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MY LITTLE PONY 6

"To Where And Back Again - Part 1"

Episode 625

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TEASER

SC. 1 - INT. TWILIGHT'S CASTLE - MORNING

② TWILIGHT SPARKLE and STARLIGHT GLIMMER trot down the stairway inside the castle, both using their magic to carry several heavy boxes of books behind them. They set them down. Spike follows BARELY able to carry ONE box.

③ Spike trips and the box goes flying. Twilight magically catches Spike while Starlight magically catches the box. Both are set gently on the ground.

Spike dusts himself off, embarrassed.

4 5 ⑥
↓ ↓ ↓

1 SPIKE
Well, we don't ALL have magical horns.

2 TWILIGHT
I've been meaning to move these older books to my "reference" section for awhile. Gotta keep the new books front and center! Thank you BOTH for your help.

4 ⑥
↓ ↓

3 STARLIGHT
Are you kidding? After all you've done for me? This is the least I can do.

4 TWILIGHT
Oh please, I haven't done that much.

4 6 7 ⑨
↓ ↓ ↓ ↓

5 STARLIGHT
Nah... you just taught me the value of friendship. Not much at all.

6 TWILIGHT
I may have offered some guidance, but you are responsible for the pony you've become. I'm proud to call you my student AND my friend.

Twilight looks at the stack of boxes.

7 TWILIGHT (CONT'D)
Now, we just need to get rid of these boxes. Spike, can you... Spike?

Twilight looks over to see Spike staring out the window, squinting at something in the distance.

4 (7)
↓
8 SPIKE
What's that?

Twilight and Starlight look out the window and squint as well.

9 TWILIGHT
Is it.. A bird?

10 STARLIGHT
No, it's a parasprite?

11 SPIKE
It's... It's... INCOMING!!!!

DERPY hurtles through the window and into the boxes of books, sending them flying everywhere. She sticks her head out and pulls a letter out of her mail bag.

12 TWILIGHT
Oh. I usually get letters by dragon.

4 76 11AB 13 SPIKE (proudly) (12)
|| It IS the fastest way to get mail.

Twilight tries to magically pull the letter from Derpy but she resists, falls backwards and then hands it to Starlight.

14 STARLIGHT (surprised)
For me? Who would be sending me a letter?

Starlight reads the letter. Her face drops in shock.

15 STARLIGHT (CONT'D)
It's the ponies from my old village.

16 TWILIGHT
Are they in danger?

17 STARLIGHT
No.

18 SPIKE
Are they upset with you?

4 76 8

19 STARLIGHT
No. It's worse.
(beat)
They've invited me to the annual
sunset festival!

END TEASER

MAIN TITLES

ACT ONE

SC. 2 - EXT. STARLIGHT'S VILLAGE - DAY

Starlight stands at the edge of her village looking in.
Ponies are rushing around hanging banners and balloons,
setting up food and getting things ready for the festival.
Everyone is happy. Starlight takes a deep breath and walks
into the village.

As she walks, the ponies notice her and stop what they are
doing. They whisper to each other. Starlight nervously
musters up the courage to speak.

20 STARLIGHT
Hey there everypony.

Double Diamond and Party Favor are hanging a banner. They
look at each other. Party Favor walks over to Starlight.

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

Starlight reveals the invitation.

22 STARLIGHT
I... I was invited. To the Sunset
Festival?

Double Diamond walks up.

23 DOUBLE DIAMOND
Yea. But we didn't think you would
actually show up.

24 PARTY FAVOR
You didn't think we really wanted
you here did you?

22

16 17

25 STARLIGHT
But... I apologized... I thought everything was fine.

25A
25B

Party Favor and Double Diamond start LAUGHING at Starlight. The other ponies in the village join in the laughter.

20 21

26 PARTY FAVOR
Did you really think an apology would make up for everything you did to us!

23

As if on cue, Double Diamond and Party Favor's cutie marks burst into equal signs. They stop laughing and glare at Starlight.

16 17

27 DOUBLE DIAMOND
What are you doing Starlight?!

28 STARLIGHT
That's not me! I didn't--

All around her ponies cutie marks magically burst into equal signs. They all glare at Starlight.

20 21

29 PARTY FAVOR
We knew this would happen if you came back!

Starlight backs away from the ponies, horrified.

