

As Recorded
July 8/15
@ DeK's
(takes 33-130)

As Recorded
June 17/15
@ DeK's
T.S. (takes 1-32)
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We need to pick up:

Cathy Weseluck } As Recorded
@ Spike } July 29/15
@ DeK's
(takes 131-241)

We need to pick up:

Thorax } As Recorded
Aug 12/15
@ DeK's
(takes 1-72)

We need to pick up:

Tabitha St. Germain } As Recorded
@ Baby } Aug 19/15
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(takes 1-4)

MY LITTLE PONY 6

"The Times They Are A Changeling"

Episode 617

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TEASER

SC. 1 - EXT. EQUESTRIAN COUNTRYSIDE - DAY

ESTABLISHING the FRIENDSHIP EXPRESS as it chugs across the FROZEN NORTH.

1 2 ③ TWILIGHT (O.S.)
I hope Shining Armor and Princess
Cadance don't think it's too soon
for me to come back to the Crystal
Empire for a visit...

SC. 2 - INT. THE FRIENDSHIP EXPRESS - CONTINUOUS

TWILIGHT turns from the window to STARLIGHT.

2 TWILIGHT
...but I just know Flurry Heart has
grown so much already. I wonder if
I'll even recognize her.

3 33 STARLIGHT ③④
(teasing)
She's the only baby they have,
Twilight. I think it'll be pretty
easy to figure out who she is.

Twilight gives Starlight a look.

4 STARLIGHT (CONT'D)
Sorry, I know you want to visit
your niece as much as possible and
I'm excited to see Sunburst again.
I just don't want to fall behind on
my friendship lessons back home.

1 5 ② TWILIGHT
Starlight, your work in Ponyville
isn't going anywhere. Besides, I
think we all know you can learn
about friendship anywhere, right
Spike?

Both Twilight and Starlight turn to look--

PULL BACK TO REVEAL: SPIKE has been sitting next to them,
just off-camera, the whole time. Spike is wearing a TRENCH
COAT (collar up), dark SUNGLASSES, and a HAT (the brim down).

Under their combined gaze, Spike looks uncomfortable and
shrinks down in his seat.

4AB
3A

5ABC
38ABC
5A

131 6 132 SPIKE
(silly disguised voice)
Spike? Who's Spike?

Twilight and Starlight share a look, like: *really?*

7 33 34 STARLIGHT
You're Spike, Spike. And why are
you dressed like that?

Spike realizes he's BUSTED. He raises his glasses.

131 8 132 SPIKE
Guys! You're blowing my cover. How
did you even know it was me?

9 33 34 35 STARLIGHT
Because you're YOU-- in a coat,
hat, and glasses. Also, we're the
only ones here.

PULL FURTHER BACK TO REVEAL: The train car is empty except
for the three of them.

131 10 132 133 SPIKE 134
Right. I should probably find a wig
too.

Spike starts digging through his bag.

1 11 2 TWILIGHT
Spike, why do you need a disguise?

131 12 SPIKE 134
The last time we came to the
Crystal Empire there was a lot
going on with the new baby and the
Crystalling, but I still got mobbed
in the street.

13 33 35 STARLIGHT 36
I wouldn't say "mobbed."

131 14 SPIKE 134 135
And this is just a family visit. I
wouldn't want the presence of
"Spike the Brave and Glorious" to
turn it into some kind of circus.

15 33 35 STARLIGHT 37A
We get it. The Crystal Ponies adore
you.

1 16 (2) TWILIGHT
 He did save the Empire. Twice.
 (to Spike)
 But still, I don't think your
 presence will turn our visit into a
 circus.

Spike pulls out a big, curly wig.

131 17 135AB SPIKE (136)
 Not if I find the right disguise,
 it won't.

As Twilight and Starlight share a dubious look...

END TEASER

MAIN TITLE

ACT ONE

SC. 3 - EXT. CRYSTAL EMPIRE TRAIN STATION - MOMENTS LATER

Twilight, Starlight and Spike (still in "disguise") exit the train to see-- NOBODY. The station is EMPTY. They all look around, confused.

39 18 40 41 STARLIGHT (42)
 Disguise or not, Spike, I don't
 think you need to worry about being
 mobbed. No pony's here.

Spike tilts down his sunglasses.

137 19 138 SPIKE
 The station's usually so busy.
 Where is everypony? It's like a
 ghost town.

Twilight has a look of concern in her eyes.

20 6AB TWILIGHT (7AB)
 I've got a bad feeling about this.

SC. 4 - EXT. CRYSTAL EMPIRE - STREETS - CONTINUOUS

Twilight, Starlight, and Spike (still disguised) look around as they walk through the empty city. Nervous eyes peer out from shuttered windows.

43 21 44 (45) STARLIGHT
 Yeah, this is weird.
 ↓ ↓ ↓

22 SPIKE
I guess I don't need the disguise
after all.

Spike takes off his wig, hat and glasses. INSTANTLY there's a
<SQUEAL OF JOY> from off-screen!

CRYSTAL PONY 1 (O.S.)
It's Spike, the Brave and Glorious!

