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MY LITTLE PONY 6

"To Where and Back Again - Part 2"

Episode 626

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RECAP OF PART I

MAIN TITLES

ACT ONE

SC. 1 - EXT. BORDER OF CHANGELING KINGDOM - RESUME

Discord, Trixie, and Starlight stand on the outcropping of rock and look out at the desolate valley of twisted stone (think: Mordor). Thorax shrinks back, terrified.

Discord looks at the giant ant-hill-like tower in the center of the valley - a few Changelings fly in and out (okay, really think: Mordor). He puts a claw on his hip and pouts.

1 DISCORD
This is so strange. We're here and
that's there and I clearly meant
for us to be there and not here.

Thorax peeks out from behind a tree.

2 THORAX
I can probably explain that...

Discord shrugs, ignoring Thorax.

3 DISCORD
Oh well, if at first you don't
succeed.

He lifts his claws to snap them over to the tower, but Starlight stops him.

4 STARLIGHT
Maybe we should come up with a plan
first?

Discord looks at her like he's never heard the word.

5 DISCORD
I'm sorry. A what?

6 TRIXIE
(full of snark)
A plan? You know, figuring out the
best way to do something before you
actually do it?

7 DISCORD
That's adorable. But, you see,
unlike you I can do anything. Who
needs a plan?

8 STARLIGHT
(annoyed)
We can't all just snap our claws
and do anything. If something
unexpected happens I'd like to have
a few spells ready to--

9 THORAX
Actually...

Discord steps forward, cutting Thorax off.

10 DISCORD
Yes, yes, yes. That's all very
nice, but really a waste of time.
We have me. What else could we
possibly need?

11 TRIXIE
A draconequis with magic AND half a
brain might help.

12 DISCORD
Why are you here again? I mean,
it's not like you're going to stop
the Changelings by pulling a rabbit
out of a hat. At least my magic can
do something.

13 THORAX
Actually, the thing about magic
here is...

14 DISCORD
(cutting him off again)
Like this!

Discord snaps his claws and produces a magician's top hat. He reaches inside and pulls out a GIANT PINK PIG WITH WINGS AND a SADDLE. He snaps again and he's sitting astride the pig wearing aviator goggles and holding a lance.

15 DISCORD (CONT'D)
(raising his lance)
For Fluttershy!

With that, Discord spurs the pig on. It's eyes go wide as it charges forward, flying toward the very clear line between the creepy forest they are in and the lifeless rock that makes up the valley beyond.

As Discord and his flying pig reach the line, the pig vanishes and Discord falls to the ground with a <GRUNT>.

He stands, dusts himself off and walks back to the forest side of the border. He snaps his fingers and a smaller flying pig appears. He sends it across the border and it disappears.

He claps, creating a swarm of tiny flying pigs, but they too disappear when they cross the border.

Out of patience, Thorax steps forward from his hiding place.

16 THORAX
I've been trying to tell you...
Nothing other than Changeling magic works here! Chrysalis' throne is carved from an ancient dark stone that soaks up outside magic the same way Changelings soak up love. It's how she keeps the hive safe.

Starlight and Trixie share a concerned look. They light up their horns and walk forward.

Sure enough, as they cross the boundary between forest and lifeless rock, their horns immediately stop glowing. Trixie turns to Starlight.

17 TRIxie
So... What kind of plan were you thinking?

18 STARLIGHT
Without magic I have no idea. But nopony else is coming, so somepony better come up with something.

The other three stare at her with blank expressions.

19 STARLIGHT (CONT'D)
Anypony? Anything?

Nothing. Starlight considers for a moment, then turns to Thorax.

20 STARLIGHT (CONT'D)
This throne. If we get into the hive and destroy it, can we get our magic back?

Thorax nods. Starlight looks at the others.

21 STARLIGHT (CONT'D)
Then I guess that's the plan.

22 DISCORD
Well that's a terrible plan. How
are we even supposed to get to the
hive?

They all look at each other.

23 TRIXIE
Um... we walk?

Discord shudders like Trixie is suggesting he drink sour
milk. He points at the tower.

24 DISCORD
I haven't walked that far in a
millennia.

They others roll their eyes as they all begin the journey
deeper into the Changeling kingdom.

SC. 2 - EXT. CHANGELING KINGDOM - LATER

Starlight and the others make their way past jagged
outcroppings of rock and twisted dead trees as they pick
their way through the barren landscape.

Thorax casts nervous glances skyward as they go.

Discord lags behind the group, trying unsuccessfully to avoid
stepping on every little rock in their path. Trixie rolls her
eyes as he whines and complains.

25 DISCORD
I don't know how any of you manage
not being able to disappear and
reappear wherever you want.

26 TRIXIE
Well, I for one definitely miss you
being able to disappear.

27 STARLIGHT
Give Discord a break. None of us
knew we weren't going to be able to
use magic.

28 THORAX
I did. I just got teleported here
before I could tell you.

Discord stubs his talon and starts jumping around.