17

30 STARLIGHT
I don't understand. Please! Let me use my magic to help you!

25

30A
30B

Starlight powers up her horn to use her magic, but her cutie mark bursts into an equal sign and her magic fades.

34 35

Starlight tries to run but her hooves sink into the ground. She's stuck in the village with all of the ponies surrounding her, YELLING at her.

Starlight closes her eyes.

31 STARLIGHT (CONT'D)
No, PLEASE. Stop. STOP!

Suddenly there's silence. Starlight opens her eyes. The villagers are all gone. The village is empty. Day has turned to night and fog rolls in from between the buildings.

32 STARLIGHT (CONT'D)
What happened? Is anypony there??

Starlight turns to see Princess Luna standing in the center of the village.

26 (27)

33 STARLIGHT (CONT'D)
Princess Luna? What are you doing here?

34 LUNA
Dreams are my domain Starlight Glimmer. I am here because you need me to be.

35 STARLIGHT
(relieved)
Oh! It's only a dream.

Luna arches an eyebrow.

36 LUNA
It may only be a dream, but the feelings in it are real.

31 (32)

37 STARLIGHT
Great. So I guess I'm more afraid of going back to the village than I thought. What do I do now?

Luna smiles

6 28 29

38 LUNA
I have been helped time and again by six very special ponies. They've helped me overcome my past. You are fortunate to have them as friends. I suggest you share your concerns with them.

(30)

Luna turns to depart, but before she does, she turns back one last time.

39 LUNA (CONT'D)
I see much of myself in you Starlight Glimmer and I can tell you from personal experience that things do indeed get better.

Luna disappears into the mist.

36 37 38
39A SC. 3 - INT. STARLIGHT'S BEDROOM - CONTINUOUS

Starlight wakes up and sits up in her bed. She looks out her window thoughtfully at the moon hanging in the night sky.

FADE TO:

SC. 4 - INT. TWILIGHT'S CASTLE - THE NEXT MORNING

TWILIGHT, RARITY, APPLEJACK, FLUTTERSHY, PINKIE PIE, RAINBOW DASH and SPIKE sit around the map in the throne room listening to Starlight recount her dream.

39 40 41 43
STARLIGHT
... and Princess Luna said I should tell you all how I was feeling. So, there it is. I'm afraid to go back to the village for the celebration.

41
RARITY
But WHY darling? You went back to apologize, they accepted. Everypony has moved on!

42
STARLIGHT
But have they? They don't really know how much I've changed. Or even worse, maybe I haven't changed as much as I think I have!

43
RAINBOW DASH
TRUST ME. You are a totally different pony now. I mean...you were pretty awful!

44
APPLEJACK
RAINBOW DASH!

45
RAINBOW DASH
WHAT?! She WAS!!! It's a compliment!!

46
APPLEJACK
How is THAT a compliment?

47
RAINBOW DASH
Because she's SO much more awesome now than she was then! That's like... THIS MUCH improvement

Rainbow Dash stretches her wings as far as they can go.

39 (41)

48 FLUTTERSHY

I'm sure they would be happy to see you. I don't think they would have sent the invitation if they didn't want you to come.

(42)

49 PINKIE PIE

And getting an invitation to a party and NOT GOING!? That's like... it's like... Well, I don't know what it's like, but it is definitely bad.

50 APPLEJACK

Just be honest with them. I'm sure they'll understand where you're comin' from.

51 TWILIGHT

I understand how hard this is for you. Maybe if you took a friend along it might make things easier. Somepony you trust who would look out for you...

Twilight smiles widely at Starlight. Starlight smiles back.

SMASH CUT TO:

SC. 5 - EXT. TWILIGHT'S CASTLE - LATER

Starlight is loading supplies onto... TRIXIE'S wagon!! Trixie smiles as Twilight and the others stand by to see them off.

45 46 (47)

52 STARLIGHT

Thanks so much for doing this Trixie. When Twilight said I should bring a friend you were the first pony I thought of.

Trixie smiles widely in Twilight's direction.

(49)

53 TRIXIE

(gloating)

Great idea Princess Twilight. Asking me, Starlight's BEST friend to help her on this difficult journey really shows how wise a princess you have become.

Twilight has a forced smile plastered on her face.

54 TWILIGHT
Thanks Trixie.
(aside, to Spike)
I was TALKING about me...

Spike pats Twilight's side in sympathy. Starlight turns to the ponies.

