

As Recorded
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@ Dick Rogers
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**MY LITTLE PONY
Season 9**

**Frenemies
Ep 908**

LOCKED SCRIPT

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Outline:	Michael Vogel
Teleplay 1st Draft:	Michael Vogel
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TEASER**SC. 1 - INT. VILLAIN'S LAIR - GROGAR'S QUARTERS - DAY**

GROGAR paces in front of his large super villainy throne in his cavernous, super villainy chamber studying images of EQUESTRIA in smoky tendrils that float above a large, mystical table in front of him.

A <CRASH> interrupts his study. COZY GLOW enters.

15
2
3
11

1 COZY GLOW
I don't want to tattle on my good friend Tirek, but you MIGHT like to know he left food out. AGAIN. I'm not saying he should be painfully punished but--

2 GROGAR
I'll deal with it when I'm done.

Cozy smiles sweetly and trots out. Grogar waves a hoof and the images of Equestria shift in the smoke. A <ROAR> from outside the room distracts him. Tirek enters.

3 TIREK
Don't trust anything that nosy little pegasus says.

4 GROGAR
I don't trust anything ANY of you say.

Tirek grunts and leaves. Grogar attempts to return to his attention to his scrying when Chrysalis regally strides in.

5 CHRYSALIS
Are you planning on attacking anypony anytime soon? If not I don't know why I'm wasting my time here. I'm a QUEEN you know!

Chrysalis strides back out, haughtily. Grogar <GROWLS> menacingly.

SMASH CUT TO:

SC. 2 -INT. VILLAIN'S LAIR - LIVING QUARTERS - CONTINUOUS

Grogar STORMS into the chamber and faces the others, furious.

1 3 4 5 6 GROGAR 6 7 9
 I am leaving since it is impossible
 to accomplish the work I need to do
 here! In my absence, I suggest the
 three of you come to some kind of
 accord.

As all three start to object, Grogar shoots out bands of
 magic that wrap around each of their mouths.

4 6 7 8 10
 7 GROGAR (CONT'D)
 I don't care how, but you must
 learn to work together. Only then
 can we accomplish what you so
 greatly desire... The DEFEAT of
 TWILIGHT SPARKLE AND HER FRIENDS!

Off Grogar's evil smile...

END TEASER

ACT ONE

SC. 3 - INT. VILLAIN'S LAIR - LIVING QUARTERS - CONTINUOUS

Cozy Glow puts the finishing touches on a banner and hangs it
 between two stalactites in the evil lair. On it are crudely
 painted versions of Cozy, Chrysalis, Tirek and Grogar with
 fireworks and stars surrounding them.

17 18 19 20 8 COZY GLOW 21
 Nothing says teamwork like an
 inspirational banner! When Grogar
 sees THIS he'll realize there's no
 way he could survive without me!

8A in 21
 Cozy looks around the empty room. She hops off the ladder and
 trots out, humming to herself.

SC. 4 - INT. VILLAIN'S LAIR - TIREK'S ROOM - CONTINUOUS

CLOSE on a detailed painting of a HUGE (End of Season Four
 sized) Tirek towering over a forest, smashing the top off a
 mountain as ponies run in terror below him. <CLASSICAL MUSIC>
 plays in the background.

22 8B
 We hear <EXERCISING-LIKE GRUNTS> as we pull out to reveal
 Tirek lifting a heavy set of weights as he stares at the
 portrait of himself.

9 COZY GLOW (O.S.)
 (sing-songy)
 Oh, Tiiiiiiiiirek???

23 38

9A 22 21 Tirek <GROANS> but continues lifting. Cozy enters ALL smiles.

10 COZY GLOW (CONT'D)
You're gonna have to exercise A LOT
to get as big as you were when you
absorbed the life force of all
those ponies.

10A 22 Tirek <GRUNTS> trying to ignore her.

11 COZY GLOW (CONT'D)
Anyhoo... Grogar wants us all to
work together so I've scheduled a
team meeting! Doesn't that sound
fun??

11A 22 Tirek just gives another <GRUNT>.

12 COZY GLOW (CONT'D)
And since Grogar left ME in charge--

13 TIREK
No he didn't.

Cozy forces a grin and <GIGGLES>.

14 COZY GLOW
Someone's a real grumpy-taur today.
If we aren't meeting I GUESS I
could just stay and offer positive
and inspiring-

15 TIREK
FINE. I'll join your meeting. Just
leave.

16 COZY GLOW
See you soon! But clean up first.
You smell awful.

Tirek glares as Cozy grins and skips out.

SC. 5 - INT. VILLAIN'S LAIR - HALLWAY - CONTINUOUS

16A 30 31 Cozy skips down a hallway. She hears somepony talking to
somepony else.

17 CHRYSALIS (O.S.)
It's been WEEKS and Grogar has done
NOTHING! It's not healthy to hold
onto all of this rage. I could lash
out at any moment.

