

MY LITTLE PONY
Season 8

What Lies Beneath
Ep 822

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WHAT LIES BENEATH

Outline by Michael Vogel

TEASER**SC. 1 - EXT. TWIIGHT'S SCHOOL OF FRIENDSHIP – DAY**

GALLUS watches SANDBAR calmly meditate in the courtyard. He can barely contain his excitement as he pulls out an oversize air horn. He's ready to prank the hooves off his friend. He'll sneak up behind Sandbar and blow the horn, it's gonna be great! Gallus stealthily moves closer and closer, eventually reaching a bush that is INCHES away from where Sandbar "Ohms" calmly. Just as he is about to blow the horn something large breathes heavily behind him. He turns and sees the gaping jaws of a GIANT MONSTER! It ROARS! Gallus screams and leaps into the air, flying RIGHT into SILVERSTREAM and SMOLDER who catch him in a net. Tangled up and unable to move, they fly him over and drop him down towards the ground where YONA catches him in a large bucket filled with some kind of sticky purple goop. Sputtering, Gallus sticks his head out and looks around. Sandbar still calmly "Ohms" as the others gather around him (the giant monster transforming back into Ocellus). Gallus asks what gives?! They explain that they've been planning this prank all day to get him back for all his pranks. Gallus is incredulous, "Even SANDBAR?" Still "Ohming", eyes closed, Sandbar smiles and says he was the bait. Gallus crawls out of the bucket, covered in goo, glaring at his friends, but then breaks into a wide grin. He's so proud. He's clearly taught them well. Off their laughter we...

END TEASER**MAIN TITLES****ACT ONE****SC. 2 - INT. TWILIGHT'S CLASSROOM – DAY**

Twilight is wrapping up her (very thorough) lesson on FRIENDSHIP AND THE HISTORY OF EQUESTRIA. This week's lesson focuses on the mysterious TREE OF HARMONY. Aside from not revealing its actual location, Twilight's lesson covers most of the events that we know from the past several seasons of the show (including the fact that the tree "grew" her castle which can be seen in the distance through a window in the classroom). Everypony in class pays close attention (Ocellus knows most of this already). But Gallus and Smolder both keep making side comments because NONE OF THIS MAKES ANY SENSE?! Twilight explains sometimes magic works in mysterious ways, especially the magic of friendship. Gallus points out that even if that's true, a tree growing a castle is still a pretty big stretch, there's got to be more of an explanation than "just because". "Well" Twilight says, "you can research that yourself with your next assignment!" Each of them are to write a detailed report on a magical event in Equestrian history and how it illustrates the magic of friendship. How did friendship change the past for the betterment of today? The bell rings

and the students head out to figure out what part of Equestria's history they're going to try to tackle!

SC. 3 - INT. SCHOOL HALLWAY – CONTINUOUS

The students express various degrees of excitement/anxiety about the project. Ocellus isn't sure which historical event she wants to focus on, there's so many to choose from! Sandbar knows his Mane 6 history pretty well, he's not too worried about it. But the other students aren't so sure. Equestrian history seems pretty bizarre compared to Dragon, Griffon, Yak or Hippogriff history (however, given a few examples, Sandbar says that might be up for debate). COZY GLOW joins them and asks what everyone is planning on doing for the assignment. When Gallus expresses his concerns about pony history, Cozy comes up with a great idea! Why don't they all have a study session together at the library to help each other out? After all, it's a project about friendship and isn't that something FRIENDS would do, especially with such a challenging project? They all agree that working together is a good plan. Yona says EVERYTHING is better with friends! Even PONY HISTORY!

