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MY LITTLE PONY 6

"To Where And Back Again - Part 2"

Episode 626

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RECAP OF PART I

MAIN TITLES

ACT ONE

SC. 1 - EXT. BORDER OF CHANGELING KINGDOM - RESUME

Discord, Trixie, and Starlight stand on the outcropping of rock and look out at the desolate valley of twisted stone (think: Mordor). Thorax shrinks back, terrified.

Discord looks at the giant ant-hill-like tower in the center of the valley - a few Changelings fly in and out (okay, really think: Mordor). He puts a claw on his hip and pouts.

1 DISCORD
This is so odd. We're here and
that's there and I clearly meant
for us to be there and not here.

Thorax peeks out from behind a tree.

2 THORAX
I can probably explain that...

Discord shrugs, ignoring Thorax.

3 DISCORD
Oh well, if at first you don't
succeed.

He lifts his claws to snap them over to the tower, but Starlight stops him.

4 STARLIGHT
Maybe we should come up with a plan
first?

Discord looks at her like he's never heard the word.

5 DISCORD
I'm sorry. A what?

6 TRIXIE
(full of snark)
A plan? You know, figuring out the
best way to do something before you
actually do it?

7 DISCORD
That's adorable. But, you see,
unlike you I can do anything. Who
needs a plan?

8 STARLIGHT
I do. Changeling magic is tricky,
but I think I can come up with a
few spells to protect us.

9 THORAX
Actually...

Discord steps forward, cutting Thorax off.

10 DISCORD
Yes, yes, yes. That's all very
nice, but really a waste of time.
We have me. What more do we need?

11 TRIXIE
A leader with half a brain.

12 DISCORD
Why are you here again? I mean,
it's not like you're going to stop
the Changelings by pulling a rabbit
out of a hat. At least my magic can
do something.

13 THORAX
Actually, the thing about magic
here is...

14 DISCORD
(cutting him off again)
Like this!

Discord snaps his claws and produces a magician's top hat. He
reaches inside and pulls out a GIANT PINK PIG WITH WINGS AND
a SADDLE. He snaps again and he's sitting astride the pig
wearing aviator goggles and holding a lance.

15 DISCORD (CONT'D)
(raising his lance)
For Fluttershy!

With that, Discord spurs the pig on. It's eyes go wide as it
charges forward, flying toward the very clear line between
the creepy forest they are in and the lifeless rock that
makes up the valley beyond.

As Discord and his flying pig reach the line, the pig
vanishes and Discord falls to the ground with a <GRUNT>.

He stands, dusts himself off and walks back to the forest side of the border. He snaps his fingers and a smaller flying pig appears. He sends it across the border and it disappears.

He claps, creating a swarm of tiny flying pigs, but they too disappear when they cross the border.

He looks back at Starlight and Trixie.

16 DISCORD (CONT'D)
What was that about a plan?

Out of patience, Thorax steps forward from his hiding place.

17 THORAX
I've been trying to tell you...
Chrysalis' throne is carved from an ancient dark stone that soaks up magic the same way Changelings soak up love. You'd have to destroy the throne for magic to work in the Changeling Kingdom.

Starlight and Trixie share a concerned look. They light up their horns and walk forward.

Sure enough, as they cross the boundary between forest and lifeless rock, their horns immediately stop glowing. Trixie turns to Starlight.

18 TRIxie
So... What kind of plan were you thinking?

19 STARLIGHT
Without magic, we're definitely gonna need a good one.

20 DISCORD
That's a bit of an understatement!
How are we even supposed to get to that hive?

The others all look at him.

21 TRIxie
Um... we walk?

Discord shudders like Trixie is suggesting he drink sour milk. He points at the tower.

22 DISCORD
I haven't walked that far in a millennia.

23 STARLIGHT
Well, I hope you remember how
because it's our only option. We
have to get into the hive, destroy
Chrysalis' throne to get our magic
back, and save our friends.

24 TRIxie
(sarcastic)
Easy-peasie.

25 STARLIGHT
We'll come up with something. We
just need to be careful and think.

26 DISCORD
Well, that really is easy-peasie.
I'm the most careful and thoughtful
draconequis I know.

He moves to step across the boarder... and trips and falls on
his face. Embarrassed, he stands and dusts himself off.

27 DISCORD (CONT'D)
Though I really should brush up on
my walking.

SC. 2 - EXT. CHANGELING KINGDOM - LATER

Starlight and the others make their way past jagged
outcroppings of rock and twisted dead trees as they pick
their way through the barren landscape.

Thorax casts nervous glances skyward as they go.

Discord lags behind the group, trying unsuccessfully to avoid
stepping on every little rock in their path. Trixie rolls her
eyes as he whines and complains.

