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MY LITTLE PONY 6

The Chrysalis Effect

625 & 626

Outline by: Josh Haber

Outline V2: July 24, 2015

Outline: June 26, 2015

Premise V2: June 1, 2015

Premise: May 14, 2015

TEASER**SC. 1 - INT. CANTERLOT CASTLE – LUNA’S ROOM – MORNING**

As PRINCESS LUNA readies herself for the day, a pair of guards arrive and explain that Celestia wants to talk to her in the throne room. Luna wonders aloud why her sister didn’t simply come talk to her in person. The guards share a look. With Luna’s back to them, one of the guards transforms into an exact copy of Luna, and they both turn their GREEN GLOWING horns toward the unsuspecting princess. At the last minute, Luna catches site of them in a mirror and blasts them both, revealing they are CHANGELINGS!

Luna rushes into the throne room to find PRINCESS CELESTIA. Luna explains that she was just attacked by two changelings and that it was more frightening than the trap door in the Grand Foyer of their old castle. When Celestia agrees Luna immediately BLASTS her, revealing that she too was a CHANGELING! As the Changeling flies off, Luna explains to the shocked guards that Celestia would have known the trap door in their old castle was in the Hall of Hooves, not the Grand Foyer. As Luna prepares to fly to Ponyville to get the help of the Mane Six, she tells the guards to stay on high alert – THE CHANGELINGS HAVE RETURNED.

END TEASER**MAIN TITLES****ACT ONE****SC. 2 - EXT. PONYVILLE – DAY**

STARLIGHT and TRIxie unload boxes from a cart outside a cute little cottage. Starlight thanks Trixie for coming to Ponyville to help her move out of Twilight’s castle and into a place of her own. Trixie assumes that Starlight feels excited to finally be getting some space from her teacher, but Starlight admits it wasn’t her idea. She likes being a student and would have been happy to stay in Twilight’s Castle forever, but her mentor felt it was time for her to stand on her own four hooves. Starlight is anxious. Given her past, she’s worried about having any kind of responsibility—even her own house. As they carry some boxes inside, Trixie tells Starlight not to worry. It’s not like living on her own is going to lead her back to controlling ponies with her magic. Reveal—Starlight meticulously stacking the boxes. Without thinking, she levitates the box Trixie is holding (and Trixie along with it) over to the stack. Starlight, “Whoops! I am SOOO sorry.” As Starlight frets, Trixie reassures her, kidding that Twilight and her other friends aren’t far away if using magic on ponies starts to become a regular thing.

SC. 3 - INT. TWILIGHT’S CASTLE – CONTINUOUS

Starlight and Trixie return for more of Starlight’s stuff. They pass the throne room and see that the MANE SIX and SPIKE are all there. When Starlight asks why they’ve gathered, they exchange odd looks, then each give a different reason. When Trixie points out that a couple of their reasons contradict each other, Twilight is overly nice to her, explaining how right she is, how thankful she is for Trixie’s help, etc. Trixie turns to Starlight, “This is weird, right?” Starlight shrugs, but as they start to leave Luna comes soaring in through the window and announces that Changelings have attacked Canterlot and taken Princess Celestia. As they all stare in shock, THORAX flies in through another window. Luna prepares to blast the Changeling, but Starlight intercedes, explaining that Thorax defected from the Changeling Empire and now lives among the ponies of the Crystal Empire. Thorax explains that Cadance, Shining Armor, and Flurry Heart have also been taken. He came to the Mane Six for help, but suspects that he is already too late. When Starlight asks what he means, Thorax turns on the Mane Six and blasts them with a burst of GREEN GLOWING Changeling magic, confirming his suspicions by revealing that the Mane Six (and Spike) are all CHANGELINGS!

Luna directs Starlight, Trixie and Thorax to form ranks and, after an brief skirmish, they chase the imposters off. Luna explains that all of their friends are likely in Chrysalis’ kingdom. At that moment Discord appears looking for Fluttershy. They were supposed to meet for tea but she wasn’t in her cottage and she never cancels. Discord is brought up to speed and at the thought of Fluttershy being kidnapped by the Changelings, we see Discord ANGRY

for the first time since being reformed. Amidst bolts of LIGHTENING and crashes of THUNDER he threatens to turn the entire Changeling Kingdom and every Changeling in it into stinky cheese—after he rescues Fluttershy with a snap of his claws, of course.

