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MY LITTLE PONY
Season 8

What Lies Beneath
Ep 822

Teleplay 1st Draft

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

*

A bright and sunny day in PONYVILLE.

1 TWILIGHT (O.S.)
The Tree of Harmony remains one of
the most powerful sources of
natural 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
It has been at the "root" of Magic
and Friendship in Equestria from
the moment it was planted.

Gallus raises a claw.

*

3 GALLUS
Why does a Tree care about anything
other than getting watered?

4 TWILIGHT
No pony knows. The Tree is mysterious.
It has a mind of its own.

5 SMOLDER
Mind? It's a tree.

6 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.

7 SILVERSTREAM
The Tree grew the castle? Wait, was
that before or after Discord made
chocolate rain?

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

8 COZY GLOW
(whispers)
After.

Gallus shakes his head.

9 GALLUS
I'm never going to learn Pony
history.

The bell rings.

10 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.

11 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.

12 GALLUS
Two words that don't belong
together "study" and "fun".

13 OCELLUS
I think Professor Sparkle would
disagree with you.

14 SANDBAR
Who wants to study together?

15 GALLUS
Have you all met MY study buddy?

He stands in front of a tree in the courtyard.

*

16 GALLUS (CONT'D)
Hello tree. Since we are in
Equestria I bet YOU can tell me
EVERYTHING I need to know about
friendship?

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. Ocellus holds a flashcard of the Tree of Harmony while Sandbar smiles encouragingly at Gallus and Smolder.

Smolder thinks for a second, then.

17 SMOLDER
The Elements of Harmony grew the tree?

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

18 OCELLUS
No. The PILLARS grew the tree.

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

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

*

Smolder and Gallus look at each other.

21 GALLUS
I'm gonna fail.

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

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

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

24 SILVERSTREAM
(awed)
I know!

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

26 SILVERSTREAM
Nothing. I just can't believe
that's how sinks work!

A muffled <CLANG> gets their attention.

27 SILVERSTREAM (CONT'D)
It's bad plumbing!!!

They all listen quietly.

28 SANDBAR
That's not plumbing...

Sandbar lifts up a large book. Underneath it Yona is fast asleep, snoring. Smolder laughs.

29 SMOLDER
(Yona impression)
Apparently yaks no love study
sessions.

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>.

30 YONA
SPIDER! NO! YONA HATE SPIDERS!!

The friends laugh. Despite the stress of studying, they're having a blast.

31 COZY GLOW (O.S.)
Sounds like you guys are having
fun.

They turn to see Cozy Glow on a nearby ladder shelving books.

32 SANDBAR
Hey Cozy. What are you doing here?

33 COZY GLOW
I volunteered to help Professor
Sparkle organize alllll these
books. How's studying going?

She hops off the ladder and joins them at the table. Sandbar and Ocellus glance at Gallus and Smolder.

34 OCELLUS
It could be better.

35 GALLUS
I just think maybe we're giving
friendship a little too much credit
here.

36 SMOLDER
Agreed. Not every problem in
history was solved by throwing a
tea party.

Cozy giggles.

37 COZY GLOW
Oh I don't know. I think Friendship
is pretty powerful if you know how
to use it.

38 SANDBAR
Exactly!

39 GALLUS
Of course you think that. You're
ponies.

40 SANDBAR
It's not JUST because we're--

41 COZY GLOW
He's right.

Really? 41A GALLUS Really? 41B SANDBAR *

42 COZY GLOW (CONT'D) *
Think about it Sandbar. We grew up
in Equestria. We're sheltered. But
the rest of you have dealt with
things we can't imagine. Maybe
things friendship can't solve.
Things that are really scary.

The others take this in.

43 COZY GLOW (CONT'D) *
I can't imagine growing up as a
changeling. Or being trapped
underwater!

Ocellus and Silverstream both look down as they remember
their pasts.

44 COZY GLOW (CONT'D)
And I'm sure the Dragonlands are
much fiercer than Canterlot.

Smolder nods. Cozy looks at Gallus.