28 DISCORD
I'm getting calluses on my
calluses! I don't know how any of
you manage not being able to
disappear and reappear wherever
you want.

29 TRIxie
Well, I for one definitely miss you
being able to disappear.

30 STARLIGHT
Give Discord a break. None of us
knew we weren't going to be able to
use magic.

31 THORAX
I did. I just got teleported here
before I could tell you.

32 STARLIGHT
Right. Well, I learned not to long
ago that you can't use magic to
solve every problem. I guess this
is one of those problems.

Discord stubs his talon and starts jumping around.

33 DISCORD
Ow! Ooooh! Ugh!

A group of Changelings suddenly buzz by overhead. Trixie,
Starlight and Thorax quickly duck for cover, but Discord is
too preoccupied with his feet to notice.

Thorax jumps out and yanks him behind a tree. After the
Changeling patrol passes, Trixie sticks her head out
perturbed.

34 TRIxie
(to Discord)
Next time maybe just shout, "Hey,
we're over here!"

Discord ignores her and blows on his owie while Starlight
watches the changelings fly away.

35 STARLIGHT
If we get separated we should
probably have a way to make sure we
are who we say we are.

36 DISCORD
Ooo. Like a secret code. How about
if I say "We're" you say "Doomed?"
Or I'll say "Impossible" and you
say "Rescue".

Discord gingerly sets his foot down and trips again, wiping
out in the dirt.

37 TRIxie
How about if we say "Klutzy" you
say "Draconequis?"

Discord shoots Trixie a look. Thorax and Starlight look at each other.

38 STARLIGHT
Klutzy draconequis. Works for me.

39 THORAX
I'll definitely remember it.

40 DISCORD
Oh, you are all just delightful
traveling companions.

41 STARLIGHT
Oh come on Discord, with things as
bad as they are it helps to have a
sense of hu--

Starlight stops short as they reach the base of the HIVE.
They all look up at the massive tower structure as it rises
above them, stretching toward the sky.

In the distance, far above, A changeling or two fly in and
out through holes in the sides of the hive.

42 TRIXIE
No magic, a giant scary hive full
of changelings who've probably
already seen us, and no way in.

Thorax steps forward.

43 THORAX
Actually, there's a way in over
here.

He starts off around the side of the tower. The others
follow.

44 THORAX (CONT'D)
And I'm pretty sure they haven't
seen us. We changelings all share a
connection with each other and I
haven't felt any alarms bells going
off. But to be honest, ever since I
left, my connection's gotten a
little faint.
(he points off screen)
You can get inside over there.

Thorax gestures toward a big hole (i.e. a doorway) at ground
level in the side of the hive. Starlight looks at him.

45 STARLIGHT
Aren't you coming?

Thorax looks at the ground.

46 THORAX
I want to save my friends as much
as you, but I turned my back on the
hive. If Chrysalis catches me...

Thorax shudders as he trails off, not even able to bear the
thought.

47 STARLIGHT
Thorax, I know facing your past is
scary, but this place is a mystery
to the rest of us. We need you. Our
friends need you. Spike needs you.

Thorax thinks for a beat, then nods. He heads for the opening
in the hive.

48 THORAX
This way.

The others fall in behind as Thorax leads them into...

SC. 3 - INT. CHANGELING HIVE - CONTINUOUS

Inside, the opening extends into a long corridor that
stretches out in front of them, winding off into the distance
where it meets dozens of other corridors branching off in
every direction.

49 TRIXIE
 (to Thorax)
Okay. I am definitely glad you
came. I don't think we'd be able to
find our way without you.

50 THORAX
Oh, you definitely wouldn't.

Thorax points behind them. They all turn expecting to see the
opening they just walked through, but instead there's just
more corridors leading every which way.

51 TRIXIE
Um... Where's the way out?

52 THORAX
It's a Changeling Hive. It shifts
and changes like we do and we're
the only ones who can navigate it.
It's total chaos to non-
changelings.

53 DISCORD
(unimpressed)
Well, it's decent chaos. I don't
know if I'd call it total.

Thorax lights up his horn and sets off while the others fall
in behind.

SC. 4 - INT. CHANGELING HIVE - CORRIDOR MAZE - MONTAGE

Thorax leads the group through passageway after passageway
(think H.R. Giger by way of M.C. Escher), lighting the way
through the maze of tunnels with his glowing green horn.

The passages head up, down, back, and forth. Every so often
Thorax instinctively picks a new direction, confidently at
first, but with more and more hesitation as they go.

SC. 5 - INT. CHANGELING HIVE - CAVERN - CONTINUOUS

The foursome exit a tunnel (with Thorax in the lead) to find
a large cavern filled with dozens more tunnels.

Thorax looks nervously from tunnel to tunnel, He finally
chooses one and walks towards it.

