Distribution:

Production
Devon Cody
Meghan McCarthy
Josh Haber
Jim Miller
Denny Lu
Lesley Crawford
Claire Bartleman

Discovery Family
Linda Shima Tsuno
Wayne Winstead

Hasbro Studios
Stephen Davis
Kathy Page
Brian Lenard
Gabriel Monje
Daniel Barnes
Finn Arnesen
Nina Scales

Hasbro Brand
Jamie Cipolla
Yusun Hwang
Kevin Evans
Andrea Ehret
Marissa Mansolillo
Samantha Lomow
Gretchen Forrest
Kristen Riley
Katherine Padilla
Brian Chapman

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

Polish: May 14, 2105
2nd Draft: May 5, 2015
1st Draft: April 10, 2015
Outline: March 16, 2015
Premise: February 12, 2015

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, 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.

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

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

7 STARLIGHT
<u>*You're*</u> 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

<u>ACT ONE</u>

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
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 <u>is</u> 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 <u>was</u> 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

<u>ACT TWO</u>

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
AAAAHHHHHH!!

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)
I don't understand. Changelings are supposed to be evil, right? *

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 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.

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.
(MORE)

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 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
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!

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.

138 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.

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

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

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

141 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.

142 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.

143 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.

144 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.

145 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.

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

The Crystal Pony shifts, uncomfortably and extends a hoof.

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

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

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

150 SPIKE
(quickly)
--to the Equestria Games.
(MORE)

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

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

152 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.

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

155 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.

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

157 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.

158 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.

159 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 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.

161 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.

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.

163 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.

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.

171 CADANCE
I'm so sorry about Crystal Hoof, *
Spike. I hope your friend is okay.

172 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 franticly for the Changeling. Guard 1 runs up.

173 GUARD 1
Spike, you should go find Crystal *
Hoof while we hunt down the *
Changeling.

174 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.

175 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.

176 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.

177 SPIKE
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 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.

181 SPIKE
Um... little help?

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

183 SPIKE
(thinks, then...)
I don't <u>think</u> you'll help, I know you will.

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
Why did you do that?!

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

186 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.

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

Spike starts to head out.

188 THORAX
What are you going to do?

189 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.

190 SUNBURST
Hey! Be careful around the baby.

191 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 CADANCE
We're sure.

193 GUARD
Right. Sorry, Princess.

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

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

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

196 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.

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

198 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.

199 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 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...

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.

204 TWILIGHT
Spike, I'm so proud of you.

205 SPIKE
You are?

206 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 TWILIGHT (CONT'D)
As the Princess of Friendship, I should 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. *

210 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 Cadence'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)

THORAX (CONT'D)
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.

213 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
It looks like you were right after all.

216 TWILIGHT
Right about what?

217 STARLIGHT
Friendship lessons can happen anywhere.

Twilight and Starlight share a smile as we...

FADE OUT

END