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MY LITTLE PONY
Season 8

What Lies Beneath
Ep 822

Teleplay 2nd 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 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. It almost has a
mind of its own.

*
*
*
*
*

3 SMOLDER
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
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.

6 COZY GLOW
(whispers)
After.

Gallus shakes his head.

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

The bell rings.

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

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.

12 GALLUS (CONT'D) *
 (overly dramatic) *
Hello oh magical Equestrian tree. *
Can you 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.
Sandbar holds a flashcard of the Tree of Harmony while
Ocellus smiles encouragingly at Gallus and Smolder.

*
*

13 SMOLDER
The Elements of Harmony grew the
tree?

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

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.

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

20 SILVERSTREAM
(awed)
I know!

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

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

*
*

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

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

*

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>.

24 YONA
SPIDER! NO! YONA NO LIKE SPIDERS!!

*

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

*

25 SANDBAR
Hey Cozy. What are you doing here?

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

*

*

Gallus groans.

*

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

*

*

*

*

Ocellus transforms into Twilight.

*

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

*

*

*

*

They all laugh.

*

29 YONA
Ooo! Ooo! Yona want Professor
Rarity next!

*

*

*

Ocellus transforms into Rarity.

*

30 OCELLUS/RARITY
Well darling, let me tell you ALL
about the History of Friendship--

*

*

*

Sandbar flips through the flashcards.

*

31 SANDBAR
Okay "Professor", name the unicorn
who was one of the original
founders of Equestria?

Rarity/Ocellus thinks.

32 OCELLUS/RARITY
 (as Rarity)
Why yes. Of course. It was...
 (as Ocellus)
Princess Pearl?

```
33          SANDBAR
          (game show announcer)
Oooooooo. I'm sorry! That's Princess
PLATINUM!
```

34 SMOLDER
SANDBAR STUMPED A PROFESSOR ...Sort
of.

The students (aside from Cozy) cheer and burst out laughing.

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.

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

36 YONA
What cute pony talking about?

37 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.

38 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.

39 SANDBAR
That's not--

With pinpoint precision Cozy targets each of their insecurities.

40 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.

41 COZY GLOW (CONT'D)
And dragons think our customs are
so silly compared to theirs right?
There must be days you can't wait
to get away from us.

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

42 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!

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

43 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.

44 COZY GLOW (CONT'D)
Oh! I know how I can help! I'll let
you BORROW my notes! It's what
friends do! I'll be right back!

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

45 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.

```
46          GALLUS
Could you stop that clicking. I'm
trying to focus. *
```

47 SANDBAR
Dude . . .

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

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

50 GALLUS
Right. To help us "disadvantaged"
creatures.

51 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.

```
52          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 *

53 OCELLUS
What are you doing?

```
54             SMOLDER
Dragon. Strange Magical Cave. What
do you think I'm going to do?
```

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. *

55 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

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.

56 SILVERSTREAM
Did we know this was down here?

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

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

58 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.

59 SANDBAR
Professor? Where are we?

60 SPARKLY TWILIGHT
Where you need to be. *

61 YONA
Yona confused.

62 SPARKLY TWILIGHT
I have been looking forward to-- *

Sparkly Twilight studies them. She looks concerned. *

63 SPARKLY TWILIGHT (CONT'D)
Wait. Something is not right. You are not one. You are not ready. What has happened? *

```
64          OCELLUS                                     *
We were studying Friendship's                          *
effect on History but then...                          *
```

65 GALLUS

Since friendship just isn't in our nature,
what's the point?

```
66          SPARKLY TWILIGHT
      (shocked)
You don't believe friendship is in
your nature?
```

Twilight glows more brightly, wind whips through the chamber. *

```

67          SPARKLY TWILIGHT (CONT'D)
THAT IS NOT ACCEPTABLE. YOU MUST
UNDERSTAND. YOU MUST BE READY.

```

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

The students start to back up towards the exit. *

69 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.

