

As Recorded

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@ Dick Rogers

(takes 1-243)

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(takes 244-250)

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MY LITTLE PONY

Season 8

What Lies Beneath

Ep 822

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TEASER**SC. 1 - EXT. TWILIGHT'S SCHOOL - ESTABLISHING**

A bright and sunny day in PONYVILLE.

244 (245)

1 TWILIGHT (O.S.)
The Tree of Harmony remains one of
the most powerful sources of magic
known to ponydom.

SC. 2 - INT. TWILIGHT'S SCHOOL/CLASSROOM - DAY

TWILIGHT SPARKLE stands in front of a ridiculously convoluted
chalk board with a chalk drawing of The Tree of Harmony in
the center.

GALLUS, SMOLDER, SANDBAR, OCELLUS, YONA, SILVERSTREAM and
COZY GLOW take notes along with the other ponies in the
class.

2 TWILIGHT
And though it has been at the
"root" of Magic and Friendship from
the moment it was planted, its ways
are mysterious. Almost as if it has
a mind of its own.

3 SMOLDER (6)
Mind? It's a tree.

4 TWILIGHT
A Tree that grew a castle.

Twilight motions to the window, where the Castle of
Friendship can be seen in the distance. Silverstream shuffles
through her notes.

5 SILVERSTREAM
Was that before or after Discord
made chocolate rain?

Cozy Glow, who has stacks of meticulous notes, leans over.

6 COZY GLOW (7) (8)
(whispers)
After.

Gallus shakes his head.

2 3 4AB 7 GALLUS
I'm never going to learn Pony
history.

5ABC

The bell rings.

244 245

8 TWILIGHT
You can ALL show me what you've
learned on tomorrow's test!
Friendship's effect on the course
of Equestrian History.

The students (except Cozy Glow) groan.

9 TWILIGHT (CONT'D)
Remember, study groups are both fun
AND effective!

SC. 3 - EXT. TWILIGHT'S SCHOOL - CONTINUOUS

The students exit the building and walk towards their next
class.

10 11

10 SANDBAR
So... who wants to study together?

12

11 GALLUS
With other students? This is
Equestria! If you want the real
scoop, there's only one place to
go!

He stands in front of a tree in the courtyard.

13

12 GALLUS (CONT'D)
(overly dramatic)
Hello oh magical Equestrian tree.
Can you tell me EVERYTHING I need
to know about friendship?

13

Sandbar rolls his eyes while the others LAUGH. As they walk
away, none of them notice the crystal roots that sprout out
of the ground where they were just standing, pulsing with a
vibrant light.

END TEASER

ACT ONE

SC. 4 - INT. TWILIGHT'S SCHOOL/LIBRARY - EVENING

The students sit in the library, books piled around them. Sandbar holds a flashcard of the Tree of Harmony while Ocellus smiles encouragingly at Gallus and Smolder.

18 19 22¹⁸
13 SMOLDER
The Elements of Harmony grew the tree?

13A 17AB
Ocellus and Sandbar <SIGH>. As they explain the following, Gallus and Smolder "tennis match" between them.

20
14 OCELLUS
No. The PILLARS grew the tree.

15 SANDBAR
The TREE grew the elements. And then the box with six locks.

16 OCELLUS
But our professors found six keys and unlocked the box.

Smolder and Gallus look at each other.

17 GALLUS
I'm so gonna fail.

18 SILVERSTREAM (O.S.)
You guys! Check this out!

Silverstream flies over and shows them a book. They stare at it blankly.

22
19 GALLUS
That's a plumbing diagram on how to fix a sink.

19A 37ABC
Silverstream just nods, excited.

20 SANDBAR
What does that have to do with Equestrian History?

21 SILVERSTREAM
Nothing. I just can't believe that's how sinks work!
(looks around)
Where's Yona?

21A 38 39 40
Sandbar lifts up a large book. Underneath it Yona is fast asleep, snoring. Smolder laughs.

20 21

22 SMOLDER
(Yona impression)
Apparently yaks no love study groups.

(44)

Gallus shushes them and smiles mischievously. He hovers above Yona and reaches out with his claw. He lightly wiggles his talons on her shoulder. Yona jumps up and <SCREAMS>.

23 YONA
SPIDER! NO! YONA NO LIKE SPIDERS!!

24 25 26 (27)

The friends laugh, then hear a <GIGGLE> from off screen. They turn to see Cozy Glow on a nearby ladder shelving books.

24 SANDBAR
Hey Cozy. What are you doing here?

25 COZY GLOW
I volunteered to help Professor Sparkle organize these books. So? Experts on Friendship History yet?

Gallus groans.

26 GALLUS
I think I'd be better off studying the plumbing book. This stuff is impossible.

Ocellus transforms into Twilight.