Cozy peeks around the corner and sees Chrysalis deep in conversation with a log (the remains of one of the Mean 6 from 813). Cozy forces a smile and trots around the corner.

31 32
↓ ↓

18 COZY GLOW
And how are YOU doing this-

33
↓

Chrysalis TOTALLY freaks and lashes out.

19 CHRYSALIS
HOW DO YOU THINK I'M DOING! I'M
READY TO EXACT MY REVENGE!!!
(BIG breath. To log)
See what I mean?

31 32
↓ ↓

20 COZY GLOW
Being cooped up with nothing to do
is the WORST. You know what you
need? A team meeting!

Chrysalis turns and strides away from Cozy.

21 CHRYSALIS
I don't do meetings.

31 32
↓ ↓

22 COZY GLOW
Grogar left ME in charge--

34 35 36 37
| | | ↓

23 CHRYSALIS
No he didn't. And even if he DID,
Chrysalis obeys no one.

31 32
| ↓

24 COZY GLOW
There'll be cupcakes...

Chrysalis pauses. Off Cozy's widening smile...

CUT TO:

SC. 6 - INT. VILLAIN'S LAIR - LIVING QUARTERS - MINUTES LATER

Cozy stands like a general on a small crate, her banner hanging behind her. In front of her Tirek looks bored and Chrysalis eats a cupcake.

39 40 41
↓ ↓ ↓

25 COZY GLOW
Grogar wants us to work together to
defeat our enemies. Which means we
need to TRUST each other.

26 CHRYSALIS
If we are to trust one another,
perhaps inform Lord Tirek to STOP
TRYING TO ABSORB MY ESSENCE!

24A

26A 43 44AB Pull out to see Tirek in the midst of absorbing Chrysalis' essence. He spits it out and tries to look innocent.

27 TIREK
I wasn't doing anything of the sort. How DARE you?

28 CHRYSALIS
How dare I?! Do you know to whom you are speaking?

29 TIREK
How could I not! You tell your log every five minutes!

30 COZY GLOW
THIS is why Grogar left me in-

31 TIREK AND CHRYSALIS
NO HE DIDN'T!

32A 45 46 47 48 49 Cozy Glow's demeanor cracks. She grinds her teeth and one eye twitches. But she pulls it together. She hops off the crate. MUSIC UP. Drums beat powerfully as Cozy begins singing.

32 COZY GLOW
I think
I know
A way that we can grow
Time to try something new
Never say never
No more
Solo
Trust is the way to go
And all we need to do
is work together

Tirek folds his arms and shakes his head.

33 TIREK
No thanks
I'd say
I'm not sure that's the way
I'm smarter, stronger and
I don't need you two.

33A Chrysalis <SCOFFS> at Tirek.

34 CHRYSALIS
Stronger?
O-kay.
I guess we'll just downplay
How bad you got your rear-end
Handed to you?

Cozy <LEAPS> on top of a table, grabbing their attention.

35 COZY GLOW
*It's time to try
A better way to be bad*

36 TIREK AND CHRYSALIS
*Do we really need
A better way to be bad?*

37 COZY GLOW
United as one!!

38 CHRYSALIS
Teamwork? Please, what a fad!

39 COZY GLOW
*Combine all of our strength
And watch us go any length
Once we have
A better way to be bad*

INSPIRATIONAL BANNER WIPE...

CUT TO:

Cozy pushes a blindfolded Chrysalis off an impossibly high table towards Tirek for a TRUST FALL.

40 COZY GLOW (CONT'D)
*Let's go!
Begin
THIS time we're gonna win!*

Tirek steps aside, refusing to capture Chrysalis. She glares at Cozy.

41 CHRYSALIS
*The ice you're on is thin
So watch what you say*

WIPE TO:

 Chrysalis leads a blindfolded Tirek on a trust walk inside the lair, She pays no attention to him and he falls down a ridiculously long staircase. Cozy is at the bottom of the staircase, trying to be encouraging.

42 COZY GLOW
*I know
You're in
I think I see a grin!*

43 TIREK
*For all this pain and torture
I swear you'll pay*

43A MONTAGE: More exercises, Cozy has them training against
mocked up versions of the ponies, etc. No matter what
happens, Tirek and Chrysalis are HORRIBLE, causing harm to
each other and attempting to cause harm to Cozy.

44 COZY GLOW
*This time we've got
A better way to be bad*

45 TIREK & CHRYSALIS
*Sounds like a long shot
This better way to be bad*

46 COZY GLOW
*United as one!!
We'll make those ponies so sad!*

47 TIREK
*If we say okay
Then would you please go away?*

48 COZY GLOW
*Once we have
A better way to be bad!*

49 COZY GLOW (CONT'D)
*We want to break their friendship
We want to make them weak
You want revenge on Starlight
You want that huge physique
So let's increase our chances
By working as a team
TO CRUSH OUR ENEMIES TO DUST
AND LAUGH AS THEY ALL SCREAM!*

BEAT as Cozy's PURE EVIL EXCITEMENT at the ponies'
destruction gets the other two REALLY stoked. Then:

50 TIREK
*I THINK I KNOW
A better way to be bad*

51 CHRYSALIS
*NO! Put ME in charge!
Make ME QUEEN, you'll be glad*

52 COZY GLOW
*NO! Just LISTEN to me!
I'm best of us three*

53 TIREK & CHRYSALIS & COZY
*THEN you'll see
A better way to be bad*

Grogar enters and silently watches the three fighting (again).