45 COZY GLOW (CONT'D)
Everypony knows how you tried to
ruin Hearth's Warming Eve so you
wouldn't have to be all alone back
in Griffonstone! And Yona...

Cozy Glow studies Yona who backs away, afraid of what she
might say.

46 COZY GLOW (CONT'D)
Well, I'm sure there are even
things yaks are scared of, right?

She looks back at Sandbar.

47 COZY GLOW (CONT'D)
All you and I are worried about is
impressing our professors. We've
got it easy! If we're going to be
good friends, we should respect
that not everycreature thinks like
we do.

Cozy brightens.

48 COZY GLOW (CONT'D)
OH! I know something friendship CAN
help with! I took VERY thorough
notes! I'll let you BORROW them!
I'll be right back!

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

49 SANDBAR
Cozy means well, but I don't think
she's got a full understanding of
how friendship really works.

50 SMOLDER
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.

51 GALLUS
Could you stop that please?

52 SILVERSTREAM
Stop what?

53 GALLUS
That clicking. I'm trying to focus.

54 SANDBAR
Dude...

55 GALLUS
What? We have a test. I don't know every detail about every adventure our teachers went on like you do.

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

57 GALLUS
I could do it myself if Silverstream would just. Stop. Clicking!

58 YONA
Yona confused. Why we all upset?

The same <CLANGING> as before, but louder.

Ocellus flies through the library searching for the source of the noise. A shimmering light behind some shelves catches her attention.

59 OCELLUS
Hey! Come check this out!

She flies around the shelf. Shimmering crystal roots have pushed their way out of an opening on the ground, knocking a metal grate to the side (the <CLANGING>). They pulse with a strange light as they continue to grow, widening the opening.

The others join and see the roots.

60 SILVERSTREAM
Are those supposed to be there?

61 SMOLDER
I'm gonna go with no.

Yona examines a small branch with crystal leaves. She eats one.

Smolder flies over and inspects the opening. She crawls into the hole created by the roots.

62 OCELLUS
What are you doing?

63 SMOLDER
You can keep studying magical
events in the past. I'm gonna check
out the magical thing coming out of
the floor in the present.

She continues down into the hole. Yona follows, eating more
leaves along the way. Silverstream and Ocellus go next.
Sandbar starts to crawl in, but turns back to see Gallus
staring nervously at the hole.

64 SANDBAR
You okay?

Gallus glares at Sandbar.

65 GALLUS
Yeah. It's just a tiny underground
space. Why would that bother me?

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

SC. 5 - INT. CRYSTAL CATACOMBS - CONTINUOUS

*

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 SILVERSTREAM
Did we know this was down here?

67 SANDBAR
I don't think ANYpony knows this is
down here.

Ocellus examines one of the columns which pulses brightly at
her touch.

68 OCELLUS
What is it made of?

69 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.

70 SANDBAR
Professor? Where are we?

71 SPARKLY TWILIGHT
You are where you need to be.

72 YONA
Yona confused.

Sparkly Twilight studies them.

73 SPARKLY TWILIGHT
Something is not right. You are not ready.

74 GALLUS
Oh we know we're not ready.

75 SILVERSTREAM
We were studying but then Cozy came by and we got into a discussion about how friendship can't solve every problem and then she said--

76 SPARKLY TWILIGHT
You don't believe friendship can solve any problem?

77 SMOLDER
We know that friendship solves FRIENDSHIP problems...

Twilight grows more brightly, wind whips through the chamber.

78 SPARKLY TWILIGHT
ALL problems are FRIENDSHIP problems.

79 SILVERSTREAM
Um.... Our professor is glowing you guys. What. Is. Going. On?

Crystal roots rise out of the ground and slowly move towards the exit back up to the library. The students notice and start to back up towards the exit.

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

81 SPARKLY TWILIGHT
A test. Yes. Take the test and you will be ready.

Sparkly Twilight motions to the exit. Crystal roots shoot forward and wrap around the opening, leaving it smaller than it was a few seconds ago.