Luna explains that if conquering the Changelings were as simple as using magic, she and her sister would have done it long ago. Powerful magic doesn't do much good if you don't know where to direct it and they've never been able to even locate the entrance to The Changeling Kingdom. Discord thinks that it might be because they aren't gods of Chaos like him. With that he disappears—and almost immediately reappears, sheepishly admitting that he couldn't find it either. Thorax explains that the rock from which the Changelings build their hives is imbued with the same magic they use to disguise themselves—it can shift and change according to their will. Only a Changeling can find the entrance and once inside, only a Changeling can navigate the tunnels. In addition any magic other than a Changeling's will alert the entire Kingdom to your presence, and with Chrysalis and her minions actively changing the layout of the hive, even the most powerful creature in Equestria would be trapped there forever.

Luna looks to Thorax and says it is fortunate that they have a Changeling among the rescue party. Thorax looks at her, terrified. He explains that he can't return. He turned his back on the Changeling Kingdom and Chrysalis is not kind to turncoats. If she catches him, she'd suck all the love from his body and he will vanish out of existence. Luna tells Thorax that she plans to attempt a rescue with or without him, and though the odds seem much better with him, she won't force him to go. Discord tells Thorax he's not so squeamish—he will absolutely force him to go. He puts Thorax in a magic bubble with a string like a balloon. As Discord ties the string around his wrist, Luna commands him to set Thorax free. While they argue, Trixie turns to Starlight and wonders if she shouldn't intervene. Starlight explains that the last thing she wants is to be in charge of an operation like this. Besides, if Luna and Discord can't handle it, what could she do? Trixie agrees it seems pretty hopeless, especially since Chrysalis will definitely know they're coming. Starlight tells her that's not necessarily true. She could probably come up with a spell that would take Thorax's magic and use it to disguise their own. If all their magic seemed like Changeling magic, they'd probably be able to sneak into the Changeling Kingdom undetected.

They others stop arguing and look to Starlight. Discord's magic bubble around Thorax pops as they all stare at her. Luna asks her if she can really disguise them. Starlight is confident that she can. Thorax says that if Starlight can keep them hidden, and they all go together, he'll go along. As terrifying as going back is for him, he can't let his friend Spike remain Chrysalis' prisoner. Luna asks Thorax how close they can get to the Changeling Kingdom before using their magic would alert Chrysalis to their presence. Thorax explains Chrysalis's influence expands at least as far as the Badlands. Discord, "Well, why didn't you say that at the start?" With that he transports them all to...

SC. 4 - INT. EXT. THE EDGE OF THE BADLANDS – CONTINUOUS

They all appear in full travelling regalia, staring out at a seemingly endless and dangerous looking stretch of rocky terrain. Luna frowns at Discord, wishing he had given them more time to prepare. She turns to Starlight and tells her she should cast her spell. Thorax is visibly anxious. He tells Starlight that he hopes her spell works—because if it doesn't Chrysalis will definitely figure out they're coming and they'll never see their friends again. The others all look to Starlight expectantly.

END ACT ONE

ACT TWO

SC. 5 - EXT. THE EDGE OF THE BADLANDS – RESUME

As they stand on the edge of the Badlands, Discord tells Starlight to hurry up and cast her magic-disguising-what's-it-spell so he can lead a crazy chaotic magical charge across the wasteland and get to rescuing Fluttershy. Luna tells Discord that will not be the plan at all. They will stay together and proceed with the utmost caution. Discord bristles, asking who put Luna in charge. Trixie notes that Luna is a princess. Discord counters that he is a god—which kind of trumps princess. Sure Luna can raise and lower the moon, but she can't make it rain plushies. Discord snaps his

claws and stuffed animals rain down from the sky. Trixie: “Not really sure how that helps us.” Thorax starts to freak out. Starlight hasn’t even cast her spell yet and Discord’s willy-nilly use of magic is going to get them all caught. Starlight and the others agree. Luna should definitely be in charge. Discord pouts, “Fine.” As Starlight prepares to cast her spell, she adds that Luna is probably also right about sticking close together, since she isn’t sure how far the protection of her spell will extend. Starlight casts her spell and when she is done, all of their magic takes on the same GREEN GLOW as Thorax’s [and will throughout the story]. Discord uses it to create a parasol and as they head into the Badlands, he starts to complain about it’s unflattering green hue.