SUDDENLY there's a FLOOD of CRYSTAL PONIES! They RUSH in,
seemingly out of nowhere, and LIFT Spike onto their
shoulders!

CRYSTAL PONY 2
He's come to save us yet again!

CRYSTAL PONIES
<CHEERING> Spike! Spike! Spike!...

The crowd cheers. Twilight and Starlight share a surprised
look.

26 SPIKE
Absolutely!
(then)
Save you from what?

27 STARLIGHT
Yeah. What's going on?

28 TWILIGHT
Why was everypony hiding?

SUDDENLY the whole crowd goes SILENT as everypony turns to
eyeball Twilight and Starlight. One of the Crystal Ponies
turns to another.

29 CRYSTAL PONY 1
(sotto)
It sure looks like Princess
Twilight Sparkle and her pupil.

30 CRYSTAL PONY 2
(sotto)
But how can we be sure?!

31 CRYSTAL PONY 3
(sotto)
We can't. Either one of them could
be the-- you know...

54B
33A

44.32 45 46 CRYSTAL PONY 1 47 48
<GASP> What if this isn't... the
real Spike?!

33 CRYSTAL PONY 2 52 53
EVERYPONY RUN!!!

With that, the ponies PANIC and drop SPIKE to the ground!

145 34 147 SPIKE
Ouch!

With a <WHOOSH> the Crystal Ponies are all GONE! Starlight
and Twilight look around-- it's like a ghost town again.

35 10 16 TWILIGHT
Okay. Something strange is
definitely going on.

Spike stands, rubbing his hind quarters.

145 36 146 147 SPIKE
You think?

SC. 5 - EXT. CRYSTAL CASTLE - MOMENTS LATER

As Twilight, Starlight and Spike approach, they see CRYSTAL
PONY GUARDS stationed around the Castle. Twilight walks up
and two of the Guards blocks her path.

55 37 56 GUARD 1
Who goes there?

38 STARLIGHT
Um... you don't recognize the
Princess of Friendship?

39 GUARD 1
Of course we recognize her.

40 GUARD 2
But that doesn't mean it's really
her.

Twilight and Starlight share a confused look, but Spike puts
up a claw and strides forward.

41 148 149 SPIKE 150
I'll take care of this.
(to the soldiers)
It's okay, guys. They're with me.
(MORE)

148 149 150 SPIKE (CONT'D)

And any friend of Spike the Brave
and Glorious is a friend of the
Crystal Empire, right?

55 42 56 57 GUARD 2

(to Guard 1)

It does look like him.

43 GUARD 1

(to Guard 2)

Well, it would, wouldn't it?

(back to the others)

I'm sorry, but we'll need to see
some proof of identification.

Spike stares up at the guards, stunned. Then...

44 CADANCE (O.S.)

We'll take care of things from
here.

All turn to see PRINCESS CADANCE, SHINING ARMOR, and FLURRY
HEART, in a FOAL CARRIER being floated along by SUNBURST. The
Guards part to let them get close.

45 11 12 TWILIGHT

Cadance, thank goodness! What's
going on?

55 46 57 58 SHINING ARMOR 63 64 65

We can explain, Twilly-- If it
really is you. We just need to make
sure.

Twilight looks on confused as Cadance steps forward.

47 CADANCE 71 72 74

"Sunshine, Sunshine--"

Twilight joins in, clapping hooves with Cadance, and shaking
her tail.

48 11 12 TWILIGHT AND CADANCE

"--Lady bugs awake! Clap your
hooves and do a little shake!"

Shining Armor turns to the guards.

49 58 SHINING ARMOR

It's okay, everypony. It's her.

Everypony relaxes as Shining Armor hugs his sister. Cadance
also steps forward for an embrace. Starlight looks to
Sunburst.

Guards
69 13AB
498
496
70
Twilight

55 50 (58) STARLIGHT
Of course it's her. What's all this about.

51 SUNBURST
A Changeling's been spotted nearby.

52 11 12 TWILIGHT (57) (C)
A Changeling!?

53 (51) (AC) SPIKE
Um... That's not good.

55 54 58 CADANCE 61 (62)
No. It's not. After Queen Chrysalis took my place at our wedding and invaded Canterlot with her army of minions, we're not taking any chances.

55 (58) SUNBURST
Changelings feed off of love, and ever since Flurry Heart's Crystalling, the Empire is filled with more love than anywhere in Equestria. It's possible they've come for the baby.

56 SHINING ARMOR
That's why we've posted the extra guards and why we're--

57 11 12 TWILIGHT 16 (17)
(finishing)
--checking everypony's identity.

55 58 58 (59) CADANCE
I'm sorry for all of this. Flurry Heart's really been looking forward to seeing you.

(12) (58) Flurry Heart nuzzles her face over the side of the foal-carrier and makes cute <BABY GURGLES> at Twilight.

59 11 (12) (16) TWILIGHT
Oh! She's gotten so big! Starlight and I will do whatever we can to help protect her.

55 60 (59) CADANCE
To be honest, having you here is already a big relief.

As Twilight, Starlight and Spike gather around the baby,
Guard 1 approaches Shining Armor.

55 61 59 (60) GUARD 1
<WHISPER, WHISPER>
Shining Armor looks to Spike.

