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Distribution:

Production

Devon Cody
Joanna Lewis
Kristine Songco
Jim Miller
Denny Lu
Tim Stuby
Zoe Borroz

Discovery Family

Linda Shima Tsuno
Beth Mohammed

Hasbro Studios

Stephen Davis
Kathy Page
Meghan McCarthy
Eliza Hart
Gabriel Monje
Daniel Barnes
Finn Arnesen
Nina Scales
Graham Stephen
Tyla Bucher
Loretta Masters
Narae Song
Bill Cheungcp
Molly Shaffer
Emily Thompson
Rachelle Little
Michael Kelly

Hasbro Brand

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

MY LITTLE PONY
Season 7

To Change a Changeling
Ep 719

LOCKED SCRIPT

Premise: Kevin Lappin
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We need to pickup:
Kathleen Barr
@ Trixie

Σ
Pharynx

Friendship lesson: Love isn't a weakness, it's a strength.

TEASER

SC. 1 - EXT. CHANGELING HIVE - DAY

We're on a ridge close to the changeling hive. Suddenly, STARLIGHT GLIMMER and TRIxie appear in a POOF! They look around.



1 STARLIGHT GLIMMER
Ha! Straight to the changeling
hive. I told you I could do it.

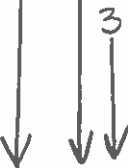
2 TRIxie
Well, not exactly "straight." We've
been popping all around Equestria,
and we still have to walk.



3 STARLIGHT GLIMMER
It's like twelve steps away. Before
Chrysalis' throne was destroyed,
the closest magic would have gotten
us was (indicating) way over there.



They walk the short walk to the hive, passing some chewed-up plants, scratched trees, and an occasional hole in the ground.

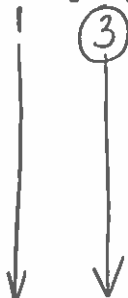


4 STARLIGHT GLIMMER (CONT'D)
On a scale of one-to-ten, how happy
do you think Thorax is going to be
at our surprise visit?



5 TRIxie
Definitely ten. (building in drama)
I mean, who wouldn't be happy at
the chance to marvel at the
overwhelming talent that is... the
Great and Powerful Trixie?

Trixie swirls her cape with a flourish and a small fireworks display shoots out.



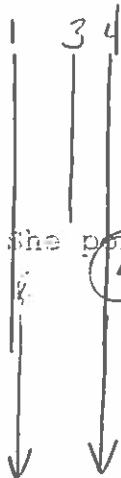
6 STARLIGHT GLIMMER
Trixie, we're coming to offer
Thorax encouragement and support.
His letters make it seem like the
responsibilities of being the
changeling leader are a little
overwhelming.

7 TRIXIE
Yeah, I know. That's basically what I said.



8 STARLIGHT GLIMMER
He's dealing with the wants and needs of his subjects, redesigning the hive, a Dread Maulwurf wrecking havoc outside--

9 TRIXIE
It does sound like a lot, but... are you sure that last thing is real.



10 STARLIGHT GLIMMER 5
The Dread Maulwurf? Sure it is. Thorax said it's like half-bear, half-mole, half-raging pile of claws.

She points to the torn up greenery and holes.

11 STARLIGHT GLIMMER (CONT'D)
Now that the changelings don't feed on the love of everything around them, plants have started to grow back. But this Maulwurf keeps eating them all up.

12 TRIXIE
(unconvinced) Maulwurf. Uh-huh. You're just trying to scare me. But it won't work, because not only am I the Great and Powerful, but I'm also the Unscareable Trixie.

12A

Suddenly, a menacing BLACK CHANGELING appears before them.

13 TRIXIE (CONT'D)
<SCREAMS>!

The changeling comes towards Starlight and Trixie. He has a deep, menacing voice (think Jason Statham).

14 TRIXIE (CONT'D)
Please tell me Thorax also mentioned a terrifying-looking changeling who greets visitors but is actually nice?



15 STARLIGHT GLIMMER
Nope.

16 BLACK CHANGELING
And I'm not nice.

16A The Black Changeling <GROWLS> and charges at them. Starlight shoots a magical BLAST, but the changeling dodges it and the blast leaves a smoking mark in the rock behind him.

17 TRIxie
Starlight, you got us here, I'll
take us home. Teleportation spell,
go!

17A Trixie nods her head, but nothing happens. The changeling throws a bag over Starlight and Trixie.

