

Distribution:

Production

Devon Cody  
Jim Miller  
Denny Lu  
Mike Myhre  
Zoe Borroz  
Josh Haber  
Nicole Dubuc  
Jada McDermott

Discovery Family

Linda Shima Tsuno  
Beth Mohammed

MY LITTLE PONY  
Season 8

**What Lies Beneath**  
Ep 822

**LOCKED SCRIPT**

Hasbro Studios

Stephen Davis  
Kevin Farrell  
Meghan McCarthy  
Eliza Hart  
Leslie Wishnevski  
Finn Arnesen  
Nina Scales  
Tyla Bucher  
Loretta Masters  
Narae Song  
Bill Cheungcp  
Molly Shaffer  
Emily Thompson  
Michael Kelly

Premise: Michael Vogel  
Outline: Michael Vogel  
Teleplay 1st Draft: Michael Vogel  
Teleplay 2nd Draft: Michael Vogel  
Teleplay Final Draft: Michael Vogel  
Teleplay Final Draft V2: Michael Vogel

Hasbro Brand

Jamie Cipolla  
Julie Sanfilippo  
Matt Riordan  
Andrea Ehret  
Samantha Lomow  
Gretchen Forrest  
Kristen Riley  
Katherine Padilla  
Brian Chapman

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**TEASER****SC. 1 - EXT. TWILIGHT'S SCHOOL - ESTABLISHING**

A bright and sunny day in PONYVILLE.

1 TWILIGHT (O.S.)  
The Tree of Harmony remains one of  
the most powerful sources of magic  
known to ponydom.

**SC. 2 - INT. TWILIGHT'S SCHOOL/CLASSROOM - DAY**

TWILIGHT SPARKLE stands in front of a ridiculously convoluted chalk board with a chalk drawing of The Tree of Harmony in the center.

GALLUS, SMOLDER, SANDBAR, OCELLUS, YONA, SILVERSTREAM and COZY GLOW take notes along with the other ponies in the class.

2 TWILIGHT  
And though it has been at the  
"root" of Magic and Friendship from  
the moment it was planted, its ways  
are mysterious. Almost as if it has  
a mind of its own.

3 SMOLDER  
Mind? It's a tree.

4 TWILIGHT  
A Tree that grew a castle.

Twilight motions to the window, where the Castle of Friendship can be seen in the distance. Silverstream shuffles through her notes.

5 SILVERSTREAM  
Was that before or after Discord  
made chocolate rain?

Cozy Glow, who has stacks of meticulous notes, leans over.

6 COZY GLOW  
(whispers)  
After.

Gallus shakes his head.

7                   GALLUS  
I'm never going to learn Pony  
history.

The bell rings.

8                   TWILIGHT  
You can ALL show me what you've  
learned on tomorrow's test!  
Friendship's effect on the course  
of Equestrian History.

The students (except Cozy Glow) groan.

9                   TWILIGHT (CONT'D)  
Remember, study groups are both fun  
AND effective!

**SC. 3 - EXT. TWILIGHT'S SCHOOL - CONTINUOUS**

The students exit the building and walk towards their next  
class.

10                  SANDBAR  
So... who wants to study together?

11                  GALLUS  
With other students? This is  
Equestria! If you want the real  
scoop, there's only one place to  
go!

He stands in front of a tree in the courtyard.

12                  GALLUS (CONT'D)  
                  (overly dramatic)  
Hello oh magical Equestrian tree.  
Can you tell me EVERYTHING I need  
to know about friendship?

Sandbar rolls his eyes while the others LAUGH. As they walk  
away, none of them notice the crystal roots that sprout out  
of the ground where they were just standing, pulsing with a  
vibrant light.

**END TEASER**

**ACT ONE**

**SC. 4 - INT. TWILIGHT'S SCHOOL/LIBRARY - EVENING**

The students sit in the library, books piled around them. Sandbar holds a flashcard of the Tree of Harmony while Ocellus smiles encouragingly at Gallus and Smolder.

13                   SMOLDER  
The Elements of Harmony grew the  
tree?

Ocellus and Sandbar <SIGH>. As they explain the following, Gallus and Smolder "tennis match" between them.

14                   OCELLUS  
No. The PILLARS grew the tree.

15                   SANDBAR  
The TREE grew the elements. And  
then the box with six locks.

16                   OCELLUS  
But our professors found six keys  
and unlocked the box.

Smolder and Gallus look at each other.

17                   GALLUS  
I'm so gonna fail.

18                   SILVERSTREAM (O.S.)  
You guys! Check this out!

Silverstream flies over and shows them a book. They stare at it blankly.

19                   GALLUS  
That's a plumbing diagram on how to  
fix a sink.

Silverstream just nods, excited.

20                   SANDBAR  
What does that have to do with  
Equestrian History?

21                   SILVERSTREAM  
Nothing. I just can't believe  
that's how sinks work!  
(looks around)  
Where's Yona?