62 SHINING ARMOR
Um... the Royal Guards were
wondering if Spike, the Brave and
Glorious, would like to join in the
search for the Changeling.

152 63 (153) SPIKE
(shocked)
Really?

64 11 (12) TWILIGHT
I don't know if that's such a good
idea, Spike. It sounds dangerous.

Spike looks from Twilight to the expectant faces of the
guards.

152 65 153 SPIKE (154)
Come on, Twilight! This is Spike
the Brave and Glorious you're
talking to. Have you ever known me
to run from danger?

66 11 (12) TWILIGHT
Ummm...

55 67 59 SHINING ARMOR
(to Twilight reassuring)
He'll be safe with our guards.

157 68 (153) SPIKE
(puffing up)
Or will your guards be safe with
me?

Off Twilight's eye roll as Spike marches off with the excited
guards...

SC. 6 - EXT. FROZEN NORTH - DAY

Spike strides at the head of the guards as they leave the
city and head into the windswept snowy plains of the Frozen
North. The main Guard turns to him.

77 69 78 GUARD 1
Spike, the Brave and Glorious. You
have faced the evil Changelings
before. What can you tell us?

155 70 156 159 SPIKE 159
(fumbling)
Oh. Um... Well, they are
Changelings, so... they can, ah,
change.

77 71 78 GUARD 1
(calling out)
Do you hear that? These monsters
can look like any of us, so be on
guard, guards. Even more than
normal.

72 ALL GUARDS 75 76 78
<RALLYING CHEERS>

155 73 156 157 SPIKE
And they could be anywhere...

Spike's confidence grows as he looks out at the flanks of
guards, hanging on his every word.

74 SPIKE (CONT'D)
So we should cover as much ground
as possible.
(to one group)
You, search that way!

Half the guards ride off. Spike looks to the other eager
group.

75 SPIKE (CONT'D)
And you search that way!

Spike points in the opposite direction and immediately the
remaining guards take off in a cloud of snow. When the cloud
clears, Spike realizes he's alone.

76 SPIKE (CONT'D) 158
Aaaand I'll just search here, I
guess.

He looks out at all the snow.

77 SPIKE (CONT'D)
Not many places to hide.

Spike notices a ROCK sticking out of the frozen ground.

155 78 158 SPIKE (CONT'D)
Unless there's a Changeling under
that rock. Heh, heh, which is
ridiculous.

Spike starts to move on, but stops suddenly.

79 SPIKE (CONT'D)
Unless that rock is a Changeling.

Spike walks up tentatively and gives the rock a little kick.
The rock does not respond.

80 160 SPIKE (CONT'D)
Okay, "rock", how do I know you're
really a rock?

The rock is silent.

81 SPIKE (CONT'D)
Not talking, huh? Well, you can't
fool me.

81 155 158 SPIKE
Spike rears back and gives the rock another kick, dislodging
it, as he slips on the ice and goes flying.

SC. 7 - EXT. FROZEN NORTH - OUTSIDE ICE CAVES - LATER

81 161 SPIKE
Spike tumbles HEAD OVER DRAGON-TAIL, down a slope, and into
an Ice Cave! The rock rolls next to him.

SC. 8 - INT. ICE CAVES - CONTINUOUS

Spike ROLLS down the sloping floor of the ice cave!

162 82 SPIKE
WHOA-WHOA-WHOA!

82 163 SPIKE
Spike heads for the edge of a CREVASSE with a SHEER DROP!

82 163 SPIKE
He reaches out and GRABS a stalagmite-like ICICLE that STOPS
HIM. The rock keeps rolling and tumbles off the drop. It
falls a LONG WAY before we hear it <HIT> bottom.

164 83 165 166 SPIKE (CONT'D)
Whew... Okay. I guess it was just a
rock. Thanks, Mr. Icicle--

<SNAP!> The icicle breaks off in his hands and he SLIDES
toward the edge!

164 84 166 SPIKE (CONT'D)
+FOR NOTHING!

171
84A

But Spike is able to SCRAMBLE up, his back legs CHURNING UP a pile of ice-shavings, like an embankment, that stops him from sliding further.

Safe now, Spike carefully climbs back up the sloping floor headed for the door.

167 85 SPIKE (CONT'D)
Okay. Maybe it's time Spike the
Brave and Glorious went back to,
ah, protect those guards--
<SURPRISED YELL>!

173
85A

Spike is surprised to catch a glimpse of what appears to be his OWN REFLECTION in an ICE WALL.

168 169 170 86 SPIKE (CONT'D)
Heh, heh. Just my reflection. I'm
glad nobody saw that. How
embarrassing!

Spike WAVES to himself - the reflection waves back. Spike strikes a pose.

172B 87 SPIKE (CONT'D)
(admiring himself)
Definitely brave. Obviously
glorious.

172B
87A

Spike dances a little JIG and the reflection dances too. Then Spike turns to go... But the reflection STAYS PUT.

Spike turns back, suddenly.

167 88 SPIKE (CONT'D)
Huh?

But the reflection goes back to matching him exactly.

Spike gets closer, peering into the reflection. The reflection gets closer too...