18 TRIxie (O.S.) (CONT'D)
Did I save us?

4

19 STARLIGHT GLIMMER (O.S.)
Nope.

END TEASER

MAIN CREDITS

ACT 1

SC. 2 - INT. BAG - A LITTLE LATER

CLOSE on Starlight and Trixie, who are tangled up and jostled about as the changeling drags them in the bag.

20 TRIxie
What are you waiting for? Use some
magic to get us out of here!

8 9 11 12
↓ ↓ ↓ ↓

the great and
21 STARLIGHT GLIMMER *trixie*
Calm down, Unscareable. We have to
find out what's going on. Thorax
might need our help.

13 Alt

22 TRIxie
We need our help! (then)
Teleportation spell, go! (nothing)
Teleportation spell, go! (nothing)
Teleportation spell, go!

8 9 10
↓ ↓ ↓

23 STARLIGHT GLIMMER
Why do you keep doing that? You
know it doesn't work that way.

24 TRIxie
I know! But this is my process.

14

24A

Suddenly they're spun upside-down and...

SC. 3 - INT. CHANGELING HIVE - THRONE ROOM - CONTINUOUS

...dumped out on the floor.

25 BLACK CHANGELING
I captured these trespassers.

15 16b
\$

26 THORAX (O.S.)
Starlight? Trixie?

Starlight and Trixie look up and see THORAX sitting on the throne. The hive is much different than last time, with brighter colors and plants and flowers growing everywhere.

27 THORAX (CONT'D)
It's okay, Pharynx. You can let them go.

↓ ↓

28 BLACK CHANGELING/PHARYNX
But they were lurking on our grounds! In the old days I would have already feasted on their love.

Pharynx steps towards Starlight and Trixie, but Thorax flies in between.

15 16b
\$

29 THORAX
Well, that's why they're called the old days. Because they're old. We don't do that anymore.

19 20 21
\$

30 PHARYNX
I liked the old days better.

Pharynx crosses away. Thorax comes over to the ponies.

15 16b
↓ ↓

31 THORAX
What are you two doing here?

32 STARLIGHT GLIMMER
We wanted to surprise you. (weakly)
Surprise!

33 THORAX
Well, it's great to see you. I'm sorry about the welcome committee.

28 29

33A

Across the room, various changelings scatter as Pharynx starts kicking holes in the walls.

15 (16)

34 STARLIGHT GLIMMER
I thought Ember helped you get more assertive so you could deal with all the renegade changelings who didn't want to change?

35 THORAX
Oh, she did. Really helpful. I was able to convince all of them to change... except one. My brother.

36 STARLIGHT GLIMMER
Your brother?!

37 THORAX
Yep. Pharynx is my ~~elder~~ *brood mate.* ⁽¹⁸⁾

37A Pharynx has made his way back to them. He kicks a hole right next to Thorax and smiles at them. Starlight looks back and forth between Thorax and Pharynx.

38 STARLIGHT GLIMMER
Oh, yeah. You guys have the same...
(gestures vaguely) eye shape?

39 PHARYNX
(not getting it) What a ridiculous comparison. All eye shapes are similar. We are nothing alike.

34A He kicks at the wall again.

15 16

40 THORAX
Stop doing that! The holes in the walls are a thing of the past.

22 23 24 25 26 (27)

41 PHARYNX
The hive looked better with holes.

41A He stalks off again, periodically kicking holes in the wall as he goes and sending changelings running. Thorax flinches at each <THUD>, then takes a CENTERING BREATH.

15 16 (17)

42 THORAX
How about I show you the rest of the hive where it's less loud and bang-y?

SC. 4 - INT. CHANGELING HIVE - COMMON ROOM - LATER

Thorax brings Starlight and Trixie into the common room. It's been redecorated in the same style as the throne room. We see small groups of changelings doing activities which Thorax describes:

6
34 (35)

43 THORAX
(proud) There've been a lot of changes since you were here last. I'm trying to start some new activities since the only thing we did before was hunt and patrol. There's theater, swing dance, a once a week potluck luncheon... Ooh, and who can change shape and organized craft time? (briefly changes size) This guy!

In a flurry of activity, the changelings at the arts and crafts table quickly slap paint on a banner and hang it. It's a picture of Starlight and Trixie - sort of.

44 STARLIGHT GLIMMER
(taking the room in) I am really impressed, Thorax. The hive, all the activities -- everything here is amazing.