46 (47)

55 STARLIGHT
The festival lasts a whole week,
but I'm sure we won't stay that
long.

(48)

56 TRIxie
I don't know Starlight, time really
flies when you're spending it with
your BEST FRIEND!

Trixie can't help but smirk at Twilight as she says it.
Twilight forces a wide smile as she grits her teeth.

Trixie and Starlight head off together as all of the ponies
wave and shout encouragement to them as we FADE TO a...

MAP MONTAGE

We see Trixie's wagon travel across Equestria Indiana Jones
style after which we DISSOLVE TO...

SC. 6 - EXT. OUTSKIRTS OF STARLIGHT'S VILLAGE - DAY

Trixie and Starlight pull up to the same ledge the Mane 6 did
ALL the way back in ep. 501 and look down at the town. The
buildings still resemble an equal sign but now the town is
bright and colorful with banners and balloons everywhere.

53 (54)

57 TRIxie
There it is! The town where you --

58 STARLIGHT
Magically stole everypony's cutie
mark, replaced them with equal
signs and forced them all to hide
their natural talents? Yes.

(55)

59 TRIxie
I was going say where you came
from. But yours is a more...
emotionally traumatic answer.

Starlight looks to Trixie and sighs.

50 (51) (52)
56A

(55)
59A

53 (55)

60 STARLIGHT

I just want to blend in. Be just another pony in the crowd enjoying the Sunset Festival with my friend.

61 TRIxie

Sounds good to me. And if things get weird for you just let me know. I've got your flank.

62 STARLIGHT

Is that a promise?

63 TRIxie

Not just a promise. A GREAT and POWERFUL promise.

6

(56)

64 STARLIGHT

Well, I couldn't ask for more than that. If we're gonna do this, let's do it!

They head towards the village.

SC. 7 - EXT. STARLIGHT'S VILLAGE - LATER

Everything is just like it was in Starlight's dream. Banners, balloons, food, and ponies running around getting everything set up.

57 58
64A

Starlight and Trixie walk down the main street. Ponies start to notice them and whisper to each other. Starlight pauses but Trixie nudges her forward.

Double Diamond and Party Favor turn from hanging a banner and see Starlight.

65 DOUBLE DIAMOND

STARLIGHT! YOU CAME!!

59 60 (61)

66 PARTY FAVOR

We were worried you wouldn't be able to make it! Are you staying the whole week? We have different events planned each day!

They rush to greet Starlight along with the other townspenies. Everypony is happy to see her.

67 SUGAR BELLE

How is it living in a castle?

68 DOUBLE DIAMOND
It's SO good to see you.

Starlight is visibly relieved. Trixie grins.

62 63 64 65b
69 TRIxie
Oh yea. THESE ponies are
terrifying.

Starlight rolls her eyes at Trixie.

65 70 STARLIGHT
It's good to see all of you too.

71 PARTY FAVOR
You got here JUST in time. We were
having some debate about these
banners. Which do you think feels
more sunsety?

Party Favor and the others lift some banners. Starlight is
instantly wary.

72 STARLIGHT
Oh, you don't need me to decide
that. Whatever you think is
probably best.

73 DOUBLE DIAMOND
Well, how about helping us with the
routes for the relay races
tomorrow. Can you take a look?

Starlight backs away from the townsponies, growing more and
more uneasy, as they all crowd around her.

62 65 74 STARLIGHT
Oh, I shouldn't. You all go ahead.
I just want to enjoy the festival.

75 SUGAR BELLE
But you WILL be a judge for the
baking competition right?

76 DOUBLE DIAMOND
And we had a few questions about
the order of the acts for the
talent show.

77 NIGHT GLIDER
Oh! And the unicorns have a
fireworks show planned we could
REALLY use your--

Starlight's horn flares as a magic bubble appears around her.

62 65 66 6

78

67

STARLIGHT

NO!!!

Off of the other ponies shocked expressions we...

END ACT ONE

ACT TWO

SC. 8 - EXT. STARLIGHT'S VILLAGE - RESUME

Starlight stands in her protective bubble. Trixie and the other townsponies stand awkwardly around it.

72 73

79 PARTY FAVOR

Is everything okay, Starlight?

Starlight's horn flares and the bubble disappears.