Sandbar lifts up a large book. Underneath it Yona is fast asleep, snoring. Smolder laughs.

22 SMOLDER  
(Yona impression)  
Apparently yaks no love study  
groups.

Gallus shushes them and smiles mischievously. He hovers above Yona and reaches out with his claw. He lightly wiggles his talons on her shoulder. Yona jumps up and <SCREAMS>.

23 YONA  
SPIDER! NO! YONA NO LIKE SPIDERS!!

The friends laugh, then hear a <GIGGLE> from off screen. They turn to see Cozy Glow on a nearby ladder shelving books.

24 SANDBAR  
Hey Cozy. What are you doing here?

25 COZY GLOW  
I volunteered to help Professor  
Sparkle organize these books. So?  
Experts on Friendship History yet?

Gallus groans.

26 GALLUS  
I think I'd be better off studying  
the plumbing book. This stuff is  
impossible.

Ocellus transforms into Twilight.

27 OCELLUS/TWILIGHT  
Oh come on Gallus! With good  
friends and solid study habits  
ANYthing is possible!

Gallus chuckles. Smolder raises her hand as if she's in class. (Over the following exchange we keep focused on Cozy getting more and more annoyed at the ease with which the friends get along).

28 SMOLDER  
How about you just tell us what's  
on tomorrow's test professor?

29 OTHER STUDENTS  
(Yea! Please! Come onnnn! Etc.)

Ocellus transforms into Applejack.

30                   OCELLUS/APPLEJACK  
Now hold on a sec. I can't give  
y'all a sneak peak! That there  
wouldn't be honest!

The students all crack up. Despite the stress of studying, they're all clearly having a blast. Cozy feels left out and doesn't like it. She clears her throat.

31                   COZY GLOW  
Golly, it's so inspiring how  
relaxed you all are about studying  
friendship... considering your  
disadvantage.

32                   YONA  
What cute pony talking about?

33                   COZY GLOW  
Just think about where you all came  
from! It's a wonder you know  
anything about friendship at all.

Cozy smiles sweetly at Sandbar.

34                   COZY GLOW (CONT'D)  
If Sandbar hadn't sacrificed so  
much of his time to get you up to  
speed who knows how behind you  
would be?

The others look at Sandbar with a hint of suspicion.

35                   SANDBAR  
That's not--

With pinpoint precision Cozy targets each of their insecurities.

36                   COZY GLOW  
I mean... growing up as a love  
starved changeling! Or hiding  
underwater from an evil king ALL  
those years! Trusting ANY creature  
must be so hard for you!

Ocellus and Silverstream both look down as they remember their pasts. Cozy turns to Smolder and smiles sweetly.

37                   COZY GLOW (CONT'D)  
And dragons are so fierce compared  
to us. There must be days you can't  
wait to get away from all us cute  
ponies.

Smolder looks at the others guiltily. Cozy looks at Yona and Gallus.

38 COZY GLOW (CONT'D)  
Everypony knows yaks think yaks are the best. Making friends with any other creature must seem like a step down. And Griffons never want to be around ANY creature. Even other griffons!

She takes them all in and grins broadly for her big finish.

39 COZY GLOW (CONT'D)  
It's just so impressive how you keep trying to understand friendship, even though it isn't in your nature.

Cozy beams, seemingly oblivious to what her words have done to the group. The friends all look at each other awkwardly, a bit more unsure about each other than a moment before.

40 COZY GLOW (CONT'D)  
Oh! Professor Fluttershy says kindness is KEY to friendship! I'll let you BORROW my notes! It's what friends do! I'll be right back!

Cozy rushes out. The friends all sit quietly thinking about what Cozy said.

41 SILVERSTREAM  
We ... should get back to studying.

They all gather around the table. But the mood of the room has definitely shifted. Silverstream clicks her claw while she reads.

42 GALLUS  
Could you stop that clicking. I'm trying to focus.

43 SANDBAR  
Dude...

44 GALLUS  
What? We have a test. I don't know every detail about every adventure the professors went on like you do.

45 OCELLUS  
That's why we're studying together.

46 SMOLDER  
Right. To help us "disadvantaged"  
creatures.

47 YONA  
Yona confused. Why we all upset?

Something loud <CRASHES> in the back of the library. The students all look up. Ocellus flies through the library searching for the source of the noise. A shimmering light behind some shelves catches her attention.

She flies around the shelf. Shimmering crystal roots have pushed their way out of an opening on the ground, knocking a large metal grate to the side (the <CRASH>). The roots create a giant opening that leads underground below the library. They pulse with a strange light.

The others join and see the roots.

48 SILVERSTREAM  
I only glanced at that plumbing  
book, but I'm pretty sure this  
isn't supposed to be here.

Yona examines a small branch with crystal leaves. Smolder inspects the opening. She flies into the entrance created by the roots.