Discord walks up beside Starlight.

54 DISCORD
Are we sure I'll get my magic back
when we destroy this throne-thingy?

55 STARLIGHT
If Thorax is right, then yes.

Thorax suddenly changes his mind and walks towards another
tunnel.

56 DISCORD
Well, that's reassuring.

Trixie joins them.

57 TRIXIE
And how are we supposed to destroy
the throne when we find it?

58 STARLIGHT
 (to Trixie)
I... don't know.

59 TRIXIE
Well, that's reassuring.

Discord points to Trixie's bag of tricks.

60 DISCORD
Too bad you can't pull anything
useful out of that perfectly
useless bag of yours.

61 TRIXIE
Says the "lord of chaos" who's
still working on walking. Talk
about useless.

62 DISCORD
Yes, but when the throne is
destroyed I'LL be able to rip the
very fabric of reality while YOU'LL
still be a below average
illusionist. I'll be plenty useful
as soon as Starlight figures out
what to do.

63 STARLIGHT
I don't know what to do!

Discord and Trixie turn to look at her, surprised.

64 STARLIGHT (CONT'D)
I'm just trying my best to keep it
together and it would be WONDERFUL
if you two could actually help
instead of bickering like foals.

Discord and Trixie shrug like two kid's who just got
reprimanded by mom.

65 DISCORD
Ooooookay.

66 TRIXIE
Sorry.

67 STARLIGHT
At least Thorax knows where we're
going.

68 THORAX (O.S.)
Um... guys?

They all turn to see Thorax looking at the dozens of
passages, sheepishly.

69 THORAX (CONT'D)
I think we're lost.

Starlight slumps.

70 TRIxie
What about your connection? I
thought Changelings had this
psychic link.

71 THORAX
They do, but mine's gotten so
quiet, I can't hear it at all. It's
like I'm not a Changeling any more.

72 DISCORD
Couldn't you have waited to not be
a Changeling until after you helped
rescue Fluttershy?

73 TRIxie
On the plus side, you haven't tried
to feed off of our love. That's
just gross.

Thorax looks up, struck with a sudden realization.

74 THORAX
Actually, I haven't really been
hungry since I met Spike. And
Changelings are always hungry. We
can never get enough love. We have
to feed, but once I made a few
friends, I guess I just sort of...
forgot about it.

Starlight looks up suddenly.

75 STARLIGHT
Is that about the same time your
wings changed?

Thorax looks back at his wings and flaps them, emphasizing
the faint SHIMMER that sets him apart from other Changelings.

76 THORAX
Huh. Yeah. I guess so.

Discord gives an exasperated <SIGH>.

77 DISCORD
Starlight, we need to focus on
what's important here - getting
back my magic! And while I would
love to sit around all day talking
about changelings and not
changelings and feeding and not
feeding and the shimmering of
wings, I have A FLUTTERSHY TO SAVE!

Discord's SHOUT echoes off the walls of the cavern and
through each of the passageways. The others all stare at him.

78 DISCORD (CONT'D)
What?

79 TRIxie
Can you please lower your voice?
You're going to get us all
captured!

80 DISCORD
You keep saying that, but I haven't
seen an actual changeling since we
got into this hive.

Suddenly, a loud BUZZING starts to fill the room. All of them
look around, trying to see which tunnel it's coming from.

81 TRIxie
What's that!?

Thorax looks at them in horror.

82 THORAX
That would be a Changeling Patrol
and it sounds like they're just
about on top of us!

Off of the others' looks of shock as the BUZZING gets louder
and louder we...

END ACT ONE

ACT TWO

SC. 6 - INT. CHANGELING HIVE - CAVERN - RESUME

The rescue team all share terrified looks as the BUZZING of the Changeling Patrol gets closer. Thorax starts to freak out, running from tunnel entrance to tunnel entrance.

83 THORAX
I can't be caught! Chrysalis will drain all the love right out of me. There won't be anything left!

84 DISCORD
This seems like one of those moments where we need a plan.

They all turn to Starlight.

85 STARLIGHT
Just let me think. It'll be fine.

86 TRIxie
How will it be fine?! We have no magic and it's not like my stage craft is going to save us.

Starlight brightens, struck with a sudden idea.

87 STARLIGHT
Actually... That's exactly what's going to save us!

Starlight grabs Trixie's pack.

88 STARLIGHT (CONT'D)
Do you have any of your smoke bombs?

89 TRIxie
Um... are you kidding?

Trixie opens a pocket in her back revealing a whole pile of small, grey pellets.

Suddenly the BUZZING gets even louder. Changeling shadows appear down several of the passageways.

90 THORAX
Whatever you're going to do, do it soon!

Discord reaches into Trixie's pack and pulls out a pellet.