27 OCELLUS/TWILIGHT
Oh come on Gallus! With good friends and solid study habits ANYthing is possible!

(24) (25) (26)

Gallus chuckles. Smolder raises her hand as if she's in class. (Over the following exchange we keep focused on Cozy getting more and more annoyed at the ease with which the friends get along).

28 SMOLDER
How about you just tell us what's on tomorrow's test professor?

29 OTHER STUDENTS
(Yea! Please! Come onnnn! Etc.)

Ocellus transforms into Applejack.

50

51

30 OCELLUS/APPLEJACK
Now hold on a sec. I can't give
y'all a sneak peak! That there
wouldn't be honest!

30A The students all crack up. Despite the stress of studying,
they're all clearly having a blast. Cozy feels left out and
doesn't like it. She clears her throat.

31 COZY GLOW
Golly, it's so inspiring how
relaxed you all are about studying
friendship... considering your
disadvantage.

52 32 YONA *mean*
What cute pony ~~talking about~~?

53 33 *Consider* COZY GLOW
~~Just think about~~ where you all came
from! It's a wonder you know
anything about friendship at all.

Cozy smiles sweetly at Sandbar.

51 34 COZY GLOW (CONT'D)
If Sandbar hadn't sacrificed so
much of his time to get you up to
speed who knows how behind you
would be?

The others look at Sandbar with a hint of suspicion.

35 SANDBAR
That's not--

With pinpoint precision Cozy targets each of their
insecurities.

54 36 COZY GLOW
I mean... growing up as a love
starved changeling! Or hiding
underwater from an evil king ALL
those years! Trusting ANY creature
must be so hard for you!

Ocellus and Silverstream both look down as they remember
their pasts. Cozy turns to Smolder and smiles sweetly.

37 COZY GLOW (CONT'D)
And dragons are so fierce compared
to us. There must be days you can't
wait to get away from all us cute
ponies.

Smolder looks at the others guiltily. Cozy looks at Yona and Gallus.

50 51 54 55

38 COZY GLOW (CONT'D)
Everypony knows yaks think yaks are the best. Making friends with any other creature must seem like a step down. And Griffons never want to be around ANY creature. Even other griffons!

58 59

She takes them all in and grins broadly for her big finish.

55

6

39 COZY GLOW (CONT'D)
It's just so impressive how you keep trying to understand friendship, even though it isn't in your nature.

Cozy beams, seemingly oblivious to what her words have done to the group. The friends all look at each other awkwardly, a bit more unsure about each other than a moment before.

39A

60 61

40 COZY GLOW (CONT'D)
Oh! Professor Fluttershy says kindness is KEY to friendship! I'll let you BORROW my notes! It's what friends do! I'll be right back!

56 57

Cozy rushes out. The friends all sit quietly thinking about what Cozy said.

61 62 63

41 SILVERSTREAM
We ... should get back to studying.

They all gather around the table. But the mood of the room has definitely shifted. Silverstream clicks her claw while she reads.

42 GALLUS
Could you stop that clicking. I'm trying to focus.

43 SANDBAR
Dude...

44 GALLUS
What? We have a test. I don't know every detail about every adventure the professors went on like you do.

45 OCELLUS
That's why we're studying together.

60

46 SMOLDER
Right. To help us "disadvantaged"
creatures.

47 YONA
Yona confused. Why we all upset?

Something loud <CRASHES> in the back of the library. The students all look up. Ocellus flies through the library searching for the source of the noise. A shimmering light behind some shelves catches her attention.

She flies around the shelf. Shimmering crystal roots have pushed their way out of an opening on the ground, knocking a large metal grate to the side (the <CRASH>). The roots create a giant opening that leads underground below the library. They pulse with a strange light.

The others join and see the roots.

48 SILVERSTREAM
I only glanced at that plumbing
book, but I'm pretty sure this
isn't supposed to be here.

Yona examines a small branch with crystal leaves. Smolder inspects the opening. She flies into the entrance created by the roots.

49 OCELLUS
What are you doing?

61

50 SMOLDER
Dragon. Strange Magical Cave. What
do you think I'm doing?

She continues down into the hole. Yona, Silverstream, and Ocellus follow. Sandbar starts to crawl in, but turns back to see Gallus staring nervously at the hole.

64

51 SANDBAR
You coming?

Gallus glares at Sandbar. He pushes past him and follows the others. Sandbar rolls his eyes and follows him into the hole.

SC. 5 INT. CRYSTAL CATACOMBS - CONTINUOUS

75

The students walk through an archway made of the same crystal roots that broke through the library floor. There are crystal root-columns everywhere, creating corridors. The chamber is beautiful.

66 67 68 (69)
 ↓ ↓ ↓
 52 SILVERSTREAM
 Did we know this was down here?
 53 SANDBAR
 I don't think ANYpony knows this is
 down here.
 Ocellus examines one of the columns which pulses brightly at
 her touch.