29 DISCORD
Ow! Ooooh! Ugh!

A group of Changelings suddenly buzz by overhead. Trixie, Starlight and Thorax quickly duck for cover, but Discord is too preoccupied with his feet to notice.

Thorax jumps out and yanks him behind a tree. After the Changeling patrol passes, Trixie sticks her head out perturbed.

30 TRIXIE
(to Discord)
Next time maybe just shout, "Hey,
we're over here!"

Discord ignores her and blows on his owie while Starlight watches the changelings fly away.

31 STARLIGHT
If we get separated it might make
sense to have a way to make sure we
are who we say we are.

32 DISCORD
Ooo. Like a secret code. How about
if I say "We're" you say "Doomed?"
Or I'll say "Impossible" and you
say "Rescue".

Discord gingerly sets his foot down and trips again, wiping out in the dirt.

33 TRIXIE
How about if we say "Klutzy" you
say "Draconequis?"

Discord shoots Trixie a look. Thorax and Starlight look at each other.

34 STARLIGHT
Klutzy draconequis. Works for me.

35 THORAX
I'll definitely remember it.

Discord frowns and starts to voice a comeback, but stops short as they reach the base of the HIVE.

The others follow his gaze and look up at the massive tower structure as it rises above them, stretching toward the sky.

In the distance, far above, A changeling or two fly in and out through holes in the sides of the hive.

36 TRIXIE
No magic, a giant scary hive full
of changelings who've probably
already seen us, and no way in.

Thorax steps forward.

37 THORAX
Actually, there are ways in and out
all over the hive. There's one this
way.
(he points off screen)
You can get inside over there.

Thorax gestures toward a big hole (i.e. a doorway) at ground level in the side of the hive. Trixie looks at him.

38 TRIXIE
Aren't you coming?

Thorax looks at the ground.

39 THORAX
I want to save my friends as much
as you, but I turned my back on the
hive. If Chrysalis catches me...

Thorax shudders as he trails off, not even able to bear the thought. Trixie looks to Starlight and Discord for help.

40 DISCORD
Thorax. If you go in there, you'll
probably never come out again.

Beat.

41 TRIXIE
Seriously?

42 DISCORD
What? I thought honesty was a good
thing?

Starlight rolls her eyes. She walks over to Thorax and puts a hoof on his shoulder.

43 STARLIGHT
Thorax, we need you. We don't know
anything about this place.

44 THORAX
If you did, you'd be more terrified
of going inside than me.

45 STARLIGHT
I know you're scared, but our
friends are in there.
(of his hesitance)
Spike is in there and he needs you.

Thorax thinks for a beat, then nods. He heads for the opening
in the hive.

46 THORAX
This way.

The others fall in behind as Thorax leads them into...

SC. 3 - INT. CHANGELING HIVE - CONTINUOUS

Inside, the opening extends into a long corridor that
stretches out in front of them, winding off into the distance
where it meets dozens of other corridors branching off in
every direction.

47 TRIXIE
(to Thorax)
Okay. I am definitely glad you
came. I don't think we'd be able to
find our way without you.

48 THORAX
Oh, you definitely wouldn't.

Thorax points behind them. They all turn expecting to see the
opening they just walked through, but instead there's just
more corridors leading every which way.

49 TRIXIE
Um... Where's the way out?

50 THORAX
It's a Changeling Hive. It shifts
and changes like we do and we're
the only ones who can navigate it.
It's total chaos to non-
changelings.

51 DISCORD
(unimpressed)
Well, it's decent chaos. I don't
know if I'd call it total. I've
captured ponies in MUCH more
complicated mazes than this one.

Thorax lights up his horn and sets off while the others fall
in behind.

SC. 4 - INT. CHANGELING HIVE - CORRIDOR MAZE - MONTAGE

Thorax leads the group through passageway after passageway
(think H.R. Giger by way of M.C. Escher), lighting the way
through the maze of tunnels with his glowing green horn.

The passages head up, down, back, and forth. Every so often
Thorax instinctively picks a new direction, confidently at
first, but with more and more hesitation as they go.

SC. 5 - INT. CHANGELING HIVE - CAVERN - CONTINUOUS

The foursome exit a tunnel (with Thorax in the lead) to find
a large cavern filled with dozens more tunnels.

Thorax looks nervously from tunnel to tunnel, He finally
chooses one and walks towards it.

Discord walks up beside Starlight.

52 DISCORD
I can't bear the thought of
Fluttershy trapped in this awful
place. Are we sure I'll get my
magic back when we destroy this
throne-thingy?

53 STARLIGHT
If Thorax is right, then yes.

Thorax suddenly changes his mind and walks towards another
tunnel.

54 DISCORD
Well, that's reassuring.

Trixie joins them.

55 TRIXIE
And how are we supposed to destroy
the throne when we find it?

56 STARLIGHT
(to Trixie)
I... don't know.

57 TRIxie
Well, that's reassuring.

Discord reaches into Trixie's bag and pulls out a floppy magic wand prop.

58 DISCORD
I don't suppose you brought any throne destroying tools among these useless side show props?

Trixie grabs the prop back.