91 DISCORD
How are these going to save us?

92 STARLIGHT
Let's just say, I hope you can
throw better than you can walk.

Off Discord's confused expression...

SC. 7 - INT. CHANGELING HIVE - CAVERN - MOMENTS LATER

Changelings zoom in from several different tunnels and start scanning the cavern. Suddenly, Trixie appears in a PUFF OF SMOKE.

93 TRIxie
Looking for somepony?

The Changelings all share a confused look, then turn back to Trixie as they HISS and charge. Trixie tosses one of the grey pellets to the ground and it bursts in a plume of smoke.

The group of Changelings fly through the smoke which quickly clears to reveal Trixie has vanished. The Changelings look at each other, confused.

At the other end of the cavern there's another burst of smoke as Trixie appears.

94 TRIxie (CONT'D)
Is that the best you've got?

Trixie gives a mocking laugh and the patrol zooms toward her. With a flourish, Trixie tosses another smoke pellet and disappears again.

Suddenly, smoke bombs start exploding at the entrance to every passageway. The changelings look this way and that, trying to spot Trixie through the smoke.

In the mayhem we reveal Discord, hidden in an alcove heaving pellets at one end of the cavern, while Starlight ducks behind a stalagmite column, tossing more at the opposite end.

After a beat, the smoke clears just enough for the Lead Changeling to spot Trixie heading down one of the passageways. She turns and realizes she's been spotted.

95 TRIxie (CONT'D)
Whoops.

As Trixie quickly heads down the tunnel most of the Changelings take off after her. Two Changelings hang back from the rest and head down a totally different passage.

After a beat, Discord and Starlight pop out and jog over to peer down the tunnel where the Changelings chased Trixie. The passage looks empty except for a few more stalagmites.

96 DISCORD
Not exactly Great and Powerful, but
effective.

Trixie sneaks out from behind a nearby rock.

97 TRIXIE
I'll take it.

One of the stalagmites in the tunnel transforms into another Trixie, who trots over and joins the others before turning back into Thorax.

98 TRIXIE (CONT'D)
Turning into a stalagmite? Pretty
good trick.

99 THORAX
That was a pretty good plan.

100 DISCORD
If you like that sort of thing.

101 TRIXIE
But we still don't know where we're
going.

102 STARLIGHT
Actually, I might have an idea. Two
of the changelings didn't go with
the rest. They went down there.

Starlight points toward the passageway opposite from where most of the Patrol took off chasing Trixie.

103 THORAX
With an intruder in the hive, they
probably went to help protect the
Queen. Come on!

Thorax heads down the tunnel. The others exchange a quick glance, then charge after him.

SC. 8 - EXT. CHANGELING HIVE - CHRYSALIS' CASTLE - CONTINUOUS

The tunnel quickly opens onto a wide area open to the sky. A winding path of stairs extends up to the top of the hive where huge stalagmite-like spires stretch upward.

Swarms of Changelings rise out of different areas of the hive and fly toward the spires.

104 DISCORD
Apparently those two Changelings
aren't the only ones headed to
protect Chrysalis.

105 STARLIGHT
At least we know where to go. Thank
Celestia we finally got a break.

106 TRIxie
I'm not sure following creepy
Changelings to more creepy
Changelings counts as "a break."

SC. 9 - EXT. CHANGELING HIVE - CASTLE STAIRS - CONTINUOUS

Careful to stay out of sight of the occasional formation of Changelings flying overhead, the group makes their way along the stairs.

The steps wind around jagged rocks and end at a landing onto which several tunnels open. At the other end of the landing is a gated archway where a group of Changelings stand guard.

Starlight and the others peer out from the cover of a few large rocks as Groups of Changelings file through the archway past the Guards (think: the exterior of the Witch's Castle in The Wizard of Oz).

107 TRIxie
Now what?

108 STARLIGHT
We go in.

Thorax literally shakes with fright as he looks out at the Castle gate.

109 THORAX
Even if I wanted to, there's no way
past the guards. We'll be spotted
for sure.

110 STARLIGHT
We need some kind of distraction.

Trixie opens her bag of tricks and peers inside.

111 TRIxie
Well, I'm fresh out of smoke bombs.

112 DISCORD
Normally I'm the most distracting
thing I can think of, but without
magic...

Starlight looks into Trixie's bag and gets an idea. She
reaches in and pulls out a microphone.

113 STARLIGHT
You know, Discord, you shouldn't
underestimate yourself.

With a grin, she hands him the microphone.

SC. 10 - EXT. CHANGELING HIVE - CASTLE ENTRY - MOMENTS LATER

As the last of a large group changelings file through the
gate, the Guards look up to see Discord standing in front of
them. He holds the microphone like he's doing stand-up.