SC. 4 - INT. SCHOOL LIBRARY – LATER

Yona throws a book across the room while they all study. Pony History HARD! Gallus still can't get over the Tree of Harmony: "So wait. The tree grew a locked box and a rubber chicken was one of the keys? Seriously?" Sandbar tries to explain the Tree of Harmony to the others. But his overly complicated and detailed answer just makes things more confusing (he even confuses himself). He eventually just tells Gallus that "to embrace the magic of friendship you have to really just put yourself out there. Be vulnerable." Gallus reminds him that "griffons don't do vulnerable." However, despite the differing opinions on Equestria's colorful past, the gang is clearly having a blast. They joke around and have an ease and comfort with how they deal with each other that only comes with great friendships. Cozy Glow notices and mentions how close they've all become. She casually asks if they're worried about losing that closeness over the summer. The others ask her what she means. She reminds them that the end of the school term is quickly approaching. Sandbar admits he hadn't realized how quickly the year had gone by. Cozy agrees and reveals that she's been worried about what it was going to be like for her going back home after her stay in Ponyville. Sandbar has it easy, he has ALWAYS lived here (Sandbar's expression makes it clear he actually IS worried), but she can't imagine what it must be like for the others! They're leaving EQUESTRIA behind!! Cozy really works herself up with her concerns: Who knows what will happen over the summer? Who knows how their friends back home will treat them? Have they changed? Will they all be the same when they come back? She takes a big breath, calming herself down. She says not to worry, she's sure they'll all be JUST as close when they get back. Her question/comments bring the energy of the room WAY down. It's almost as if she had purposely upset them (but that would be CRAZY right?). Oblivious to the mood shift, Cozy offers to get the gang snacks for the study session, leaving them with a whole lot of awkward tension in the air.

They try to get back to the project but it's clear that they are pre-occupied with thoughts about what life without their newfound friends is going to be like. Even Ocellus, who is the

hardest worker, can't really focus. She decides she needs a book on the Elements of Harmony and goes searching for it, but on the way, she notices something shimmering (in the colors of the EoH) behind a painting on the wall (I haven't seen the library designs, so if the directors have a cooler reveal to the catacomb entrance, GO FOR IT!). Ocellus moves the painting aside and discovers a stairwell that goes deep down under the library! Smolder points out they are already on the ground floor, and besides, why is a painting covering a shimmering stairway? Given that none of them are in the mood to continue with the assignment, they decide checking out the mysterious stairs is the more interesting option!

SC. 5 - INT. CRYSTAL CAVERN - CONTINUOUS

The gang find themselves in a strange crystal catacombs underneath the school! Sandbar has never heard anything about a place like this. Ocellus says there's something familiar about the catacombs but she isn't quite sure what. The crystal catacombs shimmer with the colors of the EoH. It's entrancing. Yona announces "LIGHTS PRETTY" and rushes off to explore. The others shrug and follow her. As they head deeper into the catacombs, none of them notice the crystal magically growing over the archway that leads back up to the library.

As they explore they enjoy their reflections on the different surfaces of the crystals. It's like a fun house (Yona is tall and skinny! Ocellus is WIDE and creepy looking, fun stuff). However there are so many reflections, that the friends quickly get separated from each other. A grinding noise causes them to realize that the walls are shifting around them. They try to get back to the stairwell but realize that the way back is blocked off! They're trapped! As they start to panic, the walls continue to shift, separating the friends and trapping them with no way to get back to the surface!

ACT TWO

SC. 6 - INT. CRYSTAL CAVERN/QUICK CUTS – RESUME

In a series of quick cuts, the friends try to find the others through the confusing crystal caverns. As they get herded further and further away from each other, the previously "fun/cute" reflections start to change. They see themselves in different places doing different things (maybe pulls from previous episodes?).

SC. 7 - INT. CRYSTAL CAVERN/GALLUS' REFLECTION – CONTINUOUS

Gallus flies down a corridor but stops to stare at his reflection. His "mirror image" is in Griffonstone! He reaches a claw out to touch the reflection. When his real claw touches the mirror claw the cavern magically "shifts" around him (think the Phantom Zone in Donner's SUPERMAN II) and he suddenly finds himself IN Griffonstone (his "reflection" wanders the crystal catacombs which he can't seem to return to). He explores his surroundings trying to find a way back to the caverns and his friends. [NOTE: Everything in these reflection sequences, places/characters/etc., can play like dream sequences. Characters, locations can shift or change suddenly, backgrounds can be vague or mysterious, etc.] Every Griffon is rude (which is pretty normal) and goes on about their business without paying him any

attention. Gallus sees Grandpa Gruff and Gilda and goes over to talk to them. But when they see him they ask him what he's doing back in Griffonstone? He tries to explain about the cavern and the reflections but they tell him they don't want to hear about some lame pony story. They sent him away because he didn't belong in Griffonstone. He has no family. He has no friends. He'll never be a real Griffon! He should just leave and never return! Gallus has no one.