SC. 6 - EXT. NATURAL LABYRINTH – LATER

As they travel, the canyon they are following opens onto a labyrinth-like series of rock formations. The long shadows cast by the columns of rough stone and the sound of the wind whipping around them gives them pause. Luna checks with Thorax that this is the best way to go. Thorax insists that it is. He adds that as scary as it may seem, compared to Chrysalis’ wrath, there isn’t much in the Badlands to be afraid of. Trixie says that’s not what she’s heard. With that, she launches into the tall tales about the Badlands that she’s come across on her travels. In an exaggerated, performy way (punctuated with bits from her show: flash paper, colored smoke, etc.) she expounds on the harrowing journey ahead of them: Rocks with teeth; Feral packs of teleporting Blink Dogs; Yellow clouds of poison gas; Venomous snakes and insects; etc. Much to Trixie’s frustration, Thorax corrects her on every point. The number of venomous snakes and insects in the Badlands isn’t any more than anywhere else. The “gas clouds” are just fog that looks yellow because of the color of the landscape. And rocks with teeth? That’s just ridiculous. Of course Blink Dogs are real, but they are only aggressive if you’re in their territory. Their natural enemy the Displacer Beast, on the other hand, is another thing entirely. Trixie admits she hasn’t heard of the creature. Thorax tells her they are rare, but of all the things in the Badlands, the Displacer Beast is actually something to be afraid of. As Trixie and the rest grow more and more nervous, Thorax describes the fearsome predator as a massive black mountain lion, whose vaguely insubstantial form makes it difficult to fight. Discord interrupts Thorax’s description adding that the creature also has six legs and two huge spiked tentacles. When Thorax asks how he knows that, Discord casually points to the giant DISPLACER BEAST crouched on the rock formation above them. “Just a lucky guess.”

In the ensuing battle, it becomes clear that despite the power and talent of their group, they are a far cry from a cohesive team: Luna blasts at the beast but misses, causing a rock slide; Thorax tries to confuse the Beast by changing into one himself, but the creature isn’t fooled; Trixie drops a smoke bomb, but instead of “vanishing” she only succeeds in making everypony cough; Discord, still slighted that he isn’t in charge, refuses to help and just levitates nearby watching the fight with his arms crossed. The creature turns to Starlight who barely manages to scramble away, ducking just as it lunges for her and luckily goes sailing over the side of a steep cliff. The whole group rushes to the edge and looks over to see the Beast run off far below. Luna tells them they need to put more effort into working together. In an aside to Trixie, Starlight admits that doesn’t seem very likely.

SC. 7 - EXT. ROCKY PLATEAU – DUSK

As the sun sets, the group stops to camp for the night. Discord conjures up a campfire, marshmallows, and an easy chair. Thorax disparages him for his constant use of magic—except, of course, when they actually needed it. Is he trying to get them captured? Discord doesn’t know what he’s talking about. He’s just a little ol’ god of chaos. It’s not like he’s in charge or anything. Trixie lays into Thorax about correcting her on the danger of the Badlands when obviously it’s the most dangerous place in Equestria. Thorax counters that it’s not even close. Especially not for him. The most dangerous place in Equestria is where they are headed. Both Trixie and Discord cut him off. “The Changeling Kingdom. We know!” As they argue, Starlight approaches Luna, who stares off at the horizon. Looking to be reassured, Starlight expresses concern about their chances. Unfortunately, Luna just echoes her worry. The princess doesn’t like to be in charge without her sister around. The last time that was the case she became somepony she doesn’t ever want to be again. Starlight admits she knows a thing or two about that. Less sure than ever about their mission, Starlight settles in for the night.

SC. 8 - EXT. ROCKY PLATEAU – LATER

As the sun streaks across the horizon, Starlight wakes up. She yawns, stretches and looks out at the completely empty campsite to find – SHE’S TOTALLY ALONE!

END ACT TWO**ACT THREE****SC. 9 - EXT. ROCKY PLATEAU – RESUME**

Starlight looks out at the vast emptiness. There's not another soul for miles. She gallops to the edge of the bluff and shouts out, but the only sound that comes back is her own echo. Suddenly the ground gives way beneath her and she tumbles down the side of the plateau. Starlight lands and dusts herself off to find that she is back in her Village of Equality. Ragged, wild-eyed PONIES look out from their cottages and rush toward her. Ecstatic that she's returned, the villagers admit that they haven't known what to do with themselves since Starlight left. Starlight stares in horror then runs off as the villagers shout after, begging her to take over again and put things back the way they were. Starlight runs and runs until she finds herself in Ponyville. The Mane Six approach her and Starlight is relieved to see they are all right. She asks them how they escaped the Changeling Kingdom, but they all just stare at her blankly, then ask in unison "How do you think we should have escaped the Changeling Kingdom, Starlight Glimmer?" Freaked out, Starlight turns and gallops in a blind panic to Twilight's Castle. Every room is empty, but from the balcony she hears the roar of a crowd. She steps out to see an army of ponies looking up at her [one shot, production, don't freak]. As the crowd begins to chant her name, she tells them that this is how you defeat Chrysalis, not with some rag-tag rescue attempt but with an army! Starlight starts to laugh manically and with a BLAST of magic she transforms into NIGHTMARE STAR. In a booming voice, she tells the ponies below that she's the leader they've been looking for, then she catches sight of herself in a mirror. She stares in horror at the intimidating image of her own reflection. "This is not who I want to be." The image quickly shifts to NIGHTMARE MOON, then to Luna who tells her it's not who she wanted to be either.