82 SPARKLY TWILIGHT (CONT'D)
This will remain open until dawn.
Finish the test. Then you will be
ready 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.

83 SILVERSTREAM
Mt. Aris!

She stops, confused.

84 SILVERSTREAM (CONT'D)
Wait. Why did Professor Sparkle
send me home?
(then, horrified)
Am I SUSPENDED?!

Silverstream flies down a corridor.

85 SILVERSTREAM (CONT'D)
I shouldn't have said anything
about friendship not solving
problems. I gotta get back! Hello?
Anygriff here? Hmm. They must be
topside.

The sound of a marching army stops her. She glances around nervously.

86 SILVERSTREAM (CONT'D)
Auntie Novo? Skystar?

The noises (SFX from STORM CREATURES from the MLP MOVIE) are all too familiar. Silverstream swoops behind a rock and 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.

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

SC. 12 - INT. CRYSTAL CATACOMBS/PUZZLE ROOM

*

Gallus examines the room. There's no exit. He's nervous but trying not to show it.

88 GALLUS
Big room. No exits. Big deal. There
must be a way --

He steps on a stone that sinks into the ground. The walls and ceiling close in on him. The room gets smaller. Gallus freezes.

89 GALLUS (CONT'D)
Not. Cool.

Gallus leaps into the air to avoid stepping on anything else. 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 YONA
GALLUS?! SILVERSTREAM?! WHERE
YONA'S FRIENDS GO?!

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

91 YONA (CONT'D)
NO!!! GROSS!! YAKS NO LIKE THIS!!!

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

A skittering noise stops her. She looks back nervously.

93 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 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.

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

96 STEPFORD PONY #2
You know what that makes you?! The
SWEETEST pony!

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

97 STEPFORD PONY #2 (CONT'D)
We have been WAITING for you!

98 STEPFORD PONY #1
Care to join us?

99 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. They wave at her.

100 STEPFORD PONY #1
Oh goodie! You changed your mind!

101 STEPFORD PONY #2
Come sit by me and let's compliment each other!

Smolder backs away in terror. 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.

102 OCELLUS
 (horrificed)
Why do you look like that?

103 CHANGELING #1
What do you mean? We all look the same. Even I can barely tell us apart!

104 OCELLUS
Not me.

The changelings exchange looks.

Ocellus turns towards a crystal column. In the reflection, an evil changeling stares back at her.

105 OCELLUS (CONT'D)
That's not who I am anymore!

Camera spins around and we see Ocellus has transformed into an evil changeling!

106 CHANGELING #1
Come on! We're gonna go suck all
the love out of those pathetic
ponies in Ponyville!

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

107 OCELLUS
N-no. NO!!!!!!

SC. 16 - INT. CRYSTAL CATACOMBS/TUNNEL

*

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

108 SANDBAR
Professor Rarity? Professor Dash?

109 RARITY
Oh thank HEAVENS we've found you!

110 RAINBOW DASH
What were you guys doing down here?

111 SANDBAR
Well, there was this hole in the
library floor and then Professor
Sparkle told us we--

112 RARITY
There's no time darling. Come
along, hurry!

113 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.

114 SANDBAR
(ecstatic)
ABSOLUTELY! My first friendship
adventure! That'll show Gallus...
(then)
Wait. The others...

115 RAINBOW DASH
Just come on!!

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

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

*

Gallus hovers, flapping his wings, clearly exhausted. He examines the walls but can't figure out how to escape.

He brushes moss to the side and accidentally presses a stone. It slides into the wall.

The walls close in again. It's getting tight. Unable to stay afloat, Gallus collapses and hits a stone. It sinks and the walls close in again.

Gallus is completely frozen, afraid to move. He wraps his wings around himself protectively.

116 GALLUS
Come on Gallus. Get it together.
Think of something funny.
 (then)
Just picture how bad Yona is
freaking out right now.

He frowns.

117 GALLUS (CONT'D)
The others probably ARE freaking
out right now.

He leaps up. He's gotta get out. 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.

He flies over and examines it. It's MUCH too small for him to crawl through.