247 (248)
 ↓ ↓
 54 SPARKLY TWILIGHT (O.S.)
 Welcome.

They all turn to see Twilight Sparkle walking towards them.
 But there's something a bit off about her. She glows purple
 (the color of her Element of Harmony) and is a bit more
 sparkly than she should be, a SPARKLY TWILIGHT.

66 68 (69)
 ↓ ↓ ↓
 55 SANDBAR
 Headmare? Where are we?

247 (248)
 ↓ ↓
 56 SPARKLY TWILIGHT
 Where you need to be.

66 68 (69)
 ↓ ↓ ↓
 57 YONA
 Yona confused.

Sparkly Twilight studies them. She looks concerned.

247 (248)
 ↓ ↓
 58 SPARKLY TWILIGHT
 It is as I feared. Something is not
 right. You are not one. What has
 happened?

66 68 (69)
 ↓ ↓ ↓
 59 OCELLUS
 We were studying Friendship's
 effect on History but then...

247 (248)
 ↓ ↓
 60 GALLUS
 Since friendship just isn't in our
 nature, what's the point?

70 (71)
 ↓ ↓

247 (248)
 ↓ ↓
 61 SPARKLY TWILIGHT
 (shocked)
 You don't believe friendship is in
 your nature?

Twilight glows more brightly, wind whips through the chamber.

62 SPARKLY TWILIGHT (CONT'D)
 THAT IS NOT ACCEPTABLE.

66 68 69

63 SILVERSTREAM
Um.... Our headmare is glowing you
guys. What. Is. Going. On?

(72)

The students start to back up towards the exit.

(69)

64 OCELLUS
We should probably get back to
studying for the test.

The wind dies down and the glow around Twilight dims. She
considers what Ocellus said.

247 (248)

65 SPARKLY TWILIGHT
A test. Yes.

Sparkly Twilight motions to the exit. There's a <FLASH> of
light. The opening is now partially covered by roots.

66 SPARKLY TWILIGHT (CONT'D)
By sunrise this door will be
closed. Finish the test before then
and you may go. Fail the test and
here you will stay.

The catacombs shine brighter and brighter until there's a
<FLASH> and the students are gone.

END ACT ONE

ACT TWO

SC. 6 - INT. CRYSTAL CATACOMBS/TUNNEL

Sandbar shakes his head, dazed. He's alone in a cavern.

SC. 7 - INT. CRYSTAL CATACOMBS/PUZZLE ROOM - CONTINUOUS

Gallus hovers in a square room with no way out.

SC. 8 - INT. CRYSTAL CATACOMBS/CAVERN - CONTINUOUS

Smolder glares around at the cavern walls.

SC. 9 - INT. CRYSTAL CATACOMBS/CREEPY CAVERN - CONTINUOUS

Yona looks nervously at the dark shadowy caves.

SC. 10 - INT. CRYSTAL CATACOMBS/CHANGELING HIVE - CONTINUOUS

Ocellus hears the familiar buzzing of changeling drones in the background

SC. 11 - INT. CRYSTAL CATACOMBS/BENEATH MT. ARIS - CONTINUOUS

Silverstream grins as she explores the familiar caverns.

78 79

67 SILVERSTREAM
Mt. Aris! Headmare Twilight sent me home?

82

Pools of water around her lead down to Sequestria. Cave entrances lead out to the top of Mt. Aris. She stops, suddenly horrified.

79

68 SILVERSTREAM (CONT'D)
Wait. Am I SUSPENDED?! Hello?
Anygriff here? Hmm. They must be topside.

Silverstream flies along a corridor towards an exit. The sound of a marching army stops her. She glances around nervously, recognizing the noise (SFX from STORM CREATURES from the MLP MOVIE).

Panicked, she transforms into seapony form and dives into a pool of water to hide behind a rock. She peeks around the edge. Shadowy images of STORM CREATURES (we never see actual creatures) flicker on the cavern walls moving steadily towards her.

With a deep growl, the shadowy image of THE STORM KING appears, eyes glowing red.

69 SILVERSTREAM (CONT'D)
THE STORM KING?! He's BACK?!

80 81 82

SC. 12 - INT. CRYSTAL CATACOMBS/PUZZLE ROOM

Gallus examines the room. There's no exit, but tiny cracks let beams of light shine down all around him. MOST of the lightbeams are natural sunlight, but SOME of them are the purple of the Elements of Harmony rainbow. He's nervous but trying not to show it.

83 84

70 GALLUS
Big room. No exits. Big deal.

85 86 AB 87

He takes a step out of the shadows and into one of the beams of light. There's a grinding noise and the walls and ceiling close in on him. The room gets smaller. Gallus freezes.

83 84

71 GALLUS (CONT'D)
Not. Cool.

85

Gallus looks around the room at all the criss-crossing beams of light. He's breathing heavy. He does NOT like small spaces.