114 DISCORD
Hello, changelings and
changelettes, believe me I'm just
as surprised as you that I'm here.
When I heard I'd be playing for a
bunch of Changelings I was beside
myself. Then I realized it was just
one of you.

One of the Changeling Guards snickers slightly. The others
all turn and shoot him looks. He shrugs.

115 DISCORD (CONT'D)
But seriously this isn't the
toughest crowd I've ever been in
front of, but it's definitely the
easiest to bug.
(silence)
<Ahem> To bug...

The Changelings all stare at him, confused.

116 DISCORD (CONT'D)
Hello?
(he taps the mic)
(MORE)

DISCORD (CONT'D)

Is this thing on?

(it's not)

Yeesh. I came to the Changeling Kingdom and all I got was a broken microphone.

The Changelings quickly recover from this bizarre display. They all start to buzz threateningly as they hover, preparing to charge.

117 DISCORD (CONT'D)

Well, I can see that's my time.

Thank you and good night!

Discord drops the mic and takes off down a nearby tunnel. The Changeling Guards all rush after him.

With the area clear of Guards, Starlight, Trixie, and Thorax emerge from their hiding place.

118 TRIxie

It is absolutely ridiculous that that worked.

119 STARLIGHT

Well, it is Discord. Even without magic he's pretty ridiculous.

Thorax points over at the gate.

120 THORAX

Let's go before any more changelings show up!

With that, he ushers Starlight and Trixie over to the gate and through.

Once they're gone, several eyes open in the dark tunnels that surround the landing. The eyes of the changelings hidden in shadows all narrow as they exchange grins, their fangs shining in the darkness.

SC. 11 - INT. CHANGELING HIVE - TUNNEL - CONTINUOUS

The Changeling Guards rush down the passageway. Once they're gone, Discord peeks out from behind a column.

121 DISCORD

Well, it's certainly a pleasure to have such dedicated fans. I'll have to come back with some new material after I rescue Fluttershy.

He starts heading back toward the others when he hears a soft whimpering.

122 FLUTTERSHY (O.S.)
(pained whisper)
Please... Help...

Discord turns a corner to see Fluttershy sitting on the tunnel floor, her tail caught under a large rock.

123 DISCORD
Fluttershy!

Discord rushes forward and looks down, inspecting Fluttershy's tail.

124 FLUTTERSHY
Discord! Thank goodness! I'm stuck!

125 DISCORD
You certainly are. I should probably help you get free by moving this rock, but...

126 FLUTTERSHY
But what?

127 DISCORD
But you are obviously not Fluttershy.

128 FLUTTERSHY
(downcast)
Oh.

129 DISCORD
I mean, I've been separated from the group and just happen to come across the one pony I care the most about? I can smell this set up a mile away.

Fluttershy starts to cry.

130 FLUTTERSHY
No. You're right. There's no way you should trust me. Just go find the others. I understand.

With that she starts to cry harder. Discord rolls his eyes.

131 DISCORD
Oh, come on.

132 FLUTTERSHY
I know. We're probably all
changelings. You shouldn't rescue
any of us...

Discord turns to see the hallway is suddenly filled with
sobbing Fluttershys. Each one more miserable and frightened
than then next. The first one looks up at him with big, sad,
puppy dog eyes.

133 FLUTTERSHY (CONT'D)
Unless you think maybe one of us
might be the real Fluttershy. That
certainly would be a nasty
changeling trick, wouldn't it?

Discord looks around at all the terrified Fluttershy's,
suddenly uncertain.

SC. 12 - INT. CHANGELING CASTLE - SAME

Starlight, Trixie, and Thorax crouch in a alcove looking back
toward the gate.

134 THORAX
We can't wait for Discord. Between
seeing him and Trixie, the castle
will be crawling with guards soon.

135 STARLIGHT
I know, but if we do manage to
destroy Chrysalis' throne, we'll
need his magic.

136 TRIXIE
He's probably already been
captured.

Suddenly Discord rushes through the gate and looks around.

137 DISCORD
(loud whisper)
<Ahem> Hello? Fellow rescuers?

Starlight and the others come out of hiding. Thorax looks
around nervously.

138 THORAX
We can't stay here. We've got to
find the throne!

Discord brightens.

139 DISCORD
Oooh! I heard some of the
changelings who were chasing me say
where it is.

Starlight and Trixie exchange a look.

140 STARLIGHT
 (to Discord)
So, Klutzy...

141 DISCORD
What? Oh haha. Yea. I can be
klutzy. Now, follow me!

Discord takes off in the lead. As the others fall in behind
him, Starlight turns to Trixie.

142 STARLIGHT
 (low)
You know that's not Discord, right?

143 TRIXIE
 (low)
Obviously.

They both look back at Thorax, who nods.