```
70          SPARKLY TWILIGHT
A test. Yes. A test that will make
sure you are ready.
```

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

```

71          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.

72 SILVERSTREAM
Mt. Aris!

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

*
*

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

Silverstream flies along a corridor.

*

74 SILVERSTREAM (CONT'D)
I gotta get back! Hello? Anygriff
here? Hmm. They must be topside.

*

She flies 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.

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

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.

*
*
*
*

76 GALLUS
Big room. No exits. Big deal.

*

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.

*
*

77 GALLUS (CONT'D)
Not. Cool.

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.

78 YONA
WHERE YONA'S FRIENDS GO?!

*

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

79 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.

80 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.

81 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.

82 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. *

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

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

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

85 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. *

86 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.

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

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

89 OCELLUS
Not me.

The changelings exchange looks.

90 CHANGELING #2 *
Of course not you... your majesty. *

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! *

91 CHANGELING #1 *
We're gonna go **drain** the love out *
of those pathetic ponies in
Ponyville **just as your ordered!** *

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

92 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.

93 SANDBAR
Professor Rarity? Professor Dash?

94 RARITY *
Oh thank HEAVENS we've found you!

95 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.

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

*
*

97 RAINBOW DASH
They'll be fine! We need you more!
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 **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.

*
*
*

98 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.

*
*

99 GALLUS (CONT'D)
She said this was a test. So
there's got to be a way out. It's
just a puzzle... that will squash
you if you don't figure it 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, 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.

*
*
*
*
*
*

100 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.

101 SMOLDER
Look. I have to get out of here and find my friends, so just tell me what you want me to do. I'm not afraid of anything.

*
*
*
*

102 STEPFORD PONY #2
I don't know. Seems like she's afraid to be cute and adorable with us doesn't it?

*
*
*
*

The other pony nods solemnly. Smolder SIGHS heavily and sits at the table.

*

103 SMOLDER
Fine.

*

She smiles wide (which is horrifying with her teeth) and
makes the cutest face she can muster (not very).

*

*

104 SMOLDER (CONT'D)
Well aren't you two JUST lovely?
Would you mind pouring me some tea?

*

*

*

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

*

*

Smolder cringes. This is truly everything she hates.

106 SMOLDER
Just... get it over with.
(then, off their
expressions)
I mean YAY. Dress up time!

*

*

*

*

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. She doesn't TOTALLY hate 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.

107 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.

*

108 YONA (CONT'D)
If Yona no find friends... Yona
make friends?

*

*

*

Yona nervously waves a hoof at the crowd of spiders. They
skitter forward. Yona <SCREAMS> and scrambles backwards. The
spiders stop. Yona forces a smile. *

109 YONA (CONT'D) *

Yona no mean to scream. Yona love *

making friends. Spiders... friends? *

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

110 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, ripping off
the tutu and wiping the make-up away. She joins Gallus.

110A GALLUS 110B SMOLDER *

What happened to you? What happened to you? *

110C GALLUS 110D SMOLDER *

Don't ask. Don't ask. *

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

111 GALLUS *

Maybe the others got out already *

and we're the last ones? *

112 SMOLDER *

(sarcastic) *

Yea. That totally seems like *

something they would do. *

Gallus looks at the small exit and <GROANS>. *

113 GALLUS *

ANY other dragon or griffon would *

save themselves and get out of this *

crazy cave. *

114 SMOLDER *

Yep. *

They stare at each other. *

115 GALLUS
You go that way. I'll **check** over
there.

*
*

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.

*
*

116 SANDBAR
I really should find **my friends...**

*

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

*
*

117 RAINBOW DASH
Listen, we think it's great you
took the time to teach all of those
other creatures about friendship.

*
*
*

118 RARITY
VERY generous of you. Well done.

*
*

119 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.

*
*
*
*
*

120 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>.