49 OCELLUS  
What are you doing?

50 SMOLDER  
Dragon. Strange Magical Cave. What  
do you think I'm doing?

She continues down into the hole. Yona, Silverstream, and Ocellus follow. Sandbar starts to crawl in, but turns back to see Gallus staring nervously at the hole.

51 SANDBAR  
You coming?

Gallus glares at Sandbar. He pushes past him and follows the others. Sandbar rolls his eyes and follows him into the hole.

#### **SC. 5 - INT. CRYSTAL CATACOMBS - CONTINUOUS**

The students walk through an archway made of the same crystal roots that broke through the library floor. There are crystal root-columns everywhere, creating corridors. The chamber is beautiful.

52 SILVERSTREAM  
Did we know this was down here?

53 SANDBAR  
I don't think ANYpony knows this is  
down here.

Ocellus examines one of the columns which pulses brightly at her touch.

54 SPARKLY TWILIGHT (O.S.)  
Welcome.

They all turn to see Twilight Sparkle walking towards them. But there's something a bit off about her. She glows purple (the color of her Element of Harmony) and is a bit more sparkly than she should be, a SPARKLY TWILIGHT.

55 SANDBAR  
Headmare? Where are we?

56 SPARKLY TWILIGHT  
Where you need to be.

57 YONA  
Yona confused.

Sparkly Twilight studies them. She looks concerned.

58 SPARKLY TWILIGHT  
It is as I feared. Something is not  
right. You are not one. What has  
happened?

59 OCELLUS  
We were studying Friendship's  
effect on History but then...

60 GALLUS  
Since friendship just isn't in our  
nature, what's the point?

61 SPARKLY TWILIGHT  
(shocked)  
You don't believe friendship is in  
your nature?

Twilight glows more brightly, wind whips through the chamber.

62 SPARKLY TWILIGHT (CONT'D)  
THAT IS NOT ACCEPTABLE.

63 SILVERSTREAM  
Um.... Our headmare is glowing you  
guys. What. Is. Going. On?

The students start to back up towards the exit.

64 OCELLUS  
We should probably get back to  
studying for the test.

The wind dies down and the glow around Twilight dims. She considers what Ocellus said.

65 SPARKLY TWILIGHT  
A test. Yes.

Sparkly Twilight motions to the exit. There's a <FLASH> of light. The opening is now partially covered by roots.

66 SPARKLY TWILIGHT (CONT'D)  
By sunrise this door will be  
closed. Finish the test before then  
and you may go. Fail the test and  
here you will stay.

The catacombs shine brighter and brighter until there's a <FLASH> and the students are gone.

**END ACT ONE**

**ACT TWO**

**SC. 6 - INT. CRYSTAL CATACOMBS/TUNNEL**

Sandbar shakes his head, dazed. He's alone in a cavern.

**SC. 7 - INT. CRYSTAL CATACOMBS/PUZZLE ROOM - CONTINUOUS**

Gallus hovers in a square room with no way out.

**SC. 8 - INT. CRYSTAL CATACOMBS/CAVERN - CONTINUOUS**

Smolder glares around at the cavern walls.

**SC. 9 - INT. CRYSTAL CATACOMBS/CREEPY CAVERN - CONTINUOUS**

Yona looks nervously at the dark shadowy caves.

**SC. 10 - INT. CRYSTAL CATACOMBS/CHANGELING HIVE - CONTINUOUS**

Ocellus hears the familiar buzzing of changeling drones in the background

**SC. 11 - INT. CRYSTAL CATACOMBS/BENEATH MT. ARIS - CONTINUOUS**

Silverstream grins as she explores the familiar caverns.

67                   SILVERSTREAM  
Mt. Aris! Headmare Twilight sent me  
home?

Pools of water around her lead down to Sequestria. Cave entrances lead out to the top of Mt. Aris. She stops, suddenly horrified.

68                   SILVERSTREAM (CONT'D)  
Wait. Am I SUSPENDED?! Hello?  
Anygriff here? Hmm. They must be  
topside.

Silverstream flies along a corridor towards an exit. The sound of a marching army stops her. She glances around nervously, recognizing the noise (SFX from STORM CREATURES from the MLP MOVIE).

Panicked, she transforms into seapony form and dives into a pool of water to hide behind a rock. She peeks around the edge. Shadowy images of STORM CREATURES (we never see actual creatures) flicker on the cavern walls moving steadily towards her.

With a deep growl, the shadowy image of THE STORM KING appears, eyes glowing red.

69                   SILVERSTREAM (CONT'D)  
THE STORM KING?! He's BACK?!

**SC. 12 - INT. CRYSTAL CATACOMBS/PUZZLE ROOM**

Gallus examines the room. There's no exit, but tiny cracks let beams of light shine down all around him. MOST of the lightbeams are natural sunlight, but SOME of them are the purple of the Elements of Harmony rainbow. He's nervous but trying not to show it.