SC. 10 - EXT. ROCKY PLATEAU – CONTINUOUS

Starlight wakes with a start to find the rest of the group arguing again. Discord, in a chef's hat, has made himself an omelet, but is complaining that Thorax's magic makes it taste funny. Thorax tells him he's lucky to have his Changeling magic to cover his own since Discord is apparently incapable of doing anything without it. Trixie complains that neither of them appreciate her magic, which by the way, doesn't need to be disguised at all. Both Discord and Thorax respond that's because it's isn't really magic. Insulted, Trixie tosses another smoke bomb which makes them all cough as they continue to bicker. Starlight sees Luna looking at her from across the camp and walks up. Luna tells her she understands, better than anypony, what Starlight is afraid of, but if Starlight knows who she doesn't want to be, she doesn't need to be afraid to be who she is. Neither of them should. With that, Luna draws herself up and commands the group to stop arguing. It's time to get moving and they need to come together as a team if they have any hope of succeeding. Starlight tells Luna she's glad the princess is in charge.

SC. 11 – EXT. RAVINES – LATER

As they continue on their journey, Luna and Discord fly above, keeping a lookout for any potential threats. In the ravine below Starlight asks Thorax about being a Changeling. She thought Changelings fed on love. If he turned his back on their ways, how has he been able to survive? Thorax explains that the love from his friends in the Crystal Empire has been enough to keep him going, though he feels guilty for not returning it. As a Changeling, that energy doesn't merely sustain him, it's what he's made of. It's what allows him to change shape and powers his magic. It's generally believed that if a Changeling gives any of it up, they'd blink out of existence. Starlight wonders what it would be like to blink out of existence. Suddenly, a feral looking DOG appears in front of her and Trixie tells her it'd be the opposite of that.

Thorax immediately shouts that they are under attack from a pack of BLINK DOGS. Trixie turns to Thorax. She thought they were only aggressive if you're in their territory. Embarrassed, Thorax confesses that he forgot to mention their path leads them right through Blink Dog territory. Several more growling dogs appear around them as Luna and Discord swoop in. Thorax asks Discord if he feels like helping this time. Discord rolls his eyes, "I guess so." With that he snaps and cues a cotton candy tornado that sweeps up a couple of the dogs. Unfortunately, the dogs simply blink out of the storm and transport in front of Trixie and Starlight, snarling. Meanwhile the tornado picks up Thorax who screams at Discord that they were better off when he wasn't helping. Luna, Starlight, and Trixie do

their best to blast the dogs with magic, but the pack's ability to instantly disappear and reappear thwarts every attempt. Trixie is too busy being jealous of their vanishing talents to be frightened, but Luna and Starlight are concerned. Luna tells Discord to do something. He snaps and gets rid of the cotton candy tornado, but petulantly argues that Thorax made it perfectly clear that nopony wants his help. Starlight immediately starts to flatter him, explaining that he's the only one who can save them. "Oh, stop." Discord blushes. He magics up a delicious looking steak for each Bling Dog. As the dogs start to salivate, Discord's steaks sprout wings and fly off, leading the pack of dogs away. Discord looks to the group. "You're welcome."

SC. 12 - EXT. EDGE OF THE BADLANDS – DAY

On the other side of the ravine the canyon opens up onto what looks like an endless dry lake bed. The group looks out, but as far as any of them can see it's just cracked flat earth extending to the horizon. Discord sarcastically thanks Thorax for leading them to nowhere. Luna looks to Thorax who explains that they've arrived at the entrance to the Changeling Kingdom. Discord, "Oh, well then. I'll just walk right in—" Discord steps forward and smashes into something invisible. With a blast of GREEN magic, Thorax reveals that they are standing in front of a massive cliff face extending as far up and as far across as any of them can see (think: The Wall from Game of Thrones). As they take in the sheer vastness of it, Thorax walks up and touches his horn to the rock wall. A GREEN GLOW spreads up and around revealing an arched doorway carved into the rock (think: the entrance to the Mines of Moria from LOTR). Thorax steps back as the giant rock doors glow and swing open. A rush of air escapes from the dark opening. Thorax jumps back, more anxious now than ever. His reaction doesn't inspire any of them to go in. Luna tells them they've come this far and they're not going to save their friends by staying outside. With that she draws herself up and heads in. As Starlight follows the princess, she admits to Trixie that without Luna leading the way, she's pretty sure the whole mission would be a bust. As she and the rest of the party descend, the door behind them swings shut, casting the passageway in darkness. As Starlight and the others illuminate the corridor with their horns, they find themselves in a dead end and LUNA IS GONE. Off Starlight's horrified expression we...