Spike jumps to the side, out of the ice wall/mirror's view, behind the cave mouth that frames the wall.

He carefully leans in and PEEKS AT THE ICE WALL/MIRROR. His reflection peeks back, matching his movements.

He springs forward and does a SILLY TROT across the ice wall/mirror before reaching the other side of the cave wall. His mirror version matches the move exactly.

174 89 SPIKE (CONT'D)
Just my imagination, I guess.

175
94

Spike turns to walk off, and his reflection does so too, but then... suddenly TRIPS, and falls out of the wall of ice-- There was never an ICE WALL/MIRROR at all!

Spike's double stands and brushes himself off.

176 90 SPIKE (CONT'D)
What kind of handsome trickster are you?

177 91 THORAX 3 ABC 4 AB 5
The Changeling kind.

178
91A

In a <BURST> of magic, the double suddenly TRANSFORMS into... A CHANGELING! It's forked tongue darting out with a HISS as Spike jumps back in terror.

179 92 SPIKE
AUGGGGGHHHH!

END ACT ONE

ACT TWO

SC. 9 - INT. ICE CAVES - RESUME

Spike cowers in fear as the Changeling (whom we'll come to know as THORAX) REARS UP over the dragon!

177 93 SPIKE
CHCHCHCHAAANGELING!!!

179 180
93A

Spike stumbles away quickly, down the slopped cave floor! The Changeling watches him, concern in his eyes.

181 94 THORAX 7 8 AB
No, wait! Come back!

181 182
94A

But Spike doesn't hear him! Breathing heavy, Spike jumps over rocks and ducks under icicles, in a general panic... Which causes him to trip over the ice embankment he dug earlier and slip right over the edge of the crevasse--

181 95 SPIKE 183
AAAAHHHHH!!

181
95A

Spike covers his eyes as he falls toward certain doom, but then stops, dangling in mid-air.

96 ¹⁸⁴ SPIKE ¹⁸⁵ (CONT'D)
This is unexpected.

PULL OUT to reveal - the Changeling is holding Spike by the tail. Thorax brings the surprised dragon back up and drops him onto solid ground.

97 ⁹ ¹⁰ THORAX ⁷¹ ⁷²
You really should watch where you're going. The ice is pretty slippery. I wouldn't want you to get hurt because of me.

Spike looks at the Changeling, confused.

98 ¹⁸⁴ SPIKE ¹⁸⁵
You... saved me?

99 ⁹ ¹⁰ THORAX ⁷¹
It's okay! you can run away now. I know you don't want to be friends.

Thorax turns and starts to fly away, but--

100 ¹⁸⁴ SPIKE ¹⁸⁵
Wait!

Thorax looks back, still hovering.

101 SPIKE ¹⁸⁶ (CONT'D)
I don't understand. Changelings are supposed to be evil, right?

Thorax lands in front of Spike.

102 ⁹ ¹¹ THORAX
Evil? Not me. All I've ever wanted is a friend...

SC. 10 - INT. CHANGELING HIVE - FLASHBACK

Inside a CHANGELING NURSERY HIVE several large EGGS start to SPLIT OPEN and reveal CHANGELING FOALS!

103 THORAX (O.S.)
...From the moment I first split my egg in the nursery hive.

The newborn Changelings instantly start <HISSING> aggressively at one another... except for NEWBORN THORAX, who seems shy, <HISSING> to himself.

12 103A 13
103B

PULL BACK TO REVEAL: QUEEN CHRYSALIS watching with dark pleasure written across her face.

103C The newborn Changelings all <GIGGLE/HISS>, ELATED by her presence-- except for Newborn Thorax who shrinks back.

SC. 11 - EXT. CANTERLOT - FLASHBACK

The Changeling Army follows Chrysalis into battle against the Canterlot Ponies (as seen in "A Canterlot Wedding - Part 2").

14 104 15 16 THORAX (O.S.)
I was part of the attack on
Canterlot during the Royal Wedding--

ANGLE ON: Thorax, reticent as he looks at two Canterlot Ponies, huddling together, protecting one another.

105 16 THORAX (O.S.) (CONT'D)
But I'd never seen true friendship
like that, and I couldn't just
steal it and feed on its love-- I
wanted to share it!

From the castle, white light expands in a heart-shape, casting Thorax and all the other Changelings out!

SC. 12 - INT. ICE CAVES - RESUME

Spike watches the emotive Changeling, moved by his story.

106 17 THORAX 18
After that, I knew I couldn't live
with my kind anymore. I set off
looking for love to share. But--

The Changeling looks to the ground, saddened.

107 187 SPIKE 188
But what?

14 108 THORAX 19 21
I haven't eaten in so long-- I'm
starving! And there's so much love
in the Crystal Empire right now.
It's what drew me here, but it's
driving me crazy!

109 187 SPIKE 188
That would be from the Royal
Crystalling.
(MORE)

14
109A
19AB

187 188 SPIKE (CONT'D)
It's pretty much a giant outpouring
of light and love for a new baby.

Thorax's stomach <GRUMBLES> and he <HISSES> uncontrollably.
Spike takes a step back.