70                   GALLUS  
Big room. No exits. Big deal.

He takes a step out of the shadows and into one of the beams of light. There's a grinding noise and the walls and ceiling close in on him. The room gets smaller. Gallus freezes.

71                   GALLUS (CONT'D)  
Not. Cool.

Gallus looks around the room at all the criss-crossing beams of light. He's breathing heavy. He does NOT like small spaces.

**SC. 13 - INT. CRYSTAL CATACOMBS/CREEPY CAVERN - CONTINUOUS**

Yona gallops through the dark and ominous cavern.

72                   YONA  
WHERE YONA'S FRIENDS GO?!

She turns a corner and runs through cobwebs. She shakes them off violently and backs up.

73                   YONA (CONT'D)  
GROSS!!

She turns, but the corridor behind her is now ALSO filled with cobwebs.

She turns back, gulps and walks gingerly forward, avoiding the cobwebs.

74                   YONA (CONT'D)  
Nothing for yaks to be afraid of.  
Just empty cave. Nothing in here  
can hurt--

A skittering noise stops her. She looks back nervously.

75                   YONA (CONT'D)  
Yona...

As she proceeds further into the cavern, blinking red eyes appear as dozens of spiders crawl after her.

**SC. 14 - INT. CRYSTAL CATACOMBS/CAVERN - CONTINUOUS**

Smolder wanders around the cavern, annoyed.

76                   SMOLDER  
Things like this just don't happen  
in the Dragonlands.

She turns a corner and interrupts... a tea party!? Two uncomfortably cute, vapid, STEPFORD PONIES wearing stupidly cute costumes pour tea and talk about literally nothing.

77                    STEPFORD PONY #1  
...And I told her she was the  
cutest pony of all ponies!

They GIGGLE, then turn to see Smolder staring at them in confusion.

78                    STEPFORD PONY #2  
Aren't you just the most ADORABLE  
thing? Come join us!

79                    SMOLDER  
No. On so many levels no.

Smolder flies off as quickly as possible. She zigs and zags through the corridors and comes out...

At the exact same tea party, with the exact same ponies. She looks around confused. The ponies wave at her.

80                    STEPFORD PONY #1  
Come sit by me and let's compliment  
each other!

Smolder backs away. She leaps up and flies away again.

#### **SC. 15 - INT. CRYSTAL CATACOMBS/CHANGELING HIVE**

Ocellus explores the half crystal catacomb/half changeling hive caverns.

Two changelings fly towards her. But they aren't new, transformed changelings. These are OLD SCHOOL EVIL CHANGELINGS.

81                    OCELLUS  
                          (horrified)  
Why do you look like that?

82                    CHANGELING #1  
What do you mean? We all look the  
same.

83                    OCELLUS  
Not me.

The changelings exchange looks.

84                   CHANGELING #2  
Of course not you... your majesty.  
We'll go drain the love from those  
pathetic ponies in Ponyville just  
as your ordered!

Confused, Ocellus turns towards a crystal column. In the reflection, QUEEN CHRYSALIS stares back at her.

Off her shock, the camera spins around and we see Ocellus has transformed into Chrysalis!

The changelings fly off as Ocellus looks at her swiss cheese hooves in horror.

85                   OCELLUS  
N-no. NO!!!!!!

**SC. 16 - INT. CRYSTAL CATACOMBS/TUNNEL**

Sandbar walks calmly through the catacombs. He turns a corner. RARITY and RAINBOW DASH are waiting.

86                   RARITY  
Oh, thank HEAVENS we've found you!

87                   RAINBOW DASH  
There's an emergency and we need  
YOU Sandbar!

Sandbar's eyes go wide. He's been waiting his whole life to hear that.

88                   SANDBAR  
(ecstatic)  
My first friendship adventure! Yes!  
Count me in! I've been waiting for--  
(then)  
Wait. The others...

89                   RAINBOW DASH  
We don't need them! We need you!  
Come on!

They rush down the corridor, Sandbar briefly considers, then takes off right behind them.

**SC. 17 - INT. CRYSTAL CATACOMBS/PUZZLE ROOM - CONTINUOUS**

Gallus carefully moves between the beams of light towards the side of the room. He examines the walls, looking for any kind of crack or opening but there's nothing.

He brushes moss to the side, looking for any clues. The tip of his wing blocks the edge of a beam of light.

Another <GRINDING> noise and the walls close in. It's getting tight. Gallus wraps his wings around himself protectively, afraid to move.

90                   GALLUS  
Come on Gallus. Get it together.  
Deep breaths.

He breathes deeply. Dust gets in his beak. He sneezes, knocking his body back into another beam of light. <GRINDING>. The room shrinks.

Gallus POV. The room goes in and out of focus as he panics. He shakes his head, clearing his vision. He studies the room.

91                   GALLUS (CONT'D)  
Okay, if this is a test there's got  
to be a way out. It's just a  
puzzle... that will squash you if  
you don't figure it out.