80 STARLIGHT

I.. I'm sorry. I just... maybe this wasn't a good idea.

Starlight looks pleadingly at Trixie. Trixie leaps into action. She steps in front of Starlight.

81 TRIXIE

The GREAT and POWERFUL TRIXIE would like to thank you ALL for being such an amazing audience! Sadly it is time for us to depart! Good night fillies and gentlefoals!

Trixie dramatically drops a smoke pellet. There's a GIANT EXPLOSION. As the smoke clears, they see Trixie and Starlight running out of town. The townsponies exchange puzzled looks.

SC. 9 - EXT. FOREST ROAD - MOMENTS LATER

Trixie and an upset Starlight are traveling back to Ponyville on Trixie's wagon. Trixie looks at Starlight questioningly.

74 75 76

82 STARLIGHT

I was horrible when I lead that town. I was ready for them to not trust me, but I wasn't ready for them to put me in charge again! With my past, I should never be in charge of anything.

78

74 75 76
83 TRIXIE
So you messed up. Big deal.
 (looks around furtively)
Don't you ever tell another pony I
said this, but even Trixie's made
mistakes. The trick is to just move
on and pretend they never happened!
6 6
84 STARLIGHT 77
I feel like that's ALMOST good
advice.

Off Trixie's frown...

SC. 10 - EXT. PONYVILLE - LATER

Trixie and Starlight pull into Ponyville. They see Pinkie Pie
bouncing down the street. Starlight calls after her.

79 80
85 STARLIGHT
Hey! Pinkie Pie!
Pinkie stops and turns around.
86 PINKIE PIE
Hey you!
87 STARLIGHT
So.. You're probably wondering why
I'm back so soon.
88 PINKIE PIE
Where were you?
89 STARLIGHT
I went to my old village? For the
festival?
90 PINKIE PIE
Ooo. That sounds fun! How was it!
91 STARLIGHT
It was kind of a disaster. I came
back early because I freaked out.
92 PINKIE PIE
Ooo. That sounds awful! Bye!

Pinkie bounces off.

93 STARLIGHT
That was... strange.
v v

79 (80)

94 TRIxie
Isn't she always strange?

95 STARLIGHT
Yes but not like that.

They see Rarity and Applejack walking towards Rarity's boutique. Starlight rushes over to them.

96 STARLIGHT (CONT'D)
Hey! I'm back early!

97 RARITY
Ah... welcome back.

98 STARLIGHT
Have you two noticed Pinkie acting a little strange?

99 APPLEJACK
Pinkie Pie always acts strange.

79 (80)

100 TRIxie
See? Told you.

101 STARLIGHT
~~I guess~~. Anyway, I wanted to talk to all of you. Things didn't go the way I thought they were going to go at the Sunset Festival.

102 RARITY
What happened?

103 STARLIGHT
I kind of freaked out and ran out of the village.

103A Applejack and Rarity burst out laughing.

104 APPLEJACK
You freaked out and ran away from a festival? That's the funniest dang thing I've heard all day!!

79 (80) 82

105 RARITY
Haha, Oh my! Let me guess. The decorations were TERRIFYING!

105A They both start laughing even harder. Suddenly Fluttershy and Rainbow Dash fly down to meet Applejack and Rarity.
105B Fluttershy whispers to them while Rainbow Dash glares at Trixie and Starlight.

106 RAINBOW DASH
Hello ponies. We need Rarity and
Applejack. Very important
friendship business.

The four of them rush off without a good-bye. Starlight stares after them in shock.

79 80 (81)

107 TRIXIE
I have to say... I'm really not as
impressed with your friends as the
rest of Equestria is.

108 STARLIGHT
I need to talk to Twilight.

SC. 11 - INT. TWILIGHT'S CASTLE - LATER

Starlight enters Twilight's castle. She looks around nervously. Something about the castle feels off. It's too dark, too quiet.

83 (84)

109 STARLIGHT
Twilight! Hello?

Spike comes rushing down the hall.

110 SPIKE
What do you want? Twilight's very
busy!

111 STARLIGHT
Spike, I really need to speak with
her.

112 SPIKE
Well, make an appointment! She's a
princess after all.

113 STARLIGHT
Spike! What's wrong with you? Why
are you being so--

114 TWILIGHT
Rude? Starlight is right Spike! I
think a certain dragon didn't get
his nap today!

Spike grumbles and walks off.