54 COZY GLOW
*Wait! This is MY thing!
A better way to be bad*

55 CHRYSALIS
*You SHALL do this for ME
And I will RULE this triad*

56 COZY GLOW
THIS IS MY SONG

57 TIREK & CHRYSALIS
It WAS but not any long-er!

58 TIREK & CHRYSALIS & COZY
*WE HAVE
A better way to be bad
But now you're getting me mad
Oh won't those ponies be sad
A better way to be bad*

As the song ends, Grogar massages his forehead with one hoof like a frustrated parent.

50 51 52
↓ ↓ ↓

59 GROGAR
ENOUGH!!!

The villains stop bickering and turn to him.

60 GROGAR (CONT'D)
*I had hoped by now you would have
resolved your differences. But
apparently not.*

61 CHRYSALIS
*Perhaps if we knew what the plan
WAS we would be better able to
prepare.*

50 52b
↓ ↓

62 TIREK
Assuming you even HAVE a plan...

63 GROGAR
Of COURSE I have a plan.

50B (52)
 64 COZY GLOW
 And I'm sure it's a truly BRILLIANT plan...
 53
 65 TIREK (58A) (B)
 (to Chrysalis)
 Teacher's pet.
 66 CHRYSALIS
 (to Tirek)
 I know right?

Cozy glares at them.

50 (53)
 67 COZY GLOW
 BUT I don't think any of us signed up to sit around waiting. Perhaps if we had something to occupy our time.
 68 GROGAR
 An excellent idea Cozy Glow.

Cozy looks at the other two and beams.

69 GROGAR (CONT'D)
 I have located an object of power and it occurs to me that this is the perfect test. The three of you will work together to retrieve it, in much the same way you must combine forces to defeat the powers of friendship. Against this item those ponies won't stand a chance.
 8C
 70 TIREK
 We've all plotted against those insufferable do-gooders. What makes YOU so sure your plan will succeed?

71 CHRYSALIS
 I have come close to ruling Equestria *several times*. Perhaps I should be the one to lead us.

59 (60)
 72 COZY GLOW
 Wait a second! I nearly drained all the magic from Equestria! That was good!
 61 62
 73 TIREK
 I ABSORBED all the magic of Equestria! I could feel it flowing through my body as I grew --

54 (55)
 56 (57)
 63 64 (65)

73A 71 72
Grogar unleashes a concussive <BLAST> of magic that knocks the villains against the wall. They struggle against it, but they're pinned, his magic far superior to theirs

59 61
74 GROGAR
Each of you FAILED to defeat Twilight Sparkle and her friends.
(to Chrysalis)
Some of you several times.

74A 73
They struggle to free themselves. He raises a hoof and the magic intensifies.

75 GROGAR (CONT'D)
My power is greater than all of yours combined. This is but a FRACTION of it. Understood?

75A 76 77
75B 78 79
The others manage to nod. Grogar drops his hoof and they all drop to floor.

76 GROGAR (CONT'D)
Now you shall retrieve the rest of it.

Smoky tendrils fill the room. In a stylized series of shots, shadows and smoke come to life, illustrating his tale as he talks.

77 GROGAR (V.O.)
Thousands of moons ago the self-righteous Gusty the Great, unable to best me face to face, stole my Bewitching Bell, a talisman containing much of my own magic. The bell cannot be destroyed so Gusty hid it in a place it has taken me millennia to discover. An enchanted cave high atop Mt. Everhoof protected by magical winds that prevent ANYpony from reaching its peak. There the bell has remained... until now.

The smoke dissipates and we are back in the lair. Grogar glares at the others.

61
78 GROGAR
Scale Mt. Everhoof. Bring me back my bell.

Beat. Chrysalis's head tilts back and she <ACKLES>.

79 CHRYSLIS
Climb a mountain and retrieve a
bell? The ease of this task is
laughable.

SMASH CUT TO:

SC. 7 - EXT. BASE OF MT. EVERHOOF - A SHORT TIME LATER

The villains stare up at the seemingly endless expanse of Mt. Everhoof, its snowcapped mountains obscured by the fierce wailing winds circling around it. They look at each other.

80 CHRYSLIS
Well it SOUNDED easy.

END ACT ONE

ACT TWO

SC. 8 - EXT. BASE OF MT. EVERHOOF - RESUME

Resume on the villains staring up at the intimidating mountain. Tirek studies the mountain.

80 (81)
↓ ↓

81 TIREK
Scale the mountain.

82 CHRYSLIS
Retrieve Grogar's bell.

Cozy pulls out a brightly colored folder.