END OF PART ONE

PART TWO

TEASER

Re-cap of Part One.

END TEASER

MAIN TITLES

ACT ONE

SC. 1 - INT. CHANGELING KINGDOM – DAY

As they all stare at the blank wall in front of them, Starlight starts to freak out. She runs back and forth through the passageway looking for some sign of what happened to Luna, but there's nothing. Panicking, she wonders how they'll be able to continue without her—with nopony leading them. Discord pipes up. "Well, I wouldn't say, nopony." Starlight doesn't understand what he means. Without Luna, who will be in charge? Discord, "Me, obviously." Trixie, "Obviously?" Starlight admits that Discord is the most powerful of any of them, but she's not certain he has the temperament to lead their rescue mission. Discord dismisses her concerns. Of course, he'll lead them. Take their current predicament, for example: Trapped in a dead-end passageway, lost in the dark underground recesses of the Changeling Kingdom. Thorax starts to point out that, as a Changeling, he's neither trapped nor lost, but Discord ignores him. "Who will save us?" Discord wonders aloud. They all stare. "Me," he tells them and with a wave of his claw they are all suddenly dressed in winter clothes [note: all the magical stuff is still tinged with

Changeling Green]. Before Starlight can even ask why, Discord waves his other claw and they are all sitting in a bobsled. The walls and floor are changed to ice. Discord sprouts several more feet, using them to charge forward as he pushes the sled toward the dead-end. As the sled picks up speed, he jumps in behind the others—who all scream as they break through the wall, revealing it is now made of snow. As they slide downward along what looks like an Olympic bobsled track, Discord encourages them to lean into the turns. Trixie shouts back to him, asking how this is going to help them in any way. Discord replies that they will simply glide through the Changeling Kingdom, right up to wherever their friends are being held and then execute a daring rescue. As the bobsled slows to a stop, Discord hops out and with a “Viola!” he gestures toward... the same dead end as before. Discord looks at the passageway, confused. “Now that’s odd.” Thorax asks if Discord is finished. He’d like to lead them all through the catacombs so they can find their friends. With that he touches his horn to the wall and it melts away revealing a continuing passageway. Starlight suggests that Discord allow Thorax to show them the way, since a good leader knows how to delegate. Placated, Discord agrees.

SC. 2 - INT. CHANGELING CATACOMBS – CONTINUOUS

Thorax lights the way with his glowing green horn as the group traverses a maze of tunnels. Every so often the path splits and Thorax instinctually picks a new direction as they wind back forth, sometimes seeming to double back the way they came, only to end up somewhere new—think H.R. Giger by way of M.C. Escher. As the journey continues, each of them ask Thorax how much farther it is until they reach their friends. In a nod to the “How much farther, Papa Smurf?” montages, Thorax tells each of them that it’s not far now, until finally he blurts out that they need to be quiet because they’ve arrived!

SC. 3 - INT. CHANGELING KINGDOM – CENTER HIVE – CONTINUOUS

As they stare out into a vast and open cavernous space, pathways crisscross above and below them, exiting and entering from tunnels in the walls. Changelings make their way along them at all angles (upside down, right-side up, sideways, etc.) and at the center of them all is a massive structure with spires extending both upward and down, like a castle and it’s reflection. Thorax explains the structure is Chrysalis’ Castle and it is where their friends are being held. As the group makes its way toward the Castle, careful to not be spotted, even Discord has to admit that having Thorax lead the way was a good idea—he really must be an excellent leader to have allowed him to do it.