SC. 8 - INT. CRYSTAL CAVERN/SMOLDER'S REFLECTION – CONTINUOUS

Smolder flies through the cavern trying to find her friends. She hears voices of dragons from back home laughing at her, saying that all the time with the ponies has made her weak! She glances at her reflection and sees that she LOOKS skinny and weak, even her wings are smaller! She reaches out to her reflection and the cavern "shifts" around her so that she IS skinny and weak. She hears her friends calling from a nearby cavern, "Smolder! Please! We need you! Help!". She leaps into the air to help them, but her wings aren't strong enough to lift her off the ground and she collapses! The cavern keeps shifting, putting obstacles in her way (Crystal walls she needs to navigate around, chasms with smoke pouring out of them she needs to fly over, etc). Determined, she keeps moving forward. But no matter what she does, she isn't strong enough, fast enough or powerful enough. Smolder can't help her friends.

SC. 9 - INT. CRYSTAL CAVERN/YONA'S REFLECTION – CONTINUOUS

Yona REALLY doesn't like being by herself (yak's are very social creatures). She wanders the caverns calling for her friends. The cavern "shifts" around her and it seems like her loneliness is given life. The cavern gets darker, sharper, scarier. Yona yells at the caverns to knock it off, she doesn't like it! She wants to be with her friends! Almost as if the caverns are answering, a light in the distance reveals the stairway that leads back to the library! Yona runs towards the stairs, but although she runs as fast as a yak can, she can't get there. Suddenly, she sees her friends! It looks like they've all found each other! She calls out but they ignore her. As she watches, they say that they are better off without Yona and that they're going to go back up without her. They leave Yona behind, abandoning her! The cavern around her continues to get darker and creepier as Yona realizes she is on her own. Yona has been abandoned.

SC. 10 - INT. CRYSTAL CAVERN/SANDBAR'S REFLECTION – CONTINUOUS

Sandbar wanders calmly through the caverns (honestly he's SORT of excited to be living out an adventure that feels like something the Mane 6 would do.) He looks at his reflection and sees ... the School! The cavern shifts around him and he looks around realizing HE is back at the school. There's a group of ponies talking. He rushes over and asks if they've seen his friends. One of the ponies rolls her eyes "THOSE weirdos? Who cares where they are?" Sandbar is taken aback, why would they say something like that? But the ponies turn things around on him. Why does he spend so much time with those other creatures? Why doesn't he like hanging out with other ponies? If he is SUCH an expert on friendship why has he never had close friends until these other creatures showed up? Do they know that he never really had any close friends before they came along? Do they know what a LOSER he is?

SC. 11 - INT. CRYSTAL CAVERN/SILVERSTREAM'S REFLECTION – CONTINUOUS

Silverstream is actually enjoying herself. The whole “magic cavern” thing is a new experience for her! She looks at her reflection and sees an opening to a cave filled with water behind her mirror image. She turns and looks at the actual cavern behind her, but there's no cave. She looks back and forth as the cavern “shifts” around her and now the cave IS there behind her. That was... interesting. Suddenly a magical beam shoots past, blowing up the wall next to her. She hears a deep growl (and the sounds of the Storm Guards from the MLP movie). She sees the shadowy silhouette of THE STORM KING (we never fully see him OR hear his voice, he remains a phantom version of the movie character) approaching. Silverstream panics! Her only option is to transform into a seapony to escape. But if she goes back under the water she will be abandoning her friends and may never be able to get back out to see them! Silverstream will be trapped forever.