SC. 13 - INT. CRYSTAL CATACOMBS/CREEPY CAVERN - CONTINUOUS

Yona gallops through the dark and ominous cavern.

90 91

72 YONA
WHERE YONA'S FRIENDS GO?!

She turns a corner and runs through cobwebs. She shakes them off violently and backs up.

73 YONA (CONT'D)
GROSS!!

She turns, but the corridor behind her is now ALSO filled with cobwebs.

She turns back, gulps and walks gingerly forward, avoiding the cobwebs.

92

74 YONA (CONT'D)
Nothing for yaks to be afraid of.
Just empty cave. Nothing in here
can hurt--

93

A skittering noise stops her. She looks back nervously.

75 YONA (CONT'D)
Yona...

As she proceeds further into the cavern, blinking red eyes appear as dozens of spiders crawl after her.

SC. 14 - INT. CRYSTAL CATACOMBS/CAVERN - CONTINUOUS

Smolder wanders around the cavern, annoyed.

94 95

76 SMOLDER
Things like this just don't happen
in the Dragonlands.

She turns a corner and interrupts... a tea party!? Two uncomfortably cute, vapid, STEPFORD PONIES wearing stupidly cute costumes pour tea and talk about literally nothing.

94 95 96 97

77 STEPFORD PONY #1
...And I told her she was the cutest pony of all ponies!

98 99 100 101B

They GIGGLE, then turn to see Smolder staring at them in confusion.

78 STEPFORD PONY #2
Aren't you just the most ADORABLE thing? Come join us!

79 SMOLDER
No. On so many levels no.

Smolder flies off as quickly as possible. She zigs and zags through the corridors and comes out...

At the exact same tea party, with the exact same ponies. She looks around confused. The ponies wave at her.

80 STEPFORD PONY #1
Come sit by me and let's compliment each other!

Smolder backs away. She leaps up and flies away again.

SC. 15 - INT. CRYSTAL CATACOMBS/CHANGELING HIVE

Ocellus explores the half crystal catacomb/half changeling hive caverns.

Two changelings fly towards her. But they aren't new, transformed changelings. These are OLD SCHOOL EVIL CHANGELINGS.

105 106

81 OCELLUS
(horrified)
Why do you look like that?

82 CHANGELING #1
What do you mean? We all look the same.

83 OCELLUS
Not me.

The changelings exchange looks.

105 106

84 CHANGELING #2
Of course not you... your majesty.
We'll go drain the love from those
pathetic ponies in Ponyville just
as your ordered!

114 115

Confused, Ocellus turns towards a crystal column. In the
reflection, QUEEN CHRYSALIS stares back at her.

Off her shock, the camera spins around and we see Ocellus has
transformed into Chrysalis!

The changelings fly off as Ocellus looks at her swiss cheese
hooves in horror.

6

85 OCELLUS
N-no. NO!!!!!!

107 108 109 110 111 112 AB 113

SC. 16 - INT. CRYSTAL CATACOMBS/TUNNEL

Sandbar walks calmly through the catacombs. He turns a
corner. RARITY and RAINBOW DASH are waiting.

116 117

86 RARITY
Oh, thank HEAVENS we've found you!

B

87 RAINBOW DASH
There's an emergency and we need
YOU Sandbar!

Sandbar's eyes go wide. He's been waiting his whole life to
hear that.

S

88 SANDBAR
(ecstatic)
My first friendship adventure! Yes!
Count me in! I've been waiting for--
(then)
Wait. The others...

118

119 AB

117

89 RAINBOW DASH
We don't need them! We need you!
Come on!

120 ABC

89A

111

They rush down the corridor, Sandbar briefly considers, then
takes off right behind them.

SC. 17 - INT. CRYSTAL CATACOMBS/PUZZLE ROOM - CONTINUOUS

Gallus carefully moves between the beams of light towards the
side of the room. He examines the walls, looking for any kind
of crack or opening but there's nothing.

He brushes moss to the side, looking for any clues. The tip of his wing blocks the edge of a beam of light.

Another <GRINDING> noise and the walls close in. It's getting tight. Gallus wraps his wings around himself protectively, afraid to move.

121 123 124 123

90 GALLUS

Come on Gallus. Get it together.
Deep breaths.

He breathes deeply. Dust gets in his beak. He sneezes, knocking his body back into another beam of light.
<GRINDING>. The room shrinks.

Gallus POV. The room goes in and out of focus as he panics. He shakes his head, clearing his vision. He studies the room.

91 GALLUS (CONT'D)

Okay, if this is a test there's got to be a way out. It's just a puzzle... that will squash you if you don't figure it out.

125 126 127 128 129

Something bright shines in Gallus' eyes, catching his attention. A sliver of light shines through a small crack at the bottom of one of the walls, it's EoH purple. It's also MUCH too small for him to crawl through. Gallus looks around the room and notices that some of the beams of light are the same color as the opening.