SC. 4 - INT. CHRYSALIS’ CASTLE – CONTINUOUS

The group enters a great hall. Stalactites and stalagmites line either side like columns and in the center is a raised DAIS to which all of their friends are chained. A group of CHANGELING GUARDS stands watching over the prisoners and as Starlight and the others peer out from a shadowy alcove, they see the captives are held in place with manacles made of the same rock that lines the caves (the rock covers the unicorn’s horns as well). Discord sees Fluttershy and prepares to turn the entire hive into chocolate pudding and save her (or maybe the other way around). Starlight doesn’t think that’s a very good idea. Discord points out that he is the god in charge and he’s very partial to the chocolate pudding rescue. Starlight asks what his plan for escape is and Discord scoffs. He’s the God of Chaos. He’ll just leave. Trixie points out that Discord’s magic couldn’t get him into the Changeling Kingdom. What makes him think it can get him out? Discord rolls his eyes and by way of demonstration, disappears—or tries to. His burst of magic comes and goes, but he stays put. He looks out at them, worried. “Okay. New plan. Somepony else is in charge.” Trixie steps forward exclaiming this is the moment she’s been waiting for. Not only is she a great and powerful magician, but she is also a great a powerful master of disguise. With that she turns her back to them, fiddles with a few things from her bag of tricks (or bindle or rucksack or whatever) then turns back around to reveal a fairly obvious Changeling disguise. The rest look at her, not sure what to say. Finally, Starlight suggests that as good as her disguise is, the Changelings probably won’t be fooled since disguise is sort of their thing. To make the point Thorax changes into Trixie then back into himself. Exasperated, Trixie admits it was a long shot and asks Starlight what they should do. Starlight tells her she doesn’t know, she’s can’t be in charge. They all look to Thorax who starts to panic—he knew this rescue mission was doomed. Trixie turns back to Starlight. Somepony has to lead them and Starlight is the only pony left. Off Starlight anxiously considering...

END ACT ONE

ACT TWO**SC. 5 - INT. CHANGELING KINGDOM – GREAT HALL – RESUME**

Trixie continues to press Starlight to take charge: Luna is gone, Thorax is too scared to help, Discord is too Discordy, and she's out of her depth. Starlight is all they have. She's been the pupil of the Princess of Friendship for a while now—maybe she can use something she's learned. Starlight isn't sure how friendship lessons apply here. Then, struck with sudden inspiration, she realizes if she comes up with a plan to free their friends, one of them can take over. She tells Trixie and Discord to distract the guards while she and Thorax free the captives. Once Luna, Celestia, Cadance and the Mane Six are free, they'll have more than enough power to deal with whatever counterattack the Changelings can mount and one of them will know what to do from there.

Trixie and Discord end up working together on an impromptu magic show (Discord providing the stage, lighting, and props). The Changeling Guards are decidedly distracted, but even though Discord let's Trixie saw him in half, the Guards quickly recover and move in to attack. More annoyed that the Guards don't appreciate a good show, Discord binds and gags them with the endless stream of silk handkerchiefs Trixie pulls from her mouth. He pops himself and Trixie over to Starlight and tells them to hurry—their distraction only went so-so. Thorax touches his horn to the rock manacles and they melt away. Their weakened friends stagger to their hooves and Twilight thanks Starlight, telling her she knew her student would come. Starlight wonders why more guards haven't appeared, or for that matter, Chrysalis herself. Twilight says she'd rather not wait around and find out and tells them it's time to make a run for it. Glad to have her teacher in charge again, Starlight gladly follows Twilight's lead as the group races out.

SC. 6 – INT. CHANGELING CATACOMBS – VARIOUS

As they gallop back through the catacombs, Starlight asks Twilight how the Changelings managed to capture them in the first place. Twilight tells her she'll give her the whole story just as soon as they make it back to the surface and the two of them race ahead around a corner and out of sight. Meanwhile, Discord hovers as fast as he can, trying to talk with Fluttershy, but she's running so hard he has trouble keeping up. He asks if she's all right and she tells him she's fine, she just wants to get out as fast as she can. With that, she makes a turn and Discord disappears around the corner after her. Further back, Trixie runs hard to keep up with Celestia and Luna. Trixie admits that as great and powerful as she is, speed isn't really one of her strong suits. Celestia advises that she do her best, none of them want to be around when Chrysalis discovers they've escaped. With that, the two sisters make a turn and Trixie rushes to follow. The rest of the Mane Six charge down the passageway with Spike and Thorax bringing up the rear. Thorax zips along beside his friend, please at their pace. Spike says after what they've been through, leaving the Changeling Kingdom fast is not a problem. With that, the M6ers and Spike actually pull ahead of the Changeling and zip around a corner out of site. Thorax stares, surprised, until Spike pops back and waves to him, calling back at Thorax to hurry up.

Back to Starlight: Twilight tells her how grateful she is that her student came to rescue her. Starlight struggles to talk as they continue at their flat out pace. Just as Starlight admits to being glad that Twilight was able to immediately take charge and lead them out, she has to pull up short, faced with the blank wall of a dead end. She looks back to see the others are no longer behind them. She turns to Twilight who walks toward her, menacingly. As Twilight's horn glows GREEN she tells Starlight she appreciates her confidence, but that she has no intention of leading anypony out. As Starlight stares with mounting concern we...