Something bright shines in Gallus' eyes, catching his attention. A sliver of light shines through a small crack at the bottom of one of the walls, it's EoH purple. It's also MUCH too small for him to crawl through. Gallus looks around the room and notices that some of the beams of light are the same color as the opening.

He VERY carefully (and comically) maneuvers around the room, avoiding blocking any of the beams of light. He reaches a purple beam. He gulps and waves his claw through it, blocking the light. There's a <GRINDING> noise. The crack opens a bit wider!!! Gallus looks around at the purple beams spread around the room.

92                   GALLUS (CONT'D)  
No pressure....

He moves around the other beams to get to the purple beams, but not always successfully. Each purple beam he blocks opens the exit a bit wider, but each regular beam he accidentally blocks causes the room to shrink. Gallus breathes heavily as the room gets smaller and literally presses in on him, but the crack gets steadily wider.

Finally with the room about to squeeze completely shut there are two beams left, one regular, one purple, Gallus carefully waves his back paw under the purple beam. The exit opens enough for him to push himself through the opening and out. His tail blocks the remaining regular beam of light as he goes, collapsing the room behind him.

**SC. 18 - INT. CRYSTAL CATACOMBS/CAVERN**

Smolder flies into a cavern where... the two Stepford ponies are still having a tea party! She breathes fire in frustration.

The ponies sip their tea. Smolder rolls her eyes and walks over to them.

93                   SMOLDER  
Look. I have to get out of here and find my friends, so just tell me what I have to do to pass this test. I'm not afraid of anything.

94                   STEPFORD PONY #2  
(to Stepford 1)  
I don't know. Seems like she's afraid to be cute and adorable doesn't it?

95                   STEPFORD PONY #1  
Or maybe she's just afraid to admit she likes being cute and adorable...

The other pony nods solemnly. Smolder looks around to make sure no one else is around. She sits at the table and smiles (which is a bit scary with her teeth).

96                   SMOLDER  
Just this once... <AHM> (then, sweetly) May I have some tea?

97                   STEPFORD PONY #1  
Oh, but you can't have tea if you aren't dressed for it!

Smolder cringes. She looks around AGAIN, making SURE she is alone.

98                   SMOLDER  
Okay. But... let's keep this between us?

The ponies grin. It's 10% cute/90% demonic.

SMASH CUT TO:

Smolder in a tutu, tiara and full make up. She holds a tea cup with her pinkie claw sticking out. Shockingly, she smiles, pleased. It's pretty obvious she likes it.

**SC. 19 - INT. CRYSTAL CATACOMBS/CREEPY CAVERN**

Yona races though the cave. Spiders are everywhere.

She leaps up onto a rock and stomps her hooves to keep the spiders at bay.

Several spiders lower themselves on webs and land on Yona. She <SCREAMS>.

She leaps off the rock and keeps running, but ahead of her are even MORE webs. She spins around, spiders are everywhere.

99                    YONA  
YONA NEED HELP!!! WHERE YONA'S  
FRIENDS WHEN YONA NEEDS THEM?!

Yona collapses with her hooves over her eyes. The spiders all stop in a circle around her. Yona peeks out at them, the spiders all stare back, not moving. One little spider, takes a few cautious steps forward and cocks her little spider head and squeaks a question in spider-speak.

Yona nervously waves a hoof at the spider. She squeaks and the spiders all skitter forward. Yona <SCREAMS> and scrambles backwards. The spiders stop. Yona forces a smile.

100                   YONA (CONT'D)  
Yona no mean to scream. Yona love  
making friends. Spiders... friends?

She holds out a hoof to the spiders. The little spider skitters onto her hoof. Yona cringes but allows it. The spider squeaks again in spider-speak.

101                   YONA (CONT'D)  
What little spider say?

**SC. 20 - INT. CRYSTAL CATACOMBS - CONTINUOUS**

Gallus flies into the main room. The exit to the library is smaller than it was, but still big enough to get through.

Smolder comes rushing out of another corridor, joining Gallus. She's still in her teatime outfit.

101A GALLUS  
What happened to you?

101B SMOLDER  
What happened to you?

Smolder realizes what she is wearing and quickly rips it off and wipes the make-up away.

102 SMOLDER  
You never saw ANY of that, got it?

Gallus nods. They look at the exit, then look at each other.

103 GALLUS  
Maybe the others got out already  
and we're the last ones?

104 SMOLDER  
(sarcastic)  
Yea. That totally seems like  
something they would do.

Gallus looks at the small exit and <GROANS>.

105 GALLUS  
ANY other dragon or griffon would  
save themselves and get out of this  
crazy cave.

They stare at each other.

106 SMOLDER  
Guess we aren't just ANY dragon and  
griffon anymore.

107 GALLUS  
Guess not. You go that way. I'll  
check over there.

They fly back into the catacombs to find the others. The exit  
gets smaller. Time is running out.