118 GALLUS (CONT'D)
That wasn't there a second ago.

He works things through in his head and then, with no other options, searches the floor for another stone. He watches the sliver of light as he presses it. The room shrinks BUT the crack opens a bit wider.

119 GALLUS (CONT'D)
COME ON! Fine...

He searches the floor, looking for more stones. He steps on them. Gallus breathes heavily as the room gets smaller and literally presses in on him, but the crack continues to get wider.

Finally with the room about to squeeze completely shut, Gallus is able to push himself through the opening and out of the room as it collapses 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.

120 SMOLDER
ARGH!! SERIOUSLY?!

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

121 SMOLDER (CONT'D)
Look. I have to find my friends. So
what do I have to do here?

122 STEPFORD PONY #2
 (very serious)
All I know is...
 (back to ridiculously
 cute)
We would LOVE to have tea with you!

They both giggle. Smolder sighs and sits at the table.

123 SMOLDER
Fine. I get it. Let's solve this
problem with a party. Pour the tea.

124 STEPFORD PONY #1
Oh, you aren't dressed for a tea
party.

125 SMOLDER
 (angry)
What...?!

126 STEPFORD PONY #2
You can't have tea if you aren't
dressed for it!

Smolder cringes. This is truly everything she hates.

127 SMOLDER
Just... do whatever you need to do.
Let's get this over with.

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

SMASH CUT TO:

Smolder wears a tutu, a tiara and full make up. She holds a tea cup with her pinkie claw sticking out. She looks miserable.

128 SMOLDER (CONT'D)
No one can ever know about this.

SC. 19 - INT. CRYSTAL CATACOMBS/CREEPY CAVERN

*

Yona races through 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.

129 YONA
<girly scream>

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

130 YONA (CONT'D)
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 warily. One tiny spider skitters forward and squeaks in spider-speak.

131 YONA (CONT'D)
What scary 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, ripping off the tutu and wiping the make-up away. She joins Gallus.

131A GALLUS
What happened to you?

131B SMOLDER
What happened to you?

*

131C GALLUS
Don't ask.

131D SMOLDER
Don't ask.

*

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

132 GALLUS
You go that way. I'll go over
there.

133 SMOLDER
Hurry. We don't have much time.

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

END ACT TWO

ACT THREE

SC. 21 - 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. 22 - INT. CRYSTAL CATACOMBS/TUNNEL - CONTINUOUS

*

Sandbar follows Rarity and Rainbow Dash through the tunnel.

134 SANDBAR
Where exactly are we going?

135 RARITY
We're almost there.

Sandbar looks back down the tunnel.

136 SANDBAR
I really should find the others
first shouldn't I?

137 RAINBOW DASH
Don't worry about them. We only
need YOU!

Sandbar continues to follow, but something seems off about all of this.

SC. 23 - INT. CRYSTAL CATACOMBS/CHANGELING HIVE - CONTINUOUS

*

Smolder flies through the caverns and notices the walls becoming more changeling hive-like.

138 SMOLDER
This can't be good.

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>.

*

139 SMOLDER (CONT'D)
Ocellus?

140 OCELLUS (O.S.)
Go away.

141 SMOLDER
The exit is closing fast. We've got to get out of here.

A beat. Then Ocellus comes out from behind some rocks. She's still an evil changeling.

142 SMOLDER (CONT'D)
Ocellus!?

143 OCELLUS
I'm not going anywhere.

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

*

Gallus flies over an underground pond.

144 GALLUS
Hello?! Where are --

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

145 SILVERSTREAM
SHHHHH! He'll hear you!

146 GALLUS
Who will hear me?

147 SILVERSTREAM
The Storm King!

148 GALLUS
What!? The Storm King was defeated.

<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.

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

Silverstream backs into the shadows to hide.

150 SILVERSTREAM
I can't find any other hippogriffs.
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).

151 SILVERSTREAM
(whisper yelling)
Gallus!! Get back here!

*

152 GALLUS
It's not real.

153 SILVERSTREAM
Yes it is! He's back and we're
going to be trapped down here
forever.

"Trapped" strikes a chord with Gallus.