83 84 85
↓ ↓ ↓
115 TWILIGHT (CONT'D)
Sorry, he's been acting a little off all day. I think he missed a meal or something.

116 STARLIGHT
He's not the only one. Everypony is acting a little strange today.
Twilight looks momentarily annoyed, but quickly covers it up.

117 TWILIGHT
Yes... it's definitely been one of those days. How are you?

83 85
↓ ↓
118 STARLIGHT
Not great actually. You're probably wondering why I'm back from the village so early.
Twilight pauses ever so slightly.

119 TWILIGHT
I didn't want to bring it up but yeah, that did seem strange. Did it not go well?
83 85 87
↓ ↓ ↓
120 STARLIGHT
The townspies kept asking me things, like they expected me to be in charge again. But being a leader is the last thing I should ever be. So we left. Very suddenly. In a literal puff of smoke.

121 TWILIGHT
Wow. You should DEFINITELY never go back to that village!

83 85
↓ ↓
122 STARLIGHT 86 ABC
What? III

123 TWILIGHT
If you were worried about what they thought of you before it's probably WAY worse now. I'd cut my losses.

83 85
↓ ↓
124 STARLIGHT
That's... surprising advice coming from you.

125 TWILIGHT
Trust me. I'm the Princess of Friendship.
(MORE)

131 TWILIGHT (O.S.)
(angry)
I TOLD you, you can never speak to
them again!

Starlight turns to see Twilight standing at the edge of the village.

91 92
↓ ↓

132 STARLIGHT
What are you all doing here?

133 TWILIGHT
Making sure you do what I said! I'm
your teacher aren't I? Didn't I say
to never come back here?

91 92 95
\$ |

134 STARLIGHT
Yes but... that's just doesn't seem
right. You aren't acting like
yourself. Something is wrong.

96 97A3
| II

"Something is wrong" echoes throughout the town, not with Starlight's voice, but with LUNA'S. Suddenly the Mane 6 and the townspies all turn to mist and disappear. Starlight makes a realization.

92

135 STARLIGHT (CONT'D)
A dream! This is another dream!

136 LUNA (O.S.)
(whisper)
Starlight Glimmer...

Starlight looks around.

137 STARLIGHT
Princess Luna?

138 LUNA (O.S.)
(slightly louder)
Starlight Glimmer!

139 STARLIGHT
Princess Luna where are you?

There's a bright flash of light in the sky. Princess Luna spars through the light and swoops down frantically.

140 LUNA
STARLIGHT GLIMMER THERE IS NO TIME!
YOU MUST GET HELP!

↓ ↓

TWILIGHT (CONT'D)

You don't need those ponies. You
can always make more friends.

Rarity, Applejack, Pinkie Pie, Fluttershy and Rainbow Dash
all enter and walk towards the throne room. Rainbow Dash
looks pointedly at Twilight and motions towards the throne
room with her eyes.

126 TWILIGHT (CONT'D)

Ah, speaking of friends, if you'll
excuse me. Important business to
attend to!

Twilight walks off leaving Starlight all alone in the
hallway, more confused than ever.

FADE TO:

SC. 12 - INT. STARLIGHT'S BEDROOM - LATER

Starlight is getting ready for bed. She looks troubled.

91192

127 STARLIGHT

Cut my losses? That can't be right.

Starlight goes to sleep, worried.

SC. 13 - EXT. STARLIGHT'S VILLAGE - LATER

Starlight is standing in the center of her village again.
It's decorated for the festival, but nopony is there.

128 STARLIGHT

My village? How did I get here?

Double Diamond, Night Glider, Party Favor and Sugar Belle all
walk out of different cottages.

129 STARLIGHT (CONT'D)

Hey! I wanted to apologize for my
behavior earlier.

None of the ponies notice her. They walk around, zombie-like,
decorating the town for the festival.

Starlight waves a hoof in front of Party Favor's face. No
response.

130 STARLIGHT (CONT'D)

Party Favor? Can you hear me?

↓ ↓

91 (92)

141 STARLIGHT
What? What are you talking about?
This is just a dream!

6

142 LUNA
NOT HERE! IN THE WAKING WORLD!
THEY'VE TAKEN MY SISTER AND I! IT'S
WORSE THAN THE LAST TIME! YOU'RE
DREAM CALLED TO ME AND I WAS ABLE
TO BREAK THROUGH! YOU MUST FIND
HELP!