**END ACT TWO**

**ACT THREE**

**SC. 21 - INT. CRYSTAL CATACOMBS/TUNNEL**

Rarity and Rainbow Dash run through the tunnel. Sandbar  
wavers.

108 SANDBAR  
I really should find my friends...

Rainbow Dash and Rarity stop and look at each other. They  
turn to him.

109 RARITY  
Dear, it was so generous of you to  
take time to teach those other  
creatures about friendship.

110           RAINBOW DASH  
But if you're going to join us and  
do something that REALLY makes a  
difference, we need to know where  
you're loyalty lies.

111           RARITY  
You DO want to impress us, don't  
you Sandbar?

Sandbar nods. They both turn and rush off. Sandbar follows,  
but something seems off about all of this.

**SC. 22 - INT. CRYSTAL CATACOMBS/CHANGELING HIVE - CONTINUOUS**

Smolder flies through the caverns and notices the walls  
becoming more changeling hive-like. She turns around a corner  
and runs into two changelings. They hiss at her.

She breathes fire at them. They rush off. Smolder hears  
<SNIFFLING>.

112           SMOLDER  
Ocellus?

113           OCELLUS (O.S.)  
Go away.

114           SMOLDER  
We're still in those weird caves  
beneath the school! We've got to  
get out of here!

A beat. Then Ocellus (as Chrysalis) comes out from behind  
some rocks.

115           SMOLDER (CONT'D)  
Chrysalis! Where's Ocellus?!?!?

Ocellus/Chrysalis' lip quivers and she bursts into tears.

116           OCELLUS/CHRYSALIS  
It's me! I'm HIDEOUS!

Off of Chrysalis/Ocellus' bawling...

**SC. 23 - INT. CRYSTAL CATACOMBS - RESUME**

Gallus flies frantically through the crystal corridors. He  
passes a cavern but stops when he hears a <SPLASH>.

He flies down the corridor.

**SC. 24 - INT. CRYSTAL CATACOMBS/BENEATH MT. ARIS**

Gallus flies over an underground pond.

117           GALLUS  
Hello?! Where are --

Silverstream (in seapony form) leaps out of the water, grabs Gallus and pulls him down.

118           SILVERSTREAM  
SHHHHH! The Storm King will hear  
you!

119           GALLUS  
The Storm King?! He was defeated.  
We're still under the school. This  
is all just some crazy test!

<GROWLS> and <MARCHING> cause them both to turn. Gallus sees the silhouettes of Storm Creatures, and behind them the larger silhouette of The Storm King with glowing red eyes.

120           GALLUS (CONT'D)  
Okay, that's horrifying.

Silverstream backs into the shadows to hide.

121           SILVERSTREAM  
I can't find any hippogriffs or  
seaponies. They must all be  
captured.

Gallus studies the marching army. Always in shadow, JUST out of sight. He flies up to get a closer look (but not TOO close).

122           SILVERSTREAM (CONT'D)  
(whisper yelling)  
Gallus! Get back down here!

123           GALLUS  
It's not real.

124           SILVERSTREAM  
(panicking)  
Yes it is! He's back and I'm never  
going to see another sunset or fly  
through a cloud bank or study  
plumbing. He's going to take away  
everything I love. I'm going to be  
trapped down here forever.

"Trapped" strikes a chord with Gallus.

125           GALLUS  
I'm afraid of being trapped too.  
I'm scared of small spaces.

126           SILVERSTREAM  
Really?

127           GALLUS  
Yeah. And I was stuck in a room  
that kept shrinking. But I realized  
I had to face my fear and I found  
the way out. This is your test. He  
isn't really here.

The <GROWLING> intensifies.

128           SILVERSTREAM  
But what if he is?

Gallus looks back at the scary shadows. He smirks.

129           GALLUS  
Then tell him exactly what you  
think of him.

Silverstream looks at the shadows and takes a deep breath.  
She transforms to a hippogriff and flies into the air. She  
looks down at Gallus who gives her a claws up.

130           SILVERSTREAM  
H-hey! Storm King! You're nothing  
but a big ole bully with a silly  
name and a goofy crown!

The growling gets louder but he doesn't come any closer.  
Silverstream gains confidence.

131           SILVERSTREAM (CONT'D)  
You thought you could scare us into  
doing whatever you wanted! But we  
learned that together we're  
stronger than you! And now that  
we're rid of you, we're gonna soar  
through the sky and go on  
adventures and never give you  
another. Thought. Ever!

She gets louder and louder throughout her speech. As she  
finishes, the shadow Storm King's "head" topples over!  
Silverstream flies closer and sees that it was nothing but a  
pile of rocks in the shape of Storm Creatures and The Storm  
King. There's nothing else there.

132 SILVERSTREAM (CONT'D)  
Haha! I did it! I TOLD him!  
(to the rock piles)  
I TOLD YOU!

She hugs Gallus tightly. He hugs her briefly then-

133 GALLUS  
Ok, hug time later. We still have  
to get back to the library.

They fly past the remaining piles of rocky "Storm Guards".