Just then a CHANGELING COVERED IN BLACK PAINT rushes up to them, angry.

45 PAINTED CHANGELING
He did it again! Pharynx dumped an entire can of black paint on me! He said my fuchsia color wasn't "intimidating to our enemies." What enemies?!

46 THORAX
I am so sorry. I promise I'll talk to him.

(6)

47 PAINTED CHANGELING
You're the ruler of the hive, Thorax. You need to do more than talk!

The changeling storms off.

48 TRIxie
Maybe not everything here is amazing.

34 (35)

49 STARLIGHT GLIMMER
Seriously, Thorax. What is up with your brother?

36

50 THORAX
<SIGH> Pharynx used to be Head of Patrol.
(MORE)

37 39 (40)

34 35 36 37

THORAX (CONT'D)

(40)

But now that we're peaceful, there's no need to patrol, so he just stalks around the hive making everyone miserable. The other changelings are sick of it and if I can't get him to accept love and friendship and change like the rest of us, everything I've done here is at risk.

Starlight and Trixie share a look. Trixie shakes her head "no." Starlight nods her head "yes." Trixie <SIGHS> and reluctantly shakes her head "yes."

51 STARLIGHT GLIMMER
We know a thing or two about what it's like to be outsiders. Maybe we could talk to him for you.

52 THORAX
Do you really think you can help?

Trixie puts her hoof around Starlight's neck.

53 TRIxie
Thorax, if there's anypony who can help your brother... it's me. And with Starlight helping, it might take slightly longer, but I guarantee you we can do it.

Starlight rolls her eyes, then smiles at Trixie. An ASSISTANT CHANGELING comes over to Thorax.

54 ASSISTANT CHANGELING
Thorax, we're ready to start on the trail of plants to lead the Maulwurf away.

55 THORAX
(to Starlight and Trixie) I have to head outside. You're sure you're okay handling Pharynx?

56 STARLIGHT GLIMMER
Absolutely!

Suddenly there's a COMMOTION coming from the other side of the common room. They look and see Pharynx <GROWLING> and ripping down the flowers and vines. Starlight and Trixie turn back to Thorax, smiling with fake confidence.

57 TRIxie
Yeah. We totally got this!

44A6
57A
57B
As Pharynx continues his aggressive redecorating, Starlight's and Trixie's fake smiles falter as we:

END OF ACT 1

ACT 2

SC. 5 - INT. CHANGELING HIVE - COMMON ROOM - MOMENTS LATER

57C
Starlight and Trixie watch as Pharynx continues to rip down vines.

58 TRIXIE
How do you want to play this? I'm thinking good pony/bad pony. You yell and blast him with magic, while my natural charisma will convince him that-- Starlight?

Starlight has already gone over to Pharynx. Trixie follows.

45 46 47
↓ ↓ ↓
59 STARLIGHT GLIMMER
Hey, Pharynx. I know when we first met, it didn't go so well...

60 PHARYNX
I put you in a bag. I thought it went great.

60A
He rips down another vine.

45 47
↓ ↓
61 STARLIGHT GLIMMER
Right. (then) So... not a big fan of the vines, huh?

62 PHARYNX
They're a safety hazard. An enemy could hide in them, or use them as weapons. I don't even know why they're here.

45 47
↓ ↓
63 STARLIGHT GLIMMER
Because they're pretty?
Pharynx blinks.

64 PHARYNX
That's ridiculous.

45 47 48
↓ ↓ ↓
65 STARLIGHT GLIMMER
Totally. We get you. But maybe don't express how you feel by destroying them?

66 PHARYNX
I don't take advice from ponies.
The only thing I take from you is
breakfast. At least I used to.

Pharynx starts to walk away. Trixie hurries after.

67 TRIxie
You know, you're a lot like us.

68 PHARYNX
Doubt it.

69 TRIxie
It's true. Do you know who Twilight
Sparkle is?

70 PHARYNX
No.

71 TRIxie
Well, she's the most well-liked,
studious, do-goodiest pony in
Equestria.

72 PHARYNX
She sounds awful.

73 TRIxie
Oh, you'd hate her. I used to.
She made me unsure about my place
in the world, which led me to act
out against her.

73A

Pharynx considers this. Starlight picks up what Trixie's
putting down.

49

50



74 STARLIGHT GLIMMER
And I used to be a dictator who ran
a village with an iron hoof!

75 PHARYNX
Really? Hmm. Maybe you two do
understand me.

Starlight can't believe the change in attitude.