80 (81)
| |

83 COZY GLOW
Together! I drew up a detailed plan
with several visual aides to show
how we can--

Chrysalis leaps into the air and flies away. Tirek strolls off trudging up the mountain. Cozy grinds her teeth and tosses the folder into the wind

84 COZY GLOW (CONT'D)
--- ditch each other and do it
alone. Great. Maybe when I'm
waiting for them at the top THEN
they'll appreciate me.

82^h
|

Cozy hurries after them.

SC. 9 - EXT. MT. EVERHOOF - FOREST

Chrysalis flies up the mountain, over the dense foliage of forest below.

84A But the wind seems to have a mind of its own, as if it senses her presence and is focused on keeping her from the top. She strains against it but she's barely moving.

Annoyed, she dives down beneath the forest canopy and lands. In the shadows, large creatures rustle and growl. Chrysalis <CHUCKLES>.

85 CHRYSALIS
As if anything on this mountain is scarier than I.

She strides through the forest, several pairs of large yellow eyes track her from the shadows. Something large <GROWLS>. Chrysalis grins, turns towards the noise and <HISSES>. The forest grows eerily quiet.

86 CHRYSALIS (CONT'D)
That's better.

Chrysalis strides off, leaving very scared monsters behind.

86A 83AB SC. 10 - EXT. MT. EVERHOOF - RAVINE

Tirek calmly strolls along the edge of a ravine, studying the mountain on the other side. He casually scoops up some dirt and blows on it, watching the magical wind blow it away from the mountain.

SC. 11 - EXT. MT. EVERHOOF - MOUNTAIN PATH

Cozy Glow wanders along a mountain path and sees a rickety cottage up ahead. As she approaches, an ancient looking pony in rusty armor with a bucket for a helmet and a long staff (RUSTY BUCKET) hurries out.

84 85 87

87 RUSTY BUCKET (O.S.)
HALT! WHO GOES THERE? (squinting) A pony?! There ain't been ponies round here in I don't KNOW how many moons!

Cozy smiles. FINALLY! Somepony she can manipulate. She puts on her most 'adorable pony lost in the woods' face. Her eyes tear up and she sniffles.

86

88 COZY GLOW
Oh, golly, good sir. I am just a poor lost pony looking for help.

89 RUSTY BUCKET
Oh don't fret lil filly. Ole Rusty Bucket here, at yer service!

He bows deeply.

80 (87)

90 COZY GLOW
I'm SO glad I found you. I need
help getting to the top of the
mountain.

Rusty squints at her and shakes his head.

91 RUSTY BUCKET
No can do ma'am.

91AB 92AB (93)
|| || I

Cozy's facade instantly disappears, she looks annoyed.

88

92 COZY GLOW
(Loudly)
WHY NOT?!

99AB (100)
|| I

The snow around them rumbles. Rusty looks around alarmed.

(88)

93 RUSTY BUCKET
Shhhh. Not so loud! This here's
avalanche territory! I'm the
Guardian of this here mountain.
It's my job to keep ponies from
headed up. Nothing at the top but
dangerous snow, dangerous ice, and
dangerous wind. Basically it's
dangerous.

Cozy glares, but quickly reverts back to sweet.

94 COZY GLOW *by yourself.*
It must get lonely all ~~alone~~. Maybe
I could be your... friend?

95 RUSTY BUCKET
(touched)
I'd love a friend!

96 COZY GLOW
(sickly sweet)
And you know, friends help friends.
So now that we ARE friends, you
could help me up the mountain.

(94)
|| I

Rusty thinks for a moment, then pulls out a large book and
flips through the pages.

88

97 RUSTY BUCKET
Aren't friends supposed to respect
each others responsibilities? A
real friend wouldn't ask me to do
something I'm not s'posed to do.
(MORE)

80 88

RUSTY BUCKET (CONT'D)

95

Says so right here in the Journal of Friendship written by Twilight Sparkle and her friends. She's the Princess of Friendship, you know.

Cozy just stares at him, her blood boiling. Even up here there's no escaping Twilight.

98 COZY GLOW
ARE YOU KIDDING ME!?

89 90

99 RUSTY BUCKET
SSHHHHHHH!

Rusty casts a nervous glance up the mountain. Cozy rolls her eyes, turns and walks away.

100 COZY GLOW
I didn't want to be friends anyway.

101

Off Rusty's hurt/confused expression...

SC. 12 - EXT. MT. EVERHOOF - FOREST

Chrysalis strides through the forest. She reaches an icy lake and slips and slides on its surface. She transforms into a CRAGADILE, crashes through the ice and swims under it easily.

She smashes the ice on the other side and crawls back onto land, but the rocky terrain is jagged and uneven. Chrysalis transforms into a GOAT, leaping and climbing the rocks with ease.

She turns BACK into her changeling form and looks up through the trees. The top of the mountain is much closer than it was before.