143 STARLIGHT
What? What are you saying? WHO'S
taken you!

93

144 LUNA
BE CAREFUL WHO YOU TRUST. YOU WILL
NEED ALL THE HELP YOU CAN FIND. THE
CHANGELINGS HAVE RETURNED AND--

94

Suddenly Luna disappears. Starlight is left alone.

93

145 STARLIGHT
Princess Luna!

Starlight's dream crashes out of existence around her,
leaving her in emptiness, then...

98 99

102

103

SC 14 - INT. STARLIGHT'S BEDROOM - CONTINUOUS

Starlight bolts upright in bed, frantic as we...

END ACT TWO

ACT THREE

SC 15 - EXT. TWILIGHT'S CASTLE - NIGHT, MOMENTS LATER

ANGLE ON: Trixie's cart is parked in the field next to
Twilight's castle.

The bushes near the castle rustle as Starlight sticks her
head out. She looks around to make sure nopony is watching
her then rushes over to a nearby tree and hides behind it.

Peeking out again, she rushes over to Trixie's cart and
starts lightly tapping the side.

104

105

106

146 STARLIGHT
Trixie? Trixie it's Starlight! Are
you awake?



145A
100 101 ABC
Starlight
145B

They're back!!

Trixie, still sleeping, speaks from inside the cart.

104 (106)

147 TRIXIE (O.S.)
What? Of COURSE Princess Celestia,
I'd love to perform for Peanut
Butter crackers.

Starlight knocks harder.

148 STARLIGHT
(loud whisper)
TRIXIE! WAKE UP!

112AB 148A Banging around inside the cart. A few colorful explosions followed by coughing. As the smoke clears Trixie pokes her head through the window.

107

149 TRIXIE
(still groggy)
Starlight? What time is it?

106

150 STARLIGHT
It's late. I think I figured out
what's wrong with my friends.

151 TRIXIE
(yawning)
I have a whole list of things that
are wrong with your friends. We can
go over it in the morning.

Trixie starts to go back to sleep.

152 STARLIGHT
No! Trixie, we're in danger!

113AB 152A Trixie sighs and pulls her head inside the cart. There's some more banging, then Trixie comes out of the cart.

153 TRIXIE
Okay fine. Aside from lack of
sleep, how are we in danger.

108

154 STARLIGHT
I think the--

Starlight realizes Trixie could be a changeling.

155 STARLIGHT (CONT'D)
What did you tell me never to tell
another pony?

104 (108)

156 TRIXIE
(annoyed)
Starlight, if you woke me up to
play guessing games--

157 STARLIGHT
(cutting her off)
After we left my village! What did
you tell me to never tell another
pony you said!?

109

158 TRIXIE
(barely audible mumble)
That even Trixie's made mistakes.

(110)

Desperate, Starlight rushes forward, putting her hooves on
Trixie's shoulders.

(108)

159 STARLIGHT
Trixie, there's no time for this.
What did you say!?

160 TRIXIE
(loud and clear)
That even Trixie's made mistakes,
okay? Are you happy?

161 STARLIGHT
(relieved)
Yes. Sorry. I just had to make sure
you weren't one of them.

162 TRIXIE
One of who?

163 STARLIGHT
A changeling. I think they've taken
Princess Celestia and Princess
Luna.

Trixie is now FULLY awake.

(111)

164 TRIXIE
What? Are you sure? I mean, what do
we-- We have to tell Twilight!

(108)

165 STARLIGHT
If I'm right then it's too late for
that.

Off of Trixie's horrified expression...

SC. 16 - INT. TWILIGHT'S CASTLE - NIGHT

The door to the castle SLOWLY opens and Starlight and Trixie sneak inside. There's voices coming from Twilight's throne room.

Starlight motions silently for Trixie to be quiet and they sneak along the hallway.

The doorway to the throne room is slightly ajar and Starlight and Trixie peek through at...

SC. 17 - INT. TWILIGHT'S THRONE ROOM - CONTINUOUS

The Mane 6 and Spike are in the throne room. Pinkie Pie is sleep in her throne, snoring loudly. Spike defaces the side of Fluttershy's throne. Fluttershy notices and shoves him away. Spike stumbles and falls into the map table (the map is "off") Rarity laughs.