49

50



76 STARLIGHT GLIMMER
Yes! We do! But now, Trixie has
come to terms with being second-
best--

Trixie makes a face.

49 50

↓ ↓

77 STARLIGHT GLIMMER (CONT'D)
--and I no longer viciously control
a village of ponies against their
will. And our lives are so much
better for it.

Pharynx scowls at them.

79 PHARYNX
Wow. So you're both losers. Stay
away from me, or I'll do to you
what I did to the vines.

Pharynx stalks off just as Thorax returns to the common room, brushing off his hooves.

79 THORAX
Well, operation Lead Maulwurf away
is coming along. (then) How'd it go
with Pharynx?

58 59

80 STARLIGHT GLIMMER
Your brother is... (trying to be
gentle) challenging.

81 THORAX
That bad, huh?

60 A B C (6) A B

82 STARLIGHT GLIMMER
It wasn't great.

93 THORAX
Wanna talk it out? You can come
with me to the Feelings Forum.

53 54 55 56 (57)

94 TRIXIE
The what, now?

49 50
T

85 THORAX
It's a place for changelings to
express their feelings so we all
gain a better understanding of each
other. It's really helped bring the
hive closer together.

51 52

Trixie and Starlight share a look as A GONG GENTLY RINGS to transition us to:

SC. 6 - INT. CHANGELING HIVE - FEELINGS FORUM - LATER

Starlight, Trixie, and Thorax are sitting in a circle with other changelings. A GROUP LEADER changeling sits next to the gong. An GREEN CHANGELING is in the middle of addressing the circle.

62 63 (64)

86 GREEN CHANGELING
Sometimes I feel like I'm a blue changeling. Sometimes I feel like I'm a purple changeling. But here I am, a green one.

(65)

87 GROUP LEADER
You can be anything you want. You're a changeling. Be blue one day and purple the next. Be both on the same day!

88 GREEN CHANGELING
But then I feel like I'd be living a lie.

89 GROUP LEADER
(sympathetic) It's very brave of you to share something so personal. (then, to group) Does anyone else have similar concerns?

90 CHANGELING 1
I ~~had~~ used to, but craft time has given me such a creative outlet I feel great now.

91 CHANGELING 2
(nods) Everyone loves craft time.

91A

The others nod and <MURMUR> in agreement. Thorax smiles.

92 CHANGELING 1
Well... everyone except for you-know-who.

6.

93 CHANGELING 2
Yeah. You-know-who spends all his craft time making spears.

Thorax starts to get nervous.

94 CHANGELING 1
He's scary and intimidating. You-know-who makes me uncomfortable.

95 GREEN CHANGELING
He makes us all uncomfortable!

96 THORAX
Everyone, please, I understand Pharynx can be challenging at times--

66 67 68 (69)

63 65 70
 ✓ 11
 60 72
 97 CHANGELING 1
 That's an understatement. He lined
 the hallway with thorns!

98 CHANGELING 2
 He teaches little changelings to
 growl and hiss!

99 CHANGELING 3
 My soup is too hot!

REVEAL a random CHANGELING in the circle with a bowl of soup.
 Everyone looks at him.

100 CHANGELING 3 (CONT'D)
 I thought the Feelings Forum was
 for sharing our problems?

101 PHARYNX (O.S.)
 It sounds like your lame Feelings
 Forum is for talking about me
 behind my back.

REVEAL that Pharynx has entered the throne room.

75 76
 ↓ ↓

102 GROUP LEADER
 The Feelings Forum is for talking
 about anything that's bothering
 you. Is there something you'd like
 to share, Pharynx?

103 PHARYNX
 Actually, there is. The changelings
 used to be a fearsome swarm. Now we
 sit around talking about our
 feelings so much you can't even
 stop a Maulwurf from eating all
 your pretty plants. I could've sent
 that thing packing before, but I
 guess now we'll just try to lead it
 away and hope that keeps us safe!

Pharynx storms off.

75 76
 ↓ ↓

104 CHANGELING 1
 I don't feel safe with him around.

105 CHANGELING 2
 I'd feel safer if he were gone.

106 THORAX
 I can't do that.

107 ENTIRE GROUP
We want him banished!

The changelings all begin <YELLING> over each other about Pharynx.

108 CHANGELING 3
Hey! My soup cooled down! These Feelings Forums are great for solving problems!

The Group Leader hits her <GONG> several times, trying to regain order.