101 CHRYSALIS
Almost there.

SC. 13 - EXT. MT. EVERHOOF - RAVINE

MONTAGE of Tirek collecting different supplies: Wood, vines, branches, leaves, etc.

What could he be building??

SC. 14 - EXT. MT. EVERHOOF - MOUNTAIN PATH

In a series of QUICK CUTS we see Cozy try everything she can think of to get past Rusty Bucket.

101A 102 103B 104AB 105
Cozy tries flying over the cottage. But the enchanted wind SLAMS her down in front of Rusty Bucket who just shakes his head at her.

CUT TO:

101B 106ABC
Cozy trudges carefully along the snowbank above Rusty and his cottage. But the snow is too deep for her tiny hooves. She falls through the soft snow and plops out in front of the guard.

107 108 109 102 RUSTY BUCKET 110
Not that way neither.

CUT TO:

102A 109
Rusty yawns, tired. Cozy tries to stealthily sneak around the edge of to cottage past him. It looks like it might work until he stretches and his staff hits to roof of the cottage. Snow from the roof <PLOPS> onto Cozy.

CUT TO:

Cozy storms up to Rusty. She's had enough.

111 112 113 103 COZY GLOW
I TRIED BEING NICE--

The snow around them <RUMBLES>. Rusty looks around, alarmed.

104 RUSTY BUCKET 114AB 117 118
Now just calm down there filly...

112 113 105 COZY GLOW
No YOU CALM DOWN! I'M TOO SHORT TO GET THROUGH THIS SNOW AND I'M NOT STRONG ENOUGH TO FLY THROUGH THIS WIND, BUT PONIES ARE SUPPOSED TO DO WHAT I ASK THEM TO DO! IT'S LIKE MY THING OKAY?! SO STEP ASIDE OR --

105-1 119 120
105A 115 116
A loud <RUMBLING> stops her mid-sentence. They both turn as a HUGE chunk of snow <CRASHES> down the mountain, taking Cozy with it. Rusty and his cottage are totally unaffected. Rusty shrugs and heads back inside.

SC. 15 - EXT. ALMOST THE TOP OF MT. EVERHOOF - CONTINUOUS

Chrysalis steps through the fog and sees a huge chasm in front of her. Above her on the other side of the chasm she can see the peak of the mountain.

106 CHRYSLIS
Apparently I DON'T need anypony
else....

106A She leaps into the air to fly across the chasm. As soon as
she's airborne, the enchanted wind comes out of nowhere and
knocks her back down.

106B Chrysalis <GROWLS> and transforms into a larger (already
designed) winged creature. She tries again, but again the
wind attacks. She uses everything she's got and very nearly
reaches the other side. Her claw scrapes against the peak of
the mountain. But the wind is too mighty and with a giant
106C <GUST> hurls her back.

106D Exhausted, she reverts to her original form and kicks the
ground in frustration.

SC. 16 - EXT. BASE OF MT. EVERHOOF - LATER THAT EVENING

CU on a lovely camping chair made from the supplies Tirek
collected. Pull out to reveal Tirek casually placing logs on
a fire. Something in the shadows catches his attention.

121 122 123

107 TIREK
Didn't make it to the top? Surprise
surprise.

124 125

147

107A Cozy Glow walks into the light of the campfire. She's covered
in snow. Her mane is a frozen crazy mess, she's had a ROUGH
day. Tirek BURSTS into <LAUGHTER>.

108 COZY GLOW
It's NOT. FUNNY. TIREK.

Cozy looks around the campsite and smirks.

109 COZY GLOW (CONT'D)
Besides, you didn't make it to the
top either!

110 TIREK
I didn't try to.

111 COZY GLOW
What?!

112 TIREK
It took about five minutes to
deduce that Grogar was right. NONE
of us could make it up alone.
(MORE)

B 126 127 B^g 133 134

122 124 B

TIREK (CONT'D)

So rather than subject myself to the elements, I decided to let you two face the danger, take what you learned and use it to my advantage.

He sits in his camping chair as if it were a throne.

6

113 TIREK (CONT'D)

That's called playing it smart. And of course it has the added bonus of seeing you fail completely.

113A

145AB

Tirek <CHUCKLES>. Cozy's eyes twitch. She's had enough. She loses it.

114 COZY GLOW

I put up with your "I'm smarter than you" attitude in Tartarus! But I'm OVER it!

B

115 TIREK

I've had enough of you trying to manipulate me with that insincere syrupy sweetness. At least NOW we see the REAL you.

116 COZY GLOW

THIS IS NOT THE REAL ME! I'M CUTE AND LOVABLE!

116A

146ABC

Tirek <SCOFFS>.

117 TIREK

No you're not. You're annoying and you snore!

Neither of them notice a large creature with the head of a bull and the body of a serpent (an OPHIOTAURUS) slither out of the shadows, fixated on them, mouth watering.

118 COZY GLOW

I DO NOT SNORE!

118A

148

Tirek makes ridiculously over the top <SNORING> noises.

119 COZY GLOW (CONT'D)

At least I don't talk to my Gram-gram in MY sleep....