154 GALLUS
You're afraid of being trapped
under Mt. Aris again.

Silverstream nods. Gallus considers.

155 GALLUS (CONT'D)
I was afraid of being trapped too.
I AM afraid of that. I hate small
spaces.

156 SILVERSTREAM
Really?

157 GALLUS
Yeah. I was stuck in a room that
kept shrinking. But then I thought
about all of my friends. What if
they were in trouble too?
 (MORE)

GALLUS (CONT'D)

I realized I had to face my fear
and I found the way out.

The <GROWLING> intensifies.

158 SILVERSTREAM
I can't.

Gallus looks around. He picks up a nice sized rock. He hands it to Silverstream.

159 GALLUS
Wanna bet?

Silverstream looks at the rock and takes a deep breath. She transforms to a hippogriff and flies into the air. She hurls the rock at the Storm King shaped shadow. *

160 SILVERSTREAM
Take THAT you overgrown bully!

The growling gets louder but he doesn't come any closer. Gallus tosses her another rock. She flies closer.

161 SILVERSTREAM (CONT'D)
You're never trapping us anywhere
ever again!

She hurls the rock. The shadow Storm King's "head" topples over! Silverstream flies closer and sees that it was nothing but rocks in the shape of Storm Creatures and The Storm King. There's nothing else there. *

162 SILVERSTREAM (CONT'D)
He's not here! There's no Storm
King!

She hugs Gallus tightly. He hugs her briefly then-

163 GALLUS
Enough hugging. We still have to
get out of these creepy caverns.

They fly past the remaining piles of rocky "Storm Guards". Silverstream kicks a pile, knocking it over as they exit.

A beat later she flies BACK into frame and kicks over another one.

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

Smolder and Ocellus sit in the Changeling hive.

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

165 OCELLUS
I can't.

She shows Smolder. She tries to change, but just pops back into evil changeling form.

166 SMOLDER
So you're a little pointier than
usual. You look fierce!

167 OCELLUS
Maybe this is what I really am on
the inside. A monster.

Smolder bursts out laughing.

168 SMOLDER
You're the least monstrous creature
I know! And I'm a dragon. I know
monsters.

169 OCELLUS
But... look at me!

170 SMOLDER
Why would I care what you look
like. You're my friend.

Close on Ocellus' eyes. Pull out to reveal she's back in her "good" changeling form.

171 SMOLDER (CONT'D)
THAT was all it took? I had to wear
a tutu!

172 OCELLUS
What?

173 SMOLDER
Nevermind. Let's go!

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.

174 SILVERSTREAM
Where's Yona and Sandbar?

175 GALLUS
We need to find them fast.

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

176 YONA
Yona's new friends DID IT!

Gallus, Silverstream, Ocellus and Smolder all leap into the air to avoid the spiders.

177 SILVERSTREAM
Hey Yona. Who are your... friends?

178 YONA
Yona always been scared of spiders
but then Yona met Spindle!

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

179 YONA (CONT'D)
Yona realize no reason to be
afraid! Spider yak's friend! So she
ask new friends for help finding
old friends!

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

Yona looks down at Spindle.

181 YONA
Spider friends know where Yona's
pony friend is?

Spindle squeaks in spider-speak to the other spiders. They all skitter down a tunnel.

182 SMOLDER
I think that's a yes.

SC. 27 - INT. CRYSTAL CATACOMBS/TUNNEL

*

Rarity and Rainbow Dash hurry. Behind them, Sandbar stops running.

183 SANDBAR
WAIT!

184 RARITY
Darling, time really IS of the
essence here.

185 SANDBAR
I'm not leaving without my friends.

186 RAINBOW DASH
We see big things in your future.

187 RARITY
You don't want to disappoint us do
you?

Sandbar considers.

188 SANDBAR
I've always looked up to you. The
thought of disappointing you
terrifies me. But if I have to give
up on my friends to make you proud,
then you aren't the ponies I
thought you were. I'm sure you can
save Equestria without me.