144 TRIXIE (CONT'D)
Okay, I'll handle it. You two just
get ready to run.

145 STARLIGHT
 (whispered shout)
Wait, what!? How are we going to do
this rescue without you?

146 TRIXIE
I'm pretty sure you'll come up with
something. You have been from the
start. Even without magic you knew
how to make the most out of mine
and Discord's skills. Even with
only you and Thorax left, you'll
figure out what to do next. I know
you don't wanna be in charge, but
you're really good at it.

Before Starlight can object, Trixie runs up alongside
Discord.

147 TRIXIE (CONT'D)
Hey, Discord? Wanna see the new
trick I've been working on?

She takes his claw and lays a cloth over it. Discord looks down at it uncertain.

148 DISCORD
Um... Even I know it's is a bad
time for this.

With a flourish, she whips the cloth off and Discord looks down to see he and Trixie are handcuffed together.

149 TRIXIE
I call it, "The Changeling Reveal!"
 (calling to Starlight)
Run!

Discord looks back to see Starlight and Thorax take off down another hallway and immediately transforms into a changeling.

As the changeling <HISSES> at Trixie, more changelings emerge from the shadows and slowly surround them.

150 TRIXIE (CONT'D)
 (with a sad magical
 flourish)
Ta-daaa...

SC. 13 - INT. CASTLE - CHRYSALIS' THRONE ROOM - MOMENTS LATER

Starlight rushes into a giant open cavern. She looks around, out of breath, and realizes she's alone.

151 STARLIGHT
 (whisper-shout)
Thorax?

Frightened, she backs further into the space and trips. Starlight looks up from the ground and finds herself at the base of a giant mound of DARK ROCK (think: obsidian).

A wicked looking THRONE has been carved into the top of the dark mound and large, sharp looking STALACTITES form a half circle around it.

A SKITTERING comes from the shadows and Starlight squints into the darkness, unnerved.

152 STARLIGHT (CONT'D)
 (meekly)
Trixie?

Starlight's gaze continues toward the ceiling where she sees Trixie's face, but her friend's eyes are closed.

PULL WIDE to reveal Trixie and Discord, along with all the ponies they'd come to rescue, hang unconscious from the ceiling, encased in cocoons up to their necks.

As Starlight stares in terror, LAUGHTER comes from the shadows.

153 CHRYSALIS (O.S.)
One little pony all by herself. Oh,
how will I ever prevent this daring
rescue?

As Starlight watches, Queen Chrysalis walks calmly out of the shadows and sits on her throne as dozens of changelings enter from every possible entrance.

Off Starlight's look of horror...

END ACT TWO

ACT THREE

SC. 14 - INT. CASTLE - CHRYSALIS' THRONE ROOM - RESUME

Several changelings restrain Starlight as Chrysalis sits regally on her throne and gazes down at her.

154 CHRYSALIS
Well, well, well. You're the
student, yes? The Princess of
Friendship's sole pupil. Honestly,
I didn't think you were worth
replacing with one of my drones,
but I seem to have been mistaken.

Starlight struggles against the Changelings holding her.

155 STARLIGHT
You won't get away with this!

Chrysalis lets out a cruel laugh.

156 CHRYSALIS
Oh, my dear. I already have. Look
around. No pony is coming to save
you. Your little squad was it, and
now there's just you.

Starlight looks up at all her friends in their cocoons, suspended from the ceiling and realizes something.

157 STARLIGHT
But it isn't just me. Thorax is
still out there.

Chrysalis HISSES angrily at the name and her subjects all do the same. She takes flight from her throne and lands in front of Starlight, glaring down at her.

158 CHRYSALIS
Don't mention that traitor's name
in my Kingdom! He's no longer fit
to be called a Changeling.

Suddenly, Starlight looks up at Chrysalis and smiles.

159 STARLIGHT
Works for me.

With that, Starlight transforms into Thorax!

160 CHRYSALIS
What?!

Starlight's voice calls out from off screen.

161 STARLIGHT (O.S.)
He mentioned not really feeling
like a Changeling any more...

With that, Chrysalis turns to see Starlight, standing next to the throne between two of the stalactites that surround it.

162 STARLIGHT (CONT'D)
But, what with all the ponynapping
and love draining, he's kind of
okay with it.

Starlight pulls out a large rock and holds it up in her hooves, readying to smash it into the throne.

163 STARLIGHT (CONT'D)
And once I get my magic back and
free my friends, he'll feel good
about being on the winning side.

Starlight swings her rock up and brings it down.

164 CHRYSALIS
NO!

But before Starlight can hit the throne, the stalactites on either side of her transform into Changeling Guards and grab her by the hooves.

As Starlight struggles against them, the rest of the rock formations that ring the throne turn into Changelings as well and quickly subdue her.

