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MY LITTLE PONY 6

"The Times They Are A Changeling"

Episode 617

Story by: Michael Vogel, Kevin Burke and Chris "Doc" Wyatt

Written by: Kevin Burke and Chris "Doc" Wyatt

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TEASER

SC. 1 - EXT. EQUESTRIAN COUNTRYSIDE - DAY

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

1 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 STARLIGHT
(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. *

5 TWILIGHT
Starlight, you're 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.

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

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

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

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

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

*

9 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.

10 SPIKE
Right. I should probably find a wig
too.

Spike starts digging through his bag.

*

11 TWILIGHT
Spike, why do you need a disguise?

*

12 SPIKE
**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 STARLIGHT
I wouldn't say "mobbed."

*

*

14 SPIKE
**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 STARLIGHT
We get it. The Crystal Ponies adore
you.

16 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.

*

17 SPIKE
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.

*
*

18 STARLIGHT
Disguise or not, Spike, I don't
think you need to worry about being
mobbed. Nopony's here.

*
*
*
*

Spike tilts down his sunglasses.

*

19 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 TWILIGHT
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.

*
*
*

21 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! *

23 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! *

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

25 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...

32 CRYSTAL PONY 1 *
<GASP> What if this isn't... the *
real Spike?! *

33 CRYSTAL PONY 2 *
EVERYPONY RUN!!! *

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

34 SPIKE *
Ouch! *

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

35 TWILIGHT
Okay. Something strange is
definitely going on.

Spike stands, rubbing his hind quarters.

36 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.

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

SPIKE (CONT'D)

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

*
*
*

42 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 TWILIGHT

Princess Cadance, thank goodness!
What's going on?

*
*

46 SHINING ARMOR

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

"Sunshine, Sunshine--"

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

*

48 TWILIGHT AND CADANCE

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

Shining Armor turns to the guards.

49 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.

*
*

50 STARLIGHT *
Of course it's her. What's all this *
about. *

51 SUNBURST *
A Changeling's been spotted nearby. *

52 TWILIGHT
A Changeling!?

53 SPIKE
Um... That's not good.

54 CADANCE *
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 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 TWILIGHT *
(finishing) *
--checking everypony's identity. *

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

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

59 TWILIGHT *
Oh! She's gotten so big! Starlight *
and I will do whatever we can to *
help protect her. *

60 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. *

61 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. *

63 SPIKE
(shocked)
Really? *

64 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. *

65 SPIKE
Come on, Twilight. This is Spike
the Brave and Glorious you're
talking to. Have you ever known me
to run from danger? *

66 TWILIGHT
Ummmm... *

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

68 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. *

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

*

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

*

71 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
<RALLYING CHEERS>

73 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)
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.

*

78 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 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.

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

*

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!

82 SPIKE
WHOA-WHOA-WHOA!

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

*

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.

83 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!

84 SPIKE (CONT'D)
--FOR NOTHING!

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.

*

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

*

*

*

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

*

*

86 SPIKE (CONT'D)
Heh, heh. Just my reflection. I'm
glad nopony saw that. How
embarrassing!

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

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

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

Spike turns back, suddenly.

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.

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

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.

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

*

91 **THORAX**
The Changeling kind.

*

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.

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!

*

93 SPIKE
CHCHCHCHAAANGELING!!!

*

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

94 **THORAX**
No, wait! Come back!

*

*

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--

95 SPIKE
AAAAHHHHHHH!!

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

*

*

96 SPIKE (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 THORAX
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 SPIKE
You... saved me?

99 THORAX
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 SPIKE
Wait!

Thorax looks back, still hovering.

101 SPIKE (CONT'D)
Changelings are evil.

Thorax lands in front of Spike.

102 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 chrysalis in the nursery hive.

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

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

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"). *

104 *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 *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 *THORAX* *
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 SPIKE
But what?

108 *THORAX* *
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 SPIKE
That would be from the Royal
Crystalling. 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 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.

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

112 THORAX
 If only that were true! *

113 SPIKE
 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 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.

116 SPIKE
 That's what friends are for. *

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

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, maaaybe 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? *

125 GUARD 2 *
 Did you defeat the evil creature? *

Spike looks around at them, full of confidence.

*

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

*

*

*

127 GUARD 1
Defeating two Changelings?

*

*

128 GUARD 2
Defeating all the Changelings?

*

*

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

*

*

*

*

*

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

*

*

130 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
I am serious. He wants to be
friends.

*

*

*

But the guards only laugh harder.

*

133 GUARD 2
Hahaha! Right!

*

*

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

*

*

*

*

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

*

*

*

This drives the Guards into hysterics until...