He VERY carefully (and comically) maneuvers around the room, avoiding blocking any of the beams of light. He reaches a purple beam. He gulps and waves his claw through it, blocking the light. There's a <GRINDING> noise. The crack opens a bit wider!!! Gallus looks around at the purple beams spread around the room.

92 GALLUS (CONT'D)

No pressure....

He moves around the other beams to get to the purple beams, but not always successfully. Each purple beam he blocks opens the exit a bit wider, but each regular beam he accidentally blocks causes the room to shrink. Gallus breathes heavily as the room gets smaller and literally presses in on him, but the crack gets steadily wider.

Finally with the room about to squeeze completely shut there are two beams left, one regular, one purple. Gallus carefully waves his back paw under the purple beam. The exit opens enough for him to push himself through the opening and out. His tail blocks the remaining regular beam of light as he goes, collapsing the room behind him.

SC. 18 - INT. CRYSTAL CATACOMBS/CAVERN

Smolder flies into a cavern where... the two Stepford ponies are still having a tea party! She breathes fire in frustration.

The ponies sip their tea. Smolder rolls her eyes and walks over to them.

93 SMOLDER
Look. I have to get out of here and find my friends, so just tell me what I have to do to pass this test. I'm not afraid of anything.

94 STEPFORD PONY #2
(to Stepford 1)
I don't know. Seems like she's afraid to be cute and adorable doesn't it?

95 STEPFORD PONY #1
Or maybe she's just afraid to admit she likes being cute and adorable...

The other pony nods solemnly. Smolder looks around to make sure no one else is around. She sits at the table and smiles (which is a bit scary with her teeth).

96 SMOLDER
Just this once... <AHM> (then, sweetly) May I have some tea?

97 STEPFORD PONY #1
Oh, but you can't have tea if you aren't dressed for it!

Smolder cringes. She looks around AGAIN, making SURE she is alone.

98 SMOLDER
Okay. But... let's keep this between us?

The ponies grin. It's 10% cute/90% demonic.

SMASH CUT TO:

Smolder in a tutu, tiara and full make up. She holds a tea cup with her pinkie claw sticking out. Shockingly, she smiles, pleased. It's pretty obvious she likes it.

SC. 19 - INT. CRYSTAL CATACOMBS/CREEPY CAVERN

Yona races though the cave. Spiders are everywhere.

She leaps up onto a rock and stomps her hooves to keep the spiders at bay.

Several spiders lower themselves on webs and land on Yona. She <SCREAMS>.

She leaps off the rock and keeps running, but ahead of her are even MORE webs. She spins around, spiders are everywhere.

99 YONA
YONA NEED HELP!!! WHERE YONA'S
FRIENDS WHEN YONA NEEDS THEM?!

Yona collapses with her hooves over her eyes. The spiders all stop in a circle around her. Yona peeks out at them, the spiders all stare back, not moving. One little spider, takes a few cautious steps forward and cocks her little spider head and squeaks a question in spider-speak.

Yona nervously waves a hoof at the spider. She squeaks and the spiders all skitter forward. Yona <SCREAMS> and scrambles backwards. The spiders stop. Yona forces a smile.

100 YONA (CONT'D)
Yona no mean to scream. Yona love
making friends. Spiders... friends?

She holds out a hoof to the spiders. The little spider skitters onto her hoof. Yona cringes but allows it. The spider squeaks again in spider-speak.

101 YONA (CONT'D)
What little spider say?

SC. 20 - INT. CRYSTAL CATACOMBS - CONTINUOUS

Gallus flies into the main room. The exit to the library is smaller than it was, but still big enough to get through.

Smolder comes rushing out of another corridor, joining Gallus. She's still in her teatime outfit.

101A GALLUS
What happened to you?

101B SMOLDER
What happened to you?

Smolder realizes what she is wearing and quickly rips it off and wipes the make-up away.

160 161

102 SMOLDER
You never saw ANY of that, got it?

Gallus nods. They look at the exit, then look at each other.

103 GALLUS
Maybe the others got out already
and we're the last ones?

104 SMOLDER
(sarcastic)
Yea. That totally seems like
something they would do.

Gallus looks at the small exit and <GROANS>.

105 GALLUS
ANY other dragon or griffon would
save themselves and get out of this
crazy cave.

They stare at each other.

106 SMOLDER
Guess we aren't just ANY dragon and
griffon anymore.

107 GALLUS
Guess not. You go that way. I'll
check over there.

162 B
\$ I

They fly back into the catacombs to find the others. The exit
gets smaller. Time is running out.

END ACT TWO

ACT THREE

SC. 21 - INT. CRYSTAL CATACOMBS/TUNNEL

Rarity and Rainbow Dash run through the tunnel. Sandbar
wavers.

163 164

108 SANDBAR
I really should find my friends...

Rainbow Dash and Rarity stop and look at each other. They
turn to him.