The Guards fly up, dragging Starlight through the air, and deposit her in front of their Queen. Chrysalis laughs.

165 CHRYSALIS (CONT'D)
Did you really think I'd leave my throne unguarded? Without it's magic draining properties, powerful ponies would be able to use their abilities against me. Not that there are any powerful ponies left.

Chrysalis gestures to her cocooned victims above and laughs again, pleased with herself.

166 CHRYSALIS (CONT'D)
Even with your rather embarrassing little rescue attempt, everything has gone according to plan.

167 STARLIGHT
What plan!? Why did you do all this!?

168 CHRYSALIS
To feed, of course!

Chrysalis turns and with a WHOOSH of her wings, returns to her throne.

169 CHRYSALIS (CONT'D)
By replacing the most beloved figures in Equestria, my drones will be able to store all the love meant for them and return it here... to me.

She points again to the ponies she's captured.

170 CHRYSALIS (CONT'D)
My subjects and I will feed on the love of these ponies for generations!

The changelings all buzz excitedly. Distraught, Starlight turns to Thorax, his shimmering wings trembling with fear. Suddenly, Starlight is struck with a realization.

171 STARLIGHT
But what if you didn't have to?

Chrysalis and the throng of changelings all stare at Starlight, incredulous.

172 CHRYSalIS
Ridiculous! The hunger of
Changelings can never be satisfied.

173 STARLIGHT
Exactly. You might be able to
survive on the love meant for these
ponies, but you'll always be
starved for more. Wouldn't it be
better to never feel hunger again?

Starlight points to Thorax and the changelings holding him
step back as he spreads his fuller, shimmering wings.

174 STARLIGHT (CONT'D)
Thorax left the hive and made a
friend. He shared love and now he
doesn't need to feed! You don't
have to live your lives starving
all the time!

The Changelings all pause, buzzing to each other as
Starlight's words sink in. Chrysalis soars off of her throne
and slams her hooves down on the cavern floor.

175 CHRYSalIS
You know nothing of the Changelings
or what it takes to be their Queen!
I decide what is best for my
subjects, not some pupil!

176 STARLIGHT
I know what it's like to be a
leader. And I know what it's like
to think you know best. But I was
wrong and I thought I'd never be
able to lead again. But my friends
showed me that a real leader brings
the best out of her subjects...

She points at Thorax.

177 STARLIGHT (CONT'D)
...and listens when one of them
finds a better way.

The buzzing in the crowd intensifies, then dies down as the
changelings all turn to Chrysalis.

178 CHRYSalIS
The only thing Thorax has found...

Chrysalis draws herself up to her full height, her horn glowing with GREEN CHANGELING ENERGY.

179 CHRYSALIS (CONT'D)
...is what happens to those who
turn their back on the hive!

With that she sends a BLAST of green energy from her horn at Thorax.

The changelings around Thorax and Starlight shrink back as Chrysalis' energy lifts him off of the ground. Starlight looks on in horror.

180 STARLIGHT
No! Stop!

181 CHRYSALIS
Oh, I will. Just as soon as I drain
every last ounce of love from him
and show my subjects what a real
leader is.

Thorax struggles against Chrysalis' energy, surprisingly managing to fend it off with his own. Chrysalis stares in shock as he sinks back down to the floor, their beams of green energy locked together.

Chrysalis narrows her eyes as she redoubles her efforts, quickly overcoming Thorax's resistance - the shimmer of his wings fading as he weakens.

Starlight rushes to his side.

182 STARLIGHT
Come on, Thorax. You've got to
fight!

183 THORAX
I don't know if I can! I can feel
the love inside me slipping away. I
can't hold onto it much longer.

Starlight's eyes go wide with sudden realization.

184 STARLIGHT
Then don't!

185 THORAX
What!?

186 STARLIGHT
Sharing love is what made you
different to begin with.
(MORE)

STARLIGHT (CONT'D)
You should share yours with
Chrysalis.
(with confidence)
Give her all of it.

Thorax looks to Starlight for a beat as he continues to struggle, then closes his eyes and releases all his energy at once.

A massive BLAST of multi-colored energy flows out of him in a wave that pushes Chrysalis back then spreads over the cavern in a brilliant display of blinding light.

As the light fades, Starlight looks up and smiles. Several of the changelings in the crowd stare up in wonder as well.

ON CHRYSALIS - as she struggles to her feet, shaking off the effects of the blast. She looks up and stares in shock as we...

REVEAL - Thorax, hovering above the cavern floor, totally transformed.

The shimmering that once appeared in his wings now covers his entire body - no longer full of holes like the mothish Changelings, but complete - with large, full, colorful wings, like a butterfly.

Starlight steps forward.