SC. 12 - INT. CRYSTAL CAVERN/OCELLUS' REFLECTION – CONTINUOUS

Ocellus wanders the caverns, more fascinated than scared. As she follows the twists and turns the cavern “shift” around her and begin to look more and more like the Changeling Hive back home. Again, that doesn't really scare her, it's almost familiar! She hears a buzzing noise as a group of changelings fly out of a cavern. But they don't look the way changelings look now, they look like how changelings USED to look! They swarm around her and tell her it's time to attack that new School in Ponyville! Horrified, Ocellus asks why they would do that?! They look at each other, confused. To suck up all the love, obviously! Ocellus asks who would order them to do something like that? The changelings tell her that SHE ordered it. She says that's ridiculous, but then turns and sees her reflection. SHE is back in her old changeling form as well! She tries to transform back to how she is supposed to look, but it doesn't work! She's trapped like this. Ocellus is trapped being a villain!

SC. 13 - INT. CRYSTAL CAVERN/GALLUS' REFLECTION – CONTINUOUS

Gallus, usually so brash and confident, doesn't know what to do. He already felt like he didn't belong and now, Gilda and Grandpa Gruff have made him feel even worse. He looks around and sees other Griffons whispering and pointing at him. It's pretty horrible. He tries to take what he's learned at Twilight's school and goes over to address a group of Griffons. They turn away from him. He doesn't fit in. But Gallus is clever. He reminds himself that this is a reflection, he isn't REALLY in Griffonstone. There's got to be a way out of this. He remembers what Sandbar said to him earlier about “putting yourself out there.” He realizes he doesn't care what the other griffons think. He's got friends who like him for who he is! He can put himself as far out there as he wants! He starts laughing (which catches all the griffons off guard) and acting goofy. He tells the other griffons to chill out and lighten up. Being so angry takes too much energy. Griffonstone magically shifts around him and he finds himself back in the crystal catacombs (which seem to glow a faint purple).

SC. 14 - INT. CRYSTAL CAVERN/SMOLDER'S REFLECTION – CONTINUOUS

Smolder keeps trying to get to her friends, but no matter what she does she doesn't get any closer. She almost gives up, deciding that she's just simply NOT strong enough. But as she hears her friends in trouble she gets mad, REALLY mad (like HULK level "you won't like her when she's angry" mad). She doesn't know what's going on in these catacombs and she doesn't care, NOTHING is going to keep her from saving her friends! With renewed determination, she pretty much demolishes the obstacles in her way. Her arms get stronger, her wings grow larger and soon she is back to normal and soars through the cavern towards her friends. She sees them all, trapped by some horrible creature JUST out of sight (no need to actually design a big monster). Fearless, she puts on speed and flies towards them. The trapped friends disappear as the cavern shifts around her. She's back in the regular crystal catacombs (which glow a faint red). She looks around, disoriented and yells "WHAT IS GOING ON!?" She hears Yona's voice calling out, "Please don't leave Yona!" At first she thinks it's another trick and refuses to be led into another trap. But she can't risk leaving her friend behind. She flies off to find her.

SC. 15 - INT. CRYSTAL CAVERN/YONA'S REFLECTION – CONTINUOUS

Yona is alone in the darkness of the caverns. She's terrified. And she can't believe her friends just LEFT her. She hears their voices echoing through the caverns saying that they are so much better off without her and that they never really liked her. SO clumsy. SO ridiculous. Yona is genuinely hurt. SHE would never say stuff like that about THEM! That stops her. She WOULDN'T say stuff like that... so WHY would they? They've always been there for her! They WOULDN'T leave her behind! This cave is playing a trick on her! Yona starts kicking the cave, "CAVE NO PLAY TRICKS ON YAKS! WHAT CAVE THINKING!?" The cave seems to shrink away from her. Unable to stay dark and claustrophobic in the face of her annoyance, it "shifts" around her back to normal (with a faint orange glow). Yona realizes her friends probably need her! She needs to help them! Yona rushes down a corridor just as Smolder comes soaring around a corner. They slam into each other. At first Yona thinks it's another trick but then she realizes that this is the REAL Smolder. She hugs her tightly (really tightly, Smolder can barely breathe). Yona and Smolder BOTH say they need to rescue their friends! They rush off to find them.