59 TRIxie
Asks the "lord of chaos" who can't go for a walk without whining non-stop. Talk about useless.

60 DISCORD
Yes, but when the throne is destroyed I'LL be able to rip the very fabric of reality to save our friends while YOU'LL still be a self absorbed, below average illusionist.

61 TRIxie
SELF ABSORBED?! Why you--

Starlight turns on both of them and "shout-whispers"

62 STARLIGHT
CUT! IT! OUT!

Thorax, Discord and Trixie turn to look at her, surprised.

63 STARLIGHT (CONT'D)
I'm just barely keeping it together and it would be WONDERFUL if you two could actually try to help instead of bickering like foals.

Discord and Trixie shrug like two kid's who just got reprimanded by mom.

64 DISCORD
Ooooookay.

65 TRIxie
How can we help?

Starlight starts to freak out a bit.

66 STARLIGHT
Don't ask me! I couldn't even handle giving advice at the Sunset Festival and I HAD magic then! The three of us are as good as useless. At least Thorax knows where we're going.

67 THORAX (O.S.)
Um... guys?

They all turn to see Thorax looking at the dozens of passages, sheepishly.

68 THORAX (CONT'D)
I think we're lost.

Starlight slumps.

69 TRIXIE
Great! We might as well just sit here and wait for the changelings to soak up all of our love or whatever gross thing it is they do.
(to Thorax, nervous)
How often do you all get hungry?

Thorax is struck with a sudden realization.

70 THORAX
Actually, I haven't been since I met Spike. And Changelings are always hungry. We can never get enough love. We have to feed all the time.

71 TRIXIE
Well that's just super.

72 STARLIGHT
But you aren't hungry at all now?

73 THORAX
(surprised)
No. Once I made a few friends, I guess I just sort of... forgot about the whole feeding thing.

74 STARLIGHT
Is that about the same time your wings changed?

Thorax looks back at his wings and flaps them, emphasizing the faint SHIMMER that sets him apart from other Changelings.

75 THORAX
Yeah. I guess so.

Discord gives an exasperated <SIGH>.

76 DISCORD
While I would love to sit around chit chatting about feeding and not feeding and the shimmering of wings, but I have A FLUTTERSHY TO SAVE!

Discord's SHOUT echoes off the walls of the cavern and through each of the passageways. The others all stare at him.

77 DISCORD (CONT'D)
What?

78 TRIxie
Can you please lower your voice? You're going to get us all captured!

79 DISCORD
You keep saying that, but I haven't seen an actual changeling since we got into this hive.

Suddenly, a loud BUZZING starts to fill the room. All of them look around, trying to see which tunnel it's coming from.

80 TRIxie
What's that!?

Thorax looks at them in horror.

81 THORAX
A CHANGELING PATROL!

Off of the others' looks of shock as the BUZZING gets louder and louder we...

END ACT ONE

ACT TWO

SC. 6 - INT. CHANGELING HIVE - CAVERN - RESUME

The rescue team all share terrified looks as the BUZZING of the Changeling Patrol gets closer. Thorax starts to hyperventilate.

82 DISCORD
This seems like one of those moments where we need a plan.

83 TRIXIE
What kind of plan?! We have no magic and it's not like my illusions are going to save us.

Starlight brightens, struck with a sudden idea.

84 STARLIGHT
Actually... That's exactly what's going to save us!

Starlight grabs Trixie's pack.

85 STARLIGHT (CONT'D)
Do you have any of your smoke bombs?

86 TRIXIE
Um... are you kidding?

Trixie opens a pocket in her back revealing a whole pile of small, grey pellets.

Suddenly the BUZZING gets even louder. Changeling shadows appear down several of the passageways.

87 THORAX
Whatever you're going to do, do it soon!

Discord reaches into Trixie's pack and pulls out a pellet.

88 DISCORD
How are these going to save us?

89 STARLIGHT
I just hope you have an easier time throwing than walking.

Off Discord's confused expression...

SC. 7 - INT. CHANGELING HIVE - CAVERN - MOMENTS LATER

Changelings zoom in from different tunnels and start scanning the cavern. Suddenly, Trixie appears in a PUFF OF SMOKE.

90 TRIXIE
Looking for somepony?

The Changelings all share a confused look, then turn back to Trixie as they HISS and charge. Trixie tosses one of the grey pellets to the ground and it bursts in a plume of smoke.

The group of Changelings fly through the smoke which quickly clears to reveal Trixie has vanished. The Changelings look at each other, confused.

At the other end of the cavern there's another burst of smoke as Trixie appears.

91 TRIXIE (CONT'D)
Is that the best you've got?

Trixie gives a mocking laugh and the patrol zooms toward her. With a flourish, Trixie tosses another smoke pellet and disappears again.

Suddenly, smoke bombs start exploding at the entrance to every passageway. The changelings look this way and that, trying to spot Trixie through the smoke.

In the mayhem we reveal Discord, hidden in an alcove heaving pellets at one end of the cavern, while Starlight ducks behind a stalagmite column, tossing more at the opposite end.