109 GROUP LEADER
(still calm) Everyone, please, if we are interrupting each other, we are not affirming each other...
(then, yelling over commotion)
That's it! Feelings Forum is over!

The complaining continues as the Forum breaks up and changelings go their separate ways. Starlight and Trixie see Thorax, upset as he watches his subjects walk off.

SC. 7 - INT. CHANGELING HIVE - TUNNEL - LATER

Starlight and Trixie are walking down a tunnel. Starlight goes to say something, then stops. Then she goes to say something, and stops again.

110 STARLIGHT GLIMMER
I want to say something, but it goes against everything I've been taught as Twilight's pupil.

111 TRIxie
Oh, then by all means, say it.

112 STARLIGHT GLIMMER
(deep breath) I think Pharynx is a lost cause.

113 TRIxie
(agreeing) I'm all for second chances, third even, but he just seems like a bad seed.

114 STARLIGHT GLIMMER
And Thorax has a duty to the whole hive, not just his brother.

115 TRIXIE
(nods) If he keeps sticking up for
Pharynx, the hive might decide they
don't want Thorax as their leader.

85 86
| |

116 STARLIGHT GLIMMER
I think he might have to kick
Pharynx out, but I don't want to be
the one to tell Thorax that.

87
|

117 TRIXIE
Me neither. But someone probably
should. (then) I nominate you.

Starlight and Trixie continue walking down the tunnel. After
a beat, Pharynx transforms, revealing that he was blending in
with the tunnel wall and overheard the entire conversation.

SC. 8 - INT. CHANGELING HIVE - COMMON ROOM - LATER

Thorax is slumped in his throne when Starlight and Trixie
enter

88 89
| |
↓ ↓

118 STARLIGHT GLIMMER
Thorax... we have something to tell
you.

119 THORAX
It's about Pharynx, isn't it?

120 TRIXIE
Maybeeee...?

88 89b
| |

121 THORAX
Look, I know he's an aggressive
warrior type, but when I was
little, every young changeling
wanted to be like that.

90
|

SC. 9 - INT. CHANGELING HIVE - TRAINING CLASS - FLASHBACK

Thorax continues narrating over: a group of THREE YOUNG
CHANGELINGS (short legs, small wings and antennae) with angry
faces stand in a row. The changelings rise up in unison and
attack DUMMY PONIES that have been set up.

91 92 93 94 95
| | | | |
↓ ↓ ↓ ↓ ↓

122 THORAX (V.O.)
Every young changeling except me.

We see A YOUNG THORAX (no antennae or wings) sitting in the
corner playing nicely with some dolls made out of twine.

91 92
| |
121A

93 94 95

123 THORAX (V.O.)
The others would pick on me for not
wanting to fight.

A shadow falls over Young Thorax. He looks up and sees the
five changelings standing over him, looking threatening.

124 YOUNG CHANGELING
Look at the ~~tough changeling~~
playing with his dollies.

The others <LAUGH> as they all step closer to Young Thorax,
who cowers in the corner.

125 YOUNG PHARYNX (O.S.)
Step away from my brother.

They all look and see YOUNG PHARYNX, who is bigger and meaner
than the rest.

93 95

126 THORAX (V.O.)
But Pharynx never let them hurt me.

The three changelings have become nervous.

127 YOUNG CHANGELING
We were just complimenting his
dollies.

Young Pharynx suddenly TRANSFORMS into a MONSTER and <ROARS>,
terrifying the other young changelings who run off.

128 YOUNG THORAX
Thanks, Pharynx.

Young Thorax smiles at Pharynx gratefully, then Pharynx takes
Young Thorax's hoof and makes Thorax hit himself on the body
with it.

129 YOUNG PHARYNX
Why are you hitting yourself? Why
are you hitting yourself? Stop
hitting yourself. Why are you
hitting yourself?

93 95

130 YOUNG THORAX
Ouch! Cut it out, Pharynx!

Young Pharynx stops.

131 YOUNG PHARYNX
They're right, you know. You need
to have tougher skin.

Young Pharynx leaves.

SC. 10 - INT. CHANGELING HIVE - COMMON ROOM - PRESENT TIME

Starlight, Trixie, and Thorax are as they were.

132 TRIXIE
That was a really sweet story--
until the end.

Starlight sees some workers across the room removing the vines Pharynx destroyed earlier. She takes it in.