A beat later Silverstream flies BACK into frame, kicks one of the piles and rushes back out.

**SC. 25 - INT. CRYSTAL CATACOMBS/CHANGELING HIVE - CONTINUOUS**

Smolder examines Ocellus/Chrysalis in the Changeling hive.

134 SMOLDER  
You're a changeling. Just change  
back.

135 OCELLUS/CHRYSALIS  
I can't.

She shows Smolder. She tries to change, but just pops back to Chrysalis.

136 OCELLUS/CHRYSALIS (CONT'D)  
Maybe my past was so horrible it's  
still inside me just waiting to  
come out again.

137 SMOLDER  
That's ridiculous. That's not who  
you are anymore. You've changed.

138 OCELLUS/CHRYSALIS  
Maybe we can't really change THAT  
much.

A beat. Ocellus is really bummed.

139 SMOLDER  
(blurts out)  
I like cute, silly stuff!

Ocellus/Chrysalis looks at Smolder, confused.

140 OCELLUS/CHRYSALIS  
I'm sorry-- What?

141 SMOLDER  
DO NOT tell the others! But ever since school started, I've realized that...sometimes I kinda don't mind cute stuff.

Ocellus/Chrysalis' eyes go wide, and she bursts out laughing (which is super strange, but also kind of cute). Smolder glares at her and she covers her mouth.

142 SMOLDER (CONT'D)  
If a dragon like me can admit she likes... tea parties, that's PROOF we can change. (beat) I was gonna invite you to a top secret tea party with me, but if you want to stay down here...

143 OCELLUS  
OH, NO I WANNA COME!

Ocellus/Chrysalis leaps forward and transforms back into her regular, adorable self. Smolder looks at her and smiles.

144 SMOLDER  
I thought that might work. Come on, let's go!

145 OCELLUS  
But we ARE having a tea party later right?

They rush out of the cavern together.

**SC. 26 - INT. CRYSTAL CATACOMBS - CONTINUOUS**

Smolder and Ocellus fly into the main cavern and see Gallus and Silverstream at the exit. It's almost completely shut.

146 SILVERSTREAM  
Where's Yona and Sandbar?

147 SMOLDER  
We aren't leaving without them.

A <SKITTERING> noise gets louder and louder. Suddenly Yona comes rushing out of a cave covered and surrounded by spiders!

148 YONA  
YONA FIND YOU GUYS!!!!

Gallus, Silverstream, Ocellus and Smolder all leap into the air to avoid the spiders.

149 SILVERSTREAM  
Hey Yona. Who's your... spider army?

150 YONA  
Yona always scared of spiders but then Yona meet Spindle!

One tiny spider on Yona's hoof, SPINDLE, waves a leg.

151 YONA (CONT'D)  
Yona realize no reason to be afraid! Spiders and yak friends! So Yona ask new friends for help finding old friends!

152 GALLUS  
Do you think your new friends can help us find Sandbar?

Yona looks down at Spindle. Spindle squeaks in spider-speak to the other spiders. They all skitter down a tunnel.

153 SMOLDER  
Of all the strange things that have happened tonight, that's the strangest right?

They follow Yona's spiders.

#### **SC. 27 - INT. CRYSTAL CATACOMBS/TUNNEL**

Rarity and Rainbow Dash hurry. Behind them, Sandbar comes to a decision. He stops running.

154 SANDBAR  
Okay. Enough. I'm not going anywhere without my friends.

Rarity and Rainbow Dash turn on him. They're mad.

155 RAINBOW DASH  
So you don't care about anypony but your friends? Are you really that selfish?

156 RARITY  
Honestly, you really are such a disappointment.

Sandbar glares at them defiantly.

157           SANDBAR  
I've always looked up to you. You would never turn your back on each other. That's what makes you strong. And now I have a group of friends that I think is every bit as amazing as yours. If I have to give up on them to make you proud, then you aren't the ponies I thought you were. I don't care if I disappoint you. You disappoint me.

Rarity and Rainbow Dash smile and in a <FLASH> of light, disappear.

Sandbar looks around and sees Gallus, Smolder, Ocellus, Yona, Silverstream and dozens of spiders standing behind him.

158           SILVERSTREAM  
Did you just tell our professors you were DISAPPOINTED in them!?

159           SANDBAR  
Something tells me those weren't ACTUALLY our professors. Besides, they tried to get between me and my friends!

160           SMOLDER  
That's all very sweet.  
(then)  
Now can we PLEASE get out of here?

As they all rush off...

161           SANDBAR  
Why is Yona covered in spiders?

**SC. 28 - INT. CRYSTAL CATACOMBS - CONTINUOUS**

They rush over to the exit. It's REALLY tiny. They can't get through.