After a beat, the smoke clears just enough for the Lead Changeling to spot Trixie heading down one of the passageways. She turns and realizes she's been spotted.

92 TRIXIE (CONT'D)
Whoops.

As Trixie quickly heads down the tunnel most of the Changelings take off after her. Two Changelings hang back from the rest and head down a totally different passage.

After a beat, Discord and Starlight pop out and jog over to peer down the tunnel where the Changelings chased Trixie. The passage looks empty except for a few more stalagmites.

93 DISCORD
Not exactly Great and Powerful, but effective.

Trixie sneaks out from behind a nearby rock.

94 TRIXIE
I'll take it.

A second Trixie peeks out from behind a stalagmite, trots over and joins the others before turning back into Thorax.

Starlight looks at them suspiciously.

95 STARLIGHT
Klutzy...

96 TRIXIE/THORAX/DISCORD
(in unison)
Draconequis.

97 DISCORD
I really think we need a new code word.

98 THORAX
That was a pretty good plan.

99 DISCORD
If you like that sort of thing.

100 TRIXIE
But we still don't know where we're going.

101 STARLIGHT
Actually, we might. Two of the changelings didn't go with the rest. They went down there.

Starlight points toward the passageway opposite from where most of the Patrol took off chasing Trixie.

102 DISCORD
So?

Thorax nods in agreement.

103 THORAX
With an intruder in the hive, they went to protect the Queen. Good thinking Starlight!

They all exchange a nervous glance, then head towards the passageway.

SC. 8 - EXT. CHANGELING HIVE - CHRYSALIS' CASTLE - CONTINUOUS

The tunnel quickly opens onto a wide area open to the sky. A winding path of stairs extends up to the top of the hive where huge stalagmite-like spires stretch upward.

Swarms of Changelings rise out of different areas of the hive and fly toward the spires.

104 DISCORD
Apparently those two Changelings aren't the only ones headed to protect Chrysalis.

105 STARLIGHT
At least we know where to go. Thank Celestia we finally got a break.

106 TRIxie
I'm not sure following creepy Changelings to more creepy Changelings counts as "a break."

SC. 9 - EXT. CHANGELING HIVE - CASTLE STAIRS - CONTINUOUS

Careful to stay out of sight of the occasional formation of Changelings flying overhead, the group makes their way along the stairs.

The steps wind around jagged rocks and end at a landing onto which several tunnels open. At the other end of the landing is a gated archway where a group of Changelings stand guard.

Starlight and the others peer out from the cover of a few large rocks as Groups of Changelings file through the archway past the Guards (think: the exterior of the Witch's Castle in The Wizard of Oz).

107 TRIxie
Now what?

108 STARLIGHT
We go in.

Thorax literally shakes with fright as he looks out at the Castle gate.

109 THORAX
Even if I wanted to, there's no way past the guards. We'll be spotted for sure.

110 STARLIGHT
We need some kind of distraction.

Trixie opens her bag of tricks and peers inside.

111 TRIxie
Well, I'm fresh out of smoke bombs.

112 DISCORD
Normally I'm the most distracting
thing I can think of, but without
magic...

Starlight looks into Trixie's bag and gets an idea. She reaches in and pulls out a microphone.

113 STARLIGHT
You know, Discord, you shouldn't
underestimate yourself.

With a grin, she hands him the microphone.

SC. 10 - EXT. CHANGELING HIVE - CASTLE ENTRY - MOMENTS LATER

As the last of a large group changelings file through the gate, the Guards look up to see Discord standing in front of them. He holds the microphone like he's doing stand-up.

114 DISCORD
Hello, changelings and
changelettes, believe me I'm just
as surprised as you that I'm here.
When I heard I'd be playing for a
bunch of Changelings I was beside
myself. Then I realized it was just
one of you.

One of the Changeling Guards snickers slightly. The others all turn and shoot him looks. He shrugs. Behind them, unseen, Starlight, Trixie and Thorax sneak past. Discord watches their progress.

115 DISCORD (CONT'D)
But seriously this isn't the
toughest crowd I've ever been in
front of, but it's definitely the
easiest to bug.
(silence)
<Ahem> To bug...

The Changelings all stare at him, confused.

116 DISCORD (CONT'D)
Hello?
(he taps the mic)
Is this thing on?
(it's not)
Yeesh. I came to the Changeling
Kingdom and all I got was a broken
microphone.

Trixie, Starlight and Thorax have moved past the guards and signal to Discord from the archway. The Changelings start to buzz threateningly, preparing to charge.

117 DISCORD (CONT'D)
Well, if you think you can do any
better by all means, be my guest!

Discord throws the mic at them and takes off down a nearby tunnel. The Changeling Guards all rush after him.

118 TRIXIE
It is absolutely ridiculous that
that worked.

Starlight shrugs as they turn and head through the gated archway.

SC. 11 - INT. CHANGELING HIVE - TUNNEL - CONTINUOUS

The Changeling Guards rush down the passageway. Once they're gone, Discord peeks out from behind a column.