120 TIREK

DON'T YOU DARE BRING GRAM-GRAM INTO THIS!

127 133 134 135 136 137 138 139

127

140 141 142 143 144

130

127

131 132

127

128 129

The Ophiotaurus <ROARS> at them. They both stop arguing and stare into its hungry eyes.

124 M9AB

121

TIREK & COZY GLOW

This is your fault.

END ACT TWO

ACT THREE

SC. 17 - EXT. BASE OF MT. EVERHOOF - RESUME

The Ophiotaurus <GROWLS> menacingly. Tirek and Cozy Glow back up as the beast stalks towards them. Suddenly something behind them <GROWLS>! They turn to see a SECOND OPHIOTAURUS (this one CLEARLY female). They're trapped between them!

The female Ophiotaurus bats her eyelashes at the male. He completely ignores Tirek and Cozy Glow and slithers over to the female, clearly smitten.

152 153 154

122 COZY GLOW

Quick! It's distracted! Let's go!

But Something is wrong. Tirek holds up a hand.

123

TIREK

Wait...

The female inhales and a sickly green mist flows from the creature into her mouth. A similar green mist clouds over the monster's eyes. It slumps, as if in a trance.

The female transforms into Chrysalis, mouth open. Magical green energy seeps off of the creature and flows into her mouth. She glows brighter and more powerful.

124 CHRYSALIS

Mmmmm. SO much love. I haven't eaten this well in AGES...

The beast collapses. Love drained. Chrysalis smiles as the unconscious beast MOANS.

152

154

125

COZY GLOW

That. Is. So. Gross.

155

156

Tirek's stomach growls. Chrysalis turns to them.

126

CHRYSALIS

Just so we're clear. I didn't save you because I like you. I did it because... Because I...

152 156
↓ ↓

127 COZY GLOW (160)
Neeeeeed us?

128 CHRYSALIS
(she HATES saying it)
Yes.

152 156
| |

129 TIREK
Clearly I WAS right to wait. Now
tell me everything you learned
today... leave NOTHING out...

157 158 (159)
| | |

FADE TO:

SC. 18 - EXT. MT. EVERHOOF - CAMPISTE - A FEW HOURS LATER

Tirek, Cozy Glow and Chrysalis sit around the fire silently. Tirek is deep in thought, Cozy roasts a marshmallow, Chrysalis finishes cocooning the huge Ophiotauros. As she pats the cocoon it makes a wet slimy noise.

161 (163)
↓ ↓

130 COZY GLOW
Why are you doing that? Didn't you
already drain it of love?

131 CHRYSALIS
Not ALL of it. I always save a
little love for the next day.

Cozy looks at the cocoon with interest.

161 (163)
↓ ↓

132 COZY GLOW
You cocoon ALL of your... meals?

133 CHRYSALIS
Of course.

161 163 (164)
↓ ↓ ↓

134 COZY GLOW
So when you pony-napped Twilight
and the others, you cocooned them.

135 CHRYSALIS
Yes. Until that SOW STARLIGHT
GLIMMER freed them, corrupted my
subjects, and stole my hive!

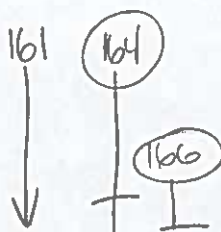
Beat as they all sit silently.

161 164
↓ ↓

136 COZY GLOW
How did you capture them in the
first place. That always seemed
really suspect.

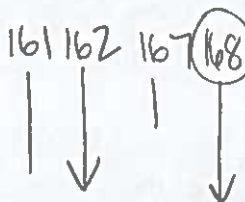
(165)
|

137 CHRYSLIS
It was a carefully planned and executed operation!



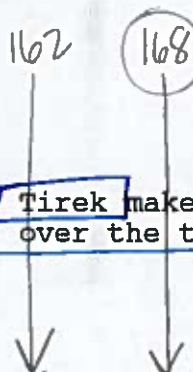
138 COZY GLOW
Yea but... the most POWERFUL ponies in Equestria taken without a fight leaving a rag tag group of reformed villains to rescue them. Seems farfetched.

139 CHRYSLIS
I'm JUST. THAT. GOOD.



140 TIREK
Powerful? HA! Those ponies have weaknesses. I used that turncoat Discord. Tricked him into helping me capture his so called "friends".

141 CHRYSLIS
Discord was really something until friendship ruined him.



142 TIREK
You should've seen Twilight's face when her friends appeared in bubbles around me. She was all...

Tirek makes a comically panicked and stressed out face (WAY over the top/ridiculous) Chrysalis and Cozy <LAUGH>.

143 COZY GLOW
It makes her SO easy to manipulate! She's SO stressed out all the time!

144 CHRYSLIS
When I posed as her former foal-sitter I thought she was going to implode.

Tirek <LAUGHS>



145 COZY GLOW
I wish I could have seen her face when I nearly erased all the magic from Equestria.

146 TIREK
ALL magic was a little excessive don't you think?

Cozy shrugs.