162           SPARKLY TWILIGHT (O.S.)  
Hello.

They turn to see Sparkly Twilight standing behind them.

163           SANDBAR  
You! You're not Headmare Twilight are you?

Sparkly Twilight smiles and shakes her head. Ocellus looks at the roots, then back at Sparkly Twilight and makes a realization.

164            OCELLUS  
You're the Tree of Harmony!

Sparkly Twilight nods.

165            SILVERSTREAM  
The Tree of Harmony turned into a sparkly version of our headmare to talk to us?! Did I miss a chapter in class?

166            SPARKLY TWILIGHT  
Like all living things, I change as I grow. As I have grown, so have my abilities.

167            GALLUS  
I'm a bit rusty on Pony History but since when does the Tree of Harmony trap creatures in a cave with their biggest fears?

168            SPARKLY TWILIGHT  
You chose what you saw in my roots, not me. You saw what you needed to see.

Sandbar gets it.

169            SANDBAR  
Our friendship got us past our fears!

Sparkly Twilight nods again.

170            SPARKLY TWILIGHT  
You were more concerned with each other's well being than your own. You were strong when your friends were weak. You let each other in and showed that you would be there for each other no matter what.

Sparkly Twilight smiles at Gallus.

171            SPARKLY TWILIGHT (CONT'D)  
Friendship is in your nature. You are ready.

There's a bright <FLASH> of light. When it fades, the entrance back up to the library is open and Sparkly Twilight is gone.

172 SILVERSTREAM  
Ready for what?!

173 SMOLDER  
Ready to get OUT of here.

As they rush towards the exit.

174 GALLUS  
We just learned a friendship lesson  
from a tree didn't we.

**SC. 29 - INT. TWILIGHT'S SCHOOL/LIBRARY-CONTINUOUS**

They crawl out of the hole in the floor and look around. Cozy Glow peaks out at them nervously from behind a stack.

175 COZY GLOW  
(visibly relieved)  
You're-- you're all right! I came  
back with my notes and saw this and  
I didn't know what to think.

176 SILVERSTREAM  
We're BETTER than ALL RIGHT! We  
just got tested by the Tree of  
Harmony! And we TOTALLY passed!

Cozy looks at the roots sticking out of the hole in awe.

177 COZY GLOW  
The Tree of Harmony? Here?

178 SILVERSTREAM  
Yea! Well. BELOW here. Under the  
school! We found this and went down  
and met the Tree and Gallus was all  
"friendship is NOT in our nature"  
and the tree was like whaaaaaat?  
And it tested us!

179 SMOLDER  
Long story short. Friendship IS in  
our nature. The Tree said so.

180 GALLUS  
And in Equestria if a Tree says it  
you KNOW it's true.

181           OCELLUS  
I guess we should tell somepony  
there's a giant magical hole in the  
library.

With a <FLASH> of light, the Tree is gone and everything is left as it was before.

182           OCELLUS (CONT'D)  
...or not.

183           SANDBAR  
We have to tell our professors  
about this! They won't believe--

184           COZY GLOW  
YOU CAN'T!!!!

They all look at her.

185           YONA  
Why no?

186           COZY GLOW  
Because... it's my fault! I was...  
mean before. You were all getting  
along so well and I felt left out.  
I was jealous. And it upset you so  
much the Tree of Harmony had to  
test you! I'm gonna get expelled  
for sure! Cozy Glow, the friendship  
breaker.

She buries her face in her hooves, then looks up panicked.

187           COZY GLOW (CONT'D)  
PLEASE don't tell anypony about  
this! Especially the Professors!  
PLEASE! PLEASE! PLEASE! PL-

Smolder covers Cozy's face with her claw.

188           SMOLDER  
Okay! <YAWN> I'm actually too tired  
to do anything right now.

189           SANDBAR  
<YAWN> Yeah. But we can't go to  
sleep. We'll miss the test.

Gallus groans AND yawns.

190           GALLUS  
<YAWN> The TEST! I almost forgot.

191           OCELLUS  
<YAWN> We're all gonna fail...

Silverstream and Yona all lean against each other sound asleep. Cozy looks around, eager to please.

192           COZY GLOW  
What if I tell Professor Sparkle I needed help organizing these books and you all were kind enough to pitch in? I'll get you an extension.

193           SANDBAR  
<YAWN> Thanks Cozy. That's nice of you.

194           COZY GLOW  
I'm just so sorry I caused all of this. You're such good friends. I'm sorry I ever doubted you.

Silverstream talks in her sleep.

195           SILVERSTREAM  
Mmmm. Noprob...Friendship is....  
Zzzzzzz.

196           COZY GLOW  
You get some rest. Don't give any of this another thought. Just let Cozy take care of everything...

The creature's stumble out of the library, exhausted. Cozy watches them go. Once she's alone, she looks down into the grate with interest... the glowing lights from the Tree of Harmony reflect in her eyes as we...

FADE OUT

**END**

\*