Cut to Thorax: as he catches up with Spike and the rest of the M6 who have stopped running. Thorax asks what they're doing and Spike tells him that they were just stalling to get him as far away from the others as possible. Confused, Thorax asks why and the others all tell him it's obvious. He's a Changeling and none of them trust him. They can't bring him back to the surface with them. In fact, he never should have left the hive in the first place. Thorax turns to Spike for support, but his "friend" just shakes his head. Like he said, after what they've been through, leaving the Changeling Kingdom won't be a problem and leaving Thorax in it won't be a problem either. Thorax's eyes go wide as they all advance menacingly on him and we...

Cut to Trixie: as she struggles to keep up with Celestia and Luna. Trixie begs the princesses to slow down but they both tell her it is she who needs to speed up. When Trixie complains that she can't compete with alicorns, Luna responds that she can't compete with most unicorns either. Trixie stops running and asks what she means. The sisters turn on her as Celestia explains that stage tricks and slight of hoof are all well and good when you're putting on a show, but they're not exactly usefully rescuing ponies from magic as powerful as that of the Changelings. Luna asks why Trixie even bothered to come along. Hurt, Trixie looks out as the princesses regard her menacingly, their horns glowing green as we...

Cut to Discord: hovering alongside Fluttershy who runs at a full clip. She tells him how proud she is that he decided to help everypony by being a part of the rescue. As Discord admits that, yes, he is fairly impressive, the ground beneath Fluttershy gives way and she falls into a pit. Discord peers over the side and sees Fluttershy falling toward some spikes. He magics himself down to catch her and Fluttershy thanks him, but wonders how he knows he saved the right one. Confused Discord looks up to see a second Fluttershy staring down at him from the top of the pit. As she asks him what he's doing, Discord pops back to the top of the pit to find that he, the Fluttershy in his arms, and the second Fluttershy are surrounded by more Fluttershys. Discord rolls his eyes at them explaining that he isn't impressed by Changeling magic and that he could easily take on every Changeling in the entire Changeling Kingdom at once if he wanted to. One of the Fluttershys steps forward and explains that he's right, but what if he hurt the real Fluttershy in the process? Discord admits he hadn't thought to that. Stymied, Discord stares out as the crowd of Fluttershys close in.

Cut back to Starlight: shrinking from the advancing Twilight who transforms into CHRYSALIS and Starlight realizes the entire rescue was a Changeling trick. Chrysalis admits that it was. The Changeling Queen gloats. Starlight didn't imagine she'd be successful, did she? With her in charge, their little mission never had a chance. At least now she'll be able to join her mentors—imprisoned in the Changeling Kingdom forever! With that, the glow from Chrysalis' horn intensifies, filling the screen as she BLASTS Starlight and we...

END ACT TWO

ACT THREE

SC. 7 - DREAM SPACE

Starlight blinks as a vast white space comes into focus. She stares out at the nothingness which slowly takes the form of a white-washed Ponyville. Luna walks up and looks down at her. Starlight asks if this is another dream and Luna tells her it is, of a sort. Luna apologizes for letting her down. She may be a princess, but she needs more practice as a leader. Starlight admits that Luna did a lot better than her. Starlight's been so afraid to take any responsibility, even her rescue plan hinged on freeing their friends so one of them could take charge and that ended up playing right in to Chrysalis' hooves. Luna asks Starlight why she's so afraid of leading, she's not the pony she was and thanks to Twilight she never will be. Maybe it's time to test herself. She can't be a student forever—taking knowledge and friendship without giving anything back. Starlight isn't sure she has anything to give. Luna suggests that Starlight try. Maybe she'll find that the more she gives the more she'll have to give. As Starlight considers Luna's words the white-washed Ponyville dream space starts to blur and run and morph into...

SC. 8 - INT. CHRYSALIS' CASTLE – LATER

As Starlight comes to, she looks up to see not only the friends they've come to rescue, but all the rescuers as well, sealed in cocoon-like pods set into the rock walls. Starlight turns to see Chrysalis standing before her, the both of them surrounded by an army of Changelings extending out into the darkness. Chrysalis tells Starlight she's glad she's awake, she wants to show her something. Starlight demands to know what the Changeling Queen has done with her friends. Chrysalis laughs and tells her she hasn't done anything at all. Why, everyone one of these beloved figures of Equestria will soon return to their homes where they will continue to collect all the love and admiration ponies heap upon them. As she talks, a Changeling walks up to each of the pods and transforms into the likeness of the pony within. Starlight stares at the copies of all her friends as Chrysalis continues to explain that the birth of

Flurry Heart and the child's Crystalling demonstrated just how much love ponies are willing to give their idols. As it turns out, the best way to conquer Equestria is to do it remotely. As duplicate copies of Cadance and Shining Armor step out of the crowd, Chrysalis explains that her minions return every so often so that she can siphon the love from them and grow even more powerful. With that, she hits them with a beam of magic and energy pulses out of them and flows into her. She admits she has to be careful not to drain them completely, which brings her to what she wanted to show Starlight.