119 DISCORD
Well, it's certainly a pleasure to
have such dedicated fans. I'll have
to come back with some new material
after I rescue Fluttershy.

He starts heading back toward the others when he hears a soft whimpering.

120 FLUTTERSHY (O.S.)
(pained whisper)
Please... Help...

Discord turns a corner to see Fluttershy sitting on the tunnel floor, her tail caught under a large rock.

121 DISCORD
Fluttershy!

Discord rushes forward and looks down, inspecting Fluttershy's tail.

122 FLUTTERSHY
Discord! Thank goodness! I'm stuck!

123 DISCORD
You certainly are. I should probably help you get free by moving this rock, but...

124 FLUTTERSHY
But what?

125 DISCORD
But you are obviously not Fluttershy.

126 FLUTTERSHY
(downcast)
Oh.

127 DISCORD
I mean, I'm separated from the group and just happen to come across the one pony I care most about? I can smell this set up a mile away.

Fluttershy starts to cry.

128 FLUTTERSHY
No. You're right. There's no way you should trust me. Just go find the others. I understand.

With that she starts to cry harder. Discord rolls his eyes.

129 DISCORD
Oh, come on.

130 FLUTTERSHY
I know. We're probably all changelings. You shouldn't rescue any of us...

Discord turns to see the hallway is suddenly filled with sobbing Fluttershys. Each one more miserable than then next. The first one looks up at him with big, sad, puppy dog eyes.

131 FLUTTERSHY (CONT'D)
Unless you think maybe one of us might be the real Fluttershy. That certainly would be a nasty changeling trick, wouldn't it?

Discord looks around at all the terrified Fluttershy's, suddenly uncertain.

SC. 12 - INT. CHANGELING CASTLE - SAME

Starlight, Trixie, and Thorax crouch in a alcove looking back toward the gate.

132 THORAX
We can't wait for Discord. Between seeing him and Trixie, the castle will be crawling with guards soon.

133 STARLIGHT
I know, but if we do manage to destroy Chrysalis' throne we'll need him. He could take on the entire changeling army by sneezing if he wanted to.

134 TRIXIE
He's probably already been captured.

Suddenly Discord rushes through the gate and looks around.

135 DISCORD
(loud whisper)
<Ahem> Hello? Fellow rescuers?

Starlight and the others come out of hiding. Thorax looks around nervously.

136 THORAX
We can't stay here. We've got to find the throne!

Discord brightens.

137 DISCORD
Oooh! I heard some of the changelings who were chasing me say where it is.

Starlight and Trixie exchange a look.

138 TRIXIE
(to Discord)
Klutzy...

139 DISCORD
Hmmm? Oh haha. Yes. I can be klutzy. Now, follow me!

Discord takes off in the lead. As the others fall in behind him, Starlight turns to Trixie.

140 STARLIGHT
(low)
You know that's not Discord, right?

141 TRIxie
(low)
Obviously.

They both look back at Thorax, who nods. Discord comes to a fork in the tunnel. Without stopping he heads to the left.

142 DISCORD
This way! We're almost there!

143 THORAX
(whispering to Trixie and
Starlight)
I know this trick. If he says to go left, we should definitely go right. He's leading us to a swarm waiting to attack.

Trixie lets out a big breath.

144 TRIxie
Okay, I'll handle it. You two just get ready to run into the other tunnel.

145 STARLIGHT
Wait, what!?! Trixie you can't.

146 TRIxie
I have to. It's the only way to get you to the throne room.

147 STARLIGHT
But I won't know what to do. We've already lost Discord. I can't lose you too. Without magic I--

148 TRIxie
Starlight, you got us this far with just my illusions and Discord's annoying personality. You don't need magic to figure out what to do next. I know you're afraid to be in charge, but listen to your best friend. You're really good at it.

Before Starlight can object, Trixie runs up alongside Discord.

149 TRIXIE (CONT'D)
Hey, Discord? Wanna see the new
trick I've been working on?

She takes his claw and lays a cloth over it. Discord looks down at it uncertain.

With a flourish, she whips the cloth off and Discord looks down to see he and Trixie are handcuffed together. The handcuffs are attached with a red ribbon rather than a chain.

150 TRIXIE (CONT'D)
I call it, "The Changeling
Catcher!"
(calling to Starlight)
Run!

Discord looks back to see Starlight and Thorax take off down another hallway and immediately transforms into a changeling. He takes off after Starlight and Thorax. The red ribbon in the handcuffs stretches, revealing a yellow ribbon, an orange ribbon, a green ribbon a blue ribbon, etc. etc.

The Changeling almost reaches Thorax and Starlight when he reaches the end of his rope (literally). He turns back to see Trixie holding him back. She runs towards the left cave. The changeling hisses and flies towards her to free himself.

The two of them dodge and dive around each other. Trixie keeps wrapping the ribbon around stalactites and stalagmites while the changeling keeps flying around stalagmites and stalactites to try to catch her.

Pull out to reveal that the two of them have webbed up the entrance to the left side of the cave with multi-colored ribbon.