100 101 102⁶
133 THORAX
I know Pharynx loved me, in his own
way. And I know there's still good
in him. That's why I keep sticking
up for him. (then) Anyway, what did
you want to talk to me about?

Trixie points to herself like, "Who, me?"

134 TRIXIE
Me? No. (points at Starlight) But
Starlight has something she'd--

Starlight has a sudden thought.

100 101 102⁶
135 STARLIGHT GLIMMER
Actually, Thorax, um... never mind.
Come on, Trixie, we've got... a
thing to do.

Starlight quickly ushers Trixie out of the throne room before she can say anything, and into--

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

Starlight and Trixie enter the tunnel.

136 TRIXIE
What are you doing? I thought we
agreed you'd tell Thorax he had to
kick his brother out of the hive.

106⁶ 107⁶
137 STARLIGHT GLIMMER
Maybe we don't have to. Get Pharynx
and meet me at the hive entrance.
I'll explain everything.

Starlight teleports out, leaving Trixie alone.

138 TRIXIE
 (calling to the vanished Starlight)
 And how am I supposed to know where
 Pharynx is?!

A PASSING CHANGELING hears her.

106 107
 I |

139 PASSING CHANGELING
 I just saw Pharynx.

140 TRIXIE
 Oh. Well, that was easy.

SC. 12 - EXT. CHANGELING HIVE - ENTRANCE - LATER

Starlight comes back to the hive from the surrounding land,
 using her magic to lay down a trail of plants to the hive
 entrance. When she reaches the entrance, we see Trixie
 waiting for her.

108 109
 ↓ ↓

141 STARLIGHT GLIMMER
 (proud) We'll just use one problem
 to solve another. I switched the
 trail of plants around to lure the
 Maulwurf here. The changelings may
 not be able to stop it anymore, but
Pharynx certainly can. When it
 attacks, he'll save his brother,
 showing everypony his good side.
 The others will accept him and
 Pharynx will finally let love and
 friendship into his life and
 transform!

Trixie looks shocked and a little nervous.

142 TRIXIE
 Wow.

108 109
 ↓ ↓

143 STARLIGHT GLIMMER
 I know, right? Great idea.
 (noticing) Where's Pharynx?

110
 I

144 TRIXIE
 He's gone.

108 109
 ↓ ↓

145 STARLIGHT GLIMMER
 (hopeful) Gone like gone to the
 throne room?

146 TRIXIE
 Gone like gone. One of the
 changelings said Pharynx left the
 hive for good.

111
112
146A A group of changelings overhear this last part and <CHEER>!

108 109B
147 STARLIGHT GLIMMER
(freaking out) Then who's going to
stop the Dread Maulwurf I'm leading
here?!

112 147A The group of changelings <SCREAM>, scared. Off an incredibly
worried Starlight, we:

END OF ACT 2

ACT 3

SC. 13 - INT. CHANGELING HIVE - COMMON ROOM - LATER

Starlight and Trixie rush through the common room to Thorax.

114 115
148 STARLIGHT GLIMMER
Thorax! There you are! Pharynx is
missing--

113 148A Some nearby changelings <CHEER>!

149 TRIXIE
Wait for it...

114 115
150 STARLIGHT GLIMMER
--and the Dread Maulwurf is coming
this way!

150A The changelings <SCREAM> in fear.

151 TRIXIE
Told ya.

114 115
152 THORAX
That doesn't make any sense. The
trail of plants should have lead
the Dread Maulwurf away.

Starlight laughs nervously.

153 STARLIGHT GLIMMER
I might have re-laid the ~~trail of plants~~ *to lead it back*
toward the hive.

154 THORAX
Why would you do that?!

114
115
115
116

155 STARLIGHT GLIMMER
I thought if Pharynx saw you were in danger, the loving, caring side of him would come out when he protected you.

156 THORAX
But instead he's out there alone somewhere between us and that rampaging monster? I have to save him.

157 STARLIGHT GLIMMER
I'm coming with you.

158 THORAX
Of course you are. This is all your fault.

159 TRIxie
Don't be too hard on Starlight. Her heart was in the right place.

114
116
116

160 THORAX
~~You too!~~ *You're coming too!*

161 TRIxie
Oh. Right. I mean, I was gonna volunteer anyway...

114
116
117

162 THORAX
Who else is coming?

Thorax looks to the other changelings in the room. They scatter, avert their eyes, or pretend to be busy with something else.