*

136 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. Spike looks down at
the floor, embarrassed.

SC. 14 - INT. ICE CAVES - LATER

Thorax waits, impatiently, as Spike returns.

138 THORAX
So? What did they say? How many new
friends do I have?

139 SPIKE
Well... it didn't go exactly the
way I thought.

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

140 THORAX
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.

141 THORAX (CONT'D)
To trust something that looks like
this...

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

142 SPIKE
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.

143 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.

144 SPIKE
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.

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

The Crystal Pony shifts, uncomfortably and extends a hoof.

146 THORAX (AS CRYSTAL HOOF)
(a bit stiff)
Nice to meet you.

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

148 THORAX (AS CRYSTAL HOOF)
Spike and I go way back--

149 SPIKE
(quickly)
--to the Equestria Games. That's when we met. We've been pen pals ever since.

150 TWILIGHT
I didn't know you had a pen pal, Spike.

151 SPIKE
Well, I have to do something while you and Starlight are studying all the time.

152 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. *

153 TWILIGHT *

(to Spike) *

Well, I'm sure Starlight and I can
manage, if you want to spend time
with your friend. *

154 SPIKE *

Great! Crystal Hoof, promised to
take me around the city. *

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

155 THORAX (AS CRYSTAL HOOF) *

(low to Spike) *

That was amazing! *

156 SPIKE *

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.

157 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.

158 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.

159 SPIKE
(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.

160 CADANCE (O.S.)
Spike, Twilight told me you were
off with a friend.

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

161 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.

162 THORAX (AS CRYSTAL HOOF)
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.

*
*

163 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.

*
*

164 TWILIGHT
Spike, get away from the
Changeling!

*
*
*

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

*
*

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

*
*

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

*
*
*
*
*

167 SPIKE
I...

*
*

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

*
*

168 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.

*

169 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.

*

170 CADANCE
I'm sorry, Spike. I hope your
friend is okay.

171 SPIKE
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.

172 GUARD 1
Spike, you should go find your
friend while we hunt down the
Changeling.

173 SPIKE
(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.

174 SHINING ARMOR
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.

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

With that, Spike rushes off.

SC. 19 - INT. ICE CAVE - DAY

Spike sticks his head around the opening to the cave.

176 SPIKE
Thorax? Hello?

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

177 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.

178 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!

*

179 THORAX
Leave me alone!! <HISSSS>

*

*

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.

*

180 SPIKE
Um... little help?

181 THORAX
Why do you think I would help you?
<HISS> I'm an evil Changeling!

*

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

With that, Spike lets go 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.

*

183 THORAX
Why did you do that?!

*

*

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

*

*

*

185 THORAX
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.**

*

*

186 SPIKE
You don't have to ask. Come on.

Spike starts to head out.

187 **THORAX**
What are you going to do?

*

188 **SPIKE**
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.

189 **SUNBURST**
Hey! Be careful around the baby.

*

190 **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.

191 **CADANCE**
We're sure.

192 **GUARD**
Right. Sorry, Princess.

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

193 **STARLIGHT**
I know it's bad that there's a
Changeling around, but is all this
really necessary?

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

*

195 **TWILIGHT**
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.

196 CADANCE
I understand, but I don't know what
else we can do.

197 SPIKE (O.S.)
I do!

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

Shining Armor rushes in with several guards.

198 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. *

199 SPIKE
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... *

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

201 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.
(MORE) *

SPIKE (CONT'D)

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. *

202 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. *

203 TWILIGHT

Spike, I'm *so* proud of you. *

204 SPIKE

You are?

205 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.

206 TWILIGHT (CONT'D)

All of us ponies talk so much about friendship, but we weren't ready to extend it to someone because of what we thought they were - without even bothering to ask them about it.

Twilight turns back to **Thorax**. *

207 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. *

208 THORAX *
Thank you. *

Around them, the other ponies watch as Cadance walks up with
Flurry Heart--

209 CADANCE *
Twilight is right. **And so is Spike.** *
If somepony offers their hoof in *
friendship, we shouldn't be so *
quick to refuse. *

Cadance floats Flurry Heart over. **Thorax** looks into the *
carrier and the baby GIGGLES. At this - the crowd <CHEERS!!!> *

210 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.

211 THORAX *
That'd be so amazing! I want to *
know all about friendship. 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.

212 SUNBURST
Spike, you really are a hero.

213 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. *

214 STARLIGHT
It looks like you were right after
all.

215 TWILIGHT
Right about what?

216 STARLIGHT
Friendship lessons can happen
anywhere.

*
*

Twilight and Starlight share a smile as we...

FADE OUT

END