109 RARITY
Dear, it was so generous of you to
take time to teach those other
creatures about friendship.

↓
↓

163 164

110 RAINBOW DASH
But if you're going to join us and do something that REALLY makes a difference, we need to know where you're loyalty lies.

111 RARITY
You DO want to impress us, don't you Sandbar?

Sandbar nods. They both turn and rush off. Sandbar follows, but something seems off about all of this.

SC. 22 - INT. CRYSTAL CATACOMBS/CHANGELING HIVE - CONTINUOUS

Smolder flies through the caverns and notices the walls becoming more changeling hive-like. She turns around a corner and runs into two changelings. They hiss at her.

She breathes fire at them. They rush off. Smolder hears <SNIFFLING>.

112 SMOLDER
Ocellus?

113 OCELLUS (O.S.)
Go away.

114 SMOLDER
We're still in those weird caves beneath the school! We've got to get out of here!

A beat. Then Ocellus (as Chrysalis) comes out from behind some rocks.

115 SMOLDER (CONT'D)
Chrysalis! Where's Ocellus?!?!?

Ocellus/Chrysalis' lip quivers and she bursts into tears.

116 OCELLUS/CHRYSA LIS
It's me! I'm HIDEOUS!

Off of Chrysalis/Ocellus' bawling...

SC. 23 - INT. CRYSTAL CATACOMBS - RESUME

Gallus flies frantically through the crystal corridors. He passes a cavern but stops when he hears a <SPLASH>.

He flies down the corridor.

SC. 24 - INT. CRYSTAL CATACOMBS/BENEATH MT. ARIS

Gallus flies over an underground pond.

175 176

117 GALLUS
Hello?! Where are --

Silverstream (in seapony form) leaps out of the water, grabs Gallus and pulls him down.

118 SILVERSTREAM
SHHHHH! The Storm King will hear you!

119 GALLUS
The Storm King?! He was defeated.
We're still under the school. This is all just some crazy test!

<GROWLS> and <MARCHING> cause them both to turn. Gallus sees the silhouettes of Storm Creatures, and behind them the larger silhouette of The Storm King with glowing red eyes.

120 GALLUS (CONT'D)
Okay, that's horrifying.

Silverstream backs into the shadows to hide.

177

121 SILVERSTREAM
I can't find any hippogriffs or seaponies. They must all be captured.

Gallus studies the marching army. Always in shadow, JUST out of sight. He flies up to get a closer look (but not TOO close)

178

122 SILVERSTREAM (CONT'D)
(whisper yelling)
Gallus! Get back down here!

123 GALLUS
It's not real.

124 SILVERSTREAM
(panicking)
Yes it is! He's back and I'm never going to see another sunset or fly through a cloud bank or study plumbing. He's going to take away everything I love. I'm going to be trapped down here forever.

178 179 180 181

"Trapped" strikes a chord with Gallus.

(175b) (181)

125 GALLUS
I'm afraid of being trapped too.
I'm scared of small spaces.

126 SILVERSTREAM
Really?

127 GALLUS
Yeah. And I was stuck in a room
that kept shrinking. But I realized
I had to face my fear and I found
the way out. This is your test. He
isn't really here.

127A The <GROWLING> intensifies.

(182AB)

128 SILVERSTREAM
But what if he is?

Gallus looks back at the scary shadows. He smirks.

129 GALLUS
Then tell him exactly what you
think of him.

129A Silverstream looks at the shadows and takes a deep breath.
She transforms to a hippogriff and flies into the air. She
looks down at Gallus who gives her a claws up.

130 SILVERSTREAM
H-hey! Storm King! You're nothing
but a big ole bully with a silly
name and a goofy crown!

184 185 187 (188)

130A The growling gets louder but he doesn't come any closer.
Silverstream gains confidence.

131 SILVERSTREAM (CONT'D)
You thought you could scare us into
doing whatever you wanted! But we
learned that together we're
stronger than you! And now that
we're rid of you, we're gonna soar
through the sky and go on
adventures and never give you
another. Thought. Ever!

She gets louder and louder throughout her speech. As she
finishes, the shadow Storm King's "head" topples over!
Silverstream flies closer and sees that it was nothing but a
pile of rocks in the shape of Storm Creatures and The Storm
King. There's nothing else there.

175 182

132 SILVERSTREAM (CONT'D) 185
 Haha! I did it! I TOLD him!
 (to the rock piles)
 I TOLD YOU!

186AB

188

She hugs Gallus tightly. He hugs her briefly then-

183

133 GALLUS
 Ok, hug time later. We still have
 to get back to the library.

They fly past the remaining piles of rocky "Storm Guards".

A beat later Silverstream flies BACK into frame, kicks one of
 the piles and rushes back out.

SC. 25 - INT. CRYSTAL CATACOMBS/CHANGELING HIVE - CONTINUOUS

Smolder examines Ocellus/Chrysalis in the Changeling hive.