163 THORAX (CONT'D)
Fine.

Thorax starts to leave, but Starlight steps forward, pacing in front of the changelings, a la Braveheart.

164 STARLIGHT GLIMMER
(rising emotion) Sure, you could all stay here. Not help Pharynx and he won't bother you anymore. It's your choice. But remember when you didn't have a choice. When you were forced to obey Chrysalis. You might have been unstoppable, but you weren't free to choose - and now you are. Because of Thorax. Well, it's his brother out there.
(MORE)

118
119
120

114 118

STARLIGHT GLIMMER (CONT'D) (120)

One of your own needs help and now is your chance to prove you're just as strong embracing love as you were feeding on it. Now is your chance to show what changelings can really be. Not because you have to, but because you choose to!

SC. 14 - EXT. CHANGELING HIVE - A LITTLE LATER

CLOSE ON Thorax, Starlight, and Trixie as they walk through the desolate landscape.

165 TRIXIE
That was a pretty epic speech, Starlight.

PULL WIDE to reveal it's just the three of them.

166 TRIXIE (CONT'D)
I just can't believe not a single changeling was moved by it.

123 124 125

167 THORAX
I can't blame them. If he wasn't my brother I don't think I'd be here.
We're going to have to face the Maulwurf ~~alone~~ by ourselves.

126 (127) 128
+ (128)

(125)

168 STARLIGHT GLIMMER
Maybe it'll be long gone, and we'll find Pharynx out here alone.

In the distance, they see clumps of dirt being thrown into the air.

169 STARLIGHT GLIMMER (CONT'D)
Or maybe not.

SC. 15 - EXT. DESOLATE LANDSCAPE - LATER

169A - Thorax and the others rush up to see Pharynx battling the Dread Maulwurf (looking as Starlight described). The Maulwurf is taking swipes at him, but Pharynx keeps dodging them and the Maulwurf ends up ripping up clumps of dirt.

129 130 (131)
↓ ↓ ↓

170 THORAX
Pharynx!

171 PHARYNX
Thorax?! What are you doing here?

129 (131)
↓ ↓

172 THORAX
I'm here to save you!

Thorax flies straight towards the Maulwurf.

173 PHARYNX
Get out of here! Let me handle
this!

Pharynx barely dodges a claw.

129 131

174 STARLIGHT GLIMMER
We're not leaving you!

136 AB
11

Trixie tosses smoke and flash bombs trying to blind and
distract the Maulwurf.

Starlight shoots out a BLAST of magic that hits the Maulwurf
square in the stomach. The Maulwurf barely reacts.

175 THORAX
I may have forgot to mention in my
letters that Maulwurfs have really
thick hides.

133 134 135
| | |

175A Pharynx slams into the side of the Maulwurf, also with no
effect. The Maulwurf easily knocks him to the ground.

176 STARLIGHT GLIMMER
(to Pharynx) I thought you said you
could beat this thing!

177 PHARYNX
Yeah, with the rest of the swarm.
Not alone!

129 131

178 CHANGELING 1 (O.S.)
Good thing you're not alone!

We see the changelings from the Feelings Forum have arrived
along with some others. Suddenly a lot more appear over a
ridge.

179 TRIXIE
(to Starlight) I told you it was an
epic speech.

376 179A The changelings charge and slam into the side of the
Maulwurf, but to no effect.

129 131

180 THORAX
It's no use! We're out of practice
and he's too tough!

180A The Maulwurf is really angry now, flailing around and
<ROARING>.

Trixie uses her horn magic to lift up a rock and hurl it at the Maulwurf, who catches it and crushes it to dust in it's claw.

181 TRIXIE
And strong. Too bad we can't get it
to fight itself.

Pharynx hears this and has an idea.

182 PHARYNX
That's it! (then) Thorax! Remember
when we were young and I made you
hit yourself?

183 THORAX
Now is not the time to make fun of
me, Pharynx! (realizing) Oh! Right!
Of course! Come on!

129 131
↓ ↓
SFX **183A** Thorax and Pharynx dive at the Maulwurf, buzzing around it just out of reach. The creature swipes at them, but the changelings are too fast and the Maulwurf just ends up hitting itself.

184 PHARYNX
Why are you hitting yourself? Why
are you hitting yourself?

185 THORAX
Yeah, Maulwurf. Why are you hitting
yourself? Why are you hitting
yourself?

129 131
↓ ↓
SFX **185A** The Maulwurf gets angrier and angrier, swiping faster and faster. It mistakes its tail for a changeling or pony and bites down on it. The Maulwurf stops, confused.