SC. 16 - INT. CRYSTAL CAVERN – CONTINUOUS

Gallus wanders around, calling for the others. Silverstream's voice echoes through the chamber, "Shhhh! Quiet! He'll HEAR YOU!" Suddenly he sees something... swim past his reflection?! He looks and realizes his reflection is swimming underwater! He sees Silverstream behind his reflection in seapony form! He calls to her but she swims away! Something shoots a beam that blows up some coral near her! Gallus pounds on the glass to try to get Silverstream's attention, but it's no use. He touches his claw to the claw in the reflection and the cavern "shifts" around him so that he is now...

SC. 17 - INT. CRYSTAL CAVERN/SILVERSTREAM'S REFLECTION – CONTINUOUS

Underwater! He swims up to the surface to get some air and sees the shadowy image of The Storm King wading through the water, hunting Silverstream down. Gallus takes a big breath and dives under the water, looking for Silverstream. Something grabs him and pulls him deeper!!!

SC. 18 - INT. CRYSTAL CAVERN/OCELLUS' REFLECTION – CONTINUOUS

Ocellus hides from the other changeling's who are still cackling about attacking Twilight's School. She doesn't want to attack Ponyville! She doesn't want her friends to see her like this! She doesn't want to be the bad guy in the story! Suddenly she sees Smolder and Yona calling her name from the crystal caverns on the other side of a reflection! Smolder touches her claw to the reflection and it shifts around her and Yona so that they are inside the changeling cave! OH NO! Ocellus can't let them see her like this! She peeks around the corner and sees changelings creeping up behind her friends!

SC. 19 - INT. CRYSTAL CAVERN/SILVERSTREAM'S REFLECTION – CONTINUOUS

Silverstream pulls Gallus into a cave with enough air for him to breathe. She whispers that they have to stay quiet and stay hidden from The Storm King. Gallus is confused, isn't the Storm King defeated? But another explosion, this one VERY close, shuts him up. They hear the Storm King and his Storm Guards getting closer!

SC. 20 - INT. CRYSTAL CAVERN/SILVERSTREAM & OCELLUS REFLECTIONS SPLIT SCREEN – CONTINUOUS

Yona and Smolder are about to be attacked by changelings! Ocellus isn't sure what to do to help her friends! Gallus and Silverstream are about to be caught by The Storm King!

And we move on to....

ACT THREE

SC. 21 - INT. CRYSTAL CAVERN/OCELLUS' REFLECTION – RESUME

Ocellus is scared, but she can't let her friends get attacked by Changelings! She flies out of her hiding spot and warns her friends to turn around! They do, and faced with an angry dragon and yak, the changelings scatter. At first Smolder and Yona don't recognize Ocellus and think that she's another changeling. But when she opens her mouth they realize it's her. They ask her what's going on. She breaks down and says she's turned back into an evil changeling! She's supposed to attack the school! She doesn't want to do it but she has no choice!! Yona and Smolder look at each other and then gently tell Ocellus she doesn't have to do anything she doesn't want to do. But Ocellus looks at her reflection and says that she's obviously evil ("don't look at me! I'm hideous!")! She tries transforming again but it doesn't work! Who would ever want to be friends with her now! Yona says she doesn't care what

Ocellus looks like. Smolder agrees. They will always be her friend, no matter what she used to look like and no matter what she looks like now. It's what's inside that really matters. With her friend's unconditional friendship, the hive around them magically "shifts" back to the crystal catacombs (with a faint purple glow) and Ocellus changes back into her cuter changeling form!

SC. 22 - INT. CRYSTAL CAVERN/SILVERSTREAM'S REFLECTION – CONTINUOUS

Silverstream and Gallus hide in a cave filled with water. Silverstream is still in seapony form. Outside, the sound of the Storm Guards get closer and closer. A panicked Silverstream says that the Storm King has returned! She's going to have to go back to Sequestria and she'll never be able to return to Ponyville... if there is even a Ponyville to come back to! Gallus tries to explain that this is all a trick, none of this is real. But Silverstream is too scared to see the illusion for what it is. More than anything she can't believe she's going to be shut away from the world once again. No more adventures, no more flying through the sky and no more friends. Thinking fast, Gallus offers to stay with her. He offers to become a seagriffon! Silverstream can't believe it. The Storm King is getting closer and closer! Silverstream considers Gallus' offer but finally says she can't ask Gallus to leave the sky behind! She'll miss her friends, but she'll never forget the time they had together. Because of that, they'll never really be gone. The cave wall explodes and the shadow of The Storm King looms over them. But as Silverstream realizes that the friendships she has made are stronger than distance, the Storm King's shadowy form dissipates and they find themselves back in...