The trapped changeling <HISSES> at Trixie. More changelings fly from the shadows, but can't reach Starlight or Thorax. The ribbons are blocking them. They hiss and claw at the ribbons, then turn to Trixie, threateningly.

151 TRIXIE (CONT'D)
(with a sad magical
flourish)
Ta-daaa...

DISSOLVE TO:

SC. 13 - INT. CASTLE - CORRIDORS - VARIOUS

Starlight and Thorax rush down a series of corridors and hallways trying to avoid the Changeling patrols. In a panic, we see them get separated. Thorax runs down one tunnel, Starlight runs down the other. We follow Starlight as she...

SC. 14 - INT. CASTLE - CHRYSALIS' THRONE ROOM - MOMENTS LATER

Starlight rushes into a giant open cavern. She looks around, out of breath, and realizes she's alone.

152 STARLIGHT
 (whisper-shout)
Thorax?

Frightened, she backs further into the space and trips. Starlight looks up from the ground and finds herself at the base of a giant mound of DARK ROCK (think: obsidian). The rock is filled with cracks, holes and crevices. In fact it resembles Chrysalis herself.

A wicked looking THRONE has been carved into the top of the dark mound and large, sharp looking STALACTITES form a half circle around it.

A SKITTERING comes from the shadows and Starlight squints into the darkness, unnerved.

153 STARLIGHT (CONT'D)
 (meekly)
Trixie?

Starlight's gaze continues toward the ceiling where she sees Trixie, hanging upside down, her closed eyes fluttering in unconsciousness.

PULL WIDE to reveal Trixie and Discord, along with all the ponies they'd come to rescue, hang unconscious (though clearly still alive, breathing, eyes fluttering, etc.) from the ceiling, encased in cocoons up to their necks.

As Starlight stares in terror, LAUGHTER comes from the shadows.

154 CHRYSALIS (O.S.)
One little pony all by herself. Oh,
how will I ever prevent this daring
rescue?

As Starlight watches, Queen Chrysalis walks calmly out of the shadows and sits on her throne as dozens of changelings enter from every possible entrance.

Off Starlight's look of horror...

END ACT TWO

ACT THREE

SC. 15 - INT. CASTLE - CHRYSALIS' THRONE ROOM - RESUME

Several changelings restrain Starlight as Chrysalis sits regally on her throne and gazes down at her.

155 CHRYSALIS
Well, well, well. The Princess of Friendship's sole pupil. Honestly, I didn't think you were worth replacing with one of my drones, but I seem to have been mistaken.

Starlight struggles against the Changelings holding her.

156 STARLIGHT
You won't get away with this!

Chrysalis lets out a cruel laugh.

157 CHRYSALIS
Oh, my dear. I already have. Look around. No pony is coming to save you. Your little squad was it, and now there's just you.

Starlight looks up at all her friends in their cocoons, suspended from the ceiling and realizes something.

158 STARLIGHT
But it isn't just me. Thorax is still out there.

Chrysalis HISSES angrily at the name and her subjects all do the same. She takes flight from her throne and lands in front of Starlight, glaring down at her.

159 CHRYSALIS
Don't mention that traitor's name in my Kingdom!

Starlight glares at Chrysalis.

160 STARLIGHT
Why not? Does it bother you that one of your "loyal subjects" doesn't live by your rules anymore?

161 CHRYSalIS

He was a fool to leave and even more a fool to return. When I find him he'll learn just what happens to those who betray the hive.

Starlight cringes, suddenly terrified. Her eyes momentarily shimmer green. Chrysalis' eyes go wide in surprise.

162 CHRYSalIS (CONT'D)

And it seems I don't have far to look, do I...

Chrysalis zaps Starlight with her horn. Starlight shudders and turns into Thorax. The rest of the hive hisses angrily.

163 CHRYSalIS (CONT'D)

Thorax! But then where is...?

Chrysalis turns quickly to see Starlight, standing next to the throne between two of the stalagmites that surround it.

164 CHRYSalIS (CONT'D)

GUARDS!!!

Starlight pulls out a large rock and holds it up in her hooves, readying to smash it into the throne.

But before Starlight can hit the throne, a swarm of Changeling Guards swoop towards her. She hurls the rock at them and dives down, hiding in the crevices of the throne.

The Changelings swoop to follow, but a hiss from Chrysalis stops them. They all hover around the throne as Chrysalis walks towards it, looking in the cracks to find Starlight.

165 CHRYSalIS (CONT'D)

(laughs)

Very clever, using a changeling trick against a changeling. And clearly Thorax revealed to you the secret of my throne. I can't have powerful ponies using their abilities against me. Not that there are any powerful ponies left.

Chrysalis gestures to her cocooned victims above and laughs again, pleased with herself.

166 CHRYSalIS (CONT'D)

Even with your rather embarrassing little rescue attempt, everything has gone according to MY plan.

Chrysalis stalks slowly over the rocks, trying to locate Starlight. Starlight calls out from the crevices.