Trixie pulls a large mirror out of her hat and shows it to the Maulwurf. The Maulwurf looks at it's reflection and sees it's biting its own tail.

186 TRIXIE
That looks like it hurts.

SFX **186A** The pain finally registers and the Maulwurf makes a <HORRIFIED NOISE> then dives underground and burrows away.

129 131
↓ ↓
187 STARLIGHT GLIMMER
We did it! It's gone!

138AB **187A** The ponies and changelings <CHEER>! Thorax approaches Pharynx.

139 (140)
↓ ↓

188 THORAX
What were you doing out here?

189 PHARYNX
Leaving. I'm done with all of you.

139 (140)
↓ ↓

190 THORAX
Oh. (then, leading) It's just, why bother fighting the Maulwurf then? You could have left it alone.

191 PHARYNX
(impassioned) Well I couldn't just let it attack you!

The changelings take this in. Thorax knows he's onto something.

139 (140)
↓ ↓

192 THORAX
But I thought you were done with us and you didn't care.

193 PHARYNX
I never said that! The hive is the thing I care about most.

139 (140)
↓ ↓

194 THORAX
Well you certainly don't act like it.

195 PHARYNX
Well, I'm sorry if I don't get excited about pretty flowers and Feelings Circles.

139 140 141
↓ ↓ ↓

196 THORAX
(correcting) It's a Feelings Forum.

143 AB (144) 145
|| ||

197 PHARYNX
Whatever. (then) It doesn't matter. Even if I do care about the hive, I obviously don't have a place there anymore.

The changelings all exchange looks. Changeling 1 and Changeling 2 step forward.

139 140 (141)
↓ ↓ ↓

198 CHANGELING 1
Actually, you do. Because we've been wrong. The hive may be a gentler, nicer place--

139 (141)

199 CHANGELING 2
--But that doesn't mean we won't
have to defend ourselves. (re:
holes) Clearly.

142

200 THORAX
And who better to help us do that
than the only changeling who never
stopped protecting us?

145 146 200 The other changelings <MURMUR> in agreement. Pharynx
brightens at their words and his wings begin to shimmer.

201 PHARYNX
You all... want me to stay?

202 TRIxie
I thought that was obvious.

139 141 142

203 THORAX
Unless you still want to leave the
hive.

204 PHARYNX
Why would I want that? I love the
hive!

147 204 150 The changelings all <CHEER>. Suddenly Pharynx's whole body
transforms to a shimmering, colorful one. They all "OOOH" and
"AAAH."

205 TRIxie
He did it! He transformed!

139 141

206 STARLIGHT GLIMMER
I always knew you had it in you!

207 PHARYNX
Really? Because I thought you said
I was a lost cause and you were
going to tell Thorax he should kick
me out.

All eyes turn to Starlight. Trixie looks to Starlight in big,
fake shock.

208 TRIxie
Starlight! How could you say that?

139 141

209 STARLIGHT GLIMMER
(defensive/exasperated) Wha?...
that's... I mean...

152 153
↓ ↓
210 THORAX
(to Pharynx) Lucky for us you
weren't a lost cause.
Pharynx looks down at his new form and smiles.

211 PHARYNX
Lucky for me you didn't give up on
me.

5146 211A The changelings go to congratulate Pharynx. Trixie and
Starlight sidle up next to Thorax.

212 TRIXIE
So... Glad everything worked out.

Thorax turns to them.

152 153 154
↓ ↓ ↓
213 THORAX
Yeah. Let's talk about how you not
only lead the Maulwurf to the hive,
but also drove my brother away from
it?

Trixie takes a meek step back.

214 STARLIGHT GLIMMER
I am soooo sorry about that. But I
would like to point out that my
admittedly terrible plan did bring
everything together in the end.
↓ ↓
Pharynx comes over to them.

215 PHARYNX
Hey, do you guys want to hear the
story about how I used to make
Thorax hit himself?

152 154 155
↓ ↓ ↓
216 STARLIGHT GLIMMER
(quickly) Absolutely. Yes. Right
now!

217 PHARYNX
Well, when we were young, every
changeling wanted to be a warrior.
Except for Thorax...

As Pharynx continues his story, Thorax smiles at the ponies,
and:

FADE OUT

END

*