110 18 20 THORAX
Sorry. I'm just so hungry. If I had
a friend, maybe the love we shared
could sustain me, but I don't think
the Crystal Ponies want to be
friends. They sort of run away
screaming.

Spike smiles, an idea coming to mind.

187 111 188 189 SPIKE 190
What if I told you there was
somepony they respect and admire so
much, he could convince them to
give it a try?

112 20 THORAX
If only that were true!

187 113 SPIKE 190 192 193
It is! I mean, I am. It's ME!
Spike!

Thorax looks at him, waiting for more. Spike is surprised his
name alone didn't evoke a response.

114 SPIKE (CONT'D)
Spike? The Brave and Glorious? I'm
sure you've heard of me.

115 20 THORAX
No, but I was raised by an evil
queen. I'm Thorax.
(then)
I can't believe you want to help
me.

Spike smiles confidently.

187 116 SPIKE 190B 194AB
Why? Hasn't anypony ever just been
nice to you?

Thorax starts to smile back, but then his face suddenly
TRANSFORMS INTO A HORRID DEMON-LIKE INSECT FACE as he <ROARS>
and <HISSES> uncontrollably!

24AB
118A

Surprised, Spike JUMPS BACK! But Thorax quickly shakes it off, embarrassed.

117 THORAX
Sorry!! Sorry! That's really embarrassing.

118 SPIKE
What was that?!

119 THORAX
It's a feeding frenzy. I haven't fed in so long, kindness like that kind of brings it out. Do you still want to be my friend?

120 SPIKE
Of course! And I am one hundred percent sure I can get the whole Crystal Empire to be your friend too.

Thorax starts to go into FEEDING FRENZY mode again, but puts his hooves to either side of his face to stop it.

121 SPIKE (CONT'D)
But, maybe I should talk to them first. Just to get them used to the idea.

Thorax nods feverishly, unable to contain his excitement.

SC. 13 - INT. CRYSTAL PALACE - MINUTES LATER

At the edge of the throne room, one GUARD talks to another.

122 GUARD 1
What do you mean Spike didn't go with you? He didn't go with me.
<GASP> Do you think he went to face the Changeling on his own?

123 SPIKE (O.S.)
That sounds like something Spike the Brave and Glorious would do!

Spike strides in as a group of guards quickly gather around him.

124 GUARD 1
What do you mean? Did you see the Changeling?

79 125 ⁸⁰ GUARD 2
Did you defeat the evil creature?

Spike looks around at them, full of confidence.

126 SPIKE ¹⁹⁸ ¹⁹⁹ ²⁰⁰
Defeating a Changeling would be
brave, but do you know what would
be glorious?

79 127 ⁸⁰ GUARD 1
Defeating two Changelings?

128 GUARD 2
Defeating all the Changelings?

129 SPIKE ¹⁹⁸ ²⁰⁰ ²⁰¹
(shakes his head)
Not having to fight the Changeling
at all because I made friends with
him.

*- take off pre-l.f.
"uh-uh"*

Crickets. They all stare at him like he has three heads-- not the response he anticipated. Suddenly, one of them starts to <LAUGH>.

79 130 ⁸⁰ GUARD 1
(laughing)
Oh. Wow. For a second I thought you
were serious!

131 GUARD 2
(laughing)
Can you imagine? Friends with a
Changeling?

Spike looks at them, frustrated.

132 SPIKE ¹⁹⁸ ²⁰¹ ²⁰²
I am serious. He wants to be
friends.

 But the guards only laugh harder.

79 133 ⁸⁰ GUARD 2
Hahaha! Right!

134 GUARD 1
Not only are you Spike the Brave
and Glorious, you're also Spike the
Hilarious!

86 87
13SA

198 135 202 SPIKE
I'm not joking. The Changeling is nice.

This drives the Guards into hysterics until...

79 136 80 81 82 85 SHINING ARMOR (O.S.)
I'm sorry. But I don't think it's funny.

They all turn as Shining Armor walks up.

137 SHINING ARMOR (CONT'D)
The Changeling Queen, Chrysalis, kidnapped Cadance and cast a spell on me so her minions could feed off the love of the citizens of Canterlot.

(to Spike)
There's no such thing as a nice Changeling.

The guards look at each other, uneasy.

198 138 203 SPIKE
You're right, Shining Armor. Sorry. That was a, um... bad joke.

Spike looks down at the floor, embarrassed.

SC. 14 - INT. ICE CAVES - LATER

Thorax waits, impatiently, as Spike returns.

29 139 30 32 THORAX
So? What did they say? How many new friends do I have?

204 140 205 206 SPIKE
Well... it didn't go exactly the way I thought.

Thorax's face drops. He kicks his hoof in the ice.

141 30 32 THORAX 33 34
I understand. Thanks for trying. I guess it's not surprising. How can you expect ponies who look like this...

Thorax suddenly SHAPE-SHIFTS into a tall Crystal Pony.

35ABC
142A

142 36 32 THORAX (CONT'D) 33 34
To trust something that looks like
this...

He SHIFTS back, <HISSING> with his forked tongue. Spike looks
at him, suddenly struck with an idea.

204 143 205 SPIKE 206 207B
Actually, I think I might know.