121 SMOLDER
Ocellus? *

122 OCELLUS (O.S.)
Go away.

123 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. *

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

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

125 OCELLUS/CHRYsalis
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.

126 GALLUS
Hello?! Where are --

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

127 SILVERSTREAM
SHHHHH! The Storm King will hear *
you! *

128 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.

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

Silverstream backs into the shadows to hide.

130 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).

*

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

*
*
*

132 GALLUS
It's not real.

133 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.

*
*
*
*
*
*
*

"Trapped" strikes a chord with Gallus.

*

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

*
*

135 SILVERSTREAM
Really?

136 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.

*
*
*
*

The <GROWLING> intensifies.

*

137 SILVERSTREAM
But what if he is?

*

Gallus looks back at the scary shadows. He smirks.

*

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

*

*

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.

*

*

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

*

*

*

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

*

140 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.

*

*

*

*

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

*

*

*

She hugs Gallus tightly. He hugs her briefly then-

142 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.

*

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

144 OCELLUS/CHRYsalis *
I can't.

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

145 OCELLUS/CHRYsalis (CONT'D) *
I think my past is so horrible it *
was still inside me just waiting to *
come out again. *

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

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

A beat. Ocellus is really bummed. *

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

Ocellus/Chrysalis looks at Smolder, confused. *

149 OCELLUS/CHRYsalis *
I'm sorry-- What? *

150 SMOLDER *
DO NOT tell the others! But *
sometimes, I kinda like, cute *
stuff. *

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. *

151 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... *

152 OCELLUS *
OH, NO I WANNA COME! *

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

*
*

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

*
*

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

*
*
*

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.

155 SILVERSTREAM
Where's Yona and Sandbar?

*

156 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!

*

157 YONA
YONA FIND YOU GUYS!!!!

*

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

158 SILVERSTREAM
Hey Yona. Who's your... spider
army?

*
*

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

*
*

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

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

*
*

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

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

162 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. *

163 SANDBAR
Okay. Enough. I'm not going anywhere without my friends. *

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

164 RAINBOW DASH
So you don't care about anyone but your friends? Are you really that selfish? *

165 RARITY
Honestly, you really are such a disappointment. *

Sandbar glares at them defiantly. *

166 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. *

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

```
168          SANDBAR
Well... they tried to get between      *
me and my friends!                      *
```

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

As they all rush off... *

```
170          SANDBAR                                     *
Why is Yona covered in spiders?                       *
```

SC. 28 - INT. CRYSTAL CATACOMBS - CONTINUOUS

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

```
171      SPARKLY TWILIGHT (O.S.)
Hello.
```

They turn to see Sparkly Twilight standing behind them.

172 SANDBAR
You! You're not Professor Twilight *
are you?

173 SPARKLY TWILIGHT
I never said I was.

Ocellus looks at the roots, then back at Sparkly Twilight and *
makes a realization.

174 OCELLUS
You're the Tree of Harmony!

Sparkly Twilight nods. *

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

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

177 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?

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

*
*
*

Sandbar gets it.

179 SANDBAR
Our friendship got us past our
fears!

*

Sparkly Twilight nods again.

*

180 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.

*

181 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.

*
*
*

182 SILVERSTREAM
Ready for what?!

183 SMOLDER
Ready to get OUT of here.

As they rush towards the exit.

*

184 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.

*
*

185 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. *

186 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. *

187 COZY GLOW *
The Tree of Harmony? Here? *

188 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! *

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

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

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

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

192 OCELLUS (CONT'D) *
...or not. *

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

194 COZY GLOW *
YOU CAN'T!!!! *

They all look at her. *

195 YONA *
Why no? *

196 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.

197 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.

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

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

Gallus groans AND yawns.

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

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

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

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

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

204 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.

205 SILVERSTREAM *
Mmmm. Noprob...Friendship is.... *

Zzzzzzz. *

206 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 *