a look - "you can't be serious".

253 TRIxie (CONT'D)
(feigned innocence)
What?

Twilight rolls her eyes at the unreformed Trixie and we...

FADE OUT.

THE END