Off Thorax looking up expectantly...

SC. 15 - INT. CRYSTAL PALACE - DAY

Spike walks back into the palace with a tall Crystal Pony
(Thorax in pony form). Twilight walks up.

18 144 19 TWILIGHT
Spike, if you're done searching for
the Changeling, Starlight and I
could use your help. We're working
on a protection spell for Flurry
Heart and nopony takes notes like
you.

208 145 209 SPIKE 210
Actually, Twilight, I wanted to
introduce you to my friend, um...

Spike looks around the room, thinking on his feet. He sees a
CRYSTAL PILLAR, then glances down at Twilight's HOOF.

146 SPIKE (CONT'D)
...Crystal! ...Hoof! Crystal Hoof,
my good friend Crystal Hoof.

The Crystal Pony shifts, uncomfortably and extends a hoof.

147 36 37ABC THORAX (AS CRYSTAL HOOF)
(a bit stiff)
Nice to meet you.

18 148 19 TWILIGHT 20
(shakes)
Oh. Well, it's nice to meet you
too. How do you know Spike?

149 36 37 38 39 40 THORAX (AS CRYSTAL HOOF)
Spike and I go way back--

208 150 210B SPIKE 211B 213AB
(quickly)
--to the Equestria Games.
(MORE)

208 (24) SPIKE (CONT'D)
That's when we met. We've been pen
pals ever since.

18 151 (19) TWILIGHT
Pen pals! Spike, you could have
been using my pen pal quill set!
Why didn't you tell me?

208 152 (21) SPIKE
Well, I pretty much only write to
him when you and Starlight are
studying.

153 THORAX (AS CRYSTAL HOOF)
I like to brag to all my friends
about my letters from Spike the
Brave and Glorious.

Spike <LAUGHS> loudly at this. Thorax joins in. Twilight
stares at them as they both continue to laugh oddly.

18 154 (19) TWILIGHT
(to Spike)
Well, I'm sure Starlight and I can
manage, if you want to spend time
with your friend.

208 155 (21) SPIKE (2126)
Great! Crystal Hoof promised to
take me around the city.

With that Spike and Crystal Hoof/Thorax turn and head out.
Twilight watches them go, curious.

156 THORAX (AS CRYSTAL HOOF)
(low to Spike)
That was amazing!

208 157 SPIKE (212)
I told you.

SC. 16 - INT./EXT. CRYSTAL EMPIRE - VARIOUS - MONTAGE

MONTAGE: As Spike takes Crystal Hoof/Thorax around the many
sights of the Crystal Empire...

- They walk through the town square. A few of Spike's FANS
follow. Crystal Hoof/Thorax's eyes fill with excitement over
the magnificent sparkling buildings.

- The crowd of Spike FANS has grown. Crystal Hoof/Thorax
looks at all of them interacting, sharing, embracing, smiling
at each other. Crystal Hoof/Thorax stares in wonder.

- Crystal Hoof/Thorax watches as Spike signs autographs for the now large group of FANS. Castle Guards help hand them out, exchanging smiles with everyone.

- Spike and Crystal Hoof/Thorax in the center of the group as Crystal Hoof/Thorax is clearly telling an exciting story. He stands up on his hind legs, moving them like a bicycle - and everypony breaks out into laughter! **END MONTAGE**

SC. 17 - INT. CRYSTAL CASTLE - DAY

Crystal Hoof/Thorax and Spike enter the castle, a group of Guards walking ahead of them. Guard 1 asides to another.

90 158 91 92 GUARD 1
Crystal Hoof is nearly as
entertaining as Spike himself!

Behind them, Spike and Crystal Hoof/Thorax overhear. Crystal Hoof/Thorax whispers to Spike.

46 58 47 THORAX (AS CRYSTAL HOOF)
This place is everything I've ever
dreamed of...
(low to Spike)
But I can't keep pretending to be a
Crystal Pony forever, can I?

Guard 1 looks back over his shoulder at them, then turns back. Nervous, Spike speaks in even more of a whisper.

160 215 SPIKE 216 217 218
(soto)
Relax, you're winning them over.
Pretty soon, nopony will care that
you're a Changeling.

Spike looks up suddenly to see Princess Cadance standing in front of them with Twilight, Starlight, Sunburst and baby Flurry Heart. Spike stares at them, unsure what they heard.

93 161 94 95 CADANCE (O.S.) 96 97
Spike, Twilight told me you were
off with a friend.

Spike laughs nervously as Cadance extends her hoof to Crystal Hoof/Thorax.

162 CADANCE (CONT'D)
And any friend of Spike the Brave
and Glorious is a friend of mine.

Crystal Hoof/Thorax smiles then turns to the baby, his eyes wide.

49 163 50 51 THORAX (AS CRYSTAL HOOF) 52 53 54 AB 55 AB
She's so beautiful! There's so much
LOVE around her. I-- I-- <ROAR>.

Thorax's disguise falters then falls away as he goes into
FEEDING FRENZY MODE as everypony stares in horror.

Thorax tries to pull himself together, but it's all too much
for him. He's just a HISSING, forked-tongue mess.