190 191

134 SMOLDER
 You're a changeling. Just change
 back.

135 OCELLUS/CHRYsalis
 I can't.

She shows Smolder. She tries to change, but just pops back to
 Chrysalis.

136 OCELLUS/CHRYsalis (CONT'D)
 Maybe my past was so horrible it's
 still inside me just waiting to
 come out again.

137 SMOLDER
 That's ridiculous. That's not who
 you are anymore. You've changed.

138 OCELLUS/CHRYsalis
 Maybe we can't really change THAT
 much.

A beat. Ocellus is really bummed.

192

139 SMOLDER
 (blurts out)
 I like cute, silly stuff!

Ocellus/Chrysalis looks at Smolder, confused.

192

140 OCELLUS/CHRYsalis
 I'm sorry-- What?

196AB

197

190 191 192

141 SMOLDER
DO NOT tell the others! But ever
since school started, I've realized
that...sometimes I kinda don't mind
cute stuff.

4.
194 195
|||

Ocellus/Chrysalis' eyes go wide, and she bursts out laughing
(which is super strange, but also kind of cute). Smolder
glares at her and she covers her mouth.

142 SMOLDER (CONT'D)
If a dragon like me can admit she
likes... tea parties, that's PROOF
we can change. (beat) I was gonna
invite you to a top secret tea
party with me, but if you want to
stay down here...

143 OCELLUS
OH, NO I WANNA COME!

Ocellus/Chrysalis leaps forward and transforms back into her
regular, adorable self. Smolder looks at her and smiles.

144 SMOLDER
I thought that might work. Come on,
let's go!

145 OCELLUS
But we ARE having a tea party later
right?

199 200 201
|||

They rush out of the cavern together.

SC. 26 - INT. CRYSTAL CATACOMBS - CONTINUOUS

Smolder and Ocellus fly into the main cavern and see Gallus
and Silverstream at the exit. It's almost completely shut.

146 SILVERSTREAM
Where's Yona and Sandbar?

147 SMOLDER
We aren't leaving without them.

A <SKITTERING> noise gets louder and louder. Suddenly Yona
comes rushing out of a cave covered and surrounded by
spiders!

148 YONA
YONA FIND YOU GUYS!!!!

148A 206AB
Gallus, Silverstream, Ocellus and Smolder all leap into the air to avoid the spiders.

202 203 149 SILVERSTREAM
Hey Yona. Who's your... spider army?

150 YONA
Yona always scared of spiders but then Yona meet Spindle!

One tiny spider on Yona's hoof, SPINDLE, waves a leg.

151 YONA (CONT'D)
Yona realize no reason to be afraid! Spiders and yak friends! So Yona ask new friends for help finding old friends!

203 152 GALLUS
Do you think your new friends can help us find Sandbar?

152A Yona looks down at Spindle. Spindle squeaks in spider-speak to the other spiders. They all skitter down a tunnel.

153 SMOLDER
Of all the strange things that have happened tonight, that's the strangest right?

They follow Yona's spiders.

SC. 27 - INT. CRYSTAL CATACOMBS/TUNNEL

Rarity and Rainbow Dash hurry. Behind them, Sandbar comes to a decision. He stops running.

207 208 209 154 SANDBAR
Okay. Enough. I'm not going anywhere without my friends.

Rarity and Rainbow Dash turn on him. They're mad.

155 RAINBOW DASH
So you don't care about anypony but your friends? Are you really that selfish?

156 RARITY
Honestly, you really are such a disappointment.

Sandbar glares at them defiantly.

(208) 210

157 SANDBAR
I've always looked up to you. You would never turn your back on each other. That's what makes you strong. And now I have a group of friends that I think is every bit as amazing as yours. If I have to give up on them to make you proud, then you aren't the ponies I thought you were. I don't care if I disappoint you. You disappoint me.

Rarity and Rainbow Dash smile and in a <FLASH> of light, disappear.

Sandbar looks around and sees Gallus, Smolder, Ocellus, Yona, Silverstream and dozens of spiders standing behind him.

(210)

158 SILVERSTREAM
Did you just tell our professors you were DISAPPOINTED in them!?

159 SANDBAR
Something tells me those weren't ACTUALLY our professors. Besides, they tried to get between me and my friends!

(213)

(210)

160 SMOLDER
That's all very sweet.
(then)
Now can we PLEASE get out of here?

As they all rush off...

161 SANDBAR
Why is Yona covered in spiders?

211 (212)

SC. 28 - INT. CRYSTAL CATACOMBS - CONTINUOUS

They rush over to the exit. It's REALLY tiny. They can't get through.

249

162 SPARKLY TWILIGHT (O.S.)
Hello.

(250B)

They turn to see Sparkly Twilight standing behind them.