The crowd parts and a few Changeling Guards lead a manacled Thorax forward. Chrysalis reminds him that he's about to have every last bit of love drained from him, but he should be glad that even though he's a traitor he'll finally be making a contribution to his people by making her more powerful. Starlight asks why Chrysalis takes all this energy for herself. Don't Changelings need the magic of love to survive? Shouldn't she use it to feed her people? Chrysalis can't believe Starlight, of all ponies, is trying to give her lessons in leadership. When Starlight finally took charge of the "rescue mission" it turned into a massive flop. It sounds like she was a better leader before she met Twilight. Starlight tells her she may have a lot to learn about being a leader, but she's certain that a good one serves her subjects and inspires them to do the same. Ruling over others to make yourself more powerful isn't any way to lead. Chrysalis counters that it's the only way. Making herself powerful is how she protects her people. She sees that her subjects have enough energy to survive, but she isn't going to give them more than that. Giving can be bad for a Changeling, as she and Thorax are about to find out.

With that, she hits Thorax with a bolt from her horn. Thorax blasts back, but he's obviously outmatched. Struck with a sudden realization, Starlight shouts out that giving of yourself is never bad. She tells Thorax that the only way to stop Chrysalis from taking what she wants is to give it to her. She knows it's scary, but if he gives his love to her, she's sure he'll find he has more. Thorax nods and his entire body glows. A massive surge of energy flows out of him and into Chrysalis through the bolt of energy connecting them. As the energy leaves him, Thorax's body appears to turn to stone. Chrysalis staggers back, laughing, "So much for giving not being bad." As Chrysalis advances on Starlight, she tells her it looks like inspiring those you lead doesn't seem like such a hot idea either. As Chrysalis powers up her horn and Starlight prepares for the inevitable, the stone statue that was Thorax starts to break apart. BLASTS of REDDISH LIGHT pour through the cracks until the entire thing EXPLODES in a FLASH of bright RED LIGHT (or something in the neighborhood of red—because it's the opposite of green, get it?).

When the blast clears we see Thorax has been transformed. If Changelings are moths, whatever Thorax is now is a butterfly (but a butterfly by way of badassery). Chrysalis immediately BLASTS him, but the more energy she throws at him the brighter he glows. Thorax explains that giving his love away did leave him with more than ever—and for the first time in his life, he isn't even hungry. In fact, the more love he shares the better he feels. With that, a surge of RED ENERGY flows from him to Chrysalis knocking her back. Starlight jumps up and tells the horde of Changelings that they've seen for themselves what giving love can do. She asks them if they want to go on taking love and starving or if they want to start sharing it and never go hungry again. To Chrysalis' horror, one by one the Changelings all start to share energy with each other, going through the same (truncated) transformation as Thorax. As they do, the Changeling Kingdom itself transforms, going from a dark, and gloomy to bright, and polished.

As this transformation takes place, the cocoons holding all their friends burst, freeing them all. They turn and face Chrysalis who stares out at everything in shock. Starlight tells her it's not too late. Thorax floats down beside Starlight and tells his queen that she no longer has to protect her people. She too can transform. Thorax transforms into what Chrysalis might look like in badass butterfly form as Starlight tells her that all she has to do is share the love that's inside her. Chrysalis rises up. Why would she ever do that? Starlight and Thorax just took everything from her. They took her entire Kingdom. She'll never forget what they've done and one day she will have her revenge. With that, she unleashes a GREEN BLAST and when it clears she's gone. Thorax is disappointed. Now he and his people don't have a leader. Starlight turns to the horde of transformed Changelings all looking to him and tells Thorax that she doesn't think that's so.

SC. 9 - INT. PONYVILLE – STARLIGHT'S COTTAGE – DAY

Trixie and Starlight walk toward Starlight's new cottage carrying the last of her things. They open the door and everpony yells surprise! Starlight asks how it's a surprise. It's her moving day and they all promised they would help. Pinkie tells her the surprise part is the party. It's a surprise party. Along with the Main Six, Cadance, Shining Armor and Flurry Heart are there, as are Discord, Celestia, and Luna. Twilight thanks her rescuers—even Trixie—

and remarks on how even though each of them have struggled with friendship in the past, they all proved they've learned what's important. Luna congratulates Starlight on her latest lesson, learning what true leadership is all about and as they celebrate the qualities of good leadership in song we...

END