SC. 23 - INT. CRYSTAL CAVERN – CONTINUOUS

The Crystal Caverns (with a faint pink glow). Gallus and Silverstream look around just as Ocellus, Smolder and Yona rush toward them. They all start to recount their individual adventures but Gallus realizes Sandbar isn't with them. He's a pony who is obsessed with friendship, he should have been the FIRST one out! The friends rush through the caverns calling his name.

Gallus spots him first. They see him standing with a group of ponies who taunt him. They tell him he's not normal! He has to hang out with other creatures because he can't make friends with anypony! He doesn't belong!! This strikes a chord with Gallus who sees in Sandbar's fear a reflection of his own. Gallus shows the others how he got into Silverstream's reflection. They all place their claws/hooves/etc. on their reflections and as the cavern "shifts" around him, they rush in to help Sandbar.

SC. 24 - INT. CRYSTAL CAVERN/SANDBAR'S REFLECTION – CONTINUOUS

Before they get to Sandbar he stands up to the other ponies. He explains what friendship is really all about and that he would choose his friends over such close minded ponies any day. He sums it up for the ponies, his friends, and us, just why this group are as close as they are. As he finishes his (awesome) speech he turns and sees them all standing there. He asks how long they've been there. "Long enough" Gallus says. He explains they came to rescue him

from his fear-reflection but... it looks like he had it all covered. Sandbar looks embarrassed and reveals to the others that, as much as he knows about friendship and life as a pony, he's never had friends as close as them and even though he gets to stay on Ponyville, he's worried about what things will be like when they leave. As the friends all promise that NOTHING is going to break up the friendship they've found with each other, the reflection around them magically "shifts" back to...

SC. 25 - INT. CRYSTAL CAVERN – CONTINUOUS

The friends try to figure out what just happened to them. Ocellus finally realizes what the cavern reminds her of. It looks just like the images of the Tree of Harmony. Once they figure that out it's a quick jump to realize that the "architecture" actually looks like roots! The caverns they are in... are the ROOT SYSTEM of the Tree of Harmony! If the Tree "grew" the castle like Twilight taught them, it makes sense that the roots would have travelled this far. But why did the tree attack them? Smolder realizes that it wasn't attacking them... it was teaching them! Silverstream wonders if there may have been a less scary horrifying way to learn the lesson? Sandbar says that sometimes facing your biggest fears is the best way to overcome them. Gallus is horrified by the realization that the six of them just lived through a touchy-feely magical friendship adventure! Yona asks why the tree chose them? As they try to figure that out, they hear Cozy Glow calling their names!

Cozy rushes through an archway and says she's SO glad she found them! She came down into the caverns and got caught in some weird reflection where she wasn't as helpful as she wanted to be to everypony else! It took her forever to get out of it! And then she was worried THEY were stuck in their own fears! Thank GOODNESS she found them! She was afraid the things she said about them all having to leave each other and lose their friendship might have somehow caused all of this to happen. The friends shrug, they aren't worried about that anymore. Their friendships are stronger than the distance between their homes. It's pretty clear nothing is going to break it apart (the cavern seems to glow a little bit brighter as they say this). Gallus points out that their homework is also as good as done! They can just tell Twilight and the class about their adventure! It definitely counts as a crazy magical pony friendship thing! Sandbar agrees but Smolder points out that getting up in front of the class and revealing their deepest darkest fears isn't something she's all that down to do. Gallus didn't think about that. They agree that sticking to actual Pony history is probably best, and head back up to the library to work on their assignments (with a greater appreciation for Equestria's weird ways). Sandbar points out that they SHOULD tell Twilight about this root system though. It's definitely something she's going to want to check out. Cozy quickly offers to tell her first thing in the morning, she has an independent study session with Professor Sparkle and will fill her in! The others thank her as they head up the stairwell. Cozy hangs back and looks at the cavern with interest... what COULD she be thinking?? FADE OUT.