Rainbow Dash scowls at Spike and pushes him out of the way. She and Applejack set three pieces of smooth obsidian rock down onto the table.

In the doorway Trixie and Starlight share a worried glance.

Twilight examines the rocks.

166 TWILIGHT
Is it ready?

167 APPLEJACK
Just one more.

Rainbow Dash nods to Applejack who places a fourth black rock on the map.

The four stones begin to change shape, twisting and stretching into interconnecting tendrils, like a spider web. Green energy swirls in the center of the web creating a smoky mirror. As the smoke clears a face appears. The Mane 6 and Spike all bow in deference to...

121 (1226) STARLIGHT
(whispering)
QUEEN CHRYSALIS!

Queen Chrysalis peers down at the ponies.

169 CHRYSALIS
Ugh, I can't take any of you seriously when you look like that.

170 TWILIGHT
Oh. Right.

Twilight transforms into a changeling. The other five ponies and Spike follow her lead, all reverting to changeling form.

Starlight and Trixie stare wide eyed.

121 122 125
↓ ↓ ↓
171 CHRYSALIS
MUCH better. Now report.

172 TWILIGHT CHANGELING
Everything here is going according to plan. We've replaced the six ponies and their dragon and have taken control of the castle.

173 CHRYSALIS
Excellent. And I've just received word that the Princesses from Canterlot have successfully been replaced as well.

123ABC 173A
Trixie and Starlight share a knowing glance. The changelings all snicker at this news.

174 CHRYSALIS (CONT'D)
We thought too small last time, ONE pony-napped princess wasn't enough. with ALL the most beloved ponies of Equestria taken care of. NOPONY can stop us.

24ABC 174A
The changelings all cheer at this. Chrysalis disappears and the green energy flows back into the stones.

26B 174B
Trixie's hoof slips and knocks the door which moves slightly with a CREAKING noise. The Changelings instantly turn and HISS, then change back to their pony (and dragon) forms.

Twilight silently motions to them to go out in the hall.

Starlight thinks quickly and powers up her horn. Starlight and Trixie both take on the same color and texture of the wall behind them. We can still see their outlines but they blend in really well.

The changelings burst out of the throne room and rush down the hall, looking around as they go.

Twilight is last out. She runs past Trixie and Starlight hugging the wall. She stops, turns around and walks slowly back towards them. She looks around carefully, inches away from where they are standing. She sniffs the air.

Trixie and Starlight both hold their breath.

After a suspicious examination, Twilight slowly turns and heads off after the other changelings.

Starlight and Trixie let out big breaths and rush out the castle door.

SC. 18 - EXT. TWILIGHT'S CASTLE - CONTINUOUS

Starlight and Trixie (once again normally colored) rush back towards Trixie's cart and hide behind it so that nopony (or changeling) in the castle can see them.

129 130 131 132

175 TRIxie

I can't deal with this. I'm just a performer. This is... this is princess level stuff.

(then, realization)

But the changeling's have all of the princesses. We're doomed!

Starlight places a hoof on Trixie's shoulder to calm her.

176 STARLIGHT

Maybe not. Queen Chrysalis only said they took Luna and Celestia and obviously Twilight and the others, but maybe Cadance is still safe. Our best bet is to get to the Crystal Empire before the changelings do. That way we--

177 THORAX (O.S.)

There's no help coming from the Crystal Empire.

Thorax walks out from the bushes into the moonlight. Trixie looks and sees a changeling. She starts to scream LOUDLY.

Starlight quickly uses magic to create a soundproof bubble around Trixie. We can't hear her but we can see her screaming (and comically freaking out) inside.

Starlight looks carefully at Thorax. His wings shimmer, setting him apart from the other changelings.

130 132

178 STARLIGHT

Thorax?

179 THORAX

Yes.

130 132
↓ ↓

180 STARLIGHT
Your wings look... different.

He glances back at his wings, flapping them.

181 THORAX
I guess they do.

Starlight squints suspiciously and powers up her horn defensively.

130 132
↓ ↓

182 STARLIGHT
How do I know you aren't some other changeling pretending to be Throax?

Thorax considers this.

183 THORAX
You were there when Spike defended me to the ponies of the Crystal Empire. Princess Twilight said...

Thorax turns into Twilight.