162 168 169

147 COZY GLOW

What can I say. I think big.
Besides, it would've been worth it
just to see Twilight and her
friends bow down to me.

Tirek <ROARS> with laughter.

148 TIREK

INDEED IT WOULD. Who wouldn't love
to see those prissy ponies realize
they've lost everything!

Chrysalis <CACKLES> and turns into Twilight.

149 CHRYSALIS/TWILIGHT

(in Chrysalis' voice)

I'm a pathetic pony princess! I
made a detailed list of all the
ways I'm a FAILURE!

Tirek and Cozy Glow LOSE IT, they cannot stop laughing.
Chrysalis reverts back to her true form.

150 TIREK

You know, working with you two may
not be the WORST thing.

151 CHRYSALIS

Perhaps... as long as it results in
the complete destruction of our
enemies.

152 COZY GLOW

I wouldn't have it ANY other way.
Do the pathetic princess thing
again!

The villains continue to laugh and joke around the fire...

FADE TO:

SC. 19 - EXT. MT. EVERHOOF - THE NEXT MORNING - MONTAGE

HERO SHOT of The three villains standing together on the path
that leads up the mountain. They look like QUITE the imposing
team.

Over an orchestral version of BETTER WAY TO BE BAD, the three
villains tackle the challenges they dealt with the day
before. But THIS time, as a team.

- They approach Rusty Bucket who rushes out of his cottage to
block their path.

Chrysalis transforms into the Ophiotauros and <ROARS>. The ground <RUMBLES> and an avalanche wipes Rusty and his cottage away. Rusty calls out from the distance.

180 ABC

153 RUSTY BUCKET (O.S.)
I'm okay!

The villains <LAUGH>

- They climb up the rocky terrain. Cozy slips. Chrysalis reaches out and catches her.

- Cozy rushes ahead of the others, scouting the best route.

- Tirek collects vines from the trees in the forest.

- Chrysalis turns into a cragadile to lift a fallen tree out of their path.

- They stand at the edge of the chasm, the peak of the mountain in their sights. They nod to each other. Tirek ties one end of the collected vines to a rocky outcropping and hands the other end to Cozy.

Chrysalis transforms back into the large (already designed) winged creature and holds Cozy under one arm like a football. She leaps in the air. The wind attacks her again. She ALMOST makes it to the top again. But THIS time, before the wind knocks her back down, she <HURLS> Cozy the rest of the way. Cozy makes it to the top and wraps the vine around another rock.

Tirek and Chrysalis climb along the vines. No matter how hard the wind <HOWLS> and <RAGES> against them, they manage to make it across.

Together, they are stronger than the mountain!

SC. 20 - EXT. TOP OF MT. EVERHOOF - CONTINUOUS

The villains reach a beautiful grove at the top of the mountain and see a mysterious cave with symbols etched around the entrance. Chrysalis rushes towards it but a <BLAST> of magical energy hurls her back. Tirek and Cozy approach more carefully. They reach out and discover a magical dome blocking their path. Cozy turns to Tirek.

182 183

154 COZY GLOW
Can you absorb it and make it go away?

184

155 TIREK
I can only absorb magic from LIVING beings.
(MORE)

185 186

182. 183^{g.} 185

TIREK (CONT'D)

If I were stronger, then I could destroy it.

(to Chrysalis)

You've fed, give it a shot?

Chrysalis blasts the shield. She's stronger than she was, but it's still not enough. Cozy studies the shield, thinking.

156 COZY GLOW

You said you absorb magic from LIVING beings... like her?

Chrysalis backs away from them defensively.

157 CHRYSALIS

Betrayal!

158 COZY GLOW

Not betrayal. Teamwork. If Tirek absorbs your energy he might be strong enough to break through.

159 CHRYSALIS

And then?

160 COZY GLOW

Then... he gives it back.

161 TIREK

I do?

Cozy nods.

162 CHRYSALIS

Why should I trust him? How do I know you won't take my magic and leave me.

163 COZY GLOW

Would we do that to you?

Chrysalis nods.

164 COZY GLOW (CONT'D)

Okay. NORMALLY yes, we would.

165 TIREK

I'll give you your magic back.

It's an awkward moment, these three working around the concept of TRUSTING each other. Finally Chrystalis nods.

166 CHRYSALIS

Do it.

166A
Tirek opens his mouth and absorbs Chrysalis' magic. He grows bigger, stronger, more powerful. Chrysalis grows paler, weaker, until she collapses on the ground.

191/192
167 TIREK
SO. MUCH. POWER!!!!

Tirek rises up, strong and powerful. He makes a muscle and kisses his bicep.

193/194
168 TIREK (CONT'D)
Welcome back baby.

Tirek blasts the shield with his energy. It glows brightly, but doesn't break.

191
169 TIREK (CONT'D)
It's strong. But I'm STRONGER.

A small opening appears in the shield.