167 STARLIGHT
What plan!? Why did you do all this!?

168 CHRYSALIS
I did this so I could feed, of course!

Chrysalis turns and with a WHOOSH of her wings, lands right where Starlight's voice just came from.

169 CHRYSALIS (CONT'D)
By replacing the most beloved figures in Equestria, my drones will be able to store all the love meant for them and return it here... to me.

She points again to the ponies she's captured.

170 CHRYSALIS (CONT'D)
And as an added bonus, by controlling my drones, I will control all the ponies of Equestria! Everypony will do as I command and my subjects and I will feed on their love for generations!

The changelings all buzz excitedly. Starlight keeps moving through the cracks, avoiding Chrysalis and trying to buy time. She turns to see Thorax, his shimmering wings trembling with fear. Suddenly, Starlight is struck with a realization.

171 STARLIGHT
But what if you didn't have to?

This clearly strikes a chord with the Changelings. Chrysalis notices.

172 CHRYSALIS
Ridiculous! The hunger of Changelings can never be satisfied.

173 STARLIGHT
Exactly. You might be able to survive on the love meant for these ponies, but you'll always need more. Wouldn't it be better to never feel hunger again?

The Changelings all pause, buzzing to each other as Starlight's words sink in.

174 STARLIGHT (CONT'D)
Thorax left the hive and made a friend. He shared love and now he doesn't need to feed! You don't have to live your lives starving all the time!

Chrysalis soars to the top of her throne, trying to regain control of the room..

175 CHRYSALIS
You know nothing of the Changelings or what it takes to be their Queen! I decide what is best for my subjects, not some drone!

Starlight's voice fills the cavern from her hiding space.

176 STARLIGHT
I know what it's like to lead by fear and intimidation. And I know what it's like to want everypony to do what you say. But I was wrong. A real leader doesn't force her subjects to deny who they are. She celebrates what makes them unique...

Angle on Thorax.

177 STARLIGHT (CONT'D)
...and listens when one of them finds a better way.

The buzzing in the crowd intensifies, then dies down as the changelings all turn to Chrysalis.

178 CHRYSALIS
The only thing Thorax has found...

Chrysalis draws herself up to her full height, her horn glowing with GREEN CHANGELING ENERGY.

179 CHRYSALIS (CONT'D)
...is what happens to those who turn their back on the hive!

With that she sends a BLAST of green energy from her horn at Thorax.

The changelings around Thorax shrink back as Chrysalis' energy lifts him off of the ground. Starlight rushes out of her hiding spot. Several Changelings rush down and restrain her. She looks on in horror.

180 STARLIGHT
No! Stop!

181 CHRYSALIS
Oh, I will. Just as soon as I drain every last ounce of love from him and show my subjects what a real leader is.

Thorax struggles against Chrysalis' energy, surprisingly managing to fend it off with his own. Chrysalis stares in shock as he sinks back down to the floor, their beams of green energy locked together.

Chrysalis narrows her eyes as she redoubles her efforts, quickly overcoming Thorax's resistance - the shimmer of his wings fading as he weakens.

Starlight struggles against the Changelings.

182 STARLIGHT
Come on, Thorax. You've got to fight!

183 THORAX
I can't! I can feel the love inside me slipping away. I can't hold onto it much longer.

Starlight's eyes go wide with sudden realization.

184 STARLIGHT
Then don't!

185 THORAX
What!?

186 STARLIGHT
Sharing love is what made you different to begin with. You should share yours with Chrysalis.
(with confidence)
Give her all of it.

Thorax looks to Starlight for a beat as he continues to struggle, then closes his eyes and releases all his energy at once.

A massive BLAST of multi-colored energy flows out of him in a wave that pushes Chrysalis back then spreads over the cavern in a brilliant display of blinding light.

As the light fades, Starlight looks up and smiles. Several of the changelings in the crowd stare up in wonder as well.

ON CHRYSALIS - as she struggles to her feet, shaking off the effects of the blast. She looks up and stares in shock as we...

REVEAL - Thorax, hovering above the cavern floor, totally transformed.

The shimmering that once appeared in his wings now covers his entire body - no longer full of holes like the mothish Changelings, but complete - with large, full, colorful wings, like a butterfly.

Starlight shrugs off the shocked Changelings holding her and steps towards Thorax, addressing the entire hive.

187 STARLIGHT (CONT'D)
This is what you all can be. This
is what happens when you give love
freely instead of taking it.

After a beat, a nearby pair of Changelings look to each other. They both cautiously reach out and touch hooves.

Energy flows from each of them into the other and they suddenly explode in another BLAST - immediately transforming as Thorax did.

Suddenly, BLASTS of transforming energy start to happen all over the cavern, like kernels of popcorn popping in a hot pan, as more and more Changelings share their love with each other and transform in a burst of light.

Chrysalis looks out at her rapidly disappearing Kingdom, in a panic.

188 CHRYSALIS
No! STOP!!!

But it's too late as the wave of transformations continue and blast after blast of energy is released, shaking the ground until finally the mound of obsidian on which Chrysalis' throne sits starts to CRACK.