184 THORAX (AS 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--

130 132
| |

185 STARLIGHT
Ok! Ok. I believe you. We don't need the whole speech.

Thorax returns to his changeling form. Starlight turns to Trixie.

186 STARLIGHT (CONT'D)
Trixie, this is Thorax. He's a reformed changeling. He's on our side, understand?

134 186A
Trixie nods. Starlight uses magic and the bubble disappears. Trixie lands on the ground and stares warily at Thorax.

Thorax takes a few steps towards her.

187 THORAX
Hi, it's a pleasure to--

137 (138)

188 TRIxie

(whispering)

If Starlight says you're on our
side I believe her but... maybe
just stay over there for now okay?

Thorax looks disappointed, but stays where he is. Starlight
turns to him.

189 STARLIGHT

What did you mean there's no help.
Did the changelings get Cadance
too?

190 THORAX

(nods)

They took Cadance, Shining Armor
AND Flurry Heart! Sunburst sent me
here to get Princess Twilight's
help but... it sounds like it's too
late for that too.

(to Starlight)

So what should we do?

Trixie is freaking out.

137 (138)

191 TRIxie

Yea, Starlight what are we going to
do?

Starlight backs away from both of them.

192 STARLIGHT

I... I don't know... There has to
be somepony else who can handle
this.

140

193 TRIxie

There's NOPONY else. Everypony with
powerful magic is already gone!

(141)

194 DISCORD (O.S.)

You know, whenever ponies talk
about powerful magic they always
leave me out. If I wasn't so
evolved I might decide to take it
personally.

Trixie, Starlight and Thorax turn to see Discord knitting a
tiny Angel Bunny doll. He observes the three of them.

195 DISCORD (CONT'D)
Well, isn't this QUITE the
combination of secondary
characters. Where are Twilight and
the girls? What's the earth
shattering threat to Equestria
they're dealing with THIS season?

Starlight looks at Discord suspiciously.

137 (1386)
↓ ↓

196 STARLIGHT
First, how do we know that you are
really you?

196A
Discord arches an eyebrow. He snaps his claws. Several
flowers leap out of the ground and start doing a Russian
dance (a la Fantasia), a tree turns into a giant clock and a
terrified squirrel pops out of it like a cuckoo clock, and a
fence appears next to the cart as a bunch of sheep in tutus
leap over it Lord of the Dance style.

197 DISCORD
Shall I continue?

Starlight looks up at him.

137 (138)
↓ ↓

198 STARLIGHT
Chrysalis and the changelings are
back. They've ponynapped all of the
most powerful ponies in Equestria.
Celestia, Luna, Cadance, Shining
Armor, Flurry Heart, Twilight and
her friends. We need to--

Suddenly all of the sounds of the night go silent. It's like
the world stopped. Discord isn't being loud and silly, he's
just staring at Starlight, deadly serious.

199 DISCORD
(quietly)
They took Fluttershy?

137 138 (139)
↓ ↓

200 STARLIGHT
Yes.

201 DISCORD
(quietly)
Where?

137 (138)
↓ ↓

202 STARLIGHT
The changeling kingdom. With you on
our side, I think we can save them.
We just need a--

Discord snaps his claws. Discord, Starlight, Trixie and Thorax disappear.

CUT TO:

SC. 19 - EXT. BORDER OF THE CHANGELING KINGDOM

The four of them re-appear at the edge of a clearing, they are all dressed for a Lord of the Rings style journey, with packs, supplies and capes.

142A3
↓

203 STARLIGHT
--plan.

Discord looks around. He picks up a rock and looks under it.

204 DISCORD
Odd. I was trying to take us right to Fluttershy, but there's no Fluttershy...

142 143
| |

205 TRIxie
I think I have a pretty good idea where she might be.

144
|

The four of them turn and we reveal the expanse of the Changeling Kingdom behind them. The border is clearly defined. Grass stops growing, the trees are all withered and dying. It's miles and miles of misshapen rocks and valleys. In the center of it all: The Changeling Hive, a giant ant hill-like tower jutting out of the ground.

206 THORAX
I'd hoped to never see that place again.
(to Starlight)
Now what?

Thorax stares expectantly at Starlight. Trixie turns to her as well. Discord looks under another rock, just to be sure. Still no Fluttershy. Finally, he too looks towards Starlight. Off of Starlight's overwhelmed expression we...

END PART ONE