170 TIREK (CONT'D)
It's not big enough for me. 196A B

194
171 COZY GLOW
Maybe not you.

Cozy dives through the opening.

172 COZY GLOW (CONT'D)
Keep it open or I'll be trapped forever!!

Chrysalis, collapsed on the floor, lifts her head weakly.

173 CHRYSALIS
Would that be so terrible?

99 173A 197/198
Tirek chuckles, but keeps the hole open. It's a struggle. He <GROANS> at the amount of energy he's expelling.

191 194
174 TIREK
Can't.... hold.... Much longer...

Cozy comes dashing out of the cave holding an ornate blue bell with ancient runes carved on it.

194
175 TIREK (CONT'D)
HURRY!

200 201 175A
Cozy flies through the air and <SOARS> through JUST as Tirek's power gives out and the hole collapses. Cozy tumbles to the ground but holds the bell in the air.

191 194 195

176 COZY GLOW
Ta-da....

Chrysalis raises her head to look at Tirek.

177 CHRYSALIS
My magic...

Tirek looks at his muscular frame. Cozy and Chrysalis watch him warily. Is he going to do it??

He bows his head and the magical life-force flows from him. He shrinks back down to his former size as Chrysalis grows brighter and more powerful.

178 CHRYSALIS (CONT'D)
I... wasn't sure you were going to give it back.

179 TIREK
Neither was I. But working together seemed... smarter than continuing to fight.

180 COZY GLOW
When we helped each other it felt better somehow.

181 CHRYSALIS
I haven't felt like this since I lost my hive. It's hard, doing everything alone. Having others who will be there for you... is pleasing.

The air <SHIMMERS> and <SHINES> around them. The EOH Rainbow faintly appears in the air. Could it be the magic... of friendship? Have these three FINALLY realized how powerful it can be?

182 TIREK
All of these years... taking power from others...
ponies...

183 COZY GLOW
When you use your power to help others...

184 CHRYSALIS
Yes.... It feels...

ZOOM IN on Chrysalis' eye. We see QUICK FLASHES. Stylized images from EP 626. Starlight reaching out to the changelings. The changelings giving away their love.

The changelings transforming into their gentler forms. ZOOM OUT as Chrysalis <SCREAMS>.

185 CHRYSLIS (CONT'D)
NOOOOOOOOOOOO!!!!

219 220 ABC 221 AB
185A The <SHIMMERING> in the air disappears. Cozy and Tirek shake their heads as if they were under a spell.

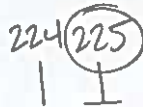
186 CHRYSLIS (CONT'D)
FOOLS! Don't you see! The magic of friendship is like a disease. An infection that spreads to those around you! I watched it infect my hive. I won't let it get me. I will NEVER embrace it.

Cozy and Tirek seem a BIT more unsure but...



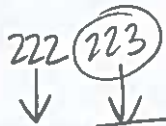
187 COZY GLOW
Same!

188 TIREK
Obviously.



189 COZY GLOW
But... Grogar said we HAVE to work together.

190 CHRYSLIS
Grogar is too powerful. Something has to be done about that.

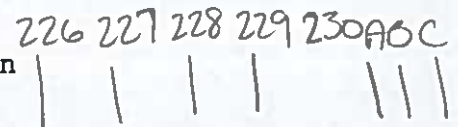


191 TIREK
What do you have in mind?

192 CHRYSLIS
We will NEVER be friends. But, there are obvious advantages to combining forces... temporarily.



193 TIREK
A truce until we defeat our common enemies.



194 COZY GLOW
And then it's everypony for themselves?

Chrysalis nods.

195 CHRYSLIS
Let Grogar think we're his loyal
servants. In the meantime we'll
hatch our own plan.

196 COZY GLOW
Ooooooh. I love a good backstabbing!

197 TIREK
After that we can go back to trying
to destroy each other.

They all give each other a side eye and smile. Cozy holds up
the bell.

198 COZY GLOW
In the meantime, what do we do with
this?

SC. 21 - INT. VILLAIN'S LAIR - GROGAR'S QUARTERS - LATER

The villains stand next to each other looking disappointed.
Grogar is FURIOUS.

199 GROGAR
YOU FAILED TO RETRIEVE THE BELL!?

200 COZY GLOW
We're sorry almighty Grogar.

201 TIREK
We worked together as you asked!

202 CHRYSLIS
We just aren't as powerful as you!

With a GROWL Grogar shoots a BLAST of magic straight through
a nearby the wall, after which he takes a breath and calms.

203 GROGAR
Obviously. I suppose it isn't a
total loss. At least you finally
did as you were told and worked
together.

With that, he stomps out through the hole he just made. The
villains grin slyly to one another before calling after.

204 COZY GLOW
Of COURSE.

205 TIREK
Whatever you command.

206 CHRYSLIS
Forget about that old bell. You
were right. We're SO much more
powerful when we work as a team.

We pan over to the bell, hidden just out of sight. We pull
out of the villains lair, unsure of what exactly they're
planning...

THE END