187 STARLIGHT (CONT'D)
This is what you all can be. This
is what happens when you share love
instead of taking it.

After a beat, a nearby pair of Changelings look to each other. They both reach out and touch hooves.

Energy flows from each of them into the other and they suddenly explode in another BLAST - immediately transforming as Thorax did.

Suddenly, BLASTS of transforming energy start to happen all over the cavern, like kernels of popcorn popping in a hot pan, as more and more Changelings share their love with each other and transform in a burst of light.

Chrysalis looks out at her rapidly disappearing Kingdom, in a panic.

188 CHRYSALIS
No! STOP!!!

But it's too late as the wave of transformations continue and blast after blast of energy is released, shaking the ground until finally the mound of obsidian on which Chrysalis' throne sits starts to CRACK.

Finally, even the Guards stationed around the throne transform and the entire thing shatters.

Immediately, Starlight's horn starts to glow as her magic returns. With a vortex-like BLAST she brings all of her friends safely to the ground, vanishing the cocoons around them.

Surrounded by all of her friends and the growing crowd of transformed changelings, Starlight looks to Chrysalis.

189 STARLIGHT
You don't have to stay the same
either. You can be the leader your
subjects deserve. You only have to
share the love that's inside you.

Chrysalis looks to the ground, uncertain, then her eyes fill with sudden rage as she looks up, her horn crackling with green energy.

190 CHRYSALIS
Never!

The energy around her horn glows brighter and expands. Starlight and the rest back up as it grows until it surrounds Chrysalis and with a BLAST of green energy, she's gone.

Celestia, the Main Six and the rest look around the cavern in a daze.

Twilight steps forward and looks from Thorax and the other new changelings to Starlight.

191 TWILIGHT
Starlight, what happened?

Starlight looks up as the new Changelings all gather around Thorax and bow.

192 STARLIGHT
Well, I guess what happened is the
Changelings found a new leader.
(quick aside)
Also, they're all kind of good now.

193 PINKIE PIE
Cool.

As Twilight gives her student a peculiar look, Discord desperately pushes through the group.

194 DISCORD
Fluttershy?

He spots her and scoops her up in an eight armed hug.

195 FLUTTERSHY
It's good to see you too.

Celestia and Luna step forward.

196 CELESTIA
Perhaps it is time we leave the
Changeling Kingdom to the
Changelings.

197 DISCORD
Splendid idea. Besides, isn't this
the part where we heros ride off
into the sunset?

Discord snaps his claws and the back of the throne room turns into a SUNSET. As they all head toward it, Starlight looks up at him.

198 STARLIGHT
Actually, that reminds me. Would
you mind making one quick stop?

Off Discord's raised eyebrow...

SC. 15 - EXT. STARLIGHT'S VILLAGE - LATER

Starlight looks out at the Sunset Festival now in full swing. Villagers run around with balloons and food, etc.

As Starlight waves, several ponies notice her and stop what they are doing. They whisper to each other. Double Diamond and Party Favor walk over.

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

Starlight looks at her, worried.

200 DOUBLE DIAMOND
I mean, you left in such a hurry
before, we kinda thought you didn't
want to come.

201 STARLIGHT
Yyyeah. About that. I guess after
the way I treated all of you I
wasn't sure I was somepony who
should be in charge of anything,
even a baking contest. But...

Starlight turns and looks at all of the ponies (and
draconequis) behind her. She turns back quickly.

202 STARLIGHT (CONT'D)
...I sort of just found out that
being a good leader isn't so hard.
You just have to treat everypony
with respect and listen to what
they have to say. Basically you
have to be a friend. Speaking of
which...

Starlight gestures to the crowd with her.

203 STARLIGHT (CONT'D)
...I kinda invited a few of my
friends to join the festival. Hope
that's okay.

Double Diamond and Party Favor Share an excited look.

204 DOUBLE DIAMOND
Are you kidding? Of course!

205 STARLIGHT
Great. Now, isn't there a baking
competition I need to be judging?

With that, the Village Ponies lead Starlight away. Pinkie Pie
looks out at the festivities and frowns. Fluttershy notices.

206 FLUTTERSHY
Gee, Pinkie. I know we've been held
captive by an evil Changeling
Queen, but I'd think a party would
be just the think to cheer you up.

207 PINKIE PIE
That's just it! Here we are at the
perfect post Changeling Ponynapping
party and I don't have a single
party canon.

Discord leans down putting his arms around both Fluttershy
and Pinkie.

208 DISCORD
Oh, my dear, Pinkie Pie. Allow
me...

With a snap of his claws, all of the windows in town shoot
confetti everywhere. Pinkie shrugs.

209 PINKIE PIE
Not bad.

As all the other ponies join in the festivities we...

FADE OUT

THE END