164 THORAX (CONT'D)
I, <HISS>, I'm so <HISS> sorry! I
can't <HISS> stop...

Cadance stumbles back as Twilight and Starlight cast a
protective bubble of magic around the baby.

165 TWILIGHT
Spike, get away from the
Changeling!

166 SPIKE
Wait! No! You don't understand.

Several Guards form up around Thorax as Sunburst steps
forward and looks at Spike.

167 SUNBURST
This Changeling replaced your
friend to get close to the baby.
What other explanation could there
be?

168 SPIKE
I...

Spike looks from Sunburst to horrified faces of Cadance and
his friends, then turns to Thorax.

169 SPIKE (CONT'D)
I don't know.

The guards step forward. Thorax looks to Spike, a tear in his
eye, then turns and runs off.

170 GUARD 1
After it! Don't let the Changeling
escape!

As the guards rush out after Thorax, Cadance steps forward
and looks down at Spike.

100 171 101 CADANCE 102 103 104
 I'm so sorry about Crystal Hoof,
 Spike. I hope your friend is okay.
 172 SPIKE 220 221
 Yeah... me too.

Off Spike, guilt-ridden...

END ACT TWO

ACT THREE

SC. 18 - EXT. CRYSTAL PALACE - DAY

Spike walks out of the Castle, miserable. A flurry of activity surrounds him as everypony searches frantically for the Changeling. Guard 1 runs up.

105 173 106 GUARD 1
 Spike, you should go find Crystal
 Hoof while we hunt down the
 Changeling.
 174 223 SPIKE 224
 (sadly)
 I'm pretty sure he doesn't want to
 see me.

The Guard looks at Spike, confused. Shining Armor exits the Castle followed by a group of guards.

105 175 106 SHINING ARMOR 107 108
 Spread out! The Changeling is
 probably still nearby.

The Guards and Shining Armor branch out to start their search. As the dust settles, Spike is alone again.

176 223 SPIKE 224
 (to himself)
 Actually, I'm pretty sure he ran as
 far away from here as possible.
 (realizing)
 But I bet I know where!
 225

With that, Spike rushes off.

SC. 19 - INT. ICE CAVE - DAY

Spike sticks his head around the opening to the cave.

177 ²²⁶ SPIKE ²²⁷
 Thorax? Hello?

Nothing. Just the sound of his own voice echoing back. Spike walks inside, careful of his footing on the sloped floor.

178 SPIKE (CONT'D)
 I just wanted to apologize. I should have stood up for you.

Behind him are two large ICE CHUNKS. Spike wanders around, calling out.

179 SPIKE (CONT'D)
 Come on, Thorax. I know you're in here.

Suddenly one of the ice chunks behind Spike TRANSFORMS - it's the Changeling! Spike turns to see Thorax REARING UP!

~~180~~ ^{57ABC} 180 THORAX
 Leave me alone!! <HISSSS>

^{180A} Thorax bears down on Spike, <HISSING> horribly. Spike steps back and slips, sliding toward the CREVASSE.

At the last moment, Spike sticks out a claw and hangs on, dangling over the sheer drop. Thorax flies over and looks down at him.

181 ²²⁶ SPIKE ²²⁷
 Um... little help?

182 THORAX ⁵⁸ ⁵⁹ ⁶⁰
 Why do you think I would help you?
 <HISS> I'm an evil Changeling!

183 ²²⁶ SPIKE ²²⁷
 (thinks, then...)
 I don't think you'll help, I know you will.

^{183A} With that, Spike looses his grip and falls over the edge. Thorax's eyes go wide as he dives over the edge after Spike. After a beat the two of them pop back up.

Thorax drops Spike back on the ground.

184 THORAX ⁵⁸ ⁶⁰
 Why did you do that?!

185 ²²⁶ SPIKE ²²⁷
 Because I know you'd save me.
 Because you're my friend. I just
 wish I had been one to you.

186 ⁵⁸ THORAX ⁶⁰ ⁶¹
 It's okay. I know it's hard.
 Everyone in the Crystal Empire
 loves you. I couldn't ask you to
 give that up for me.

187 ²²⁶ SPIKE ²²⁷ ²²⁸ ²²⁹ ²³⁰ ²³¹
 You don't have to ask. Come on.

Spike starts to head out.

188 ⁵⁸ THORAX ⁶¹
 What are you going to do?

189 ²²⁶ SPIKE ²²⁹ ²³² ^{AB} ²³³
 What I should have done in the
 first place.

SC. 20 - INT. CRYSTAL PALACE - DAY

Twilight, Starlight and Cadance watch as Guards search
 frantically through the castle. It's chaos as they check
 everywhere, under rugs, behind furniture, etc.

Sunburst appears floating Flurry Heart, as a chair is flipped
 over in front of him.

190 ¹¹² ¹¹³ SUNBURST
 Hey! Be careful around the baby.

191 ¹¹⁴ GUARD 1
 Are you sure it's the baby and not
 a Changeling?

Cadance uses her magic to put the chair upright and float
 Flurry Heart over to her.

192 ¹¹⁵ CADANCE
 We're sure.

193 ⁶ GUARD!
 Right. Sorry, Princess.