Finally, the entire thing shatters.

Immediately, Starlight's horn starts to glow as her magic returns.

With a vortex-like BLAST she brings all of her friends safely to the ground, vanishing the cocoons around them.

Surrounded by all of her friends and the growing crowd of transformed changelings, Starlight looks to Chrysalis.

189 STARLIGHT

When Twilight and her friends defeated me, I chose to run away and seek revenge. You don't have to. You can be the leader your subjects deserve. You only have to share the love that's inside you.

Chrysalis looks to the ground, uncertain, then her eyes fill with sudden rage as she looks up, her horn crackling with green energy.

190 CHRYSALIS

There is no revenge you could ever conceive of that will come close to what I will exact upon you one day Starlight Glimmer!

Green web-like tendrils of energy shoot out of her horn and twist around her, wrapping her up in a magical cocoon. The cocoon squeezes tighter and tighter until it disappears. She's gone.

Celestia, the Main Six and the rest look around the cavern in a daze.

Twilight steps forward and looks from Thorax and the other new changelings to Starlight.

191 TWILIGHT

Starlight, what happened?

Starlight looks up as the new Changelings all gather around Thorax and bow.

192 STARLIGHT

Well, I guess what happened is we defeated the Changelings with no magic at all, they found a new leader...

(quick aside)

annnd they're all kinda good now.

Luna steps towards Starlight.

193 LUNA
Well done Starlight Glimmer. It
seems as though you've learned a
great deal since we last spoke.

A slightly disoriented Discord desperately pushes through the group.

194 DISCORD
Fluttershy?

He spots her and scoops her up in an eight armed hug.

195 FLUTTERSHY
It's good to see you too.

Celestia steps towards Thorax.

196 CELESTIA
Thorax, as the new leader of the
changelings, I look forward to
discussing how we can improve our
relationship in the future.

Thorax looks a little shocked, but then smiles and nods his head in agreement. Celestia looks at the others.

197 CELESTIA (CONT'D)
However, for the moment, perhaps it
is best that we leave the
Changeling Kingdom to the
Changelings.

198 DISCORD
Splendid idea. Who's ready for some
celebratory tea at Fluttershy's?

Fluttershy looks around at the motley crew.

199 FLUTTERSHY
Oh. Um. Everypony? I guess we can
try to squeeze in.

Starlight taps Discord on his shoulder.

200 STARLIGHT
Actually, now that you can snap
your claws and send us absolutely
anywhere again, I think I have a
better option.

Off Discord's raised eyebrow...

SC. 16 - EXT. STARLIGHT'S VILLAGE - LATER

Starlight looks out at the Sunset Festival now in full swing. Villagers run around with balloons and food, etc.

As Starlight waves, several ponies notice her and stop what they are doing. They whisper to each other. Double Diamond and Party Favor walk over.

201 PARTY FAVOR
Uh.. Hey Starlight. What are you doing here?

Starlight looks at her, worried.

202 DOUBLE DIAMOND
I mean, you left in such a hurry before, we kinda thought you didn't want to come.

203 STARLIGHT
Yyyeah. About that. I guess after the way I used my magic on all of you, I wasn't sure I was somepony who should even be in charge of a baking contest. I was afraid I might go back to being the pony I used to be. But...

Starlight turns and looks at all of the ponies (and draconequis) behind her. She turns back quickly.

204 STARLIGHT (CONT'D)
...I realized that sometimes you don't have a choice. You have to step up. And I HAVE changed. I can handle it. Whether than means saving Equestria OR helping friends with a sunset festival. Speaking of which...

Starlight gestures to the crowd with her.

205 STARLIGHT (CONT'D)
...I know the festival is almost over, but I kinda invited a few of my friends to join. Hope that's okay.

Double Diamond and Party Favor Share an excited look.

206 DOUBLE DIAMOND
Are you kidding? Of course!

207 STARLIGHT
Great. Now, where's that baking
contest? This pony needs a cupcake!

With that, the Village Ponies lead Starlight away. Trixie and Discord (who is still holding on tightly to Fluttershy) watch her go.

208 DISCORD
(to Trixie)
So... my magic is back. I'm able to
rip the very fabric of reality
again.

Trixie rolls her eyes.

209 TRIxie
Yea yea and I'm still a self
absorbed, below average
illusionist. Right?

210 DISCORD
Actually... I was going to say a
COUPLE of those illusions were
slightly above average. If you ever
need a little chaos in your act,
let me know. We make a decent team.

Trixie grins.

211 TRIxie
Ha! The Great and Powerful Trixie
teaming up with a klutzy
draconequis? When pigs fly!

212 DISCORD
Your wish is my command!

Discord snaps his fingers and he and Trixie are both mounted on flying pigs. Trixie shrieks as they take off.

The Mane 6 stand together watching all of this go on. Rainbow Dash cocks her head.

213 RAINBOW DASH
Somepony is really gonna have to
catch us up on what we missed.

As all the other ponies join in the festivities we...

FADE OUT

THE END