215 (216)

163 SANDBAR
You! You're not Headmare Twilight are you?

Sparkly Twilight smiles and shakes her head. Ocellus looks at the roots, then back at Sparkly Twilight and makes a realization.

215 (216)

164 OCELLUS
You're the Tree of Harmony!

Sparkly Twilight nods.

249 (250)

165 SILVERSTREAM
The Tree of Harmony turned into a sparkly version of our headmare to talk to us?! Did I miss a chapter in class?

221 (222)

215 216

166 SPARKLY TWILIGHT
Like all living things, I change as I grow. As I have grown, so have my abilities.

215 216
249 (250)

167 GALLUS
I'm a bit rusty on Pony History but since when does the Tree of Harmony trap creatures in a cave with their biggest fears?

218 219 (220)

168 SPARKLY TWILIGHT
You chose what you saw in my roots, not me. You saw what you needed to see.

Sandbar gets it.

215 216
249 (250)

169 SANDBAR
Our friendship got us past our fears!

223 AB (224)

Sparkly Twilight nods again.

170 SPARKLY TWILIGHT
You were more concerned with each other's well being than your own. You were strong when your friends were weak. You let each other in and showed that you would be there for each other no matter what.

Sparkly Twilight smiles at Gallus.

171 SPARKLY TWILIGHT (CONT'D)
Friendship is in your nature. You are ready.

There's a bright <FLASH> of light. When it fades, the entrance back up to the library is open and Sparkly Twilight is gone.

215 216

172 SILVERSTREAM
Ready for what?!

217

173 SMOLDER
Ready to get OUT of here.

As they rush towards the exit.

174 GALLUS
We just learned a friendship lesson
from a tree didn't we.

SC. 29 - INT. TWILIGHT'S SCHOOL/LIBRARY-CONTINUOUS

They crawl out of the hole in the floor and look around. Cozy Glow peaks out at them nervously from behind a stack.

226 227

175 COZY GLOW
(visibly relieved)
You're-- you're all right! I came
back with my notes and saw this and
I didn't know what to think.

176 SILVERSTREAM
We're BETTER than ALL RIGHT! We
just got tested by the Tree of
Harmony! And we TOTALLY passed!

Cozy looks at the roots sticking out of the hole in awe.

177 COZY GLOW
The Tree of Harmony? Here?

178 SILVERSTREAM
Yea! Well. BELOW here. Under the
school! We found this and went down
and met the Tree and Gallus was all
"friendship is NOT in our nature"
and the tree was like whaaaaaat?
And it tested us!

179 SMOLDER
Long story short. Friendship IS in
our nature. The Tree said so.

180 GALLUS
And in Equestria if a Tree says it
you KNOW it's true.

236 237

238

226 227 228

181 OCELLUS
I guess we should tell somepony
there's a giant magical hole in the
library.

229

With a <FLASH> of light, the Tree is gone and everything is
left as it was before.

182 OCELLUS (CONT'D)
...or not.

183 SANDBAR
We have to tell our professors
about this! They won't believe--

184 COZY GLOW
YOU CAN'T!!!!

They all look at her.

185 YONA
Why no?

186 COZY GLOW
Because... it's my fault! I was...
mean before. You were all getting
along so well and I felt left out.
I was jealous. And it upset you so
much the Tree of Harmony had to
test you! I'm gonna get expelled
for sure! Cozy Glow, the friendship
breaker.

She buries her face in her hooves, then looks up panicked.

187 COZY GLOW (CONT'D)
PLEASE don't tell anypony about
this! Especially the Professors!
PLEASE! PLEASE! PLEASE! PL-

Smolder covers Cozy's face with her claw.

188 SMOLDER
Okay! <YAWN> I'm actually too tired
to do anything right now.

189 SANDBAR
<YAWN> Yeah. But we can't go to
sleep. We'll miss the test.

Gallus groans AND yawns.

190 GALLUS
<YAWN> The TEST! I almost forgot.

Okay
239 240 the rest
+ I

229

191 OCELLUS
<YAWN> We're all gonna fail...

Silverstream and Yona all lean against each other sound asleep. Cozy looks around, eager to please.

192 COZY GLOW
What if I tell Professor Sparkle I needed help organizing these books and you all were kind enough to pitch in? I'll get you an extension.

193 SANDBAR
<YAWN> Thanks Cozy. That's nice of you.

194 COZY GLOW
I'm just so sorry I caused all of this. You're such good friends. I'm sorry I ever doubted you.

Silverstream talks in her sleep.

195 SILVERSTREAM
Mmmm. Noprob...Friendship is....
Zzzzzzz.

196 COZY GLOW
You get some rest. Don't give any of this another thought. Just let Cozy take care of everything...

The creature's stumble out of the library, exhausted. Cozy watches them go. Once she's alone, she looks down into the grate with interest... the glowing lights from the Tree of Harmony reflect in her eyes as we...

FADE OUT

END

*