The Guard goes back to the search. Sunburst joins the others.

112 194 115 STARLIGHT 116
 I know it's bad that there's a
 Changeling around, but is all this
 really necessary?

195 CADANCE 117
 If there's one Changeling, there
 may well be a whole army on the
 way.

196 234 TWILIGHT 24
 True, but Starlight has a point.
 This is getting a little out of
 hand.

Another Guard tips over a vase, which Twilight "catches" using her magic and puts back.

112 197 115 CADANCE 118
 I understand, but I don't know what
 else we can do.

198
 I do!

SPIKE

Everyone turns to see Spike standing in an open archway, claw-in-hoof with THORAX THE CHANGELING!

Shining Armor rushes in with several guards.

112 199 115 SHINING ARMOR
 Spike! What are you doing? Get away
 from that thing!

The Guards SURROUND THEM! Thorax flinches, like he's considering bolting, but Spike gives his hoof a squeeze, reassuring him.

200 237 SPIKE 238 239 240
 No. He's not a thing. His name is
 Thorax. And he's my friend.

The Guards and the other ponies all <GASP!> The crowd starts to <MURMUR> and even <YELL!> in outrage as Spike looks around at all the shocked and angry faces.

Thorax looks to Spike, nervously, but Spike doesn't back down as he looks to the crowd and starts to SING...

201 SPIKE (CONT'D)
 Would you say, I'm a hero, glorious
 and brave
 If I told you something you
 couldn't believe?
 (MORE)

SPIKE (CONT'D)

*That sometimes I'm scared and that
I make mistakes
And I'm not so heroic, it seems
But the day turns to night
The dark turns to light
So can't we imagine a Changeling
can change?*

Spike takes a step forward, extending a claw, but the crowd of ponies shuffle back.

202 SPIKE (CONT'D)

*No two ponies are exactly the same
No two snowflakes match their
design
I thought I was strong, but I was
nothing but wrong,
I forgot to be friendly and kind.
But as day turns to night
And dark turns to light
So can't we imagine a Changeling
can change?*

Spike leads Thorax toward Cadance, Shining Armor, Sunburst and the baby, but they all step back.

203 SPIKE (CONT'D)

*Have you ever felt completely left
out?
Have you ever just wanted a friend?
This Changeling it seems, knows the
real me
And would stay by my side til the
end.
The day turns to night
The dark turns to light
And if a Changeling can change then
it's true
What we think about Changelings
might need to change too.*

Spike finishes his song, and is greeted--

--with DEAD SILENCE. Everypony just stares, mouths open, completely unable to process.

Suddenly, Twilight walks up to Thorax and Spike. She puts a hoof on Spike's shoulder.

26 204 27 TWILIGHT 29 31
Spike, I'm so proud of you.

205 SPIKE
You are?



26 206 (27) TWILIGHT

Of course. You're a celebrity here in the Crystal Empire and you just risked all of it for a friend. I can't imagine anything more brave than that.

The rest of the crowd starts to <MURMUR> - is Twilight right? Twilight looks at the crowd.

207 (28) TWILIGHT (CONT'D)

As the Princess of Friendship, I ~~try to~~ ^{try to} set an example for all of Equestria, but today, it was Spike who taught me that a new friend can come from anywhere. I guess everypony still has things to learn about friendship, even me.

Twilight turns back to Thorax.

208 TWILIGHT (CONT'D)

Spike earned his reputation here in the Crystal Empire. And if Spike says Thorax is his friend, then he's my friend too.

Twilight extends a hoof to Thorax, who eagerly takes it.

209 THORAX

Thank you.

Around them, the other ponies watch as Cadance walks up with Flurry Heart and reaches out to Thorax.

126 210 (127) CADANCE

On behalf of the Crystal Empire I would like to extend my hoof in friendship and I am sure all of my subjects are eager to do the same.

Thorax takes Cadance's hoof, then looks into the carrier at Flurry Heart. The baby GIGGLES and the crowd <CHEERS!!!>

211 SHINING ARMOR

Welcome to the Crystal Empire, Thorax. I'm sorry we didn't take the time to get to know you. Maybe we can change that now.

212 THORAX

That'd be so amazing! I want to know all about friendship.
(MORE)

61 66 67 THORAX (CONT'D) 68 69 70
 And maybe one day I can take that
 knowledge back to the Changeling
 Kingdom. If my kind learned how to
 create love for one another, maybe
 they wouldn't have to take it from
 others!

• Sunburst walks up and extends a hoof to Spike.

128 213 129 SUNBURST
 Spike, you really are a hero.

214 GUARD 1
 To Spike the Brave and Glorious!

The crowd <CHEERS> as several Crystal Ponies push forward and
 hoist Spike into the air. Spike and Thorax make eye contact -
 both grinning ear to ear. Starlight walks up to Twilight.

215 STARLIGHT 130
 It looks like you were right after
 all.

216 TWILIGHT 32 ABC
 Right about what?

128 217 129 STARLIGHT 130
 Friendship lessons can happen
 anywhere.

Twilight and Starlight share a smile as we...

FADE OUT

END

T.S.
 31 125 ABC
 214 A