He turns and runs into Gallus, Smolder, Ocellus, Yona
Silverstream and dozens of spiders. Behind him Rainbow Dash
and Rarity smile and disappear.

189 SANDBAR (CONT'D)
Whoa! You're here?
 (he turns back)
Where did they go?

190 SILVERSTREAM
You picked us over saving
Equestria?

191 SANDBAR
Well... what's Equestria without my
best friends?

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

They all rush off to...

SC. 28 - INT. CRYSTAL CATACOMBS - CONTINUOUS

*

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

193 SPARKLY TWILIGHT (O.S.)
Hello.

They turn to see Sparkly Twilight standing behind them.

194 SANDBAR
You're not Professor Twilight are
you?

195 SPARKLY TWILIGHT
I never said I was.

Ocellus looks at the roots and makes a realization.

196 OCELLUS
You're the Tree of Harmony!

197 SPARKLY TWILIGHT
Yes.

198 SILVERSTREAM
Whaaaaaat? Mind. Blown.

199 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?

200 SPARKLY TWILIGHT
What you saw was not my doing. It
was yours. You saw what you needed
to see.

Sandbar gets it.

201 SANDBAR
We used friendship to get past our
fears!

202 SPARKLY TWILIGHT
You were more concerned with each
others well being than your own.
You were strong when your friends
were weak. You showed them you
would be there for them.

Sparkly Twilight smiles.

203 SPARKLY TWILIGHT (CONT'D)
You are ready.

The cavern pulses brightly. The roots around the exit pull back, revealing the stairs. Sparkly Twilight disappears.

204 SILVERSTREAM
Ready for what?!

205 SMOLDER
Ready to get OUT of here.

They rush towards the exit. Gallus stops and grimaces.

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

207 SANDBAR
We sure did.

208 COZY GLOW (O.S.)
HELLO!? ANYPONY!?

Cozy Glow comes rushing down the stairs.

209 COZY GLOW (CONT'D)
Oh thank GOODNESS! I've been
looking everywhere for you! I came
back with the notes but you were
gone! It took forever but I found
the hole in the floor of the
library... What IS this place??

210 OCELLUS
I think it's the root system of the
Tree of Harmony.

211 SANDBAR
That makes sense. If it grew the
castle I guess it's roots would
have had to travel all this way.

212 GALLUS
Sounds fascinating. Can we please
go before the Tree changes its mind
and traps us down here?

They all quickly rush out of the exit.

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

*

They crawl out of the hole in the library floor.

213 YONA
Why did Tree test us?

214 SILVERSTREAM
I bet we'll know when the time is
right.
(then)
That sounds like something a
mysterious tree would say, right?

215 OCELLUS
Should we tell somepony that
there's a giant magical hole in the
library floor?

With a shudder the roots retract back into the hole in the
ground, leaving things (more or less) as they were before.

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

217 COZY GLOW
I think the Tree wants you to keep
this to yourselves? It chose you
for something special. Until you
know more you should definitely
keep it between you. I promise not
to say anything to anypony.

218 SANDBAR
I guess that makes sense. Until we
know more.

The first rays of dawn shine through a window. Everycreature
is beyond tired. Smolder groans.

219 SMOLDER
<YAWN> Great. No sleep AND we have
the test today.

220 GALLUS
<YAWN> Thanks a lot Tree.

221 OCELLUS
<YAWN> I guess we can get a bit
more studying in....

Silverstream and Yona both lean against each other sound
asleep.

222 COZY GLOW
The BEST thing you can do is get
some rest.
(MORE)

COZY GLOW (CONT'D)

I'll tell Twilight I needed help
organizing these books and you all
were kind enough to help me. See if
I can get you an extension.

223 SANDBAR
<YAWN> Thanks Cozy. You really are
the best.

224 COZY GLOW
My pleasure. Now SHOO!

The creature's stumble out of the library, exhausted. Cozy
watches them go and, once she's alone, looks back down into
the hole with interest...

FADE OUT

END

*